



Adherium Limited ABN 24 605 352 510 Notice of Extraordinary General Meeting

Notice is given that the Extraordinary General Meeting (**EGM** or **the Meeting**) of Shareholders of Adherium Limited (**Adherium** or **the Company**) will be held as follows:

Date: **21 October 2022**

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

Venue: **Offices of K&L Gates
Level 25, Rialto South Tower,
525 Collins Street
Melbourne, VIC 3000**

Distribution of Notice of Meeting: In accordance with section 110D(1) of the Corporations Act 2001 the Company will not be sending through hard copies of this Notice of Meeting to shareholders unless a shareholder has requested a hard copy of this Notice or made an election for the purposes of Section 110E of the Corporations Act to receive documents from the Company in physical form. This Notice can be viewed and downloaded from the Company's website at www.adherium.com or the ASX at www2.asx.com.au

Voting: Shareholders will be able to participate in the Meeting of the Company by attending in person at the venue, to ask questions and to vote either by lodging a valid proxy (paper form), voting in person at the Meeting or voting on-line prior to the Meeting.

All Resolutions by Poll: All votes will be taken on a poll via proxy or online voting.

Voting Methods

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

- send the Proxy Form by post to Computershare, GPO Box 242, Melbourne, Victoria 3001; or
- send the Proxy Form by facsimile to Computershare on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).

OR

For online voting, visit www.investorvote.com.au and enter the 6 digit control number 181490 and your Adherium SRN or HIN;

For Intermediary Online voting by Custodians, please submit your votes electronically via www.intermediaryonline.com;

For all of the above voting you must ensure your vote is received not later than 10.00am on Wednesday, 19 October 2022.

Questions – Shareholders are encouraged to submit questions ahead of the Meeting so that they are received by email to CompanySec@adherium.com no later than 5:00pm AEDT Wednesday, 19 October 2022.

This Notice of Extraordinary 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.

The formal resolutions proposed to be considered at the Meeting follow.

Resolutions

1. Resolution 1 - Ratification of prior issue of 334,154,330 Shares

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

“That, in accordance with ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve for the purposes of ASX Listing Rule 7.1 the previous issue to sophisticated and professional investors of an aggregate of 334,154,330 Shares in the Company at \$0.005 per Share as further detailed in the attached Explanatory Memorandum.”

. Voting Exclusion Statement

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

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) any associates of those persons.

However, the Company need not disregard a vote cast on Resolution 1 if it is cast by or on behalf of:

- (c) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- (d) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (e) a shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the shareholder votes on the resolution in accordance with directions given by the beneficiary to the shareholder to vote in that way.

The Chairman will vote all undirected proxies in favour of this Resolution 1.

2. Resolution 2 - Approval to issue 2,193,345,670 Shares and 1,263,750,000 Options,

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

“That shareholders approve for the purposes of ASX Listing Rule 7.1 and for all other purposes the issue of 2,193,345,670 Shares in the Company at \$0.005 per Share and 1,263,750,000 Options by way of a private placement, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”

Voting Exclusion Statement

ASX Listing Rules - The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:

- (a) a 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 securities in the entity).
- (b) any associates of those persons.

However, the Company need not disregard a vote cast on Resolution 2 if it is cast by or on behalf of:

- (c) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- (d) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (e) a shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the shareholder votes on the resolution in accordance with directions given by the beneficiary to the shareholder to vote in that way.

The Chairman will vote all undirected proxies in favour of this Resolution 2.

3. Resolution 3 - Approval to issue up to 200,000,000 Shares and up to 100,000,000 Options pursuant to a share purchase plan offer to shareholders

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

“That shareholders approve for the purposes of ASX Listing Rule 7.1 and for all other purposes the offer of an aggregate of up to 200,000,000 Shares and up to 100,000,000 Options in the Company to shareholders pursuant to a share purchase plan offer on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”

Voting Exclusion Statement

ASX Listing Rules - The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- (a) a 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 securities in the entity).
- (b) any associates of those persons.

However, the Company need not disregard a vote cast on Resolution 3 if it is cast by or on behalf of:

- (c) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- (d) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (e) a shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the shareholder votes on the resolution in accordance with directions given by the beneficiary to the shareholder to vote in that way.

The Chairman will vote all undirected proxies in favour of this Resolution 3.

Please note the Company has applied to the ASX for an ASX Listing Rule 7.3.9 waiver which is being considered by ASX and, if granted, would mean that no voting exclusion statement will be imposed in respect of Resolution 3.

4. Resolution 4 - Approval to issue to Participating Director shareholders up to 16,000,000 Shares and up to 8,000,000 Options pursuant to the share purchase plan offer to shareholders

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

“That subject to the approval of resolution 3, shareholders approve for the purposes of ASX Listing Rule 10.11 and for all other purposes the issue of an aggregate of up to 16,000,000 Shares and up to 8,000,000 Options in the Company on subscription by Participating Director shareholders pursuant to the share purchase plan offer the subject of resolution 3 on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”

Voting Exclusion Statement

ASX Listing Rules - The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) a person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue (except a benefit solely by reason of being a holder of ordinary securities in the entity).
- (b) any associates of those persons.

However, the Company need not disregard a vote cast on Resolution 4 if it is cast by or on behalf of:

- (c) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- (d) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (e) a shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the shareholder votes on the resolution in accordance with directions given by the beneficiary to the shareholder to vote in that way.

