

31 October 2022

Dear Shareholders,

RE: CARDIEX LIMITED (ACN 113 252 234) – NOTICE OF ANNUAL GENERAL MEETING

[CardieX Limited](#) (ASX: CDX) (**CardieX**, the **Company**) advises that an Annual General Meeting (the **Meeting**) has been called for 9:30am AEDT on Wednesday, 30 November 2022. The meeting is to be held at BDO, Level 11, 1 Margaret Street, Sydney NSW 2000.

As permitted by the Corporations Act 2001 (Cth), the Company will not be sending hard copies of the Notice of Meeting to Shareholders. The Notice of Meeting can be viewed and downloaded from the Company's website at: <https://cardiex.com/investors/asx-announcements/>.

If you are unable to attend the Meeting, you may appoint a proxy to vote for you at the meeting by completing the enclosed Proxy Form. Alternatively, you are invited to vote online at: <https://investor.automic.com.au/#/loginsah>. The Company is committed to minimising paper usage and encourage all Shareholders to make the switch to paperless communications and provide us with your email address. To make the change, go to <https://investor.automic.com.au/#/loginsah> and follow the prompts. Shareholder documents are always available to access on our website and the ASX Platform.

If you have problems accessing this service, please contact our share registry, Automic on:

Mail: GPO Box 5193
Sydney NSW 2001

By Email: meetings@automicgroup.com.au

Phone: 1300 288 664 (within Australia)
+61 2 9698 5414 (Overseas)

For and on behalf of the Board,



Jarrod White
Director
CardieX Limited



CardieX Limited

ACN 113 252 234

**Notice of Annual General Meeting and
Explanatory Statement**

TIME: 9:30am (Australian Eastern Daylight Time)
DATE: Wednesday, 30 November 2022
PLACE: BDO, Level 11, 1 Margaret St, Sydney NSW 2000

This Notice and Explanatory Statement should be read in its entirety.

If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of CardieX Limited (**Company**), which will be held at 9:30am Australian Eastern Daylight Time on Wednesday, 30 November 2022 at BDO, Level 11, 1 Margaret St, Sydney NSW 2000 for the purposes of transacting the following business.

Terms used in this Notice and accompanying Explanatory Statement are defined in the glossary section of this document.

The Explanatory Statement, which accompanies and forms part of this Notice, describes the matters to be considered at the Annual General Meeting.

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial statements, the directors' report, and the audit report of the Company for the year ended 30 June 2022.

2. RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a **non-binding resolution**:

"That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Company adopts the annual remuneration report as set out in the directors' report for the financial year ended 30 June 2022."

Voting exclusion statement

The Company will disregard any votes cast on Resolution 1 by any member of the Key Management Personnel, or a closely related party of such member.

However, the Company will not disregard any votes cast on Resolution 1 by such person if:

- (a) the person is acting as proxy and the Proxy Form specifies how the proxy is to vote on the Resolution, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or
- (b) the person is the Chair of the Meeting voting an undirected proxy and their appointment expressly authorises the Chair to exercise the proxy even though Resolution 1 is connected with the remuneration of the Key Management Personnel of the Company.

If you are a member of the Key Management Personnel of the Company or a closely related party of such person (or are acting on behalf of any such person) and purport to cast a vote (other than as a proxy as permitted in the manner set out above), that vote will be disregarded by the Company (as indicated above) and you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

3. RESOLUTION 2: ELECTION OF MS. LESA MUSATTO AS A DIRECTOR

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

"That Lesa Musatto, being a Director, who retires in accordance with Clause 6.1 of the Company's Constitution and ASX Listing Rule 14.4, and offers herself for election, be elected as a director of the Company."

4. RESOLUTION 3: RE-ELECTION OF MR. NIAL CAIRNS AS A DIRECTOR

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

“That Niall Cairns, being a Director, who retires by rotation in accordance with clause 6.1 of the Company’s Constitution and ASX Listing Rule 14.4, and offers himself for re-election, be re-elected as a director of the Company.”

5. RESOLUTION 4: PARTICIPATION OF C2 VENTURES PTY LTD IN PLACEMENT

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval be given for the Company to issue up to 3,000,000 Shares and up to 1,000,000 free attaching Options to C2 Ventures Pty Ltd, on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement

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

- the named person or class of persons excluded from voting as set out below; or
- an associate of that person or those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- 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
- 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

The Company will disregard votes cast by:
the person who is to receive the securities in question, being C2 Ventures Pty Ltd;
any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity);
a person whose votes, in ASX’s opinion, should be disregarded.

6. RESOLUTION 5: PARTICIPATION OF MR. JARROD WHITE IN PLACEMENT

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval be given for the Company to issue 334,331 Shares and 111,444 free attaching Options to Mr. Jarrod White (or his nominee), on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement

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

- the named person or class of persons excluded from voting as set out below; or
- an associate of that person or those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- 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
- 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

The Company will disregard votes cast by:
the person who is to receive the securities in question, being Mr. Jarrod White or his nominee;
any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity);
a person whose votes, in ASX’s opinion, should be disregarded.

7. RESOLUTION 6: APPROVAL OF BROKER OPTIONS – MST FINANCIAL SERVICES PTY LTD

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 1,244,370 Options exercisable at \$0.45 expiring 3 years following their date of issue in the Company to MST Financial Services Pty Ltd (or its nominees), for the purpose, and on the terms set out in the Explanatory Statement.”

Voting exclusion statement

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

- the named person or class of persons excluded from voting as set out below; or
- an associate of that person or those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- 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
- 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

The Company will disregard votes cast by:
a person who is expected to participate in the proposed issue, being MST Financial Services Pty Ltd or its nominees;
a 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 entity);
a person whose votes, in ASX's opinion, should be disregarded.

8. RESOLUTION 7: APPROVAL OF CONSULTANT OPTIONS

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 250,000 Options exercisable at \$0.45 expiring 3 years following their date of issue in the Company to Neddi Pty Ltd (or its nominees), for the purpose, and on the terms set out in the Explanatory Statement."

Voting exclusion statement

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

- the named person or class of persons excluded from voting as set out below; or
- an associate of that person or those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- 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

- 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

The Company will disregard votes cast by:
a person who is expected to participate in the proposed issue, being Neddi Pty Ltd or its nominees;
a 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 entity);
a person whose votes, in ASX's opinion, should be disregarded.

9. RESOLUTION 8: RATIFICATION OF AUGUST 2022 PLACEMENT – SHARES AND OPTIONS

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 11,099,006 Shares and 3,699,678 free attaching Placement Options, for the purpose, and on the terms set out in the Explanatory Statement.”

Voting exclusion statement

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

- the named person or class of persons excluded from voting as set out below; or
- an associate of that person or those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- 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
- 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

The Company will disregard votes cast by:
a person who participated in the issue or is a counterparty to the agreement being approved;
a person whose votes, in ASX's opinion, should be disregarded.

10. RESOLUTION 9: RATIFICATION OF PRIOR ISSUE FOR PURPOSES OF LISTING RULE 7.4 – ZIHAN LIN

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 50,000 Shares, for the purpose, and on the terms set out in the Explanatory Statement.”

Voting exclusion statement

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

- the named person or class of persons excluded from voting as set out below; or
- an associate of that person or those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- 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
- 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

The Company will disregard votes cast by:
a person who participated in the issue or is a counterparty to the agreement being approved;
a person whose votes, in ASX’s opinion, should be disregarded.

11. RESOLUTION 10: RATIFICATION OF PRIOR ISSUE FOR PURPOSES OF LISTING RULE 7.4 – INTEGRIOUS COMMUNICATIONS

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 119,048 Shares, for the purpose, and on the terms set out in the Explanatory Statement.”

Voting exclusion statement

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

- the named person or class of persons excluded from voting as set out below; or
- an associate of that person or those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- 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
- 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.

The Company will disregard votes cast by:
a person who participated in the issue or is a counterparty to the agreement being approved;
a person whose votes, in ASX's opinion, should be disregarded.

12. RESOLUTION 11: APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a **special resolution**:

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

13. RESOLUTION 12: APPROVAL OF DIRECTOR LONG TERM INCENTIVE – MR. CRAIG COOPER

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 3,000,000 Performance Rights under the Employee Performance Rights and Share Option Plan to Mr. Craig Cooper (or his nominee), on the terms and conditions set out in the Explanatory Statement."

Voting exclusion statement

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

- the named person or class of persons excluded from voting as set out below; or
- an associate of that person or those persons; or
- cast as a proxy by members of Key Management Personnel and their closely related parties.

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or

- 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
- 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

The Company will disregard votes cast by:
a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question;
a person whose votes, in ASX's opinion, should be disregarded.

14. **RESOLUTION 13: APPROVAL OF DIRECTOR LONG TERM INCENTIVE – MR. NIALL CAIRNS**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

“Subject to and conditional on the passing of Resolution 3, that, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 3,000,000 Performance Rights under the Employee Performance Rights and Share Option Plan to Mr. Niall Cairns (or his nominee), on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement

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

- the named person or class of persons excluded from voting as set out below; or
- an associate of that person or those persons; or
- cast as a proxy by members of Key Management Personnel and their closely related parties.

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- 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
- 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

The Company will disregard votes cast by:
a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question;
a person whose votes, in ASX's opinion, should be disregarded.

15. **RESOLUTION 14: APPROVAL OF DIRECTOR LONG TERM INCENTIVE – MR. JARROD WHITE**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 750,000 Performance Rights under the Employee Performance Rights and Share Option Plan to Mr. Jarrod White (or his nominee), on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement

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

- the named person or class of persons excluded from voting as set out below; or
- an associate of that person or those persons; or
- cast as a proxy by members of Key Management Personnel and their closely related parties.

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- 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
- 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

The Company will disregard votes cast by:
a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question
a person whose votes, in ASX's opinion, should be disregarded.

16. **RESOLUTION 15: APPROVAL OF DIRECTOR OPTIONS – MR. RANDALL KING NELSON**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 500,000 Options to Mr. Randall King Nelson (or his nominee), on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement

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

- the named person or class of persons excluded from voting as set out below; or
- an associate of that person or those persons; or
- cast as a proxy by members of Key Management Personnel and their closely related parties.

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- 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
- 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

The Company will disregard votes cast by:
the person who is to receive the securities in question;
any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity);
a person whose votes, in ASX's opinion, should be disregarded.

17. RESOLUTION 16: APPROVAL OF DIRECTOR OPTIONS – MS. LESA MUSATTO

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

“Subject to and conditional on the passing of Resolution 2, that, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 350,000 Options to Ms. Lesa Musatto (or her nominee), on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement

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

- the named person or class of persons excluded from voting as set out below; or
- an associate of that person or those persons; or
- cast as a proxy by members of Key Management Personnel and their closely related parties.

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or

- 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
- 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

The Company will disregard votes cast by:
the person who is to receive the securities in question;
any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity);
a person whose votes, in ASX's opinion, should be disregarded.

18. **RESOLUTION 17: ISSUE OF SECURITIES TO MR. JARROD WHITE IN LIEU OF AU\$35,000 CASH REMUNERATION FOR DIRECTORS FEES**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 117,998 Shares to Mr. Jarrod White (or his nominee), on the terms and conditions set out in the Explanatory Statement."

Voting exclusion statement

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

- the named person or class of persons excluded from voting as set out below; or
- an associate of that person or those persons; or
- cast as a proxy by members of Key Management Personnel and their closely related parties.

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- 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
- 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

The Company will disregard votes cast by:
the person who is to receive the securities in question, being Mr. Jarrod White or his nominee;
any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity);
a person whose votes, in ASX's opinion, should be disregarded.

19. **RESOLUTION 18: ISSUE OF OPTIONS TO MS. LESA MUSATTO IN LIEU OF CASH REMUNERATION**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

"Subject to and conditional on the passing of Resolution 2, that, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 150,000 Options to Ms. Lesa Musatto (or her nominee), on the terms and conditions set out in the Explanatory Statement."

