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# **ONCOSIL MEDICAL LIMITED**

**ACN 113 824 141**

## **NOTICE OF 2024 ANNUAL GENERAL MEETING**

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**TIME:** 4.00 pm (AEDT)

**DATE:** Wednesday 20 November 2024

**PLACE:** The offices of K & L Gates, Level 25, 525 Collins Street, Melbourne, Victoria

**THIS NOTICE OF ANNUAL GENERAL 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.**

**SHOULD YOU WISH TO DISCUSS THE MATTERS IN THIS NOTICE OF ANNUAL GENERAL MEETING PLEASE DO NOT HESITATE TO CONTACT THE COMPANY SECRETARY ON (02) 9223 3344.**

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## TIME AND PLACE OF MEETING AND HOW TO VOTE

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### VENUE

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Notice is hereby given that the Annual General Meeting of the shareholders of OncoSil Medical Limited ACN 113 824 141 (**Company**) will be held at the offices of K & L Gates, Level 25, 525 Collins Street, Melbourne, Victoria at 4.00 pm (AEDT) on 20 November 2024 (**Annual General Meeting**).

### YOUR VOTE IS IMPORTANT

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

### VOTING BY PROXY

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To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- (a) post to Boardroom Pty Limited, GPO Box 3993, Sydney NSW; or
- (b) facsimile to Boardroom Pty Limited, on facsimile number +61 2 9279 9664, or
- (c) in person to Boardroom Pty Limited at Level 8, 210 George Street, Sydney, NSW, or
- (d) online at [www.votingonline.com.au/oslagm2024](http://www.votingonline.com.au/oslagm2024)

so that it is received not later than 4.00 pm (AEDT) on Monday 18 November 2024.

### Proxy forms received later than this time will be invalid.

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

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X (3) of the Corporations Act, each proxy may exercise one-half of the votes.

### Proxy vote if appointment specifies way to vote

Section 250BB (1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e., as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e., as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e., as directed).

### **Transfer of non-chair proxy to chair in certain circumstances**

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the meeting;
  - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.



Dear Shareholder

I am pleased to invite you to the 2024 OncoSil Medical Limited Annual General Meeting which will be held at the offices of K & L Gates, Level 25, 525 Collins Street, Melbourne, Victoria on Wednesday 20 November 2024, commencing 4.00 pm (AEDT).

Enclosed with the Notice of Annual General Meeting is your personalised proxy form. The following pages contain details of the items of business that you will be able to vote on at the Annual General Meeting.

The resolutions contained in this Notice deal with the following:

- statutory requirements for the remuneration report;
- re-election of Dr Gabriel Liberatore as a Director of the Company;
- ratification of prior issues of adviser options;
- approval of 10% placement facility; and
- amendment to constitution to allow fully virtual meetings;

We look forward to the coming year, as we continue to make a difference through our critical mission of transforming the prognosis of pancreatic cancer. Thank you once again for your ongoing support.

If you are unable to attend in person, please ensure that you fill and return your personalised proxy form which has been delivered by mail or electronically.

Yours sincerely,

**Mr Douglas Cubbin**  
**Chairman**  
**22 October 2024**

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## NOTICE OF ANNUAL GENERAL MEETING

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Notice is given that the Annual General Meeting of shareholders of the Company will be held at the offices of K&L Gates, Level 25, 525 Collins Street, Melbourne, Victoria on Wednesday 20 November 2024, commencing at 4.00 pm (AEDT).

The Explanatory Memorandum to this Notice of Annual General Meeting provides information on matters to be considered at the Annual General Meeting. The Explanatory Memorandum and the proxy form are part of this Notice of Annual General Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered shareholders of the Company at 7.00 pm (AEDT) on 18 November 2024.

Terms and abbreviations used in this Notice of Meeting and Explanatory Memorandum are defined in the Glossary.

### AGENDA - GENERAL BUSINESS

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#### REPORTS AND ACCOUNTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2024

The first item on the agenda for the Notice of Annual General Meeting deals with the presentation of the Company's Annual Financial Report for the year ended 30 June 2024 together with the declaration of the directors, the director's report, the Remuneration Report and the auditor's report.

Shareholders should consider this document and raise any matters of interest with the Directors when this item is being considered.

No resolution is required to be moved in respect of this item of business.

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#### RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

During this item of business, Shareholders at the meeting may comment on and ask questions about the remuneration report which appears in the OncoSil Medical 2024 Annual Report.

