



**CARETEQ LIMITED**  
**ACN 612 267 857**

**Notice of Annual General Meeting**  
**Explanatory Memorandum & Proxy Form**

Notice is given that the Meeting will be held at:

**DATE:** Thursday 30 November 2023

**TIME:** 10.00AM (AEDT)

**VENUE:** Hybrid meeting held at Level 8, 525 Flinders Street, Melbourne VIC 3000  
[https://us02web.zoom.us/webinar/register/WN\\_f\\_tVr2tTjmkYgiScS57ug](https://us02web.zoom.us/webinar/register/WN_f_tVr2tTjmkYgiScS57ug)

**The business of Meeting affects your shareholding and your vote is important.**

**This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.**



## CARETEQ LIMITED

### Notice of Annual General Meeting

Notice is given that the 2023 Annual General Meeting of the Shareholders of Careteq Limited (ACN 612 267 857) (**Careteq** or the **Company**) will be held on **Thursday 30 November 2023 at 10.00am (AEDT)** at Level 8, 525 Flinders Street, Melbourne VIC 3000 and virtually.

Shareholders are strongly encouraged to submit their proxies as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice. To lodge your proxy, please follow the directions on your personalised proxy form which will be enclosed with a copy of the Notice, delivered to you by email or post (depending on your communication preferences). If a Shareholder has nominated for electronic communications, they will receive the Notice by email. Other Shareholders will receive a postcard with a URL link to the Notice and Proxy Form.

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#### MEETING ATTENDANCE

Shareholders who wish to attend the meeting in person are requested to notify and register their attendance with the Company at [info@careteq.com.au](mailto:info@careteq.com.au).

#### To access the virtual meeting:

1. Open your internet browser and go to [investor.automic.com.au](https://investor.automic.com.au)
2. Login with your username and password or click “**register**” if you haven’t already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on “**Register**” when this appears. Alternatively, click on “**Meetings**” on the left-hand menu bar to access registration.
4. Click on “**Register**” and follow the steps
5. Click on the URL to join the webcast where you can view and listen to the virtual meeting
6. Once the Chair of the Meeting has declared the poll open for voting click on “**Refresh**” to be taken to the voting screen
7. Select your voting direction and click “**confirm**” to submit your vote. **Note that you cannot amend your vote after it has been submitted**

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the AGM.

Shareholders will be able to vote and ask questions at the virtual meeting.

Shareholders are also encouraged to submit questions to the Company in advance of the Meeting.

Questions must be submitted by email to [info@careteq.com.au](mailto:info@careteq.com.au) at least 48 hours before the AGM.

Shareholders do not need to attend the Meeting to cast their vote/s and are encouraged to submit their votes and appoint the Chairperson as their proxy. Detailed instructions for lodging votes and appointment of a proxy are included in the accompanying Notice of Meeting and Proxy Form.

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### **VOTING ELIGIBILITY**

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Act 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5.00pm AEDT on 28 November 2023.

If you have any queries on how to cast your votes, please email Automic at [meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au).

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### **VOTING IN PERSON OR BY ATTORNEY**

Shareholders or their attorneys wishing to vote in person should attend the Meeting. Persons are asked to join the meeting at least 30 minutes prior to the time the Meeting is to commence, so that their shareholdings may be checked against the register and their attendance recorded. Shareholders intending to attend the Meeting by attorney must ensure that they have, provided the original or a certified copy of the power of attorney to the Company, in the same manner prescribed below for the giving of proxy forms to the Company.

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### **VOTING BY PROXY**

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholders has a right to appoint a proxy;
- the proxy need not be a Shareholder; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify

the proportion or number of votes each proxy is appointed to exercise. If the member appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

#### **Proxy vote if appointment specifies way to vote**

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular Resolution. If an appointment of a proxy specifies the way the proxy is to vote on a particular Resolution:

- The proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- If the proxy has two or more appointments that specify different ways to vote on the Resolution, the proxy must not vote on a show of hands; and
- If the proxy is the Chair at which the Resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- If the proxy is not the Chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed); and

If the proxy is not the Chair and at the Meeting, a poll is duly demanded on the Resolution and either of the following applies:

- the proxy is not recorded as attending the Meeting; or
- the proxy does not vote on the Resolution,

the Chair is taken, before voting on the Resolution closes, to have been appointed as the proxy for the purposes of voting on the Resolution of the Meeting.

