



Impression Healthcare Limited
ACN 096 635 246

NOTICE OF ANNUAL GENERAL MEETING

**For the annual general meeting of the Company to be held at
MinterEllison, Level 23, 525 Collins Street, Melbourne VIC 3000
on 4 October 2019 at 10.30am (EST).**

The Notice and the accompanying Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on +61 425 703 805.

IMPRESSION HEALTHCARE LIMITED
ACN 096 635 246

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of shareholders of Impression Healthcare Limited (**Company**) will be held at MinterEllison, Level 23, 525 Collins Street, Melbourne VIC 3000 on 4 October 2019 at 10.30am (EST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form each form part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 2 October 2019 at 7.00pm (EST).

Terms and abbreviations used in the Notice and the Explanatory Memorandum will, unless the context requires otherwise, have the meaning given to them in Schedule 1.

AGENDA

A. Annual Report

To consider the Annual Report of the Company and its controlled entities for the year ended 30 June 2019, which includes the Financial Report, the Directors' Report and the Auditor's Report.

B. Meeting Resolutions

Resolution 1 – Remuneration Report

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

"THAT pursuant to and in accordance with section 250R(2) of the Corporations Act and for all other purposes, approval is given by Shareholders for the adoption of the Remuneration Report on the terms and conditions as more particularly described in the Explanatory Memorandum."

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

Resolution 2 – Re-election of Mr Troy Valentine as Director

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

"THAT pursuant to and in accordance with Article 6.14 of the Constitution and for all other purposes, Mr Troy Valentine, Director, retires and being eligible, is re-elected as a Director on the terms and conditions as more particularly described in the Explanatory Memorandum."

Resolution 3 – Election of Dr Sud Agarwal as Director

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

"THAT for the purposes of ASX Listing Rule 14.4 and Article 6.20 of the Constitution and for all other purposes, Dr Sud Agarwal is elected as a Director on the terms and conditions as more particularly described in the Explanatory Memorandum".

Resolution 4 – Approval of Chief Medical Officer Package for Dr Sud Agarwal, Director

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

"THAT for the purposes of ASX Listing Rule 10.11 and for all other purposes, 200,000,000 CMO Options, 6,000,000 Milestone Performance Rights and 30,303,593 Value Based Performance Rights issued to Dr Sud Agarwal on such terms and conditions as more particularly described in the Explanatory Memorandum".

Resolution 5 – Approval of 10% Placement Facility

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

"THAT for the purposes of Listing Rule 7.1A and for all other purposes, the Shareholders approve the issue of Equity Securities of up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions as more particularly described in the Explanatory Memorandum."

Dated 4 September 2019
By order of the Board

Glenn Fowles
Company Secretary

IMPRESSION HEALTHCARE LIMITED
ACN 096 635 246

EXPLANATORY MEMORANDUM

Section 1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the offices of MinterEllison, Level 23, 525 Collins Street, Melbourne VIC 3000 on 4 October 2019 at 10.30am(EST).

This Explanatory Memorandum forms part of the Notice which should be read in its entirety. This Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

This Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Voting Exclusions
Section 3	Action to be taken by Shareholders
Section 4	Annual Report
Section 5	Resolution 1 – Remuneration Report
Section 6	Resolution 2 – Re-election of Mr Troy Valentine as Director
Section 7	Resolutions 3 – Election of Dr Sud Agarwal as Director
Section 8	Resolution 4 – Approval of the Chief Medical Officer Package for Dr Sud Agarwal, Director
Section 9	Resolution 5 – Approval of 10% Placement Facility
Schedule 1	Definitions
Schedule 2	Terms of Options
Schedule 3	Terms of Performance Rights
Schedule 4	Listing Rule 7.3A.6 Disclosure

A Proxy Form is located at the end of this Explanatory Memorandum.

Section 2. Voting Exclusions

a. Resolution 1

The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- (a) a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member, regardless of the capacity in which the vote is cast; or
- (b) a person appointed as a proxy, where that person is either a member of the Key Management Personnel at the date of the Meeting or a Closely Related Party of such member.

b. Resolution 2

The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of Mr Troy Valentine, Alignment Capital Pty Ltd or any associate of such persons.

c. Resolution 3

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of Dr Sud Agarwal, Cannvalate Pty Ltd or any associates of such persons.

d. Resolution 4

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of Dr Sud Agarwal, Cannvalate Pty Ltd or any associates of such persons.

e. Resolution 5

The Company will disregard any votes cast in favour of Resolution 5 by a person (and any associates of such a person) who may participate in the 10% Placement Facility and a person who might obtain a benefit if this Resolution 5 is passed, except a benefit solely in the capacity of a holder of Shares, and any associate of that person (or those persons).

f. Proxy

However, the Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote on the Relevant Resolution, in accordance with the directions on how to vote as set out in the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides (and in respect of Resolution 1 and 4, in accordance with an express direction on the Proxy Form).

Section 3. Action to be taken by Shareholders

Shareholders should read the Notice including this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions detailed in the Proxy Form. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

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

- (a) post to:

Impression Healthcare Limited
C/- Security Transfer Australia
PO Box 52 Collins Street West VIC 8007; or

Impression Healthcare Limited
C/- Security Transfer Australia
Suite 913, Exchange Tower, 530 Little Collins Street
MELBOURNE VIC 3000

- (b) facsimile to Security Transfer Australia on facsimile number (+61 8) 9315 2233;
- (c) email to registrar@securitytransfer.com.au,

so that it is received not later than 10.30am (EST) on 2 October 2019. Proxy Forms received later than this time will be invalid.

