



Notice of annual general meeting and explanatory memorandum

Mach7 Technologies Limited

ACN 007 817 192

Date: Wednesday, 7 December 2016

Time: 4.00 pm (Melbourne time)

Venue: RSM Australia,
Level 21, 55 Collins Street
Melbourne, Victoria, 3000

NOTICE OF 2016 ANNUAL GENERAL MEETING

NOTICE is given that the 2016 Annual General Meeting of Mach7 Technologies Limited ACN 007 817 192 will be held at RSM Australia, Level 21, 55 Collins Street, Melbourne, Victoria, 3000 on Wednesday, 7 December 2016 at 4.00 pm (Melbourne time).

BUSINESS OF THE MEETING

Shareholders are invited to consider the following items of business at the Annual General Meeting:

1. Financial and related reports

Financial and related reports	
Description	To receive and consider the Financial Report of the Company and its controlled entities and the related Directors' and Auditor's Reports in respect of the financial year ended 30 June 2016.

2. Adoption of Remuneration Report (non-binding resolution)

Resolution 1	Adoption of Remuneration Report (non-binding resolution)
Description	Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the 2016 Annual Report and is available from the Company's website (www.mach7t.com). In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and will not bind the directors or the Company.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT the Remuneration Report of the Company and its controlled entities for the year ended 30 June 2016 be adopted."</i>
Voting Exclusion	The Company will disregard any votes cast on this resolution (in any capacity, whether as proxy or as shareholders) by any of the following persons: (a) Key Management Personnel; and (b) Closely Related Parties of Key Management Personnel. However, the Company need not disregard a vote if it is: (c) cast by a person as a proxy appointed in accordance with the directions of the proxy form that specifies how the proxy is to vote on Resolution 1; and the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above; or (d) cast by the chair of the Meeting as proxy appointed in accordance with the directions of the proxy form for a person who is entitled to vote, and such appointment on the proxy form expressly authorises the chair to exercise the proxy even if the resolution is connected directly with the remuneration report; and the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above.

3. Re-election and election of Directors

Resolution 2	Re-election of Dr Nigel Finch as Director
Description	Dr Nigel Finch, a Non-Executive Director of the Company, retires as a Director in accordance with article 47(b) of the Constitution, and being eligible, offers himself for re-election under article 47(b) of the Constitution.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT Dr Nigel Finch, having retired from his office as a Director in accordance with article 47(b) of the Constitution and, being eligible and having offered himself for re-election, be re-elected as a Director of the Company."</i>
Resolution 3	Re-election of Mr Damien Lim as Director
Description	Mr Damien Lim, who was appointed as a Non-Executive Director of the Company on 8 April 2016, retires as a Director in accordance with article 47(c) of the Constitution and, being eligible, offers himself for re-election under article 47(c) of the Constitution.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT Mr Damien Lim, having been appointed as a Director on 8 April 2016, retires as a Director of the Company in accordance with article 47(c) of the Constitution and, being eligible and having offered himself for re-election, be re-elected as a Director of the Company."</i>
Resolution 4	Re-election of Mr Nobuhiko Ito as Director
Description	Mr Nobuhiko Ito, who was appointed as a Non-Executive Director of the Company on 8 April 2016, retires as a Director in accordance with article 47(c) of the Constitution and, being eligible, offers himself for re-election under article 47(c) of the Constitution.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT Mr Nobuhiko Ito, having been appointed as a Director on 8 April 2016, retires as a Director of the Company in accordance with article 47(c) of the Constitution and, being eligible and having offered himself for re-election, be re-elected as a Director of the Company."</i>
Resolution 5	Election of Mr Alister Wayne Spittle as Director
Description	Mr Alister Wayne Spittle, who was appointed as a Non-Executive Director of the Company on 15 June 2016, retires as a Director in accordance with article 47(c) of the Constitution and, being eligible, offers himself for election under article 47(c) of the Constitution.

Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT Mr Alister Wayne Spittle, having been appointed as a Director on 15 June 2016, retires as a Director of the Company in accordance with article 47(c) of the Constitution and, being eligible and having offered himself for election, be elected as a Director of the Company."</i>
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4. Ratification of previous issues of shares

Resolution 6	Ratification of issue of Tranche 1 Lender Shares
Description	The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for an issue of shares made by the Company on 31 May 2016. The shares were issued in lieu of interest accrued on a loan and otherwise in accordance with the terms of a loan agreement.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve and ratify the issue of 1,500,000 fully paid ordinary shares in the Company on 31 May 2016 on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice."</i>
Voting Exclusion	The Company will disregard any votes cast on this resolution by any person who participated in the issue of the shares and any of their associates. However, the Company need not disregard a vote if it is cast by: <ul style="list-style-type: none"> (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or; (b) the person chairing the Meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.

Resolution 7	Ratification of issue of Tranche 2 Lender Shares
Description	The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for an issue of shares made by the Company on 2 September 2016. The shares were issued in lieu of interest accrued on loans provided by Tranche 2 Lenders and as consideration for the Tranche 2 Lenders extending the repayment dates of those loans.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve and ratify the issue of 4,650,600 fully paid ordinary shares in the Company on 2 September 2016 on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice."</i>

Voting Exclusion	<p>The Company will disregard any votes cast on this resolution by any person who participated in the issue of the shares and any of their associates. However, the Company need not disregard a vote if it is cast by:</p> <p>(a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or;</p> <p>(b) the person chairing the Meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.</p>
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5. Approval of issue of options to Director pursuant to LTIP

Resolution 8	Approval of issue of options to Director
Description	The Company seeks shareholder approval for the issue of 1,250,000 options, each to acquire one fully paid ordinary share in the Company, to Mr Alister Wayne Spittle, a Non-Executive Director of the Company, or his nominee(s).
Resolution (Ordinary)	<p>To consider and, if thought fit, pass the following resolution as an ordinary resolution:</p> <p><i>“THAT, for the purposes of Listing Rule 10.14 and for all other purposes, shareholder approval is given for the Company to grant 1,250,000 options, each to acquire one fully paid ordinary share in the Company, to Mr Alister Wayne Spittle, a Non-Executive Director of the Company, or his nominee(s), on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”</i></p>
Voting Exclusion	<p>The Company will disregard any votes cast on this Resolution by:</p> <p>(a) the Directors who are eligible to participate in the LTIP and any associates of those Directors;</p> <p>(b) Key Management Personnel and their Closely Related Parties.</p> <p>However, the Company need not disregard a vote if it is cast by:</p> <p>(c) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or;</p> <p>(d) the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides, where the proxy appointment expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel.</p>

6. Approval of 10% Placement Capacity

Resolution 9	Approval of 10% Placement Capacity
Description	The Company approval of shareholders to be able to issue Equity Securities of up to an additional 10% of its issued capital by way of placements over a 12 month period, in addition to its ability to issue securities under ASX Listing Rule 7.1.
Resolution (Special)	To consider and, if thought fit, pass the following resolution as a special resolution : <i>“THAT for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to an additional 10% of its issued Equity Securities by way of placements over a 12 month period, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”</i>
Voting Exclusion	The Company will disregard any votes cast on this resolution by any person who may participate in the issue of Equity Securities under this resolution and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by: (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or; (b) the person chairing the Meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.