Resolution 1 is to consider and, if thought fit, to pass the following resolution as a **non-binding ordinary resolution**:

*"That, for the purpose of Section 250R (2) of the Corporations Act and for all other purposes, the Company adopts the Remuneration Report as set out in the Directors' Report in the Annual Report for the year ended 30 June 2024."*

#### Short Explanation:

*Section 300A of the Corporations Act requires the Directors' Report to contain a remuneration report containing information about the Board's policy for determining the nature and amount of the remuneration of directors and senior management. The report must also explain the relationship between the remuneration policy and the Company's performance. Sections 250R (2) and 250R (3) of the Corporations Act provide that the vote on the adoption of the remuneration report is advisory only and does not bind the Directors or the Company.*

**Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.**

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#### RESOLUTION 2 – RE-ELECTION OF DR GABRIEL LIBERATORE

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

*"To re-elect Dr Gabriel Liberatore who retires by rotation in accordance with Listing Rule 14.4 and Rule 13.2 of the Company's Constitution, and being eligible, offers himself for re-election as a Director."*

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### **RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF OPTIONS TO NOMINEES OF FORREST CAPITAL PTY LTD**

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

*"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, the Company ratifies the previous issue of a total of 75,000,000 Options to nominees of Forrest Capital Pty Ltd on the terms and conditions stated in the Explanatory Memorandum which accompanies this Notice of Meeting."*

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### **RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF OPTIONS TO NOMINEES OF FORREST CAPITAL PTY LTD**

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

*"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, the Company ratifies the previous issue of a total of 30,000,000 Options to nominees of Forrest Capital Pty Ltd on the terms and conditions stated in the Explanatory Memorandum which accompanies this Notice of Meeting."*

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### **RESOLUTION 5 – APPROVAL OF 10% PLACEMENT FACILITY**

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

*"That for the purposes of ASX Listing Rule 7.1A, shareholders approve the Company having the capacity to issue fully paid ordinary shares in the capital of the Company up to the maximum number permitted under ASX Listing Rule 7.1A.2 at an issue price which is not less than 75% of the volume weighted average market (closing) price of the Company's ordinary shares calculated over the last fifteen (15) days on which trades of the Company's ordinary shares were recorded on ASX immediately before the date on which the issue price is agreed or the date the issue is made as described in the Explanatory Memorandum which accompanies this Notice."*

#### **Voting Note:**

If as at the time of the Meeting, the Company:

- is included in the S&P/ASX 300 Index; and
- has a market capitalisation of greater than AU\$300 million,

then this Resolution 5 will be withdrawn.

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### **RESOLUTION 6 – APPROVAL TO AMEND CONSTITUTION – VIRTUAL MEETINGS**

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

*"That pursuant to section 136(2) of the Corporations Act and for all other purposes, the existing constitution of the Company be amended as detailed in the Explanatory Memorandum which accompanies this Notice, effective at the close of this Meeting."*

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### **VOTING EXCLUSION STATEMENTS**

As required by the ASX Listing Rules and/or the Corporations Act:

#### **RESOLUTION 1 Voting Exclusion**

The Company will disregard any votes cast on Resolution 1 by a member of the Key Management Personnel and a Closely Related Party of those persons (each a **KMP**). However, the Company need not disregard a vote if the vote it is not cast on behalf of a KMP and:

- (a) it is cast by a KMP as proxy for a person who is entitled to vote, and is cast in accordance with the voter's directions on the proxy form; or
- (b) it is cast by a KMP being the person chairing the meeting as proxy for a person who is entitled to vote, the appointment does not specify the way the proxy is to vote on the resolution and the appointment expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

**RESOLUTION 3** Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 3 by a person who participated in the issue or an associate of such person. However, the Company need not disregard a vote on Resolution 3 if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the direction on the Proxy Form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**RESOLUTION 4** Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 4 by a person who participated in the issue or an associate of such person. However, the Company need not disregard a vote on Resolution 4 if:

- (c) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the direction on the Proxy Form; or
- (d) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**Dated 22 October 2024**

**BY ORDER OF THE BOARD**

**Christian Dal Cin**  
**Company Secretary**

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## EXPLANATORY MEMORANDUM

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This Explanatory Memorandum has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted as the Annual General Meeting of the Company, to be held as a physical (in person) meeting on Wednesday on **20 November 2024, commencing at 4.00 pm** (AEDT).

The purpose of this Explanatory Memorandum is to provide information that the directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Annual General Meeting.

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## REPORTS AND ACCOUNTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2024

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2024 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

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 <https://www.oncosil.com>.

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## RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

### General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year. The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

### Voting consequences

Under the Corporations Act, listed entities are required to put to the vote a resolution that the Remuneration Report section of the Directors' Report be adopted. This Remuneration Report can be found in the Company's 2024 Annual Report. It sets out a range of matters relating to the remuneration of Directors, the Company Secretary and Senior Executives of the Company.

A vote on this resolution is advisory only and does not bind the Directors or the Company. A copy of the Company's 2024 Annual Report can be found on its website at <https://www.oncosil.com>.

The Corporations Act provides that:

- (a) members of the Key Management Personnel whose remuneration details are included in the Remuneration Report (and any Closely Related Party of those members) are not permitted to vote on a resolution to approve the Remuneration Report, and
- (b) if the vote to approve the Remuneration Report receives a "no" vote by at least 25% of the votes cast, this will constitute a "first strike".



## Recommendation

As set out in the Notice of Annual General Meeting, any member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, together with a Closely Related Party of those members, are excluded from casting a vote on Resolution 1.

Accordingly, the Board abstains from making a recommendation in relation to Resolution 1.

The Chairman intends to exercise all undirected proxies in favour of Resolution 1.