Please note that:

- (a) a proxy need not be a Shareholder;
- (b) a Shareholder may appoint a body corporate or an individual as its proxy;
- (c) a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body corporate may exercise as the Shareholder's proxy; and
- (d) Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that body corporate's representative. The authority may be sent to the Company or its share registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

Section 4. Annual Report

In accordance with section 317(1) of the Corporations Act, the Annual Report must be laid before the annual general meeting. There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online at <http://www.impression.healthcare>;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the Company's auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

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

- (a) the preparation and the content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies of the Company in relation to the preparation of the financial statements; and
- (d) the independence of the Company's auditor in relation to the conduct of the audit,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

Section 5. Remuneration Report

This section provides further information relating to Resolution 1 of the Notice.

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report at pages 10 to 16. The Remuneration Report sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors of the Company. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

If at least 25% of the votes cast on the resolution to adopt the Remuneration Report are against adoption of the report, then:

- (a) If comments are made on the report at the AGM, the Company's Remuneration Report for FY19 will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for this.
- (b) If at the Company's 2020 AGM at least 25% of the votes cast on the resolution for adoption of the Remuneration Report are against its adoption, the Company will be required to put to shareholders a resolution proposing that a general meeting (**Spill Meeting**) be called to consider the election of Directors of the Company (**Spill Resolution**). For any Spill Resolution to be passed, more than 50% of the votes cast on the resolution must be in favour of it. If a Spill Resolution is passed, all the Directors (other than any Managing Director) will cease to hold office immediately before the end of the Spill Meeting unless re-elected at that meeting.

Shareholders will have the opportunity to remove the whole Board except the Managing Director if the Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings.

The Company's Remuneration Report did not receive a Strike at the 2018 annual general meeting. Please note if the Remuneration Report receives a Strike at this Meeting and if a second Strike is received at the 2020 annual general meeting, this may result in the re-election of the Board.

The Chairman will allow reasonable opportunity for Shareholders to ask questions about or comment on the Remuneration Report.

Resolution 1 is an ordinary resolution.

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

If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Section 6. Re-Election of Mr Troy Valentine as Director

This section provides further information relating to Resolution 2 of the Notice.

Article 6.14 of the Constitution requires one third (rounded down to the nearest whole number) of all Directors (excluding the Managing Director) to retire at each annual general meeting.

Article 6.17 of the Constitution states that a Director who retires under Article 6.14 is eligible for re-election.

Resolution 2 therefore provides that Mr Troy Valentine retires by rotation and seeks re-election as a Director.

Mr Troy Valentine's credentials are outlined in the Director's Report of the Company's Annual Report which is available online at <http://www.impression.healthcare>

Resolution 2 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 2.

The Board (excluding Troy Valentine who abstains from making a recommendation) supports the re-election of Troy Valentine and recommends that Shareholders vote in favour of Resolution 2.

Section 7. Election of Dr Sud Agarwal as Director

This section provides further information relating to Resolution 3 of the Notice.

The Company seeks shareholder approval pursuant to ASX Listing Rule 14.4 and Article 6.20 of the Constitution to elect Dr Sud Agarwal as a Director. The Directors appointed Dr Sud Agarwal as a Director pursuant to Article 6.6 of the Constitution, effective 25 July 2019. The Appointment of Dr Agarwal as Director and Chief Medical Officer of the Company was announced to ASX on 25 July 2019.

ASX Listing Rule 14.4 provides that a director appointed as an addition to the board must not hold office (without re-election) past the next annual general meeting of the company and Article 6.20 of the Constitution provides for a Director appointed pursuant to Article 6.6 to retire at the next meeting of members and be eligible for election at that meeting. Accordingly, Resolution 3 provides that Dr Sud Agarwal seeks election as a Director.

Dr Sud Agarwal is an internationally recognised key opinion leader in the clinical use of cannabinoid medicines. He is the current CEO and Managing Director of Cannvalate Pty Ltd. Dr Agarwal's appointment adds significant medical, scientific and cannabis expertise to the management of the Company's current and future research, development and commercial programs.

Resolution 3 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 3.

The Board supports the election of Dr Sud Agarwal and recommends that Shareholders vote in favour of Resolution 3.

Section 8. Approval of issue of Chief Medical Officer Package to Dr Sud Agarwal, Director

8.1 Background

This section provides further information relating to Resolution 4 of the Notice.

The Company seeks Shareholder approval pursuant to ASX Listing Rule 10.11 for the issue of 200,000,000 CMO Options, 6,000,000 Milestone Performance Rights and 30,303,593 Value Based Performance Rights (**Chief Medical Officer Package**) to Dr Sud Agarwal in accordance with the terms of the Chief Medical Officer Appointment Agreement dated 24 July 2019 (**CMO Appointment Agreement**).

Under the CMO Appointment Agreement, Dr Agarwal is entitled to receive:

- (a) 6,000,000 Milestone Performance Rights conditional on the achievement of certain milestone activities as set out in Section 8.4 below;
- (b) 30,303,953 Value Based Performance Rights conditional on the performance of the Company as set out in Section 8.5 below; and
- (c) 200,000,000 Options to acquire new fully paid shares of the Company on the terms set out in Section 8.6 below.

Dr Sud Agarwal seeks election for Director of the Company pursuant to Resolution 3 of this Notice. Dr Agarwal currently has no relevant interest and voting shares in the Company. Dr Agarwal a director and shareholder of Cannvalate Pty Ltd (**Cannvalate**). At the date of this Notice, Cannvalate holds 20,000,000 Options.

8.2 Effect of Approval

Under ASX Listing Rule 10.11, a listed company must obtain the approval of its shareholders before it can issue securities to a related party or a person whose relationship with the company or a related party is, in ASX's opinion, such that shareholders' approval should be obtained. The proposed issue of the Chief Medical Officer Package requires Shareholder approval under ASX Listing Rule 10.11. Pursuant to ASX Listing Rule 7.2 (Exception 14), issues of securities that receive Shareholder approval under ASX Listing Rule 10.11 do not take up any part of the Company's placement capacity.

