



4 January 2024

Dear Shareholders,

RE: CARDIEX LIMITED – NOTICE OF EXTRAORDINARY GENERAL MEETING

CardieX Limited (ASX: CDX) (**CardieX**, the **Company**) advises that an Extraordinary General Meeting (the **Meeting**) has been called for 9:30am (AEDT) on Thursday, 1 February 2024. 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
Phone:	1300 288 664 (within Australia) +61 2 9698 5414

For and on behalf of the Board,

A handwritten signature in black ink, appearing to read 'Niall Cairns'.

Niall Cairns
Chairman
CardieX Limited



CardieX Limited
ACN 113 252 234

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

TIME: 9:30am (AEDT)
DATE: 1 February 2024
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 EXTRAORDINARY GENERAL MEETING

Notice is given that the Extraordinary General Meeting of Shareholders of CardieX Limited (**Company**), which will be held at 9:30am (AEDT) on 1 February 2024 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 Extraordinary General Meeting.

1. RESOLUTION 1: RATIFICATION OF PRIOR AGREEMENT TO ISSUE TRANCHE 1 PLACEMENT SHARES

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 agreement to issue 20,794,951 Shares, on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement

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

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

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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

2. RESOLUTION 2: APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 19,330,049 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement

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

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

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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

3. RESOLUTION 3: APPROVAL TO ISSUE PLACEMENT OPTIONS

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 13,375,000 Quoted Options on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement

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

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

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

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

- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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

4. **RESOLUTION 4: APPROVAL FOR RELATED PARTY PARTICIPATION IN PLACEMENT – C2 VENTURES PTY LIMITED**

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval be given for the Company to issue up to 9,875,000 Shares and up to 3,291,667 Quoted Options to C2 Ventures Pty Limited, on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement

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

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

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Company will disregard votes cast by:
the person who is to receive the securities in question, being C2 Ventures Pty Limited;
any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity);

a person whose votes, in ASX's opinion, should be disregarded.
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5. RESOLUTION 5: APPROVAL TO ISSUE LEAD MANAGER OPTIONS

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 3,000,000 Quoted Options on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement

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

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

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Company will disregard votes cast by:
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a person who is expected to participate in the proposed issue;
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a person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity);

a person whose votes, in ASX's opinion, should be disregarded.
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6. RESOLUTION 6: APPROVAL TO ISSUE NOTE CONVERSION OPTIONS

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 10,500,000 Quoted Options on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement

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

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

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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

7. RESOLUTION 7: APPROVAL TO ISSUE NOTE CONVERSION OPTIONS TO A RELATED PARTY – C2 VENTURES PTY LIMITED

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 3,125,000 Quoted Options to C2 Ventures Pty Limited, on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement

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

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

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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

8. RESOLUTION 8: APPROVAL TO ISSUE NOTE CONVERSION OPTIONS TO A RELATED PARTY – CARNETHY EVERGREEN PTY LTD

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 416,667 Quoted Options to Carnethy Evergreen Pty Ltd, on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement

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

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

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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

9. RESOLUTION 9: APPROVAL TO ISSUE NOTE CONVERSION OPTIONS TO A RELATED PARTY – TIGER PTY LTD

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 1,041,667 Quoted Options to Tiger Pty Ltd as trustee for the Tiger Commercial Unit Trust, on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement

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

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

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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

10. RESOLUTION 10: APPROVAL TO ISSUE SHARES IN LIEU OF CASH – INTEGROUS COMMUNICATIONS

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 1,148,721 Shares to Integrous Communications (or its nominee), for the purpose, and on the terms set out in the Explanatory Statement.”

Voting exclusion statement

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

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

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

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

- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Company will disregard votes cast by:
a person who is expected to participate in the proposed issue, being Integrous Communications or its nominees;
a person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity);
a person whose votes, in ASX's opinion, should be disregarded.

11. RESOLUTION 11: APPROVAL TO ISSUE SHARES IN LIEU OF CASH – MR ZIHAN LIN

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 990,772 Shares to Mr Zihan Lin (or his nominee), for the purpose, and on the terms set out in the Explanatory Statement.”

Voting exclusion statement

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

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

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Company will disregard votes cast by:
a person who is expected to participate in the proposed issue, being Mr Zihan Lin or his nominee;
a person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity);

a person whose votes, in ASX's opinion, should be disregarded.
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12. RESOLUTION 12: APPROVAL TO ISSUE SHARES IN LIEU OF CASH – MR STEVEN KESTEN

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 229,744 Shares to Mr Steven Kesten (or his nominee), for the purpose, and on the terms set out in the Explanatory Statement.”

Voting exclusion statement

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

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

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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

13. RESOLUTION 13: APPROVAL TO ISSUE SHARES IN LIEU OF CASH – BLUMIO INC.

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 2,871,803 Shares to Blumio Inc. (or its nominees), for the purpose, and on the terms set out in the Explanatory Statement.”

Voting exclusion statement

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

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

- an associate of that person or those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Company will disregard votes cast by:
a person who is expected to participate in the proposed issue, being the Blumio Vendors or their nominees;
a person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity);
a person whose votes, in ASX's opinion, should be disregarded.

DATED: 4 January 2024

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 Extraordinary General Meeting, the Company has determined that all securities of the Company that are quoted securities at 7.00pm (AEDT) on Tuesday, 30 January 2024 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 Extraordinary 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

at least 48 hours prior to the Meeting (i.e. by no later than **9:30am AEDT on 30 January 2024**) 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 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 Extraordinary General Meeting to be held at 9:30am (AEDT) on Thursday, 1 February 2024 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.

1. RESOLUTION 1: RATIFICATION OF PRIOR AGREEMENT TO ISSUE TRANCHE 1 PLACEMENT SHARES

1.1. Background

As announced on 19 December 2023, the Company is undertaking a capital raising comprising:

- (a) a placement of up to 50,000,000 Shares (**Placement Shares**) to sophisticated and professional investors (**Placement Participants**) at an issue price of \$0.08 per Share, to raise up to approximately \$4 million¹ (before costs), together with 1 free-attaching Quoted Option (**Placement Options**) for every 3 Shares subscribed for and issued (**Placement**); and
- (b) a 1 for 2.87 non-renounceable pro-rata entitlement offer of new Shares at an issue price of \$0.08 per Share to raise up to approximately \$4 million (before costs), together with 1 free-attaching Quoted Option for every 3 New Shares subscribed for and issued (**Entitlement Offer**),

(together, the **Capital Raising**).