Dated 7 November 2016

BY ORDER OF THE BOARD OF MACH7 TECHNOLOGIES LIMITED



Alyn Tai
Company Secretary

QUESTIONS FROM SHAREHOLDERS

In order to provide an equal opportunity for all shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company or to the Company's auditor, RSM Australia, in relation to the conduct of the external audit for the year ended 30 June 2016, or the content of its audit report. Please send your questions via email to:

Ms Alyn Tai, Company Secretary,
Mach7 Technologies Limited
alyn.tai@mach7t.com.au

Written questions must be received by no later than **5.00pm (Melbourne time)** on **Wednesday, 30 November 2016**.

Your questions should relate to matters that are relevant to the business of the Annual General Meeting, as outlined in this Notice of Meeting and Explanatory Memorandum.

In accordance with the *Corporations Act 2001* (Cth) and the Company's policy, a reasonable opportunity will also be provided to shareholders attending the Annual General Meeting to ask questions about, or make comments upon, matters in relation to the Company including the Company's Remuneration Report for the year ended 30 June 2016.

During the course of the Annual General Meeting, the Chair will seek to address as many shareholder questions as reasonably practicable, and where appropriate, will give a representative of the auditor the opportunity to answer written questions addressed to it. However, there may not be sufficient time to answer all questions at the Annual General Meeting. Please note that individual responses may not be sent to shareholders.

VOTING INFORMATION

Entitlement to vote at the Annual General Meeting

A determination has been made by the Board of the Company under regulation 7.11.37 of the *Corporations Regulations 2001* that the persons eligible to vote at the Annual General Meeting are those who are registered shareholders of the Company as at **7.00pm (Melbourne time)** on **Monday, 5 December 2016**, subject to any applicable voting exclusion.

Voting by proxy

- (a) A shareholder entitled to attend and vote at the Annual General Meeting may appoint one proxy or, if the shareholder is entitled to cast 2 or more votes at the meeting, 2 proxies, to attend and vote instead of the shareholder.
- (b) Where 2 proxies are appointed to attend and vote at the meeting, each proxy may be appointed to represent a specified proportion or number of the shareholder's voting rights at the meeting.
- (c) A proxy need not be a shareholder of the Company.
- (d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the

full name or title of the individual representative of the body corporate for the meeting.

- (e) A proxy form accompanies this notice. If a shareholder wishes to appoint more than 1 proxy, they may make a copy of the proxy form attached to this notice. For the proxy form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power of authority **by 4.00pm (Melbourne time)** on **Monday, 5 December 2016**:

- online: www.linkmarketservices.com.au (select 'Voting' and follow the prompts to lodge your vote - see proxy form for further information)
- by post: Mach7 Technologies Limited, c/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235, Australia
- by hand: Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138; or Level 12, 680 George Street, Sydney NSW 2000 (Monday to Friday, 9.00am to 5.00pm)
- by facsimile: +61 2 9287 0309

Proxy voting by the Chair

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011* (Cth), imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their shares (or voting undirected proxies) on, amongst other things, remuneration matters.

However, the chair of a meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel. If you complete a proxy form that authorises the Chair of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chair to exercise your proxy on Resolutions 1 and 8. In accordance with this express authority provided by you, the Chairman will vote in favour of Resolutions 1 and 8. If you wish to appoint the Chair of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the form.

The Company's Chairman, Mr Damien Lim, will chair the Meeting, and intends to vote all available undirected proxies in favour of each item of business.

If you appoint as your proxy any Director of the Company, except the Chairman, or any other Key Management Personnel or any of their Closely Related Parties and you do not direct your proxy how to vote on Resolutions 1, and 8, he or she will not vote your proxy on that item of business.

EXPLANATORY MEMORANDUM TO NOTICE OF 2016 ANNUAL GENERAL MEETING

1. Financial and related reports

Financial and related reports	
Explanation	<p>Section 317 of the Corporations Act requires the Company's financial report, directors' report and auditor's report for the financial year ended 30 June 2016 to be laid before the Company's 2016 Annual General Meeting. There is no requirement for a formal resolution on this item.</p> <p>The financial report contains the financial statements of the consolidated entity consisting of the Company and its controlled entities.</p> <p>As permitted by the Corporations Act, a printed copy of the Company's 2016 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the 2016 Annual Report is available from the Company's website (www.macht7t.com).</p> <p>The Chair of the meeting will allow a reasonable opportunity at the meeting for shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's auditor, RSM Australia, questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2016, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of RSM Australia in relation to the conduct of the audit.</p>

2. Adoption of Remuneration Report (non-binding resolution)

Resolution 1	Adoption of Remuneration Report (non-binding resolution)
Explanation	<p>Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2016 Annual Report and is available from the Company's website (www.mach7t.com).</p> <p>The Remuneration Report:</p> <ul style="list-style-type: none"> ▪ describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance; ▪ sets out the remuneration arrangements in place for each director and for certain members of the senior management team; and ▪ explains the differences between the basis for remunerating non-executive directors and senior executives, including the Group Managing Director and the Global Chief Financial Officer / Australian Chief Executive Officer. <p>The vote on this item is advisory only and does not bind the Directors. However, the Board will take into account any discussion on this item and the outcome of the vote when considering the future remuneration policies and practices of the Company.</p>

Voting Exclusion	A voting exclusion statement applies to this resolution, as set out in the Notice.
Board Recommendation	The Directors unanimously recommend that shareholders vote in favour of adopting the Remuneration Report.
Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of this Resolution 1.