Voting exclusion statement

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

- the named person or class of persons excluded from voting as set out below; or
- an associate of that person or those persons; or
- cast as a proxy by members of Key Management Personnel and their closely related parties.

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- 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
- 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

The Company will disregard votes cast by:
the person who is to receive the securities in question, being Ms. Lesa Musatto or her nominee;
any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity);
a person whose votes, in ASX's opinion, should be disregarded.

20. RESOLUTION 19: ADOPTION OF NEW CONSTITUTION

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a **special resolution**:

“That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, the Company repeal its current Constitution and in its place adopt the New Constitution in the form tabled at the Meeting.”

DATED: 31 October 2022

BY ORDER OF THE BOARD

A handwritten signature in blue ink, appearing to read 'Jarrod White', is written over the printed name and title.

Jarrod White
Director
CardieX Limited



INFORMATION FOR SHAREHOLDERS WITH REGARD TO VOTING ARRANGEMENTS

The following information forms part of this Notice.

Voting Entitlements

For the purpose of the AGM, the Company has determined that all securities of the Company that are quoted securities at 9:30am Australian Eastern Daylight Time on 28 November 2022 will be taken, for the purpose of the AGM, to be held by the persons who were registered holders at that time.

Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

Proxies

A Shareholder has the right to appoint a proxy who need not be a shareholder of the Company.

If a Shareholder is entitled to two or more votes, they may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise.

The Proxy Form (which is enclosed with this Notice of Annual General Meeting) and any power of attorney or authority under which they are signed must be received at the share registry of the Company:

c/- Automic Pty Ltd

GPO Box 5193

Sydney, NSW 2001, Australia or:

At the Company's Registered Office

Suite 301, Level 3

55 Lime Street

Sydney NSW 2000

By Hand

Automic Pty Ltd

Deutsche Bank, Tower Level 5/126 Phillip Street, Sydney, NSW 2000, Australia

by facsimile to Automic Pty Ltd on +61 (2) 9698 5414 or **online at** www.automicgroup.com.au

At least 48 hours prior to the AGM (i.e. by no later than **9:30am Australian Eastern Daylight Time on 28 November 2022**) or any adjournment.

Any Proxy Form received after this deadline, including at the AGM, will be invalid.

SHAREHOLDER COMMUNICATIONS

Shareholders may elect to receive certain documents including annual reports and notice of meetings (proxy/voting forms) as follows:

- (a) You can make a standing election to receive the documents in physical or electronic form;
- (b) You can make a one-off request to receive a document in physical or electronic form; or
- (c) You can tell us if you do not want to receive a hard-copy of the Annual Report.

The Company is committed to minimising paper usage and encourage all Shareholders to make the switch to paperless communications and provide us with your email address. To make the change, go to www.investor.automic.com.au/#/home and follow the prompts. Shareholder documents are always available to access on our website and the ASX platform.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the AGM to be held at 9:30am Australian Eastern Daylight Time on Wednesday, 30 November 2022 at BDO, Level 11, 1 Margaret St, Sydney NSW 2000.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions.

This Explanatory Statement should be read in conjunction with the Notice preceding this Explanatory Statement. Capitalised terms in this Explanatory Statement are defined in the glossary section of this document.

ASX takes no responsibility for the contents of the Notice or this Explanatory Statement.

This Explanatory Statement does not take into account any person's investment objectives, financial situation or particular needs. If you are in any doubt about what to do in relation to the AGM, you should consult your financial or other professional adviser.

1. PROPOSED DUAL LISTING ON NASDAQ EXCHANGE AND BACKGROUND TO CERTAIN RESOLUTIONS IN THE NOTICE OF ANNUAL GENERAL MEETING

Some of the Resolutions in this Notice of Annual General Meeting refer to a proposal by the Company to seek a listing on the NASDAQ exchange in the US.

By way of background to this proposal, Shareholders may recall that the Company had announced in January 2022 that it had commenced the process to apply for an OTCQX quotation on the OTC Markets in the US. The Board subsequently decided to focus their efforts on progressing a dual ASX/ NASDAQ or NYSE listing rather than pursuing only a "quotation" of its shares on the OTC market, which does not provide the benefits of a full listing on a US exchange.

In pursuit of this strategy the Company has now commenced the process of seeking a listing on the NASDAQ exchange, and a related capital raising. There is no guarantee that the listing process will be successful, or when it might occur, as there are various US regulatory requirements to satisfy and the usual capital markets risks to navigate. A NASDAQ listing is not intended to involve a delisting from ASX – it would (if successful) mean that the Company is dual listed on both ASX and NASDAQ.

As stated in the Company's 2022 Annual Report, the rationale for the US exchange listing strategy involves seeking to take advantage of the following potential benefits:

- Broadening our investor base to include more investors in one of the major global capital markets.
- Being in a better position to attract strategic and institutional investors who might otherwise be unable to invest in offshore securities on non-US exchanges (such as ASX).
- Enhancing our visibility and global presence among investors, consumers, and customers – especially those in the single biggest market for our products and services.
- Providing a way to better compensate and attract US employees by using equity incentives related to NASDAQ quoted securities. This is particularly important to our growth plans given the global competition for engineering talent.
- Potentially increasing the liquidity of our shares by attracting new investors looking for exposure to our sector. We believe that the valuations of other health-tech/wearable companies based in the US generally have higher valuation multiples and metrics than those listed on ASX and other non-US exchanges (although there is no

guarantee that the Company's shares will be re-rated by reason only of a NASDAQ listing).

- Greater scope for merger and acquisition activity by creating a US listed "acquisition currency" for stock swap transactions, which may be more desirable to some target companies or businesses particularly in the US.
- Having two market announcement platforms would help us to have better communication with all our shareholders globally.

The Notice of Annual General Meeting includes some resolutions that refer to or are related to the NASDAQ listing strategy. These include:

- vesting conditions in certain proposed equity awards to directors and management that are dependent on a successful listing on a US exchange; and
- a proposed new Constitution for the Company, which is generally standard for an ASX listed company but also has certain clauses which are designed to facilitate a listing on NASDAQ.

The Notice of Annual General Meeting does not include resolutions to approve the listing or related capital raising, due to the uncertainty of the timing of those transactions. If the listing process proceeds as planned and the Company has more certainty as to the terms and timing of a capital raising, then we will likely call a separate General Meeting to be held early in 2023 to seek shareholder approval for those matters. More information will be provided at that time.

2. FINANCIAL STATEMENTS AND REPORTS

The Corporations Act requires the annual financial report, directors' report and the auditor's report (**Annual Financial Statements**) be received and considered at the Annual General Meeting. The Annual Financial Statements for the period ended 30 June 2022 are included in the Company's annual financial report, a copy of which can be accessed online at cardiex.com/investors/company-reports. Alternatively, a hard copy will be made available on request.

There is no requirement for Shareholders to approve the Annual Financial Statements and, as such, no vote will be taken in relation to this. However, Shareholders attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the Annual Financial Statements and the management of the Company.

The Company's auditor, BDO Audit Pty Ltd, (**Auditor**) will be present at the AGM and Shareholders will have the opportunity ask the Auditor questions in relation to the conduct of the audit, the Auditor's report, the Company's accounting policies, and the independence of the Auditor.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's Auditor about:

- (a) the preparation and content of the Auditor's report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the Annual Financial Statements; and
- (d) the independence of the Auditor in relation to the conduct of the audit, may be submitted no later than 5 business days before the date of the AGM:

In person or post to: Suite 301, 55 Lime Street SYDNEY NSW 2000
By email to: corporate@cardiex.com

3. RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

3.1. Background

Pursuant to Section 250R(2) of the Corporations Act, the Company submits to Shareholders for consideration and adoption, by way of a non-binding resolution, its remuneration report for the financial year ended 30 June 2022 (the **Remuneration Report**). The Remuneration Report is a distinct section of the annual directors' report (the **Directors' Report**) which deals with the remuneration of Directors, executives and senior managers of the Company. More particularly, the Remuneration Report can be found within the Directors' Report in the Company's 2022 Annual Report. The Annual Report is available on the Company's website at cardiex.com/investors/company-reports.

By way of summary, the Remuneration Report:

- (a) explains the Company's remuneration policy and the process for determining the remuneration of Directors and executive officers;
- (b) addresses the relationship between the Company's remuneration policy and the Company's performance; and
- (c) sets out the remuneration details for each Director and executive officer named in the Remuneration Report for the financial year ended 30 June 2022.

The remuneration levels for Directors, executives and senior managers are competitively set to attract and retain appropriate Directors and Key Management Personnel.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on, the Remuneration Report.

3.2. Regulatory Requirements

The Corporations Act provides that Resolution 1 need only be an advisory vote of Shareholders and does not bind the Directors. However, the Corporations Act provides that if the Company's Remuneration Report resolution receives a "no" vote of 25% or more of votes cast at the Annual General Meeting, the Company's subsequent Remuneration Report must explain the Board's proposed action in response or, if the Board does not propose any action, the Board's reasons for not making any changes. The Board will take into account the outcome of the vote when considering the remuneration policy, even if it receives less than a 25% "no" vote.

The Corporations Act also contains a 'two strikes' rule in relation to remuneration reports. Briefly, if at two consecutive AGMs, 25% or more votes were cast against the resolution that the Company's remuneration report be adopted, a 'spill resolution' must be put to the vote at that AGM. At the Company's 2021 AGM less than 25% of votes were cast against the resolution that the Remuneration Report be adopted. Accordingly, there is no requirement to allow for a possible spill resolution at this year's Annual General Meeting.

3.3. Voting Exclusion Statement

A voting exclusion statement applies to this Resolution. Please refer to the voting exclusion statement under Resolution 1 in the Notice for further information.

3.4. Board Recommendation

The Directors do not make a recommendation to shareholders with respect to Resolution 1 due to being excluded from voting on this Resolution. However, the Chair intends to vote all undirected proxies in favour of Resolution 1.

4. RESOLUTION 2: ELECTION OF MS. LESA MUSATTO AS A DIRECTOR

4.1. Background

Ms. Lesa Musatto was appointed a Director of the Company on 26 April 2022 as an additional director to the Board.

4.2. ASX Listing Rule Requirements

In accordance with ASX Listing Rule 14.4 and clause 6.1 of the Company's Constitution, a Director appointed as an addition to the Board must not hold office, without election, past the next annual general meeting of the Company.

4.3. Biography

Ms. Lesa Musatto currently serves as the Chief Marketing Officer at Auction Technology Group (ATG:LSE), after being in multiple executive and marketing strategy roles for companies ranging from large corporations to start-ups. Her ability to execute successful marketing campaigns has allowed Lesa to take on roles in different industries – from consumer retail experience with Levi Strauss, Gap. Inc, and Safeway to health tech experience with Nuelle and more recently, with ATG – a leading publicly listed exchange and marketplace technology platform.

Ms. Musatto's extensive experience provides her with a strong understanding of how to reach customers in a way that resonates with different target markets across the medical and consumer sectors. With most of her prior work being in the B2C space, Lesa brings with her a unique dynamic and new perspective to the Board.

4.4. Effect of Resolution

If Resolution 2 is passed, Ms. Musatto will be re-appointed as a Director for an additional term.

In the event that Resolution 2 is not passed, Ms. Musatto will cease being a Director from the conclusion of the AGM.

4.5. Board Recommendation

The Directors (other than Ms. Musatto) recommend that Shareholders vote in favour of this Resolution.