The Quoted Options are exercisable at \$0.20 each expiring on 30 November 2025. The Company will apply for quotation of the Quoted Options, subject to compliance with the requirements of ASX and the Listing Rules.

The Placement will be split into two tranches:

- (a) **Tranche 1**: comprises 20,794,951 Shares (to raise \$1,663,596.08 before costs) under the Company's 15% placement capacity pursuant to ASX Listing Rule 7.1, which are expected to be issued on or about 6 February 2024; and

¹ The actual new cash amount to be raised under the Placement (before costs) will be \$3,250,000 as C2V has agreed with the Company to offset a total of \$750,000 in amounts previously advanced to the Company by C2V against the monies payable by C2V on subscription for Shares under the Placement.

- (b) **Tranche 2:** subject to Shareholder approval at the Meeting, comprises up to 19,330,049 Shares (to raise \$1,546,404 before costs).

In addition, C2 Ventures Pty Limited (an entity controlled by Directors Niall Cairns and Craig Cooper) (**C2V**) has agreed to participate in the Placement for up to \$790,000, subject to Shareholder approval pursuant to Resolution 4.

The Company has appointed MST Financial Services Pty. Ltd. (**Lead Manager**) to act as the lead manager to the Capital Raising.

The proceeds from the Capital Raising will principally be applied towards:

- (a) device manufacturing, marketing and sales activities;
- (b) commercial expansion, including scaling of our supply chain, order-fulfilment, and customer care operations;
- (c) market access initiatives (regulatory clearance and outcomes research) in support of our commercialisation efforts into domestic and international geographies;
- (d) research and product development expenses;
- (e) working capital and general operations and corporate purposes; and
- (f) costs of the Capital Raising.

The Company has lodged a prospectus with ASIC (released to ASX on 19 December 2023) (**Prospectus**) in connection with the Entitlement Offer.

1.2. **ASX Listing Rule Requirements**

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

The agreement for the issue of the Tranche 1 Placement Shares does not fit within any of the exceptions set out in ASX Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in ASX Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the date of issue of the relevant securities.

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

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under ASX Listing Rule 7.1.

To this end, Resolution 1 seeks Shareholder approval to ratify the agreement for the issue of the Tranche 1 Placement Shares under and for the purposes of ASX Listing Rule 7.4.

1.3. **Effect of Resolution**

If Resolution 1 is passed, the Tranche 1 Placement 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 issue date of those securities.

If Resolution 1 is not passed, the Tranche 1 Placement Shares will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the issue date of those securities.

1.4. Information Required for ASX Listing Rule 7.4

In accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 1:

Persons Issued To	The Tranche 1 Placement Shares will be issued to Placement Participants identified by the Company and the Lead Manager, who are not related parties of the Company (or their associates). In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients will be: (a) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or associates of any of these parties; and (b) issued more than 1% of the issued capital of the Company.
Maximum Number of Equity Securities	20,794,951 Tranche 1 Placement Shares.
Terms of Securities	The Tranche 1 Placement Shares will be fully paid ordinary shares in the Company and will rank equally in all respects with the existing Shares on issue.
Date of Issue	On or about 6 February 2024.
Price	The issue price will be \$0.08 per Tranche 1 Placement Share. The Company has not and will not receive any other consideration for the issue of the Tranche 1 Placement Shares.
Purpose of Issue/ Use of Funds	The purpose of the issue of the Tranche 1 Placement Shares is to raise capital, which the Company intends to apply in the manner set out in Section 1.1.
Material Terms of Agreement	None.
Voting Exclusion	A voting exclusion statement applies to this Resolution and is included in the Notice.

1.5. Director Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 1.

2. RESOLUTIONS 2 AND 3: APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES AND PLACEMENT OPTIONS

2.1. Background

As set out in Section 1.1, on 19 December 2023, the Company announced a Placement to raise up to approximately \$4 million (before costs).

The Company is seeking Shareholder approval:

- (a) pursuant to Resolution 2, to issue the Tranche 2 Placement Shares; and
- (b) pursuant to Resolution 3, to issue 13,375,000 Placement Options to non-related Placement Participants.

The Prospectus includes an offer of the Placement Options to the Placement Participants.

2.2. ASX Listing Rule Requirements

A summary of ASX Listing Rule 7.1 is set out in Section 1.2.

The proposed issue of the Tranche 2 Placement Shares and Placement Options does not fall within any of the exceptions set out in ASX Listing Rule 7.2 and exceeds the 15% limit in ASX Listing Rule 7.1. It therefore requires the approval of Shareholders under ASX Listing Rule 7.1.

To this end, Resolutions 2 and 3 seek Shareholder approval for the issue of the Tranche 2 Placement Shares and Placement Options under and for the purposes of ASX Listing Rule 7.1.

2.3. Effect of Resolutions

If Resolutions 2 and 3 are passed, the Company will be able to proceed with the issue of the Tranche 2 Placement Shares and Placement Options. In addition, the issue of the Tranche 2 Placement Shares and Placement Options will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolutions 2 and 3 are not passed, the Company will not be able to proceed with the issue of the Tranche 2 Placement Shares and Placement Options and the Company will be forced to find other avenues to raise funding to achieve its previously announced strategic objectives.

These Resolutions are not interdependent in that either of Resolutions 2 and 3 can be passed without the other one passing.

2.4. Information Required for ASX Listing Rule 7.3

Resolution 2: Approval to issue Tranche 2 Placement Shares

In accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 2:

Persons Issued To	<p>The Tranche 2 Placement Shares will be issued to Placement Participants identified by the Company and the Lead Manager, who are not related parties of the Company (or their associates).</p> <p>In accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:</p> <ul style="list-style-type: none"> (a) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or associates of any of these parties; and (b) issued more than 1% of the issued capital of the Company.
Maximum Number of Equity Securities	Up to 19,330,049 Tranche 2 Placement Shares.