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## RESOLUTION 2 – RE-ELECTION OF DR GABRIEL LIBERATORE

Rule 13.2 of the Constitution of the Company, and ASX Listing Rule 14.4, provide that at each Annual General Meeting one-third of the Directors, if their number is not a multiple of 3, then the number nearest to one-third of the Directors must retire from office, and that a director must not hold office, without re-election, for more than 3 years. Dr Liberatore was elected at the Company's Annual General Meeting dated 29 November 2023.

In accordance with Rule 13.2 of the Constitution of the Company, Dr Liberatore (being the Director longest in office since their respective elections) is due to retire, is eligible for re-election and has submitted himself for re-election at this Annual General Meeting.

Dr Gabriel Liberatore is an experienced biopharmaceutical executive with over 25 years' experience in senior Business Development, R&D and strategic operational management positions including taking products to market. Until recently, he was the Group Chief Operating Officer at Telix Pharmaceuticals (ASX: TLX) a global biopharmaceutical company focused on the development and commercialisation of diagnostic and therapeutic radiopharmaceuticals. Currently, Dr Liberatore is a Strategic Advisor to GlyTherix Ltd, an Australian immuno-oncology company specialising in developing antibody radiopharmaceuticals for solid tumours.

## Recommendation

The Directors (in the absence of Dr Gabriel Liberatore) strongly recommend that shareholders vote in favour of Resolution 2. Due to the interest he has in the outcome of Resolution 2, Dr Gabriel Liberatore makes no recommendation to Shareholders in relation to Resolution 2.

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## RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF OPTIONS TO NOMINEES OF FORREST CAPITAL PTY LTD

The Company issued 75,000,000 Options to nominees of Forrest Capital Pty Ltd (**Forrest Capital Nominees**) on 24 June 2024 pursuant to the terms of corporate adviser mandate between the Company and Forrest Capital Pty Ltd (**Forrest Capital**) dated 17 May 2024.

## Listing Rule 7.1 and 7.4

Under Listing Rule 7.1, a company may issue up to 15% of its ordinary share capital in any 12-month rolling period without Shareholder approval. Listing Rule 7.4 permits a company to obtain ratification from its Shareholders in relation to a prior issue of securities, and thereby refresh its ability in the future to issue further securities (equivalent in number to the security issue being ratified by Shareholder approval) without obtaining prior Shareholder approval.

The issues of the 75,000,000 Options to the Forrest Capital Nominees was within the 15% limitation imposed by Listing Rule 7.1, however, the Company is now seeking Shareholder ratification and approval for the issue of these Options.

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 Listing Rule 7.1.

Resolution 3 seeks Shareholder approval under Listing Rule 7.4. If Resolution 3 is passed, the issue of 75,000,000 Options to the Forrest Capital Nominees will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue. If Resolution 3 is not passed, the issue of 75,000,000 Options to the Forrest Capital Nominees will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the next 12-month period following the issue.

## Regulatory requirements

Listing Rule 7.5 requires that the meeting documents concerning a proposed resolution to ratify an issue of securities in accordance with Listing Rule 7.4 must include the following information:

(a) The names of the person to whom the entity issued the securities:

- Tisia Nominees Pty Ltd;
- JK Nominees Pty Ltd; and
- Mr James Stuart Cameron and Mrs Sarah Cameron as trustees for the Cameron Superfund.

(b) The number of securities the entity issued

- 25,000,000 Options to Tisia Nominees Pty Ltd;
- 25,000,000 Options to JK Nominees Pty Ltd; and
- 25,000,000 Options to Mr James Stuart Cameron and Mrs Sarah Cameron as trustees for the Cameron Superfund.

(c) A summary of the material terms of the securities:

Unlisted options to acquire fully paid ordinary shares in the Company with an exercise price of \$0.009 and an expiry date of 30/06/2025.

(d) The date of which the securities were issued

24 June 2024

(e) The price or other consideration the entity has received for the issue

\$750 (\$0.00001 per Option)

(f) The purpose of the issue, including the use or intended use of the funds raised:

The Options were issued in connection with corporate advisory services provided by Forrest Capital to the Company. Nominal consideration was received by the Company for the issue.

(g) If the securities were issued under an agreement, a summary of any other material terms of the agreement

Under the terms of the corporate advisory mandate between the Company and Forrest Capital dated 17 May 2024, Forrest Capital will, together with McFarlane Cameron Pty Ltd, provide certain corporate advisory services to the Company for a period of three months from signing of the mandate.

(h) A voting exclusion statement

A voting exclusion statement in relation to Resolution 3 is included in this Notice.

### **Directors' Recommendation**

The Directors intend to vote in favour of Resolution 3 and unanimously recommend that Shareholders vote in favour of Resolution 3.

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### **RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF OPTIONS TO NOMINEES OF FORREST CAPITAL PTY LTD**

The Company issued 30,000,000 Options to nominees of Forrest Capital Pty Ltd on 18 September 2024 pursuant to the terms of corporate adviser mandate between the Company and Forrest Capital Pty Ltd dated 15 July 2024.

