



29 October 2024

Dear Shareholders,

RE: CARDIEX LIMITED – NOTICE OF ANNUAL GENERAL MEETING

Cardiex Limited (ASX: CDX) (**Cardiex**, the **Company**) advises that an Annual General Meeting (the **Meeting**) has been called for 9:30am (AEDT) on Friday, 29 November 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,

Niall Cairns
Executive Chairman
Cardiex Limited



Cardiex Limited

ACN 113 252 234

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

TIME: 9:30am (AEDT)
DATE: Friday, 29 November 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 ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Cardiex Limited (**Company**), which will be held at 9:30am (AEDT) on Friday, 29 November 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 Annual General Meeting.

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial statements, the directors' report, and the audit report of the Company for the year ended 30 June 2024.

2. RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a **non-binding resolution**:

"That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Company adopts the annual remuneration report as set out in the directors' report for the financial year ended 30 June 2024."

Voting exclusion statement

The Company will disregard any votes cast on Resolution 1 by any member of the Key Management Personnel, or a closely related party of such member.

However, the Company will not disregard any votes cast on Resolution 1 by such person if:

- (a) the person is acting as proxy and the Proxy Form specifies how the proxy is to vote on the Resolution, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or
- (b) the person is the Chair of the Meeting voting an undirected proxy and their appointment expressly authorises the Chair to exercise the proxy even though Resolution 1 is connected with the remuneration of the Key Management Personnel of the Company.

If you are a member of the Key Management Personnel of the Company or a closely related party of such person (or are acting on behalf of any such person) and purport to cast a vote (other than as a proxy as permitted in the manner set out above), that vote will be disregarded by the Company (as indicated above) and you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

3. RESOLUTION 2: RE-ELECTION OF MR. CRAIG COOPER AS A DIRECTOR

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

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

4. RESOLUTION 3: RE-ELECTION OF MR. CHARLIE TAYLOR AS A DIRECTOR

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

“That Charlie Taylor, being a Director, who retires in accordance with Clause 18.2 of the Company’s Constitution and ASX Listing Rule 14.4, and offers himself for election, be elected as a director of the Company.”

5. RESOLUTION 4: 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 373,134 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 this 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 the Resolution by:

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

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.

6. RESOLUTION 5: APPROVAL TO ISSUE SHARES IN LIEU OF CASH – MR SAMEER MOLVI

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 932,836 Shares to Mr Sameer Molvi (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 this 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 the Resolution by:

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

The Company will disregard votes cast by:
a person who is expected to participate in the proposed issue, being Mr Sameer Molvi 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.

7. RESOLUTION 6: APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY

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

“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue), calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2, for the purpose, and on the terms set out in the Explanatory Statement.”

DATED: 29 October 2024
BY ORDER OF THE BOARD



Niall Cairns
Executive Chairman



INFORMATION FOR SHAREHOLDERS WITH REGARD TO VOTING ARRANGEMENTS

The following information forms part of this Notice of Meeting.

Voting Entitlements

For the purpose of the Annual General Meeting, the Company has determined that all securities of the Company that are quoted securities at 7:00pm (AEDT) on Wednesday, 27 November 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 Annual General Meeting.

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

Voting in person

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

Voting by corporate representative

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

Proxies

A Shareholder has the right to appoint a proxy who need not be a Shareholder of the Company.

If a Shareholder is entitled to two or more votes, they may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise.

The Proxy Form (which is enclosed with this Notice of Meeting) and any power of attorney or authority under which they are signed must be received at the share registry of the Company:

c/- Automic Pty Ltd
GPO Box 5193
Sydney, NSW 2001, Australia

At the Company's Registered Office
Suite 301, Level 3
55 Lime Street
Sydney NSW 2000

By Hand
Automic Pty Ltd
Deutsche Bank, Tower Level 5/126 Phillip Street, Sydney, NSW 2000, Australia

By facsimile to Automic Pty Ltd on +61 (2) 9698 5414

online at www.automicgroup.com.au

at least 48 hours prior to the Meeting (i.e. by no later than **9:30am AEDT on 27 November 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 Annual General Meeting to be held at 9:30am (AEDT) on Friday, 29 November 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. FINANCIAL STATEMENTS AND REPORTS

The Corporations Act requires the annual financial report, directors' report and the auditor's report (**Annual Financial Statements**) be received and considered at the Annual General Meeting. The Annual Financial Statements for the period ended 30 June 2024 are included in the Company's annual financial report, a copy of which can be accessed online at cardiex.com/investors/company-reports. Alternatively, a hard copy will be made available on request.

