

SIENNA CANCER DIAGNOSTICS LIMITED

ACN 099 803 460

(ASX code: SDX)

NOTICE OF 2019 ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM

Thursday 14 November 2019

10.00 a.m. (Melbourne time)

Offices of K & L Gates,
Level 25, South Tower, 525 Collins Street,
Melbourne, Victoria.

This Notice of Annual General Meeting and Explanatory Memorandum should be read in its entirety.
If you are in doubt as to how to vote on any of the resolutions, you should seek advice from your
accountant, solicitor or other professional adviser without delay.

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 Thursday 14 November 2019 at the offices of K & L Gates, Level 25, 525 Collins Street, Melbourne, Victoria.

Agenda

Financial statements and reports

To table and consider the 2019 Annual Report including the Financial Report and the reports of the Directors and of the Auditors for the year ended 30 June 2019. The 2019 Annual Report is available for download on Sienna's website:

<http://www.siennadiagnostics.com.au/investors/information>.

Resolution 1: Adoption of Remuneration Report

To consider and, if thought fit, pass the following resolution as a **non-binding ordinary resolution**:

"That the Company's Remuneration Report for the year ended 30 June 2019 as set out in the Company's Annual Report for the year ended 30 June 2019 be adopted."

*Please note that section 250R(3) of the Corporations Act 2001 (Cth) provides that the vote on this resolution is advisory only and does not bind the Directors or the Company

Resolution 2: Election of Dr David J. Earp

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

"That pursuant to section 13.3 of the Company's Constitution and for all other purposes, Dr David J. Earp retires and offers himself for re-election as an Independent Non-executive Director of the Company."

Resolution 3: Amendments to the Company Constitution

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

"That Shareholders approve and ratify the amendments to the company constitution outlined in the Explanatory Memorandum which accompanies this Notice of Meeting."

Resolution 4: Approval of increased placement capacity

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

"That pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, Shareholders approve an increase in the capacity of the Company to issue equity securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions stated in the Explanatory Memorandum which accompanies this Notice of Meeting."

By order of the Board

Tony Di Pietro
Company Secretary
11 October 2019

VOTING ENTITLEMENT NOTICE

For the purposes of the Meeting, the Company has determined that in accordance with regulation 7.11.37 of the Corporations Regulations, shares will be taken to be held by the persons registered as holders at 7.00 pm on Tuesday 12 November 2019. Accordingly, transfers registered after that time will be disregarded in determining entitlements to vote at the Meeting.

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. A proxy need not be a Shareholder. A Shareholder entitled to attend and vote at the Meeting is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy form may specify the proportion or number of votes which the proxy may exercise. If it does not specify the proportion or number of votes the proxy may exercise, each proxy may exercise half of the votes. If there is more than one proxy appointed, on a show of hands only one of the proxies may vote, but on a poll, each proxy may exercise votes in respect of those shares the proxy represents.

Appointment of Proxies

A Proxy Form is attached to this Notice. To appoint a proxy you should complete Step 1 on the attached Proxy Form. If you wish to appoint a person other than the Chairman, you should complete the second panel in Step 1, and not “tick” the first panel. Proxy Forms must be lodged in accordance with the directions set out on the Proxy Form not later than 48 hours prior to the Meeting.

The Chairman intends to vote all undirected proxies in favour of the Resolutions put in the Notice of Meeting. As such, if the Chairman of the Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolutions 1,2,3 and 4, 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, namely in favour of Resolutions 1,2,3 and 4 as set out in the Notice of Meeting.

If a member has not directed their proxy how to vote, the proxy may vote as the proxy determines. If a member (who is not an Excluded Voter) has appointed as their proxy an Excluded Voter, the member may only vote with respect to Resolutions that do not involve them or a related party. An “Excluded Voter” for these purposes means collectively one of the Key Management Personnel (**KMP**) (as set out on page 19 of the Company’s 2019 Annual Report and is defined in the Corporations Act to include the Chairman) or one of the KMP’s closely related parties (which includes a spouse, dependent and certain other close family members and companies controlled by the KMP).