### **Listing Rule 7.1 and 7.4**

Under Listing Rule 7.1, a company may issue up to 15% of its ordinary share capital in any 12-month rolling period without Shareholder approval. Listing Rule 7.4 permits a company to obtain ratification from its Shareholders in relation to a prior issue of securities, and thereby refresh its ability in the future to issue further securities (equivalent in number to the security issue being ratified by Shareholder approval) without obtaining prior Shareholder approval.

The issues of the 30,000,000 Options to the Forrest Capital Nominees was within the 15% limitation imposed by Listing Rule 7.1, however, the Company is now seeking Shareholder ratification and approval for the issue of these Options.

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 Listing Rule 7.1.

Resolution 4 seeks Shareholder approval under Listing Rule 7.4. If Resolution 4 is passed, the issue of 30,000,000 Options to the Forrest Capital Nominees will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue. If Resolution 4 is not passed, the issue of 30,000,000 Options to the Forrest Capital Nominees will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the next 12-month period following the issue.

### **Regulatory requirements**

Listing Rule 7.5 requires that the meeting documents concerning a proposed resolution to ratify an issue of securities in accordance with Listing Rule 7.4 must include the following information:

(i) *The names of the person to whom the entity issued the securities:*

- Tisia Nominees Pty Ltd;
- JK Nominees Pty Ltd; and
- JSC Wealth Management Pty Ltd.

(j) *The number of securities the entity issued*

- 10,000,000 Options to Tisia Nominees Pty Ltd;
- 10,000,000 Options to JK Nominees Pty Ltd; and
- 10,000,000 Options to JSC Wealth Management Pty Ltd.

(k) A summary of the material terms of the securities:

Unlisted options to acquire fully paid ordinary shares in the Company with an exercise price of \$0.009 and an expiry date of 30/06/2025.

(l) The date of which the securities were issued

18 September 2024

(m) The price or other consideration the entity has received for the issue

(n) \$300 (\$0.00001 per Option) The purpose of the issue, including the use or intended use of the funds raised:

The Options were issued in connection with corporate advisory services provided by Forrest Capital to the Company. Nominal consideration was received by the Company for the issue.

(o) If the securities were issued under an agreement, a summary of any other material terms of the agreement

Under the terms of the corporate advisory mandate between the Company and Forrest Capital dated 15 July 2024:

- Forrest Capital will, together with McFarlane Cameron Pty Ltd, provide certain corporate advisory services to the Company for a period of six months from signing of the mandate;
- During the term of the mandate, Forrest Capital will have the exclusive rights to raise capital for the Company; and
- The Company will pay Forrest Capital a capital raising fee of 6% (plus GST) of all funds raised by Forrest Capital during the term of the mandate.

(p) A voting exclusion statement

A voting exclusion statement in relation to Resolution 4 is included in this Notice.

## Directors' Recommendation

The Directors intend to vote in favour of Resolution 4 and unanimously recommend that Shareholders vote in favour of Resolution 4.

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## RESOLUTION 5 – APPROVAL OF 10% PLACEMENT FACILITY

### Background

ASX Listing Rule 7.1A enables eligible entities to seek shareholder approval by way of a special resolution to issue equity securities (as that term is defined in the ASX Listing Rules) up to 10% of their issued share capital through placements over a 12-month period after an AGM (**10% Placement Facility**). The 10% Placement Facility is in addition to a company's 15% placement capacity under ASX Listing Rule 7.1. An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalization of \$300 million or less.

The Company is, at the date of the Notice, an eligible entity.

The Company is seeking Shareholder approval by way of a special resolution to have the ability to issue equity securities under the 10% Placement Facility. The exact number of equity securities (if any) to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer below). The Company may use funds raised

from any issue(s) under the 10% Placement Facility for development of its existing business and any acquired business, or funding new projects or business opportunities and/or general working capital.

Resolution 5 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without shareholder approval.

If Resolution 5 is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 5 is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities to issue equity securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1.

If Resolution 5 is not passed by Shareholders, then the Company will not be able to issue the equity securities under the 10% Placement Facility, and any issues of securities without further shareholder approval will need to be made under the 15% capacity limit in Listing Rule 7.1.

The Directors of the Company believe that Resolution 5 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

### **Description of Listing Rule 7.1A**

The ability to issue equity securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an AGM. Any equity securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of equity securities of the Company. The Company, as at the date of the Notice, has three classes of quoted equity securities, being ordinary shares (ASX:OSL), Options with an expiry date of 30 June 2025 (ASX:OSLOB) and Options with an expiry date of 30 April 2027 (ASX:OSLO).