If you appoint the Chair of the Meeting as your proxy, you can direct the Chair to vote for or against or abstain from voting of the Resolutions.

The Chair intends to vote undirected proxies in favour of Resolutions 2 – 6.

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## **CORPORATE REPRESENTATIVES**

A Shareholder that is a body corporate may appoint an individual to act as its representative at the Meeting by providing a duly executed Certificate of Appointment of Corporate Representative (Certificate). Unless otherwise specified in the Certificate, the representative may exercise all or any of the powers that the body corporate may exercise at the Meeting or in voting on a Resolution. A Certificate is available upon request from Automic.

Certificates must be lodged in advance of the Meeting with Automic no less than 24 hours prior to the Meeting.

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## **QUESTIONS AND COMMENTS BY SHAREHOLDERS AT THE ANNUAL GENERAL MEETING**

In accordance with the Corporations Act, a reasonable opportunity will be given to Shareholders to ask questions about or make comments on the management of the Company at the AGM. Similarly, a reasonable opportunity will be given to Shareholders to ask the Company's external auditor questions relevant to:

- a) The conduct of the audit;
- b) The preparation and content of the Auditors' Report;
- c) The accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- d) The independence of the auditor in relation to the conduct of the audit.

Shareholders may submit any written questions addressed to the Company or its external auditor via the address on the proxy form or to Careteq Limited via email at [info@careteq.com.au](mailto:info@careteq.com.au) no later than 48 hours prior to the Meeting.

The Company or its external auditor will either answer the questions at the AGM or table written answers to them at the AGM. If written answers are tabled at the AGM, they will be made available to Shareholders as soon as practicable after the AGM.

Shareholders may also submit questions to the Board related to any of the resolutions to be considered. These questions will be responded to by the Board during the Meeting. As above, questions should be submitted to [info@careteq.com.au](mailto:info@careteq.com.au) no later than 48 hours prior to the Meeting.

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## **ENQUIRIES**

Shareholders are asked to contact the Company at [info@careteq.com.au](mailto:info@careteq.com.au) or the Company Secretary at [david.lilja@dlkadvisory.com.au](mailto:david.lilja@dlkadvisory.com.au) or on +61 3 9923 1222 if they have any queries in respect of the matters set out in these documents.

## CARETEQ LIMITED

### Notice of Annual General Meeting

Notice is given that the 2023 Annual General Meeting of the Shareholders of Careteq Limited (ACN 612 267 857) (**Careteq** or the **Company**) will be held on **Thursday 30 November 2023 at 10.00am (AEDT)** at Level 8, 525 Flinders Street, Melbourne VIC 3000 and virtually.

The Explanatory Memorandum to this Notice of Meeting (**Notice**) provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Memorandum and the Proxy Form are part of this Notice.

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#### ORDINARY BUSINESS

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##### FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2023 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

No Resolution will be required to be passed on this matter. However, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to each of the aforementioned reports during consideration of these items.

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#### 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 purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2023.”*

**Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Memorandum for further details on the consequences of voting on this Resolution 1.**

A voting exclusion statement applies to this Resolution.

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#### RESOLUTION 2 – RE-ELECTION OF EXECUTIVE-DIRECTOR – MR MARK SIMARI

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

*“That, for the purposes of clause 20.7 of the Constitution, ASX Listing Rule 14.5, and for all other purposes, Mr Mark Simari, who retires by rotation and being eligible, offers himself for re-election, be re-elected a Director, effective immediately.”*

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### RESOLUTION 3 – RATIFICATION OF PRIOR SHARES ISSUED

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 3,128,680 Shares, on the terms and conditions specified in the Explanatory Memorandum which accompanies and forms part of this Notice.”*

A voting exclusion statement applies to this Resolution.

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### RESOLUTION 4 – RATIFICATION OF PRIOR OPTIONS ISSUED

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 9,000,000 Options, on the terms and conditions specified in the Explanatory Memorandum which accompanies and forms part of this Notice.”*

A voting exclusion statement applies to this Resolution.