Proxy Forms must be received by the Company’s share registrar, Link Market Services Ltd, by no later than 10.00 am Melbourne time on Tuesday, 12 November 2019. Proxy Forms may be lodged online at www.linkmarketservices.com.au (see the reverse side of the Proxy Form for further information), or by mail to Sienna Cancer Diagnostics Limited, C/- Link Market Services, Locked Bag A14, Sydney South, NSW 1235, or by fax, on +61 2 9287 0309.

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. The appointment may be a standing one. 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 his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

SIENNA CANCER DIAGNOSTICS LIMITED

ACN 099 803 460

Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of the Company's Shareholders in connection with the business to be conducted at the AGM of Shareholders to be held at 10.00 am on Thursday, 14 November 2019 (**Meeting**).

The Meeting will first deal with the usual regulatory requirements for an annual general meeting, namely the laying of the financial reports before the Meeting, the adoption of the Remuneration Report and the election of directors (Resolution 1 and Resolution 2). Listing Rule 14.5 requires that a listed entity hold an election of directors at each AGM (e.g. via a re-election or election of directors). Dr David J. Earp will be standing for re-election as a Director pursuant to Resolution 2. No other Director is required to stand for re-election at this AGM.

Resolution 3 seeks Shareholder approval for the amendments to the Company's constitution as detailed below.

Resolution 4 seeks Shareholder approval in order to give the Company some flexibility over the next 12 months to enable the issue of Shares (subject to the ASX Listing Rules) up to a further 10% of its total share capital under ASX Listing Rule 7.1A without seeking prior shareholder approval. This will enable the Company to more quickly seize upon any opportunities, or meet needs, should they arise.

1. Accounts and Reports

The Corporations Act requires the Company to provide before the AGM, the Financial Report, Directors' report (including the Remuneration Report) and the Auditor's Report for the financial year ended 30 June 2019.

Shareholders will be offered the opportunity to discuss the Financial Report, Directors' Report and Auditor's Report at the meeting. The Company's auditor will be attending the AGM via teleconference to take questions from Shareholders. Copies of these reports can be found on the Company's website www.siennadiagnostics.com.au.

There is no requirement for Shareholders to approve the Financial Report, Directors' Report and Auditor's Report. Shareholders will be offered the following opportunities to:

- (a) discuss the Annual Report for the financial year ended 30 June 2019;
- (b) ask questions or make comments on the management of the Company; and
- (c) ask the auditor questions regarding the conduct of the audit and preparation and content of the Auditor's Report.

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

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

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

2. Resolution 1: Adoption of Remuneration Report

2.1 Corporations Act

Under the Corporations Act, listed entities are required to put to a vote a resolution that the Remuneration Report section of the Directors' Report be adopted. This Remuneration Report can be found in the Company's 2019 Annual Report. It sets out a range of matters relating to the remuneration of Directors and KMP of the Company.

A vote on this resolution is advisory only and does not bind the Directors or the Company. The Corporations Act effectively provides that:

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

The Company's current "strike" count is zero. If a "first strike" was to occur at the 2019 Annual General Meeting:

- (c) the Company's subsequent Remuneration Report (in other words, the Company's Remuneration Report to be included in the 2020 Annual Report) must include an explanation of the Board's proposed action in response to the "no vote" or an explanation of why no action has been taken; and
- (d) if the Company's subsequent Remuneration Report also receives a "no vote" of at least 25% of the votes cast at the 2020 AGM, then Shareholders will be asked (at that 2020 AGM) to vote on whether or not the Company is to hold another general Shareholder's meeting (within the following 90 days) to vote on a "spill resolution" under section 250V of the Corporations Act.

2.2 Board Recommendation

As set out in the Notice of Meeting, any Director or member of the KMP whose remuneration details are included in the Remuneration Report, together with any closely related party of those members, are excluded from casting a vote on Resolution 1.

