

16 August 2024

Annual Meeting

Dear fellow Shareholder,

I am pleased to invite shareholders to the 2024 Annual Meeting (AM) of TruScreen Group Limited scheduled for 3 September 2024.

The details of the Annual Meeting are as follows:

To be held in the Boardroom of Link Market Services, Level 30 PWC Tower 15 Customs Street West Auckland and online at <https://www.virtualmeeting.co.nz/tru24>

Shareholders attending and participating in the Annual Meeting in person or virtually via the online platform will be able to vote and ask questions during the meeting. More information regarding virtual attendance at the Annual Meeting (including how to vote and ask questions virtually during the Meeting) is available in the Virtual General Meeting Online Portal Guide available at

<https://bcast.linkinvestorservices.co.nz/generic/docs/OnlinePortalGuide.pdf>

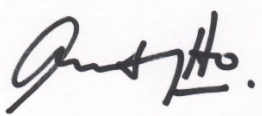
Date: 3 September 2024

Time; 11.00am Auckland, New Zealand time.

Accompanying this letter is a Notice of the Annual Meeting and a Proxy Form which must be lodged at least 48 hours before the meeting.

Please note that this meeting is restricted to registered shareholders and/or proxy holders.

Yours sincerely,



Anthony Ho
Chairman



truscreen
a world without
cervical cancer

For more information, visit www.truscreen.com or contact:

Mr Martin Dillion

Chief Executive Officer

Martindillon@truscreen.com

Guy Robertson

Chief Financial Officer

guyrobertson@truscreen.com

About TruScreen:

TruScreen Group Limited (NZX/ASX: TRU) is a medical device company that has developed and manufactures an AI-enabled device for detecting abnormalities in the cervical tissue in real-time via measurements of the low level of optical and electrical stimuli.

TruScreen's cervical screening technology enables cervical screening, negating sampling and processing of biological tissues, failed samples, missed follow-up, discomfort, and the need for costly, specialised personnel and supporting laboratory infrastructure.

The TruScreen device, TruScreen Ultra®, is registered as a primary screening tool for cervical cancer screening.

The device is CE Marked/EC certified, ISO 13485 compliant and is registered for clinical use with the TGA (Australia), MHRA (UK), NMPA (China), SFDA (Saudi Arabia), Roszdravnadzor (Russia), and COFEPRIS (Mexico). It has Ministry of Health approval for use in Vietnam, Zimbabwe, Israel, Ukraine, and the Philippines, among others and has distributors in 29 countries. In 2021, TruScreen established a manufacturing facility in China for devices marketed and sold in China.

TruScreen technology has been endorsed in CSCCP's (Chinese Society for Colposcopy and Cervical Pathology) China Cervical Cancer Screening Management Guideline.

TruScreen has been recognised in a China Blue Paper "Cervical Cancer Three Stage Standardized Prevent and Treatment" published on 28 April 2023.

To date, over 170000* examinations have been performed with TruScreen device and over 200 devices have been installed and used in China, Vietnam, Mexico, Zimbabwe, Russia, and Saudi Arabia. TruScreen's vision is "A world without the cervical cancer®".

To learn more, please visit: www.truscreen.com/.

**Based on Single Use Sensor sales.*



TRUSCREEN GROUP LIMITED

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Notice is given that the Meeting will be held at:

TIME: 11:00am

DATE: Tuesday 3 September 2024

PLACE: MUFG Corporate Markets (formerly Link Market Services)
Level 30 PWC Tower 15 Customs Street West Auckland and
online at www.virtualmeeting.co.nz/tru24

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

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

Persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00pm on 1 September 2024.

Notice is hereby given that the Annual Meeting of Shareholders of Truscreen Group Limited (the "Company") will be held in the Boardroom of MUFG Corporate Markets (formerly Link Market Services), Level 30, PWC Tower 15 Customs Street West Auckland and online at www.virtualmeeting.co.nz/tru24 on Tuesday 3 September 2024 at 11:00am, Auckland time.

BUSINESS OF THE MEETING

AGENDA

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Annual Report of the Company for the financial year ended 31 March 2024.

A presentation will be made by Mr Martin Dillon, Chief Executive Officer of Truscreen Group Limited.