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### RESOLUTION 5 – 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 issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Memorandum which accompanies and forms part of this Notice.”*

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### RESOLUTION 6 – APPROVAL TO AMEND THE COMPANY’S 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’s Constitution be amended as set out in the Explanatory Memorandum, with immediate effect.”*

**DATE** 31 October 2023

**BY ORDER OF THE BOARD**

A handwritten signature in black ink, appearing to read 'DAVID LILJA'.

**DAVID LILJA**  
**COMPANY SECRETARY**

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## **VOTING EXCLUSION STATEMENTS**

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Under the Corporations Act and ASX Listing Rule 14.11, voting exclusions apply to the following Resolutions:

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### **RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT**

A vote must not be cast on Resolution 1 by any KMP, details of whose remuneration are included in the Remuneration Report, or their Closely Related Party (in any capacity), unless the vote is cast as a proxy:

- a) for a person who is entitled to vote on Resolution 1 and the vote is cast in accordance with the directions on the proxy form; or
- b) by the Chair as proxy for a person who is entitled to vote, and the proxy appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected, directly or indirectly, with the remuneration of the KMP.

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### **RESOLUTION 3 – RATIFICATION OF PRIOR SHARES ISSUED**

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- a. Spark Plus Pte Ltd;
- b. The Capital Network Group Pty Ltd;
- c. any other person who participated in the issue or is a counterparty to the agreement being approved; or
- d. any Associates of those persons listed above.

However, the Company need not disregard a vote if:

- i. it is cast by a person as proxy for a person who is entitled to vote on the Resolution, in accordance with the directions on the proxy form; or
- ii. it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the Chair decides; or
- iii. 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.

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### **RESOLUTION 4 – RATIFICATION OF PRIOR OPTIONS ISSUED**

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- a. Sequoia Corporate Finance Pty Ltd;

- b. Interprac Financial Planning Pty Ltd;
- c. Rouse Equities Pty Ltd;
- d. Alex & Romyne Fabbri ATF Alex Fabbri Super Fund;
- e. Michael Holland;
- f. Rupert Johnston;
- g. any other person who participated in the issue or is a counterparty to the agreement being approved; or
- h. any Associates of those persons listed above.

However, the Company need not disregard a vote if:

- i. it is cast by a person as proxy for a person who is entitled to vote on the Resolution, in accordance with the directions on the proxy form; or
- ii. it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the Chair decides; or
- iii. 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.

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## KEY MANAGEMENT PERSONNEL

KMP that may have a vested interest in the outcome of a Resolution have restrictions on voting on those Resolutions. KMP include members of the Board and certain senior executives, as set out in the CTQ Annual Report. The Corporations Act restricts KMP and their Closely Related Parties from voting in certain circumstances.



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## **EXPLANATORY MEMORANDUM**

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This Explanatory Memorandum has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

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## **FINANCIAL STATEMENTS AND REPORTS**

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In accordance with the Corporations Act, at the Annual General Meeting, Shareholders will be given an opportunity to ask questions and comment on the Directors' Report, Financial Statements and Independent Auditor's Report for the financial year ended 30 June 2023.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at <http://www.careteq.com.au/investors-centre/>.

No resolutions will be required to be passed on this matter.

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## **RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT**

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### **1.1 General**

The Remuneration Report sets out the Company's remuneration arrangements for the directors and senior management of the Company. The Remuneration Report is part of the directors' report contained in the annual financial report of the company for a financial year.

In accordance with section 250R(2) of the Corporations Act, a Resolution adopting the Remuneration Report contained within the Directors' Report must be put to a vote.

Shareholders are advised that in accordance with Section 250R(3) of the Corporations Act, this Resolution is advisory only and does not bind the Directors or the Company. However, if at least 25% of the votes cast are against adoption of the Remuneration Report at two consecutive annual general meetings, the Company will be required to put a resolution to the second Annual General Meeting (**Spill Resolution**), to approve calling a general meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must then convene a Spill Meeting within 90 days of the second annual general meeting. All of the Directors who were in office when the applicable Directors' Report was approved, other than the Managing Director, will need to stand for re-election at the Spill Meeting if they wish to continue as Directors.