Terms of Securities	The Tranche 2 Placement Shares will be fully paid ordinary shares in the Company and will rank equally in all respects with the existing Shares on issue.
Date of Issue	The Tranche 2 Placement Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Tranche 2 Placement Shares will occur on the same date.
Price	The issue price will be \$0.08 per Tranche 2 Placement Share. The Company has not and will not receive any other consideration for the issue of the Tranche 2 Placement Shares.
Purpose of Issue/ Use of Funds	The purpose of the issue of the Tranche 2 Placement Shares is to raise capital, which the Company intends to apply in the manner set out in Section 1.1. The Tranche 2 Placement Shares are not being issued under, or to fund, a reverse takeover.
Material Terms of Agreement	None.
Voting Exclusion	A voting exclusion statement applies to this Resolution and is included in the Notice.

Resolution 3: Approval to issue Placement Options

In accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 3:

Persons Issued To	The Placement Options will be issued to Placement Participants identified by the Company and the Lead Manager, who are not related parties of the Company (or their associates). In accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be: (a) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or associates of any of these parties; and (b) issued more than 1% of the issued capital of the Company.
Maximum Number of Equity Securities	Up to 13,375,000 Placement Options.
Terms of Securities	The Placement Options will be issued on the terms and conditions summarised in Schedule 1.
Date of Issue	The Placement Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Placement Options will occur on the same date.

Price	The issue price of the Placement Options is nil as they will be issued free-attaching with Placement Shares issued on a 1:3 basis. The Company has not and will not receive any other consideration for the Placement Options (other than in respect of funds received on exercise of the Placement Options).
Purpose of Issue/ Use of Funds	No funds will be raised from the issue of the Placement Options as they are being issued free-attaching with Placement Shares. The Placement Options are not being issued under, or to fund, a reverse takeover.
Material Terms of Agreement	None.
Voting Exclusion	A voting exclusion statement applies to this Resolution and is included in the Notice.

2.5. Director Recommendation

The Directors recommend that Shareholders vote in favour of Resolutions 2 and 3.

3. RESOLUTION 4: APPROVAL FOR RELATED PARTY PARTICIPATION IN PLACEMENT – C2 VENTURES PTY LIMITED

3.1. Background

As set out in Section 1.1, C2 Ventures Pty Limited (**C2V**) has committed to participate in the Placement by subscribing for up to \$790,000 worth of Shares, being 9,875,000 Placement Shares and 3,291,667 free-attaching Placement Options, on the same terms as non-related Placement Participants (**Participation**).

In addition, as set out in the Prospectus, C2V and its associates have indicated to the Company that they intend to subscribe for 9,489,336 Shares and 3,163,112 Quoted Options under the Entitlement Offer, representing their full entitlements, to raise a further \$759,146.87.

Resolution 4 seeks Shareholder approval for the issue of 9,875,000 Placement Shares and 3,291,667 free-attaching Placement Options to C2V, as a result of the Participation.

3.2. Corporations Act Requirements

Chapter 2E of the Corporations Act requires that for a public company to give a financial benefit to a related party (including directors of the company), the company must obtain approval of shareholders in the manner set out in sections 217 to 227 of the Corporations Act and give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within exception set out in sections 210 to 216 of the Corporations Act.

The Participation will result in the issue of Placement Shares and Placement Options which constitutes giving a financial benefit and C2V is a related party of the Company by virtue of being controlled by Directors Niall Cairns and Craig Cooper.

The Board (with Niall Cairns and Craig Cooper abstaining from the deliberations) is of the view that the Participation on arms' length terms, as the Placement Shares and Placement Options will be issued on the same terms as the Placement Shares and Placement Options issued to non-related party participants in the Placement, and therefore, there is no requirement for additional shareholder approval under Chapter 2E of the Corporations Act.

3.3. ASX Listing Rule Requirements

ASX Listing Rule 10.11 provides that unless one of the exceptions in ASX Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in ASX Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in ASX Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The Participation falls within ASX Listing Rule 10.11.1 and does not fall within any of the exceptions in ASX Listing Rule 10.12. It therefore requires the approval of Shareholders under ASX Listing Rule 10.11.

Resolution 4 seeks the required Shareholder approval for the Participation under and for the purposes of ASX Listing Rule 10.11.

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

3.4. Effect of Resolutions

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Placement Shares and Placement Options under the Participation within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules). As approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the Placement Shares and Placement Options (because approval is being obtained under ASX Listing Rule 10.11), the issue of the Placement Shares and Placement Options will not use up any of the Company's 15% annual placement capacity.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Placement Shares and Placement Options under the Participation, and no further funds will be raised under the Placement.

3.5. Required Information ASX Listing Rule 10.11

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

Persons Issued To	The Placement Shares and Placement Options will be issued to C2V, which falls within the category set out in ASX Listing Rule 10.11.1 by virtue of being a company controlled by Directors Niall Cairns and Craig Cooper.
Maximum Number	9,875,000 Placement Shares and 3,291,667 Placement Options.

of Equity Securities	
Terms of Securities	<p>The Placement Shares will be fully paid ordinary shares in the Company and will rank equally in all respects with the existing Shares on issue.</p> <p>The Placement Options will be issued on the terms and conditions summarised in Schedule 1.</p>
Date of Issue	<p>The Placement Shares and Placement Options will be issued no later than 1 month after the date of the Meeting (or such date to the extent permitted by any ASX waiver or modifications of the ASX Listing Rules) and it is intended that issue of the Placement Shares and Placement Options will occur on the same date.</p>
Price	<p>The issue price is:</p> <p>(a) \$0.08 per Placement Share, being the issue price of the Placement Shares issued to other participants in the Placement; and</p> <p>(b) nil per Placement Option, as they will be issued free-attaching with Placement Shares on a 1:3 basis.</p> <p>The Company will not receive any other consideration for the issue of the Placement Shares and Placement Options (other than in respect of funds received on exercise of the Placement Options).</p>
Purpose of Issue/ Use of Funds	<p>The purpose of the issue of the Placement Shares and Placement Options under the Participation is to raise capital, which the Company intends to apply in the manner set out in Section 1.1.</p> <p>The Placement Shares and Placement Options to be issued under the Participation are not intended to remunerate or incentivise the Directors.</p>
Material Terms of Agreement	None.
Voting Exclusion	A voting exclusion applies to this Resolution and is included in the Notice.