To consider and, if thought fit, pass the following ordinary resolutions:

1. REMUNERATION OF AUDITORS – ORDINARY RESOLUTION

To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company

"That the Board be authorised to fix the remuneration of RSM Hayes Audit Auckland the Company's auditors."

2. RE-ELECTION OF DR DEXTER CHEUNG AS A DIRECTOR – LISTING RULE 2.2.1(b) - ORDINARY RESOLUTION

To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company

"That Dr Dexter Cheung, who retires in accordance with the provisions of the Constitution of the Company, and being eligible, offers himself for re-election, be re-elected as a Director of the Company."

**3. RE-ELECTION OF MR CHRISTOPHER HORN AS A DIRECTOR – LISTING RULE 2.2.1(b)
- ORDINARY RESOLUTION**

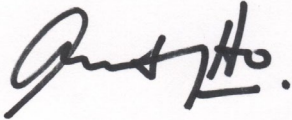
To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company

“That Mr Christopher Horn, who retires in accordance with the provisions of the Constitution of the Company, and being eligible, offers himself for re-election, be re-elected as a Director of the Company.”

**4. RATIFICATION OF PRIOR ISSUE OF 61,817,391 SHARES – LISTING RULE 4.5 -
ORDINARY RESOLUTION**

“That shareholders ratify the previous issue by the Company on 20 March 2024 of 61,817,391 ordinary fully paid shares at an issue price of \$0.02 per share”.

By Order of the Board of Directors



Anthony Ho
Chairman

VOTING BY PROXY

All shareholders of the Company entitled to attend and vote at the meeting, may attend the meeting, or are entitled to appoint a proxy to attend and vote on their behalf.

A proxy appointment and vote can be completed online at the MUFG Corporate Markets (formerly Link Market Services) Investor Centre at vote.linkmarketservices.com/TRU. You will require your CSN/Holder Number and Authorisation Code (FIN). AU holders (Postcode).

Alternatively, please complete and sign the enclosed Proxy Form and return to the Company's Share Registrar, MUFG Corporate Markets (formerly Link Market Services) in accordance with the instructions set out on the Proxy Form accompanying this Notice by 11:00am on Sunday 1 September 2024.

Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- Shareholders may appoint the Chair as their proxy; and
- the proxy need not be a Shareholder.

Shareholders and their proxies should be aware that

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Directed proxies means the proxy holder will vote on each resolution as directed by the Shareholder. In the event the Shareholder does not indicate how the proxy holder should vote on each resolution, and the Shareholder appoints the Chair as their proxy, the Chair will vote all resolutions in favour of all of the resolutions, except those in which the Chair has an interest or is otherwise restricted from voting on.

VOTING RESTRICTIONS

Those persons who are prohibited from voting on a resolution may not act as a discretionary proxy in respect of a resolution, but may vote in accordance with express instructions.

The persons identified in Column 2 of the table below are unable to Vote in favour of the resolutions listed in Column 1.

Column 1 Resolution	Column 2 Disqualified Person
Resolution 4	Any person who has been issued, or has acquired, the Equity Securities which are subject to ratification by that resolution, and any Associated Person of that person.

Explanatory Notes

NZX Listing Rules (“Listing Rules”) and Companies Act (“Act”)

The Company is listed on the NZX Main Board and must comply with the Listing Rules and the Act. In addition, various provisions of the Listing Rules are included in the Constitution. The Act, the Constitution and the Listing Rules contain specific requirements which are relevant to the resolutions comprised in this Notice. The Company is also listed on the ASX as a Foreign Exempt Listing.

The implications of the Listing Rules, the Act and the Constitution, insofar as they relate to each resolution, are addressed in the Explanatory Notes to each resolution. As required by NZX Listing Rules, all resolutions will be determined by poll.

Nature of Resolutions

The resolutions which are to be considered at the Meeting are all ordinary resolutions. An ordinary resolution is a resolution passed by a simple majority of votes of shareholders of the Company, entitled to vote and voting.