The Chairman will vote all undirected proxies in favour of this Resolution 4.

5. Resolution 5 – Approval for subscription for Shares by Lou Panaccio

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

“That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the subscription by Lou Panaccio (or his nominee) for 20,000,000 Shares in the Company at \$0.005 per Share and 10,000,000 Options by way of a private placement, on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

ASX Listing Rules - The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) a person who is to receive the securities and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity);
- (b) any associates of those persons.

However, the Company need not disregard a vote cast on Resolution 5 if it is cast by or on behalf of:

- (c) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- (d) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (e) a shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the shareholder votes on the resolution in accordance with directions given by the beneficiary to the shareholder to vote in that way.

The chairman of the Meeting for this Resolution will vote all undirected proxies in favour of this Resolution 5.

Other business

To consider any other business that may lawfully be brought forward in accordance with the Constitution of the Company or the law.

Other information

An Explanatory Memorandum accompanies and forms part of this Notice of Extraordinary General Meeting.

All Shareholders should read the Explanatory Memorandum carefully and in its entirety. Shareholders who are in doubt regarding any part of the business of the Meeting should consult their financial or legal adviser for assistance.

Voting by proxy

Any Shareholder entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of that Shareholder.

The proxy does not need to be a Shareholder of the Company.

A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes.

Proxies must be:

- (a) lodged at the Company's share registry, Computershare Investor Services Pty Limited; or
- (b) faxed to the fax number specified below.

not later than 10:00am (AEDT) on Wednesday, 19 October 2022.

Address (hand deliveries): Computershare Investor Services Pty Limited
 Yarra Falls, 452 Johnson Street,
 Abbotsford, Victoria, 3067

Address (postal deliveries): C/- Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001, Australia

Fax number for lodgement: (within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

The Proxy Form has been enclosed. Please read all instructions carefully before completing the Proxy Form.

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.

Online Voting

You can lodge your vote online at www.investorvote.com.au

Custodian Voting

Custodians who are subscribers of Intermediary Online, please submit your votes electronically via www.intermediaryonline.com

Entitlement to vote

In accordance with Section 1074E(2)(g)(i) of the Corporations Act and Regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the meeting all shares will be taken to be held by the persons who held them as registered Shareholders at 7:00pm (AEDT) on Wednesday 19 October 2022. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

All Enquiries

Call Computershare: (within Australia) 1300 850 505 (outside Australia) +61 3 9415 4000

Voting Intentions

Subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of all Resolutions on the agenda. In respect of undirected proxies, subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of all Resolutions on the agenda.

By order of the Board



Rob Turnbull
Joint Company Secretary
21 September 2022

This Explanatory Memorandum sets out further information regarding the proposed Resolutions to be considered by Shareholders of Adherium Limited (**Adherium** or **the Company**) at the Extraordinary General Meeting to be held commencing at 10:00am (AEDT) on Friday 21 October 2022.

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

1. Resolution 1 – Ratification of prior issue of 334,154,330 Shares

1.1 Background

As announced on 16 September 2022, the Company received commitments from sophisticated and professional investors for a placement of 334,154,330 Shares (**Tranche 1 Placement Shares**) at \$0.005 each to raise approximately \$1,671,000 which funding was received on 26 September 2022 (**Tranche 1 Placement**). The Company issued the Tranche 1 Placement under its available capacity under Listing Rules 7.1. Subject to shareholder approval of Resolution 2, these subscribers will also be issued a total of 167,077,165 Options (refer to section 2.1 below).

1.2 ASX Regulatory Requirements

Under Listing Rule 7.1, a company may issue up to 15% of its ordinary share capital in any 12-month rolling period without shareholder approval.

Listing Rule 7.4 permits a company to obtain ratification from its shareholders in relation to a prior share issue (that was made that without being in breach of Listing Rule 7.1), and thereby refresh its ability in the future to issue further shares (equivalent in number to the share issue being ratified by this resolution) without obtaining prior shareholder approval.

The issue of the Tranche 1 Placement Shares was within the 15% limitations imposed by ASX Listing Rule 7.1. The Company is now seeking shareholder ratification of the issue of these Tranche 1 Placement Shares.

1.3 ASX Listing Rule 7.5

ASX Listing Rule 7.5 requires that the meeting documents concerning a proposed resolution to ratify an issue of securities in accordance with ASX Listing Rule 7.4 must include the following information:

- (a) The names of the allottee:

The Shares were allotted to wholesale or sophisticated investors introduced to the Company by MST Financial Pty Ltd and K One W One Limited by direct subscription with the Company.

None of the allottees are a related party of the Company.

- (b) The number of securities the entity issued:

A total of 334,154,330 Shares in the capital of the Company.

- (c) The date the securities were issued:

26 September 2022.

- (d) The issue price of the securities:

\$0.005 per Share, resulting in the receipt by the Company of total subscription funds of \$1,670,772.

- (e) The intended use of the funds raised:

To be applied towards:

- *Product Development*
- *Sales, Platform integration, marketing and business development*

- *General Administration*
- *Costs of the capital raising*
- *General working capital*

- (f) If the securities were issued under an agreement, a summary of the material terms of the agreement

The securities were not issued under an agreement with the Company.

