

GLOBAL HEALTH LIMITED

ABN 75 091 377 892

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that a general meeting of the members of Global Health Limited (**Company**) will be held as shown below:

Date: **30 November 2020 (Monday)**

Time: **10:00am (AEDT)**

In light of the COVID-19 pandemic, and the uncertainty about holding a physical meeting, the 2020 Annual General Meeting (AGM) will be a virtual meeting using an online platform. There will not be a physical meeting venue. Shareholders are invited to participate in the Meeting virtually via our online AGM platform or by telephone, using the following details:

Shareholders may be present virtually and vote via the online platform provided by our share registrar Link Market Services, at <https://agmlive.link/GLH20>

For more information about how to participate in the Annual General Meeting please refer to the Virtual Meeting Online Guide, which is available on our website at <https://www.global-health.com/>

ITEMS OF BUSINESS

1) Receive the Reports for the Year Ended 30 June 2020

To receive and consider the Annual Financial Report, the Directors' Report and the Independent Audit Report of the Company and its controlled entities for the financial year ended 30 June 2020.

2) Remuneration Report 2020

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

'That the Remuneration Report for the financial year ended 30 June 2020 (as set out in the Directors' Report) be adopted.'

Voting exclusion

The Company will disregard any votes cast on this resolution by all directors and key management personnel, being persons who have authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, and any of their respective nominees or associates. The Company will also disregard the votes cast on this resolution by all closely related parties of directors and key management personnel. However the Company need not disregard a vote if it is cast by:

- (a) that person (excluded from voting) as proxy, appointed in writing for a person who is entitled to vote, in accordance with the express directions on the proxy form and is not cast on behalf of a person excluded from voting or their closely related parties; or
- (b) the person chairing the meeting who is appointed as proxy and the proxy:
 - (i) does not specify the way the proxy is to vote on the resolution; and
 - (ii) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

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Please note that the Chairman of the Meeting intends to vote undirected proxies in favour of all resolutions.

If the Chairman of the Meeting is appointed as your proxy you are expressly authorising the Chairman of the Meeting to exercise your proxy even if the resolution is connected directly or indirectly with the remuneration of a member of key management personnel.

3) Re-election of Director

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

'That in accordance with the Company's Constitution, Mr Grant Smith retires by rotation and being eligible is re-elected as a Director of the Company.'

The Directors recommend that you vote in favour of this resolution.

4) Appointment of Auditor

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

'That HLB Mann Judd be appointed as the Company's auditor.'

The Directors recommend that you vote in favour of this resolution.

5) Approval of new Equity Incentive Plan

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

'That, for the purposes of ASX Listing Rule 7.2 Exception 13(b), as an exception to Listing Rule 7.1, and for all other purposes, the adoption by the Company of an equity incentive scheme titled Global Health Limited Equity Incentive Plan and the issues of securities under that plan, on the terms and conditions set out in the Explanatory Statement, be approved.'

In the interests of good governance, the Directors abstain from making a recommendation in relation to this Resolution.

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution 5 by or on behalf of a Director of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the Company), their nominee(s) and any of their associates.

However, the Company need not disregard a vote if it is cast:

- (a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form;
- (b) by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides;
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary where the beneficiary has provided written confirmation that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting on the resolution, and the holder votes in accordance with the directions given by the beneficiary.

6) Special Resolution for Approval of Additional 10% Placement Capacity under Listing Rule 7.1A

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

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'That for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval be given for the issue of equity securities of up to 10% of the Company's share capital calculated in accordance with Listing Rule 7.1A, and on the terms and conditions set out in the Explanatory Statement'.

The Company previously obtained shareholder approval under Listing Rule 7.1A at the last Annual General Meeting on 21 November 2019.

Voting exclusion

The Company will disregard any votes cast in favour of this resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary shares in the Company), and any associate of any such person.

However, the Company need not disregard a vote if the vote is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form;
- (b) 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; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary where the beneficiary has provided written confirmation that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting on the resolution, and the holder votes in accordance with the directions given by the beneficiary.

