

24 October 2023

Dear Shareholder

Bio-Gene Technology Limited
2023 Annual General Meeting of Shareholders

Notice is hereby given that the 2023 Annual General Meeting of shareholders of Bio-Gene Technology Limited (**Bio-Gene** or the **Company**) will be held as a hybrid meeting (**Meeting** or **AGM**) at 11.00am (Melbourne time) on Thursday, 23 November 2023. The Meeting will be held at Level 14, 333 Collins Street, Melbourne, Victoria 3000 (the **Physical Location**) and as a virtual meeting.

Bio-Gene advises that no hard copy of the Notice of Annual General Meeting and Explanatory Notes (**Notice**) will be circulated other than to shareholders who have expressly requested a hard copy. These documents can be accessed on the Company's website at <http://bio-gene.com.au/investors/asx-announcements/> and via the ASX Market Announcements Platform under the Company's ASX Code (BGT).

If you have nominated an email address and elected to receive electronic communications from the Company, you will receive an email with a link to an electronic copy of the Notice of Meeting.

How to participate in the AGM

Shareholders may attend the AGM in person at the Physical Location or attend and participate in the AGM through an online meeting platform operated by our share registry Automic.

Shareholders who have an existing account with Automic will be able to watch, listen, and vote online if they choose not to attend the Meeting in person. Shareholders who do not have an account with Automic are strongly encouraged to register for an account as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting. An account can be created via the following link investor.automic.com.au and then click on "register" and follow the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

Shareholders will be able to ask questions if they are present at the Physical Location or online (by text or audio function) during the AGM in real time. Alternatively, the Company is happy to accept and answer questions submitted at least two business days prior to the Meeting by email to bgt.shareholder@bio-gene.com.au. The Company reserves the right to not respond to any unreasonable and/or offensive questions at its discretion.

Shareholders are strongly encouraged to lodge their completed proxy forms as early as possible. Proxy forms can be lodged online, by post or in person by following the proxy lodgement instructions on your personalised proxy form. Proxy forms must be received by the Company's share registry, Automic, by 11am (Melbourne time) on Tuesday, 21 November 2023. Proxy forms received later than this time will be invalid.

Shareholders who wish to vote virtually on the day of the Meeting can do so through the Automic Investor portal. For further information on the live voting process please see the Registration and Voting Guide at <https://www.automicgroup.com.au/agm/virtual-agms/>

Shareholder Communication Elections

Recent changes to the *Corporations Act 2001* allow shareholders to elect to receive documents (including shareholder meeting notices and the annual financial report) electronically or in hard copy. You can make a standing election and/or request to receive some or all of your communications from the Company in physical or electronic form.

Shareholders can also elect not to receive certain documents, including the annual financial report.

As part of our commitment to sustainable business practice, we encourage you to provide your email address so we can communicate with you electronically. This ensures that we are providing you with Company information in the fastest, most cost-effective manner possible, while also effecting sustainability.

If you have made a prior election or request to receive documents in a certain manner then that election will continue to apply until such time as you notify the Company that you change your election or request. Any shareholder who has not made a prior election and/or request to receive documents in a certain form will be treated by the Company as having elected to receive all documents in electronic form.

If you wish to update your communication preference, please contact our share registry, Automic below:

Telephone (within Australia): 1300 288 664
Telephone (outside Australia): +61 2 9698 5414
Email: hello@automicgroup.com.au
Website: <https://investor.automic.com.au/>.

Yours faithfully

Rod Valencia
Company Secretary

Bio-Gene Technology Limited

ACN 071 735 950

Notice of 2023 Annual General Meeting

To be held as a hybrid meeting at
Level 14, 333 Collins Street, Melbourne, Victoria and virtually on
Thursday, 23 November 2023 at 11am (Melbourne time)

Bio-Gene Technology Limited
ACN 071 735 950
Notice of Annual General Meeting

Notice is hereby given that the 2023 Annual General Meeting of the shareholders of Bio-Gene Technology Limited (**Bio-Gene** or the **Company**) is to be held as a hybrid meeting (**Meeting** or **AGM**) on Thursday, **23 November 2023** at 11am (Melbourne time) for the purpose of considering the business referred to in this Notice of Meeting. The Meeting will be held at Level 14, 333 Collins Street, Melbourne, Victoria 3000 and as a virtual meeting via a live webinar.

The Explanatory Notes which accompany this Notice of Meeting are incorporated in, and form part of, this Notice of Meeting.

Agenda

1. Consideration of 2023 Reports

To receive and consider the Financial Report of the Company, the Directors' Report and the Auditor's Report for the year ended 30 June 2023.

Note: no resolution is required for this item of business.

2. Resolution 1 – Adoption of Remuneration Report

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

"To adopt the Remuneration Report for the year ended 30 June 2023."

Note: In accordance with section 250R(3) of the Corporations Act 2001, the vote on this resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out at pages 17 to 27 of the Annual Report 2023.

Voting exclusion statement

The Company will disregard any votes cast on Resolution 1:

- by or on behalf of a member of the Company's Key Management Personnel (as defined in the Explanatory Notes) (**KMP**) or their Closely Related Parties, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's KMP at the date of the AGM or their Closely Related Parties,

unless the vote is cast as proxy for a person entitled to vote on Resolution 1:

- in accordance with a direction as to how to vote in the proxy form; or
- by the Chair of the AGM pursuant to an express authorisation in the proxy form to vote undirected proxies as the Chair sees fit, even though Resolution 1 is connected with the remuneration of members of the KMP.