There is no requirement for Shareholders to approve the Annual Financial Statements and, as such, no vote will be taken in relation to this. However, Shareholders attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the Annual Financial Statements and the management of the Company.

The Company's auditor, BDO Audit Pty Ltd, (**Auditor**) will be present at the AGM and Shareholders will have the opportunity ask the Auditor questions in relation to the conduct of the audit, the Auditor's report, the Company's accounting policies, and the independence of the Auditor.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's Auditor about:

- (a) the preparation and content of the Auditor's report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the Annual Financial Statements; and
- (d) the independence of the Auditor in relation to the conduct of the audit, may be submitted no later than 5 business days before the date of the AGM:

In person or post to: Suite 301, 55 Lime Street SYDNEY NSW 2000
By email to: corporate@cardiex.com

2. RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

2.1. Background

Pursuant to Section 250R(2) of the Corporations Act, the Company submits to Shareholders for consideration and adoption, by way of a non-binding resolution, its remuneration report for the financial year ended 30 June 2024 (the **Remuneration Report**). The Remuneration Report is a distinct section of the annual directors' report (the **Directors' Report**) which deals with the remuneration of Directors, executives and senior managers of the Company. More particularly, the Remuneration Report can be found within the Directors' Report in the Company's 2024 Annual Report. The Annual Report is available on the Company's website at cardiex.com/investors/company-reports.

By way of summary, the Remuneration Report:

- (a) explains the Company's remuneration policy and the process for determining the remuneration of Directors and executive officers;
- (b) addresses the relationship between the Company's remuneration policy and the Company's performance; and
- (c) sets out the remuneration details for each Director and executive officer named in the Remuneration Report for the financial year ended 30 June 2024.

The remuneration levels for Directors, executives and senior managers are competitively set to attract and retain appropriate Directors and Key Management Personnel.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on, the Remuneration Report.

2.2. Regulatory Requirements

The Corporations Act provides that Resolution 1 need only be an advisory vote of Shareholders and does not bind the Directors. However, the Corporations Act provides that if the Company's Remuneration Report resolution receives a "no" vote of 25% or more of votes cast at the Annual General Meeting, the Company's subsequent Remuneration Report must explain the Board's proposed action in response or, if the Board does not propose any action, the Board's reasons for not making any changes. The Board will take into account the outcome of the vote when considering the remuneration policy, even if it receives less than a 25% "no" vote.

The Corporations Act also contains a 'two strikes' rule in relation to remuneration reports. Briefly, if at two consecutive AGMs, 25% or more votes were cast against the resolution that the Company's remuneration report be adopted, a 'spill resolution' must be put to the vote at that AGM. At the Company's 2021 AGM less than 25% of votes were cast against the resolution that the Remuneration Report be adopted. Accordingly, there is no requirement to allow for a possible spill resolution at this year's Annual General Meeting.

2.3. Voting Exclusion Statement

A voting exclusion statement applies to this Resolution. Please refer to the voting exclusion statement under Resolution 1 in the Notice for further information.

2.4. Board Recommendation

The Directors do not make a recommendation to shareholders with respect to Resolution 1 due to being excluded from voting on this Resolution. However, the Chair intends to vote all undirected proxies in favour of Resolution 1.

3. RESOLUTION 2: RE-ELECTION OF MR. CRAIG COOPER AS A DIRECTOR

3.1. Background

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

3.2. ASX Listing Rule Requirements

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

3.3. Biography

Mr. Craig Cooper was appointed as Chief Executive Officer effective 1 December 2017.

Mr. Cooper has founded multiple successful health, digital media, technology, and wellness businesses – and was also the co-founder of the telecommunications company Boost Mobile – one of the leading mobile phone businesses in the USA. Craig is recognised as a global expert and thought leader in health technology. He is also the driving force behind the Company's strategy, product development, and vision to become a global leader in arterial health solutions. Craig is the co-founder of C2 Ventures, Cardiex's largest shareholder.