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

2.3 Voting Exclusion Statement

Voting exclusion:

The Company will disregard any votes cast on this resolution:

- (a) *by or on behalf of a Director or member of the Company's KMP whose remuneration is disclosed in the Remuneration Report, and*
- (b) *by or on behalf of a closely related party of a Director or member of KMP.*

However, the Company will not disregard a vote if it is cast by the Director or member of the KMP, not cast on behalf of any Director or member of the KMP, and either:

- (c) *the proxy appointing the Director or member of the KMP specifies the way the proxy is to vote on the resolution; or*
- (d) *the Chairman is appointed proxy, the appointment does not specify the way the proxy is to vote on the resolution and the appointment expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a director or member of KMP.*

3. Resolution 2: Election of Dr David J. Earp

3.1 Background

Clause 13.3(b) of the Company's Constitution provides that there is to be an election of at least one Director at each AGM. Ms Helen Fisher was elected at the 2018 AGM. Dr Geoffrey Cumming, Dr David J. Earp and Mr Carl Stubbings were all re-elected at the 2017 AGM. Dr David J. Earp has been nominated, and has agreed, to stand for re-election at the 2019 AGM.

3.2 Board Recommendation

The Directors recommend that Shareholders vote in favour of this Resolution 2.

4. Resolution 3: Amendments to the Company Constitution

The Board of Sienna are seeking the approval of shareholders to make the following amendments to the company's constitution (amendments are in bold italics):

1.1 Definitions

Law means:

- (a) principles of law or equity established by decisions of courts;
- (b) statutes, regulations or by-laws of the Commonwealth, a State, a Territory or a Government Agency; and
- (c) requirements and approvals (including conditions) of the Commonwealth, a State, a Territory or a Government Agency that have the force of law ***(including the Listing Rules)***;

2.2 Preference shares

- (a) ***Subject to the Law***, the Company may issue preference shares, which may be issued:
 - (i) on terms that they are, at the option of either the Company or the holder or both, liable to be redeemed or converted into Shares; and
 - (ii) on such other terms as the Directors determine.

2.3 Classes of Shares

- (b) The rights attached to any class (unless otherwise provided by the terms of issue of the Shares of that class) may, whether or not the Company is being wound up, be varied:
 - (i) with the consent in writing of the holders of at least 75% of the issued Shares of that class; ***and***
 - (ii) with the sanction of a special resolution passed at a separate general meeting of the holders of the Shares of the ***class Company***.

12.3 Annual general meetings

Annual general meetings of the Company must be held in accordance with the Act and the Listing Rules. The business of an annual general meeting is to:

- (a) consider the annual report, Directors' report and the auditor's report;
- (b) elect Directors;
- (c) (where relevant) appoint the auditor; ***and***
- ~~(d) fix the remuneration of the auditors; and~~

~~(de)~~ transact any other business that may be properly brought before the meeting.

Commentary: There is no requirement under the Corporations Act or ASX listing rules for this and in addition it is impractical to fix audit fees so far ahead of time.

13.3 ~~Retirement~~Election of Director/s at each annual general meeting

- (a) Subject to clause 16.1 and only when the Company is admitted to the Official List, no Director may hold office for a period in excess of 3 years, or beyond the third annual general meeting following the Director's election, whichever is the longer, without submitting himself or herself for re-election.
- (b) There must be an election of **at least one** Director/s at each annual general meeting. The Director/s or **proposed** Director/s to stand for **election retire** at each annual general meeting are **all any one or more** of the following, as applicable:
 - (i) any Director required to retire under clause 13.3(a) and standing for re-election;
 - (ii) any Director required to submit for election under clause 13.1(d);
 - (iii) a person standing for election as a new Director; or
 - (iv) if no person is standing for election or re-election under clauses 13.3(b)(i) to 13.3(b)(iii); then the Director who has been in office the longest since last being elected. **If Between two or more** Directors **who** were elected on the same day, the Director to **stand for election retire** will be decided by lot, unless the relevant Director/s agree otherwise.

