

30 October 2023

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 Thursday, 30 November 2023. The meeting is to be held at 24-26 Kent Street, Millers Point 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](mailto:meetings@automicgroup.com.au)

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

For and on behalf of the Board,



Niall Cairns  
Chairman  
CardieX Limited



**CardieX Limited**  
ACN 113 252 234

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

**TIME:** 9:30am (AEDT)  
**DATE:** Thursday, 30 November 2023  
**PLACE:** 24-26 Kent Street, Millers Point NSW 2000

This Notice of Meeting 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 (AEDT) on Thursday, 30 November 2023 at 24-26 Kent Street, Millers Point NSW 2000 for the purposes of transacting the following business.

Terms used in this Notice of Meeting 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.

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### 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 2023.

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### 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 2023."*

#### **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.

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### 3. RESOLUTION 2: RE-ELECTION OF MR. RANDALL KING NELSON AS A DIRECTOR

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

*"That Randall King Nelson, being a Director, who retires in accordance with Clause 18.2 of the Company's Constitution and ASX Listing Rule 14.4, and offers herself for election, be elected as a director of the Company."*

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**4. RESOLUTION 3: 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.”*

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**5. RESOLUTION 4: APPROVE ISSUES OF SECURITIES UNDER THE PERFORMANCE RIGHTS AND OPTIONS PLAN**

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 7.2, exception 13(b) and for all other purposes, Shareholders approve the adoption of the Company’s Performance Rights and Options Plan and the issue of a maximum of 14,500,000 securities under that plan, on the terms and conditions set out in the Explanatory Statement.”*

**Voting exclusion statement**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- the named person or class of persons excluded from voting as set out below;
- 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 the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction 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.

<b>The Company will disregard votes cast by:</b>
a person who is eligible to participate in the Performance Rights and Option Plan;
a person whose votes, in ASX’s opinion, should be disregarded.

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**6. RESOLUTION 5 – AMENDMENT TO 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, approval is given for the Company to amend its Constitution in the manner set out in the Explanatory Statement, with effect from the close of the Meeting.”*

**DATED: 30 October 2023**

**BY ORDER OF THE BOARD**

  
**Louisa Ho**  
**Company Secretary**



## INFORMATION FOR SHAREHOLDERS WITH REGARD TO VOTING ARRANGEMENTS

The following information forms part of this Notice of Meeting.

### Voting Entitlements

For the purpose of the Annual General Meeting, the Company has determined that all securities of the Company that are quoted securities at 9:30am (AEDT) on Tuesday, 28 November 2023 will be taken, for the purpose of the Meeting, 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 Annual General Meeting.

You may vote by attending the Meeting in person or by proxy. A body corporate can appoint a corporate representative.

### Voting in person

To vote in person, attend the Meeting at the place and time specified in the Notice of Meeting.

### Voting by corporate representative

Body corporate Shareholders should complete a "*Certificate of Appointment of Corporate Representative*" to enable a person to attend the Meeting on their behalf.

### 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 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

**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

**online at** [www.automicgroup.com.au](http://www.automicgroup.com.au)

at least 48 hours prior to the Meeting (i.e. by no later than **9:30am AEDT on 28 November 2023**) or any adjournment.

Any Proxy Form received after this deadline, including at the Meeting, 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](http://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 Annual General Meeting to be held at 9:30am (AEDT) on Thursday, 28 November 2023 at 24-26 Kent Street, Millers Point 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 of Meeting 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 of Meeting 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 Meeting, you should consult your financial or other professional adviser.

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### 1. 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 2023 are included in the Company's annual financial report, a copy of which can be accessed online at [cardiex.com/investors/company-reports](http://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](mailto:corporate@cardiex.com)



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## **2. RESOLUTION 1: ADOPTION OF REMUNERATION REPORT**

### **2.1. 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 2023 (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 2023 Annual Report. The Annual Report is available on the Company's website at [cardiex.com/investors/company-reports](http://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 2023.

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.

### **2.2. 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.

### **2.3. 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.

### **2.4. 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.

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### **3. RESOLUTION 2: RE-ELECTION OF MR. RANDALL KING NELSON AS A DIRECTOR**

#### **3.1. Background**

Clause 18.2 of the Company's Constitution requires that at least one Director must stand for election or re-election at each annual general meeting, this does not include the managing director. If no Director is standing for election or re-election or is required to retire at an annual general meeting under clause 18.1 or clause 18.2(a) of the Company's Constitution, then the Director who has been longest in office since that Director's last election must retire from office at that annual general meeting. Accordingly, Mr. Randall King Nelson is offering himself for re-election in accordance with clause 18.2 of the Company's Constitution.