1.4 Consequences if Resolution 1 is not approved (re ASX Listing Rule 14.1A)

Where Resolution 1 is not passed, the issue of the shares which are the subject of Resolution 1 will still be valid - however until 26 September 2023 those shares will reduce the Company's capacity which would otherwise be available if shareholders had passed Resolution 1 (unless ratified by Shareholders prior to 26 September 2023).

2. Resolution 2 – Approval to issue 2,193,345,670 Shares and 1,263,750,000 Options

2.1 Background

In addition to the allotment of Shares the subject of ratification under Resolution 1 above (**Tranche 1 Placement Shares**), the Company has also entered into binding subscription agreements, subject to shareholder approvals, for the proposed issue of 2,193,345,670 additional new Shares at \$0.005 per Share (**Tranche 2 Commitments**) and 1,263,750,000 Options related to the Tranche 1 Placement Shares (167,077,165 Options) and the Tranche 2 Commitments (1,096,672,835 Options). These Tranche 2 Commitments do not include the Shares and Options proposed to be issued (on the same terms) to the Chairman, being the Shares and Options the subject of Resolution 4.

This Resolution 2 is seeking shareholder approval for the issue of 2,193,345,670 additional new Shares at \$0.005 per Share and 1,263,750,000 Options ("**Conditional Allotment**"), with separate approval to be sought at the Company's Annual General Meeting (anticipated to be held on or about 29 November 2022)(**AGM**) at which it will seek shareholder approval for the issue of the remaining 152,500,000 additional new Shares at \$0.005 per Share and 76,250,000 Options. A separate approval will be sought at the AGM as the Company will be required to provide Shareholders with further information to consider in relation to the proposed further issue (which would increase the relevant interest of Trudell Medical Limited above 20%), which it is not in a position to provide at the time of this Meeting.

The Shares the subject of the Conditional Allotment under Resolution 2 exceed what remains of the Company's 15% capacity (under ASX Listing Rules 7.1) after the issue of the Tranche 1 Placement Shares. Accordingly, the Company is now seeking Shareholder approval for the purposes of Listing Rule 7.1, for the issue of the new Shares and Options the subject of Resolution 2 to the sophisticated and professional investors who have agreed to subscribe for the Conditional Allotment.

The Options have an exercise price of \$0.01 per Option, and an expiry date of 31 March 2024. In aggregate the 1,263,750,000 Options were valued at \$828,000 by the Company using the Black and Scholes valuation method. The Company has no intention of seeking to list the Options as a separate class of securities on the ASX.

2.2 Regulatory requirements for subscription

ASX Listing Rule 7.1 sets out the regulatory requirements that must be satisfied in relation to the issue of securities under Resolution 2. ASX Listing Rule 7.1 prohibits the Company issuing shares in excess of 15% of the existing share capital in a 12 consecutive month period without prior shareholder approval.

The Company seeks Shareholder approval to issue up to

- 2,193,345,670 additional new Shares in the Company credited as fully paid at the issue price of \$0.005 per Share, and

- 1,263,750,000 additional new Options on the Option Terms set out in Schedule 1.

ASX Listing Rule 7.3 requires that a notice of meeting pursuant to which Shareholders are requested to consider approving an issue of shares pursuant to ASX Listing Rule 7.1 must include certain specified information in relation to the securities to be issued, as follows.

- (i) The names of the persons to whom the Company will issue the securities (or the basis on which the persons were identified or selected):

Wholesale and sophisticated investors (as defined in sections 708(8) and 708(11) of the Corporations Act introduced by MST Financial Pty Ltd, and the following shareholders and new investors by direct subscription with the Company:

- *Phillip Asset Management Limited as trustee of the BioScience Managers Translation Fund 1*
- *Trudell Medical Limited*
- *K One W One Limited.*

- (ii) Number and class of securities to be issued:

2,193,345,670 Shares (credited as fully paid) and 1,263,750,000 Options, on the basis of one Option being issued for every two Shares subscribed.

- (iii) If the securities are not fully paid ordinary securities, a summary of the material terms of the securities:

The Shares to be issued will be fully paid ordinary shares in the Company ranking equally with all existing ordinary shares. The Options will be issued subject to the Option Terms, a copy of which is included in Schedule 1.

- (iv) Date which the securities are to be issued:

Within 3 months after the date of Shareholder approval.

- (v) The issue price or other consideration the Company will receive for the issue of the securities:

The issue price of the Shares will be \$0.005 per Share. The Options will be issued for no additional consideration, but if exercised before 31 March 2024 will have an exercise price per Option of \$0.01.

- (vi) The purpose of the issue, including the intended use of the funds raised by the issue:

To be applied towards:

- *Product Development*
- *Sales, Platform integration, marketing and business development*
- *General Administration*
- *Costs of the capital raising*
- *general working capital*

- (vii) The summary of the material terms of an agreement under which the securities were issued:

The securities were not issued under an agreement with the Company.

- (viii) If the securities are being issued under or to fund a reverse takeover, information about the reverse takeover:

The Shares and Options the subject of Resolution 2 are not being issued under or to fund a reverse takeover.

2.3 Consequences if Resolution 2 is not approved (re ASX Listing Rule 14.1A)

Where Resolution 2 is not approved, the Company will not be able to proceed with the issue of the new Shares or Options (i.e. the "Conditional Allotment" as referred to above).