3.4. Effect of Resolution

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

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

3.5. Board Recommendation

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

4. RESOLUTION 3: RE-ELECTION OF MR. CHARLIE TAYLOR AS A DIRECTOR

4.1. Background

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

4.2. ASX Listing Rule Requirements

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

4.3. Biography

Mr. Charlie Taylor has over 30 years' experience in international advisory firms, including as Senior Partner at McKinsey where he led the Health and Public Sector practices. He has advised many of Australia's private and public sector healthcare organisations and initiated multi-year research efforts on healthcare, Covid response, productivity and innovation. He has published research articles and reports on healthcare reform lessons from around the globe. Charlie is currently a Non-executive Director of Healius Limited, a board advisor at McKinsey for the Health and Public Sector practice, a member of the strategic advisory committee for Purpose Investment Partners and was recently appointed as Chair of the NSW Innovation and Productivity Commission. Charlie is the Honorary Federal Treasurer for the Liberal Party and a Board member on the Federal Executive. Charlie holds a Bachelor of Economics (First Class) and Laws (Hons) and a Masters in Philosophy Economics.

4.4. Effect of Resolution

If Resolution 3 is passed, Mr. Taylor will be re-appointed as a Director for an additional term.

In the event that Resolution 3 is not passed, Mr. Taylor will cease being a Director from the conclusion of the AGM.

4.5. Board Recommendation

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

5. RESOLUTIONS 4 AND 5: APPROVAL TO ISSUE SHARES IN LIEU OF CASH

5.1. Background

Issue of Shares to creditors

The Company is proposing to issue:

- (a) pursuant to Resolution 4, 373,134 Shares to Integrous Communications (**Integrous Shares**) in lieu of cash payment for investor relations advisory services rendered by Integrous Communications from 1 January 2024 to 29 February 2024, with a cash equivalent value of US\$20,000 (A\$29,851); and
- (b) pursuant Resolution 5, 932,836 Shares to Mr Sameer Molvi, an employee of the Company, (**Molvi Shares**) in lieu of cash remuneration, with a cash equivalent value of US\$50,000 (A\$74,627).

5.2. ASX Listing Rule Requirements

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.

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.

The proposed issue of the Integrous Shares and Molvi Shares does not fall within any of the exceptions set out in ASX Listing Rule 7.2. It therefore requires the approval of Shareholders under ASX Listing Rule 7.1.

To this end, Resolutions 4 and 5 seek Shareholder approval for the issue of the Integrous Shares and Molvi Shares under and for the purposes of ASX Listing Rule 7.1.

5.3. Effect of Resolutions

If Resolutions 4 and 5 are passed, the Company will be able to proceed with the issue of the Integrous Shares and Molvi Shares. In addition, the issue of the Integrous Shares and Molvi Shares will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval.

If Resolutions 4 and 5 are not passed, the Company will issue Integrous Shares and Molvi Shares under its 15% limit in ASX Listing Rule 7.1, should the Company have capacity to issue pursuant to its capacity under Listing Rule 7.1.

These Resolutions are not interdependent in that any of Resolutions 4 or 5 can be passed without each of Resolutions 4 or 5 passing.

5.4. Information Required for ASX Listing Rule 7.3

Resolution 4: 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 4:

Persons Issued To	<p>The Integrous Shares will be issued to Integrous Communications (or its 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	373,134 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 5: Approval to issue Shares in lieu of cash – Mr Sameer Molvi

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

Persons Issued To	The Molvi Shares will be issued to Mr Sameer Molvi (or his 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	932,836 Molvi Shares.
Terms of Securities	The Molvi 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 Molvi 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 Molvi Shares will be issued at a deemed issue price of \$0.08 per Molvi Share.
Purpose of Issue/ Use of Funds	No funds will be raised from the issue of the Molvi Shares as the issue is proposed to be made in lieu of cash remuneration to Mr Sameer Molvi for services rendered. The Molvi 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.
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5.5. Director Recommendation

The Directors recommend that Shareholders vote in favour of Resolutions 4 and 5.

6. RESOLUTION 6: APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY

6.1. ASX Listing Rule Requirements

As summarised in section 5.2 of the Explanatory Statement, subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under ASX Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

An 'eligible entity' means an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is currently an eligible entity for these purposes.

Resolution 6 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for it in ASX Listing Rule 7.1A to issue equity securities without further Shareholder approval.