5. RESOLUTION 3: RE-ELECTION OF MR. NIAL CAIRNS AS A DIRECTOR

5.1. Background

Clause 6.1(f) of the Company's Constitution requires that at least one third of Directors (not including the managing director or any person appointed as an addition to the Board and also standing for election), rounded down to the nearest whole number, must retire from office at each annual general meeting, as well as any Director who has been in office for three (3) or more years at the conclusion of the AGM or there have been three (3) or more annual general meetings since that Director was last elected to office. Accordingly, Mr. Niall Cairns Nelson is offering himself for re-election in accordance with clause 6.1(f) of the Company's Constitution.

5.2. ASX Listing Rule Requirements

ASX Listing Rule 14.4 states that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or three (3) years, whichever is longer.

5.3. Biography

Mr. Niall Cairns was appointed as a Director of the Company on 20 December 2017 and as the Executive Chairman on 27 February 2019.

Mr. Cairns is a Sydney based technology growth company director and investor with over 25 years of track record of value creation, restructuring, and exits in both listed and unlisted companies. As a founding partner of Nanyang Ventures, Kestrel Capital and C2 Ventures, Niall has managed significant institutional and private capital, whilst raising capital for and driving the global growth of over 50 companies in sectors as diverse as Agtech, Medtech, digital and SaaS based business. These have included Tru-Test Corporation, Intrapower, Gale Pacific (AVCAL Award winner) and Australian Helicopters. Niall is currently the Non-Executive Chairman of Tambla limited and the St Andrews College Foundation.

5.4. Effect of Resolution

If Resolution 3 is passed, Mr. Cairns will be re-appointed as a Director of the Company for an additional term.

In the event that Resolution 3 is not passed, Mr. Cairns will cease being a Director of the Company from the conclusion of the AGM.

5.5. Board Recommendation

The Directors (other than Mr. Cairns) recommend that shareholders vote in favour of this Resolution.

6. RESOLUTIONS 4 AND 5: APPROVAL FOR THE PARTICIPATION OF C2 VENTURES PTY LTD AND MR. JARROD WHITE IN PLACEMENT

6.1. Background

On 22 August 2022, the Company announced a placement to raise \$4.33 million (before cost) at an issue price of \$0.30 per Share (**Placement**). Placement participants also receive 1 for 3 free attaching Options with an exercise price of \$0.45 expiring one (1) year from the date of issue (**Placement Options**).

\$3,329,700.70 of the Placement was subscribed by sophisticated and professional investors for the issue of 11,099,006 new Shares and 3,699,678 Placement Options. Ratification of the issue of these securities is the subject of Resolution 8.

The Company has received written undertakings for the remaining \$1,000,299.30 of the Placement, totalling 3,334,331 Shares at the same issue price of \$0.30 per Share and 1,111,444 free-attaching Placement Options, from related parties C2 Ventures Pty Ltd and a Director, Mr. Jarrod White (**Related Parties**). The written undertakings from the Related Parties to participate in the Placement are subject to Shareholder approval pursuant to Resolutions 4 and 5.

A summary of the principal terms of the Placement Options is set out in section 6.4(e) of the Explanatory Statement and Schedule 2.

Resolution 4 seeks Shareholder approval for the purposes of Listing Rule 10.11 to approve the participation of C2 Ventures Pty Ltd in the Placement of 3,000,000 Shares at an issue price of \$0.30 per Share and 1,000,000 free-attaching Placement Options.

Resolution 5 seeks Shareholder approval for the purposes of Listing Rule 10.11 to approve the participation of Mr. Jarrod White (or his nominee) in the Placement of 334,331 Shares at an issue price of \$0.30 per Share and 111,444 free-attaching Placement Options.

6.2. ASX Listing Rule Requirements

ASX Listing Rule 10.11.1 provides that unless one of the exceptions in ASX Listing Rule 10.12 applies, a listed company must not issue equity securities to a related party of a company without the approval of its shareholders. C2 Ventures Pty Ltd is a related party of the Company by virtue of being a related company of Executive Chairman Mr. Niall Cairns, and CEO and Managing Director Mr. Craig Cooper. Mr. White is a related party of the Company by virtue of being a Director. The participation of the Related Parties in the Placement falls within ASX Listing Rule 10.11.1 and does not fall within any of the exceptions in ASX Listing Rule 10.12. It therefore requires the approval of Shareholders under ASX Listing Rule 10.11.

Pursuant to ASX Listing Rule 7.2 exception 14, where approval under ASX Listing Rule 10.11 is obtained, approval is not required under ASX Listing Rule 7.1 and the issue of securities will not be included in the company's 15% limit.

6.3. Effect of Resolutions

If Resolutions 4 and 5 are passed by Shareholders, C2 Ventures Pty Ltd, an entity controlled by two Directors, and Mr. White (or his nominee) will respectively be able to participate in the Placement – collectively 3,334,331 Shares at \$0.30 per Share to raise \$1,000,299.30, together with 1,111,444 free attaching Placement Options (on a 1 for 3 basis).

If Resolutions 4 and 5 are not passed by Shareholders, C2 Ventures Pty Ltd, an entity controlled by two Directors, and Mr. White (or his nominee) will not be able to participate in the Placement and no additional Placement funds will be raised. The Company may consider sourcing alternate funding where any of Resolutions 4 and 6 are not passed, but there is no guarantee that these funds will be available from other investors.

These Resolutions are not interdependent in that either Resolution 4 or 5 can be passed without both Resolutions 4 and 5 passing.

6.4. Resolutions 4 and 5 – Required Information ASX Listing Rule 10.11

In accordance with ASX Listing Rule 10.13 the following information is provided in relation to Resolutions 4 and 5:

- (a) the Shares and Placement Options will be issued to:
 - (i) pursuant to Resolution 4, C2 Ventures Pty Ltd who falls within the category set out in ASX Listing Rule 10.11.1 by virtue of being a related company of Directors, Mr. Niall Cairns and Mr. Craig Cooper); and
 - (ii) pursuant to Resolution 5, Mr. Jarrod White (or is nominee) who falls within the category set out in ASX Listing Rule 10.11.1 by virtue of being a Director;
- (b) the maximum number of Shares and Placement Options to be issued:
 - (i) to C2 Ventures Pty Ltd under Resolution 4 is 3,000,000 Shares and 1,000,000 Placement Options; and
 - (ii) to Mr. White (or his nominee) under Resolution 5 is 334,331 Shares and 111,444 Placement Options;
- (c) the Company is proposing to issue 3,334,331 Shares at an issue price of \$0.30 per Share, together with 1 free attaching Placement Option for every 3 Shares subscribed for and issued. The issue price of the Related Parties' participation in the Placement is the same issue price as all other Shares issued to other participants in the Placement. The Company will not receive any other consideration for the issue of the Related Parties' participation in the Placement (other than in respect of fund received on exercise of the Placement Options issued to the Related Parties);
- (d) the Shares will be fully paid ordinary shares in the Company and will rank equally in all respects with the existing Shares on issue;
- (e) the Placement Options will be issued on the following terms and conditions:
 - (i) exercise price is \$0.45 per Placement Option;
 - (ii) the expiry date is the date that is one (1) year from the date of issue; and
 - (iii) otherwise on the terms and conditions summarised in Schedule 2;
- (f) the Shares and Placement Options will be issued to the Related Parties no later than one (1) month after the date of the AGM (or such date to the extent permitted by any ASX waiver or modifications of the ASX Listing Rules) and it is intended that issue of the Shares and Placement Options will occur on the same day;
- (g) the funds raised from the Placement will primarily be used to support and accelerate new product initiatives relate to the Company's CONNEQT subsidiary as well as corporate initiatives in the USA. Proceeds will also be used to provide

additional working capital for the existing operations and to meet regulatory requirements;

- (h) the Shares and Placement Options to be issued to the Related Parties are not intended to remunerate or incentivise the Directors;
- (i) the material terms of the written undertakings under which the Shares and Placement Options are to be issued to the Related Parties are summarised in section 6.1 of the Explanatory Statement; and
- (j) a voting exclusion applies to each of Resolutions 4 and 5. Please refer to the specific resolution for the relevant voting exclusion statement.

6.5. Corporations Act Requirements

Chapter 2E of the Corporations Act requires that for a public company to give a financial benefit to a related party (including directors of the company), the company must obtain approval of members in the manner set out in Sections 217 to 227 of the Corporations Act and give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within exception set out in Sections 210 to 216 of the Corporations Act. The Board (with Messrs Cairns, Cooper and White abstaining from the deliberations) is of the view that the participation of the Related Parties in the Placement is on arms' length terms, as the Shares and Placement Options will be issued on the same terms as the securities issued to non-related party participants in the Placement and therefore, there is no requirement for additional shareholder approval under Chapter 2E of the Corporations Act.

6.6. Director Recommendation

The Directors (other than Messrs Niall Cairns and Craig Cooper who have an interest in Resolution 4) recommend that Shareholders vote in favour of Resolution 4. The Directors (other than Mr. Jarrod White who has an interest in Resolution 5) recommend that Shareholders vote in favour of Resolution 5.

7. RESOLUTIONS 6 AND 7: ISSUE OF OPTIONS TO BROKER AND CONSULTANTS

7.1. Background

Subject to Shareholder approval, the Lead Manager to the Placement, MST Financial Services Pty Ltd, (or its nominees) is to receive up to 1,244,370 Options on the basis of 1% of the Company's issued capital (following completion of the Placement, which includes those Shares which are subject to Shareholder approval under Resolutions 4 and 5).

In addition, Neddih Pty Ltd, who was a consultant in relation to the placement is to receive 250,000 Options, on the basis of the Board's determination.

Resolution 6 seeks Shareholder approval for the purposes of ASX Listing Rule 7.1 to approve the issue of up to 1,244,370 Options exercisable at \$0.45 per Option expiring three (3) years following their date of issue to MST Financial Services Pty Ltd (or its nominees).

Resolution 7 seeks Shareholder approval for the purposes of ASX Listing Rule 7.1 to approve the issue of 250,000 Options exercisable at \$0.45 per Option expiring three (3) years following their date of issue to Neddih Pty Ltd (or its nominees).

7.2. ASX Listing Rule Requirements

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of Options under Resolutions 6 and 7 does not fall within any of the exceptions set out in ASX Listing Rule 7.2 and exceeds the 15% limit in ASX Listing Rule 7.1. It therefore requires the approval of Shareholders under ASX Listing Rule 7.1.

7.3. Effect of Resolutions

The issues of Options are subject to approval by Shareholders at the AGM.

If Shareholder approval is not received, in respect of Resolutions 6 and 7, MST Financial Services Pty Ltd and Neddih Pty Ltd will not receive Options and will have no further entitlement in lieu of the value of these Options.

If Shareholder approval is received, in respect of Resolutions 6 and 7, MST Financial Services Pty Ltd and Neddih Pty Ltd will respectively receive the Options as outlined in the Resolutions. In addition, the issue of the Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

The Resolutions 6 and 7 are not interdependent in that either of Resolutions 6 and 7 can be passed without both Resolutions 6 and 7 passing.

7.4. Required Information for ASX Listing Rule 7.1

The Company provides the following information with respect to Resolutions 6 and 7 pursuant to ASX Listing Rule 7.3.

Resolution 6: Approval of Broker Options – MST Financial Services Pty Ltd

Maximum Number of Options	Up to 1,244,370 Options
Security Class	Options exercisable at \$0.45 per Option, expiring three (3) years from the date of issue
Date of Issue	The Options will be issued no later than three (3) months after the date of the AGM (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Options will occur on the same day.
Price	The issue price is nil.
Terms of Securities	The Options will be issued on the following terms and conditions: (a) the exercise price is \$0.45 per Option; (b) the expiry date is the date that is three (3) years from the date of issue; and (c) otherwise on the terms and conditions summarised in Schedule 2.
Purpose of Issue/Use of Funds	The Options are being issued in accordance with the Mandate as part consideration for lead manager services provided by the Lead Manager pursuant to the Placement.
Persons Issue To	The Lead Manager of the Placement, MST Financial Services Pty Ltd (or its nominee).
Relevant Agreement	The Options are being issued pursuant to a lead manager mandate entered into between the Company and MST Financial Services Pty Ltd with respect to the Placement (Mandate). The Mandate was generally on terms customary for agreements of this nature, and include: (a) management fee of 3% of the total value of capital raised under the Offer (as defined in the Mandate) (Aggregate Consideration), (b) selling fee of 3% of the Aggregate Consideration minus the total value of capital raised under the Offer from Directors and their associated entities, and (c) Options exercisable at \$0.45 per Option, expiring three (3) years from the date of issue equivalent to 1% of the number of issued Shares of the Company following the issue of Offer Securities (subject to Shareholder approval).
Voting Exclusion	A voting exclusion statement applies to this Resolution and is included in the Notice.