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an AGM may, during the 10% Placement Period (defined below), issue a number of equity securities calculated in accordance with the following formula:

$$(A \times D) - E$$

**where:**

**A** is the number of shares on issue 12 months before the date of the issue or agreement to issue:

- (i) plus, the number of fully paid shares issued in the 12 months under an exception in ASX Listing Rule 7.2 other than exception 9, 16 or 17;
- (ii) plus, the number of fully paid ordinary shares issued in the relevant period on the conversion of convertible securities within ASX Listing Rule 7.2 where:
  - a. *the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or*
  - b. *the issue of, or agreement to issue, the convertible securities was approved, or taken under those rules to have been approved, under ASX Listing Rule 7.1 or 7.4;*
- (iii) plus, the number of fully paid ordinary shares issued in the relevant period under an agreement to issue securities within ASX Listing Rule 7.2 Exception 16 where:
  - a. *the agreement was entered into before the commencement of the relevant period; or*
  - b. *the agreement or issue was approved, or taken under those rules to have been approved, under ASX Listing Rule 7.1 or 7.4;*

- (iv) plus, the number of fully paid shares issued in the 12 months with approval of holders of shares under ASX Listing Rules 7.1 and 7.4;
- (v) plus, the number of partly paid shares that became fully paid in the 12 months;
- (vi) less the number of fully paid shares cancelled in the 12 months.

*Note: "A" has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.*

**D is 10%**

**E** *is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under ASX Listing Rules 7.1 or 7.4.*

#### ASX Listing Rule 7.1 and ASX Listing Rule 7.1A

The ability of an entity to issue equity securities under ASX Listing Rule 7.1A is in addition to the entity's 15% placement capacity under ASX Listing Rule 7.1.

As at 10 October 2024 when this Notice was prepared, the Company had 3,784,080,162 ordinary shares on issue and will therefore (subject to the passage of the other resolutions at the Meeting) have capacity to issue:

- (i) 462,612,024 equity securities under Listing Rule 7.1 (15% capacity); and
- (ii) subject to shareholders approving this Resolution 5, 378,408,016 equity securities (provided such equity securities are in a class of quoted equity securities) under Listing Rule 7.1A.

The actual number of equity securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer above).

#### Minimum Issue Price

The issue price of equity securities issued under ASX Listing Rule 7.1A must be not less than 75% of the VWAP of equity securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the relevant equity securities are to be issued is agreed by the Company and the recipient of the relevant equity securities; or
- (ii) if the equity securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the equity securities are issued.

#### 10% Placement Period

Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the AGM at which the approval is obtained and expires (and ceases to be valid) on the earlier to occur of:

- (i) the date that is 12 months after the date of the AGM at which the approval is obtained; or
- (ii) the time and date of the next AGM of the Company; or
- (iii) the date of the approval by Shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

**(10% Placement Period).**

The effect of Resolution 5 will be to allow the Directors of the Company to issue the equity securities under ASX Listing Rule 7.1A during the 10% Placement Period separate to the Company's 15% placement capacity under ASX Listing Rule 7.1. Resolution 5 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

### **Specific Information Required by Listing Rule 7.3A**

Pursuant to and in accordance with ASX Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

Any equity security issued will be issued at an issue price of not less than 75% of the VWAP for the Company's equity securities over the 15 trading days on which trades in that class were recorded immediately before:

- (i) The date on which the price at which the relevant equity securities are to be issued is agreed by the Company and the recipient of the relevant equity securities; or
- (ii) If the equity securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the equity securities are issued.

If Resolution 5 is approved by the Shareholders and the Company issues equity securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company would be diluted as shown in the below table. There is a risk that:

- (i) the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date of the Meeting; and
- (ii) the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date, which may have an effect on the quantum of funds raised by the issue of the equity securities.

The table below shows the dilution of existing shareholders on the basis of the current market price of the Company's ordinary shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of the Notice. The table also shows:

- Two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary shares the Company has on issue. The number of ordinary shares on issue may increase as a result of issues of ordinary shares that do not require shareholder approval (for example, a pro-rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future shareholders' meeting.
- Two examples of where the price of ordinary shares has decreased by 50% and increased by 50% as against the current market price (being \$0.013), the closing price of the Company's ordinary shares at close of trading on 10 October 2024).

		Dilution			
Number of Shares on Issue (Variable 'A' in Listing Rule 7.1A.2)*		Shares issued 10% voting dilution	Issue Price (rounded down to nearest tenth of a cent)		
			\$0.006	\$0.013	\$0.019
			50% decrease	Issue Price	50% increase
			Funds Raised		
<b>Current</b>	3,784,080,162	378,408,016	\$ 2,270,448	\$ 4,919,304	\$ 7,189,752
<b>50% increase</b>	5,676,120,243	567,612,024	\$ 3,405,672	\$ 7,378,956	\$ 10,784,628
<b>100% increase</b>	7,568,160,324	756,816,032	\$ 4,540,896	\$ 9,838,608	\$ 14,379,505

The table above has been prepared on the following assumptions:

- The Company issues the maximum securities available under the ASX Listing Rule 7.1A being 10% of the Company's shares on issue at the date of the Meeting.
- No options are exercised into fully paid ordinary securities before the date of the issue of securities under ASX Listing Rule 7.1A.
- The table does not demonstrate an example of dilution that may be caused to a particular Shareholder by reason of placements under ASX Listing Rule 7.1A, based on that shareholder's holding at the date of the Meeting.
- The table only demonstrates the effect of issues of securities under ASX Listing Rule 7.1A. It does not consider placements made under ASX Listing Rule 7.1.
- The deemed price in the table is indicative only and does not consider the maximum 25% discount to market that the securities may be placed at under ASX Listing Rule 7.1A.