#### **3.2. ASX Listing Rule Requirements**

In accordance with ASX Listing Rule 14.5 an entity which has directors must hold an election of directors at each annual general meeting.

#### **3.3. Biography**

Mr. Randall King Nelson was appointed as a Director of the Company on 13 November 2015, and is Chair of the Remuneration and Nomination Committee and a Member of the Audit and Risk Committee.

Mr. Nelson brings more than 30 years of diverse experience and expertise with medical devices. He is a former president and CEO of Uptake Medical Corporation, a company focused on treatments for emphysema and lung cancer. Previously, he served as president and CEO of VenPro, a heart valve business acquired by Medtronic. Both these companies specialized in devices for the cardiovascular system. Prior to that, he spent 19 years with Bater International and American Hospital Supply Corporation in role of increasing responsibilities that included division president for Dade Diagnostics, Bentley Labs, and Baxter's Perfusion Services.

#### **3.4. Effect of Resolution**

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

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

#### **3.5. Board Recommendation**

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

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### **4. RESOLUTION 3: APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY**

#### **4.1. ASX Listing Rule Requirements**

As summarised in section 5.2 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 3 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 further Shareholder approval.

#### **4.2. Effect of Resolution**

If Resolution 3 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 3 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.

#### **4.3. 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 3:

- (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 3 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 3 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 2024;
  - (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 \$0.135 on 23 October 2023 and on the issued capital of the Company as at 23 October 2023 as variable "A" per ASX Listing Rule 7.1A.

Variable A Listing Rule 7.1A.2	Dilution Effect			
		50% Decrease in Share Price \$0.068	Current Share Price \$0.135	100% Increase in Share Price \$0.270
Current Variable A 143,683,524	10% Dilution	14,368,352	14,368,352	14,368,352
	Funds Raised	\$977,048	\$1,939,728	\$3,879,455
50% Increase Variable A 215,525,286	10% Dilution	21,552,529	21,552,529	21,552,529
	Funds Raised	\$1,465,572	\$2,909,591	\$5,819,183
100% Increase Variable A 287,367,048	10% Dilution	28,736,705	28,736,705	28,736,705
	Funds Raised	\$1,954,096	\$3,879,455	\$7,758,910

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 22,800,000 Performance Rights, 26,156,821 Options, and 3,620,000 Convertible Notes 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.

#### 4.4. Previous Issues of Securities

The Company previously obtained Shareholder approval under Listing Rule 7.1A on 28 August 2023. The following securities have been issued in the past 12 months:

Issue Date	Type of Security	Number of Securities	Price of Issue (A\$) and Recipient of Securities	Cash Consideration Received (A\$)
16/12/2022	Ord Shares (CDX)	3,334,331	Related Parties (C2 Ventures Pty Ltd and Jarrod White) in August 2022 Placement at \$0.30 after Shareholder approval obtained on 30 November 2022.	\$1,000,299.30
16/12/2022	Unlisted Options	1,111,444	Related Parties (C2 Ventures Pty Ltd and Jarrod White) in August 2022 Placement at \$NIL after Shareholder	NIL

			approval obtained on 30 November 2022.	
16/12/2022	Unlisted Options	1,244,370	Broker and Consultants in August 2022 Placement at \$NIL after Shareholder approval obtained on 30 November 2022.	NIL
16/12/2022	Ord Shares (CDX)	117,998	Related Party (Jarrod White) in lieu of a cash payment for Director's fees (A\$35,000) at \$0.2966 after Shareholder approval obtained on 30 November 2022.	NIL
16/12/2022	Unlisted Options	250,000	Consultants in August 2022 Placement at \$NIL after Shareholder approval obtained on 30 November 2022.	NIL
16/12/2022	Unlisted Options	1,000,000	Related Parties (C2 Ventures Pty Ltd and Jarrod White) in August 2022 Placement at \$0.30 after Shareholder approval obtained on 30 November 2022.	NIL
16/12/2022	Unlisted Options	150,000	Related Party (Lesa Musatto) in lieu of a cash payment for Director's fees (US\$40,000) at \$NIL after Shareholder approval obtained on 30 November 2022.	NIL
16/12/2022	Performance Rights	6,750,000	Related Parties (Craig Cooper, Niall Cairns, and Jarrod White) at \$NIL after Shareholder approval obtained on 30 November 2022.	NIL
16/12/2022	Unlisted Options	850,000	Related Parties (Randall King Nelson and Lesa Musatto) at \$NIL after Shareholder approval obtained on 30 November 2022.	NIL
16/02/2023	Unlisted Options	6,740,689	Placement Participants in February 2023 Placement at \$NIL and ratified on 28 August 2023.	NIL
16/02/2023	Unlisted Options	1,415,318	Broker in February 2023 Placement at \$NIL after Shareholder approval obtained on 28 August 2023.	NIL
17/02/2023	Ord Shares (CDX)	13,481,377	Placement Participants in February 2023 Placement at \$0.30 and ratified on 28 August 2023.	\$4,044,413.10
30/06/2023	Unlisted Options	1,825,000	Options issued at \$0.50 to employees under the previous performance rights and options plan approved on 11 December 2020.	NIL
04/08/2023	Ord Shares (CDX)	218,003	Issue of Shares to Integrous Communications in lieu of cash payment for services rendered (US\$40,000) at \$0.30 after Shareholder approval obtained on 28 August 2023.	NIL