3.6. Director Recommendation

The independent Director, Randall King Nelson, recommends that Shareholders vote in favour of Resolution 4.

4. RESOLUTIONS 5 AND 6: APPROVAL TO ISSUE OPTIONS

4.1. Background

Lead Manager Options

The Company has appointed MST Financial Services Pty. Ltd. (**Lead Manager**) to act as the lead manager to the Capital Raising pursuant to a lead manager mandate (**Mandate**).

The Mandate was generally on terms customary for agreements of this nature, including the following consideration payable by the Company to the Lead Manager:

- (a) management fee of 3% of the total value of capital raised under the Capital Raising;
- (b) selling fee of 3% of the total value of capital raised under the Capital Raising; and

- (c) subject to raising between \$5 million and \$11 million under the Capital Raising, 3,000,000 Quoted Options (**Lead Manager Options**).

The Prospectus includes an offer of the Lead Manager Options to the Lead Manager (or its nominees), subject to Shareholder approval.

Resolution 5 seeks Shareholder approval for the issue of the Lead Manager Options.

Note Conversion Options

At the August EGM, Shareholders approved the issue of convertible notes (**Notes**) (including underlying Shares that may be issued on conversion) to sophisticated and professional investors (both related and non-related parties) pursuant to a convertible note facility (**Note Facility**). Each Note has a face value of \$1.00 and maturity date of 15 July 2025. The Company raised \$3,620,000 under the Note Facility, through the issue of:

- (a) 2,520,000 Notes to non-related parties; and
 (a) 1,100,000 Notes to related parties.

The Notes were issued on 8 September 2023.

The Company has subsequently agreed to grant free-attaching Quoted Options to Noteholders, on the basis of 1 Quoted Option for every 3 Shares issued on conversion of Notes (being the same basis as offered to participants in the Capital Raising) (**Note Conversion Options**).

The Capital Raising qualifies as a “Qualifying Capital Raising” under the Note Documents, meaning that the Company may convert some or all of the Notes on having received written commitments (whether or not unconditional) for at least A\$5,000,000 under the Capital Raising. Accordingly, the Company expects conversion of all Notes to occur on or around 6 February 2024.

The number of Equity Securities expected to be issued on conversion of the Notes is:

	Shares	Note Conversion Options
Non-related parties	31,500,000	10,500,000
Related parties	13,750,000	4,583,334
Total	45,250,000	15,083,334

The Prospectus includes an offer of the Note Conversion Options to the Noteholders, subject to Shareholder approval.

Resolution 6 seeks Shareholder approval for the issue of up to 10,500,000 Note Conversion Options to non-related party Noteholders. The issue of Note Conversion Options to related party Noteholders is the subject of Resolutions 7 to 9.

4.2. ASX Listing Rule Requirements

A summary of ASX Listing Rule 7.1 is set out in Section 1.2.

The proposed issue of the Lead Manager Options and Note Conversion Options to non-related party Noteholders does not fall within any of the exceptions set out in ASX Listing Rule 7.2 and exceeds the 15% limit in ASX Listing Rule 7.1. It therefore requires the approval of Shareholders under ASX Listing Rule 7.1.

To this end, Resolutions 5 and 6 seek Shareholder approval for the issue of the Lead Manager Options and Note Conversion Options under and for the purposes of ASX Listing Rule 7.1.

4.3. Effect of Resolutions

If Resolution 5 is passed, the Company will be able to proceed with the issue of the Lead Manager Options. In addition, the issue of the Lead Manager Options will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the Lead Manager Options and the Company will have to renegotiate the terms of the Mandate.

If Resolution 6 is passed, the Company will be able to proceed with the issue of the Note Conversion Options to non-related party Noteholders. In addition, the issue of the Note Conversion Options will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the Note Conversion Options and the Company will have to renegotiate the terms of the Note Documents.

4.4. Information Required for ASX Listing Rule 7.3

Resolution 5: Approval to issue Lead Manager Options

In accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 5:

Persons Issued To	MST Financial Services Pty. Ltd. (or its nominees).
Maximum Number of Equity Securities	Up to 3,000,000 Lead Manager Options.
Terms of Securities	The Lead Manager Options will be issued on the terms and conditions summarised in Schedule 1.
Date of Issue	The Lead Manager Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Lead Manager Options will occur on the same date.
Price	The issue price of the Lead Manager Options is nil.
Purpose of Issue/ Use of Funds	The purpose of the issue of the Lead Manager Options is to satisfy the Company's obligations under the Mandate. The Lead Manager Options are not being issued under, or to fund,

	a reverse takeover.
Material Terms of Agreement	The material terms of the Mandate are summarised in Section 4.1.
Voting Exclusion	A voting exclusion statement applies to this Resolution and is included in the Notice.

Resolution 6: Approval to issue Note Conversion Options

In accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 6:

Persons Issued To	The Note Conversion Options will be issued to Noteholders, who are not related parties of the Company (or their associates).
Maximum Number of Equity Securities	Up to 10,500,000 Note Conversion Options.
Terms of Securities	The Note Conversion Options will be issued on the terms and conditions summarised in Schedule 1.
Date of Issue	The Note Conversion Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Note Conversion Options will occur on the same date.
Price	The issue price of the Note Conversion Options is nil as they will be issued free attaching with Shares issued under on conversion of Notes on a 1:3 basis. The Company has not and will not receive any other consideration for the Note Conversion Options (other than in respect of funds received on exercise of the Note Conversion Options).
Purpose of Issue/ Use of Funds	No funds will be raised from the issue of the Note Conversion Options as they are being issued free-attaching with Shares issued on conversion of Notes. The Note Conversion Options are not being issued under, or to fund, a reverse takeover.
Material Terms of Agreement	The terms of the Notes are prescribed in a convertible note deed poll executed by the Company and note subscription agreements between the Company and each of the Noteholders (together, the Note Documents), a summary of which is set out in Schedule 2.
Voting Exclusion	A voting exclusion statement applies to this Resolution and is included in the Notice.