"Closely Related Parties" of a member of the KMP means any of the following:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- or
- (e) a company the member controls.

3. Resolution 2(a) – Election of Mr Alex Ding as a Director

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

“That Mr Alex Ding be elected as a Director of the Company.”

4. Resolution 2(b) – Election of Mr Chris Ramsey as a Director

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

“That Mr Chris Ramsey be elected as a Director of the Company.”

5. Resolution 2(c) – Re-election of Mr Andrew Guthrie as a Director

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

“That Mr Andrew Guthrie, who retires as a Director of the Company in accordance with clause 59(1) of the Company’s Constitution and, being eligible for re-election, be re-elected as a Director of the Company.”

6. Resolution 3 – Approval of prior issue of shares

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the holders of ordinary shares in the Company approve the Company’s prior issue of 17,565,675 fully paid ordinary shares (the **September 2023 Share Issue**).”

Voting exclusion statement

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

- any person who was issued shares as part of the September 2023 Share Issue; or
- an associate of that person or those persons.

However, the Company need not disregard a vote cast in favour of Resolution 3 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with the directions given to the proxy or attorney to vote on Resolution 3 in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with a direction given to the Chair to vote on Resolution 3 as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 3; and
 - the holder votes on Resolution 3 in accordance with directions given by the beneficiary to the holder to vote in that way.

7. Resolution 4 – ASX Listing Rule 7.1A (additional issuance capacity)

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

“That approval be given to the Company to have the additional capacity to issue so many equity securities under ASX Listing Rule 7.1A as is allowed under the formula prescribed in ASX Listing Rule 7.1A(2), during the period specified under ASX Listing Rule 7.1A.1, at an issue price which is not less than the minimum issue price calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.3.”

8. Resolution 5(a) – Approval for issue of ordinary shares to a related party of Mr. Alex Ding under the Placement

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

“That, for the purposes of ASX Listing Rule 10.11, section 195(4) of the *Corporations Act 2001* and for all other purposes, that approval be given for the issue of 4,761,904 fully paid ordinary shares in the Company at an issue price of A\$0.084 per share to Vana Belle Pty Ltd (ACN 611 245 142) (being an entity that is controlled by the spouse of Mr. Alex Ding) on the terms and conditions set out in the Explanatory Notes which accompany the Notice of Meeting.”

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 5(a) by or on behalf of:

- Vana Belle Pty Ltd (ACN 611 245 142) and any other person who will obtain a material benefit as a result of the issue shares (except a benefit solely by reason of being a holder of ordinary shares in the Company); or
- an associate of that person or those persons.

However, the Company need not disregard a vote cast in favour of Resolution 5(a) by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 5(a), in accordance with the directions given to the proxy or attorney to vote on Resolution 5(a) in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 5(a), in accordance with a direction given to the Chair to vote on Resolution 5(a) as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 5(a); and
 - the holder votes on Resolution 5(a) in accordance with directions given by the beneficiary to the holder to vote in that way.

9. Resolution 5(b) – Approval for issue of ordinary shares to a related party of Mr. Andrew Guthrie under the Placement

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

“That, for the purposes of ASX Listing Rule 10.11, section 195(4) of the *Corporations Act 2001* and for all other purposes, that approval be given for the issue of 120,000 fully paid ordinary shares in the Company at an issue price of A\$0.084 per share to Anker SF Pty Ltd (ACN 635 477 342) as trustee for the Kerand Super Fund (being an entity that is controlled by Mr. Andrew Guthrie) on the terms and conditions set out in the Explanatory Notes which accompany the Notice of Meeting.”

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 5(b) by or on behalf of:

- Anker SF Pty Ltd (ACN 635 477 342) as trustee for the Kerand Super Fund and any other person who will obtain a material benefit as a result of the issue shares (except a benefit solely by reason of being a holder of ordinary shares in the Company); or
- an associate of that person or those persons.

However, the Company need not disregard a vote cast in favour of Resolution 5(b) by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 5(b), in accordance with the directions given to the proxy or attorney to vote on Resolution 5(b) in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 5(b), in accordance with a direction given to the Chair to vote on Resolution 5(b) as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 5(b); and
 - the holder votes on Resolution 5(b) in accordance with directions given by the beneficiary to the holder to vote in that way.

10. Resolution 5(c) – Approval for issue of ordinary shares to a related party of Mr. Chris Ramsey under the Placement

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

“That, for the purposes of ASX Listing Rule 10.11, section 195(4) of the *Corporations Act 2001* and for all other purposes, that approval be given for the issue of 119,000 fully paid ordinary shares in the Company at an issue price of A\$0.084 per share to Yoorala Holdings Pty (ACN 627 283 176) as trustee for the Ramsey Super Fund (being an entity that is controlled by Mr. Chris Ramsey) on the terms and conditions set out in the Explanatory Notes which accompany the Notice of Meeting.”