08/09/2023	Convertible Note	3,620,000	Related Parties (C2 Ventures Pty Ltd and Jarrod White) and Non-Related Parties after Shareholder approval obtained on 28 August 2023. Refer to the 2023 Extraordinary General Meeting dated 26 July 2023 for further information.	\$3,620,000
08/09/2023	Convertible Note Options	4,990,000	Related Parties (C2 Ventures and Jarrod White) and Non-Related Parties at \$NIL after Shareholder approval obtained on 28 August 2023.	NIL
<b>Total</b>	<b>Equity Securities</b>	<b>47,098,530</b>	<b>All Securities Issued in the 12 months preceding</b>	<b>\$8,664,712.40</b>

The Company notes that all of the cash consideration received in the past 12-months totalling A\$8,664,712.40 was spent towards development of new products, costs incurred in relation to pursuing a US listing (which has now been withdrawn, refer to ASX Announcement dated 28 September 2023) and general working capital.

The above issues of Equity Securities total 47,098,530<sup>1</sup> in total securities issued in the previous 12 months. The total number of Equity Securities on issue prior to 16 December 2022 was 152,861,493 Equity Securities being:

<b>Equity Securities</b>	<b>Number</b>
Ord Shares (CDX)	126,531,815
Performance Rights	16,050,000
Unlisted Options	10,279,678
<b>Total</b>	<b>152,861,493</b>

The total number of Equity Securities issued in the past 12 months (47,098,530) is 30.81% of the total Equity Securities on 16 December 2022.

#### **4.5. Board Recommendation**

Resolution 3 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 3.

#### **4.6. 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.

<sup>1</sup> Noting that 3,620,000 are Convertible Notes to be converted on the terms and conditions as outlined in the Notice of Meeting for the 2023 Extraordinary General Meeting dated 26 July 2023.

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## 5. RESOLUTION 4: APPROVE ISSUES OF SECURITIES UNDER THE PERFORMANCE RIGHTS AND OPTIONS PLAN

### 5.1. Background

At the Company's annual general meeting held on 11 December 2020, the Company adopted the Performance Rights and Options Plan (**Plan**). Options and Performance Rights have been issued under the Plan to employees, directors, and contractors of the Company since that date.

On 1 October 2022, amendments to the Corporations Act came into effect which impact the regulatory regime for employee share schemes (**ESS**). Division 1A has been introduced into Part 7.12 of the Corporations Act, providing a new regime for making offers in connection with an ESS (**New Regime**).

To ensure that the Company is able to rely on the Australian regulatory relief provided by the New Regime, the Company proposes to amend the Plan to reflect the requirements of the New Regime. A summary of the key terms of the amended Plan is set out in Schedule 1.

Resolution 4 seeks Shareholder approval for the adoption of the amended Plan, and for the issue of up to a maximum of 14,500,000 securities under the Plan, which does not include issues of securities to directors and other related parties which must be approved by Shareholders under ASX Listing Rule 10.14, in accordance with ASX Listing Rule 7.2, exception 13(b).

### 5.2. ASX Listing Rules 7.1 and 7.2, exception 13(b)

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.

ASX Listing Rule 7.2, exception 13(b) provides an exception to ASX Listing Rule 7.1 such that issues of securities under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.

Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting in respect of the meeting at which shareholder approval was obtained pursuant to ASX Listing Rule 7.2, exception 13(b). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

If Resolution 4 is passed, the Company will be able to issue securities under the amended Plan to eligible participants over a period of 3 years up to the nominated maximum amount without using the Company's 15% annual placement capacity under ASX Listing Rule 7.1.

However, any future issues of securities under the Plan to a director or other related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained, will require additional Shareholder approval under ASX Listing Rule 10.14 at the relevant time.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of securities under an amended Plan to eligible participants without using the Company's 15% limit under ASX Listing Rule 7.1, effectively decreasing the number of securities the Company can issue or agree to issue for other purposes (for example, as a placement of shares for cash) over the 12 month period following any such issue without Shareholder approval.