At the date of this notice, the Company has not approached any existing shareholder or an identifiable class of existing shareholders to participate in any issue of shares. No existing shareholder's vote will therefore be excluded under the voting exclusion.

The Directors recommend that you vote in favour of each of the proposed resolutions, apart from Resolution 5, which they abstain from making a recommendation about. The Directors intend to vote any undirected proxies in favour of each proposed resolution.

The Explanatory Statement and Notes which accompany and form part of this Notice of Meeting more fully describe the matters to be considered at the Annual General Meeting.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers before voting.

If you wish to discuss the matters in this Notice of Meeting please contact the Company Secretary on +613 9675 0600.

By Order of the Board



Sam Butcher
Company Secretary
26 October 2020

NOTES

Proxies

A member who is entitled to attend and vote at the Annual General Meeting may appoint a proxy.

A proxy need not be a member of the Company.

A proxy can be either an individual or a body corporate. If you appoint a body corporate as your proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D of the Corporations Act 2001 (Cth); and
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

If satisfactory evidence of appointment as corporate representative is not received before the meeting, then the body corporate (through its representative) will not be permitted to act as your proxy. If a shareholder is entitled to cast two or more votes they may appoint two proxies and may specify the percentage or number of votes each proxy is appointed to exercise. If the proxy appointments do not specify the proportion or number of the member's voting rights that each proxy may exercise, each proxy may exercise half of the member's votes.

A form of appointment of proxy is enclosed. To be effective, the proxy form (and, if the appointment is signed by the appointer's attorney, the authority under which it was signed or a certified copy of the authority) must be received by the Company's share registry, Link Market Services Limited, by **10:00am (AEDT) on Saturday, 28 November 2020**.

Where more than one proxy is to be appointed or where voting intentions cannot be adequately expressed using the enclosed proxy form, an additional form of proxy is available on request from the Share Registry.

The completed Proxy Form may be:

Mailed/delivered to the Company's share registry, Link Market Services Limited at:

Street Address:	Postal Address:
Level 12	Locked Bag A14
680 George Street	Sydney South
Sydney NSW 2000	NSW 1235

Faxed to Link Market Services Limited on fax: +612 9287 0309.

Lodged On-Line: Lodge your vote on-line at Global Health Limited's Share Registry website www.linkmarketservices.com.au. If you lodge your proxy electronically you will not need to return your proxy form by mail or fax.

Corporate Representatives

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act in which case the Company will require a Certificate of Appointment of Corporate Representative executed in accordance with the Corporations Act. The Certificate must be lodged with the Company before the meeting or at the registration desk on the day of the meeting. The Company will retain the certificate.

Entitlement to Vote

In accordance with Regulation 7.11.37 of the Corporations Regulations the Directors have set a date to determine the identity of those entitled to attend and vote at the meeting. That date is 7:00pm (AEDT) on 28 November 2020.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's Annual General Meeting. The purpose of this Explanatory Statement is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the resolutions.

The Directors recommend that Shareholders read this Explanatory Statement before determining whether or not to support the resolutions.

1) **Reports for the Year Ended 30 June 2020**

This item is self-explanatory. It is intended to provide an opportunity for Shareholders to raise questions on the reports themselves and on the performance of the Company generally.

2) **Remuneration Report 2020**

The Remuneration Report is set out in the Directors' Report contained in the Company's 2020 Annual Report.

Section 250R(3) of the Corporations Act provides that the vote on the resolution is advisory and not binding on the Company or the Directors.

Section 250R(4) of the Corporations Act provides that votes on the resolution must not be cast (in any capacity) by or on behalf of members of key management personnel or their closely related parties. However, a vote may be cast by such a person as a proxy for a person who is entitled to vote on this Resolution, appointed by way of a shareholder voting form that directs how the proxy is to vote on this Resolution. Any undirected proxies held by Directors or by other Key Management Personnel or their closely-related parties for the purposes of this Resolution will not be voted. This prohibition does not apply to the Chairman of the meeting who may vote directed and undirected proxies in favour of the resolution, providing that the shareholder expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the relevant entity.

