



Sienna Cancer Diagnostics Limited
ABN 74 099 803 460

1 Dalmore Drive
Scoresby VIC 3179

Tel: +61 3 8288 2141
Fax: +61 3 8288 2059

Notice of Annual General Meeting

Friday 10 November 2017

10.00 a.m. (Melbourne time)

Graduate House

220 Leicester Street

Carlton, Victoria.

TO BE VALID, PROXY FORMS FOR USE AT THE ANNUAL GENERAL MEETING MUST BE COMPLETED AND RETURNED NO LATER THAN 10.00 AM MELBOURNE TIME ON WEDNESDAY 8 NOVEMBER 2017

Sienna Cancer Diagnostics Limited

ACN 099 803 460

Notice of Annual General Meeting

The Annual General Meeting (AGM) of Shareholders of Sienna Cancer Diagnostics Limited (the **Company** or **Sienna**) will be held at 10.00am (Melbourne time) on Friday 10 November 2017 at Graduate House, 220 Leicester Street, Carlton Victoria.

Business of Meeting

Item 1 – Annual Report

To table and consider the 2017 Annual Report including the Financial Report, Directors' Report, and Auditor's Report for the period 1 July 2016 to 30 June 2017. The Annual Report is available for download on Sienna's website: <http://www.siennadiagnostics.com.au/investor>.

Item 2 – Adoption of the Remuneration Report

To consider and, if thought fit, to pass the following non-binding Resolution (**Resolution 1**):

That the Company's Remuneration Report for the year ended 30 June 2017, as contained in the Directors' Report of the 2017 Annual Report, be adopted and approved.

Item 3 – Re-election of Non-executive Chairman - Dr Geoffrey Cumming

To consider and, if thought fit, to pass the following Resolution as an ordinary Resolution (**Resolution 2**):

That Dr Geoffrey Cumming, who in accordance with clause 13.3 of the Company's Constitution offers himself for re-election as a Non-executive Director, be re-elected as a Non-executive Director of the Company.

Item 4 – Re-election of Non-executive Director – Mr Carl Stubbings

To consider and, if thought fit, to pass the following Resolution as an ordinary Resolution (**Resolution 3**):

That Mr Carl Stubbings, who in accordance with clause 13.3 of the Company's Constitution offers himself for re-election as a Non-executive Director, be re-elected as a Non-executive Director of the Company.

Item 5 – Re-election of Non-executive Director – Dr David J. Earp

To consider and, if thought fit, to pass the following Resolution as an ordinary Resolution (**Resolution 4**):

That Dr David J. Earp, who in accordance with clause 13.3 of the Company's Constitution offers himself for re-election as a Non-executive Director, be re-elected as a Non-executive Director of the Company.

A proxy form accompanies this Notice of Meeting.

By order of the Board:



.....
Tony Di Pietro

Company Secretary

Dated: Thursday, 5 October 2017

EXPLANATORY MEMORANDUM

Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the items and Resolutions to be considered by them at the AGM to be held at Graduate House, 220 Leicester Street Carlton, Victoria, Australia at 10.00 am (Melbourne time) on Friday 10 November 2017. The purpose of this Explanatory Statement is to provide Members with the information known to the Company that the Board considers material to their decision on whether to approve the Resolutions in the accompanying Notice.

Proxies

All Shareholders are invited and encouraged to attend the AGM. If Shareholders are unable to attend in person they may appoint a representative (proxy) to vote in their place. The proxy may be an individual or a body corporate. Up to two proxies may be appointed. Where two proxies are appointed neither may vote on a show of hands. In the case of the Chairman calling a poll, and two proxies have been appointed, the Shareholder may specify the percentage or number of votes each proxy is to be allocated. If no percentage or number of votes is allocated, each proxy will be allocated half of the votes belonging to the shareholder.