Resolution 7: Approval of Options to Consultants

Maximum Number of Options	250,000 Options
Security Class	Options exercisable at \$0.45 per Option, expiring three (3) years from the date of issue
Date of Issue	The Options will be issued no later than three (3) months after the date of the AGM (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Broker Options will occur on the same day.
Price	The issue price is nil.
Terms of Securities	The Options will be issued on the following terms and conditions: (a) the exercise price is \$0.45 per Option; (b) the expiry date is the date that is three (3) years from the date of issue; and (c) otherwise on the terms and conditions summarised in Schedule 2.
Purpose of Issue/Use of Funds	The Options are being issued in relation to consulting services rendered in relation to the Placement.
Persons Issue To	Neddih Pty Ltd (or its nominee).
Material Agreement	None.
Voting Exclusion	A voting exclusion statement applies to this Resolution and is included in the Notice.

8. RESOLUTIONS 8, 9 AND 10: RATIFICATION OF AUGUST 2022 PLACEMENT AND OTHER SHARE ISSUES**8.1. Background**

As set out in section 6.1 of the Explanatory Statement, the Company has issued 11,099,006 new Shares and 3,699,678 free-attaching Placement Options (**Placement Securities**) to sophisticated and professional investors under the Placement pursuant to the Company's ASX Listing Rule 7.1 capacity. The Shares were issued at an issue price of \$0.30 per Share to raise \$3,329,700.70. Placement participants also received 1 for 3 free attaching Placement Options. Resolution 8 seeks Shareholder approval to ratify the issue of the Placement Securities.

On 30 June 2022, the Company issued 50,000 Shares (**Employee Shares**) to Mr Zihan Lin, an employee of the Company in consideration for services rendered to the Company pursuant to the Company's ASX Listing Rule 7.1 capacity. Resolution 9 seeks Shareholder approval to ratify the issue of the Employee Shares.

On 27 October 2022, the Company issued 119,048 Shares to Integrous Communications (Integrous Shares) as a settlement of services rendered by Integrous from 1 April to 30 September 2022 in relation to US public and investor relations advisory with a cash equivalent value of US\$25,000. These shares were issued pursuant to the Company's ASX Listing Rule 7.1 capacity. Resolution 10 seeks Shareholder approval to ratify the issue of the Integrous Shares.

8.2. ASX Listing Rule Requirements

As summarised in section 7.2 of the Explanatory Statement, subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under ASX Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of special resolution passed at its annual general meeting, to increase this 15% limit by an

extra 10% to 25%. The Company obtained approval to increase its limit to 25% at the annual general meeting held on 16 December 2021.

The issue of the securities the subject of Resolutions 8, 9 and 10 does not fit within any of the exceptions set out in ASX Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under ASX Listing Rule 7.1 for the 12-month period following the date of issue of the relevant securities.

ASX Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under ASX Listing Rule 7.1. To this end, the Company seeks Shareholder approval pursuant to ASX Listing Rule 7.4 to ratify the issue of securities the subject of Resolutions 8, 9 and 10.

8.3. Effect of Resolutions

In the event that Resolutions 8, 9 and 10 are not passed, the Placement Securities, Employee Shares and Integrous Shares will be included in calculating the Company's combined 25% limit in ASX Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the issue date of those securities.

Where Resolutions 8, 9 and 10 are passed, the Placement Securities, Employee Shares and Integrous Shares will be excluded in calculating the Company's combined 25% limit in ASX Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the issue date of those securities.

These Resolutions are not interdependent in that any of Resolutions 8, 9 or 10 can be passed without all of Resolutions 8, 9 and 10 passing.

8.4. Information Required for ASX Listing Rule 7.4

In compliance with the information requirements of ASX Listing Rule 7.5, Shareholders are advised of the following information:

Resolution 8: Ratification of August 2022 Placement – Shares and Options

Maximum Number of Securities	11,099,006 fully paid ordinary shares 3,699,678 Placement Options
Date of Issue	29 August 2022
Price	\$0.30 per Share. The issue price of the Placement Options was nil. Securities issued as free-attaching Options in conjunction with Placement being conducted. Placement participants received a Placement Options on a 1:3 basis.
Terms of Securities	The Shares are fully paid ordinary shares in the Company that rank equally with all existing Shares on issue. The Placement Options were issued on the following terms and conditions: (a) exercise price is \$0.45 per Placement Option; (b) the expiry date is the date that is one (1) year from the date of issue; and

	(c) otherwise on the other terms and conditions summarised in Schedule 2.
Purpose of Issue/Use of Funds	The funds raised from the Placement will primarily be used to support and accelerate new product initiatives relate to the Company's CONNEQT subsidiary as well as corporate initiatives in the USA. Proceeds will also be used to provide additional working capital for the existing operations and to meet regulatory requirements.
Persons Issued To	Sophisticated and professional investors, being parties introduced to the Company by Directors, brokers, and the Lead Manager MST Financial Services Pty Ltd. These investors did not include any related parties of the Company.
Material Agreement	None.
Voting Exclusion	A voting exclusion statement applies to this Resolution and is included in the Notice.

Resolution 9: Ratification of Prior Issue for Purposes of Listing Rule 7.4 – Zihan Lin

Maximum Number of Securities	50,000 fully paid ordinary shares
Date of Issue	30 June 2022
Price	Deemed issue price of \$0.31 per Share
Terms of Securities	Fully paid ordinary shares in the Company that rank equally with all existing Shares on issue.
Purpose of Issue/Use of Funds	The Shares were issued to Zihan Lin, an employee in lieu of cash remuneration as a one-off payment for services performed, and equivalent of \$15,500 (as announced to the ASX on 4 July 2022).
Persons Issued To	Zihan Lin, an employee of CardieX Limited, who is not a related party or member of Key Management Personnel of the Company.
Material Agreement	None.
Voting Exclusion	A voting exclusion statement applies to this Resolution and is included in the Notice.

Resolution 10: Ratification of Prior Issue for Purposes of Listing Rule 7.4 – Integrus Communications

Maximum Number of Securities	119,048 fully paid ordinary shares
Date of Issue	28 October 2022
Price	\$0.30 per Share
Terms of Securities	fully paid ordinary shares that rank equally with all existing Shares on issue.
Purpose of Issue/Use of Funds	The Shares were issued to Integrus Communications in exchange for services provided in relation to US public and investor relations connected with the Company's consideration of US based capital raising activities.
Persons Issued To	Integrus Communications, a third-party service provided of US public and investor relations.
Material Agreement	None.
Voting Exclusion	A voting exclusion statement applies to this Resolution and is included in the Notice.

9. RESOLUTION 11: APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY

9.1. ASX Listing Rule Requirements

As summarised in section 7.2 of the Explanatory Statement, subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed company

can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under ASX Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

An 'eligible entity' means 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 is currently an eligible entity for these purposes.

Resolution 11 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for it in ASX Listing Rule 7.1A to issue equity securities without Shareholder approval.

9.2. Effect of Resolution

If Resolution 11 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 ASX Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in ASX Listing Rule 7.1.

If Resolution 11 is passed, the Company will be able to issue equity securities up to the combined 25% limit in both ASX Listing Rules 7.1 and 7.1A without any further Shareholder approval.

The additional 10% capacity is calculated in accordance with the formula set out in ASX Listing Rule 7.1A.2.

9.3. Information Required for ASX Listing Rule 7.1A

In compliance with ASX Listing Rule 7.3A, the Company provides the following information with respect to Resolution 11:

- (a)** The Equity Securities issued under the ASX Listing Rule 7.1A capacity must be in an existing quoted class of Equity Securities. The minimum price at which Equity Securities may be issued under the ASX Listing Rule 7.1A capacity will be calculated in accordance with ASX Listing Rule 7.1A.3 which requires that the issue price be no less than 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

 - (i) 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 Equity Securities; or
 - (ii) if the Equity Securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b)** If Resolution 11 is approved by Shareholders and the Company issues the maximum number of Equity Securities under the 10% capacity, existing Shareholders' economic and voting power in the Company will be diluted as shown in the table below. There is a risk that:

 - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of this approval under ASX Listing Rule 7.1A; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

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

- (c) If Resolution 11 is approved by Shareholders, the approval to issue equity securities under this capacity per ASX Listing Rule 7.1A will commence on the date of this AGM and cease upon the earlier of:
- (i) the date that is 12 months after the date of the AGM at which the approval is gained, being 30 November 2023;
 - (ii) the time and date of the Company's next annual general meeting; and
 - (iii) the date of the approval by Shareholders of a transaction under ASX Listing Rule 11.1.2 or 11.2, being a significant change to the nature or scale of the Company's activities, or the disposal of a main undertaking.
- (d) The Company may seek to issue securities under this capacity for cash consideration only. As the Company continues to pursue growth opportunities and expand its global footprint, the Company may seek to raise capital using this additional capacity. Funds raised may be applied towards working capital, development of new products, for funding acquisitions or investments, or other opportunities identified by the Directors.
- (e) The Company will ensure it remains compliant with its disclosure obligations under ASX Listing Rule 7.1A.4 upon the issue of any securities under this capacity.
- (f) The allocation policy of the Company if it uses the additional 10% capacity will be dependent upon the prevailing market conditions at the time of any proposed issue of securities under this capacity. The identity of any allottees will be determined on a case-by-case basis having regard to various factors including without limitation:
- (i) the alternate 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 of the Company; and
 - (iv) advice from corporate, financial and broker advisers (as may be applicable from time to time).
- (g) As at the date of this Notice, the Company has not identified any allottees proposed to be offered Equity Securities under this additional placement capacity but may include new or existing investors who are not related parties or associates of related parties of the Company.
- (h) In the 12 months preceding the date of the AGM, the Company has not issued or agreed to issue any Equity Securities under ASX Listing Rule 7.1A.2.

The following table sets out the possible dilution of existing Shareholders of the Company on the basis of the closing market price of the Company's Shares on ASX of \$0.30 on 28 October 2022 and on the issued capital of the Company as at 28 October 2022 as variable "A" per ASX Listing Rule 7.1A.

Variable A Listing Rule 7.1A.2	Dilution Effect			
		50% Decrease in Share Price \$0.15	Current Share Price \$0.30	100% Increase in Share Price \$0.60
Current Variable A 126,531,815	10% Dilution	12,653,182	12,653,182	12,653,182
	Funds Raised	\$1,897,977	\$3,795,954	\$7,591,909
50% Increase Variable A 189,797,723	10% Dilution	18,979,772	18,979,772	18,979,772
	Funds Raised	\$2,846,966	\$5,693,932	\$11,387,863
100% Increase Variable A 253,063,630	10% Dilution	25,306,363	25,306,363	25,306,363
	Funds Raised	\$3,795,954	\$7,591,909	\$15,183,818

The above table makes the following assumptions:

- All securities have been issued under the 10% capacity and the Company has issued the maximum number of Equity Securities available under the 10% capacity.
- The Company has not issued any Equity Securities in the 12 months prior to the AGM that were not issued under an exception in ASX Listing Rule 7.2 or with Shareholder approval under ASX Listing Rule 7.1.
- No options or performance rights are exercised into Shares before the date of issue of the Equity Securities. The Company currently has 16,050,000 Performance Rights and 10,279,678 Options on issue prior to the Resolutions considered under the Notice.
- The dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue (and not the dilution that may be caused to a particular Shareholder).
- The table only shows the effect of issues of securities under ASX Listing Rule 7.1A and does not consider the 15% capacity the Company has under ASX Listing Rule 7.1, nor the Company's ability to issue securities without Shareholder approval under the exceptions in the ASX Listing Rule 7.2.