A reasonable opportunity will be provided for Shareholders to ask questions about or make comments on the Remuneration Report at the annual general meeting.

### **1.2 Board Recommendation**

The Board unanimously recommends that Shareholders vote in favour of this non-binding Resolution.

### **1.3 Voting Exclusion**

A voting exclusion statement applies to this Resolution.

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## RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR MARK SIMARI

### 2.1 General

Clause 20.6(a) of the Constitution provides that a Director must not hold office (without re-election) past the third annual general meeting following that Director's appointment or three (3) years, whichever is longer. Clause 20.7 of the Constitution provides that the Company must hold an election of Directors at each annual general meeting of the Company.

Pursuant to Clause 20.7 of the Constitution and ASX Listing Rule 14.5, Mr Simari, has elected to retire by rotation, and being eligible, seek re-election as a Director of the Company from Shareholders.

### 2.2 Qualifications

#### Mr Mark Simari – Executive Chairman

Mark is an experienced and accomplished professional in the health industry and has over 14 years' Board experience in a diverse range of organisations. Mark was the former Managing Director and Co-Founder of Paragon Care (ASX: PGC) (between 2008 and 2018). He was instrumental in Paragon Care becoming one of the largest independent healthcare suppliers in the Australian and New Zealand markets, creating a healthcare platform spanning across capital equipment, consumables, devices and service and maintenance.

#### Other material information

The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. The Company undertook such checks prior to the appointment of Mr Simari.

The Board conducts ongoing reviews in connection with the performance of Board members and considers that Mr Simari's skills and experience continue to enhance the Board's ability to perform its role.

### 2.3 Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 2.

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## RESOLUTION 3 – RATIFICATION OF PRIOR SHARES ISSUED

### 3.1 General

On 23 August 2023, the Company issued 3,128,680 Shares as consideration in its engagements with Spark Plus Pte Ltd (**Spark Plus**) and The Capital Network Group Pty Ltd (**The Capital Network**) (or their nominee/s) (**Shares**) to provide investor relations services including activity ahead of the Company's Accelerated Rights Entitlement Offer (**Rights Issue**) as announced 27 July 2023.

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 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies previous issues of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been issued with Shareholder approval for the purpose of ASX Listing Rule 7.1.

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.

Accordingly, the Company is seeking Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Shares.

### **3.2 Technical information required by ASX Listing Rule 14.1A**

If this Resolution is passed, the Shares will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Shares.

If this Resolution is not passed, the Shares will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Shares.

It is noted that the Company's ability to utilise the additional 10% capacity provided for in ASX Listing Rule 7.1A for issues of equity securities following this Meeting remains conditional on Resolution 6 being passed at this Meeting.

### **3.3 Technical information required by Listing Rule 7.5**

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to this Resolution:

- a) 2,666,680 Shares were issued to Spark Plus;
- b) 462,000 Shares were issued to The Capital Network;
- c) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were:
  - i. related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
  - ii. issued more than 1% of the issued capital of the Company;
- d) 3,128,680 Shares were issued and the Shares were issued under the same terms and conditions as the Company's existing shares;
- e) the Shares were issued on 23 August 2023;
- f) the issue price was \$0.025 per Share, the same price as the Rights Issue;
- g) the purpose of the issue of Shares was to satisfy consideration owed to Spark Plus and The Capital Network for the provision of services to the Company; and
- h) the Shares were issued under agreements between the Company and providers containing terms and scope of service, including fees payable as follows:
  - i. Spark Plus - AUD\$66,667 in ordinary fully paid shares for a non-exclusive roadshow package; and
  - ii. The Capital Network – Shares to be issued in lieu of cash payment of monthly fees for the initial three months, to the equivalent value of AUD\$3,500 +GST per month (total value AUD\$11,550).

### **3.4 Board Recommendation**

The Board unanimously recommends that Shareholders vote in favour of this Resolution.

### 3.5 Voting Exclusion

A voting exclusion statement applies to this Resolution.