### 5.3. Specific information required by ASX Listing Rule 7.2, exception 13(b)

In accordance with ASX Listing Rule 7.2, exception 13(b), the following information is provided in relation to Resolution 4:

- (a) a summary of the key terms of the amended Plan is set out in Schedule 1;
- (b) the Company has issued a total of 8,700,000 securities under the Plan since it was last approved by Shareholders on 11 December 2020;
- (c) the maximum number of securities that may be issued under the Plan in reliance on ASX Listing Rule 7.2, exception 13(b) until the next time the Plan is approved by Shareholders is 14,500,000 securities. It is not envisaged that the maximum number of securities for which approval is sought will be issued immediately; and
- (d) a voting exclusion applies and is included in the Notice.

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## 6. RESOLUTION 5 – AMENDMENT TO CONSTITUTION

### 6.1. Background

A company may modify or repeal its constitution or a provision of its constitution by special resolution of Shareholders.

Resolution 5 is a special resolution which will enable the Company to amend its existing Constitution (**Amended Constitution**) as set out below.

A copy of the Amended Constitution is available for review by Shareholders at the Company's website [www.cardiex.com](http://www.cardiex.com) and at the office of the Company. A copy of the Amended Constitution can also be sent to Shareholders by email upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries.

### 6.2. Summary of proposed changes to the Constitution

Under the new Division 1A of Part 7.12 of the Corporations Act, which came into effect on 1 October 2022, offers under an employee share scheme that require a monetary payment (whether upon grant or upon exercise/vesting of the awards and issue of the underlying shares, such as options) must be accompanied by an 'ESS offer document' and can only be offered if they are within the applicable issue cap. The cap is set by the Corporations Act at 5% of a company's issued shares at the time of the offer unless a higher percentage is set by a company's constitution.

The Amended Constitution proposes to set the issue cap percentage for the Company at 10%. In accordance with Division 1A of Part 7.12 of the Corporations Act, the issue cap will be calculated at the time of an offer of Options (or other awards under the Plan that require monetary consideration from the Eligible Participant). The calculation of the cap:

- (a) includes the number of Shares underlying the offer of Options (or other securities for monetary consideration) that is being tested, *plus* the number of Shares that were issued or that could be issued on the exercise or vesting of all awards made under the Plan in the preceding 3 years (other than such awards that have since lapsed unexercised); but
- (b) excludes the number of Shares underlying awards made to Eligible Participants outside Australia.

Increasing the cap to from 5% to 10% will increase the Company's ability to reward and remunerate its staff with awards under the Plan, without having to incur the cost of preparing a prospectus.

## Glossary



**AEDT** means Australian Eastern Daylight Time, as observed in Sydney, NSW;

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

**ASX Listing Rules** means the official listing rules of ASX;

**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 Security** has the meaning given in the ASX 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;

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

**Notice or Notice of Meeting or Notice of 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 vesting conditions;

**Plan** means the Company's Performance Rights and Options Plan.

**Proxy Form** means the proxy form enclosed with this Notice;

**Resolution** means a resolution contained in this Notice;

**Section** means a section of the Explanatory Statement;

**Share** means a fully paid ordinary share in the Company;

**Shareholder** means the holder of a Share; and

**VWAP** means volume weighted average market price.

## SCHEDULE 1 – SUMMARY OF AMENDED PLAN

A summary of the key terms of the Company's Performance Rights and Options Plan (**Plan**) is set out below. Certain capitalised terms are defined at the end of this Schedule.