9.4. Previous Issues of Securities

The Company has previously obtained Shareholder approval at its annual general meeting on 16 December 2021 to have the additional capacity to issue Equity Securities under ASX Listing Rule 7.1A. During the 12-month period preceding the date of this Meeting, being on and from 30 November 2021, the Company did not issue any Shares under ASX Listing Rule 7.1A.2.

9.5. Board Recommendation

Resolution 11 seeks approval for an additional 10% placement capacity which can be used for issuing quoted Shares for cash consideration and provides further flexibility to the Company should an opportunity arise requiring the issue of new Shares for cash consideration. The Company notes that it is not presently expecting to be issuing additional Shares under this capacity at this time.

Accordingly, the Directors recommend that Shareholders vote in favour of Resolution 14.

9.6. Voting Exclusion Statement

As at the date of this Notice of Annual General Meeting, the Company is not proposing to make an issue of Equity Securities under ASX Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

10. RESOLUTIONS 12, 13 AND 14: APPROVAL OF DIRECTOR LONG TERM INCENTIVES

10.1. Background

Shareholders are being asked to approve Resolutions 12, 13 and 14 to allow Performance Rights to be issued to Directors under the Company's Employee Performance Rights and Share Option Plan (**Plan**). The Board has determined that the grant of Performance Rights under the Plan to the Directors is an appropriate form of long-term incentive for the Company's Key Management Personnel, which forms part of the Company's overall remuneration framework which is designed to support and reinforce its business strategy. A more detailed overview of the Plan is set out at Schedule 1.

Accordingly, the Company is proposing, subject to obtaining Shareholder approval, to issue the following Performance Rights to Directors under Resolutions 12, 13 and 14:

Resolution	Director	Number of Performance Rights	Vesting Conditions	Expiry Date
12	Mr. Craig Cooper	3,000,000	(a) 1,000,000 vest upon the Company successfully achieving a Secondary Listing on a US Exchange. (b) 1,000,000 vest upon the Company achieving an audited A\$10 million in Revenue from third parties in any financial year prior to the expiry date. (C) 1,000,000 vest upon the Company achieving an audited A\$20 million in Revenue from third parties in any financial year prior to the expiry date.	30/11/2027
13	Mr. Niall Cairns	3,000,000	(a) 1,000,000 vest upon the Company successfully achieving a Secondary Listing on a US Exchange. (b) 1,000,000 vest upon the Company achieving an audited A\$10 million in Revenue from third parties in any financial year prior to the expiry date. (c) 1,000,000 vest upon the Company achieving an audited A\$20 million in Revenue from third parties in any financial year prior to the expiry date.	30/11/2027
14	Mr. Jarrod White	750,000	(a) 250,000 vest upon the Company successfully achieving a Secondary Listing on a US Exchange. (b) 250,000 vest upon the Company achieving an audited A\$10 million in Revenue from third parties in any financial year prior to the expiry date (C) 250,000 vest upon the Company achieving an audited A\$20 million in Revenue from third parties in any financial year prior to the expiry date.	30/11/2027

For the purposes of the Vesting Conditions above, **Revenue** means consolidated audited revenue as shown in the audited financial statements for the Company. In calculating Revenue the following items are excluded from the calculation:

- revenue derived from one-off or extraordinary items;
- government grants, allowances, rebates or other hand-outs; and
- revenue or profit that has been “manufactured” to achieve the Vesting Condition.

10.2. ASX Listing Rule Requirements

ASX Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- 10.14.1 a director of the company;
 - 10.14.2 an associate of a director of the company; or
 - 10.14.3 a person whose relationship with the company or a person referred to in ASX Listing Rule 10.14.1 or 10.14.2 is such that, in ASX’s opinion, the acquisition should be approved by its shareholders,
- unless it obtains the approval of its shareholders.

The issue of Performance Rights the subject of Resolutions 12, 13 and 14 fall within ASX Listing Rule 10.14.1 above and therefore require the approval of the Company’s Shareholders under ASX Listing Rule 10.14.

Resolutions 12, 13 and 14 seek the required Shareholder approval for the issue of Performance Rights under the Plan to Messrs Cooper, Cairns and White under and for the purposes of ASX Listing Rule 10.14.

10.3. Effect of Resolutions

In the event that any of Resolutions 12, 13 and 14 are not passed, the Company will not be able to issue Performance Rights to the Directors or their nominee.

Where Resolutions 12, 13 and 14 are passed, the Company will be able to issue Performance Rights to the Directors or their nominees.

These Resolutions are not interdependent in that any of Resolutions 12, 13 or 14 can be passed without all of Resolutions 12, 13 and 14 passing.

Resolution 13 is conditional on the passing of Resolution 3, so that Resolution 13 will not have any effect unless Resolution 3 is passed.

10.4. Required Information for ASX Listing Rule 10.14

In compliance with ASX Listing Rule 10.15, the following information is provided in relation to Resolutions 12, 13 and 14.

(a) Nature of relationship between person to receive securities and the Company

The Performance Rights are proposed to be issued to Mr. Craig Cooper, Mr. Niall Cairns (subject to the passing of Resolution 3 in the case of Mr Cairns) and Mr. Jarrod White (or their respective nominees), each of whom is a related party for the purposes of Listing Rule 10.14.1 by virtue of being Directors.

(b) Maximum number of securities that may be acquired pursuant to Resolutions 12, 13 and 14

The maximum number of Performance Rights to be issued to each Director is as set out at section 10.1 above.

(c) Remuneration

Current remuneration of the Directors subject to Resolutions 12, 13 and 14 is as follows:

- Mr Cairns – Executive Chairman fees for service including ongoing strategy and consulting services AU\$250,000 p.a;
- Mr Cooper – CEO/Managing Directors Fees of US\$420,000 with bonuses to be paid at the discretion of the Group based on performance reviews; and
- Mr White – Directors Fees of AU\$35,000 p.a.

(d) Issue Price

The Performance Rights the subject of Resolutions 12, 13 and 14 will be issued for nil consideration and accordingly no funds will be raised.

(e) Previous issues under the Plan

The following persons referred to in ASX Listing Rule 10.14, have received securities under the Plan since its last approval by Shareholders on 11 December 2020:

Name	Number of Securities	Acquisition price of securities
Mr. Craig Cooper	6,800,000 Performance Rights	Nil
Mr. Niall Cairns	6,800,000 Performance Rights	Nil
Mr. Jarrod White	2,100,000 Performance Rights	Nil

(f) Eligible participants under the Plan

Directors, full time or part time employees and eligible contractors or casual employees of the Company or an Associated Body Corporate are eligible to participate in the Plan.

(g) Issue date

The latest date that the Company will issue Options under Resolutions 12, 13 and 14 will be no later than twelve (12) months after the date of the AGM (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated that the Performance Rights will be issued on the same day. It is intended to issue the Performance Rights as soon as possible after the AGM if Shareholder approvals are received.

(h) Loan in connection with acquisition of securities under the Company's employee incentive scheme

No loans or other financial assistance have or will be made by the Company in connection with the issue of the Performance Rights.

(i) Material terms of Performance Rights and valuation

The Performance Rights will be issued on the following terms and conditions:

- the Vesting Conditions attaching to the Performance Rights are set out in section 10.1 of the Explanatory Statement;
- each vested Performance Right will automatically convert into one Share once the achievement of a vesting condition has been determined by the Board;
- if not converted earlier, the Performance Rights expire and lapse if the relevant Vesting Condition has not been satisfied prior to the Expiry Dates set out in section 10.1 of the Explanatory Statement;

- (iv) the Company will not apply for quotation of the Performance Rights on ASX;
- (v) a Performance Right does not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends; and
- (vi) otherwise on the terms and condition of the Plan.

(j) Material terms of the employee incentive scheme

Refer to Schedule1 for details of the Plan.

(k) Rationale behind the issue of Performance Rights

The primary purpose for the issue of Performance Rights to Mr. Craig Cooper, Mr. Niall Cairns and Mr. Jarrod White (or their respective nominees) is to provide a performance linked incentive component in their remuneration packages to motivate and reward their performance as Executive Directors of the Company. All Performance Rights are subject to certain vesting conditions which must be satisfied before they can vest and convert into Shares.

The Company has chosen to issue Performance Rights to Messrs Cooper, Cairns and White for the following reasons:

- (i) the issue of Performance Rights is a cost effective and efficient means for the Company to provide incentive to the Directors as opposed to alternative forms of incentives such as cash bonuses or increased remuneration;
- (ii) to secure and retain employees and directors who can assist the Company in achieving its objectives, it is necessary to provide remuneration and incentives to such personnel. The issue of the Performance Rights is designed to achieve this objective, by encouraging continued improvement in the performance over time and by encouraging personnel to acquire and retain significant shareholdings in the Company;
- (iii) the Performance Rights are unquoted, therefore, the issue of the Performance Rights has no immediate dilutionary impact on Shareholders;
- (iv) the issue of Performance Rights to the Directors will align their interests with those of Shareholders; and
- (v) it is not considered that there are any significant opportunity costs to the Company of benefits foregone by the Company in issuing the Performance Rights on the terms proposed.

(l) Valuation of the Performance Rights

A valuation of the Performance Rights calculated using the Binomial Method with a 5-day VWAP, adjusted for probability of vesting Milestones being achieved based on management's best estimates was used to determine and assess the value of the Performance Rights granted under resolutions 12, 13 and 14.

The value of the Performance Rights is set out below:

	T1	T2	T3
	Adjusted for Probability of Milestone Achievement	Adjusted for Probability of Milestone Achievement	Adjusted for Probability of Milestone Achievement
Mr Craig Cooper	\$ 237,328	\$ 148,330	\$ 74,165
Mr Niall Cairns	\$ 237,328	\$ 148,330	\$ 74,165
Mr Jarrod White	\$ 59,332	\$ 37,083	\$ 18,541
	\$ 533,988	\$ 333,743	\$ 166,871

(m) Voting exclusion statement

A voting exclusion statement applies to Resolutions 12, 13 and 14. Please refer to the relevant voting exclusion statements in the Notice for further information.

(n) ASX Listing Rule 10.14 disclosures

Details of any securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after Resolutions 12 to 14 are approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14.

10.5. Corporations Act Requirements

A summary of Chapter 2E of the Corporations Act is set out in section 6.5 of the Explanatory Statement.

Having considered the circumstances of the Company and the related parties as required by section 211 of the Corporations Act, the Directors confirm that:

- (a)** with respect to Resolution 12 (with Mr. Cooper abstaining), in their opinion, the issue of 3,000,000 Performance Rights to Mr. Cooper represents reasonable remuneration to Mr. Cooper, and accordingly, the Company does not require Shareholder approval pursuant to Chapter 2E of the Corporations Act;
- (b)** with respect to Resolution 13 (with Mr. Cairns abstaining), in their opinion, the issue of 3,000,000 Performance Rights to Mr. Cairns represents reasonable remuneration to Mr. Cooper, and accordingly, the Company does not require shareholder approval pursuant to Chapter 2E of the Corporations Act.
- (c)** with respect to Resolution 14 (with Mr. White abstaining), in their opinion, the issue of 750,000 Performance Rights to Mr. White represents reasonable remuneration to Mr. Cooper, and accordingly, the Company does not require shareholder approval pursuant to Chapter 2E of the Corporations Act.