8.3 Requirement Information

In compliance with ASX Listing Rule 10.13, the Company provides the following information:

Name of the Related Party	Dr Sud Agarwal
Number of securities to be issued	(1) 6,000,000 Milestone Performance Rights; (2) 30,303,953 Value Based Performance Rights; and (3) 200,000,000 Options
Date by which the securities will be issued	On or around 18 October 2019 and otherwise, no later than 30 days after the date of the Meeting.
Terms of securities	<p>(1) The terms of the Milestone Performance Rights and Value Based Performance Rights are set in Schedule 3 and additional terms set out in Section 8.4 and Section 8.5 respectively.</p> <p>(2) The Options are options to acquire new fully paid ordinary shares. The terms of the Options are set out in Section 8.6 below and Schedule 2.</p> <p>(3) The Shares issued upon exercise of a Milestone Performance Right, Value Based Performance Right or Option will rank equally with other existing fully paid ordinary shares in the Company.</p>
Issue price of the securities	The Milestone Performance Rights, Value Based Performance Rights and Options are to be issued at a nil issue price. Each Option has an exercise price of \$0.20 and an expiry date of 30 September 2021.
Use of funds raised	The Milestone Performance Rights, Value Based Performance Rights and Options to be issued to Dr Sud Agarwal are made pursuant to the CMO Appointment Agreement entered into by the Company and Dr Sud Agarwal for his role as CMO of the Company. Any Shares issued on the vesting of the Milestone Performance Rights or the Value Based Performance Rights will form part of the remuneration payable to Dr Sud Agarwal and so no funds will be raised from the issue of these Shares. Any proceeds from the Shares issued on the exercise of Options will be used to further pursue the Company's stated business objectives.

8.4 Additional terms of Milestone Performance Rights

At the date of this Notice of Meeting, Dr Agarwal has successfully completed the Milestone Activity as it relates to Milestone #1. Therefore, if Resolution 4 is approved, 1,000,000 Milestone Performance Rights will have vested immediately and convert into 1,000,000 new Shares upon their exercise by Dr Agarwal as the holder of those Milestone Performance Shares.

Item and Milestone Date	Milestone Activity	Milestone Performance Rights
#1 31 August 2019	Rebrand Company and create four sub-brands for Four Products with clinical feel	
	Set up medical board, negotiate commercial terms with the board of the Company	
	Clinical literature appraisal for each of the research areas related to the Four Products	
	Create presentation for each of the Four Product trial areas	
	Total for August 2019 Milestone	Converts to 1,000,000 Company shares
#2 30 September 2019	Clinical interviews with each Four Product champion	
	Investment Roadshow	
	Medical briefing papers (clinician facing document for each trial)	
	Total for September 2019 Milestone	Converts to 1,000,000 Company shares
#3 31 October 2019	Commercialisation Strategy for each Four products	
	Formulation Strategy for Four products	
	Total for October 2019 Milestone	Converts to 1,000,000 Company shares
#4 30 November 2019	Branding and packaging for Four Products	
	Research on defensible IP for Four Products	
	Total for November 2019 Milestone	Converts to 1,000,000 Company shares
#5 31 December 2019	Medical patent lodgement	
	Total for December 2019 Milestone	Converts to 1,000,000 Company Shares
#6 31 January 2020	Presentation to Institutional Investors with medical sector analysts	
	Draft new presentation update on the Four Product Trials	
	Attendance at medical board dinner and catch-up	
	Total for January 2020 Milestone	Converts to 1,000,000 Company Shares

***Note 1:** reference to Four Products means products originating from four clinical trials being conducted by the Company and Cannvalate Pty Ltd, consisting of four separate phase 1 trials for Sleep Apnoea, Concussion, Gum Disease and TMJ Disorder.

**** Note 2:** Milestone Activities within a Milestone Item must be satisfied by the relevant Milestone Date in order for Milestone Performance Rights vest and Shares to be issued. Once the Board of the Company is satisfied that the relevant Milestone Activity has been achieved, such that the Milestone Performance Rights vest, the relevant number of Shares must be issued within five (5) business days.

8.5 Additional Terms of Value Based Performance Rights

Performance Milestone	Number of Value Based Performance Rights
A fully diluted market capitalisation of \$60M*	1,600,000 shares
A fully diluted market capitalisation of \$125M*	7,263,280 shares
A fully diluted market capitalisation of \$150M*	9,403,048 shares
A fully diluted market capitalisation of \$200M*	12,037,265 shares

*The Performance Milestone is satisfied upon the fully diluted market capitalisation being at or above the specified milestone value at the close for any five trading days prior to the Expiry Date of the Performance set out in Schedule 4 of this Notice.

Note 1: Fully Diluted Market Capitalisation is defined as all fully paid ordinary and in-the-money option securities multiplied by the ASX closing price of the Company shares minus the aggregated exercise value of option securities.

Note 2: Other terms of the Value Based Performance Rights as set out in Schedule 3.

8.6 Additional Terms of Options

- (a) The Options comprise of 200,000,000 Options to acquire new fully paid ordinary shares of the Company. Each Option has an Exercise Price of \$0.20 and an Expiry Date of 30 September 2021. Each Option also has a vesting condition (refer to paragraph (b) below).
- (b) The Options vest upon the Shares having a closing price of \$0.20 per Share or more for any five (5) trading days, at any time from the date of grant of the Options until the Expiry Date of the Options (30 September 2021).

8.7 Voting Exclusions

Some voters may not be allowed to vote on Resolution 4. Please refer to the Voting Exclusion in Section 2.

8.8 Board Recommendation

The Chairman intends to exercise all available proxies in favour of Resolution 4.

The Board recommends that Shareholders vote in favour of Resolution 4.

Section 9. Approval of 10% Placement Facility

9.1 Background

This section provides further information relating to Resolution 5 of the Notice.

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An 'eligible entity' for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The Company is seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility. The number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 9.2 (c) below).

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

Resolution 5 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Chairman intends to exercise all available proxies in favour of Resolution 5.

9.2 Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the company.