The Company may seek to issue the equity securities under ASX Listing Rule 7.1A, but only for cash consideration. In such circumstances, the Company intends to use the funds raised (if any) towards developing its existing business and any acquired business, or to fund new projects or business opportunities and/or for general working capital.

The Company will comply with the disclosure obligations under ASX Listing Rule 7.1A.4 upon issue of any equity securities under the 10% Placement Facility.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of equity securities will be determined on a case-by-case basis having regard to factors including but not limited to the following:

- the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- the effect of the issue of the equity securities on the control of the Company;
- the financial situation and solvency of the Company; and
- advice from corporate, financial and broking advisers (if applicable).

Due to the forward-looking nature of the approval, the allottees under the 10% Placement Facility



have not been determined as at the date of the Notice but may include existing shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company were to pursue an acquisition and were it to be successful in acquiring new assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new assets or investments (provided that the shares must be issued for cash consideration).

The Company has not issued any equity securities under ASX Listing Rule 7.1A in the 12-month period preceding the proposed date of the Meeting.

As at the date of that Notice, the Company has not approached any particular existing shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the equity securities. Accordingly, no voting exclusion applies to this Resolution 5 and no existing shareholder's votes will therefore be excluded.

### **Board Recommendation**

The Directors of the Company unanimously recommend Shareholders vote in favour of Resolution 5.

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## **RESOLUTION 6 – APPROVAL TO AMEND CONSTITUTION – VIRTUAL MEETINGS**

### **Background**

The Company proposes to make amendments to its Constitution by special resolution of Shareholders under section 136(2) of the Corporations Act to bring the Constitution in line with current laws and corporate governance practices. The proposed amendment comprises changes in relation to the laws pertaining to virtual meetings and other electronic arrangements.

Following recent changes to the Corporations Act, company meetings can now be held:

- (a) physically in person;
- (b) partly in person and partly virtually using virtual meeting technology; or
- (c) entirely virtually using virtual meeting technology, so long as that is expressly allowed under the company's constitution.

### **Proposed Amendments**

The current Constitution of the Company does not specifically allow for shareholder meetings to be held 'virtually'. The proposed amendments to the Constitution specified in Schedule 1 to this Notice will permit the Company to hold shareholder meetings wholly virtually. The Company wishes to retain the flexibility to be able to conduct meetings virtually, as it believes in many instances a shareholder meeting held virtually is a more efficient and less costly means of conducting a shareholder meeting and provides more shareholders with the opportunity to attend the meeting.

The proposed changes do not seek to mandate that all shareholders meetings must be held virtually, just that the Company has the ability to do so if it decides to do so. If this Resolution 6 is not approved by Shareholders, the Company will not be able to hold shareholder meetings virtually, all shareholder meetings will have to be held as hybrid meetings or entirely 'physical' (in person) meetings and will not have the above described flexibility and costs savings.

### **Board Recommendation**

The directors of the Company unanimously recommend shareholders vote in favour of Resolution 6.

## GLOSSARY

**2024 Annual Report** means the Company's Annual Report for the year ended 30 June 2024, which can be downloaded from the Company's website at [www.oncosil.com](http://www.oncosil.com).

**AEDT** means Australian Eastern Daylight Saving Time, as observed in Sydney, New South Wales.

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

**ASX** means ASX Limited.

**ASX Listing Rules** or **Listing Rules** means the Listing Rules of ASX.

**Board** means the Board of Directors.

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

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

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

**Company** or **OncoSil Medical** means OncoSil Medical Ltd (ABN 89 113 824 141).

**Constitution** means the constitution of the Company.

**Corporations Act** means the Corporations Act 2001 (Cth).

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

**Eligible Entity** means an entity that, at the date of the relevant general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

**Explanatory Memorandum** means the explanatory memorandum accompanying the Notice.

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

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

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

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

**Remuneration Report** means that section of the Directors' Report setting out the Directors' remuneration on pages 11 to 20 of the 2024 Annual Report.

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

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

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

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

**VWAP** means volume weighted average price, rounded down, to four decimal places, of the Shares traded in the ordinary course of business on the ASX over a specified number of successive trading days (excluding crossings executed outside the open session state, special crossings, overseas trades and trades pursuant to exercise of options over Shares).