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## RESOLUTION 4 – RATIFICATION OF PRIOR OPTIONS ISSUED

### 4.1 General

On 23 August 2023, the Company issued 9,000,000 unlisted options as partial consideration in its engagement with Sequoia Corporate Finance Pty Ltd (**Sequoia**) (or its nominee/s) (**Unlisted Options**). Sequoia acted as Lead Manager to the capital raising completed on 23 August 2023.

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 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies previous issues of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been issued with Shareholder approval for the purpose of ASX Listing Rule 7.1.

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.

Accordingly, the Company is seeking Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Unlisted Options.

### 4.2 Technical information required by ASX Listing Rule 14.1A

If this Resolution is passed, the Unlisted Options will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Unlisted Options.

If this Resolution is not passed, the Unlisted Options will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Unlisted Options.

It is noted that the Company's ability to utilise the additional 10% capacity provided for in ASX Listing Rule 7.1A for issues of equity securities following this Meeting remains conditional on Resolution 5 being passed at this Meeting.

### 4.3 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to this Resolution:

- i) the Unlisted Options were issued to nominees of Sequoia, as follows:
  - i. 2,700,000 Unlisted Options to Interprac Financial Planning Pty Ltd
  - ii. 3,150,000 Unlisted Options to Rouse Equities Pty Ltd
  - iii. 2,250,000 Unlisted Options to Alex & Romaine Fabbri ATF Alex Fabbri Super Fund
  - iv. 450,000 Unlisted Options to Michael Holland
  - v. 450,000 Unlisted Options to Rupert Johnston

- j) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were:
  - i. related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
  - ii. issued more than 1% of the issued capital of the Company;
- k) 9,000,000 Unlisted Options were issued and the Unlisted Options were issued on the terms and conditions as set out in paragraph 4.4;
- l) the Unlisted Options were issued on 23 August 2023;
- m) the Unlisted Options were issued for nominal consideration, in partial consideration in its engagement with Sequoia. The Company has not and will not receive any other consideration for the issue of Unlisted Options (other than in respect of funds received on exercise of the Unlisted Options);
- n) the purpose of the issue of Unlisted Options was to satisfy partial consideration owed to Sequoia for a provision of services to the Company; and
- o) the Unlisted Options were issued under a mandate between the Company and the Lead Manager containing terms for managing and arranging funds via equity raising, including fees payable;
  - i. Completion Fee of 6% (plus GST) of aggregate consideration on all funds raised from all sources; and
  - ii. Nine million (9,000,000) options with a term of 2 years and an exercise price of 50% above the offer price of the Rights Issue.

#### 4.4 Terms and Conditions of Unlisted Options

The following is a summary of the key terms and conditions of the Unlisted Options:

- a) **Entitlement**  
Each Unlisted Option entitles the holder to subscribe for one Share upon exercise of the Unlisted Option.
- b) **Exercise Price**  
The amount payable upon exercise of each Unlisted Option is \$0.0375.
- c) **Vesting Date**  
Each Unlisted Option vested immediately on the date of issue on 23 August 2023.
- d) **Expiry Date**  
Each Unlisted Option will expire at 5.00pm (AEST) on 23 August 2025. An Unlisted Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- e) **Exercise Period**  
The Options are exercisable at any time following the Vesting Date and will expire on the Expiry Date.
- f) **Notice of Exercise**  
The Unlisted Options may be exercised during the Exercise Period by notice in writing to the Company and payment of the Exercise Price for each Unlisted Option being exercised in Australian currency by means of payment acceptable to the Company.

g) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Unlisted Option being exercised in cleared funds.

h) **Consideration**

The Unlisted Options were issued for nil cash consideration.

i) **Timing of Issue of Shares on exercise**

Within 14 business days of the Exercise Date, the Company will:

- i. issue the number of Shares required under these terms and conditions in respect of the number of Unlisted Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- ii. if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with the ASX a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- iii. apply for quotation on ASX of Shares issued pursuant to the exercise of the Unlisted Options.

j) **Shares issued on exercise**

Shares issued on exercise of the Unlisted Options rank equally with the then issued shares of the Company.

k) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations act and the ASX Listing Rules at the time of the reconstruction.

l) **Participation in new shares**

There are no participation rights or entitlements inherent in the Unlisted Options and holders will not be entitled to participate in new shares of capital offered to Shareholders during the currency of the Unlisted Options without exercising the Unlisted Options.