10.6. Directors' recommendation

Mr Nelson and Ms Musatto as the non-participating Directors of the matters subject of Resolutions 12, 13 and 14, recommend that Shareholders vote in favour of Resolutions 12, 13 and 14.

Messrs Cairns, Cooper and White, do not make a recommendation to Shareholders in relation to Resolutions 12, 13 and 14, due to their material personal interest in the outcome of the Resolutions – as the Resolutions have the effect of granting securities to the Directors, which impacts the remuneration of each Director.

11. RESOLUTIONS 15 AND 16: APPROVAL OF DIRECTOR OPTIONS

11.1. Background

Shareholders are being asked to approve Resolutions 15 and 16 to allow Options to be issued to Mr. Randall King Nelson and Ms. Lesa Musatto, as Non-Executive Directors of the Company. The Board (in the absence of Mr. Nelson and Ms. Musatto) has considered that a smaller number of Options being awarded to Non-Executive Directors are a fair and reasonable remuneration to Mr. Nelson and Ms. Musatto appropriate to their tenure with the Company. It is also noted that the Board proposes to issue the Options relative to the services as a Non-Executive Director at a level that is not expected to influence Mr. Nelson and Ms. Musatto's conduct or service as a Non-Executive Directors relative to the proposed Performance Rights to be issued to Executive Directors (the subject of Resolution 12 to 14).

Accordingly, the Company is proposing, subject to Shareholder approval, to issue to Mr. Nelson 500,000 Options and Ms. Musatto 350,000 Options on the terms set out below.

11.2. ASX Listing Rule Requirements

A summary of ASX Listing Rules 10.11 and 7.2 exception 14 is set out in section 6.2 of the Explanatory Statement.

The issue of Options to Mr. Randall King Nelson and Ms. Lesa Musatto falls within ASX Listing Rule 10.11.1 and therefore requires the approval of Shareholders under ASX Listing Rule 10.11. Resolutions 15 and 16 seek the required Shareholder approval for the issue of Options under and for the purposes of ASX Listing Rule 10.11.

As Shareholder approval is being sought under ASX Listing Rule 10.11, approval is not also required under ASX Listing Rule 7.1 for the issue of Options under Resolutions 15 and 16.

11.3. Effect of Resolutions

In the event that Resolutions 15 and 16 are not passed, the Company will not be able to issue Options to the Non-Executive Directors (or their respective nominees). The Company may consider payment of cash remuneration to Ms. Musatto of up to US\$40,000, where Resolution 16 is not passed.

Where Resolutions 15 and 16 are passed, the Company will be able to issue Options to the Non-Executive Directors (or their respective nominees).

These resolutions are not interdependent in that either Resolution 15 or 16 can be passed without both Resolutions 15 and 16 passing.

Resolution 16 is however conditional on the passing of Resolution 2, so that Resolution 16 will not have any effect unless Resolution 2 is passed.

11.4. Information Required for ASX Listing Rule 10.11

In compliance with Listing Rule 10.13, the following information is provided in relation to Resolutions 15 and 16:

(a) Nature of relationship between person to receive securities and the Company

Mr. Randall King Nelson and Ms. Lesa Musatto are related parties of the Company for the purpose of ASX Listing Rule 10.11.1 by virtue of being Directors.

(b) Maximum number of securities that may be acquired pursuant to Resolutions 15 and 16

The maximum number of Options to be issued:

- (i) under Resolution 15, is 500,000 Options to Mr. Nelson; and
- (ii) under Resolution 16 (and subject to the passing of Resolution 2), is 350,000 Options to Ms. Musatto.

(c) Issue price

The Options will be issued for no consideration.

(d) Terms of the issue

The Options will be issued on the following terms and conditions:

- (i) the Options vest upon the Company successfully achieving a Secondary Listing on a US Exchange;
- (ii) the exercise price is \$0.50 per Option;
- (iii) the expiry date is the date that is five (5) years from the date of issue; and
- (iv) otherwise on the terms and conditions summarised in Schedule 2.

(e) Issue date

The Options will be issued no later than one (1) month after the date of the AGM (or such later date to the extent permitted by any ASX waiver or modifications of the ASX Listing Rules) and it is intended that issue of the Options will occur on the same date.

(f) Purpose of issue / Use of funds raised

The purpose of the issue of the Options to the Non-Executive Directors is to remunerate non-executive Directors (at no cash-cost to the Company) for additional time and commitments that will be required over the coming 12 months as the Company considers quotation on a US exchange and associated related growth and capital raising initiatives that are required.

No funds will be raised from the issue of the Options the subject of Resolutions 15 and 16 (other than in respect of funds received on exercise of the Options).

(g) Remuneration

Mr. Nelson's current total remuneration is US\$40,000 per annum.

Ms. Musatto is currently not paid any cash remuneration as a Non-Executive Director. For the period to 30 June 2023 the Company proposes to remunerate Ms. Musatto by the issue of Options subject of Resolution 16. In the event that Resolution 16 is not passed, the Company may consider payment of cash remuneration to Ms. Musatto of US\$40,000. Any such cash payment would be made out of the Non-Executive Directors' Remuneration Pool.

(h) Agreement

None.

(i) Voting exclusion statement

A voting exclusion statement applies to this Resolution. Please refer to the voting exclusion statement under Resolutions 15 and 16 in the Notice for further information.

11.5. Corporations Act Requirements

A summary of Chapter 2E of the Corporations Act is set out in section 6.5 of the Explanatory Statement.

Having considered the circumstances of the Company and the related party as required by section 211 of the Corporations Act, the Directors (other than Mr. Nelson and Ms. Musatto) confirm that, in their opinion, the issue of 500,000 Options to Mr. Nelson and 350,000 Options to Ms. Musatto represents reasonable remuneration to Mr. Nelson and Ms. Musatto, and accordingly, the Company does not require shareholder approval pursuant to Chapter 2E of the Corporations Act.

11.6. Board Recommendation

The Directors (other than Mr. Nelson and Ms. Musatto) believe that the issue of Options to Mr. Nelson and Ms. Musatto is beneficial for the Company as it allows the Company to save on a cash payment of remuneration to the employee. Accordingly, the Directors, other than Mr. Nelson and Ms. Musatto, recommend that Shareholders vote in favour of Resolutions 15 and 16.

12. RESOLUTION 17: ISSUE OF SECURITIES TO MR JARROD WHITE IN LIEU OF AU\$35,000 CASH REMUNERATION

12.1. Background

Shareholders are being asked to approve Resolution 17 to allow Shares to be issued to Mr. Jarrod White, a Director, in lieu of cash payment for Director's fees. This issue of Shares are

in lieu of cash payments of Directors fees otherwise due to Mr White in cash for the financial year 1 July 2022 to 30 June 2023.

It is noted that, if Mr White ceases to be a Director during the referenced period to 30 June 2023, and given that the Shares are being issued partially in arrears and partially in advance of future service over that period, Mr White has agreed that he will repay to the Company the proportionate amount of any advanced payment by way of Shares in cash. There is no escrow period proposed for this Share issue.

Accordingly, the Company is proposing, subject to obtaining Shareholder approval under Resolution 17, to issue to Mr White 117,998 Shares, being AU\$35,000 worth of Director's Fees at a deemed issue price of \$0.2966 per Share, being the volume-weighted average price of Shares between 14 September 2022 and 26 October 2022.

12.2. Listing Rule requirements

A summary of ASX Listing Rules 10.11 and 7.2 exception 14 is set out in section 6.2 of the Explanatory Statement.

The issue of Shares to Mr. Jarrod White falls within ASX Listing Rule 10.11.1 and therefore requires the approval of Shareholders under ASX Listing Rule 10.11. Resolution 17 seeks the required Shareholder approval for the issue of Shares under and for the purposes of ASX Listing Rule 10.11.

As Shareholder approval is being sought under ASX Listing Rule 10.11, approval is not also required under Listing Rule 7.1 for the issue of new Shares under Resolution 17.

12.3. Effect of Resolution

In the event that Resolution 20 is not passed, the Company will not be able to issue Shares to Mr White in lieu of a cash payment of AU\$35,000 in Director fees, and such fees will need to be paid in cash.

Where Resolution 17 is passed, the Company will issue Shares to Mr White in lieu of a cash payment of AU\$35,000 in Director fees.

12.4. Information Required for ASX Listing Rule 10.11

In compliance with Listing Rule 10.13, the following information is provided in relation to Resolution 17:

(a) Nature of relationship between person to receive securities and the Company

Mr. Jarrod White is a related party of the Company for the purpose of Listing Rule 10.11.1, by virtue of being a Director of the Company;

(b) Maximum number of securities that may be acquired pursuant to Resolution 17

The maximum number of Shares to be issued is 117,998 fully paid ordinary shares.

(c) Issue price

The deemed issue price will be \$0.2966 per Share, being the volume-weighted average price of Shares between 14 September 2022 and 26 October 2022.

(d) Terms of the issue

The Shares will be fully paid ordinary shares in the Company and will rank equally in all respects with the existing Shares on issue.

(e) Issue date

The Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modifications of the

ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date.

(f) Purpose of issue / Use of funds raised

The purpose of the issue of the Shares to Mr White is to allow the Company to save on a cash payment of remuneration to the employee.

No funds will be raised from the issue of the Share the subject of this Resolution 17.

(g) Remuneration

Mr. White is currently not paid any cash remuneration. The Company proposes to remunerate Mr. White by the issue of the Shares subject of this Resolution 17 which represents a value of A\$35,000. In the event that Resolution 17 is not passed, the Company may consider payment of cash remuneration to Mr. White of a similar amount.

(h) Agreement

None.

(i) Voting exclusion statement

A voting exclusion statement applies to this Resolution. Please refer to the voting exclusion statement under Resolution 17 in the Notice for further information.

12.5. Regulatory Framework

A summary of Chapter 2E of the Corporations Act is set out in section 6.5 of the Explanatory Statement.

Having considered the circumstances of the Company and the related party as required by section 211 of the Corporations Act, the Directors (other than Mr White) confirm that, in their opinion, the issue of 114,642 Shares to Mr White represents reasonable remuneration to Mr White, and accordingly, the Company does not require shareholder approval pursuant to Chapter 2E of the Corporations Act.

12.6. Directors Recommendation

The Directors (other than Mr White) believes that the issue of the Shares to Mr White is beneficial for the Company as it allows the Company to save on a cash payment of remuneration to the employee. Accordingly, the Directors, other than Mr. White, recommend that Shareholders vote in favour of Resolution 17.

13. RESOLUTION 18: ISSUE OF OPTIONS TO MS. LESA MUSATTO IN LIEU OF CASH REMUNERATION

13.1. Background

Shareholders are being asked to approve Resolution 18 to allow Options to be issued to Ms. Lesa Musatto (or her nominee), a Director, in lieu of cash payment for director's fees. This issue of Options are in lieu of cash payments of Director's fees for the period 26 April 2022 to 30 June 2023.

It is noted that the Options are being issued partially in arrears and partially in advance of future service over that period. Given that as at the date of the meeting Ms Musatto has been in tenure for more than half the remuneration period subject of the Options issue, Ms Musatto will keep the Options regardless of whether her tenure ceases before 30 June 2023 but after 30 November 2022 (noting that Resolution 18 is conditional on Resolution 2).

Accordingly, the Company is proposing, subject to obtaining Shareholder approval, to issue to Ms. Musatto 150,000 Options.

13.2. ASX Listing Rule Requirements

A summary of ASX Listing Rules 10.11 and 7.2 exception 14 are set out in section 6.2 above.

The issue of Options to Ms. Lesa Musatto falls within ASX Listing Rule 10.11.1 and therefore requires the approval of Shareholders under ASX Listing Rule 10.11. Resolution 18 seeks the required Shareholder approval for the issue of Options under and for the purposes of ASX Listing Rule 10.11.