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 5(c) by or on behalf of:

- Yoorala Holdings Pty (ACN 627 283 176) as trustee for the Ramsey Super Fund and any other person who will obtain a material benefit as a result of the issue shares (except a benefit solely by reason of being a holder of ordinary shares in the Company); or
- an associate of that person or those persons.

However, the Company need not disregard a vote cast in favour of Resolution 5(c) by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 5(c), in accordance with the directions given to the proxy or attorney to vote on Resolution 5(c) in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 5(c), in accordance with a direction given to the Chair to vote on Resolution 5(c) as the Chair decides; or

- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 5(c); and
 - the holder votes on Resolution 5(c) in accordance with directions given by the beneficiary to the holder to vote in that way.

11. Resolution 5(d) – Approval for issue of ordinary shares to a related party of Mr. Tim Grogan under the Placement

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

“That, for the purposes of ASX Listing Rule 10.11, section 195(4) of the *Corporations Act 2001* and for all other purposes, that approval be given for the issue of 59,524 fully paid ordinary shares in the Company at an issue price of A\$0.084 per share to Grogan Pty Ltd (ACN 131 880 996) as trustee for the Grogan Family Trust (being an entity that is controlled by Mr. Tim Grogan) on the terms and conditions set out in the Explanatory Notes which accompany the Notice of Meeting.”

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 5(d) by or on behalf of:

- Grogan Pty Ltd (ACN 131 880 996) as trustee for the Grogan Family Trust and any other person who will obtain a material benefit as a result of the issue shares (except a benefit solely by reason of being a holder of ordinary shares in the Company); or
- an associate of that person or those persons.

However, the Company need not disregard a vote cast in favour of Resolution 5(d) by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 5(d), in accordance with the directions given to the proxy or attorney to vote on Resolution 5(d) in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 5(d), in accordance with a direction given to the Chair to vote on Resolution 5(d) as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 5(d); and
 - the holder votes on Resolution 5(d) in accordance with directions given by the beneficiary to the holder to vote in that way.

12. Resolution 5(e) – Approval for issue of ordinary shares to a related party of Mr. Peter May under the Placement

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

“That, for the purposes of ASX Listing Rule 10.11, section 195(4) of the *Corporations Act 2001* and for all other purposes, that approval be given for the issue of 60,000 fully paid ordinary shares in the Company at an issue price of A\$0.084 per share to the May Superannuation Fund (ABN 38 606 632 513) (being an entity that is controlled by Mr. Peter May) on the terms and conditions set out in the Explanatory Notes which accompany the Notice of Meeting.”

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 5(e) by or on behalf of:

- the May Superannuation Fund (ABN 38 606 362 513) and any other person who will obtain a material benefit as a result of the issue shares (except a benefit solely by reason of being a holder of ordinary shares in the Company); or
- an associate of that person or those persons.

However, the Company need not disregard a vote cast in favour of Resolution 5(e) by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 5(e), in accordance with the directions given to the proxy or attorney to vote on Resolution 5(e) in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 5(e), in accordance with a direction given to the Chair to vote on Resolution 5(e) as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 5(e); and
 - the holder votes on Resolution 5(e) in accordance with directions given by the beneficiary to the holder to vote in that way.

Approved for release by the Board.

Rod Valencia
Company Secretary
24 October 2023

Proxy and Voting Instructions

PROXY INSTRUCTIONS

Shareholders are encouraged to complete and return the proxy form that has been provided to them.

Shareholders are advised that:

- each shareholder who is entitled to attend and cast a vote at a meeting of the Company's members has the right to appoint a proxy;
- the proxy need not be a shareholder of the Company; and
- a shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the shareholder appoints two proxies and the appointment does not specify the proportion or number of votes each proxy is appointed to exercise, each proxy may exercise half of that shareholder's votes (noting that any fraction of votes will be disregarded).

The proxy form (and the power of attorney or other authority under which the proxy form is signed) must be lodged not less than 48 hours before the time for holding the Meeting, or adjourned meeting (as the case may be).

The proxy form must be signed by the shareholder or his/her attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by the Corporations Act. A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation.

If you wish to indicate how your proxy should vote (or that they should abstain from voting), please mark the appropriate boxes on the proxy form. If you do not direct your proxy how to vote on a particular item of business, you are authorising your proxy to vote as they decide, subject to any applicable voting exclusions.

If you sign the proxy form and do not

appoint a proxy, you will have appointed the Chair of the meeting as your proxy.

VOTING VIRTUALLY AT THE MEETING

Shareholders who wish to vote virtually on the day of the AGM will need to login to the Automic website (investor.automic.com.au) with their username and password.

Shareholders who do not have an account with Automic are encouraged to register for an account **as soon as possible** to avoid any delays on the day of the Meeting.

How do I create an account with Automic?

To create an account with Automic, please go to the Automic website (investor.automic.com.au), click on 'register' and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day

Shareholders who have an account with Automic should take the following steps to attend and vote virtually on the day of the AGM:

- Login to the Automic website (investor.automic.com.au) using your username and password.
- After logging in a banner will display at the bottom of your screen to indicate that the AGM is open for registration. Click on "**Register**" or alternatively click on "**Meetings**" on the left-hand menu bar to access registration.
- If registration for the virtual meeting is open, click on "**Register**" and follow the steps.
- Click on the URL to join the webcast where you can view and listen to the virtual meeting. Note that the webcast will open in a separate window.