Commentary: To improve language and clarity.

13.4 Remuneration

- (a) Subject to clause 13.4(b) and the Listing Rules, the Directors are entitled to be paid for their services as Directors. ~~such~~ **The annual fees are determined by as** the Directors **determine, provided the annual fees do and must** not exceed in aggregate the maximum sum that is from time to time approved by the Members in a general meeting in accordance with the Listing Rules. **This sum does not include remuneration in the form of a share, option or other equity plans separately approved by the Members in general meeting.**

24.4 Receipts

The receipt of a dividend, or other payment, by one of the joint holders of a Share in respect of a Share, Any of the joint holders of a Share completes the Company's obligation to make the may give effective receipt for all Dividends and payments in respect of that Share.

Commentary: To improve language and clarity.

5. Resolution 4: Approval of increased placement capacity

5.1 Placement capacity

ASX Listing Rule 7.1A enables eligible entities, after obtaining shareholder approval at an annual general meeting, to issue equity securities up to 10% of its issued share capital through placements over a 12 month period after the AGM (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1. This Resolution seeks approval to allow the Board the flexibility to issue additional

Shares if it so decides. The Board may decide not to issue any Shares pursuant to this Resolution.

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 now seeking Shareholder approval by way of a special resolution to have the ability to issue equity securities under the 10% Placement Facility.

The exact number of equity securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

5.2 Description of Listing Rule 7.1A

Any equity securities issued under the 10% Placement Facility (**Placement Securities**) 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 one class of equity securities, being ordinary shares (**Shares**).

Resolution 4 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).

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

$$\text{Additional Capacity} = (A \times D) - E$$

where:

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

- (i) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (ii) plus the number of partly paid shares that became fully paid in the 12 months;
- (iii) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4;
- (iv) less the number of fully paid shares cancelled in the 12 months.

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 the approval of Shareholders under Listing Rule 7.1 or 7.4.

The issue price of Placement Securities issued under Listing Rule 7.1A (as outlined in Listing Rule 7.1A.3) 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 Placement Securities are to be issued is agreed; or
- (ii) if Placement Securities are not issued within 5 trading days of the date in paragraph (i) above, the date on which Placement Securities are issued.

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the AGM 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 AGM at which the approval is obtained; or
- (ii) the date of the approval by Shareholders 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

(being the "10% Placement Period").

The effect of Resolution 4 will be to allow the Directors to issue Placement Securities under Listing Rule 7.1A during the 10% Placement Period without using any of the Company's 15% placement capacity under Listing Rule 7.1.

5.3 Specific information required by Listing Rule 7.3A

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

(a) Minimum issue price

If any Placement Securities are issued, the minimum price the Placement Securities will be issued at is the price determined in accordance with the ASX Listing Rule 7.1A.3 (as described above) which 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 Placement Securities are to be issued is agreed; or
- (ii) if Placement Securities are not issued within 5 trading days of the date in paragraph (i) above, the date on which Placement Securities are issued.

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

(b) Effect on existing (non-participating) Shareholders

If Resolution 4 is approved by Shareholders and the Company issues Placement Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:

- (i) the market price for the Company's equity securities may be significantly lower on the date of the issue of Placement Securities than on the date of the AGM; and
- (ii) Placement 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 Placement 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 Placement Securities.

The table below is included for illustrative purposes and shows the potential dilution of existing Shareholders on the basis of the current market price of the Shares as at 25 September 2019 and the current number of Shares for variable "A" (above) calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- (i) Two examples where variable 'A' has increased by 50% and 100%. Variable 'A' is based on the number of Shares the Company has on issue as at the date of this Notice of Meeting. The number of Shares on issue may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future shareholders' meeting; and
- (ii) Two examples where the issue price of the Shares has decreased by 50% and increased by 50% as against the current market price.