5. RESOLUTIONS 7 TO 9: APPROVAL TO ISSUE NOTE CONVERSION OPTIONS TO RELATED PARTIES

5.1. Background

At the August EGM, Shareholders approved the issue of the following Notes (including underlying Shares that may be issued on conversion) to related parties:

- (a) 750,000 Notes to C2V;
- (b) 100,000 Notes to Carnethy Evergreen Pty Ltd (**Carnethy Evergreen**); and
- (c) 250,000 Notes to Tiger Pty Ltd as trustee for the Tiger Commercial Unit Trust (**Tiger**) (nominee of then director Jarrod White).

The Notes were issued on 8 September 2023.

As set out in Section 4.1, the Company has subsequently agreed to grant Note Conversion Options to Noteholders, on the basis of 1 Quoted Option for every 3 Shares issued on conversion of Notes (being the same basis as offered to participants in the Capital Raising).

Resolutions 7 to 9 seek Shareholder approval for the grant of Note Conversion Options (**RP Note Conversion Options**) to C2V, Carnethy Evergreen and Tiger (**RP Noteholders**), on the same terms and conditions as all other Noteholders.

As noted in Section 4.1, the Company expects conversion of all Notes to occur on or around 6 February 2024.

Accordingly, the timing for the issue of Equity Securities to the RP Noteholders on conversion of their Notes will be as follows:

- (a) on the Conversion Date: that number of Shares calculated in accordance with the formula set out in Schedule 2; and
- (b) subject to Shareholder approval, within 1 month after the date of this Meeting: 1 RP Note Conversion Option for every 3 Shares issued on conversion of the Notes.

5.2. Corporations Act Requirements

A summary of Chapter 2E of the Corporations Act is set out in Section 3.2.

The issue of the RP Note Conversion Options to the RP Noteholders constitutes giving a financial benefit and:

- (a) C2V is a related party of the Company by virtue of being controlled by Directors Niall Cairns and Craig Cooper;
- (b) Carnethy Evergreen is a related party of the Company by virtue of being a company controlled by Director Niall Cairns; and
- (c) Tiger is a related party of the Company by virtue of being controlled by former director Jarrod White (who was a director of the Company in the past 6 months).

The Board (with Niall Cairns and Craig Cooper abstaining from the deliberations) is of the view that the issue of the RP Note Conversion Options is on arms' length terms, as the RP Note Conversion Options will be issued on the same terms as the Note Conversion Options issued to non-related party Noteholders, and therefore, there is no requirement for additional shareholder approval under Chapter 2E of the Corporations Act.

5.3. ASX Listing Rule Requirements

A summary of ASX Listing Rule 10.11 is set out in Section 3.3.

The issue of the RP Note Conversion Options to the RP Noteholders falls within ASX Listing Rule 10.11.1 and does not fall within any of the exceptions in ASX Listing Rule 10.12. It therefore requires the approval of Shareholders under ASX Listing Rule 10.11.

Resolutions 7, 8 and 9 seek the required Shareholder approval for the issue of the RP Note Conversion Options under and for the purposes of ASX Listing Rule 10.11.

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

5.4. Effect of Resolutions

If Resolutions 7, 8 and 9 are passed, the Company will be able to proceed with the issue of the RP Note Conversion Options within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules). As approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the RP Note Conversion Options (because approval is being obtained under ASX Listing Rule 10.11), the issue of the RP Note Conversion Options will not use up any of the Company's 15% annual placement capacity.

If Resolutions 7, 8 and/or 9 are not passed, the Company will not be able to proceed with the issue of the RP Note Conversion Options on conversion of the RP Noteholders' Notes (and the RP Noteholders will only receive Shares on conversion of their Notes).

These Resolutions are not interdependent in that any of Resolution 7, 8 or 9 can be passed without all of Resolutions 7, 8 and 9 passing.

5.5. Required Information ASX Listing Rule 10.11

In accordance with ASX Listing Rule 10.13 the following information is provided in relation to Resolutions 7, 8 and 9:

Persons Issued To	<p>The RP Note Conversion Options will be issued to:</p> <ul style="list-style-type: none"> (a) pursuant Resolution 7, C2V, who falls within the category set out in ASX Listing Rule 10.11.1 by virtue of being a company controlled by Directors Niall Cairns and Craig Cooper; (b) pursuant to Resolution 8, Carnethy Evergreen, who falls within the category set out in ASX Listing Rule 10.11.1 by virtue of being a company controlled by Director Niall Cairns; and (c) pursuant to Resolution 9, Tiger, who falls within the category set out in ASX Listing Rule 10.11.1 by virtue of being a company controlled by former director, Jarrod White (who was a director of the Company in the past 6 months).
Maximum Number of Equity Securities	<p>The maximum number of RP Note Conversion Options to be issued:</p> <ul style="list-style-type: none"> (a) to C2V under Resolution 7 is 3,125,000; (b) to Carnethy Evergreen under Resolution 8 is 416,667; and (c) to Tiger under Resolution 9 is 1,041,667. <p>By way of illustration, the table below show the number of Shares that the Company expects to issue to the RP Noteholders on conversion of their Notes (which was approved at the August AGM), together with the number of free-attaching RP Note Conversion Options if Resolutions 7, 8 and 9 are passed:</p>