'Key Management Personnel' and 'closely related party' for the purposes of the Corporations Act are widely defined. They include directors and key management personnel of a public company and family members of directors and key management personnel. Closely-related parties include entities over which a director or key management personnel maintains control.

Under the Corporations Act, where a company's remuneration report receives a 'No' vote of 25% or more at two consecutive annual general meetings, a resolution must then be put to the shareholders at that second annual general meeting as to whether another meeting ('spill meeting') should be held within 90 days at which all directors (other than the managing director) who were in office at the date of approval of the relevant directors' report must stand for re-election.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

The Company encourages all shareholders to cast their votes in relation to this resolution and if shareholders choose to appoint a proxy, shareholders are encouraged to direct their proxy how to vote on the Resolution by marking either "For", "Against" or "Abstain" on the proxy form.

The Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

3) **Re-election of Director**

This resolution seeks Shareholder approval for the re-election of Mr Grant Smith as a Director of the Company.

Clause 11.3 of the Company's Constitution provides that one third of the Directors shall retire from office at every Annual General Meeting and clause 11.4 provides that a retiring Director is eligible for re-election at that meeting. If approved by Shareholders, the appointment will take effect immediately following the end of the Annual General Meeting.

Mr Smith is the Chairman of the Audit Committee and a member of the board. He has worked in insurance, superannuation, investment and funds management for over 40 years. He started with National Mutual (now AMP) in the investments division and was responsible for the establishment of the funds management business for National Mutual. In 1984, he established an independent funds management group and floated Hospitals of Australia - the first healthcare investment fund in Australia. Hospitals of Australia owned and operated a number of hospitals throughout Australia. Mr Smith was intimately involved in the building of a number of hospitals including Strathfield Private, Southern Highlands Private Hospital, Port Macquarie Hospital and the refurbishment of a number of other healthcare facilities. Hospitals of Australia was ultimately acquired by Mayne Nickless Limited. In the past 15 years, Mr Smith developed and built the Medica Centre and opened the first digital (paperless) private surgical hospital in Australia. He is currently involved in developing new hospitals in Melbourne. Mr Smith is also involved in utilising digital technology to generate increased productivity and efficiencies for the Healthcare sector.

Mr Smith has been a Director of the Company since 2013.

The Chairman of the Meeting intends to vote undirected proxies in favour of this resolution.

4) **Appointment of Auditor**

The board appointed HLB Mann Judd as the Company's auditor with effect from 1 May 2020 following the resignation of the Company's previous auditor, and ASIC's consent to that resignation. After discussions with the previous auditor and with other potential auditors, the Board resolved to appoint HLB Mann Judd as the Company's auditor and considers this appointment to be in the best interests of the Company and its shareholders.

In accordance with section 327C of the Corporations Act, shareholders are asked to confirm the appointment of HLB Mann Judd as the Company's auditor.

The Chairman of the Meeting intends to vote undirected proxies in favour of this resolution.

5) **Approval of new Equity Incentive Plan**

Resolution 5 seeks shareholder approval for the adoption of the new employee incentive scheme titled: Global Health Limited Equity Incentive Plan (**Incentive Plan**) in accordance with ASX Listing Rule 7.2 (Exception 13(b)).

ASX Listing Rule 7.1 provides that, with certain exceptions, a Company must not issue or agree to issue more equity securities during any 12 month period than 15% of the number of fully paid ordinary securities at the start of that 12 month period. One of the exceptions to ASX Listing Rule 7.1 is in ASX Listing Rule 7.2 (Exception 13(b)), which exempts issues of securities under an employee incentive scheme that has been approved within 3 years before the issue date.

If Resolution 5 is passed, the Company will be able to issue a limited number of securities under the Incentive Plan to eligible participants over a period of 3 years without impacting on its ability to issue up to 15% of its total ordinary securities in any 12 month period without Shareholder approval. If Resolution 5 is not passed, any securities issued under the Incentive Plan will not be exempt from ASX Listing Rule 7.1, and will be included in the maximum number of equity securities that can be issued in the period of 12 months following

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the Annual General Meeting. This would mean that the number of equity securities that could be issued in that period without shareholder approval would be reduced by the number of securities issued under the Incentive Plan.