2.4 Recommendation

The Company's Board believes that an issue of Shares and Options to the wholesale and sophisticated investors noted in section 2.2 above on the terms described in this Explanatory Memorandum is of significant benefit to the Company to provide working capital for the Company's immediate requirements.

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

3. Resolution 3 – Approval to issue up to 184,000,000 Shares and up to 92,000,000 Options pursuant to a share purchase plan offer to shareholders

3.1 Background

The Company wishes to offer existing shareholders (which includes the directors Bruce McHarrie, James Ward-Lilley, Jeremy Curnock Cook, and William Hunter or their nominees as shareholders the subject of Resolution 4) the same opportunity to participate in the Company's capital raising activities by undertaking a share purchase plan offer to existing shareholders of new Shares and Options on the same subscription and exercise prices as the placements the subject of Resolutions 1, 2, and 5.

As the share purchase plan offer is to include both new Shares and Options, it is not a share purchase plan within the requirements of the applicable ASIC relief and therefore prior Adherium shareholder approval is sought in respect of the share purchase plan offer (**SPP**), and the offer is to be made pursuant to a prospectus (**SPP Prospectus**). Pursuant to the SPP the Company shall offer each eligible shareholder the ability to subscribe for up to \$20,000 worth of Shares, with the ability for each shareholder to also apply for more new Shares and Options subject to scaling by the Company. The maximum subscriptions under the SPP have been set by the Company at an aggregate of 200,000,000 Shares and 100,000,000 Options across all shareholders (including the Participating Directors described in Resolution 4) (**SPP Maximum**). If the Company receives aggregate applications under the SPP in excess of the SPP Maximum, the Board has the discretion to scale back applications to that SPP Maximum amount (whereupon excess application monies received will be refunded in full). A further description will be included in the SPP Prospectus.

The Options have an exercise price of \$0.01 per Option, an expiry date of 31 March 2024 and Option Terms as set out in Schedule 2. In aggregate, if all 100,000,000 Options were issued they have been valued at \$66,000 by the Company using the Black and Scholes valuation method. The Company has no intention of seeking to list the Options as a separate class of securities on the ASX.

3.2 Regulatory requirements for subscription

ASX Listing Rule 7.1 sets out the regulatory requirements that must be satisfied in relation to the issue of securities under Resolution 2. ASX Listing Rule 7.1 prohibits the Company issuing shares in excess of 15% of the existing share capital in a 12 consecutive month period without prior shareholder approval.

The Company seeks Shareholder approval to issue up to

- 200,000,000 additional new Shares in the Company credited as fully paid at the issue price of \$0.005 per Share, and
- 100,000,000 additional new Options on the Option Terms set out in Schedule 2.

pursuant to the terms of a share purchase plan on the same terms as Tranche 2 (including the same SPP offer price and Option exercise price).

ASX Listing Rule 7.3 requires that a notice of meeting pursuant to which Shareholders are requested to consider approving an issue of shares pursuant to ASX Listing Rule 7.1 must include certain specified information in relation to the securities to be issued, as follows.

- (i) The names of the persons to whom the Company will issue the securities (or the basis on which the persons were identified or selected):

All eligible Shareholders of the Company

- (ii) Number and class of securities to be issued:

Up to 200,000,000 Shares (credited as fully paid) and up to 100,000,000 Options, on the basis of one Option being issued for every two Shares subscribed as described in the SPP Prospectus.

- (iii) If the securities are not fully paid ordinary securities, a summary of the material terms of the securities:

The Shares to be issued will be fully paid ordinary shares in the Company ranking equally with all existing ordinary shares. The Options will be issued subject to the Option Terms, a copy of which is included in Schedule 2

- (iv) Date which the securities are to be issued:

Within 3 months after the date of Shareholder approval.

- (v) The issue price or other consideration the Company will receive for the issue of the securities:

The issue price of the Shares will be \$0.005 per Share. The Options will be issued for no additional consideration, but if exercised before 31 March 2024 will have an exercise price per Option of \$0.01.

- (vi) The purpose of the issue, including the intended use of the funds raised by the issue:

To be applied towards:

- *Product Development*
- *Sales, Platform integration, marketing and business development*
- *General Administration*
- *Costs of the capital raising*
- *general working capital*

- (vii) The summary of the material terms of an agreement under which the securities were issued:

The securities were not issued under an agreement with the Company.

- (viii) If the securities are being issued under or to fund a reverse takeover, information about the reverse takeover:

The Shares and Options the subject of Resolution 3 are not being issued under or to fund a reverse takeover.

3.3 Consequences if Resolution 3 is not approved (re ASX Listing Rule 14.1A)

Where Resolution 3 is not approved the Company will not be able to proceed with the issue of the new Shares or Options pursuant to the proposed share purchase plan offer to shareholders.

3.4 Recommendation

The Company's Board believes that an issue of Shares and Options under an SPP on the terms described in this Explanatory Memorandum is of significant benefit to the Company.

The Directors unanimously recommend that Shareholders vote in favour of this Resolution 3.