The Company, as at the date of the Notice, has on issue two quoted classes of Equity Securities, Ordinary Shares (IHL) and one series of Listed Options ("IHLOB"). Each IHLOB option has an exercise price of \$0.04 and an expiry date of 30 September 2020.

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained Shareholder approval at an annual general meeting may issue or agree to issue, during the 12-month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E *where*

- A** is the number of shares on issue 12 months before the date of issue or agreement:
- plus the number of Shares issued in the 12 months under an exception in Listing Rule 7.2;
 - plus the number of partly paid shares that became fully paid in the 12 months;
 - plus the number of Shares issued in the 12 months with Shareholder approval under Listing Rule 7.1 and 7.4. This does not include an issue of Shares under the entity's 15% placement capacity without Shareholder approval;
 - less the number of fully paid shares cancelled in the 12 months.

Note that A is has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with Shareholder approval under Listing Rule 7.1 or 7.4.

(d) **Listing Rule 7.1 and Listing Rule 7.1A**

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

At the date of the Notice, the Company has on issue 633,056,937 Shares and will have capacity to issue:

- (i) 15,380,123 Equity Securities under Listing Rule 7.1; and
- (ii) subject to Shareholder approval being granted under Resolution 5 24,741,821 Equity Securities under Listing Rule 7.1A.

At the date of the Meeting, assuming 633,056,937 Shares on issue, the Company will have capacity to issue:

- (i) 48,800,123 Equity Securities under Listing Rule 7.1; and
- (ii) subject to Shareholder approval being granted under Resolution 5, 55,421,821 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 9.2(c) above).

(e) **Minimum Issue Price**

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days immediately before:

- (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) above, the date on which the Equity Securities are issued.

(f) **10% Placement Period**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or

- (ii) the date of Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

or such longer period if allowed by ASX (the **10% Placement Period**).

9.3 Effect of Listing Rule 7.1A

The effect of Resolution 5 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

9.4 Specific information required by Listing Rule 7.3A

In accordance with Listing Rule 7.3A, information is provided as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days immediately before:
 - (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) above, the date on which the Equity Securities are issued.
- (b) If Resolution 5 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table (in the case of Listed Options, only if the Listed Options are exercised). There is a risk that:
 - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.
- (c) The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of the Notice.
- (d) The table also shows:
 - (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.04 50% decrease in Issue Price	\$0.08 Issue Price	\$0.16 100% increase in Issue Price
Current Variable A 572,418,206	10% Voting Dilution	57,241,820 Shares	57,241,820 Shares	57,241,820 Shares
	Funds raised	\$2,289,673	\$4,579,346	\$9,158,691
50% increase in current Variable A 858,627,309	10% Voting Dilution	85,862,730 Shares	85,862,730 Shares	85,862,730 Shares
	Funds raised	\$3,434,509	\$6,869,018	\$13,378,037
100% increase in current Variable A 1,144,836,412	10% Voting Dilution	114,483,641 Shares	114,483,641 Shares	114,483,641 Shares
	Funds raised	\$4,579,345	\$9,158,691	\$18,317,382

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
 - (ii) No Listed Options (including any Listed Options issued under the 10% Placement Facility) are exercised into Shares before the date of the issue of the Equity Securities;
 - (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
 - (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
 - (v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
 - (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Listed Options, it is assumed that those Listed Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
 - (vii) The issue price is \$0.08 being the closing price of the Shares on ASX on 27 August 2019.
- (e) The Company will only issue the Equity Securities during the 10% Placement Period. The approval under Resolution 5 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities or Listing Rule 11.2 (disposal of main undertaking).
- (f) The Company may seek to issue the Equity Securities for the following purposes:
- (i) non-cash consideration for the acquisition of the new assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or

- (ii) cash consideration - in such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expense associated with such acquisition), continued research and development, and marketing of the Company's current products and/or general working capital.
- (g) The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.
- (h) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the subscribers of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
 - (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
 - (i) the effect of the issue of the Equity Securities on the control of the Company;
 - (ii) the financial situation and solvency of the Company; and
 - (iii) advice from corporate, financial and broking advisers (if applicable).
- (i) The subscribers under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing substantial Shareholders and/or new Shareholders who are not a related party or an associate of a related party of the Company.
- (j) Further, if the Company is successful in acquiring new assets or investments, it is likely that the subscribers under the 10% Placement Facility will be the vendors of the new assets or investments.
- (k) In the 12 months preceding the date of the Meeting, assuming there are no additional Equity Securities issued following the date of the Notice of Meeting and prior to 4 October 2019, the Company issued a total of 523,514,311 Equity Securities which represents 51.3% of the total number of Equity Securities on issue at 4 October 2019. Further detail as required under Listing Rule 7.3A.6 in respect of these Equity Security issues is detailed in Schedule 4.
- (l) At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

9.5 Director Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 5.

A voting exclusion statement is included in the Notice for Resolution 5.

Schedule 1 - Definitions

In the Notice and this Explanatory Memorandum, words importing the singular include the plural and vice versa.

\$ means Australian Dollars.

10% Placement Facility has the meaning given in Section 10(a).

10% Placement Period has the meaning given in Section 10(b)(vi).

Alignment means Alignment Capital Pty Ltd (ACN 167 124 754).

Annual Report means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ended 30 June 2018.

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

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

AXIM means AXIM Biotechnologies, Inc.

Associate has the meaning given in Division 2 of Part 1.2 of the Corporations Act as if:

- (a) section 12(1) of that Act included a reference to this Explanatory Memorandum; and
- (b) the Company was the designated body.

Board means the board of Directors.

Chairman means the person appointed to chair the Meeting convened by the Notice.

Chief Medical Officer Package has the meaning given in Section 8.

Closely Related Party means:

- i. a spouse or child of the member; or
- ii. has the meaning given in section 9 of the Corporations Act.

CMO Appointment Agreement has the meaning given in Section 8.