3. Re-election and election of Directors

Resolutions 2 to 5	Re-election and election of Directors
Explanation	<p>Article 47(b) of the Constitution requires that the Director who has held office as a Director for the longest period of time since his or her last election or appointment to that office must retire at each annual general meeting of the Company, and that a Director so retiring is eligible for re-election at that annual general meeting.</p> <p>Article 47(c) of the Constitution provides that any Director who is appointed as a Director by the Board pursuant to article 46(b) must retire at the next annual general meeting following his or her appointment as a Director and is not to be counted for the purposes of determining the Director/s to retire under article 47(b). Article 47(c) of the Constitution further provides that a Director retiring at an annual general meeting pursuant to article 47(c) is eligible for re-election at that annual general meeting.</p> <p>Dr Nigel Finch has held his office as a Director of the Company for the longest period of time since his last re-election to office at the Company's 2015 Annual General Meeting held on 12 November 2015. Accordingly, Dr Finch retires as a Director at the 2016 Annual General Meeting pursuant to article 47(b) of the Constitution and, being eligible, offers himself for re-election as a Director.</p> <p>Messrs Damien Lim, Nobuhiko Ito and Alister Wayne Spittle were appointed as Directors of the Company pursuant to article 46(b) of the Constitution subsequently to the 2015 Annual General Meeting and therefore retire as Directors at the 2016 Annual General Meeting. Messrs Lim, Ito and Spittle, being eligible, offer themselves for re-election as Directors pursuant to article 47(c) of the Constitution.</p>
About Dr Nigel Finch	<p>Dr Finch was appointed to the Company's Board on 7 May 2015 as an independent Non-Executive Director. Dr Finch also served as the Company's Chairman from 28 May 2015 until 8 April 2016.</p> <p>Dr Finch is a Principal at Saki Partners Transaction Advisors. He has held director and senior management roles focused on strategy execution and managing financial performance in both early-stage and mature firms and has significant experience in economic development throughout Asian markets. Previously, Dr Finch was Associate Dean at the University of Sydney Business School. His successful academic career was preceded by a 20-year career as a CFO, investment manager and executive director. During the past three years he has served as a director of the following ASX listed entities: Panorama Synergy Limited, Skydive The Beach Group Limited and KNeoMedia Limited.</p> <p>Dr Finch has a relevant interest in 4,325,976 fully paid ordinary shares in the Company and 1,674,257 options, each to acquire one fully paid ordinary share in the Company.</p>

<p>About Mr Damien Lim</p>	<p>Mr Lim was appointed to the Company's Board on 8 April 2016 as an independent Non-Executive Director, and he became independent Non-Executive Chairman of the Company on 15 June 2016.</p> <p>Mr Lim is the co-founder of Singapore-based BioVeda Capital. He has more than 21 years of experience in equity and investment banking with Director level roles at Prime Partners, Vickers Ballas and Morgan Greenfell Asia. Mr Lim serves on a number of boards as well as grant and advisory committees.</p> <p>Mr Lim has a relevant interest in 1,250,000 options, each to acquire one fully paid ordinary share in the Company.</p>
<p>About Mr Nobuhiko Ito</p>	<p>Mr Ito was appointed to the Company's Board on 8 April 2016 as an independent Non-Executive Director.</p> <p>Mr Ito is an adviser to TPG Capital Japan, and Director of Konica Minolta Business Solutions and Tadano Ltd. He is also the former President and CEO of GE Japan and was an executive with Exxon Chemical Japan for 16 years. Mr Ito holds a B.Sc. degree from the University of Tokyo and an M.B.A. from Cornell University.</p> <p>Mr Ito has a relevant interest in 6,524,188 fully paid ordinary shares in the Company; 4,249,458 performance shares in the Company and 1,250,000 options, each to acquire one fully paid ordinary share in the Company.</p>
<p>About Mr Alister Wayne Spittle</p>	<p>Mr Spittle was appointed to the Company's Board on 15 June 2016 as an independent Non-Executive Director.</p> <p>Mr Spittle brings extensive industry experience in the global healthcare sector including all imaging modalities, IT solutions and patient monitoring. He has served as Executive VP with Samsung Medison and Health and Medical Equipment division of Samsung. Previously, he was Senior VP at Philips Healthcare for Asia Pacific and CEO for Philips Electronics for ASEAN Pacific. He has extensive experience in acquisitions, product development, marketing and sales. Currently Mr Spittle remains as a consultant at Samsung Medison and Advisor at Novum Waves.</p> <p>Mr Spittle does not currently have a relevant interest in any securities in the Company.</p>
<p>Board Recommendation</p>	<p>The Board, with Dr Finch, Mr Lim, Mr Ito and Mr Spittle abstaining on making recommendations on Resolutions 2, 3, 4 and 5 respectively, recommends that shareholders vote in favour of these resolutions.</p>
<p>Chair's available proxies</p>	<p>The Chair of the Meeting intends to vote all available proxies in favour of Resolutions 2 to 5.</p>

4. Ratification of previous issues of shares

Resolutions 6 and 7	Ratification of previous issues of shares under ASX Listing Rule 7.1								
Explanation	<p>The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for previous issues of securities made by the Company during the last 12 months under the Company's capacity to issue Equity Securities under ASX Listing Rule 7.1, which provides that a company must not, subject to specified exceptions under ASX Listing Rule 7.2, issue or agree to issue Equity Securities during any 12 month period in excess of 15% of the number of ordinary shares on issue at the commencement of that 12 month period without shareholder approval (15% Placement Capacity).</p> <p>ASX Listing Rule 7.4 sets out an exception to the limitations on the Company's capacity to issue Equity Securities pursuant to its 15% Placement Capacity, by permitting the ratification of previous issues of Equity Securities which were not made under a prescribed exception under ASX Listing Rule 7.2 or with shareholder approval, provided that such issues did not breach the Company's 15% Placement Capacity. If shareholders of a company approve the ratification of such previous issues of Equity Securities at a general meeting, those Equity Securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1.</p> <p>Accordingly, if shareholders ratify the previous issues of securities made by the Company by way of approving Resolutions 6 and 7, these securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1 and will no longer be deducted from the Company's 15% Placement Capacity.</p>								
Reasons for Resolutions 6 and 7	<p>The effect of the ratification sought under Resolutions 6 and 7 in accordance with ASX Listing Rule 7.4 is the reinstatement of the Company's maximum 15% Placement Capacity. This will effectively enable the Company to issue further Equity Securities of up to 15% of the issued capital of the Company, if required, in the next 12 months without requiring shareholder approval.</p>								
Specific information for Resolution 6 – Ratification of issue of Tranche 1 Lender Shares									
Information required to be provided under the ASX Listing Rules 7.5	<p>Resolution 6 seeks shareholder ratification of the issue of the Tranche 1 Lender Shares. The 1,500,000 Tranche 1 Lender Shares were issued under the Company's 15% Placement Capacity on 31 May 2016 to the Tranche 1 Lender in lieu of interest accrued on a loan and otherwise in accordance with the terms of the loan agreement between the parties.</p> <p>In accordance with ASX Listing Rule 7.5, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to shareholders:</p> <table border="0" data-bbox="475 1646 1449 2000"> <tr> <td data-bbox="475 1646 774 1713">No. of securities issued</td> <td data-bbox="774 1646 1449 1713">1,500,000 fully paid ordinary shares.</td> </tr> <tr> <td data-bbox="475 1736 774 1825">Issue price per security</td> <td data-bbox="774 1736 1449 1825">The Tranche 1 Lender Shares were issued for nil cash consideration, at a deemed issue price of \$0.06 per share.</td> </tr> <tr> <td data-bbox="475 1848 774 1915">Recipients of issue</td> <td data-bbox="774 1848 1449 1915">The Tranche 1 Lender.</td> </tr> <tr> <td data-bbox="475 1937 774 2000">Terms of securities</td> <td data-bbox="774 1937 1449 2000">The Tranche 1 Lender Shares are fully paid ordinary shares ranking pari-passu with other existing fully paid</td> </tr> </table>	No. of securities issued	1,500,000 fully paid ordinary shares.	Issue price per security	The Tranche 1 Lender Shares were issued for nil cash consideration, at a deemed issue price of \$0.06 per share.	Recipients of issue	The Tranche 1 Lender.	Terms of securities	The Tranche 1 Lender Shares are fully paid ordinary shares ranking pari-passu with other existing fully paid
No. of securities issued	1,500,000 fully paid ordinary shares.								
Issue price per security	The Tranche 1 Lender Shares were issued for nil cash consideration, at a deemed issue price of \$0.06 per share.								
Recipients of issue	The Tranche 1 Lender.								
Terms of securities	The Tranche 1 Lender Shares are fully paid ordinary shares ranking pari-passu with other existing fully paid								