4. Resolution 4 – Approval to issue to Participating Director shareholders up to 16,000,000 Shares and up to 8,000,000 Options pursuant to a share purchase plan offer to shareholders

4.1 Background

As discussed in section 3 above, the Company wishes to offer existing shareholders the same opportunity to participate in the Company's capital raising activities by undertaking a share purchase plan offer to existing shareholders of new Shares and Options on the same subscription and exercise prices as the placements the subject of Resolutions 1, 2, and 5. The offer to shareholders under the share purchase plan includes an offer to the directors Bruce McHarrie, James Ward-Lilley, Jeremy Curnock Cook, and William Hunter (or their nominees as shareholders) (each a **Participating Director**), but for regulatory reasons described below a separate approval must be sought for share purchase plan shares to be issued to the Participating Directors.

As the share purchase plan offer is to include both new Shares and Options, it is not a share purchase plan within the requirements of the applicable ASIC relief and therefore prior Adherium shareholder approval is sought in respect of the share purchase plan offer (**SPP**), and the offer is to be made pursuant to a prospectus (**SPP Prospectus**). Pursuant to the share purchase plan the Company shall offer each Participating Director the ability to subscribe for up to \$20,000 worth of Shares. Further details of the SPP are included in section 3.1 above.

The Options have an exercise price of \$0.01 per Option, an expiry date of 31 March 2024 and Option Terms as set out in Schedule 2. In aggregate, if all 8,000,000 Options were issued they have been valued at \$5,200 by the Company using the Black and Scholes valuation method. The Company has no intention of seeking to list the Options as a separate class of securities on the ASX.

Should Participating Directors subscribe in the SPP, the maximum subscriptions under the SPP that may be accepted by the Company will be an aggregate of 200,000,000 Shares and 100,000,000 Options across all shareholders (including the Participating Directors).

4.2 Regulatory requirements for subscription

Each Participating Director is a "related party" of the Company under the ASX Listing Rules, where no exemption to shareholder approval is applicable, hence shareholder approval is being sought under ASX Listing Rule 10.11, which provides that a listed company must not, without the approval of ordinary shareholders, issue equity securities to a related party. Resolution 3 relates to approval under ASX Listing Rule 7.1, for shareholders who are not a "related party" of the Company.

Pursuant to the Corporations Act 2001 (Cth), the provision of any financial benefit to a related party requires shareholder approval in accordance with the procedure set out in Part 2E.1 of that Act, unless one of a number of exceptions applies. Part 2E.1 applies to the issuance of securities to a related party by the Company to a related party. A "related party" (as defined in the Act) includes the Directors of the Company and their controlled entities.

With respect to Resolution 4 relating to the issuance of Shares and Options to a Participating Director, the Board is of the view that the Shares and Options proposed to be issued would be issued upon terms that would meet the "arm's length terms" criteria of Section 210 of the *Corporations Act* (and would therefore be exempt from the need to seek shareholder approval pursuant to the *Corporations Act*). In particular, the Share subscription price and the Option Terms were determined at the same time as, and are the same as, the Shares and Options proposed to be issued to all other shareholders of the Company.

The Company seeks Shareholder approval to issue up to:

- 16,000,000 additional new Shares in the Company credited as fully paid at the issue price of \$0.005 per Share, and
- 8,000,000 additional new Options on the Option Terms set out in Schedule 2.

pursuant to the terms of a share purchase plan (**SPP**) on the same terms as Tranche 2 (including the same SPP offer price and Option exercise price).

ASX Listing Rule 10.11 provides that a listed company must not, without the approval of ordinary shareholders, issue equity securities to a related party. ASX Listing Rule 10.13 requires that the notice in relation to a proposed resolution to approve an issue of securities to a related party, include the following information -

- (i) The name of the person and the category under ASX Listing Rules 10.11.1 - 10.11.5 applicable:

The Participating Directors, namely Bruce McHarrie, James Ward-Lilley, Jeremy Curnock Cook, and William Hunter (or their nominees) each being a director of the Company, therefore Listing Rule 10.11.1 applies.

- (ii) The number and class of securities to be issued:

Up to \$20,000 worth (i.e. up to 4,000,000 Shares and 2,000,000 Options to purchase Shares) for each Participating Director, making a total of 16,000,000 Shares and 8,000,000 Options should all four Participating Directors subscribe to their maximum under the SPP.

- (iii) If the securities are not fully paid shares, a summary of the material terms of the securities

The material terms of the Options are described in the Terms and Conditions, a copy of which is attached to this Explanatory Memorandum as Schedule 2.

- (iv) The date the Shares and Options are to be issued:

Within 1 month after the date of this Meeting.

- (v) The price or consideration the Company will receive:

The Company will receive up to \$20,000 in subscription funds for the Shares from each Participating Director (making a total of up to \$80,000 in subscription funds), but no additional consideration from the issue of the Options. However, if the maximum number Options proposed to be issued to each Director Shareholder are exercised, a total of an additional \$20,000 would be received from each Participating Director, being \$0.01 per Option exercised for up to 2,000,000 Options by each Participating Director.

- (vi) The purpose of the issue, including intended use of funds:

Funds from the Shares subscribed are to be applied towards:

- *Product Development*
- *Sales, Platform integration, marketing and business development*
- *General Administration*
- *Costs of the capital raising*
- *general working capital*

- (vii) If the issue is to a director and is intended to incentivise the person as a director, details of their remuneration package are to be provided:

The issue of the Shares and Options to a Participating Director is to be upon subscription of up to \$20,000 by that Participating Director and is not intended to remunerate or incentivise any Participating Director.