Company means Impression Healthcare Limited (ACN 096 635 246).

Constitution means the constitution of the Company as at the commencement of the Meeting.

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

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.

Equity Security has the same meaning as in the Listing Rules.

EST means Eastern Standard Time, being the time in Melbourne, Victoria.

Explanatory Memorandum means the explanatory memorandum which forms part of the Notice.

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

IHLOB – means a listed Option with exercise price of \$0.04 and expiry of 30 September 2020.

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.

Listed Option means an Option listed on ASX.

Listing Rules means the listing rules of ASX.

Meeting has the meaning in the introductory paragraph of the Notice.

Milestone Performance Rights means the entitlement to shares in the Company conditional upon the achievement of milestones calculated in accordance with Section 8 and Schedule 3.

Notice means the notice of meeting which comprises of the notice, agenda, Explanatory Memorandum and Proxy Form.

Option means an option which entitles the holder to subscribe for one Share.

Performance Rights means the Milestone Performance Rights and Value Based Performance Rights.

Proxy Form means the proxy form attached to the Notice.

Relevant Interest has the meaning given in sections 608 and 609 of the Corporations Act as if subsections 609(6) and 609(7) were omitted.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means a resolution contained in the Notice.

Schedule means a schedule to this Explanatory Memorandum.

Scheme of Arrangement has the meaning given to it in the Corporations Act.

Section means a section of this Explanatory Memorandum.

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

Shareholder means a shareholder of the Company.

Takeover Bid has the meaning given to it in the Corporations Act.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

Value Based Performance Rights means the entitlement of shares in the Company conditional upon the performance of the Company calculated in accordance with Section 8 and Schedule 3.

VWAP means volume weighted average price.

Schedule 2 – Rights attaching to Options

The rights attaching to the Options are set out below.

The Options will rank pari passu (ie. equally) in all respects with existing Options. This summary is qualified by the full terms of Company's Constitution (a full copy of the Constitution is available from the Company on request free of charge) and does not purport to be exhaustive or to constitute a definitive statement of the rights and liabilities of Optionholders.

These rights and liabilities can involve complex questions of law arising from an interaction of the Constitution with statutory and common law requirements.

For an Optionholder to obtain a definitive assessment of the rights and liabilities which attach to Options in any specific circumstances, the Optionholder should seek legal advice.

These terms apply to all Options, except paragraph 1.2 and paragraph 1.3 which do not apply to the CMO Options..

1.1 Entitlement

Each CMO Option entitles the holder to subscribe for one Share upon the exercise of the CMO Option.

1.2 Exercise Price and Expiry Date

The Options have an exercise price of \$0.20 per Option (**Exercise Price**) and an expiry date of 5.00pm (AEST) on 30 September 2021 (**Expiry Date**).

1.3 Exercise Period

The Options vest upon the Shares having a closing price of \$0.20 per Share or more for any five (5) trading days, at any time from the date of grant of the Options until the Expiry Date of the Options (30 September 2021).

1.4 Notice of Exercise

The Options may be exercised by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt.

1.5 Shares issued on Exercise

Shares issued on exercise of the Options rank equally with the then issued Shares of the Company.

1.6 Timing of the Issue of Shares on Exercise

Within 15 business days of a Notice of Exercise being given in accordance with these terms and conditions and payment of the Exercise Price for each Option being exercised, the Company will:

- (a) issue the Shares pursuant to the exercise of the Options; and
- (b) apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

1.7 Participation in New Issues

There are no participation rights or entitlements inherent in the Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 4 business days after the issue is announced. This will give the holders of Options the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issues.

1.8 Adjustment for Bonus Issues of Shares

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- (a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Optionholder would have received if the holder of an Option had exercised the Option before the record date for the bonus issue; and
- (b) no change will be made to the Exercise Price.

1.9 Adjustment for Entitlement Issue

If the Company makes an issue of Shares pro rata to existing Shareholders (other than as a bonus issue, to which paragraph 1.8 of this Schedule 2 will apply there will be no adjustment of the Exercise Price of Options or the number of Shares over which the Options are exercisable.

1.10 Adjustment for Reorganisation

If there is any reorganisation of the issued share capital of the Company, the rights of the Optionholders will be varied in accordance with the ASX Listing Rules.

1.11 Transferability

The Options are transferrable.

1.12 Dividend entitlement

- (a) Options do not carry any dividend entitlement.
- (b) Shares issued on exercise of Options rank equally in all respects with other issued Shares of the Company from the date of issue and are entitled to dividends paid on and from that date.

1.13 Not quoted

Upon their issue, the Options will not be quoted on ASX or any other financial market.

Schedule 3 Terms of Performance Rights

These rights are rights to which Subdivision 83A-C of the Income Tax Assessment Act (Cth) 1997 applies (subject to the conditions in that Act).

The following is a summary of the terms and conditions of the Performance Rights. In addition to the terms set out in this Schedule 3, the Milestone Performance Rights and Value Based Performance Rights are also subject to additional terms set out in Section 8.

1.1 Performance Rights

Each Performance Right is a right to a fully paid ordinary share (Share) in the capital of the Company.

1.1 General Meetings

Each Performance Right does not confer upon the holder (Holder) the right to receive notices of general meetings and financial reports and accounts of the Company that are circulated to holders of fully paid ordinary shares in the capital of the Company.

1.2 Dividend and Voting Rights:

A Performance Right does not confer upon the Holder an entitlement to vote or receive dividends.

1.3 No Rights to Return of capital

A Performance Right does not entitle the Holder to a return of capital, whether in a winding upon a reduction of capital or otherwise.

1.4 Share Ranking

All Shares issued upon exercise of the Performance Rights will upon issue rank *pari passu* in all respects with all other Shares.

1.5 Listing of Shares on ASX

At the time of exercise of the Performance Rights and issue of Shares, the Company will apply for quotation of all Shares issued pursuant to the exercise of Performance Rights on ASX within the period required by ASX.