Voting virtually at the AGM

Shareholders who wish to vote on the day of the AGM can do so through the Automic Investor Portal. Once the Chair of the Meeting has declared the poll open for voting click on “**Refresh**” within the platform to be taken to the voting screen. Select your voting directions and click “confirm” to submit your vote. Note that you cannot amend your vote after it has been submitted. If you have been nominated as a third party proxy please contact Automic on 1300 288 664 (within Australia) or +612 9698 5414 (overseas) for information on how you may participate in the AGM.

CORPORATE REPRESENTATIVES

Any corporation that is a shareholder of the Company and entitled to attend and vote at the Meeting, or that has been appointed as proxy of a shareholder entitled to attend and vote at the Meeting, may appoint a natural person to act as its representative at the Meeting. If the corporation is a company that has been incorporated under the laws of Australia, the appointment must comply with the requirements of section 250D of the *Corporations Act 2001*. If the corporation is a company that has been incorporated under the laws of another country, the appointment must comply with the requirements of the laws of that company’s place of incorporation.

Corporate representatives are requested to bring appropriate evidence of appointment as a representative. Attorneys are requested to bring the original or a certified copy of the power of attorney pursuant to which they were appointed. Proof of identity will also be required for corporate representatives and attorneys.

HOW THE CHAIR WILL VOTE UNDIRECTED PROXIES

Subject to the restrictions set out in the relevant “voting exclusion statement”, the Chair of the meeting intends to vote undirected proxies on, and in favour of, all of the proposed resolutions.

VOTING ENTITLEMENT

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001*, the Directors have determined that, persons who are registered holders of shares in the Company as at 7.00 pm (Melbourne time) on Tuesday 21 November 2023 are entitled to attend and vote at the Meeting. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

On a poll, members have one vote for every fully paid ordinary share held. Holders of options are not entitled to vote.

VOTING BY POLL

Voting on each resolution will be conducted by poll, rather than on a show of hands.

ORDINARY RESOLUTIONS

For an ordinary resolution to be passed, more than 50% of the votes validly cast on the resolution by shareholders must be in favour of the resolution. Resolutions 1, 2(a) to 2(c), 3 and 5(a) to 5(e) are ordinary resolutions.

SPECIAL RESOLUTIONS

For a special resolution to be passed, at least 75% of the votes validly cast on the resolution by shareholders must be in favour of the resolution. Resolution 4 is a special resolution.

Explanatory Notes

These Explanatory Notes have been prepared to provide shareholders with information about the business of the Meeting and each resolution.

2023 Financial Statements and Reports

Section 317 of the *Corporations Act 2001* (the **Corporations Act**) requires the Directors of the Company to lay before the AGM the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2023. Those reports are set out in the Company's 2023 Annual Report which can be obtained from the Company's website at <https://www.bio-gene.com.au/wp-content/uploads/2023/10/BGT-2023-Annual-Report-Final.pdf>.

There is no requirement either in the Corporations Act or in Bio-Gene's Constitution for shareholders to approve these reports or to pass any resolution in relation to these reports. Accordingly, there will be no formal resolution put to the AGM on this item of business.

Shareholders will have a reasonable opportunity at the meeting to ask questions and comment on these reports and on the Company's business and operations.

Resolution 1 - Adoption of Remuneration Report

The 2023 Remuneration Report, which explains the Board's policies in relation to the nature and level of remuneration paid to Directors and senior management (**Key Management Personnel** or **KMP**) of the Company and which sets out remuneration details for each KMP, forms part of the Directors' Report on pages 17 to 27 (inclusive) of the Annual Report for the year ended 30 June 2023 (and is available on the Company's website at <https://www.bio-gene.com.au/wp-content/uploads/2023/10/BGT-2023-Annual-Report-Final.pdf>). A copy of the 2023 Annual Report has been sent to shareholders who requested it. A copy can also be obtained from the Company's website as outlined above.

The 2023 Remuneration Report:

- explains the Board's policies in respect of the nature and level of remuneration paid to each KMP of the Company;
- makes clear that remuneration is linked to performance of key executives and the Company overall;
- sets out the remuneration details for each KMP; and
- makes clear that the basis for remunerating Non-Executive Directors is distinct from the basis for remunerating executives and Executive Directors.

As required under section 250R(2) of the Corporations Act, a resolution will be put to shareholders to adopt the 2023 Remuneration Report. Shareholders should note that the vote on this resolution is advisory only and is not binding on the Directors or the Company. Shareholders will be given the opportunity to ask questions about or make comments on the 2023 Remuneration Report.

Board recommendation

The Directors recommend that shareholders vote in favour of Resolution 1.

Resolution 2(a) – Election of Mr. Alex Ding as a Director

Mr. Alex Ding was appointed by the Board to fill a casual vacancy as a Non-Executive Director of the Company on 12 May 2023 in accordance with clause 57(1) of the Constitution of the Company. This clause provides that a director appointed by the Board to fill a casual vacancy holds office until the next annual general meeting of the Company, and that he may be re-elected as a Director at that meeting. Accordingly, Mr. Alex Ding, being eligible, submits himself to shareholders for re-election as a Director.