	Noteholder	Number of Notes held	Face value of Notes	Number of Shares issued on conversion of Notes¹	Number of RP Note Conversion Options
	C2V	750,000	\$750,000	9,375,000	3,125,000
	Carnethy Evergreen	100,000	\$100,000	1,250,000	416,667
	Tiger	250,000	\$250,000	3,125,000	1,041,667
	Note:				
	1. Notes will be converted at a Floor Price of \$0.08 (being the price at which the Company will issue Shares under the Capital Raising).				
Terms of Securities	The RP Note Conversion Options will be issued on the terms and conditions summarised in Schedule 1.				
Date of Issue	The RP Note Conversion Options will be issued no later than 1 month after the date of the Meeting (or such date to the extent permitted by any ASX waiver or modifications of the ASX Listing Rules) and it is intended that issue of the RP Note Conversion Options will occur on the same date.				
Price	The issue price of the RP Note Conversion Options is nil as they will be issued free attaching with Shares issued under on conversion of Notes on a 1:3 basis. The Company has not and will not receive any other consideration for the RP Note Conversion Options (other than in respect of funds received on exercise of the RP Note Conversion Options).				
Purpose of Issue/ Use of Funds	<p>The purpose of the issue of the RP Note Conversion Options is to allow the RP Noteholders to receive the same Equity Securities on conversion of their Notes as will be issued to non-related Noteholders.</p> <p>No funds will be raised from the issue of the RP Note Conversion Options as they are being issued free-attaching with Shares issued on conversion of Notes.</p> <p>The RP Note Conversion Options are not intended to remunerate or incentivise the Directors.</p>				
Material Terms of Agreement	The material terms of the Note Documents are summarised in Schedule 2.				
Voting Exclusion	A voting exclusion applies to each of Resolutions 7, 8 and 9 and is included in the Notice.				

5.6. Director Recommendation

The independent Director, Randall King Nelson, recommends that Shareholders vote in favour of Resolutions 7, 8 and 9.

6. RESOLUTIONS 10 TO 13: APPROVAL TO ISSUE SHARES IN LIEU OF CASH

6.1. Background

Issue of Shares to creditors

The Company is proposing to issue:

- (a) pursuant to Resolution 10, 1,148,721 Shares to Integrous Communications (**Integrous Shares**) in lieu of cash payment for investor relations advisory services rendered by Integrous Communications from 1 July 2023 to 31 December 2023, with a cash equivalent value of US\$60,000 (A\$91,898);
- (b) pursuant Resolution 11, 990,772 Shares to Mr Zihan Lin, an employee of the Company, (**Lin Shares**) in lieu of cash remuneration, with a cash equivalent value of US\$51,750 (A\$79,262); and
- (c) pursuant to Resolution 12, 229,744 Shares to Mr Steven Kesten, a contractor of the Company, (**Kesten Shares**) in lieu of cash remuneration, with a cash equivalent value of US\$12,000 (A\$18,380).

Blumio asset acquisition

As announced on 16 November 2022 and 30 June 2023, the Company announced that it had entered into an asset purchase agreement with Blumio Inc. to acquire certain assets from Blumio Inc (**Asset Purchase Agreement**). The purchase price for the acquisition was:

- (a) US\$15,100 which was paid on execution of the Asset Purchase Agreement; and
- (b) US\$150,000 worth of Shares.

Refer to the Company's ASX announcements on 16 November 2022 and 30 June 2023 for further details.

Resolution 13 seeks Shareholder approval to issue 2,871,803 Shares to Blumio Inc. (or its nominees) (**Blumio Shares**) in satisfaction of its obligation to issue US\$150,000 (A\$229,744) worth of Shares under the Asset Acquisition Agreement.

6.2. ASX Listing Rule Requirements

A summary of ASX Listing Rule 7.1 is set out in Section 1.2.

The proposed issue of the Integrous Shares, Lin Shares, Kesten Shares and Blumio Shares does not fall within any of the exceptions set out in ASX Listing Rule 7.2 and exceeds the 15% limit in ASX Listing Rule 7.1. It therefore requires the approval of Shareholders under ASX Listing Rule 7.1.

To this end, Resolutions 10 to 13 seek Shareholder approval for the issue of the Integrous Shares, Lin Shares, Kesten Shares and Blumio Shares under and for the purposes of ASX Listing Rule 7.1.

6.3. Effect of Resolutions

If Resolutions 10 to 13 are passed, the Company will be able to proceed with the issue of the Integrous Shares, Lin Shares, Kesten Shares and Blumio Shares. In addition, the issue of the Integrous Shares, Lin Shares, Kesten Shares and Blumio Shares will be excluded from the calculation of the number of Equity Securities that the Company can issue without

If Resolutions 10 to 13 are not passed, the Company will issue Integrous Shares, Lin Shares, Kesten Shares and Blumio Shares under its 15% limit in ASX Listing Rule 7.1.

These Resolutions are not interdependent in that any of Resolutions 10 to 13 can be passed without each of Resolutions 10 to 13 passing.

6.4. Information Required for ASX Listing Rule 7.3

Resolution 10: Approval to issue Shares in lieu of cash – Integrous Communications

In accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 10:

Persons Issued To	The Integrous Shares will be issued to Integrous Communications (or its nominee). In accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that the recipient: (a) is not a related party of the Company, member of the Company's Key Management Personnel, substantial holder of the Company, adviser of the Company or an associate of any of these parties; and (b) will not be issued more than 1% of the issued capital of the Company.
Maximum Number of Equity Securities	1,148,721 Integrous Shares.
Terms of Securities	The Integrous Shares will be fully paid ordinary shares in the Company and will rank equally in all respects with the existing Shares on issue.
Date of Issue	The Integrous Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Integrous Shares will occur on the same date.
Price	The Integrous Shares will be issued at a deemed issue price of \$0.08 per Integrous Share.
Purpose of Issue/ Use of Funds	No funds will be raised from the issue of the Shares as the issue is proposed to be made in lieu of cash payment to Integrous Communications for services rendered. The Integrous Shares are not being issued under, or to fund, a reverse takeover.
Material Terms of Agreement	None.
Voting Exclusion	A voting exclusion statement applies to this Resolution and is included in the Notice.