- (viii) If the securities are being issued under an agreement, a summary of the material terms of the agreement.

The securities were not issued under an agreement with the Company.

Approval of this issue of securities pursuant to Listing Rule 10.11 means that pursuant to Listing Rule 7.2 (Exception 14), member approval is not required under Listing Rule 7.1 to the issue of an aggregate of up to 16,000,000 Shares and 8,000,000 Options to the Participating Directors.

4.3 Consequences if Resolution 4 is not approved (re ASX Listing Rule 14.1A)

Where Resolution 4 is not approved the Company will not be able to proceed with the issue of the new Shares or Options pursuant to the proposed share purchase plan offer to the Participating Directors. Shareholders should also note that this Resolution 4 is conditional on the passing of Resolution 3. Therefore if Resolution 3 is not passed and the Company cannot make the SPP offer, Resolution 4 will also not have been passed.

4.4 Recommendation

The Company's Board believes that an issue of Shares and Options under an SPP on the terms described in this Explanatory Memorandum is of significant benefit to the Company.

The Directors unanimously recommend that Shareholders vote in favour of this Resolution 4.

5. Resolution 5 – Approval for subscription for Shares by Lou Panaccio

5.1 Background

As a show of his confidence in the Company Mr Lou Panaccio, the Company's Chairman, has agreed to subscribe, subject to shareholder approval, for 20,000,000 Shares (and 10,000,000 Options) at the same time as the subscribers of the Tranche 2 Commitments (as described in Section 2.1 above).

The Options shall have the same terms and conditions as the Options the subject of Resolution 2, a copy of which appears in Schedule 1. The Options have an exercise price of \$0.01 per Option, an expiry date of 31 March 2024. These 10,000,000 Options were valued at \$6,500 by the Company using the Black and Scholes valuation method. The Company has no intention of seeking to list the Options as a separate class of securities on the ASX.

5.2 Regulatory requirements for subscription

The regulatory requirements with respect to Part 2E.1 of the Corporations Act 2001 (Cth) and a "related party" (as defined in the Act) are discussed at section 3.2 above.

In addition, ASX Listing Rule 10.11 provides that a listed company must not, without the approval of ordinary shareholders, issue equity securities to a related party. A "related party" (as defined in the ASX Listing Rules) includes the directors of the listed company and their controlled entities.

With respect to Resolution 5, relating to the issuance of Shares and Options to Lou Panaccio, the Board is of the view that the Shares and Options proposed to be issued would be issued upon terms that would meet the "arm's length terms" criteria of Section 210 of the *Corporations Act* (and would therefore be exempt from the need to seek shareholder approval pursuant to the *Corporations Act*). In particular, the Share subscription price and the Option Terms were determined at the same time as, and are the same as, the Shares and Options proposed to be issued to the subscribers of the Shares and Options the subject of Resolutions 1 and 2.

Lou Panaccio (being a director of the Company) is a "related party" of the Company under the ASX Listing Rules, where no exemption to shareholder approval is applicable, hence shareholder approval is being sought under ASX Listing Rule 10.11.

ASX Listing Rules

ASX Listing Rule 10.11 provides that a listed company must not, without the approval of ordinary shareholders, issue equity securities to a related party. ASX Listing Rule 10.13 requires that the notice in relation to a proposed resolution to approve an issue of securities to a related party, include the following information -

- (i) The name of the person and the category under ASX Listing Rules 10.11.1 - 10.11.5 applicable:

Mr Lou Panaccio, Chairman and director of the Company, therefore Listing Rule 10.11.1 applies.

- (ii) The number and class of securities to be issued:

20,000,000 Shares and 10,000,000 Options to purchase Shares.

- (iii) If the securities are not fully paid shares, a summary of the material terms of the securities

The material terms of the Options are described in the Terms and Conditions, a copy of which is attached to this Explanatory Memorandum as Schedule 1.

- (iv) The date the Shares and Options are to be issued:

Within 1 month after the date of this Meeting.

- (v) The price or consideration the Company will receive:

The Company will receive \$100,000 in subscription funds for the Shares, but no additional consideration from the issue of the Options. However, if all the Options proposed to be issued to Lou Panaccio are exercised, a total of \$100,000 will be received, being \$0.01 per Option exercised for 10,000,000 Options.

- (vi) The purpose of the issue, including intended use of funds:

Funds from the Shares subscribed are to be applied towards:

- *Product Development*
- *Sales, Platform integration, marketing and business development*
- *General Administration*
- *Costs of the capital raising*
- *general working capital*

- (vii) If the issue is to a director and is intended to incentivise the person as a director, details of their remuneration package are to be provided:

The issue of the Shares and Options is to be upon subscription of \$100,000 by Lou Panaccio or his nominee (upon the same terms as the subscribers under Resolutions 1 and 2) and is not intended to remunerate or incentivise Lou Panaccio.

- (viii) If the securities are being issued under an agreement, a summary of the material terms of the agreement.

The securities were not issued under an agreement with the Company.

Approval of this issue of securities pursuant to Listing Rule 10.11 means that pursuant to Listing Rule 7.2 (Exception 14), member approval is not required under Listing Rule 7.1 to the issue of the 20,000,000 Shares and 10,000,000 Options to Lou Panaccio.