	ordinary shares in the Company, and are subject to voluntary escrow until 30 November 2016.
Use of funds raised	No funds were raised from the issue of the Tranche 1 Lender Shares.
Voting Exclusions	A voting exclusion statement applies to this item of business, as set out in the Notice.

Specific information for Resolution 7 – Ratification of issue of Tranche 2 Lender Shares

Information required to be provided under the ASX Listing Rules 7.5	Resolution 7 seeks shareholder ratification of the issue of the Tranche 2 Lender Shares. The 4,650,600 Tranche 2 Lender Shares were issued under the Company's 15% Placement Capacity on 2 September 2016 to the Tranche 2 Lenders in lieu of interest accrued on loans from the Tranche 2 Lenders, and as consideration for the Tranche 2 Lenders extending the repayment dates of those loans.
	In accordance with ASX Listing Rule 7.5, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to shareholders:
	No. of securities issued 4,650,600 fully paid ordinary shares.
	Issue price per security The Tranche 2 Lender Shares were issued for nil cash consideration, at a deemed issue price of \$0.04 per share.
	Recipients of issue The Tranche 2 Lenders.
	Terms of securities The Tranche 2 Lender Shares are fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company, and are subject to voluntary escrow as follows: <ul style="list-style-type: none"> ▪ 675,200 shares subject to voluntary escrow until 1 January 2017; ▪ 3,398,500 shares subject to voluntary escrow until 1 June 2017; and ▪ 576,900 shares subject to voluntary escrow until 1 July 2017.
	Use of funds raised No funds were raised from the issue of the Tranche 2 Lender Shares.
Voting Exclusions A voting exclusion statement applies to this item of business, as set out in the Notice.	

<p>Board Recommendation</p>	<p>The Directors believe that it is in the best interests of the Company that the Directors maintain their ability to issue up to 15% of the issued capital of the Company under ASX Listing Rule 7.1.</p> <p>The Directors consider it to be appropriate and prudent for approval to be sought at the 2016 Annual General Meeting, in respect of the relevant issues of securities made by the Company in the last 12 months. The Directors believe this approval will enhance the Company's flexibility to raise equity capital, should the Directors consider that it is in the best interests of the Company to do so.</p> <p>In particular, the Directors note that if this approval is not obtained at the 2016 Annual General Meeting, the Company may be required to incur the additional costs and delay of convening another extraordinary general meeting of the Company if the Directors propose to issue securities which do not fall under an exception to the 15% rule in ASX Listing Rule 7.2.</p> <p>On the basis of the foregoing, the Directors unanimously recommend that shareholders vote in favour of Resolutions 6 and 7.</p>
<p>Chairman's available proxies</p>	<p>The Chairman intends to vote all available proxies in favour of Resolutions 6 and 7.</p>

5. Approval of issue of options to Director pursuant to LTIP

<p>Resolution 8</p>	<p>Approval of issue of options to Director</p>
<p>Explanation</p>	<p>Resolution 8 seeks shareholder approval pursuant to ASX Listing Rule 10.14 for the issue of 1,250,000 options (Director Options), each to acquire 1 fully paid ordinary share in the Company, to Mr Alister Wayne Spittle, a Non-Executive Director of the Company, under the Company's Long Term Incentive Plan (LTIP).</p>
<p>Background</p>	<p>The Company's existing Non-Executive Directors (save for Mr Spittle) have each been issued 1,250,000 options to acquire fully paid ordinary shares in the Company, exercisable at \$0.10 each, vesting two years from the date of their issue and expiring three years from the date of their issue. These options were issued to the Non-Executive Directors as part of their equity-based remuneration in April 2016, pursuant to shareholder approval obtained at the Company's 31 March 2016 Extraordinary General Meeting and prior to the appointment of Mr Spittle as Director. The issue of the Director Options to Mr Spittle is intended to align his remuneration with that of the other Non-Executive Directors.</p>
<p>Shareholder approval</p>	<p>Shareholder approval of the issue of the Director Options to Mr Spittle is sought for the purposes of the ASX Listing Rules and all other purposes.</p> <p><u>ASX Listing Rule</u></p> <p>Under ASX Listing Rule 10.14, the acquisition of securities by a Director under an employee incentive scheme such as the LTIP requires shareholder approval.</p> <p>In accordance with the ASX Listing Rules, shareholders are being asked under Resolution 8 to approve the grant of the Director Options to Mr Spittle under the LTIP.</p> <p>Exception 14 in ASX Listing Rule 7.2 provides that ASX Listing Rule 7.1 does not apply where shareholder approval for an issue of securities is obtained under ASX Listing Rule 10.14. This means that, if shareholder approval is obtained for</p>