6.2. Effect of Resolution

If Resolution 6 is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval provided for in ASX Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in ASX Listing Rule 7.1.

If Resolution 6 is passed, the Company will be able to issue equity securities up to the combined 25% limit in both ASX Listing Rules 7.1 and 7.1A without any further Shareholder approval.

The additional 10% capacity is calculated in accordance with the formula set out in ASX Listing Rule 7.1A.2.

6.3. Information Required for ASX Listing Rule 7.1A

In compliance with ASX Listing Rule 7.3A, the Company provides the following information with respect to Resolution 6:

- (a) The Equity Securities issued under the ASX Listing Rule 7.1A capacity must be in an existing quoted class of Equity Securities. The minimum price at which Equity Securities may be issued under the ASX Listing Rule 7.1A capacity will be calculated in accordance with ASX Listing Rule 7.1A.3 which requires that the issue price be no less than 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or

- (ii) if the Equity Securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 6 is approved by Shareholders and the Company issues the maximum number of Equity Securities under the 10% capacity, existing Shareholders' economic and voting power in the Company will be diluted as shown in the table below. There is a risk that:
 - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of this approval under ASX Listing Rule 7.1A; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,
 which may have an effect on the amount of funds raised by the issue of the Equity Securities.
- (c) If Resolution 6 is approved by Shareholders, the approval to issue equity securities under this capacity per ASX Listing Rule 7.1A will commence on the date of this AGM and cease upon the earlier of:
 - (i) the date that is 12 months after the date of the AGM at which the approval is gained, being 29 November 2025;
 - (ii) the time and date of the Company's next annual general meeting; and
 - (iii) the date of the approval by Shareholders of a transaction under ASX Listing Rule 11.1.2 or 11.2, being a significant change to the nature or scale of the Company's activities, or the disposal of a main undertaking.
- (d) The Company may seek to issue securities under this capacity for cash consideration only. As the Company continues to pursue growth opportunities and expand its global footprint, the Company may seek to raise capital using this additional capacity. Funds raised may be applied towards working capital, development of new products, for funding acquisitions or investments, or other opportunities identified by the Directors.
- (e) The Company will ensure it remains compliant with its disclosure obligations under ASX Listing Rule 7.1A.4 upon the issue of any securities under this capacity.
- (f) The allocation policy of the Company if it uses the additional 10% capacity will be dependent upon the prevailing market conditions at the time of any proposed issue of securities under this capacity. The identity of any allottees will be determined on a case-by-case basis having regard to various factors including without limitation:
 - (i) the alternate methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
 - (ii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iii) the financial situation of the Company; and
 - (iv) advice from corporate, financial and broker advisers (as may be applicable from time to time).
- (g) As at the date of this Notice, the Company has not identified any allottees proposed to be offered Equity Securities under this additional placement capacity

but may include new or existing investors who are not related parties or associates of related parties of the Company.

- (h) In the 12 months preceding the date of the AGM, the Company has not issued or agreed to issue any Equity Securities under ASX Listing Rule 7.1A.2.

The following table sets out the possible dilution of existing Shareholders of the Company on the basis of the closing market price of the Company's Shares on ASX of \$0.072 on 18 October 2024 and on the issued capital of the Company as at 18 October 2024 as variable "A" per ASX Listing Rule 7.1A.

Variable A Listing Rule 7.1A.2	Dilution Effect			
		50% Decrease in Share Price \$0.036	Current Share Price \$0.072	100% Increase in Share Price \$0.144
Current Variable A 294,174,568	10% Dilution	29,417,457	29,417,457	29,417,457
	Funds Raised	\$1,059,028	\$2,118,057	\$4,236,114
50% Increase Variable A 441,261,852	10% Dilution	44,126,185	44,126,185	44,126,185
	Funds Raised	\$1,588,543	\$3,177,085	\$6,354,171
100% Increase Variable A 588,349,136	10% Dilution	58,834,914	58,834,914	58,834,914
	Funds Raised	\$2,118,057	\$4,236,114	\$8,472,228

The above table makes the following assumptions:

- All securities have been issued under the 10% capacity and the Company has issued the maximum number of Equity Securities available under the 10% capacity.
- The Company has not issued any Equity Securities in the 12 months prior to the AGM that were not issued under an exception in ASX Listing Rule 7.2 or with Shareholder approval under ASX Listing Rule 7.1.
- No options or performance rights are exercised into Shares before the date of issue of the Equity Securities. The Company currently has 6,750,000 Performance Rights and 16,474,688 Options on issue prior to the Resolutions considered under the Notice.
- The dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue (and not the dilution that may be caused to a particular Shareholder).
- The table only shows the effect of issues of securities under ASX Listing Rule 7.1A and does not consider the 15% capacity the Company has under ASX Listing Rule 7.1, nor the Company's ability to issue securities without Shareholder approval under the exceptions in the ASX Listing Rule 7.2.