The objective of the Incentive Plan is to attract, motivate and retain key employees, who in the board's opinion are dedicated and will provide outstanding and ongoing commitment and effort to the Company. The board considers that adopting the Incentive Plan and issuing securities under it will give selected employees the opportunity to participate in the Company's future growth.

This is the first approval sought under Listing Rule 7.2 Exception 13(b) for the Incentive Plan. No incentive securities have been issued under the Incentive Plan and the Incentive Plan has not yet been approved by Shareholders. Under the ASX Listing Rules, Shareholders must re-approve the Incentive Plan and all unallocated securities that can be issued under it every 3 years.

The maximum number of incentive securities that can be issued under the Incentive Plan will not exceed 5% of the total number of shares on issue.

Any future issues of securities under the Incentive Plan to a related party or someone whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained, will require additional Shareholder approval at the relevant time under ASX Listing Rule 10.14.

A summary of the key terms and conditions of the Incentive Plan is set out in the table below. Copies of the Incentive Plan are available upon request to the Company Secretary. A copy is also available for review by Shareholders at the registered office of the Company until the date of the Meeting. Shareholders are invited to contact the Company if you have any questions or concerns.

A voting exclusion statement is included in the Notice.

In the interests of good governance, the Directors abstain from making a recommendation about this Resolution.

The Chairman of the Meeting intends to vote undirected proxies in favour of this resolution.

Table – Summary of terms of Global Health Limited Equity Incentive Plan:

Term	Description
Eligibility	Offers may be made at the Board's discretion to employees of the Company (including Executive and Non-Executive Directors) and any other person that the Board determines to be eligible to receive a grant under the Plan.
Types of securities	<p>The Plan Rules provide flexibility for the Company to grant one or more of the following securities as incentives, subject to the terms of individual offers:</p> <ul style="list-style-type: none">• performance rights, which are an entitlement to receive ordinary shares in the Company (Shares) upon satisfaction of applicable conditions;• options, which are an entitlement to receive Shares upon satisfaction of applicable conditions and payment of the applicable exercise price; and• restricted shares, which are Shares that are subject to dealing restrictions, vesting conditions or other restrictions or conditions.

Term	Description
Offers under the Plan	<p>The Board may make offers at its discretion and any offer documents must contain the information required by the Plan Rules. The Board has the discretion to set the terms and conditions on which it will offer performance rights, options and restricted shares in individual offer documents.</p> <p>Offers must be accepted by the employee and can be made on an opt-in or opt-out basis.</p>
Plan limit	<p>Where an offer is made in reliance on ASIC Class Order 14/1000, the total number of Shares issued (or in the case of performance rights and options, the total number of Shares which would be issued if those performance rights or options were exercised) must not exceed 5% of the total number of Shares on issue.</p>
Issue price	<p>Unless the Board determines otherwise, no payment is required for a grant of a performance right, option or restricted share under the Plan.</p>
Vesting	<p>Vesting of performance rights, options and restricted shares under the Plan is subject to any vesting or performance conditions determined by the Board and specified in the offer document.</p> <p>Options must be exercised by the employee (or their nominee) and the employee (or their nominee) is required to pay the exercise price before Shares are allocated.</p> <p>Subject to the Plan Rules and the terms of the specific offer document, any performance rights, options or restricted shares will either lapse or be forfeited if the relevant vesting and performance conditions are not satisfied.</p>
Cessation of employment	<p>Under the Plan Rules, the Board has a broad discretion in relation to the treatment of entitlements on cessation of employment. It is intended that individual offer documents will provide more specific information on how the entitlements will be treated if the participating employee ceases employment.</p>
Clawback and preventing inappropriate benefits	<p>The Plan Rules provide the Board with broad “clawback” powers if, for example, the employee has acted fraudulently or dishonestly or there is a material financial misstatement.</p>
Change of control	<p>The Board may determine that all or a specified number of an employee’s performance rights, options or restricted shares will vest or cease to be subject to restrictions on a change of control event in accordance with the Plan Rules.</p>
Reconstructions and corporate actions	<p>The Plan Rules include specific provisions dealing with rights issues, bonus issues and corporate actions and other capital reconstructions. These provisions are intended to ensure that there is no material advantage or disadvantage to the employee in respect of their incentives as a result of such corporate actions.</p>
Restrictions on dealing	<p>Prior to vesting, the Plan Rules provide that employees must not sell, transfer, encumber, hedge or otherwise deal with their incentives. After vesting, employees will be free to deal with their incentives, subject to the Securities Trading Policy and the terms of their individual offer documents.</p>