The Chairman intends to exercise all undirected proxies in favour of all Resolutions set out in the Notice. If the Chairman of the meeting is appointed as proxy and the Shareholder has not specified the way the Chairman is to vote on each Resolution, the shareholder is considered to have provided the Chairman with the authorisation to vote the proxy in accordance with the Chairman's intention.

A proxy form is attached to this Notice. This form provides further details regarding the appointment of proxies. If a proxy is to be appointed please sign and return the proxy form to the Company in accordance with the instructions thereon.

Bodies Corporate

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of the Company's shareholders. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a Resolution. The representative should bring to the meeting evidence of their appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Item 1– Annual Report

The first item of business of the AGM is to receive and consider the 2017 Annual Report including the Financial Report, Directors' Report, and Auditor's Report for the period 1 July 2016 to 30 June 2017.

No Resolution is required for this item of business. Shareholders may ask questions of the auditor during the meeting and may also submit written questions to the auditor prior to the AGM, relating to:

- the conduct of the audit;
- the preparation and content of the Auditor's report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the Auditor in relation to the conduct of the audit.

The Company must receive all questions no later than five business days prior to the meeting, sent to the Company Secretary at the Company's registered address, not sent directly to the auditor. The Company Secretary will then forward all questions to the auditor. The auditor will be available during the AGM to answer questions.

EXPLANATORY MEMORANDUM (CONTINUED)

Item 2 – Adoption of the Remuneration Report (Resolution 1)

Section 250R of the Corporations Act, Business of AGM, states that the Remuneration Report, contained within the Directors' Report of the Company's 2017 Annual Report, must be put to a vote of shareholders (Resolution 1). The Remuneration Report sets out Sienna's remuneration policy and provides details of the remuneration arrangements in place for Directors and Key Management Personnel.

The result of the vote on Resolution 1 is advisory only and does not bind the Directors or the Company. If the Resolution to adopt the Remuneration Report receives at least 25% of votes cast against adoption of the report at two consecutive AGMs, then a Resolution must be put to shareholders at the second AGM as to whether another general meeting of the Company should be held within 90 days. At this meeting, all Directors who were in office at the time the Board approved the second remuneration report would be required to stand for re-election.

The Chairman will provide shareholders with the opportunity to ask questions about, or make comments on, the Remuneration Report.

Voting Exclusion

In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast by, or on behalf of, a shareholder (or a Closely Related Party of the shareholder) who is a Director or a member of Key Management Personnel whose remuneration details are included in the Remuneration Report. However, a vote may be cast by such person if the person is acting as proxy and the proxy form specifies how the proxy is to vote, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution.

Item 3 – Re-election of Non-executive Chairman - Dr Geoffrey Cumming (Resolution 2)

Dr Geoffrey Cumming was appointed to the Board of Sienna Cancer Diagnostics Limited as a Non-executive Director on 27 January 2006 before being appointed to the role of Non-executive Chairman on 9 June 2006. Clause 13.3 (a) of the Company's Constitution provides that once listed on the ASX, no Director may hold office for a period in excess of 3 years without submitting themselves for re-election. Sienna listed on the ASX on 3 August 2017. As Dr Geoffrey Cumming's election was more than 3 years ago, he offers himself for re-election at the 2017 AGM per clause 13.3 (b).

Directors' Recommendation

The Directors recommend that shareholders pass this Resolution.

Item 4 – Re-election of Non-executive Director – Mr Carl Stubbings (Resolution 3)

Mr Carl Stubbings was appointed to the Board of Sienna Cancer Diagnostics Limited as a Non-executive Director on 31 December 2011. Clause 13.3 (a) of the Company's Constitution provides that once listed on the ASX, no Director may hold office for a period in excess of 3 years without submitting themselves for re-election. Sienna listed on the ASX on 3 August 2017. As Mr Carl Stubbings' election was more than 3 years ago, he offers himself for re-election at the 2017 AGM per clause 13.3 (b).