6.4. Previous Issues of Securities

The Company previously obtained Shareholder approval under Listing Rule 7.1A on 30 November 2023. The following securities have been issued in the past 12 months:

Issue Date	Type of Security	Number of Securities	Price of Issue (A\$) and Recipient of Securities	Cash Consideration Received (A\$)
06/02/2024	Ord Shares (CDX)	50,000,000	Institutional Placement at \$0.08 per share.	\$4,000,000
06/02/2024	Ord Shares (CDX)	45,250,000	Conversion of Convertible Notes with Shareholder approval obtained at the 28 August 2023 EGM.	\$3,620,000
06/02/2024	Ord Shares (CDX)	5,241,040	Shares in lieu of cash remuneration at \$0.08 per share to corresponding parties with approval obtained at the 1 February 2024 EGM.	\$419,284
07/02/2024	Ord Shares (CDX)	50,000,004	Entitlement Offer at \$0.08 per share.	\$4,000,000
07/02/2024	Listed Options	51,416,851	Issue of Listed Options to the respective parties of the Institutional Placement, Entitlement Offer, and Convertible Note.	NIL
26/06/2024	Listed Options	27,000,000	Issued to C2 Ventures Pty Limited on the terms and conditions as approved by Shareholders at the 3 June 2024 EGM.	NIL
Total	Equity Securities	228,907,895	All Securities Issued in the 12 months preceding	\$12,039,284

The Company notes that all of the cash consideration received in the past 12-months totalling A\$12,039,284 was spent towards development of new products and general working capital.

The above issues of Equity Securities total 228,907,895 in total securities issued in the previous 12 months. The total number of Equity Securities on issue as at 18 October 2024:

Equity Securities	Number
Ord Shares (CDX)	294,174,568
Listed Options	78,416,851
Performance Rights	6,750,000
Unlisted Options	16,474,688
Total	395,816,107

Expected securities issue in the next 12-month, where shareholder approval has already been obtained:

Equity Securities	Number
Equity Securities as at 18 October 2024	395,816,107
Expected issue of Ord Shares (CDX) for the conversion of C2V FCA (AU\$6m) as approved by Shareholders at the 3 June 2024 Extraordinary General Meeting of Shareholders	75,000,000
Total	470,816,107

6.5. Board Recommendation

Resolution 6 seeks approval for an additional 10% placement capacity which can be used for issuing quoted Shares for cash consideration and provides further flexibility to the Company should an opportunity arise requiring the issue of new Shares for cash consideration. The Company notes that it is not presently expecting to be issuing additional Shares under this capacity at this time.

Accordingly, the Directors recommend that Shareholders vote in favour of Resolution 6.

6.6. Voting Exclusion Statement

As at the date of this Notice of Annual General Meeting, the Company is not proposing to make an issue of Equity Securities under ASX Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

Glossary



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

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

ASX Listing Rules means the official listing rules of ASX;

A\$, AU\$ or \$ means the currency for the Australian dollar (AUD), the official currency for the Commonwealth of Australia, unless otherwise stated;

Board means the board of Directors;

Chair means the chair of the Meeting;

Company means Cardiex Limited ABN 62 113 252 234;

Constitution means the current constitution of the Company;

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

Director means a director of the Company;

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

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

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

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

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

Option means an option to acquire an unissued Share;

Performance Right means an entitlement to a Share subject to the satisfaction of vesting conditions;

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

Proxy Form means the proxy form enclosed with this Notice;

Resolution means a resolution contained in this Notice;

Section means a section of the Explanatory Statement;

Share means a fully paid ordinary share in the Company;

Shareholder means the holder of a Share; and

VWAP means volume weighted average market price.

Your proxy voting instruction must be received by **09.30am (AEDT) on Wednesday, 27 November 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 Key Management Personnel.

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://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

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