As Shareholder approval is being sought under ASX Listing Rule 10.11, approval is not also required under ASX Listing Rule 7.1 for the issue of Options under Resolution 18.

13.3. Effect of Resolution

In the event that Resolution 18 is not passed, the Company will not be able to issue Options to Ms. Musatto in lieu of cash payment of fees, and such fees will need to be paid in cash. Where Resolution 18 is passed, the Company will issue Options to Ms. Musatto in lieu of a cash payment of fees.

Resolution 18 is conditional on the passing of Resolution 2 (director election), so that Resolution 18 will not have any effect unless Resolution 2 is passed.

13.4. Information Required for ASX Listing Rule 10.11

In compliance with ASX Listing Rule 10.13, the following information is provided in relation to Resolution 18:

(a) Nature of relationship between person to receive securities and the Company

Ms. Lesa Musatto is a related party of the Company for the purpose of ASX Listing Rule 10.11.1 by virtue of being a Director.

(b) Maximum number of securities that may be acquired pursuant to Resolution 18

The maximum number of Options to be issued is 150,000 Options.

(c) Issue price

The Options will be issued for no consideration.

(d) Terms of the issue

The Options will be issued on the following terms and conditions:

- (i) the exercise price is \$0.50 per Option;
- (ii) the expiry date is 26 April 2027, being five (5) years from the date of Ms. Musatto's appointment; and
- (iii) otherwise on the terms and conditions summarised in Schedule 2.

(e) Issue date

The Options will be issued no later than one (1) month after the date of the AGM (or such later date to the extent permitted by any ASX waiver or modifications of the ASX Listing Rules) and it is intended that issue of the Options will occur on the date of the Meeting.

(f) Purpose of the issue / Use of funds raised

The purpose of the issue of the Options to Ms. Musatto is to allow the Company to save on a cash payment of Director's fees.

No funds will be raised from the issue of the Options the subject of this Resolution 18.

(g) Remuneration

Ms. Musatto is currently not paid any cash remuneration. The Company proposes to remunerate Ms. Musatto by the issue of Options subject of this Resolution 18. In the event that Resolution 18 is not passed, the Company may consider payment of cash remuneration to Ms. Musatto of US\$40,000. Any such cash payment would be made out of the Non-Executive Directors' Remuneration Pool.

(h) Agreement

None.

(i) Voting exclusion statement

A voting exclusion statement applies to this Resolution. Please refer to the voting exclusion statement under Resolution 18 in the Notice for further information.

13.5. Corporations Act Requirements

A summary of Chapter 2E of the Corporations Act is set out in section 6.5 of the Explanatory Statement.

Having considered the circumstances of the Company and the related party as required by section 211 of the Corporations Act, the Directors (other than Ms. Musatto) confirm that, in their opinion, the issue of 150,000 Options to Ms. Musatto represents reasonable remuneration to Ms. Musatto, and accordingly, the Company does not require shareholder approval pursuant to Chapter 2E of the Corporations Act.

13.6. Board Recommendation

The Directors (other than Ms. Musatto who has an interest in Resolution 18) believe that the issue of Options to Ms. Musatto is beneficial for the Company as it allows the Company to save on a cash payment of remuneration to the employee. Accordingly, the Directors (other than Ms. Musatto) recommend that Shareholders vote in favour of Resolution 18.

14. RESOLUTION 19: ADOPTION OF NEW CONSTITUTION

14.1. Background

A company may modify or repeal its constitution or a provision of its constitution by special resolution of shareholders under section 136(2) of the Corporations Act.

The Company's current Constitution was adopted in 2005. Since that time there have been a number of significant changes to the Corporations Act, ASX Listing Rules and ASX Settlement Operating Rules that affect matters set out in the Constitution.

Accordingly, the Company has conducted a review of the Constitution to bring it into line with current law and best market practice, and implement methods to save costs that are now permitted using technology (such as having virtual meetings and sending Shareholder meeting documents electronically). As the changes introduced affect numerous provisions in the Constitution, it is proposed that a new constitution be adopted (the **New Constitution**), rather than amending the current Constitution.

Resolution 19 is a special resolution which will enable the Company to repeal its existing Constitution and adopt the New Constitution in its place.

A summary of the key material differences between the current Constitution and the New Constitution is set out below. This summary is not intended to be an exhaustive explanation of all the changes effected by the adoption of the New Constitution. A copy of the New Constitution will be tabled at the Meeting and is available on the Company's website <https://cardiex.com/corporate/corporate-governance/> and at the office of the Company.

14.2. Summary of Material Differences

Material change	Explanation of change
Maximum joint holders of shares (clauses 2.7 and 2.8(b))	<p>The current Australian Clearing House Electronic Subregister System (CHESS), which is used by ASX to record shareholdings, can currently recognise up to three joint holders of a share.</p> <p>The current Constitution provides that the Company is not bound to register more than 3 persons as joint holders of a share.</p> <p>ASX is planning to replace CHESS with a new system that uses distributed ledger technology (e.g. 'blockchain' technology) and will be known as the ASX Clearing and Settlement Platform (CSP). It is currently anticipated that the CSP will be operative in April 2023.</p> <p>The CPS will permit companies to register up to four joint holders per share, whereas currently the system only permits up to three joint holders. As a result, ASX recommend listed companies amend their constitutions to remove or amend restrictions on the number of joint holders of securities.</p> <p>Accordingly, the New Constitution permits registration of up to four joint holders per share.</p>
Fee for registration of off-market transfers (clause 7.4)	<p>Listing Rule 8.14 provides that the Company may charge a "reasonable fee" for registering paper-based transfers, sometimes referred to "off-market transfers".</p> <p>Clause 7.4 of the New Constitution enables the Company to charge to register forms where the charge is permitted by the Listing Rules. Before charging any fee, the Company is required to notify ASX of the fee to be charged and provide sufficient information to enable ASX to assess the reasonableness of the proposed amount.</p>
Restricted securities (clause 11)	<p>In certain circumstances, Listing Rule 15.12 requires a listed entity to include specific language in its constitution regarding 'restricted securities'. Although the Company does not currently have any 'restricted securities' on issue, the provisions in clause 11 of the New Constitution have been updated to ensure they are consistent with the requirements of Listing Rule 15.12.</p>
Virtual shareholder meeting (clause 13.4)	<p>Recent changes to the Corporations Act now permit companies to hold virtual meetings where the holding of such virtual meetings is expressly provided for in their constitution.</p> <p>The New Constitution enables the Company to hold general meetings physically, virtually or using a hybrid structure. Where the Company holds a virtual or hybrid general meeting using virtual meeting technology, clause 13.4 requires that the Shareholders as a whole are allowed a reasonable opportunity to participate in the meeting. The clause also permits the chair of the meeting to adjourn the meeting in the event that a technical difficulty prevents the Shareholders as a whole from participating in the meeting.</p>
Voting on a poll (clause 15.3)	<p>In accordance with current ASX requirements and ASIC guidance, the New Constitution requires the Company to decide certain resolutions at general meetings by a poll rather than on a show of hands (consistent with recent changes to the Corporations Act). This applies where the notice of meeting sets out an intention to decide a resolution on a poll; if the Company has given notice of a resolution in accordance with section 249O of the Corporations Act; or if a poll is demanded and the demand is not withdrawn. If</p>

Material change	Explanation of change
	these circumstances do not apply (e.g. procedural resolutions), voting must be conducted by a show of hands.
Direct voting (clause 15.9)	The New Constitution permits Shareholders to exercise their voting rights through direct voting (in addition to exercising their existing rights to appoint a proxy). 'Direct voting' enables a Shareholder to vote on resolutions to be considered at a general meeting or class meeting without the need to physically attend the meeting or appoint a proxy. If Directors decide to introduce direct voting, the notice of meeting will include information on the application of direct voting. The proposed direct voting rights are in addition to Shareholders' existing entitlement to appoint proxies or attorneys if they wish.
Director rotation (clause 18.2)	<p>Under the current Constitution, one-third of Directors and any other Director who would otherwise have been in office for 3 or more years (excluding the Managing Director and any Director who is required to retire at the next annual general meeting following his or her appointment) must retire from office as directors, and will be eligible for re-election.</p> <p>In accordance with changes to the ASX Listing Rules since the current Constitution was adopted, the New Constitution requires at least one Director to stand for election or re-election at each annual general meeting. A Director must still not hold office without re-election following the third annual general meeting after that Director's appointment or last re-election or for more than three years, whichever is longest. The Director rotation provisions do not apply to the Managing Director.</p>
Electronic notices (clause 33)	<p>The current Constitution only permits notices to be given personally, by post or by fax.</p> <p>The New Constitution enables the Company to send notices (including meeting-related documents) to Shareholders by electronic means, including sending the Shareholder sufficient information in electronic form to allow them to access the notice electronically (consistent with recent changes to the Corporations Act). For example, the Company will be able to send emails to Shareholders containing an electronic link to the document, rather than attaching the document directly to an email. This is a practical and cost saving measure when the Company does not wish to send the document by post and the file size of the document is too large to send by email or other electronic means.</p>
Forum selection (clause 34)	<p>In connection with the Company's proposed NASDAQ listing, the New Constitution provides that:</p> <ul style="list-style-type: none"> the sole and exclusive forum for legal actions regarding the Company is the Courts of New South Wales (unless the Company consents to an alternate forum); and the sole and exclusive forum for legal actions regarding US securities law is the federal district courts of the United States of America (unless the Company consents to an alternate forum).
General	<p>The New Constitution updates:</p> <ul style="list-style-type: none"> the name of the Company to that adopted in 2018; the current Non-Executive Directors' Remuneration Pool to match (without increasing) the amount adopted at the Annual General Meeting held on 16 December 2021; and

Material change	Explanation of change
	<ul style="list-style-type: none"> references to bodies or legislation which have been renamed (e.g. references to the ASTC Settlement Rules and ASTC-Regulated Transfer). <p>Relevant definitions have been updated to reflect current terminology and the various changes to the Corporations Act and Listing Rules. Where possible the New Constitution relies on terms defined in the Corporations Act, Listing Rules and ASX Settlement Operating Rules.</p>

14.3. **Board Recommendation**

The Board unanimously recommends that Shareholders vote in favour of approving the New Constitution in Resolution 19. The Chair intends to vote undirected proxies in favour of Resolution 19.

Glossary



AEDST means Australian Eastern Daylight-Saving Time.

Associated Body Corporate means a:

- (a) related body corporate of the Company under section 50 of the Corporations Act;
- (b) body corporate that has voting power in the Company of not less than 20%; or
- (c) body corporate in which the Company has voting power of not less than 20%;

ASX means ASX Limited or the securities market operated by ASX Limited, as the context requires;

A\$, AU\$ or \$ means the currency for the Australian dollar (AUD), the official currency for the Commonwealth of Australia, unless otherwise stated;

Board means the board of Directors;

Chair means the chair of the Meeting;

Company means CardieX Limited ABN 62 113 252 234;

Constitution means the current constitution of the Company;

Corporations Act means the *Corporations Act 2001* (Cth);

Director means a director of the Company;

Equity Securities has the meaning given in the Listing Rules;

Explanatory Statement means the explanatory statement that accompanies this Notice of Annual General Meeting;

Key Management Personnel has the meaning given by section 9 of the Corporations Act, which in this Notice means the Key Management Personnel of the Company whose remuneration is included in the Remuneration Report (including all of the Directors);

Lead Manager means the lead manager of the Placement, being MST Financial Services Pty Ltd;

Listing Rules means the official listing rules of ASX

Meeting, AGM or Annual General Meeting means the general meeting convened by this Notice of Annual General Meeting;

New Constitution means the new constitution, being the subject of Resolution 19;

Non-Executive Directors' Remuneration Pool means the maximum aggregate amount of directors' fees per annum that may be paid by the Company to its Non-Executive Directors, currently set at \$500,000;

Notice or Notice of Meeting or Notice of Annual General Meeting means this notice of Annual General Meeting;

Option means an option to acquire an unissued Share;

Performance Right means an entitlement to a Share subject to the satisfaction of performance or vesting conditions;

Placement means the capital raising announced on 22 August 2022 to raise \$4.33 million (before cost) at \$0.30 per Share;

Placement Options means the free attaching Options issued or to be issued to participants in the Placement on the basis of 1 Placement Option for every 3 Shares subscribed for and issued in the Placement;

Plan means the Company's Employee Performance Rights and Share Option Plan, adopted at the Company's annual general meeting held on 11 December 2020, which is summarised in Schedule 1;

Proxy Form means the proxy form enclosed with this Notice;

Resolution means a resolution contained in this Notice;

Secondary Listing means any listing of a security on a stock exchange other than on the exchange where it has its primary listing (namely, ASX);

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

Shareholder means the holder of a Share; and

US\$ means the currency for the United States of America (USD), where specifically denoted as such.