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Placement Securities available under the 10% Placement Facility.
- (ii) 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%.
- (iii) 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 Annual General Meeting.
- (iv) The table shows only the effect of issues of Placement Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (v) The issue of Placement Securities under the 10% Placement Facility consists only of Shares

The issue price is \$0.04, being the closing price of the Shares on ASX on 25 September 2019.

Variable 'A' in Listing Rule 7.1A.2		\$0.02 50% decrease in Issue Price	\$0.04 Issue Price	\$0.06 50% increase in Issue Price
Current Variable A 289,055,171 Shares	10% Voting Dilution	28,905,517 Shares	28,905,517 Shares	28,905,517 Shares
	Funds raised	\$578,110	\$1,156,220	\$1,734,331
50% increase in current Variable A 433,582,756 Shares	10% Voting Dilution	43,358,275 Shares	43,358,275 Shares	43,358,275 Shares
	Funds raised	\$867,165	\$1,734,331	\$2,601,496
100% increase in current Variable A 578,110,342 Shares	10% Voting Dilution	57,811,034 Shares	57,811,034 Shares	57,811,034 Shares
	Funds raised	\$1,156,220	\$2,312,441	\$3,468,662

(c) Date by which Placement Securities may be issued

The Company will only issue and allot Placement Securities during the 10% Placement Period, that is, at any time up to 13 November 2020. An approval given under Resolution 4 for the issue of Placement 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).

(d) Purposes for which Placement Securities may be issued

The Company may seek to issue Placement Securities as non-cash consideration or cash consideration for the acquisition of new assets and or other investments, or as cash for general working capital purposes.

The Company will comply with the disclosure obligations under Listing Rule 7.1A (4) and 3.10.5A upon issue of any Placement Securities.

(e) Company's Share allocation policy

The Company's Share allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Placement 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, issues in which existing security holders can participate;
- (ii) the effect of the issue of Placement Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice of Meeting but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

(f) Issues during the previous 12 months

The Company had previously obtained Shareholder approval under Listing Rule 7.1A at the 2018 AGM. In the 12 months since that approval the Shares and Options detailed in the below table have been issued:

Date of Appendix 3B	Number of Equity Securities	Class of Equity Securities and summary of terms Options to purchase Shares with an exercise price of ### and expiry date of ### (Options) fully paid ordinary shares (Shares)	Names of recipients or basis on which recipients determined Eligible employees under the Company's employee share option plan (ESOP)	Issue price of Equity Securities and discount to Market Price on the trading day prior to the issue	If issued for cash – the total consideration, what it was spent on and the intended use of any remaining funds If issued for non-cash consideration – a description of the consideration and the current value of the consideration
24/04/2019	21,665,764	Ordinary Shares.	Shareholders of Sevident Inc.	6 cents, which was the last traded price of Sienna ordinary shares before these ordinary shares were issued. The total value of these securities at 4 October 2019 was \$1,061,573.	Not issued for cash. The ordinary shares were issued as consideration for the acquisition of Sevident Inc. intellectual property and select equipment assets. These assets were recognised in the financial statements at historical cost and continue to be carried forward at historical cost.
13/12/2018	4,300,000	Options issued pursuant to the Company's ESOP. 1,800,000 options with an exercise price of 10.3 cents and expiring 15 November 2023. 2,500,000 options with an exercise price of 10.1 cents and expiring 4 December 2023.	Eligible Directors and employees issued under the Company's ESOP. Options that were issued to Directors were approved by shareholders at the 2018 AGM.	No consideration is paid for Options issued pursuant to the Company's ESOP. The total upfront value of these options, calculated using a modified binomial pricing model, is \$173,440.	Issued pursuant to the Company's ESOP. Details of the Company's ESOP are provided in the Directors' Report and Financial Reports of the Company's 2019 Annual Report.
5/08/2019	1,980,000	Options issued pursuant to the Company's ESOP. All options have an exercise price of 7 cents and an expiry date of 2 July 2024.	Eligible employees under the Company's ESOP.	No consideration is paid for Options issued pursuant to the Company's ESOP. The total upfront value of these options, calculated using a modified binomial pricing model, is \$64,094.	Issued pursuant to the Company's ESOP. Details of the Company's ESOP are provided in the Directors' Report and Financial Reports of the Company's 2019 Annual Report.
Total Number of Securities Issued:	27,945,764	Representing a 9.90% increase in the number of securities on issue at the date of the 2018 AGM.			