Resolution 11: Approval to issue Shares in lieu of cash – Mr Zihan Lin

In accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 11:

Persons Issued To	The Lin Shares will be issued to Mr Zihan Lin (or his nominee). In accordance with paragraph 7.2 of ASX Guidance Note 21, the
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	<p>Company confirms that the recipient:</p> <p>(a) is not a related party of the Company, member of the Company's Key Management Personnel, substantial holder of the Company, adviser of the Company or an associate of any of these parties; and</p> <p>(b) will not be issued more than 1% of the issued capital of the Company.</p>
Maximum Number of Equity Securities	990,772 Lin Shares.
Terms of Securities	The Lin Shares will be fully paid ordinary shares in the Company and will rank equally in all respects with the existing Shares on issue.
Date of Issue	The Lin Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Lin Shares will occur on the same date.
Price	The Lin Shares will be issued at a deemed issue price of \$0.08 per Lin Share.
Purpose of Issue/ Use of Funds	<p>No funds will be raised from the issue of the Lin Shares as the issue is proposed to be made in lieu of cash remuneration to Mr Zihan Lin for services rendered.</p> <p>The Lin Shares are not being issued under, or to fund, a reverse takeover.</p>
Material Terms of Agreement	None.
Voting Exclusion	A voting exclusion statement applies to this Resolution and is included in the Notice.

Resolution 12: Approval to issue Shares in lieu of cash – Mr Steven Kesten

In accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 12:

Persons Issued To	<p>The Kesten Shares will be issued to Mr Steven Kesten (or his nominee).</p> <p>In accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that the recipient:</p> <p>(a) is not a related party of the Company, member of the Company's Key Management Personnel, substantial holder of the Company, adviser of the Company or an associate of any of these parties; and</p> <p>(b) will not be issued more than 1% of the issued capital of the Company.</p>
Maximum Number of Equity Securities	229,744 Kesten Shares.
Terms of Securities	The Kesten Shares will be fully paid ordinary shares in the Company and will rank equally in all respects with the existing

	Shares on issue.
Date of Issue	The Kesten Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Kesten Shares will occur on the same date.
Price	The Kesten Shares will be issued at a deemed issue price of \$0.08 per Kesten Share.
Purpose of Issue/ Use of Funds	No funds will be raised from the issue of the Kesten Shares as the issue is proposed to be made in lieu of cash remuneration to Mr Steven Kesten for services rendered. The Kesten Shares are not being issued under, or to fund, a reverse takeover.
Material Terms of Agreement	None.
Voting Exclusion	A voting exclusion statement applies to this Resolution and is included in the Notice.

Resolution 13: Approval to issue Shares in lieu of cash – Blumio Inc.

In accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 13:

Persons Issued To	The Blumio Shares will be issued to Blumio Inc. (or its nominees). In accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that the recipient: (a) is not a related party of the Company, member of the Company's Key Management Personnel, substantial holder of the Company, adviser of the Company or an associate of any of these parties; and (b) will not be issued more than 1% of the issued capital of the Company.
Maximum Number of Equity Securities	2,871,803 Blumio Shares.
Terms of Securities	The Blumio Shares will be fully paid ordinary shares in the Company and will rank equally in all respects with the existing Shares on issue.
Date of Issue	The Blumio Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Blumio Shares will occur on the same date.
Price	The Blumio Shares will be issued at a deemed issue price of \$0.08 per Blumio Share.
Purpose of Issue/ Use of Funds	The purpose of the issue of the Blumio Shares is to satisfy the Company's obligations under the Asset Purchase Agreement.

	The Blumio Shares are not being issued under, or to fund, a reverse takeover.
Material Terms of Agreement	The material terms of the Asset Purchase Agreement are summarised in Section 6.1.
Voting Exclusion	A voting exclusion statement applies to this Resolution and is included in the Notice.

6.5. Director Recommendation

The Directors recommend that Shareholders vote in favour of Resolutions 10 to 13.

Glossary



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

August EGM means the extraordinary general meeting of Shareholders held on 28 August 2023, convened by the August Notice of EGM;

August Notice of EGM means the notice of extraordinary general meeting dated 26 July 2023;

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;

C2V means C2 Ventures Pty Limited ACN 625 301 528;

Capital Raising has the meaning given in Section 1.1;

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;

Entitlement Offer has the meaning given in Section 1.1;

Equity Security has the meaning given in the ASX Listing Rules;

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

Key Management Personnel has the meaning given by section 9 of the Corporations Act;

Lead Manager has the meaning given in Section 1.1;

Lead Manager Options has the meaning given in Section 4.1;

Mandate has the meaning given in Section 4.1;

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

Note Conversion Options has the meaning given in Section 4.1;

Note Documents has the meaning given in Section 4.4;

Notes has the meaning given in Section 4.1;

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

Placement has the meaning given in Section 1.1;

Placement Options has the meaning given in Section 1.1;

Placement Participants has the meaning given in Section 1.1;

Placement Shares has the meaning given in Section 1.1;

Prospectus has the meaning given in Section 1.1;

Proxy Form means the proxy form enclosed with this Notice;

Resolution means a resolution contained in this Notice;

RP Note Conversion Options has the meaning given in Section 5.1;

RP Noteholders has the meaning given in Section 5.1;

RP Participant has the meaning given in Section 3.1;

RP Placement Securities has the meaning given in Section 3.1;

Quoted Options means Options on the terms and conditions set out in Schedule 1;

Section means a section of the Explanatory Statement;

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

Shareholder means the holder of a Share.

SCHEDULE 1 – TERMS AND CONDITIONS OF QUOTED OPTIONS

- (a) **(Entitlement):** Each Quoted Option (**Option**) entitles the holder to subscribe for one Share upon exercise of the Option.
- (b) **(Exercise Price):** The Options have an exercise price of \$0.20 per Option (**Exercise Price**).
- (c) **(Expiry Date):** The Options expire at 5.00pm (Sydney time) on 30 November 2025 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (d) **(Exercise Period):** The Options are exercisable at any time and from time to time on or prior to the Expiry Date.
- (e) **(Quotation of the Options):**
- (i) The Company will apply for quotation of the Options on ASX. However, the Options will only be admitted to official quotation by ASX if the conditions for quotation of a new class of securities are satisfied (which include, amongst other things, there being a minimum of 100,000 Options on issue, with at least 50 holders with a marketable parcel (within the meaning of the ASX Listing Rules)).
 - (ii) If official quotation of the Options is not granted by ASX in accordance with paragraph (e)(i) above, the Options will not be quoted.
- (f) **(Notice of Exercise):** The Options may be exercised by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
- The Options held by each holder may be exercised in whole or in part, and if exercised in part, at least 2,500 must be exercised on each occasion.
- Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
- (g) **(Timing of issue of Shares on exercise):** Within 5 Business Days after the Exercise Date the Company will:
- (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of 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; and
 - (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.
- (h) **(Transferability):** The Options are freely transferable from the date of issue, subject to any restriction or escrow arrangements imposed by ASX or under Australian securities laws and paragraph (i) below.
- (i) **(Restrictions on transfer of Shares):** If the Company is required but unable to give ASX a notice under paragraph (g)(ii), or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of Options may not be traded and will be subject to a holding lock 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.