Mr. Ding is a former partner at two leading Australian law firms, and is a recognised expert in mergers and acquisitions, capital markets, and general corporate and governance law. He has advised many large ASX, LSE and US listed companies, foreign government-controlled entities and substantial private companies and funds on acquisitions, divestments, corporate finance transactions, joint venture

arrangements, restructurings, corporate governance and disputes strategy. He has been named on The Best Lawyers in Australia list, and has over 25 years of experience as a corporate lawyer.

A detailed summary of Mr. Ding's experience, qualifications and background is provided on page 14 of the Company's 2023 Annual Report, a copy of which is available on the ASX website (www.asx.com.au) or at <https://www.bio-gene.com.au/wp-content/uploads/2023/10/BGT-2023-Annual-Report-Final.pdf>

Board recommendation

The Directors (other than Mr. Alex Ding who abstains from making a recommendation) recommend that shareholders vote in favour of Resolution 2(a).

Resolution 2(b) – Election of Mr. Chris Ramsey as a Director

Mr. Chris Ramsey was appointed by the Board to fill a casual vacancy as a Non-Executive Director of the Company on 12 May 2023 in accordance with clause 57(1) of the Constitution of the Company. This clause provides that a director appointed by the Board to fill a casual vacancy holds office until the next annual general meeting of the Company, and that he may be re-elected as a Director at that meeting. Accordingly, Mr. Alex Ding, being eligible, submits himself to shareholders for re-election as a Director.

Mr. Ramsey has over 30 years experience in the agricultural sector and has held leadership roles in Bayer, BASF and Nufarm among others, operating in both technical and managerial roles. A detailed summary of Mr. Ramsey's experience, qualifications and background is provided on page 15 of the Company's 2023 Annual Report, a copy of which is available on the ASX website (www.asx.com.au) or at <https://www.bio-gene.com.au/wp-content/uploads/2023/10/BGT-2023-Annual-Report-Final.pdf>

Board recommendation

The Directors (other than Mr. Chris Ramsey who abstains from making a recommendation) recommend that shareholders vote in favour of Resolution 2(b).

Resolution 2(c) – Re-election of Mr. Andrew Guthrie as a Director

Clause 59(1) of the Constitution of the Company requires one-third of the Directors or, if their number is not a multiple of three, then the number nearest to but not more than one-third of the Directors, to retire from office at each annual general meeting. As clause 57(2) of the Constitution of the Company provides that Directors who have been appointed to fill a casual vacancy or as an addition to existing Directors under clause 57(1) of the Constitution (being Mr Alex Ding and Mr Chris Ramsey) are not to be taken into account in determining the number of Directors who must retire by rotation, and clause 76(6) provides that the Managing Director (being Mr Tim Grogan) is not subject to retirement by rotation and is not to be taken into account in determining the number of Directors who must retire by rotation, the number of Directors who must retire by rotation is one Director.

Given that clause 59(1)(a) of the Constitution provides that the Directors to retire by rotation at an annual general meeting are those Directors who have been longest in office since their last election or appointment, and as Mr. Peter May was re-elected by the shareholders as a Director at the Bio-Gene 2022 AGM held on 18 November 2022, Mr. Andrew Guthrie is required to retire by rotation, and being eligible, submits himself to shareholders for re-election as a Director.

Mr. Guthrie has dedicated his career to agriculture and worked for 32 years with one of the world's leading agriculture companies, Syngenta, and predecessor companies around the world. After building his early career in sales, marketing and supply chain roles in Australian agriculture, Andrew spent 20 years working internationally with assignments in the United Kingdom, Switzerland, Hong Kong, Singapore, Thailand, Japan and China. He gained significant experience in diverse cultural environments that require broad leadership skills. Andrew spent most of his senior leadership years with Syngenta in Asia, as Regional Director for Asia Pacific, before he was promoted to lead Syngenta's multi-billion dollar business in Europe, Africa and the Middle East.

A detailed summary of Mr. Guthrie's experience, qualifications and background is provided on page 14 of the Company's 2023 Annual Report, a copy of which is available on the ASX website (www.asx.com.au) or at <https://www.bio-gene.com.au/wp-content/uploads/2023/10/BGT-2023-Annual-Report-Final.pdf>

Board recommendation

The Directors (other than Mr. Andrew Guthrie who abstains from making a recommendation) recommend that shareholders vote in favour of Resolution 2(c).

Resolution 3 – Approval of prior issue of shares

This resolution seeks approval from the holders of ordinary shares in the Company for the issue of a total of 17,565,675 fully paid ordinary shares in September 2023 to existing shareholders in the Company and other sophisticated and professional investors under the placement capacity available to the Company under ASX Listing Rule 7.1.

Details of the prior issue of shares

On 8 September 2023 the Company issued 11,613,294 fully paid ordinary shares and on 11 September 2023 the Company issued 5,952,381 fully paid ordinary shares (being a total of 17,565,675 fully paid ordinary shares (the **Placement Shares**)) to existing shareholders in the Company and other sophisticated and professional investors identified by the Company at an issue price of \$0.084 per share to raise a total of \$1,475,517.