Term	Description
Dividends and voting rights	Employees will have standard rights as Shareholders to any dividends, voting rights, bonus issues and rights issues in respect of their Shares once vested (and to any Shares issued upon vesting and valid exercise of performance rights or options). Any additional Shares issued to employees by way of a bonus issue will remain subject to the same restrictions on dealing as the original Shares.
Other terms	The Plan contains customary and usual terms of dealing with administration, variation, suspension and termination of the Plan.

6) Approval of Capacity to Issue Additional 10% of Issued Shares under Listing Rule 7.1A

The Company is seeking shareholder approval under this Resolution to issue up to an additional 10% of the issued share capital of the Company under ASX Listing Rule 7.1A (**Additional 10%**). This is a special resolution and requires approval of 75% of the votes cast by shareholders present and eligible to vote.

The only securities that the Additional 10% can cover are existing quoted securities, namely ordinary fully paid shares.

If Resolution 6 is passed, it will allow the Directors to issue equity securities under Listing Rule 7.1A during the period of 12 months following the Annual General Meeting without using its 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.

If Resolution 6 is not passed, the Company would not be able to issue equity securities in excess of 15% of the total ordinary securities on issue in the 12 months after the Annual General Meeting without shareholder approval.

Share Issue Capacity

As at the date of this Notice of Meeting, the Company has 42,098,320 shares on issue and therefore, in addition to any other shares which it can issue under the permitted exceptions to Listing Rules 7.1 and 7.1A, it has the capacity to issue:

- 6,314,748 shares under Listing Rule 7.1; and
- subject to shareholder approval being obtained under this resolution, 4,209,832 shares under Listing Rule 7.1A.

The actual number of Shares that the Company will have the capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the shares in accordance with the following formula (as prescribed by Listing Rule 7.1A.2):

$$(A \times D) - E$$

where:

A is the number of fully paid ordinary securities on issue 12 months before the date of issue or agreement:

- plus the number of fully paid 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 fully paid shares issued in the 12 months with the approval of holders of shares under Listing Rule 7.1 or 7.4. This does not include an issue of fully paid shares under the Company's 15% placement capacity without shareholder approval;
- less the number of fully paid shares cancelled in the 12 months,

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(note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity);

D is 10%; and

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 issue or agreement to issue that are *not* issued with the approval of holders of ordinary securities under Listing Rule 7.1 or 7.4.

Since 30 November 2019, the Company has not issued any ordinary securities. On 11 November 2019, the Company issued 8,419,728 ordinary shares and 4,209,873 new options under a pro rata entitlement offer. On 12 December 2019, the Company issued 1,095,000 unlisted options under the Company's Employee Share Option Plan.

Minimum Issue Price

In accordance with Listing Rule 7.1A, shares issued by the Company under an Additional 10% placement can only be issued at a price that is not less than 75% of the VWAP (volume weighted average price) of the shares calculated over the 15 trading days on which trades in its shares were recorded immediately before:

- the date on which the price at which the securities are to be issued is agreed by the Company and the recipient of the securities; or
- if the securities are not issued within 10 trading days of the date on which the price is agreed by the Company and the recipient, the date on which the securities are issued.

Period of Validity

Shareholder approval under Listing Rule 7.1A is valid from the date of this Annual General Meeting until the earlier to occur of:

- 12 months after the date of the Annual General Meeting;
- the time and date of the next Annual General Meeting to be held; or
- the date of approval by shareholders of 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), or such longer period if allowed by ASX.