	<p>Resolution 8, the issue of the Director Options to Mr Spittle, along with the underlying shares which may be issued upon exercise of the Director Options, will not deplete the Company's 15% Placement Capacity under ASX Listing Rule 7.1.</p> <p>In considering the issue of the Director Options to Mr Spittle, the Board acknowledges that the grant of options to a Non-Executive Director is contrary to the ASX Corporate Governance Principles and Recommendations which recommend that non-executive directors should normally be remunerated by way of fees, should not participate in schemes designed for remuneration of executives and should not receive options or performance rights. However, the Board considers the grant of the Director Options constitutes cost effective consideration to Mr Spittle for his ongoing commitment and contribution to the Company and constitutes reasonable remuneration to the Director in the circumstances of the Company and the Directors (including their responsibilities as Directors of the Company).</p> <p><u>Corporations Act</u></p> <p>Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties of a public company. Section 208 of the Corporations Act prohibits a public company giving a financial benefit to a related party unless one of a number of exceptions applies or shareholder approval is obtained. For the purposes of Chapter 2E, Mr Spittle (being a Director of the Company) is a related party of the Company by virtue of section 228(2) of the Corporations Act.</p> <p>A "financial benefit" is defined in the Corporations Act in broad terms and expressly includes a public company issuing securities. The giving of a financial benefit to a related party of a public company is ordinarily prohibited by Chapter 2E of the Corporations Act. One exception to the general rule is where the benefit constitutes "reasonable remuneration" in respect of the duties and responsibilities of the related party in the management of the public company.</p> <p>As aforementioned, the issue of the Director Options to Mr Spittle is intended to align Mr Spittle's remuneration with that of the other Non-Executive Directors. The Company considers the grant of options to Non-Executive Directors to be an effective method of incentivising the Non-Executive Directors without requiring further expenditure by the Company, and to further align the Directors' interests with that of shareholders.</p> <p>An alternative to the issue of the Director Options would be to increase Mr Spittle's cash remuneration. However, given the current stage of development of the Company, and the necessity for cash resources to be preserved and directed into the growth of the Company's business, the Board considers the issue of the Director Options to be an appropriate cash-free method of remunerating Mr Spittle for his commitment and contribution to the Company.</p> <p>On this basis, in the view of the Board, the issue of the Director Options constitutes "reasonable remuneration" in respect of Mr Spittle and, as the provision of such a benefit is expressly permitted by section 211(1) of the Corporations Act, the Board does not consider the Company is required to seek shareholder approval pursuant to Chapter 2E of the Corporations Act in order to give Mr Spittle the financial benefit that is inherent in the issue to him of the Director Options.</p> <p>Accordingly, Resolution 8 does not seek approval for the purposes of Chapter 2E of the Corporations Act.</p>
<p>Disclosures made for the purposes of ASX Listing Rule 10.15</p>	<p>The only related parties who may participate in the LTIP are Directors of the Company. Under the LTIP, the Directors of the Company may issue shares, options or performance rights to the Directors and employees of the Company and its subsidiaries, and to their associated entities.</p>

There is currently no proposal by the Directors to issue any securities under the LTIP to any Director or his associates, other than to the parties as described in this Notice of Meeting and Explanatory Memorandum. Any such issue would also require the approval of shareholders under ASX Listing Rule 10.14.

There is no loan proposed in relation to the proposed issue of the Director Options to Mr Spittle.

Details of any securities issued under the LTIP will be published in each annual report of the Company relating to a period in which such securities have been issued, along with details regarding approval for the issue of those securities which was obtained under ASX Listing Rule 10.14.

For the purposes of ASX Listing Rule 10.15.4, the below table discloses the details of securities issued to persons referred to in ASX Listing Rule 10.14 under the LTIP since shareholders last approved the LTIP at the Company's 31 March 2016 Extraordinary General Meeting:

Name of recipient	Number of securities received	Acquisition price	Status
Damien Lim	1,250,000 options, each to acquire one fully paid ordinary share, exercisable at \$0.10, vesting on 8 April 2018, expiring 8 April 2021 (Existing Director Options)	Nil	On issue
Nobuhiko Ito	1,250,000 Existing Director Options	Nil	On issue
Nigel Finch	1,250,000 Existing Director Options	Nil	On issue
Ken Poutakidis	1,250,000 Existing Director Options	Nil	Lapsed due to cessation as Director

In accordance with ASX Listing Rule 10.15, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 10.14, the following information is provided to shareholders with respect to Resolution 8:

Maximum no. of securities to be issued	1,250,000 options, each to acquire one fully paid ordinary share.
Date by which securities will be issued	If shareholder approval is obtained for Resolution 8, the Company will issue the Director Options as soon as is practicable after the Meeting, or in any event no later than 12 months after the date of the Meeting (or such longer period of time as ASX may in its discretion allow).
Issue price per security	The Director Options will be issued for nil consideration.
Recipient of issue	Mr Wayne Spittle, a Non-Executive Director of the Company, or his nominee(s).

	<p>Terms of securities The Director Options will each be exercisable at \$0.10 each. The Director Options will be subject to a time-based vesting condition, and will vest on the date that is two years from the date of issue of the Director Options (Vesting Date). The Director Options, once vested, will be exercisable during a period of 3 years from the Vesting Date (Exercise Period). Any Director Options that are not exercised by the expiry of the Exercise Period will lapse.</p> <p>Use of funds raised The Director Options are to be issued for nil consideration. Accordingly, no funds will be raised from the issue of the Director Options. However, the Company will raise funds from the exercise of the Options. The Company expects that such funds will be applied towards its working capital requirements.</p> <p>Voting Exclusion Statement A voting exclusion statement applies to this item of business, as set out in the Notice.</p>
Other information	The Directors are not aware of any other information that is reasonably required by shareholders to allow them to make a decision as to whether it is in the best interests of the Company to pass Resolution 8.
Board Recommendation	For the aforementioned reasons, the Directors do not wish to make a recommendation to shareholders about the proposed Resolution 8.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 8.

6. Approval of 10% Placement Capacity

Resolution 9	Approval of 10% Placement Capacity
General	<p>Under ASX Listing Rule 7.1, every listed entity has the ability to issue 15% of its issued capital without shareholder approval in a 12 month period. ASX Listing Rule 7.1A permits eligible small and mid-cap ASX-listed entities, subject to shareholder approval, to issue Equity Securities of up to an additional 10% of their issued capital by way of placements over a 12 month period, in addition to their ability to issue Equity Securities under ASX Listing Rule 7.1 (10% Placement Capacity).</p> <p>The Company seeks shareholder approval under ASX Listing Rule 7.1A for the 10% Placement Capacity. The effect of this resolution will be to allow the Directors, subject to the conditions set out below, to issue Equity Securities under the 10% Placement Capacity without using the Company's 15% Placement Capacity under ASX Listing Rule 7.1.</p> <p>Resolution 9 is a special resolution. Accordingly, at least 75% of votes cast by shareholders present and eligible to vote (in person or by proxy) at the meeting must be in favour of this resolution for it to be passed.</p>