Under ASX Listing Rule 7.1, the Company may in any 12-month rolling period issue up to 15% of its equity securities without prior shareholder approval. The Company issued the Placement Shares pursuant to its (unused) entitlement under ASX Listing Rule 7.1 without prior shareholder approval.

ASX Listing Rule 7.4 permits a company to obtain approval and ratification from its holders of ordinary shares in relation to a share issue that has been made without prior shareholder approval. Resolution 3 seeks approval and ratification of the issue of Placement Shares from its holders of ordinary shares. The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future under ASX Listing Rule 7.1 without having to obtain shareholder approval. To this end, if the issue of the Placement Shares is approved and ratified, the Placement Shares will be treated as having been issued with shareholder approval under ASX Listing Rule 7.1 and the Company will have the capacity to issue its full 15% entitlement to issue shares without shareholder approval.

Information required under ASX Listing Rule 7.5

If shareholder approval is being sought under ASX Listing Rule 7.4, ASX Listing Rule 7.5 requires the following information to be provided to shareholders.

- The names of the persons to whom the Company issued the securities or the basis on which those persons were identified or selected:
The persons who were issued shares were existing shareholders in the Company and other sophisticated and professional investors identified by the Company.
- The number and class of securities which the Company issued:
17,565,675 fully paid ordinary shares.
- The terms of the securities:
The shares which were issued were fully paid ordinary shares ranking equally in all respects with all other fully paid ordinary shares then on issue in the Company.
- The date on which the securities were issued:
On 8 September 2023, 11,613,294 shares were issued, and on 11 September 2023, 5,952,381 shares were issued.
- The price or other consideration which the Company has received or will receive for the issue:
The shares were issued for \$0.084 per share, resulting in a total consideration received or which will be received of \$1,475,517.
- The purpose of the issue, including the use or intended use of the funds raised by the issue:
The funds raised from the issue of the Placement Shares are to be used for the production of FLAVOCIDE® active constituent and the conduct of key toxicology and other studies required for

inclusion in the dossier of data to support an application for registration of FLAVOCIDE® active constituent in Australia.

Board recommendation

The Directors recommend that shareholders vote in favour of Resolution 3.

Resolution 4 – Listing Rule 7.1A (Placement of Additional Securities)

This resolution seeks approval from the holders of ordinary shares in the Company, by special resolution, to have the additional capacity to issue equity securities under ASX Listing Rule 7.1A.

Under ASX Listing Rule 7.1, subject to certain exceptions, the Company can issue or agree to issue up to so many equity securities as is equal to 15% of its issued ordinary shares in any 12 month period without prior approval from its shareholders. ASX Listing Rule 7.1A .2 provides that eligible entities which have obtained approval from the Company's ordinary shareholders, by way of special resolution at an annual general meeting, may issue or agree to issue, during the 10% Placement Period (as defined below), a maximum number of equity securities calculated in accordance with the following formula (the **10% Placement Capacity**):

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

where:

A is the number of fully paid ordinary securities on issue at the commencement of the 12 months period immediately preceding the date of issue or agreement (the **Relevant Period**):

- (i) plus the number of fully paid ordinary securities issued in the Relevant Period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
- (ii) plus the number of any other fully paid ordinary securities issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period, or
 - the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved under rule 7.1 or 7.4,
- (iii) plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
 - the agreement was entered into before the commencement of the relevant period, or
 - the agreement or issue was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or 7.4,
- (iv) plus the number of any other fully paid ordinary securities issued in the Relevant Period with approval under Listing Rule 7.1 or 7.4;
- (v) plus the number of partly paid ordinary securities that became fully paid in the Relevant Period;
- (vi) less the number of fully paid ordinary securities cancelled in the Relevant Period;

D is 10%;

E is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under Listing Rule 7.4.

Eligibility of the Company

In order to seek approval from the Company's ordinary shareholders under ASX Listing Rule 7.1A, the Company must have a market capitalisation of \$300 million or less, and not be included in the S&P/ASX 300 Index as at the date that the AGM is held. The Company expects to meet the eligibility criteria on the date of the AGM.

Information required under ASX Listing Rule 7.3A

ASX Listing Rule 7.3A requires the following information to be provided to shareholders.

- If Resolution 4 is passed, the period during which the Company may issue equity securities under ASX Listing Rule 7.1A is the period commencing on the date of the AGM at which the approval is obtained until the first to occur of the following (being the **10% Placement Period**):
 - (i) the date that is 12 months after this AGM;
 - (ii) the time and date of the Company's annual general meeting in respect of the year ended 30 June 2024;
 - (iii) the time and date of approval by the holders of ordinary shares in the Company of a transaction under ASX Listing Rule 11.1.2 (change of activities) or ASX Listing Rule 11.2 (disposal of main undertaking).

- If Resolution 4 is passed, the minimum price at which equity securities may be issued by the Company under ASX Listing Rule 7.1A is a cash amount per security that is no less than 75% of the volume weighted average market price for the securities in that class calculated over the 15 trading days on which trades in that class were recorded immediately before:
 - (i) the date on which the price at which the securities are to be issued is agreed by the Company and the recipient of the relevant securities; or
 - (ii) if the securities are not issued within 10 trading days of the date in paragraph (i), the date on which the securities are issued.