m) **Change of control**

If:

- i. a takeover bid under Chapter 6 of the Corporations Act is made for the Shares and the relevant bidder acquires a Relevant Interest in at least 50.1% of the Shares on issue and the takeover bid has been declared unconditional then and any Unlisted Options not exercised within 7 days thereafter will automatically lapse;
- ii. a Court orders a meeting to be held in relation to a proposed scheme of arrangement in relation to the Company under Part 5.1 of the Corporations Act, the effect of which will be that a person will acquire a Relevant Interest in at least 50.1% of the Shares, and the scheme of arrangement has been approved by both the shareholders of the Company at the meeting by the necessary majorities and the Court, then any Unlisted Options not exercised during the period which is 2 days of the Court approval will automatically lapse; or

- iii. any person acquires a Relevant Interest in 50.1% of the Shares by any other means then any Unlisted Options not exercised within 7 days thereafter will automatically lapse.
- n) **Change in exercise price**  
An Unlisted Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Unlisted Option can be exercised.
- o) **Transferability**  
The Unlisted Options are transferable subject to any restriction or escrow arrangements imposed by the ASX or under applicable Australian securities laws.

#### **4.5 Board Recommendation**

The Board unanimously recommends that Shareholders vote in favour of this Resolution.

#### **4.6 Voting Exclusion**

A voting exclusion statement applies to this Resolution.

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### **RESOLUTION 5 – APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY**

#### **5.1 General**

ASX Listing Rule 7.1A enables eligible entities, subject to shareholder approval by Special Resolution, such as the Company to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the Annual General Meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

As at the date of this notice, the Company;

- a) is not included in the S&P/ASX300 Index; and
- b) has a market capitalisation equal to or less than the prescribed amount of \$300 million.

The Company is seeking Shareholder approval by way of a Special Resolution to have the ability, if required, to issue Equity Securities under the 10% Placement Facility. The effect of this Resolution will be to allow the Directors to issue Equity Securities under Listing Rule 7.1A during the 10% Placement Period (as described below) without using the Company's 15% placement capacity under Listing Rule 7.1.

A Special Resolution requires a special majority, meaning 75% of the vote validly cast on Resolution 5 must be in favour of the Resolution.

If Shareholders approve this Resolution, the number of Equity Securities permitted to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (see below).

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

If Shareholders do not approve this Resolution, the Company will not have the capacity to issue additional Equity Securities under the 10% Placement Facility, nor will it issue any Equity Securities under the 10% Placement Facility. The Company will remain subject to the 15% limit on issuing Equity



Securities without Shareholder approval set out in Listing Rule 7.1.5.2 **Technical information required by ASX Listing Rule 7.3A**

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution:

a) **Period for which the 7.1A mandate is valid**

The 7.1A mandate will commence on the date of the Meeting and expire on the first to occur of the following:

- i. the date that is 12 months after the date of this Meeting;
- ii. the time and date of the Company's next annual general meeting; and
- iii. the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

b) **Minimum Price**

Any Equity Securities issued under Listing Rule 7.1A must be an existing quoted class of Equity Securities and be issued at a minimum price of 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 entity 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 10.2(b)(i), the date on which the Equity Securities are issued.

c) **Use of funds**

The purposes for which the funds raised by an issue of Equity Securities (for cash consideration only) under Listing Rule 7.1A.2 may be used by the Company include:

- i. consideration for the acquisition/s of new assets and investments, including the expenses associated with such acquisition/s; and
- ii. continued expenditure on the Company's current business and/or general working capital.

d) **Risk of Economic and Voting Dilution**

Any issue of Equity Securities under the Listing Rule 7.1A will dilute the interests of Shareholders who do not receive any Shares under the issue.

If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under Listing Rule 7.1A, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue as at 9 October 2023.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issued price of Shares under Listing Rule 7.1A.