SCHEDULE 1 – SUMMARY OF EMPLOYEE PERFORMANCE RIGHTS AND SHARE OPTION PLAN

- (a) **Eligibility:** Participants in the Employee Performance Rights and Share Option Plan (**Plan**) may be:
- (i) a Director (whether executive or non-executive) of the Company and any Associated Body Corporate of the Company (each a **Group Company**);
 - (ii) a full or part time employee of any Group Company;
 - (iii) a casual employee or contractor of a Group Company to the extent permitted by ASIC Class Order 14/1000 as amended or replaced (**Class Order**); or
 - (iv) a prospective participant, being a person to whom the offer is made but who can only accept the offer if an arrangement has been entered into that will result in the person becoming a participant under subparagraphs (i), (ii), or (iii) above,
- who is declared by the Board to be eligible to receive grants of Options and Performance Rights under the Plan (**Eligible Participants**).
- (b) **Offer:** The Board may, from time to time, in its absolute discretion, make a written offer to any Eligible Participant (including an Eligible Participant who has previously received an offer) to apply for up to a specified number of Options and/or Performance Rights, upon the terms set out in the Plan and upon such additional terms and conditions as the Board determines.
- (c) **Plan limit:** The Company must have reasonable grounds to believe, when making an offer, that the number of Shares to be received on exercise of Options or meeting of performance milestones of Performance Rights, offered under an offer, when aggregated with the number of Shares issued or that may be issued as a result of offers made in reliance on the Class Order at any time during the previous 3 year period under an employee incentive scheme covered by the Class Order or an ASIC exempt arrangement of a similar kind to an employee incentive scheme, will not exceed 5% of the total number of Shares on issue at the date of the offer.
- (d) **Issue price:** Unless the Options are quoted on the ASX, Options issued under the Plan will be issued for no more than nominal cash consideration.
- (e) **Vesting Conditions:** An Option and/or Performance Right may be made subject to vesting conditions as determined by the Board in its discretion and as specified in the offer for the Option.
- (f) **Vesting:** The Board may in its absolute discretion (except in respect of a Change of Control occurring where Vesting Conditions are deemed to be automatically waived and all Performance Rights automatically vested) by written notice to a Participant (being an Eligible Participant to whom Options and/or Performance Rights have been granted under the Plan or their nominee where the Options have been granted to the nominee of the Eligible Participant), resolve to waive any of the Vesting Conditions applying to Options due to:
- (i) Special Circumstances arising in relation to a Relevant Person in respect of those Options and/or Performance Rights; or
 - (ii) a Change of Control occurring; or
 - (iii) the Company passing a resolution for voluntary winding up, or an order is made for the compulsory winding up of the Company.
- (g) **Lapse of an Option or Performance Right:** An Option and/or Performance Right will lapse upon the earlier to occur of:
- (i) an unauthorised dealing in the Option/Performance Right;
 - (ii) a Vesting Condition in relation to the Option/Performance Right is not satisfied by its due date, or becomes incapable of satisfaction, unless the Board exercises its

- discretion to waive the Vesting Conditions and vest the Option/Performance Right in the circumstances set out in paragraph (f) or the Board resolves, in its absolute discretion, to allow the unvested Options/Performance Rights to remain unvested after the Relevant Person ceases to be an Eligible Participant;
- (iii) in respect of unvested Option/Performance Right only, an Eligible Participant ceases to be an Eligible Participant, unless the Board exercises its discretion to vest the Option/Performance Right or the Board resolves, in its absolute discretion, to allow the unvested Options/Performance Rights to remain unvested after the Relevant Person ceases to be an Eligible Participant;
 - (iv) in respect of vested Options/Performance Rights only, a relevant person ceases to be an Eligible Participant and the Option/Performance Right granted in respect of that person is not exercised within one (1) month (or such later date as the Board determines) of the date that person ceases to be an Eligible Participant;
 - (v) the Board deems that an Option/Performance Right lapses due to fraud, dishonesty or other improper behaviour of the Eligible Participant;
 - (vi) the Company undergoes a Change of Control or a winding up resolution or order is made and the Board does not exercise its discretion to vest the Option/Performance Right;
 - (vii) the expiry date of the Option.
- (h) **Not transferrable:** Options/Performance Rights are only transferrable in Special Circumstances with the prior written consent of the Board (which may be withheld in its absolute discretion) or by force of law upon death, to the Participant's legal personal representative or upon bankruptcy to the participant's trustee in bankruptcy.
 - (i) **Shares:** Shares resulting from the exercise of the Options or vesting and conversion of Performance Rights shall, subject to any Sale Restrictions (refer paragraph (k)) from the date of issue, rank on equal terms with all other Shares on issue.
 - (j) **Quotation of Shares:** If Shares of the same class as those issued upon exercise of Options or vesting and conversion of Performance Rights issued under the Plan are quoted on the ASX, the Company will, subject to the Listing Rules, apply to the ASX for those Shares to be quoted on ASX within 10 business days of the later of the date the Shares are issued and the date any restriction period applying to the disposal of Shares ends.
 - (k) **Sale Restrictions:** The Board may, in its discretion, determine at any time up until exercise of Options or vesting and conversion of Performance Rights, that a restriction period will apply to some or all of the Shares issued to an Eligible Participant (or their eligible nominee) on exercise of those Options or vesting and conversion of Performance Rights up to a maximum of seven (7) years from the grant date of the Options or Performance Rights. In addition, the Board may, in its sole discretion, having regard to the circumstances at the time, waive any such restriction period determined.
 - (l) **No Participation Rights:** There are no participating rights or entitlements inherent in the Options/Performance Rights and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options/Performance Rights.
 - (m) **Change in exercise price of number of underlying securities:** Unless specified in the offer of the Options and subject to compliance with the Listing Rules, an Option does not confer the right to a change in exercise price or in the number of underlying Shares over which the Option can be exercised.
 - (n) **Reorganisation:** If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder of an Option/Performance Right are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reorganisation.

- (o) **Amendments:** Subject to express restrictions set out in the Plan and complying with the Corporations Act, Listing Rules and any other applicable law, the Board may at any time by resolution amend or add to all or any of the provisions of the Plan, or the terms or conditions of any Option/Performance Right granted under the Plan including giving any amendment retrospective effect.
- (p) **Trust:** The Board may, at any time, establish a trust for the sole purpose of acquiring and holding Shares in respect of which a Participant may exercise, or has exercised, vested Options, including for the purpose of enforcing the disposal restrictions and appoint a trustee to act as trustee of the trust. The trustee will hold the Shares as trustee for and on behalf of a Participant as beneficial owner upon the terms of the trust. The Board may at any time amend all or any of the provisions of the Plan to effect the establishment of such a trust and the appointment of such a trustee.

Definitions used in this Schedule

Capitalised terms used in the above summary are as defined in the Plan, including:

Associated Body Corporate means:

- (a) a related body corporate (as defined in the Corporations Act) of the Company;
- (b) a body corporate which has an entitlement to not less than 20% of the voting Shares of the Company; and
- (c) a body corporate in which the Company has an entitlement to not less than 20% of the voting shares.

Change of Control means:

- (a) a bona fide Takeover Bid is declared unconditional and the bidder has acquired a Relevant Interest in more than 50% of the Company's issued Shares;
- (b) a court approves, under section 411(4)(b) of the Corporations Act, a proposed compromise or arrangement for the purposes of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or
- (c) in any other case, a person obtains Voting Power in the Company which the Board (which for the avoidance of doubt will comprise those Directors immediately prior to the person acquiring that Voting Power) determines, acting in good faith and in accordance with their fiduciary duties, is sufficient to control the composition of the Board.

Relevant Person means:

- (a) in respect of an Eligible Participant, that person; and
- (b) in respect of a nominee of an Eligible Participant, that Eligible Participant.

Special Circumstances means:

- (a) a Relevant Person ceasing to be an Eligible Participant due to:
 - (i) death or Total or Permanent Disability of a Relevant Person; or
 - (ii) Retirement or Redundancy of a Relevant Person;
- (b) a Relevant Person suffering Severe Financial Hardship;
- (c) any other circumstance stated to constitute "Special Circumstances" in the terms of the relevant Offer made to and accepted by the Participant; or
- (d) any other circumstances determined by the Board at any time (whether before or after the Offer) and notified to the relevant Participant which circumstances may relate to the Participant, a class of Participant, including the Participant or particular circumstances or class of circumstances applying to the Participant.

SCHEDULE 2 – TERMS OF OPTIONS ISSUED

- (a) Each Option gives the holder the right to subscribe for one Share.
- (b) The exercise price for the Options is the price per Share as denoted in the respective sections of the Explanatory Statement.
- (c) The expiry date of the Options is the date as denoted in the respective sections of the Explanatory Statement.
- (d) The Options are not transferable.
- (e) The Options are exercisable by delivering to the registered office of the Company a notice in writing stating the intention of the holder to exercise a specified number of Options, accompanied by an Option certificate, if applicable, and a cheque made payable to the Company for the subscription monies due, subject to the funds being duly cleared funds. The exercise of only a portion of the Options held does not affect the holder's right to exercise the balance of any Options remaining.
- (f) All Shares issued upon exercise of the Options will rank equally in all respects with the Company's then issued Shares.
- (g) The Options are not to be quoted on ASX and the Company is under no obligation to apply for quotation of the Options on ASX.
- (h) The Company will apply for quotation on ASX of all Shares issued upon exercise of the Options.
- (i) There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital to Shareholders during the currency of Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the Company will give each Option holder prior notice as required by the Listing Rules of the record date (as defined in the Listing Rules) of any proposed issue of Shares or other securities or entitlements made available to the holders of Shares generally to enable the Option holder to exercise its Options and participate in the new issue.
- (j) There is no right to change the exercise price of an Option nor the number of Shares over which the Option can be exercised, if the Company completes a pro rata issue of Shares which is not a bonus issue.
- (k) If there is a bonus issue of Shares, the number of Shares over which an Option can be exercised increases by the number of Shares which the Option holder would have received if the Option had been exercised before the record date for the bonus issue.
- (l) In the event of any reconstruction (including consolidation, subdivision, reduction or return of capital) of the issued capital of the Company, all rights of the Option holder will be varied in accordance with the Listing Rules apply to a reorganisation of capital at the time of the reorganisation.
- (m) In the event of any listing of the Company on another exchange or dual listing of securities on another exchange, each Option can only be converted to one Share. Any subsequent actions are contingent on the Option conversion to Shares and are subject to this Terms of Options, ASX Listing Rules, and any other rules, regulations and laws, as applicable.

Proxy Voting Form

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **9.30am (AEDT) on Wednesday, 28 November 2022**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBCHAT: <https://automicgroup.com.au/>

PHONE: 1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