1.6 Transfer of Performance Rights

A Performance Right is not transferable (including encumbering the Performance Rights). Unless the relevant dealing is effected by force of law on death or legal incapacity to the Holder's legal personal representative or the Board otherwise determines, a Holder may not dispose of a Performance Right that has been granted to them. The Company may require that a Performance Right be forfeited if a disposal occurs or is purported to occur other than in accordance with these terms.

1.7 Participation in new issues

There are no participation rights or entitlements inherent in the Performance Rights and holders will not be entitled to participate in new issues of capital offered to Members during the currency of the Performance Rights.

1.8 Adjustment for reconstruction

If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder of a Performance

Right (including the exercise conditions) are to be changed in a manner consistent with the *Corporations Act 2001* (Cth) and the ASX Listing Rules at the time of the reorganisation.

1.9 Exercise of Performance Rights

Subject to paragraph 1.11 below, each Performance Right confers upon the Holder the right to be issued one Share at a nil exercise price upon the receipt of a written notice from the relevant Holder requesting that the Performance Right is exercised following the later of (i) any ASX imposed escrow period on the relevant Holder and (ii) achievement of the milestones as set out in Section 8.

1.10 Deferral of Exercise if resulting in a prohibited acquisition of Shares

If the exercise of a Performance Right would result in any person being in contravention of section 606(1) of the *Corporations Act 2001* (Cth) (**Prohibition**), the exercise of those Performance Rights shall be deferred until such time or times when the exercise would not result in a contravention of the Prohibition. In assessing whether the exercise of a Performance Right would result in any person being in contravention of the Prohibition:

- (a) Holders may give written notice to the Company if they consider that the exercise of a Performance Right may result in contravention of the Prohibition. The absence of such written notice from the Holder will entitle the Company to assume that the exercise of a Performance Right will not result in any person being in contravention of the Prohibition.
- (b) the Company may (but is not obliged to) by written notice to a Holder request that a Holder provides the written notice referred to in paragraph 1.10(a) within 7 days if the Company considers that the exercise of a Performance Right may result in the contravention of the Prohibition. The absence of such written notice from the Holder will entitle the Company to assume that the exercise of a Performance Right will not result in any person being in contravention of the Prohibition.

1.11 Lapse if Milestone not achieved

If the relevant Milestone is not achieved by the required date, then each Performance Right in that class will automatically lapse on non-satisfaction of the Milestone.

1.12 Expiry

The Performance Rights (not yet exercised) will automatically lapse on the fifth anniversary of the Company listing on the ASX.

1.13 Exercise procedure

The Company will issue the Holder with a new holding statement for any Share issued upon exercise of a Performance Right within 10 business days following exercise.

1.14 Tranches

Performance Rights issued to a Holder may be exercised in tranches at the request of the Holder subject to paragraph 1.9.

1.15 Continued service

A Holder must be a Director, consultant or employee of the Company or a subsidiary thereof. A Holder's entitlement to any Performance Rights in relation to Milestones that have not been met, ceases upon the date the Holder ceases to be an employee of the Company. For the avoidance of doubt, for any Milestone met prior to the date of cessation of service, the Holder remains entitled to exercise the relevant Performance Rights and be issued Shares, regardless of whether the Holder remains a Director, consultant or employee of the Company or a subsidiary thereof at the time of exercise.

1.16 **Control Events**

Performance Rights issued to a Holder will be immediately exercised and Shares issued to the Holder on the occurrence of any of the following events:

- (a) a Takeover Bid is made to acquire all or some of the ordinary shares in the capital of the Company and the directors of the Company recommend to shareholders that the Takeover Bid be accepted;
- (b) a court approves a Scheme of Arrangement which would result in a person having a Relevant Interest in more than 50% of the ordinary shares in the capital of the Company; or
- (c) the Company announces to the ASX an intention to sell all or substantially all of its business undertakings or assets.

Schedule 4 – Listing Rule 7.3A.6

No.	Date of Issue	Number issued	Class	Persons to whom the securities were issued	Issue price (A\$)	Discount / Premium to market price (per cent.)	Consideration and/or terms of issue
1	22 October 2018	33,117,189	Fully paid ordinary shares (IHL)	Existing Shareholders under entitlement offer	\$0.01	-41.1%	\$331,172
2	7 November 2018	40,454,873	IHL	Existing Shareholders under Shortfall Offer	\$0.01	-62.9%	\$404,549
3	21 November 2018	5,500,000	IHL	Mr Troy Valentine	Nil	NA	IHL Shares were issued pursuant to a Convertible Loan Agreement between the Company and sophisticated investors. Mr Troy Valentine is a Director and IHL Shares were issued pursuant to shareholder approval obtained at AGM on 20 November 2018.
4	21 November 2018	5,500,000	IHLOB	Mr Troy Valentine	Nil	NA	IHLOB were issued pursuant to a Convertible Loan Agreement between the Company, Directors, Senior Managers of the Company and sophisticated investors. Mr Troy Valentine is a Director and the IHLOB were issued pursuant to shareholder approval obtained at AGM on 20 November 2018.