Variable "A" ASX Listing Rule 7.1A.2		Dilution		
		\$0.0130 50% decrease in issue price	\$0.0260 issue price**	\$0.0520 100% increase in issue price
Current Variable A 225,547,292 Shares	10% voting Dilution	22,554,729	22,554,729	22,554,729
	Funds raised	\$293,211	\$586,422	\$1,172,845
50% increase in Variable A 338,320,938 Shares	10% voting Dilution	33,832,093	33,832,093	33,832,093
	Funds raised	\$439,817	\$879,634	\$1,735,868
100% increase in Variable A 451,094,584 Shares	10% voting Dilution	45,109,458	45,109,458	45,109,458
	Funds raised	\$586,422	\$1,172,845	\$2,345,692

\*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently 225,547,292 Shares on issue.
2. The issue price set out above is the closing market price of the Shares on the ASX on 9 October 2023.
3. The company issues the maximum possible number of Equity Securities under Listing Rule 7.1A;
4. The issue of Equity Securities under Listing Rule 7.1A consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
5. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
6. The table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
7. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example at 10%.
8. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under Listing Rule 7.1A, based on that Shareholders holding at the date of the Meeting.

The risk of economic and voting dilution to existing ordinary security holders that may result from an issue of equity securities under rule 7.1A2 includes the risk that:

- i. the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- ii. the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

**e) Allocation policy under Listing Rule 7.1A**

The allocation policy which will apply will be determined at the relevant time but to the extent that it relates to a private placement capital raising, Equity Securities will be issued to sophisticated and professional investors who are identified by the Company with the assistance of the relevant lead manager (if any). It is not expected that any related party of the Company,

member of Key Management Personnel, adviser to the Company or associate of the aforementioned will be issued more than 1% of the Company's issued capital at the time of the issue. Any issue to a related party of the Company will require shareholder approval under Listing Rule 10.11.

f) **Previous approval under Listing Rule 7.1A**

As this is the Company's first annual general meeting, the Company has not previously obtained approval under ASX Listing Rule 7.1A.

### **5.3 Board Recommendation**

The Board unanimously recommends that Shareholders vote in favour of this Resolution.

### **5.4 Voting Exclusion**

As at the date of dispatching this notice, the Company is not proposing to issue Equity Securities under ASX Listing Rule 7.1A and has not identified or invited any person to participate in an issue of Equity Securities under ASX listing Rule 7.1A. Therefore, no existing shareholders will be excluded from voting on this Resolution under ASX Listing Rule 7.3A.7.

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## **RESOLUTION 6 – APPROVAL TO AMEND THE COMPANY'S CONSTITUTION**

### **6.1 General**

In accordance with section 136(2) of the Corporations Act, a company may modify or repeal its constitution or a provision of its constitution by a special resolution of Shareholders.

This Resolution is a special resolution to amend the Constitution to allow the Company to hold shareholders' meetings virtually using technology (in whole or in part).

The amendments are set out in Annexure A, and a full copy of the Constitution (with the proposed amendments marked-up) is available on the Company's website.

Shareholders are invited to contact the Company if they have any queries or concerns.

Under section 136 of the Corporations Act, Shareholders must pass a special resolution to amend the Constitution. Accordingly, this Resolution is a special resolution, requiring approval of 75% of the votes cast by Shareholders entitled to vote on the resolution in order to be passed.

### **6.2 Proposed amendment**

#### **Virtual meetings**

Under the Corporations Act as recently amended, meetings of members are able to be held physically, by means of a hybrid meeting (both physical and virtually) or, if expressly permitted by the entity's constitution, virtually (provided that members, as a whole, are given a reasonable opportunity to participate in the meeting).

The Company's Constitution does not currently permit the holding of wholly virtual meetings of Shareholders.

The amendment proposed under this Resolution introduces a new article into the existing Constitution that:

- allows the Company to hold a meeting of Shareholders using or with the assistance of any virtual meeting technology that gives Shareholders, as a whole, a reasonable opportunity to participate;
- allows the Directors to prescribe regulations, rules and procedures in relation to the manner in which virtual meetings are to be conducted and communicate such matters to members by notice to ASX; and
- address and manage technical difficulties that arise during the course of virtual meetings.

### **6.3 Board Recommendation**

The Board unanimously recommends that Shareholders vote in favour of this Resolution.