<p>Eligibility</p>	<p>ASX-listed entities which have a market capitalisation of \$300 million or less, and which are not included in the S&P/ASX 300 Index will be considered eligible to seek shareholder approval under ASX Listing Rule 7.1A.</p> <p>As at the date of this Notice, the Company, which has a market capitalisation of less than \$300 million, is not included in the S&P/ASX 300 Index. Accordingly, the Company is considered eligible to seek shareholder approval under ASX Listing Rule 7.1A.</p>
<p>Formula</p>	<p>The exact number of additional Equity Securities that the Company may issue under the 10% Placement Capacity will be determined by a formula set out ASX Listing Rule 7.1A.2 as follows:</p> <p style="text-align: center;">(A x D) - E</p> <p>Where:</p> <p>A is the number of ordinary shares on issue 12 months before the date of issue or agreement:</p> <ul style="list-style-type: none"> ▪ plus the number of fully paid shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2; ▪ plus the number of partly paid shares that became fully paid in the previous 12 months (there are presently no partly paid shares on issue in the Company); ▪ plus the number of shares issued in the previous 12 months with approval of shareholders under ASX Listing Rules 7.1 and 7.4. This does not include an issue of fully paid shares under the Company's 15% Placement Capacity without shareholder approval; and ▪ less the number of shares cancelled in the previous 12 months. <p><i>'A' has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% Placement Capacity</i></p> <p>D is 10%.</p> <p>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 issue or agreement to issue that are not issued with the approval of shareholders under ASX Listing Rule 7.1 or 7.4.</p>
<p>Conditions of issue under the 10% Placement Capacity</p>	<p>There are a number of conditions applicable to the issue of Equity Securities under ASX Listing Rule 7.1A, including a limitation on the discount to prevailing market price at which they may be issued, and additional disclosure requirements. A summary of these conditions are as follows:</p> <p>(a) Equity Securities issued under the 10% Placement Capacity can only be in a class of securities already quoted. At the date of this Notice, the Company only has one class of securities which are quoted, being ordinary shares.</p> <p>(b) The issue price of each Equity Security issued under the 10% Placement Capacity must be no less than 75% of the volume weighted average market price (VWAP) for Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before either:</p> <ol style="list-style-type: none"> i. the date on which the price at which the Equity Securities are to be issued is agreed; or ii. if the Equity Securities are not issued within 5 trading days of the date in paragraph (i), the date on which the Equity Securities are issued.

<p>Period of validity of shareholder approval</p>	<p>In the event that the Company obtains shareholder approval for Resolution 9, such approval will cease to be valid upon the earlier of:</p> <p>(a) 12 months after the date of the 2016 Annual General Meeting, being 18 November 2017; or</p> <p>(b) if applicable, the date on which the Company's shareholders approve a change to the nature or scale of the Company's activities under ASX Listing Rule 11.1.2, or the disposal of the Company's main undertaking under ASX Listing Rule 11.2.</p> <p>(7.1A Placement Period)</p>
<p>Information to be provided to shareholders under ASX Listing Rule 7.3A</p>	
<p>Minimum issue price</p>	<p>The issue price of each Equity Security issued under the 10% Placement Capacity must be no less than 75% of the VWAP for Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before either:</p> <ul style="list-style-type: none"> i. the date on which the price at which the Equity Securities are to be issued is agreed; or ii. if the Equity Securities are not issued within 5 trading days of the date in paragraph (i), the date on which the Securities are issued.
<p>Risk of dilution to shareholders</p>	<p>If Resolution 9 is approved by shareholders, any issue of Equity Securities under the 10% Placement Capacity may present a risk of economic and voting dilution of existing shareholders, including the risk that:</p> <ul style="list-style-type: none"> ▪ the market price of the Company's Equity Securities may be significantly lower on the relevant issue date than on the date of the 2016 Annual General Meeting; and ▪ 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. <p>The table below shows the potential dilution of existing shareholders under various scenarios on the basis of:</p> <ul style="list-style-type: none"> ▪ an issue price of \$0.047 per share, which was the closing price of the Company's shares on the ASX on 6 October 2016; and ▪ the variable 'A' being calculated as the number of fully paid ordinary shares on issue 12 months before the date of this Notice: <ul style="list-style-type: none"> ○ plus the number of fully paid ordinary shares issued in the 12 months under an exception in ASX Listing Rule 7.2, ○ plus the number of partly paid ordinary shares that became fully paid in the 12 months, ○ plus the number of fully paid ordinary shares issued in the 12 months with approval of holders of ordinary shares under ASX Listing Rules 7.1 and 7.4, ○ less the number of fully paid ordinary shares cancelled in the 12 months; <p>being 952,258,995 fully paid ordinary shares (on the assumption that the issues of shares the subject of Resolutions 6 and 7 are ratified and approved by shareholders).</p> <p>The table also shows:</p>

- (a) two examples where variable 'A' has increased by 50% and 100%. The number of shares on issue in the Company may increase as a result of the issue of shares that do not require approval of shareholders (for example, pro-rata entitlement issues or scrip issues under takeover offers) or future placements of shares under ASX Listing Rule 7.1 of up to 15% of issued capital that are approved at future general meetings of shareholders; and
- (b) two examples of where the issue price of shares has decreased by 50% and increased by 100%.

VARIABLE 'A'		Dilution		
		50% decrease in issue price \$0.0235	Issue price \$0.047	100% increase in issue price \$0.094
Current Variable 'A' 952,258,995 shares	10% voting dilution	95,225,900 shares	95,225,900 shares	95,225,900 shares
	Funds raised	\$2,237,808.64	\$4,475,617.28	\$8,951,234.55
50% increase in current Variable 'A' 1,428,388,493 shares	10% voting dilution	143,838,849 shares	143,838,849 shares	143,838,849 shares
	Funds raised	\$3,356,712.96	\$6,713,425.91	\$13,426,851.83
100% increase in current Variable 'A' 1,904,517,990 shares	10% voting dilution	190,451,799 shares	190,451,799 shares	190,451,799 shares
	Funds raised	\$4,475,617.28	\$8,951,234.55	\$17,902,469.11

The table has been prepared on the following assumptions:

- (a) the Company issues the maximum number of shares available under the 10% Placement Capacity;
- (b) no options to acquire shares on issue in the Company are exercised and no performance shares are converted into ordinary shares;
- (c) the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue;
- (d) the table does not show an example of dilution that may be caused to a particular shareholder as a result of placements under the 10% Placement Capacity based on that shareholder's holding at the date of the Meeting;
- (e) the table shows only the effect of issues of Equity Securities under the 10% Placement Capacity in accordance with ASX Listing Rule 7.1A and not under the 15% Placement Capacity under ASX Listing Rule 7.1;
- (f) the issue of Equity Securities under the 10% Placement Capacity consists only of shares; and
- (g) the issue price is \$0.047, being the closing price of the Company's shares on the ASX on 6 October 2016.