5.3 Consequences if Resolution 5 is not approved (re ASX Listing Rule 14.1A)

If this Resolution 5 is not approved the Company will not issue the 20,000,000 Shares and 10,000,000 Options to Lou Panaccio.

Board Recommendation

The Board of Directors (with Mr Lou Panaccio abstaining) unanimously recommends that shareholders vote in favour of Resolution 5. Mr Lou Panaccio abstains from making a recommendation due to his personal interest in the outcome of the Resolution 4.

The Chair (who will not be Mr Lou Panaccio for this Resolution 5) intends to vote all undirected proxies in favour of Resolution 5.

6. Further information

The Directors are not aware of any other information which is relevant to the consideration by members of the proposed resolutions set out in the notice of extraordinary general meeting.

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

Glossary

In this Explanatory Memorandum, and the Notice of Meeting:

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.

Board means the board of directors of the Company.

Company means Adherium Limited.

Constitution means the constitution of the Company.

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

Director means a director of the Company.

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

Extraordinary General Meeting or **EGM** or **Meeting** means the extraordinary general meeting of the Company to be held at 10:00am AEDT on 21 October 2022 pursuant to the Notice of Meeting.

Notice of Meeting or **Notice** means this notice of the Extraordinary General Meeting.

Option means an option to purchase a Share issued on the Option Terms.

Option Terms means the terms and conditions under which the Options will be issued, as set out in Schedule 1 or Schedule 2, as applicable.

Proxy Form means the proxy form accompanying this Notice of Meeting.

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

Shareholder means a holder of a Share.

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

Schedule 1

Option Terms and Conditions

Each option (**Option**) entitles the holder (**Option Holder**) to subscribe for and be issued one fully paid ordinary share (**Share**) in **Adherium Limited** ABN 24 605 352 510 (**Company**) on the following terms:

1. Subject to clause 2 and any restrictions imposed by the ASX Limited (**ASX**), each Option is exercisable at any time after the date it is issued (**Issue Date**), until and including their expiry date, namely 5pm on 31 March 2024 (**Expiry Date**). Any Options not exercised by the Expiry Date will automatically lapse at 5pm on the Expiry Date.
2. The Options may be exercised for part or all of the Options held at a particular time by the Option Holder giving written notice in the form set out below (**Notice of Exercise**) to the Company at its registered office prior to the Expiry Date together with payment in full of the exercise price of \$0.01 per Option (**Exercise Price**), provided that each Notice of Exercise must be for the exercise of a minimum of 1,000,000 Options or if less, the Option Holder's remaining Options holding.
3. On receipt by the Company of the Notice of Exercise and payment of the Exercise Price, the Company must, within 4 Business Days and if the Shares are listed on the ASX within the time period prescribed by the Listing Rules of the ASX (**ASX Listing Rules**):
 - (a) allot to the Option Holder one Share in the Company for each Option exercised by the Option Holder;
 - (b) cause to be despatched to the Option Holder the relevant acknowledgement of issue, a holding statement or share certificate (as applicable) as soon as is reasonably practicable detailing the issue of the relevant Share/s; and
 - (c) issue (if applicable) a new holding statement (or option certificate) for the balance of the Options that remain unexercised.
4. The Option Holder agrees in respect of any Shares issued on exercise of an Option, the Option Holder will not deal with the entitlement to the relevant Shares or trade / dispose of the relevant Shares until the Company has lodged a cleansing notice in respect of the issue of the Shares (in accordance with section 708A of the Corporations Act) or otherwise able to "cleanse" the allotment of the Shares under section 708A of the Corporations Act.
5. Shares allotted on the exercise of Options will rank equally in all respects with the then existing issued ordinary fully paid shares in the capital of the Company (except in respect to any dividends which shall have been declared but not yet distributed before the actual exercise of an Option) and will be subject to the provisions of the Constitution of the Company.
6. The Options are transferable by an Option Holder on written notice to the Company, provided that the Options cannot be transferred or assigned within 12 months after the Issue Date except in accordance with the Corporations Act.
7. If any reorganisation (including consolidation, subdivision, reduction, return or cancellation) of the issued capital of the Company occurs before the expiry of any Options, the number of Options to which each Option Holder is entitled or the Exercise Price of his or her Options or both must be reorganised in accordance with the ASX Listing Rules applying to a reorganisation at the time of the reorganisation (which adjustment formula will apply even where the Company is not admitted to the ASX Official List).
8. An Option does not confer the right to participate in new issues of capital offered to holders of Shares (**Rights Entitlement**) during the currency of the Options without exercising the Options. However, the Company will use reasonable endeavours to see that for the purpose of determining Rights Entitlements to any such issue, the Option Holder is to receive at least 2 Business Days written notice from the Company of the pending closing or record date and sufficient time for the Option Holder to exercise the Options prior to that closing or record date in order to qualify for the participation in the Rights Entitlement.
9. In the event of the liquidation of the Company, all unexercised Options will lapse upon the occurrence of that liquidation.
10. The Options do not provide any entitlement to dividends paid to ordinary shareholders.
11. The Options do not entitle the Option Holder to vote at any meeting of shareholders

12. To the extent (if any) that any of these Option Terms and Conditions are inconsistent with or contrary to the ASX Listing Rules, the ASX Listing Rules provisions will prevail and these Option Terms And Conditions are deemed to incorporate the relevant ASX Listing Rules provisions as an amendment to these terms; and
13. These Option Terms and Conditions are governed by the laws of Victoria. The parties submit to the non-exclusive jurisdiction of the courts of Victoria.