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#### **DISCLOSURE**

*The Company considers this Explanatory Memorandum to contain all material information known to it that could reasonably be required by Shareholders in deciding how to vote on the proposed Resolutions other than information that would be unreasonable to require the Company to disclose because it has previously disclosed that information to Shareholders.*

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## GLOSSARY

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**\$** means Australian dollars.

**AEDT** means Australian Eastern Daylight Time as observed in Melbourne, Victoria.

**AEST** means Australian Eastern Standard Time as observed in Melbourne, Victoria.

**Annual General Meeting** or **Meeting** or **AGM** means the meeting convened by the Notice.

**Annual Financial Report** means the 2023 annual report of the Company containing the financial report for the period ended 30 June 2023, a copy of which was lodged by the Company by way of Appendix 4E with ASX on 30 August 2023.

**Associate** has the meaning given to it in the Corporations Act.

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

**Auditor's Report** means the auditor's report of RSM Australia Partners dated 30 August 2023 as included in the Annual Financial Report.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

**Automic** means Automic Registry Services, being the share register for the Company.

**Board** means the current board of directors of the Company.

**Business Day** means a day on which trading takes place on the stock market of ASX.

**Chair** means the chair of the Meeting.

**Closely Related Party** of a member of Key Management Personnel means:

- a) a spouse or child of the member;
- b) a child of the member's spouse;
- c) a dependent of the member or the members spouse;
- d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- e) a company the member controls; or
- f) a person prescribed by the Corporations Act 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

**Company** means Careteq Limited (ACN 612 267 857).

**Constitution** means the Company's constitution.

**Corporations Act** means the Corporations Act 2001 (Cth) as amended or replaced from time to time.

**Director** means a current director of the Company.

**Equity Securities** includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

**Explanatory Memorandum** mean the explanatory memorandum accompanying this Notice.

**Key Management Personnel** or **KMP** means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

**Notice of Annual General Meeting** or **Notice of Meeting** or **Notice** means this notice of meeting including the Explanatory Memorandum and the Proxy Form.

**Option** means an option to acquire a Share.

**Ordinary Resolution** means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

**Proxy Form** means the proxy form accompanying the Notice.

**Remuneration Report** means the remuneration report as set out in the Annual Financial Report.

**Relevant Interest** has the meaning given to it in the Corporations Act.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

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

**Shareholder** means a registered holder of a Share.

**Special Resolution** means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

**Unlisted Options** has the meaning given to it in section 4.1.

**Variable A** means "A" as set out in the formula in Listing Rule 7.1A.2.

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## ANNEXURE A – AMENDMENTS TO THE CONSTITUTION

Insert new provisions in the Constitution as follows:

### **15.7(a) Virtual Meetings**

Notwithstanding anything in this Constitution but subject to applicable law, the Company may hold a meeting of its Shareholders, either wholly or partly, using, or with the assistance of, any virtual or electronic meeting technology that gives Shareholders, as a whole, a reasonable opportunity to participate in the meeting. This may include, but is not limited to, electronic participation facilities or linking separate meeting places together by technology.

If a general meeting is to be held in accordance with rule 15.7(a):

- (a) the Directors may prescribe regulations, rules and procedures in relation to the manner in which the meeting is to be conducted; and
- (b) the Directors may communicate such regulations, rules and procedures (or instructions on how they can be accessed) to Members by notification to ASX.
- (c) If, before or during a meeting held in accordance with rule 15.7(a), any technical difficulty occurs which may materially impact the participation of one or more Shareholders, the chairman of the meeting may:
  - i. postpone or adjourn the meeting until the difficulty is remedied; or
  - ii. continue to hold the meeting and transact business, and no Shareholder may object to the meeting being held or continuing.
- (d) In no circumstances shall the inability of one or more Shareholders to access, or to continue to access, an electronic participation facility or facilities affect the validity of a meeting, or any business conducted as a meeting, provided that sufficient Shareholders are able to participate in the meeting as a required to constitute a quorum.

Nothing in this document is to be taken to limit the powers conferred on the chairman of the meeting by law.

# Proxy Voting Form

If you are attending the virtual Meeting  
please retain this Proxy Voting Form  
for online Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **10.00am (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/#/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](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

**All enquiries to Automic:**

**WEBSITE:** <https://automicgroup.com.au/>

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