These Explanatory Notes have been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

AGENDA ITEM 1 - FINANCIAL STATEMENTS AND REPORTS

Whilst the consideration of the Annual Report by shareholders is not strictly required under the Act, the Board considers it good policy to table the Annual Report at the Meeting for consideration by shareholders, and for discussion where appropriate. The Company’s auditors, RSM Hayes Audit will be in attendance to respond to shareholders on the conduct of the audit.

The Company will not provide a hard copy of the Company’s annual financial report to Shareholders unless specifically requested to do so. The Company’s annual financial report is available on its website at www.truscreen.com.

1. RESOLUTION 1 - REMUNERATION OF AUDITORS – ORDINARY RESOLUTION

This resolution authorises the Board to fix the fees and expenses of the auditor.

2. RESOLUTION 2 - RE-ELECTION OF DR DEXTER CHEUNG AS A DIRECTOR – ORDINARY RESOLUTION

2.1 In terms of the constitution of the Company and the Listing Rules, Dr Dexter Cheung is required to retire from his role as a director of the Company at the Annual General Meeting. Dr Cheung is eligible to be re-elected as a director at the Annual General Meeting.

2.2 The qualification and material directorships of Dr Dexter Cheung is as outlined below:

Independent Non-Executive Director

Appointed 1 March 2021

Qualifications: B.Tech (Hons), M.Eng (Hons), PhD

Dr. Cheung is an experienced medical device engineer and specialist in product research and development, with more than 20 years' experience. He is the Research & Development Manager of the respiratory humidification division of Fisher & Paykel Healthcare, an NZX/ASX listed healthcare company and a global leader in respiratory medical devices.

Dr. Cheung holds a first-class honors degree in Bachelor of Technology, a Master of Engineering (first class honors) degree and a Doctor of Philosophy (in physics) from his alma mater, University of Auckland.

2.3 The Board is of the view that Dr Dexter Cheung qualifies as an "independent director" of the Company (as that term is defined in the Listing Rules).

2.4 The Board (with Dr Dexter Cheung abstaining) recommends that shareholders vote in favour of this resolution.

3. RESOLUTION 3 - RE-ELECTION OF MR CHRISTOPHER HORN AS A DIRECTOR – ORDINARY RESOLUTION

3.1 In terms of the constitution of the Company and the Listing Rules, Mr Christopher Horn is required to retire from his role as a director of the Company at the Annual General Meeting. Mr Christopher Horn is eligible to be re-elected as a director at the Annual General Meeting.

3.2 The qualification and material directorships of Mr Christopher Horn is as outlined below:

Independent Non-Executive Director and Chair of the Audit, Finance and Risk Committee.

Appointed November 2013

Qualifications: B.Com, CA

Mr Horn is an experienced business executive and has acted in a number of management roles including 20 years as a partner of KPMG and its predecessor firms. He is a director of a number of private companies across a broad range of business activities including corporate advisory, financial services and funds management.

Mr Horn is a Commerce graduate from the University of New South Wales and a Fellow of Chartered Accountants in Australia and New Zealand.

3.3 The Board is of the view that Mr Christopher Horn qualifies as an "independent director" of the Company (as that term is defined in the Listing Rules).

3.4 The Board (with Mr Christopher Horn abstaining) recommends that shareholders vote in favour of this resolution.

4. RESOLUTION 4 - RATIFICATION OF PRIOR ISSUE OF 61,817,391 SHARES – ORDINARY RESOLUTION

Background

On 12 February 2024 the Company announced that it would launch a rights issue to raise NZ\$2.8 million through a pro rata renounceable rights issue of one new share for every three existing shares held. The offer price was NZ\$0.02 with potentially 140,008,446 new shares being issued.

The Rights Issue Offer document was lodged with the NZX on 20 February 2024.

On 4 March 2024 the Company announced that in conjunction with the rights issue, it had received firm commitments to raise NZ\$0.5 million (25 million shares at NZ\$0.02) in a share placement to professional and sophisticated investors. This placement was increased by a further NZ\$0.52 million (26 million shares at NZ\$0.02) as announced to the NZX on 13 March 2024.

The results of the Share Placement and the Rights Issue shares were announced to the NZX on 18 March 2024 and the shares issued on 20 March 2024.

This resolution seeks approval for the Shares issued in the Share Placement referred to above.