No.	Date of Issue	Number issued	Class	Persons to whom the securities were issued	Issue price (A\$)	Discount / Premium to market price (per cent.)	Consideration and/or terms of issue
5	21 November 2018	3,300,000	IHL	Mr Alistair Blake	Nil	NA	<p>IHL Shares were issued pursuant to a Convertible Loan Agreement between the Company, Directors, Senior Managers of the Company and sophisticated investors.</p> <p>Mr Alistair Blake was a Director at the time of issue and IHL Shares were issued pursuant to shareholder approval obtained at AGM on 20 November 2018.</p>
6	21 November 2018	3,300,000	IHLOB	Mr Alistair Blake	Nil	NA	<p>IHLOB were issued pursuant to a Convertible Loan Agreement between the Company, Directors, Senior Managers of the Company and sophisticated investors.</p> <p>Mr Alistair Blake was a Director at the time of issue and IHLOB were issued pursuant to shareholder approval obtained at AGM on 20 November 2018.</p>
7	21 November 2018	3,300,000	IHL	Mr Peter Widdows	Nil	NA	<p>IHL Shares were issued pursuant to a Convertible Loan Agreement between the Company, Directors, Senior Managers of the Company and sophisticated investors.</p> <p>Mr Peter Widdows is a Director and IHL Shares were issued pursuant to shareholder approval obtained at AGM on 20 November 2018</p>
8	21 November 2018	3,300,000	IHLOB	Mr Peter Widdows	Nil	NA	<p>IHLOB were issued pursuant to a Convertible Loan Agreement between the Company, Directors, Senior Managers of the Company and sophisticated investors.</p> <p>Mr Peter Widdows is a Director and IHLOB were issued pursuant to shareholder approval obtained at AGM on 20 November 2018.</p>

No.	Date of Issue	Number issued	Class	Persons to whom the securities were issued	Issue price (A\$)	Discount / Premium to market price (per cent.)	Consideration and/or terms of issue
9	21 November 2018	4,950,000	IHL	Mr Joel Latham	Nil	NA	<p>IHL Shares were issued pursuant to a Convertible Loan Agreement between the Company, Directors, Senior Managers of the Company and sophisticated investors.</p> <p>Mr Joel Latham was a senior manager of the Company at the time of the issue and IHL Shares were issued pursuant to shareholder approval obtained at AGM on 20 November 2018.</p>
10	21 November 2018	4,950,000	IHLOB	Mr Joel Latham	Nil	NA	<p>IHLOB were issued pursuant to a Convertible Loan Agreement between the Company, Directors, Senior Managers of the Company and sophisticated investors.</p> <p>Mr Joel Latham was a senior manager of the Company at the time of the issue and IHLOB were issued pursuant to shareholder approval obtained at AGM on 20 November 2018.</p>
11	21 November 2018	8,800,000	IHL	Mr Glenn Fowles	Nil	NA	<p>IHL Shares were issued pursuant to a Convertible Loan Agreement between the Company, Directors, Senior Managers of the Company and sophisticated investors.</p> <p>Mr Glenn Fowles is the Chief Financial Officer and Company Secretary of the Company and IHL Shares were issued pursuant to shareholder approval obtained at AGM on 20 November 2018.</p>

No.	Date of Issue	Number issued	Class	Persons to whom the securities were issued	Issue price (A\$)	Discount / Premium to market price (per cent.)	Consideration and/or terms of issue
12	21 November 2018	8,800,000	IHLOB	Mr Glenn Fowles	Nil	NA	<p>IHLOB were issued pursuant to a Convertible Loan Agreement between the Company, Directors, Senior Managers of the Company and sophisticated investors.</p> <p>Mr Glenn Fowles is the Chief Financial Officer and Company Secretary of the Company and IHLOB were issued pursuant to shareholder approval obtained at AGM on 20 November 2018.</p>
13	21 November 2018	56,650,000	IHL	Sophisticated Investors under Convertible Loan Agreement	Nil	NA	<p>IHL Shares were issued pursuant to a Convertible Loan Agreement between the Company, Directors, Senior Managers of the Company and sophisticated investors and pursuant to shareholder approval obtained at AGM on 20 November 2018.</p>
14	21 November 2018	56,650,000	IHLOB	Sophisticated Investors under Convertible Loan Agreement	Nil	NA	<p>IHLOB were issued pursuant to a Convertible Loan Agreement between the Company, Directors, Senior Managers of the Company and sophisticated investors and pursuant to shareholder approval obtained at AGM on 20 November 2018.</p>
15	21 November 2018	8,000,000	Performance Rights	Mr Joel Latham	Nil	NA	<p>Mr Joel Latham was a senior manager of the Company at the time of the issue of the Performance Rights. The Performance Rights were issued pursuant to shareholder approval obtained at AGM on 20 November 2018.</p>

No.	Date of Issue	Number issued	Class	Persons to whom the securities were issued	Issue price (A\$)	Discount / Premium to market price (per cent.)	Consideration and/or terms of issue
16	21 November 2018	4,000,000	Performance Rights	Mr Alistair Blake	Nil	NA	Mr Alistair Blake is a Director and the Performance Rights were issued pursuant to shareholder approval obtained at AGM on 20 November 2018.
17	21 November 2018	2,500,000	Performance Rights	Mr Troy Valentine	Nil	NA	Mr Troy Valentine is a Director and the Performance Rights were issued under shareholder approval obtained at AGM on 20 November 2018.
18	21 November 2018	2,500,000	Performance Rights	Mr Peter Widdows	Nil	NA	Mr Peter Widdows is a Director and the Performance Rights were issued pursuant to shareholder approval obtained at AGM on 20 November 2018.
19	21 November 2018	2,000,000	Performance Rights	Mr Glenn Fowles	Nil	NA	Mr Glenn Fowles is the Chief Financial Officer and Company Secretary of the Company.
20	22 November 2019	3,034,312	IHL	Alignment Capital Pty Ltd	\$0.01	-47.4%	IHL Shares issued as consideration for services rendered during the Company's first element of capital raising activities in accordance with the capital raising mandate (valued at \$30,343). Troy Valentine is a director and major shareholder of Alignment Capital Pty Ltd. Alignment was engaged on arm's length terms for its management of the IHL placement.
21	22 November 2019	13,177,210	IHLOB	Placement to sophisticated investors	\$0.000001	-100.0%	\$132
22	31 January 2019	74,100,000	IHL	Placement to sophisticated investors	\$0.01	NA	\$741,000