- (a) **Eligibility:** A participant in the Plan may be a person who:
- (i) is an 'ESS Participant' (as that term is defined in section 1100L of the Corporations Act) in relation to a Group Company. Broadly speaking, this includes, amongst others, current and prospective employees and directors of, and individuals who provide services to, a Group Company (and certain related persons on behalf of those participants); and
  - (ii) is declared by the Board to be eligible to receive grants of Options and Performance Rights under the Option and Performance Rights Plan,  
**(Eligible Participant).**
- (b) **Purpose:** The purpose of the Plan is to:
- (i) assist in the reward, retention and motivation of Eligible Participants;
  - (ii) link the reward of Eligible Participants to performance and the creation of Shareholder value;
  - (iii) align the interests of Eligible Participants more closely with the interests of Shareholders by providing an opportunity for Eligible Participants to receive Shares;
  - (iv) provide Eligible Participants with the opportunity to share in any future growth in value of the Company; and
  - (v) provide greater incentive for Eligible Participants to focus on the Company's longer term goals.
- (c) **Maximum allocation:** The Company will not make an offer under the Plan in respect of which monetary consideration is payable (either upfront, or on exercise of Options or other convertible securities) where:
- (i) the total number of Shares that may be issued, or acquired upon exercise of the Options and/or Performance Rights offered; plus
  - (ii) the total number of Shares issued or that may be issued as a result of the exercise or vesting of Options and Performance Rights that were issued under the Plan during the previous 3 year period, excluding Options and/or Performance Rights issued to Participants outside Australia,
- will exceed 10% (subject to Shareholder approval of Resolution 6) of the total number of Shares on issue at the date of the offer, or such other limit as may be specified by the relevant regulations or the Constitution from time to time.
- (d) **Offer terms:** 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. 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.
- An Eligible Participant may nominate a Nominee in whose name the Eligible Participant wishes to accept the offer.
- (e) **Not quoted:** Options and/or Performance Rights will not be quoted on the ASX.
- (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) by written notice to a Participant (being an Eligible Participant to whom Options and/or Performance Rights have been granted under the Plan) waive any of the applicable Vesting Conditions 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) **Issue of Shares:** Subject to any blackout period, or applicable legal restriction, the Company will issue or cause to be transferred to a Participant the number of Shares to which the Participant is entitled under the Plan rules on exercise and vesting of Options or Performance Rights. Shares resulting from the exercise of the Options or vesting and conversion of Performance Rights shall, subject to any Sale Restrictions (refer paragraph (i)) from the date of issue, rank on equal terms with all other Shares on issue.
- (h) **Quotation of Shares:** If Shares of the same class as those issued upon exercise of Options or vesting and conversion of Performance Rights 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.
- (i) **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 a Participant (or their permitted nominee).

Additionally, Shares issued on exercise of Options or vesting and conversion of Performance Rights are subject to the following restrictions:

- (i) if the Company is required but is unable to give ASX a cleansing notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of the Options or Performance Rights may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act;
  - (ii) a Participant must not sell, transfer or dispose of any Shares issued to them (or any interest in them) in contravention of the Corporations Act, including the insider trading, takeover and on-sale provisions; and
  - (iii) all Shares are subject to the terms of the Company's share trading policy.
- (j) **Lapse of an Option or Performance Right:** An Option or Performance Right will lapse upon the earlier to occur of:
- (i) an unauthorised dealing in, or hedging of, the Option or Performance Right;
  - (ii) a vesting condition in relation to the Option or 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 or Performance Right in the circumstances set out in paragraph (f) or the Board resolves, in its absolute discretion, to allow the unvested Options or Performance Rights to remain unvested after the Relevant Person ceases to be an Eligible Participant;
  - (iii) in respect of unvested Option or Performance Right only, a Relevant Person ceases to be an Eligible Participant, unless the Board exercises its discretion to vest the Option or Performance Right in the circumstances set out in paragraph (f) or the Board resolves, in its absolute discretion, to allow the unvested Options or Performance Rights to remain unvested after the Relevant Person ceases to be an Eligible Participant;
  - (iv) in respect of vested Options or Performance Rights only, a Relevant Person ceases to be an Eligible Participant and the Option or 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 or Performance Right lapses due to fraud, dishonesty or other improper behaviour of the holder or 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 or Performance Right; and
  - (vii) the expiry date of the Option or Performance Right.

- (k) **Not transferrable:** Options and Performance Rights are only transferrable in Special Circumstances.
- (l) **No Participation Rights:** There are no participating rights or entitlements inherent in the Options or Performance Rights and holders will not be entitled to participate in new issues of securities offered to Shareholders without exercising them.
- (m) **Change in exercise price of number of underlying securities:** Unless specified in the Offer and subject to compliance with the ASX Listing Rules, an Option or Performance Right does not confer the right to a change in exercise price or in the number of underlying Shares over which the Option or Performance Right 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 participant are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganisation.
- (o) **Amendments:** Subject to express restrictions set out in the Plan and complying with 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 or 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 or Performance Rights, including for the purpose of enforcing the disposal restrictions and appoint a trustee to act as trustee of the trust, provided that the terms of the appointment of the trustee is in accordance with applicable law. 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.
- (q) Capitalised terms used in the above summary are as defined in the Plan, including:

**Associated Entity** has the meaning given to that term in section 50AAA of the Corporations Act.

**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.

**Group Company** means the Company and each other Associated Entity of the Company.

**Relevant Person** means:

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

Your proxy voting instruction must be received by **09.30am (AEDT) on Tuesday, 28 November 2023**, 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/#/loginsah> 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:

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