As long as on the date of the Annual General Meeting the Company meets the criteria of market capitalisation of \$300 million or less and is not included in the S&P/ASX 300 Index, shareholder approval under Listing Rule 7.1A does not lapse if the Company's market capitalisation subsequently exceeds \$300 million or it is included in the S&P/ASX 300 Index at some time during the above periods.

Dilution to existing shareholdings

If this Resolution is approved by shareholders and the Company issues shares under the Additional 10%, there is a risk of shareholder's interests being diluted. There is also a risk that the Additional 10% placement might raise less funding than it would if based on current market prices. This is because the market price of the Company's shares might be significantly lower on the issue date than on the date of shareholder approval, and because shares may be issued at a discount to the market price on the issue date.

As required by Listing Rule 7.3A.2, the table below shows a number of hypothetical scenarios under an Additional 10% placement where variable 'A' in the formula in Listing Rule 7.1A.2 (representing the Company's share capital) increases by either 50% or 100%, and the share price decreases by 50% or increases by 100% from the approximate share price as at the date of this Notice of Meeting.

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Dilution Table - Hypothetical Potential Dilution Scenarios

Share Capital (Variable 'A' in Listing Rule 7.1A.2)	Funds expected to be raised at:		
	50% decrease in share price \$0.17	Current share price \$0.34	100% increase in share price \$0.68
Current: A = 42,098,320 Additional 10% = 4,209,832	\$715,671	\$1,431,343	\$2,862,686
If A increases by 50% = 63,147,480 Additional 10% = 6,314,748	\$1,073,507	\$2,147,014	\$4,294,029
If A increases by 100% = 84,196,640 Additional 10% = 8,419,664	\$1,431,343	\$2,862,686	\$5,725,372

The dilution table has been prepared on the following bases and hypothetical assumptions:

- the Company issues the maximum number of shares available under the Additional 10%;
- any increase in Variable 'A' (being the issued share capital at the time of issue) is due to an issue of shares which is an exception in Listing Rule 7.2, for example a pro-rata rights issue. However, a 15% placement under Listing Rule 7.1 does not increase variable 'A' for the purposes of calculating the placement capacity under Listing Rule 7.1A;
- the table shows only the effect of issues of shares under the Additional 10% in Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1;
- the table does not show the dilution that may be caused to any particular shareholder by reason of placements under Listing Rule 7.1A, based on that shareholder's holding at the date of the Annual General Meeting. For instance, shareholders will have different outcomes depending on whether or not they were to participate in any pro-rata issue which had the effect of increasing Variable 'A'; and
- the current share price is assumed to be \$0.34, being the closing share price on 23 October 2020 before finalising this Notice of Meeting.

Purpose of the Additional 10%

The Company may seek to issue shares under the Additional 10% for either:

- a cash issue price. In this case, the Company may use the funds for working capital or for other corporate purposes; or
- non-cash consideration, such as for the acquisition of new assets or investments, subject to any applicable ASX requirements. In these circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under Listing Rules 7.1A (4) and 3.10.5A upon the issue of any Additional 10%.

Allocation Policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue under the Additional 10% placement. The identity of the allottees under the Additional 10% will be determined on a case by case basis having regard to factors including the following:

- the methods of raising funds that are available to the Company, including a rights issue or other issue in which existing shareholders can participate;
- the effect of the issue of the shares on the control of the Company;
- the financial situation and solvency of the Company; and
- advice from corporate, financial and broking advisors (if applicable).

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The allottees under the Additional 10% placement are not known as at the date of this Notice of Meeting and may include existing substantial shareholders and new shareholders. However the allottees cannot include any directors, related parties or associates of a related party of the Company without a further specific shareholder approval.

Previous Approval

The Company previously obtained shareholder approval under Listing Rule 7.1A at the Annual General Meeting on 21 November 2019.

Recommendation

The Directors believe that this resolution will provide the Company with flexibility to raise capital quickly if advantageous terms are available, and is in the best interests of the Company. The Directors recommend that shareholders vote in favour of this resolution.

The Chairman of the meeting intends to vote undirected proxies in favour of this resolution.