Period of validity	The Company will only issue and allot the Equity Securities during the 7.1A Placement Period. The approval under Resolution 9 for the issue of the Equity Securities will cease to be valid in the event that shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking).
Reason for issue of shares under 10% Placement Capacity	<p>The Company may seek to issue the Equity Securities for the following purposes:</p> <ul style="list-style-type: none"> (a) non-cash consideration for the acquisition of new assets, businesses or investments, in which event the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3; or (b) cash consideration, the proceeds of which will be applied to fund the Company's existing and future activities, appraisal of corporate opportunities, investment in new businesses (if any), the costs incurred in undertaking placement(s) of shares under ASX Listing Rule 7.1.A and for general working capital. <p>The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.</p>
Allocation policy	<p>The Company may not issue any or all of the Equity Securities for which approval is given and may issue the Equity Securities progressively as the Company places the Equity Securities with investors.</p> <p>The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to factors such as:</p> <ul style="list-style-type: none"> 1. fund raising options (and their viability) available to the Company at the relevant time; 2. the effect of the issue of the Equity Securities on the control of the Company; 3. the financial situation of the Company and the urgency of the requirement for funds; and 4. advice from the Company's corporate, financial, legal and broking advisers. <p>The allottees under the 10% Placement Capacity have not been determined as at the date of this Notice. It is intended that the allottees will be suitable professional and sophisticated investors, and other investors not requiring a disclosure document under section 708 of the Corporations Act, that are known to the Company and/or introduced by third parties.</p> <p>The allottees may include existing substantial shareholders and/or new shareholders, but the allottees will not be related parties of the Company.</p> <p>In the event that the shares under the 10% Placement Capacity are issued as consideration for the acquisition of businesses, assets or investments, it is likely that the allottees will be the vendors of such businesses, assets or investments.</p>
Previous approval	The Company previously obtained approval under ASX Listing Rule 7.1A on 12 November 2015, and this approval expired on 31 March 2016, being the date that shareholders approved the Mach7 Merger under ASX Listing Rule 11.1.2.

In accordance with ASX Listing Rule 7.3A.6, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.1A, the following information is provided to shareholders:

As at 18 November 2015, being the date that is 12 months prior to the 2016 Annual General Meeting, the Company had the following Equity Securities on issue:

Class of Equity Securities	Number
Fully paid ordinary shares	429,074,891
Unlisted options exercisable at \$0.05 each, expiring 6 August 2016	51,239,454
Unlisted options exercisable at \$0.05 each, expiring 6 August 2016, escrowed until 18 February 2017	21,705,606
Unlisted options exercisable at \$0.05 each, expiring 6 February 2017	30,546,533
Unlisted options exercisable at \$0.05 each, expiring 6 February 2017, escrowed until 18 February 2017	12,939,854
TOTAL	545,506,338

The table below shows the number and type of Equity Securities issued by the Company in the 12 months prior to the 2016 Annual General Meeting, and the percentage they represent of the total number of Equity Securities on issue at 18 November 2015 (being 545,506,338).

Item	Date of issue	Class of Equity Securities	No. issued (on a post-Consolidation basis)	% represented of total number of Equity Securities
1	24/12/15	Ordinary shares	4,336,704	0.79%
2	08/04/16	Ordinary shares	459,499,119	84.23%
3	08/04/16	Ordinary shares	1,590,283	0.29%
4	08/04/16	Options exercisable at \$0.10 each, vesting on 8 April 2017 and expiring on 8 April 2020	1,000,000	0.18%
5	08/04/16	Options exercisable at \$0.10 each, vesting on 8 April 2018 and expiring on 8 April 2021	6,000,000	1.10%
6	08/04/16	Performance shares	300,000,000	54.99%
7	06/05/16	Ordinary shares	42,000,000	7.70%
8	06/05/16	Ordinary shares	2,134,146	0.39%
9	31/05/16	Ordinary shares	1,500,000	0.27%
10	01/08/16	Ordinary shares	711,659	0.13%
11	16/08/16	Ordinary shares	8,895,739	1.63%
12	02/09/16	Ordinary shares	4,650,600	0.85%
	TOTAL		832,318,250	152.58%

All ordinary shares issued by the Company in the 12 months prior to the 2016 Annual General Meeting have the same terms and rank equally in all respects with existing shares in the Company. The terms of the options issued during the 12 months prior to the 2016 Annual General Meeting appear in the table above.

The terms of the performance shares issued on 8 April 2016 (item 6 in the tables above and below) are as follows:

- 150,000,000 Class A Performance Shares (**Class A**)
- 50,000,000 Class B Performance Shares (**Class B**)
- 50,000,000 Class C Performance Shares (**Class C**)
- 50,000,000 Class D Performance Shares (**Class D**)

All four classes of performance shares have varying conversion rights which are detailed below.

Class A: subject to vesting milestone that the annual reported gross revenue attributable to the Mach7 group is equal to or exceeds US\$6,000,000 for calendar year (CY) 2016 and the volume weighted average price of the Company's fully paid ordinary shares for any 20-day period during CY16 is equal to or exceeds \$0.20. Where the Class A Performance Shares have not converted into fully paid ordinary shares during CY16, that the annual reported gross revenue attributable to the Mach7 group is equal to or exceeds US\$6,600,000 for CY17 and the volume weighted average price of the Company's fully paid ordinary shares for any 20 day period during CY 17 is equal to or exceeds \$0.20

Class B: subject to vesting milestone that the annual reported gross revenue attributable to the Mach7 group is equal to or exceeds US\$6,000,000 for CY16 and the volume weighted average price of the Company's fully paid ordinary shares for any 20-day period during CY16 is equal to or exceeds \$0.25. Where the Class B Performance Shares have not converted into fully paid ordinary shares during CY16, that the annual reported gross revenue that is attributable to the Mach7 group is equal to or exceeds US\$6,600,000 for CY17 and the volume weighted average price of the Company's fully paid ordinary shares for any 20-day period during CY17 is equal to or exceeds \$0.25

Class C: subject to vesting milestone that the annual reported gross revenue attributable to the Mach7 group is equal to or exceeds US\$12,000,000 for CY16.

Class D: subject to vesting milestone that the annual reported gross revenue attributable to the Mach7 group is equal to or exceeds US\$20,000,000 for CY17.