4.1 Listing Rule 4.5 (the “15% Rule”) permits the Company to issue ordinary shares without approval from the Company’s shareholders in certain limited circumstances.

On 20 March 2024, the Company issued 61,817,391 new ordinary fully paid shares at an issue price of \$0.02 per share to raise ~\$1.236 million in accordance with the 15% Rule (“Placement Shares”).

The Placement Shares were issued to Professional and Sophisticated investors together with the Share Rights Issue which in total raised approximately \$2.65 million. The funds raised from the issues will be used to further the development of the Truscreen device, for marketing and general working capital.

4.2 Listing Rule 4.5.1(c) allows the Company to renew its capacity to issue ordinary shares within the 15% Rule, when it has been used, by obtaining subsequent ratification of the issue from shareholders of the Company.

The Board is seeking the ratification by shareholders of the previous issue of the Placement Shares.

The effect of this Resolution will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in Listing Rule 4.1.2 without the requirement to obtain prior Shareholder approval.

The Company currently has 552,591,116 shares on issue. In the event this resolution is approved the Company will have the capacity to issue 82,888,667 (15% of its issued capital LR 7.8.2) new shares without shareholder approval.

4.3 In the event the Resolution is not passed the Company will be restricted from issuing Equity Securities other than in accordance with Listing Rule 4.1.2.

SCHEDULE 1 DEFINITIONS

this Notice and Explanatory Statement:

\$ or NZ\$ means New Zealand dollars.

Annual Meeting or Meeting means the meeting convened by the Notice.

ASX means Australian Securities Exchange.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that NZX declares is not a business day.

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

Company means Truscreen Group Limited.

Constitution means the Company's constitution.

Companies Act means the *Companies Act 1993*.

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Equity Securities has the meaning giving in the NZX/ASX Listing Rules.

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

NZX means NZX Limited or the financial market operated by NZX Limited, as the context requires.

NZX Listing Rules means the Listing Rules of NZX.

Proxy Form means the proxy form accompanying the Notice.

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

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

LODGE YOUR PROXY

Online:

vote.linkmarketservices.com/TRU

Scan & email:

meetings@linkmarketservices.com

Deliver:

MUFG Corporate Markets
Level 30, PwC Tower,
15 Customs Street West, Auckland 1010

Mail:

Use the reply paid
envelope or address to:
MUFG Corporate Markets
PO Box 91976
Auckland 1142

Scan this QR code with your smartphone and vote online



General Enquiries

+64 9 375 5998 | enquiries@linkmarketservices.com

CSN/Holder Number:

* *

PROXY FORM/ADMISSION CARD FOR TRUSCREEN GROUP LIMITED'S 2024 ANNUAL MEETING

The Annual Meeting of TruScreen Group Limited (TruScreen) will be held in the **Boardroom of MUFG Corporate Markets** (formerly Link Market Services), **Level 30, PwC Tower, 15 Customs Street West, Auckland** and online at www.virtualmeeting.co.nz/tru24 on **Tuesday, 3 September 2024 commencing at 11:00am (Auckland time)**.

If you will attend the Meeting online, you will require your CSN/Holder Number for verification purposes.

If you will not attend the Meeting online but wish to be represented by proxy, please complete and return this form (in accordance with the lodgement instructions above) to TruScreen's share registry, MUFG Corporate Markets (formerly Link Market Services), by no later than **11:00am, Sunday 1 September 2024**.

You can also appoint your proxy and vote online by going to vote.linkmarketservices.com/TRU or by scanning the QR code above with your smartphone.

Appointment of proxy

A shareholder entitled to attend and vote is entitled to appoint a proxy or, in the case of a corporate shareholder, a representative to attend online and vote instead of him/her and that proxy or representative need not also be a shareholder. The Chair of the meeting is willing to act as proxy for any shareholder who wishes to appoint him for that purpose. If you appoint the Chair and you do not indicate how the Chair should vote, the Chair will vote in favour of the resolutions, unless specifically excluded from voting on a resolution.