- If Resolution 4 is passed and the Company raises funds from an issue of equity securities under ASX Listing Rule 7.1A(2), the purposes for which those funds will be used are to advance its lead products, support potential partnering arrangements and provide working capital.

- If Resolution 4 is passed and the Company issues equity securities under ASX Listing Rule 7.1A(2), existing holders of ordinary shares in the Company should be aware that they risk economic and voting dilution, including the risk that:
 - (i) the market price for equity securities in that class may be significantly lower on the actual issue date of the equity securities than on the date that shareholders give approval under ASX Listing Rule 7.1A at the AGM; and
 - (ii) the equity securities may be issued at a price that is a discount to the market price for those equity securities on the actual issue date of the equity securities.

The table below shows:

- (i) the potential dilution of existing holders of ordinary shares assuming an issue of ordinary shares at the current market price of those shares and assuming the current number of issued ordinary shares for variable "A" (as set out in the formula above reflecting Listing Rule 7.1A.2);
- (ii) two further examples where variable "A" has increased by 50% and 100% noting that the number of ordinary shares included in variable "A" may increase as a result of issues of ordinary shares that do not require shareholder approval (for example, a pro rata entitlements issue or shares issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved by shareholders); and
- (iii) two examples where the issue price of ordinary shares has decreased by 50% and increased by 50% as against the current market price.

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.038 50% decrease in Issue Price	\$0.075 Issue Price	\$0.113 50% increase in Issue Price
196,431,618	10% Voting Dilution	19,643,162		
Current Variable A	Funds Raised	\$746,440	\$1,473,237	\$2,219,677
294,647,427	10% Voting Dilution	29,464,743		
50% Increase in current Variable A	Funds Raised	\$1,119,660	\$2,209,856	\$3,329,516
392,863,236	10% Voting Dilution	39,286,324		
100% Increase in current Variable A	Funds Raised	\$1,492,880	\$2,946,474	\$4,439,355

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of equity securities available under the 10% Placement Capacity.
- (ii) No options are exercised so as to result in an issue of ordinary shares before the date of issue of the equity securities.
- (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued ordinary share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (iv) The table does not show an example of the dilution that may be caused to a particular shareholder by reasons of placements under the 10% Placement Capacity, based on that shareholder's holding at the date of the meeting.
- (v) The table shows only the effect of issues of equity securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (vi) The use of equity securities under the 10% Placement Capacity consists only of ordinary shares.
- (vii) The assumed issue price is \$0.075 being the trading price of the ordinary shares on the ASX on 16 October 2023.

- The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue utilising the 10% Placement Capacity. The identity of the allottees of equity securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
 - (ii) the effect of the issue of the equity securities on the control of the Company;
 - (iii) the financial situation and solvency of the Company; and
 - (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees where the 10% Placement Capacity is utilised have not been determined as at the date of this Notice but may include existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

- The Company has not issued or agreed to issue any equity securities under ASX Listing Rule 7.1A.2 in the 12 months preceding the date of this AGM, nor has the Company agreed to issue any equity securities under ASX Listing Rule 7.1A.2 before that 12 month period which have not yet been issued.

Board recommendation

The Directors recommend that shareholders vote in favour of Resolution 4.

Resolutions 5(a) to 5(e) – Approval for issue of ordinary shares to Director related parties under the Placement

On 1 September 2023, the Company announced that it was undertaking a capital raising by way of a placement of its ordinary shares (the **Placement**) and a share offer to existing shareholders under a share purchase plan. On 5 September 2023, the Company announced that it had received commitments to raise \$1.4 million under the Placement and that shares to be issued to Directors and their associates as part of the Placement would require approval by the Company's shareholders at the AGM.

The Director controlled entities which are named below (the **Participating Director Controlled Entities**) as part of the information provided to shareholders for the purposes of ASX Listing Rule 10.13 have agreed to subscribe for a total of 5,120,428 fully paid ordinary shares (the **Director Placement Shares**) under the Placement subject to receipt of shareholder approval. Accordingly, Resolutions 5(a) to 5(e) seek approval from the Company's ordinary shareholders for the issue of the Director Placement Shares to the Participating Director Controlled Entities under the Placement.

ASX Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in ASX Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- (a) a related party (ASX Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the Company (ASX Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a Director to the Board pursuant to a relevant agreement which gives them a right or expectation to do so (ASX Listing Rule 10.11.3);
- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (ASX Listing Rule 10.11.4);
or
- (e) a person whose relationship with the Company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by the Company's security holders (ASX Listing Rule 10.11.5),

unless approval of the Company's ordinary shareholders is first obtained.

The proposed issue of ordinary shares to each of the Participating Director Controlled Entities, pursuant to the Placement, falls within ASX Listing Rule 10.11.1 and does not fall within any of the exceptions in ASX Listing Rule 10.12. It therefore requires the approval from the holders of ordinary shares in the Company under ASX Listing Rule 10.11.

Accordingly, under Resolutions 5(a) to 5(e), the Company is seeking approval from the holders of ordinary shares in the Company, for the purposes of ASX Listing Rule 10.11 and for all other purposes, to allow the Participating Director Controlled Entities to subscribe for a total of 5,120,428 Shares as part of the Placement. The participation of the Participating Director Controlled Entities under the Placement will be on exactly the same terms as the Placement made to the unrelated parties.