Schedule 2

SPP Option Terms and Conditions

Each option (**Option**) entitles the holder (**Option Holder**) to subscribe for and be issued one fully paid ordinary share (**Share**) in **Adherium Limited** ABN 24 605 352 510 (**Company**) on the following terms:

1. Subject to clause 2 and any restrictions imposed by the ASX Limited (**ASX**), each Option is exercisable at any time after the date it is issued (**Issue Date**), until and including their expiry date, namely 5pm on 31 March 2024 (**Expiry Date**). Any Options not exercised by the Expiry Date will automatically lapse at 5pm on the Expiry Date.
2. The Options may be exercised for part or all of the Options held at a particular time by the Option Holder giving written notice in the form set out below (**Notice of Exercise**) to the Company at its registered office prior to the Expiry Date together with payment in full of the exercise price of \$0.01 per Option (**Exercise Price**), provided that each Notice of Exercise must be for the exercise of a minimum of 100,000 Options or if less, the Option Holder's remaining Options holding. Shares to issue upon the exercise of Options shall issue on the second trading day in the calendar month following the calendar month during which the Notice of Exercise and payment of the applicable Exercise Price are received by the Company.
3. On receipt by the Company of the Notice of Exercise and payment of the Exercise Price, the Company must, within 4 Business Days and if the Shares are listed on the ASX within the time period prescribed by the Listing Rules of the ASX (**ASX Listing Rules**):
 - (a) allot to the Option Holder one Share in the Company for each Option exercised by the Option Holder;
 - (b) cause to be despatched to the Option Holder the relevant acknowledgement of issue, a holding statement or share certificate (as applicable) as soon as is reasonably practicable detailing the issue of the relevant Share/s; and
 - (c) issue (if applicable) a new holding statement (or option certificate) for the balance of the Options that remain unexercised.
4. Shares allotted on the exercise of Options will rank equally in all respects with the then existing issued ordinary fully paid shares in the capital of the Company (except in respect to any dividends which shall have been declared but not yet distributed before the actual exercise of an Option) and will be subject to the provisions of the Constitution of the Company.
5. If any reorganisation (including consolidation, subdivision, reduction, return or cancellation) of the issued capital of the Company occurs before the expiry of any Options, the number of Options to which each Option Holder is entitled or the Exercise Price of his or her Options or both must be reorganised in accordance with the ASX Listing Rules applying to a reorganisation at the time of the reorganisation (which adjustment formula will apply even where the Company is not admitted to the ASX Official List).
6. An Option does not confer the right to participate in new issues of capital offered to holders of Shares (**Rights Entitlement**) during the currency of the Options without exercising the Options. However, the Company will use reasonable endeavours to see that for the purpose of determining Rights Entitlements to any such issue, the Option Holder is to receive at least 2 Business Days written notice from the Company of the pending closing or record date and sufficient time for the Option Holder to exercise the Options prior to that closing or record date in order to qualify for the participation in the Rights Entitlement.
7. In the event of the liquidation of the Company, all unexercised Options will lapse upon the occurrence of that liquidation.
8. The Options do not provide any entitlement to dividends paid to ordinary shareholders.
9. The Options do not entitle the Option Holder to vote at any meeting of shareholders
10. To the extent (if any) that any of these Option Terms and Conditions are inconsistent with or contrary to the ASX Listing Rules, the ASX Listing Rules provisions will prevail and these Option Terms and Conditions are deemed to incorporate the relevant ASX Listing Rules provisions as an amendment to these terms; and
11. These Option Terms and Conditions are governed by the laws of Victoria. The parties submit to the non-exclusive jurisdiction of the courts of Victoria.



Adherium Limited
ABN 24 605 352 510



ADR

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?

 **Phone:**
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AEDT) on Wednesday, 19 October 2022.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 181490
SRN/HIN: I9999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Adherium Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of Adherium Limited to be held at Offices of K&L Gates, Level 25, Rialto South Tower, 525 Collins Street, Melbourne, VIC 3000 on Friday, 21 October 2022 at 10:00am (AEDT) and at any adjournment or postponement of that meeting.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Ratification of prior issue of 334,154,330 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval to issue 2,193,345,670 Shares and 1,263,750,000 Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval to issue up to 200,000,000 Shares and up to 100,000,000 Options pursuant to a Share purchase plan offer to shareholders	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to issue to Participating Director shareholders up to 16,000,000 Shares and up to 8,000,000 Options pursuant to the share purchase plan offer to shareholders	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval for subscription for Shares by Lou Panaccio	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address
By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

ADR

2 9 3 0 2 2 A



Computershare





Adherium Limited
ABN 24 605 352 510

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact

ADR

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Adherium Limited Extraordinary General Meeting

The Adherium Limited Extraordinary General Meeting will be held on Friday, 21 October 2022 at 10:00am (AEDT). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 181490

SRN/HIN: I999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 10:00am (AEDT) Wednesday, 19 October 2022.



ATTENDING THE MEETING IN PERSON

The meeting will be held at:

Offices of K&L Gates, Level 25, Rialto South Tower, 525 Collins Street, Melbourne, VIC 3000

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.