Voting of your holding

Direct your proxy how to vote by making the appropriate election, either online or on this Proxy Form, in respect of each resolution. If you return this form without directing the proxy how to vote on any particular matter, the proxy may vote as he/she thinks fit or abstain from voting. If you make more than one election in respect of a resolution your vote will be invalid on that resolution. If you expressly appoint the Chair of the Meeting as your proxy and elect to give him discretion on how to vote on a resolution, you acknowledge that he will exercise your vote in favour of all of the resolutions, except those in which the Chair has an interest or is otherwise restricted from voting on.

Voting restrictions

Any person who has been issued, or has acquired, the Equity Securities which are subject to ratification by that resolution, and any Associated Person of that person are not entitled to vote in respect of resolution 4.

Those persons who are prohibited from voting on a resolution may not act as a discretionary proxy in respect of a resolution but may vote in accordance with express instructions.

Attending the meeting

If you propose to attend the Annual Meeting in person, please bring this Proxy Form to the meeting to assist with your registration. All shareholders must register with MUFG Corporate Markets (formerly Link Market Services) prior to entering the meeting room.

Signing instructions for proxy forms

Individual

This Proxy Form must be signed by the shareholder or his/her/its attorney duly authorised in writing.

Joint Holding

In the case of a joint shareholding, this Proxy Form may be signed by either of the joint shareholders (or their duly authorised attorney).

Power of Attorney

This Proxy Form and the power of attorney or other authority, if any, under which it is signed, or a copy of that power or authority certified by a Solicitor, Justice of the Peace or Notary Public must be deposited or mailed to be received at the office of MUFG Corporate markets (formerly Link Market Services Limited), in any manner as per the instructions below, not later than **11:00am on Sunday, 1 September 2024**.

Corporate Shareholder

In the case of a corporate shareholder, this Proxy Form must be signed by a director or a duly authorised officer acting under the express or implied authority of the shareholder, or an attorney duly authorised by the shareholder.

Go online to vote.linkmarketservices.com/TRU to appoint your proxy

PROXY/CORPORATE REPRESENTATIVE FORM

CSN/Holder Number:
* *

STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being a shareholder(s) of TruScreen Group Limited hereby appoint:

_____ of _____
(full name of proxy) (e-mail address)

Or

_____ of _____
(full name of proxy) (e-mail address)

as my/our proxy to vote for me/us on my/our behalf at the Annual Meeting of the Company to be held at 11:00am on Tuesday 3 September 2024 and at any adjournment of that meeting and to vote on any resolutions to amend any of the resolutions, on any resolution so amended, and on any other resolution proposed at the meeting (or any adjournment thereof). Unless otherwise instructed as above, the proxy will vote as he/she thinks fit or abstain from voting on each such resolution. The proxy is appointed only in respect of the above meeting or any adjournment thereof.

STEP 2: ITEMS OF BUSINESS – PROXY VOTING INSTRUCTIONS

Complete this part if you have appointed a proxy above and you want to direct the proxy as to how the proxy should vote.

Please note: For each resolution you must tick one box. If you mark the abstain box for an item, you are directing your proxy not to vote on your behalf during polling and your votes will not be counted computing the required majority, for that item.

ORDINARY BUSINESS

To consider and, if thought fit, pass the following ordinary resolutions:

		For	Tick (✓) in box to vote		Discretion
			Against	Abstain	
1.	That the Board be authorised to fix the remuneration of RSM Hayes Audit Auckland the Company's auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	That Dr Dexter Cheung, who retires in accordance with the provisions of the Constitution of the Company, and being eligible, offers himself for re-election, be re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	That Mr Christopher Horn, who retires in accordance with the provisions of the Constitution of the Company, and being eligible, offers himself for re-election, be re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	That shareholders ratify the previous issue by the Company on 20 March 2024 of 61,817,391 ordinary fully paid shares at an issue price of \$0.02 per share.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3: SIGN: SIGNATURE OF SHAREHOLDER(S) This section must be completed

Shareholder 1

or duly authorised officer or attorney

Shareholder 2

or duly authorised officer or attorney

Shareholder 3

or duly authorised officer or attorney

Contact Name _____ Contact Daytime Telephone _____ Date _____

Electronic Investor Communications: If you received the Notice of Meeting and Proxy Form by mail and wish to receive your future investor communications by email please provide your email address below.