If Resolutions 5(a) to 5(e) are passed, the Company will be able to proceed with the issue of ordinary shares to the Participating Director Controlled Entities.

If Resolutions 5(a) to 5(e) are not approved, the Company will not be able to proceed with the issue of ordinary shares to the Participating Director Controlled Entities.

The following further information is provided to shareholders for the purposes of ASX Listing Rule 10.13:

- the name of the persons to whom ordinary shares will be issued, the ASX Listing Rule category in which the person falls, and the number and class of securities to be issued to the persons, are as follows:
 - if Resolution 5(a) is passed, Vana Belle Pty Ltd (ACN 611 245 142) (being an entity that is controlled by the spouse of a Director (Mr. Alex Ding), category being ASX Listing Rule 10.11.1) will be issued with 4,761,904 fully paid ordinary shares in the Company at an issue price of A\$0.084 per share;
 - if Resolution 5(b) is passed, Anker SF Pty Ltd (ACN 635 477 342) as trustee for the Kerand Super Fund (being an entity that is controlled by a Director (Mr. Andrew Guthrie), category being ASX Listing Rule 10.11.1) will be issued with 120,000 fully paid ordinary shares in the Company at an issue price of A\$0.084 per share;
 - if Resolution 5(c) is passed, Yoorala Holdings Pty (ACN 627 283 176) as trustee for the Ramsey Super Fund (being an entity that is controlled by a Director (Mr. Chris Ramsey),

category being ASX Listing Rule 10.11.1) will be issued with 119,000 fully paid ordinary shares in the Company at an issue price of A\$0.084 per share;

- if Resolution 5(d) is passed, Grogan Pty (ACN 131 880 996) as trustee for the Grogan Family Trust (being an entity that is controlled by a Director (Mr. Tim Grogan), category being ASX Listing Rule 10.11.1) will be issued with 59,524 fully paid ordinary shares in the Company at an issue price of A\$0.084 per share; and
- if Resolution 5(e) is passed, the May Superannuation Fund (ABN 38 606 632 513) (being an entity that is controlled by a Director (Mr. Peter May), category being ASX Listing Rule 10.11.1) will be issued with 60,000 fully paid ordinary shares in the Company at an issue price of A\$0.084 per share;
- the Director Placement Shares will be issued on a date which will be no later than 1 month after the date of this Meeting;
- each Director Placement Share will be issued at a price of \$0.084 per Share and a total of \$430,116 will be raised by the issue of the Director Placement Shares; and
- the funds raised by the issue of the Director Placement Shares will enable the production of FLAVOCIDE® active constituent and the conduct of key toxicology and other studies required for inclusion in the dossier of data to support an application for registration of FLAVOCIDE® active constituent in Australia.

If approval is given for the issue of the Director Placement Shares under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

Section 195(4) of the Corporations Act

Section 195(1) of the Corporations Act prohibits a director of a public company who has a material personal interest in a matter that is being considered at a directors' meeting from being present while the matter is being considered at the meeting or voting on the matter. If there is not a quorum of directors who are eligible to vote on a matter because of the operation of section 195(1) of the Corporations Act, one or more directors may call a general meeting and the general meeting may deal with the matter.

The Directors do not have a material personal interest in the issue of Director Placement Shares to the Participating Director Controlled Entities other than themselves. However, given that it is proposed that all current Directors are issued ordinary shares pursuant to Resolutions 5(a) to 5(e), they may be considered to have a material personal interest in the outcome of those resolutions, in which case, the Directors would be unable to form a quorum.

Accordingly, the Board considers it prudent to exercise their right under section 195(4) of the Corporations Act and to put the matters the subject of Resolutions 5(a) to 5(e) to holders of ordinary shares in the Company to resolve.

Related Party Transactions Generally

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the public company unless either:

- (a) approval of the company's members is obtained prior to the giving of the financial benefit and the benefit is given within 15 months after obtaining such approval; or
- (b) the giving of the financial benefits falls within one of the exceptions set out in sections 210 to 216 of the Corporations Act.

For the purposes of Chapter 2E of the Corporations Act, the Participating Director Controlled Entities are all related parties of the Company. Each of Resolution 5(a) to Resolution 5(e) relate to the proposed issue of ordinary shares to a Participating Director Controlled Entity which constitutes financial benefits that

would, but for the application of one of the exceptions set out in sections 210 to 216 of the Corporations Act, require approval of the Company's members for the purposes of section 208 of the Corporations Act.

The Board considers that approval from the Company's members pursuant to Chapter 2E of the Corporations Act is not required in respect of each of the Participating Director Controlled Entities' participation in the Placement because the ordinary shares will be issued to the Participating Director Controlled Entities on the same terms as ordinary shares which have been issued to the other investors unrelated to the Company under the Placement and as such the giving of the financial benefit is on arm's length terms.

Board recommendation

Given the fact that each of the Directors has a material personal interest in the proposed issue of ordinary shares under Resolutions 5(a) to 5(e) (as the case may be), the Directors do not consider it appropriate to make a recommendation in relation to any of Resolutions 5(a) to 5(e).

Further information

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.

Your proxy voting instruction must be received by **11.00am (AEDT) on Tuesday, 21 November 2023**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



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