Specific information in relation to each issue of Equity Securities during the 12 months prior to the 2016 Annual General Meeting is as follows:

Item	Reason for issue	Recipient	Use / intended use of funds	Issue price per share	Discount/premium to market price	Total cash consideration or current value
1	Issued under the Company's shares purchase plan as announced to the ASX on 12 November 2015	Existing shareholders participating in the share purchase plan	Working capital	\$0.075	9.33% premium	\$325,250
2	Ordinary shares issued as partial consideration for the Mach7 Merger	Mach7 Sellers	N/A, none raised	N/A, consideration for acquisition	N/A	\$21,596,458.59 (current cash valuation based on the market price of the Company's shares on 6 October 2016)
3	Shares issued upon the exercise of options	Julsan Pty Ltd <Ponte Super Fund A/C>, Anthony Viglietti, and Hemisphere Organisation Pty Ltd	Working capital	\$0.05	19.35% discount	\$79,514.15
4	Options issued to senior executive	Ms Jennifer Pilcher	N/A, none raised	N/A, issued under LTIP	N/A	N/A

5	Options issued to Directors and senior executive	Nominees of Damien Lim, Nobuhiko Ito, Nigel Finch, Ken Poutakidis, and Jennifer Pilcher	N/A, none raised	N/A, issued under LTIP	N/A	N/A
6	Performance shares issued as partial consideration for the Mach7 Merger	Mach7 Sellers	N/A, none raised	N/A, consideration for acquisition	N/A	N/A
7	Issued under capital raising placement	Various professional and sophisticated investors introduced to the Company by Petra Capital Pty Ltd	Product development, core platform technology enhancements and increased sales and marketing capabilities	\$0.06	0% (market price)	\$2,520,000
8	Shares issued to former CEO pursuant to the terms of his employment agreement	Mr Max Ghobrial	N/A, none raised	N/A	N/A	\$100,304.86 (current cash valuation based on the market price of the Company's shares on 6 October 2016)
9	Shares issued to Tranche 1 Lender in lieu of interest accrued on a loan and otherwise pursuant to the terms of a loan agreement	Tranche 1 Lender	N/A, none raised	Deemed issue price of \$0.06 per share	N/A	\$70,500 (current cash valuation based on the market price of the Company's shares on 6 October 2016)
10	Shares issued upon the exercise of options	Nominees of Dr Nigel Finch	Working capital	\$0.05	28.00% premium	\$35,582.95
11	Shares issued upon the exercise of options	Capitol Health Limited	Working capital	\$0.05	28.00% premium	\$444,786.95
12	Shares issued to Tranche 2 Lenders in lieu of interest accrued on loans and in consideration for the Tranche 2 Lenders agreeing to extend the repayment dates for the loans	Tranche 2 Lenders	N/A, none raised	Deemed issue price of \$0.06 per share	N/A	\$218,578.20 (current cash valuation based on the market price of the Company's shares on 6 October 2016)

The Company has raised a total of \$3,405,134 (before costs) through the issue of ordinary shares in the 12 months prior to the 2016 Annual General Meeting (see items 1, 3, 7, 10 and 11 in the tables above). The Company has applied these funds towards its working capital requirements, product development and sales and marketing. As at 31 October 2016, approximately \$1.6 million of the funds raised

	(after costs) have not yet been spent, on the assumption that operational expenditures are firstly funded by cash receipts from customers. It is intended the remaining funds not yet spent will continue to be used for working capital, sales and marketing and product development..
Ranking of shares	Any shares issued under the 10% Placement Capacity will rank equally with all other existing shares on issue in the Company.
<i>General information</i>	
Voting Exclusion	A voting exclusion statement applies to this resolution, as set out in the Notice.
Board Recommendation	The Directors unanimously recommend that shareholders vote in favour of this resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

Definitions

10% Placement Capacity	Means the Company's capacity to issue Equity Securities under ASX Listing Rule 7.1A.
15% Placement Capacity	Means the Company's capacity to issue Equity Securities under ASX Listing Rule 7.1.
Company	Means Mach7 Technologies Limited ACN 007 817 192.
Constitution	Means the Company's constitution.
Corporations Act	Means the <i>Corporations Act 2001</i> (Cth).
Closely Related Party (of a member of KMP of an entity)	Has the definition given to it by section 9 of the Corporations Act, and means: <ul style="list-style-type: none"> (a) a spouse or child of the member; or (b) a child of the member's spouse; or (c) a dependant of the member or of the member's spouse; or (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 dealings with the entity; or (e) a company the member controls; or (f) a person prescribed by the regulations for the purposes of this definition (nothing at this stage).
Director	Means a director of the board of the Company.
Director Options	Means the 1,250,000 options, each to acquire one fully paid ordinary share in the Company, which are proposed to be issued to Non-Executive Director Mr Alister Wayne Spittle pursuant to Resolution 8.
Equity Security	Means: <ul style="list-style-type: none"> a) a share; b) a right to a share or option; c) an option over an issued or unissued security; d) a convertible security; e) any security that ASX decides to classify as an equity security.
Key Management Personnel or KMP	Means those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.
LTIP	Means the Company's Long Term Incentive Plan which was approved by shareholders at the Company's 31 March 2016 Extraordinary General Meeting.
Mach7 Merger	Means the acquisition of 100% of the issued capital in Mach7 Technologies Pte Ltd by the Company which was approved by shareholders at the Company's 31 March 2016 Extraordinary General Meeting and which completed on 8 April 2016.
Mach7 Sellers	Means the sellers of Mach7 Technologies Pte Ltd under the Mach7 Merger, whose names are laid out in Column A of the table in Schedule 1 to the Notice of the Company's 31 March 2016 Extraordinary General Meeting.
Tranche 1 Lender	Means Allarch Healthcare Technalytics FZE.

Tranche 1 Lender Shares	Means the 1,500,000 fully paid ordinary shares the subject of Resolution 6 which were issued to the Tranche 1 Lender in lieu of interest accrued on a loan and otherwise in accordance with the terms of a loan agreement.
Tranche 2 Lenders	Means Allarch Healthcare Technalytics FZE, BV Healthcare II Pte Ltd, and Pt Dwi Satrya Utama.
Tranche 2 Lender Shares	Means the aggregate of 4,650,600 fully paid ordinary shares the subject of Resolution 7 which were issued to the Tranche 2 Lenders in lieu of interest accrued on loans from the Tranche 2 Lenders and as consideration for the Tranche 2 Lenders extending the repayment dates of those loans.

-ENDS-

LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
Mach7 Technologies Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
Telephone: +61 1300 554 474

LODGE MENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **4:00pm (Melbourne time) on Monday, 5 December 2016**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:

 **ONLINE**
www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the reverse of this Proxy Form).

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

PROXY FORM

I/We being a member(s) of Mach7 Technologies Limited and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **4:00pm (Melbourne time) on Wednesday, 7 December 2016 at RSM Australia, Level 21, 55 Collins Street, Melbourne, Victoria, 3000** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolutions 1 and 8: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1 and 8, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

STEP 2

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an .

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of Remuneration Report (non-binding resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Dr Nigel Finch as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Mr Damien Lim as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-election of Mr Nobuhiko Ito as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Election of Mr Alister Wayne Spittle as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Ratification of issue of Tranche 1 Lender Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Ratification of issue of Tranche 2 Lender Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Approval of issue of options to Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



* 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 votes will not be counted in computing the required majority on a poll.

STEP 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