- (j) **(Shares issued on exercise)**: Shares issued on exercise of the Options will rank equally with the then Shares of the Company.
- (k) **(Quotation of Shares on exercise)**: If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options in accordance with the Listing Rules.
- (l) **(Reconstruction of capital)**: If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
- (m) **(Participation in new issues)**: There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
- (n) **(Change in exercise price)**: There will be no change to the exercise price of the Options or the number of Shares over which the Options are exercisable in the event of the Company making a pro-rata issue of Shares or other securities to the holders of Shares in the Company (other than a bonus issue).
- (o) **(Adjustment for bonus issues of Shares)**: If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):
 - (i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and
 - (ii) no change will be made to the Exercise Price.

SCHEDULE 2 – SUMMARY OF MATERIAL TERMS OF THE NOTES

Face Value	\$1.00 per Note.
Issue Date	The date on which Notes are first issued.
Interest	10% per annum payable quarterly in cash. Any accrued but unpaid interest is payable in cash upon redemption or conversion (as the case may be).
Maturity Date	15 July 2025.
Conversion	<p>The Company may convert some or all of the Notes by giving a conversion notice, subject to and conditional on:</p> <ul style="list-style-type: none"> the receipt of prior shareholder approval for the issue of Shares on conversion (which approval was obtained at the August EGM); and the Company conducting a capital raising pursuant to which the Company raises, or receives binding commitments (whether or not conditional) for, at least A\$5,000,000 (or equivalent in foreign currency) (before costs) via the issue of Shares or other securities in the Company to investors in Australia or in any other jurisdiction or any combination of jurisdictions, including without limitation, by way of a placement, pro rata offer to Shareholders, offset against amounts owed by the Company to creditors or offset against amounts advanced to the Company by related parties of the Company, but excluding Notes or conversion of Notes (Qualifying Capital Raising). <p>The Capital Raising qualifies as a “Qualifying Capital Raising”.</p> <p>The number of Shares to which a Noteholder will be entitled on conversion of each Note will be equal to the Face Value divided by the Conversion Price. The Conversion Price is \$0.08, being the same price at which Shares are being issued under the Placement.</p> <p>Any fraction of a Share (across all of the Notes held by a Noteholder) is to be rounded up or down to the nearest whole number of Shares.</p> <p>In addition, subject any necessary Shareholder approvals, where options, warrants or any other securities are offered free-attaching with Shares (Attaching Securities) issued to investors in the Qualifying Capital Raising, the Company has agreed to issue Attaching Securities to the Noteholders on the same terms and conditions, and on the same basis. Accordingly, the Company will issue to Noteholders 1 Quoted Option for every 3 Shares issued on conversion of their Notes (being the same terms and conditions, and on the same basis, as issued to investors in the Capital Raising).</p> <p>The Company is not obliged to issue Shares to a Noteholder if to do so would cause the Company to breach an applicable law in Australia (including the ASX Listing Rules), the Noteholder’s place of residence, or other relevant jurisdiction.</p>
Redemption	<p>The Company must redeem all outstanding Notes on the earliest of:</p> <ul style="list-style-type: none"> upon the Noteholder giving written notice to the Company requiring the outstanding Notes to be redeemed, which redemption notice may only be given after 15 January 2025. A redemption notice cannot be given if a conversion notice has already been given; at the Maturity Date, if the Notes have not been converted on or before the Maturity Date; upon a Noteholder majority giving written notice to the Company

	<p>requesting redemption following the occurrence of an Event of Default;</p> <ul style="list-style-type: none"> the date agreed in writing between the Noteholder and the Company. <p>Once a conversion notice has been given, the Notes can no longer be redeemed.</p>
Security	The Notes are unsecured.
Representations and warranties	The Company has provided the Noteholder with customary representations and warranties.
Reconstructions	If there is a reconstruction of the issued securities of the Company, then subject to the Corporations Act, the Constitution and the ASX Listing Rules, as applicable, the Conversion Price and/or Floor Price will be adjusted (as determined by the Company, acting reasonably) in the same proportion as the issued securities are reconstructed and in a manner which will not result in additional benefits being conferred on Noteholders which are not conferred on existing shareholders.
Bonus issues	If the Company makes a bonus issue of Shares to existing shareholders then subject to the Corporations Act, the Constitution and the ASX Listing Rules, as applicable, upon conversion of the Notes the Company must issue a number of additional Shares to the Noteholder equal to the number of bonus shares that the Noteholder would have been entitled to receive, by way of participation in the bonus issue, if the Shares had been issued immediately before the record date for the bonus issue.
No shareholder rights	<p>A Note does not, prior to conversion, confer on a Noteholder any:</p> <ul style="list-style-type: none"> beneficial entitlement to or interest in any share of any class in the Company; right to attend or vote at a meeting of shareholders of the Company; beneficial or other right to be paid or credited a dividend declared or determined by the Company or any other right to participate in a distribution by the Company; or proprietary interest in any asset or cash flow of the Company.
Quotation	The Notes are not quoted.
Transferability	<p>Notes are transferrable:</p> <ul style="list-style-type: none"> to a related body corporate, provided that if the transferee ceases to be a related body corporate of the transferor, the transferee must transfer the Notes back to the transferor; or with the prior written consent of the Company.
Governing law	New South Wales
Further details	Further details of the Note Documents are set out in the August Notice of EGM.

Your proxy voting instruction must be received by **09.30am (AEDT) on Tuesday, 30 January 2024**, 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.



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