5.4 Recommendation

The Directors of the Company believe that Resolution 4 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution 4.

5.5 Voting Exclusion Statement

Voting exclusion:

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of any person (or their associates) who is expected to participate, or will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of the Company's ordinary securities).

However, the Company need not disregard a vote on Resolution 4 if:

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

At the date of this Notice of Meeting, 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 securities pursuant to Listing Rule 7.1A and it is not known to the Company who will participate in any issue under Listing Rule 7.1A. Accordingly as at the date of this Notice of Meeting the Company does not have an intention to exclude any existing Shareholder's votes under the voting exclusion with respect to Resolution 4.

6. Further information

The Directors are not aware of any other information which is relevant to the consideration by Shareholders of the resolutions set out in this Notice of Meeting.

The Directors recommend Shareholders read this Explanatory Memorandum in full and, if desired, seek advice from their own independent financial or legal adviser as to the effect of the resolutions before making any decision in relation to the resolutions.

Annexure A – Glossary

Definitions

The following definitions are used in the Notice of Meeting and the Explanatory Memorandum:

Annual General Meeting or AGM means the annual general meeting of the Company to be held at 10.00 am on 14 November 2019 pursuant to the Notice of Meeting.

Annual Report means the Directors' Report (including Remuneration Report), the Financial Report and the Auditor's Report in respect to the financial year ended 30 June 2019.

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

ASX Listing Rules or Listing Rules means the Listing Rules of the ASX as amended from time to time.

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

Board means the board of Directors of the Company.

Change of Control means, in relation to a body corporate, the occurrence of an event or circumstance where a person who is not presently able to do any of the following things becomes able to do one of the following things (whether alone or together with any associates and whether directly or indirectly or through one or more intervening persons, companies or trusts):

- (a) control the composition of more than one half of the Company's board of directors;
- (b) be in a position to cast, or control the casting of, more than one half of the maximum number of votes that might be cast at a general meeting of the Shareholders of the Company (or its ultimate holding company, as applicable); or
- (c) hold or have a beneficial interest in more than one half of the issued share capital of the Company (or its ultimate holding company, as applicable).

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

Corporations Act or 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 entity.

Explanatory Memorandum means the explanatory memorandum attached to this Notice.

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

Key Management Personnel or KMP means the key personnel as disclosed in the Remuneration Report, being Sienna's CEO, Mr Matthew Hoskin.

Meeting means the annual general meeting subject to this Notice.

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

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report of the Company for the year ended 30 June 2019 as set out in the Company's Annual Report for the year ended 30 June 2019.

Resolution means the resolutions referred to in the Notice of Meeting.

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

Shareholder means a holder of a Share.

Sienna or the Company means **Sienna Cancer Diagnostics Limited** ACN 099 803 460.



www.linkmarketservices.com.au



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



+61 2 9287 0309



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



Telephone: +61 1300 554 474

[illegible]

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

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 **10:00am (Melbourne time) on Thursday, 14 November 2019 at K&L Gates offices Level 25, South Tower, 525 Collins Street, Melbourne, 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.

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 ☐

For Against Abstain*

- 1 Adoption of Remuneration Report
- 2 Election of Dr David J. Earp
- 3 Amendments to the Company Constitution
- 4 Approval of increased placement capacity



* 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.

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).

SDX PRX1902C



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:

- (a) 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
- (b) 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" must 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 Tuesday, 12 November 2019**, 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).



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.**