



ASX RELEASE (25 JANUARY 2023)

**RESULTS OF EXTRAORDINARY SHAREHOLDERS MEETING**

Epsilon Healthcare Limited (ASX:EPN) (Epsilon or the Company) wishes to advise the results of Epsilon Extraordinary General Meeting of Members held today 25 January 2023 as set out in the attached document.

All resolutions put to the EGM were decided by way of a poll.

This announcement has been approved for release by the Chairman, Mr. Josh Cui.

ENDS

For further information, please contact:



**Josh Cui**  
Chairman  
e: corporate@epsilonhc.com

**Marcelo Mora**  
Company Secretary  
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**Epsilon Healthcare Limited (ASX: EPN) – [epsilonhealthcare.com.au](http://epsilonhealthcare.com.au)**

Epsilon Healthcare (ASX:EPN) is a diversified global healthcare and pharmaceuticals company. EPN owns a number of medicinal cannabis assets including the largest GMP cannabis manufacturing facility in the Southern Hemisphere (the Southport Facility) and the Tetra Health clinic group.

Epsilon Healthcare Limited (ASX: EPN)  
ACN: 614 508 039

Level 17  
9 Castlereagh Street  
Sydney NSW 2000

[epsilonhealthcare.com.au](http://epsilonhealthcare.com.au)

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth) and ASX Listing Rule 3.13.2.

Resolution details		Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
1 Ratification of September 2022 Placement	Ordinary	64,977,191 93.00%	2,102,102 3.01%	2,786,076 3.99%	385,033	68,236,201 97.01%	2,102,102 2.99%	385,033	Carried
2 Ratification of November Top Up Placement	Ordinary	68,838,027 93.37%	2,099,902 2.85%	2,786,076 3.78%	390,033	75,690,931 97.30%	2,099,902 2.70%	390,033	Carried
3 Approval to issue Participant Placement Options	Ordinary	2,868,714 4.11%	64,193,579 91.90%	2,786,076 3.99%	402,033	4,297,088 6.27%	64,193,579 93.73%	2,232,669	Not Carried
4 Approval to issue Broker Placement Options	Ordinary	2,838,624 3.67%	71,722,237 92.73%	2,784,283 3.60%	405,258	7,859,099 9.88%	71,722,237 90.12%	2,235,894	Not Carried
5 Removal of Auditor	Ordinary	73,786,219 95.79%	421,822 0.55%	2,814,066 3.66%	728,295	74,769,649 92.21%	6,319,286 7.79%	728,295	Carried
6 Appointment of Auditor	Special	73,861,394 95.88%	387,862 0.50%	2,786,076 3.62%	715,070	74,816,834 92.25%	6,285,326 7.75%	715,070	Carried

\* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.



## Notice of 2023 Extraordinary General Meeting

Notice is hereby given that the 2023 Extraordinary General Meeting of Epsilon Healthcare Limited (the **Company** or **Epsilon**) is to be held at 10:00am (Sydney time) on Wednesday January 25, 2023 at Computershare, Level 3, 60 Carrington Street, Sydney NSW 2000.

### Business of the Meeting

#### 1. Resolution 1: Ratification of September 2022 Placement

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

“That for the purposes of ASX Listing Rule 7.4, and for all other purposes, Shareholders approve and ratify the issue of 56,363,639 Shares in the Company to the parties, for the purpose, and on the terms set out in the Explanatory Statement accompanying the Notice.”

#### **Voting Exclusion Statement**

A voting exclusion applies to this Resolution 1. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- a) Any person who participated in the share issue; or
- b) Any associates of 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:
  - o 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
  - o the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### 2. Resolution 2: Ratification of November Top Up Placement

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

“That, for the purposes of ASX Listing Rule 7.4, and for all other purposes, Shareholders approve and ratify the issue of 3,636,634 Shares in the Company to the parties, for the purpose, and on the terms set out in the Explanatory Statement accompanying this Notice.”



#### **Voting Exclusion Statement**

A voting exclusion applies to this Resolution 2. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- c) Any person who participated in the share issue; or
- d) Any associates of 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:
  - o 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
  - o the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### **3. Resolution 3: Approval to issue Participant Placement Options**

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

“That, for the purposes of ASX Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of 45,000,206 Options exercisable at \$0.05 expiring 3 years following their date of issue in the Company to the parties, for the purpose, and on the terms set out in the Explanatory Statement accompanying this Notice.”

#### **Voting Exclusion Statement**

A voting exclusion applies to this Resolution 3. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- e) Any person who participated in the share issue; or
- f) Any associates of 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:
  - o 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
  - o the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### **4. Resolution 4: Approval to issue Broker Placement Options**

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



“That, for the purposes of ASX Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of 56,363,639 Options exercisable at \$0.05 expiring 3 years following their date of issue in the Company to the parties, for the purpose, and on the terms set out in the Explanatory Statement accompanying this Notice.”

#### **Voting Exclusion Statement**

A voting exclusion applies to this Resolution 4. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- g) Evolution Capital Pty Ltd; or
- h) Any associates of Evolution Capital Pty Ltd

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:
  - o 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
  - o the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## **Replacement of Auditor**

### **5. Resolution 5: Removal of Auditor**

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

“That, for the purposes of section 329(1) of the Corporations Act and for all other purposes, RSM Australia Partners, be removed as the Company’s auditors effective from the conclusion of the Meeting.”

### **6. Resolution 6: Appointment of Auditor**

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

“That, subject to Resolution 5 being passed, for the purpose of section 327D of the Corporations Act and for all other purposes AD Danieli & Co, being qualified to act as auditor and having consented in writing to act as auditor, be appointed as the Company’s auditor effective from the conclusion of the Meeting and the directors be authorised to fix the remuneration.”

## **Other Business**

### **7. Other Business**

To transact any other business which may be legally brought before this Extraordinary General Meeting, in accordance with the Company’s Constitution and the Corporations Act.



On behalf of the Board,

A handwritten signature in black ink, appearing to read 'Josh Cui'.

**Josh Cui**  
Chairman  
Epsilon Healthcare Limited  
December 19, 2022