Directors' Recommendation

The Directors recommend that shareholders pass this Resolution.

EXPLANATORY MEMORANDUM (CONTINUED)

Item 5 – Re-election of Non-executive Director – Dr David J. Earp (Resolution 4)

Dr David J. Earp was appointed to the Board of Sienna Cancer Diagnostics Limited as a Non-executive Director on 1 December 2012. Clause 13.3 (a) of the Company's Constitution provides that once listed on the ASX, no Director may hold office for a period in excess of 3 years without submitting themselves for re-election. Sienna listed on the ASX on 3 August 2017. As Dr David J. Earp's election was more than 3 years ago, he offers himself for re-election at the 2017 AGM per clause 13.3 (b).

Directors' Recommendation

The Directors recommend that shareholders pass this Resolution.

Additional information

The Directors of the Company are not aware of any other information which is relevant to the consideration by members of the proposed Resolutions set out in this Notice of Meeting.

The Directors recommend that members read these explanatory notes in full and, if desired, seek advice from their own independent financial, taxation or legal adviser as to the effect of the proposed Resolutions, before making any decisions in relation to the proposed Resolutions.

Shareholders may direct questions regarding the operations and management of the Company to the Chairman during the meeting.

Determination of membership and voting entitlement

For the purpose of determining a person's entitlement to vote at the AGM, a person will be recognised as a Shareholder if that person is registered as a holder of those Shares at 10.00 am on Wednesday 8 November 2017, being 48 hours prior to the date of the AGM.

Votes of members

On a show of hands, each member present in person or by proxy, or in the case of a body corporate, by a corporate representative, shall have one vote.

On a poll, each member present in person or by attorney or by proxy, or in the case of a body corporate, by a corporate representative, shall have one vote for each share held by him, her or it, provided that all Shares are fully paid.

Definitions

In this Notice of Meeting, unless the context otherwise requires:

Annual General Meeting or AGM means the annual general meeting of ordinary shareholders of the Company to be held on Friday 10 November 2017 pursuant to the Notice of Meeting;

Annual Report means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ended 30 June 2017;

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by the ASX;

Auditor's Report means the auditor's report on the Financial Report;

Board means the board of Directors of the Company;

Chair or **Chairman** means the person appointed to chair the Meeting convened by this Notice;

Closely Related Party means:

(a) a spouse or child of the member; or

(b) has the meaning given in section 9 of the Corporations Act;

Company or **Sienna** means Sienna Cancer Diagnostics Ltd or ACN 099 803 460;

Constitution means the constitution of the Company as amended from time to time;

Definitions (Continued)

Director means a director of the Company;

Directors' Report means the annual Directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities;

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities;

Key Management Personnel means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;

Notice of Meeting or **Notice** means this notice of AGM;

Shares means fully paid ordinary shares in the capital of the Company;

Resolution means a resolution proposed pursuant to this Notice of Meeting;

Shareholder means a shareholder of the Company.

LODGE YOUR VOTE

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

 **BY MAIL**
Sienna Cancer Diagnostics 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



X99999999999

PROXY FORM

I/We being a shareholder(s) of Sienna Cancer Diagnostics Limited (the Company) and entitled to attend and vote hereby appoint:

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

STEP 1

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 **10:00am (Melbourne time) on Friday, 10 November 2017 at Graduate House, 220 Leicester Street, Carlton Victoria (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolution 1: 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 Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**), which includes directors.

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

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 .

STEP 2

Resolutions

	For	Against	Abstain*
1 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Non-executive Chairman - Dr Geoffrey Cumming	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Non-executive Director – Mr Carl Stubbings	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-election of Non-executive Director – Dr David J. Earp	<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.

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).

STEP 3



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 Resolution is 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 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 a 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.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (Melbourne time) on Wednesday, 8 November 2017**, 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 front of the Proxy Form).



BY MAIL

Sienna Cancer Diagnostics Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**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.**