## Schedule 1 – Changes to Constitution

1. The following are inserted as new definitions under clause 1.1:

**"Meeting Technology** means any technology approved by the Directors that is reasonable to use for the purpose of holding a meeting at more than one physical venue or virtually or by a combination of those methods and otherwise satisfies the requirements of this Constitution and the Corporations Act;"

**"Present** means, in connection with a meeting, the Shareholder being present in person or by proxy, by attorney or, where the Shareholder is a body corporate, by representative, and includes being present at a different venue from the venue at which other Shareholders are participating in the same meeting or virtually where the meeting is held using Meeting Technology, providing the pre-requisites for a valid meeting as set out in this Constitution and the Corporations Act are observed;"

2. The following is inserted as a new clause 11.2 (after the existing clause 11.1 and before the existing clause 11.2):

### **"11.2 Holding General Meetings of Shareholders**

- (a) Subject to any applicable Law, the Company may hold a meeting of Shareholders:
  - (i) at a physical venue;
  - (ii) at one or more physical venues and virtually using Meeting Technology;
  - (iii) virtually, using Meeting Technology only; or
  - (iv) in any other way permitted by the Corporations Act.
- (b) The Company must give the Shareholders entitled to attend the meeting, as a whole, a reasonable opportunity to participate in the meeting, however it is held.
- (c) A Shareholder, or a proxy, attorney or representative of a Shareholder, who attends the meeting (whether at a physical venue or virtually by using Meeting Technology) is taken for all purposes to be Present at the meeting while so attending.
- (d) If, before or during a meeting of Shareholders, any technical difficulty occurs, such that the Shareholders as a whole do not have a reasonable opportunity to participate, the Chairperson of the meeting may:
  - (i) adjourn the meeting until the technical difficulty is remedied; or
  - (ii) subject to the Corporations Act, where a quorum remains Present and able to participate, continue the meeting."

3. The existing clauses 11.2 and 11.3 are renumbered as clauses 11.3 and 11.4 respectively.
4. The existing clause 11.4 (Notice) is deleted.
5. The following is inserted as a new clause 11.5.

### **"11.5 Notice of general meetings**

- (a) The Company must give notice of every general meeting in the manner authorised by clause 26 to every person entitled by Law to receive that notice.
- (b) Each notice convening a general meeting must specify:

- (i) *if there is only 1 venue at which Shareholders who are entitled to physically attend the meeting may do so, the date, time and place for the meeting;*
  - (ii) *if there are 2 or more venues at which Shareholders who are entitled to physically attend the meeting may do so, the date and time for the meeting at each venue, and the main venue for the meeting as specified in the notice;*
  - (iii) *if Meeting Technology is to be used in holding the meeting, sufficient information to allow Shareholders to participate in the meeting by means of the technology;*
  - (iv) *at least 1 of the following:*
    - (A) *a place for the purposes of lodging proxy appointments and proxy appointment authorities,*
    - (B) *sufficient information to allow Shareholders to comply with clause 12.14 by electronic means;*
  - (v) *the general nature of the business to be transacted at the meeting; and*
  - (vi) *any other information required by Law or the Listing Rules.*
- (c) *Notice of a general meeting must be provided to Shareholders at least 28 clear days before the meeting is to be held.*
- (d) *A notice convening an annual general meeting need not state the general nature of business of the kind referred to in clause 11.5(b) but, if the business includes the election of Directors, the names of the candidates for election must be stated.*
- (e) *Where a general meeting is held only virtually using Meeting Technology:*
- (i) *the place for the meeting is taken to be the address of the registered office of the Company; and*
  - (ii) *the time for the meeting is taken to be the time at that place."*

6. The existing clause 12.1 (Quorum) is deleted and replaced with the following:

**"12.1 Quorum**

- (a) *"No business may be transacted at any general meeting unless a quorum of Shareholders is Present at the time when the meeting proceeds to business.*
- (b) *Except as otherwise provided in this Constitution, a quorum constitutes 2 Shareholders Present. For the purposes of this clause 12.1(b), where a Shareholder is attending a general meeting both as Shareholder and as proxy, attorney or representative for another Shareholder, that Shareholder is only counted once."*

7. The following is inserted as a new clause 12.2 (after the existing clause 12.1 and before the existing clause 12.2):

**"12.2 If a quorum not Present**

*If a quorum is not Present within 15 minutes after the time appointed for the general meeting:*

- (a) *where the meeting is convened on the requisition of Shareholders, the meeting must be dissolved (subject to clause 12.5); and*
- (b) *in any other case, the meeting stands adjourned to a day and at a time and place as the Directors decide or, if no decision is made by the Directors:*
  - (i) *the meeting is adjourned to the same day in the next week at the same time;*

- (ii) *if any of the Shareholders was entitled to physically attend the meeting and the location is not specified, the meeting is adjourned to the same location or locations as were specified for the original meeting; and*
  - (iii) *if Meeting Technology was used in holding the original meeting and sufficient information to allow Shareholders to participate in the resumed meeting by means of the technology is not specified, participation in the adjourned meeting by means of the Meeting Technology must be provided in the same manner as set out in the notice for the original meeting.*
  - (c) *If at the adjourned meeting a quorum is not Present within 15 minutes after the time appointed for the meeting, the meeting must be dissolved.*
8. The existing clauses 12.7, 12.8, 12.9, 12.10, 12.11, 12.12 are deleted and replaced with the following:

**"12.7 Voting at general meetings**

- (a) *Subject to clause 12.7(g) and the requirements of any Law and the Listing Rules, any resolution to be considered at a general meeting will be decided:*
  - (i) *on a poll, if:*
    - (A) *Meeting Technology is used in holding the meeting; or*
    - (B) *a poll is demanded at or before the declaration of the result of the show of hands; or*
  - (ii) *otherwise, on a show of hands.*
- (b) *Before a vote is taken, the Chairperson of the meeting must inform the meeting of how many proxy votes have been received and how the proxy votes are to be cast on that resolution.*
- (c) *Subject to clause 12.7(g), a declaration by the Chairperson of the general meeting that a resolution has on a show of hands been carried or lost and an entry to that effect in the minutes of the meeting is conclusive evidence of the fact without the need to show the number or proportion of the votes recorded in favour of or against the resolution.*
- (d) *A poll may be demanded on any resolution:*
  - (i) *by the Chairperson of the general meeting;*
  - (ii) *by at least 5 Shareholders Present and having the right to vote at the meeting; or*
  - (iii) *by a Shareholder or Shareholders Present with at least 5% of the votes that may be cast on the resolution on a poll.*
- (e) *The demand for a poll may be withdrawn.*
- (f) *A poll may not be demanded on the election of a person to chair a meeting or on a resolution for adjournment.*
- (g) *Any resolution to be considered at a general meeting and which seeks an approval under (or in connection with) the Listing Rules must be decided by way of a poll."*

**"12.8 Procedure for polls**

- (a) *A poll, when demanded, is to be taken in the manner and at the time the Chairperson of the general meeting directs.*

- (b) *The result of the poll is a resolution of the general meeting at which the poll was demanded.*
- (c) *The demand for a poll does not prevent a general meeting from proceeding with any other business."*

## **"12.9 Representation and voting of Shareholders**

*Subject to this Constitution and any rights or restrictions for the time being attached to any class or classes of Shares at general meetings of Shareholders or classes of Shareholders each Shareholder entitled to attend and vote may attend and vote in person or by proxy, or attorney and (where the Shareholder is a body corporate) by representative:*

- (a) *on a show of hands:*
    - (i) *every Shareholder Present having the right to vote at the meeting has 1 vote;*
    - (ii) *every person present (in person or virtually, as applicable) who represents more than 1 Shareholder, either personally, by proxy, attorney or as representative, has 1 vote; and*
  - (b) *on a poll, every Shareholder Present has:*
    - (i) *1 vote for each fully paid Share; and*
    - (ii) *in the case of partly paid Shares, that proportion of a vote as is equal to the proportion which the amount paid up on that Shareholder's Share bears to the total issue price for the Share, excluding calls paid in advance of the due date for payment."*
9. The existing clauses 12.13, 12.14, 12.15, 12.16, 12.17, 12.18 and 12.19 are renumbered as clauses 12.10, 12.11, 12.12, 12.13, 12.14, 12.15 and 12.16 respectively.
10. The existing clauses 16.1 and 16.2 are deleted and replaced with the following:

### **"16.1 Use of Meeting Technology**

*The Directors may hold a valid meeting using Meeting Technology, and in that case:*

- (a) *the participating Directors are taken for all purposes to be present at the meeting while so participating;*
  - (b) *subject to the Corporations Act, the meeting is taken to be held at the place where the Chairperson of the meeting is and at the time at that place; and*
  - (c) *all proceedings of the Directors conducted in that manner are as valid and effective as if conducted at a meeting at which all of them were present in person."*
11. The existing clause 16.3 is renumbered as clause 16.2.
12. The existing clause 16.4 is deleted.

#### All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)
- ☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 4:00pm on Monday, 18 November 2024 (AEDT)**

### 🖨 TO APPOINT A PROXY ONLINE

### 📱 BY SMARTPHONE

**STEP 1: VISIT** <https://www.votingonline.com.au/oslagm2024>

**STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**

**STEP 3: Enter your Voting Access Code (VAC):**



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

##### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

##### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

**Joint Holding:** where the holding is in more than one name, all the securityholders should sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **4:00pm (AEDT) on Monday, 18 November 2024**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply-Paid Envelope or:

- 💻 **Online** <https://www.votingonline.com.au/oslagm2024>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited  
Level 8, 210 George Street  
Sydney NSW 2000 Australia

#### Attending the Meeting

If you wish to attend the meeting, please bring this form with you to assist registration.



☐

**Your Address**  
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.  
**Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **OncoSil Medical Ltd** (Company) and entitled to attend and vote hereby appoint:

☐

 the **Chair of the Meeting (mark box)**  
**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below  

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **The offices of K & L Gates, Level 25, 525 Collins Street, Melbourne, Victoria on Wednesday, 20 November 2024 at 4.00 pm (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	To Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of DR GABRIEL LIBERATORE	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of PRIOR issue of OPTIONS to nominees of Forrest Capital Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of PRIOR issue of OPTIONS to nominees of Forrest Capital Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	APPROVAL of 10% PLACEMENT FACILITY ( <b>Special Resolution</b> )	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval to amend constitution – Virtual Meetings ( <b>Special Resolution</b> )	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1  
  
Sole Director and Sole Company Secretary

Securityholder 2  
  
Director

Securityholder 3  
  
Director / Company Secretary