No.	Date of Issue	Number issued	Class	Persons to whom the securities were issued	Issue price (A\$)	Discount / Premium to market price (per cent.)	Consideration and/or terms of issue
23	31 January 2019	3,500,000	IHL	Placement to sophisticated investors	\$0.02	+11.1%	\$740,000
24	31 January 2019	6,500,000	IHLOB	Placement to sophisticated investors	\$0.000001	-100%	\$65
25	24 April 2019	24,833,322	IHL	Alignment Capital Pty Ltd, Joel Latham, Alistair Blake, Troy Valentine, Peter Widdows and Glenn Fowles	Nil	NA	Conversion of Performance Rights into IHL shares upon the achievement of performance rights.
26	26 April 2019	9,269,086	IHL	Alignment Capital Pty Ltd	Nil	NA	IHL Shares issued as consideration for services rendered during the Company's 2 nd and 3 rd elements of the capital raising activities in accordance with the capital raising mandate (valued at \$92,691). Troy Valentine is a director and major shareholder of Alignment Capital Pty Ltd. Alignment was engaged on arm's length terms for its management of the IHL placement.
27	26 April 2019	1,000,000	IHLOB	Sabre Power Systems Pty Ltd	\$0.05	NA	IHLOB issued as consideration for services rendered during the Company's recent capital raising activities in accordance with the capital raising mandate (valued at \$5,000).

No.	Date of Issue	Number issued	Class	Persons to whom the securities were issued	Issue price (A\$)	Discount / Premium to market price (per cent.)	Consideration and/or terms of issue
28	26 April 2019	9,269,086	IHL	Alignment Capital Pty Ltd	Nil	NA	IHL Shares issued as consideration for services rendered during the Company's 2 nd and 3 rd elements of the capital raising activities in accordance with the capital raising mandate (valued at \$92,691). Troy Valentine is a director and major shareholder of Alignment Capital Pty Ltd. Alignment was engaged on arm's length terms for its management of the IHL placement.
29	9 July 2019	31,983,470	IHL	Placement to sophisticated investors	\$0.038	-5.0%	\$1,215,372
30	9 July 2019	2,000,000	IHL	AXIM Biotechnologies Inc.	\$0.02	50.0%	\$40,000
31	9 July 2019	1,000	IHL	Sophisticated Investors under Cleansing Prospectus dated 8 July 2019	\$0.038	5%	\$38
32	21 August	600,000	IHL	Holders of IHLOB	\$0.04	NA	\$24,000
33	23 August 2019	11,437,584	IHL	Placement to Sophisticated Investors	\$0.038	5.0%	\$434,630

No.	Date of Issue	Number issued	Class	Persons to whom the securities were issued	Issue price (A\$)	Discount / Premium to market price (per cent.)	Consideration and/or terms of issue
34	23 August 2019	1,315,790	IHL	Mr Peter Widdows	\$0.038	5.0%	\$50,000 Mr Peter Widdows is a Director of the Company and the IHL shares were issued pursuant to shareholder approval obtained at EGM on 9 August 2019.
35	23 August 2019	3,821,053	IHL	Alignment Capital Pty Ltd	Nil	NA	IHL Shares issued as consideration for the services rendered during the Company's recent capital raising activities in accordance with the capital raising mandate (valued at \$145,200).
36	23 August 2019	21,710,527	30-Sep-21 \$0.08 Unlisted Options (Sep-21 Unlisted Options)	Sophisticated Investors who participated in July-August placement.	Nil	NA	Sep-21 Unlisted Options were issued to investors in the placement to sophisticated investors across two tranches in or around July to August 2019 for nil issue price representing one (1) option for every two (2) shares issued.
37	23 August 2019	657,895	Sep-21 Unlisted Options	Mr Peter Widdows	Nil	NA	Mr Peter Widdows is a Director of the Company and was a participant in the placement conducted across two tranches in July and August 2019. Sep-21 Unlisted Options were issued to investors in the placement to sophisticated investors at a nil issue price representing one (1) option for every two (2) shares issued. Sep-21 Unlisted Options were issued to Mr Peter Widdows pursuant to shareholder approval obtained at EGM on 9 August 2019.
38	23 August 2019	33,000,000	Sep-21 Unlisted Options	Alignment Capital Pty Ltd	Nil	NA	Sep-21 Unlisted Options were issued to Alignment Capital Pty Ltd upon meeting success milestones for their services in connection with the capital raising activity.

No.	Date of Issue	Number issued	Class	Persons to whom the securities were issued	Issue price (A\$)	Discount / Premium to market price (per cent.)	Consideration and/or terms of issue
39	23 August 2019	10,000,000	1-Jan-20 \$0.02 Unlisted Options (Jan-20 Unlisted Options)	Cannvalate Pty Ltd	Nil	NA	Jan-20 Unlisted Options were issued to Cannvalate Pty Ltd upon the completion of first vesting condition set out in the Distribution Agreement between the Company and Cannvalate Pty Ltd pursuant to shareholder approval obtained at EGM on 9 August 2019.
40	23 August 2019	10,000,000	1-May-20 \$0.03 Unlisted Options (May-20 Unlisted Options)	Cannvalate Pty Ltd	Nil	NA	May-20 Unlisted Options were issued to Cannvalate Pty Ltd upon the completion of second vesting condition set out in the Distribution Agreement between the Company and Cannvalate Pty Ltd pursuant to shareholder approval obtained at EGM on 9 August 2019.
41	26 August 2019	1,000	IHL	Sophisticated Investors under Prospectus dated 22 August 2019	\$0.038	51.9%	\$38
42	3 September 2019	1,750,000	IHL	Joel Latham	Nil	NA	IHL shares issued and held in escrow as part of Joel Latham's remuneration package as Chief Executive Officer and Managing Director.
43	3 September 2019	2,250,000	30-Jun-27 \$0.08 Unlisted Options (Jun-27 Unlisted Options)	Joel Latham	Nil	NA	Jun-27 Unlisted Options issued and held in escrow as part of Joel Latham's remuneration package as Chief Executive Officer and Managing Director.
	TOTAL EQUITY SECURITIES	523,514,311					

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