

4 June 2024

Dear Shareholder

General Meeting of Shareholders

The Company is scheduled to hold a General Meeting on Friday, 5 July 2024 at 9.00am (WST) (**Meeting**) for the approval of several resolutions to do with the Placement announced on 2 May 2024, along with several resolutions for the approval of securities to be issued to directors.

By virtue of the Corporations Amendment (Meetings and Documents) Act 2021, the Company will not be sending hard copies of the Notice of Meeting to shareholders.

The Notice of Meeting can be viewed and downloaded from the Company's platform on the ASX website at www.asx.com.au/markets/company/tri

Shareholders who have a nominated email address and have elected to receive electronic communications from the Company, will receive an email to the nominated email address with a link to an electronic copy of the important Meeting documents.

If you are unable to access any of the important Meeting documents online and would like to receive a hard copy, please contact the Company Secretary, Stephen Buckley, via email at investors@trivarx.com

Please refer to the Proxy Form enclosed for instructions on how to lodge your proxy votes. The Company encourages shareholders to lodge their proxy form by the closing date of 9.00am (WST) on Wednesday, 3 July 2024.

In order to receive electronic communications from the Company in the future, please update your Shareholder details online at <https://investor.automic.com.au/#/home> and log in with your unique shareholder identification number and postcode (or country for overseas residents). Once logged in you can also lodge your proxy vote online by clicking on the "Meetings" tab.

Yours sincerely

Stephen Buckley

Company Secretary

TRIVARX LIMITED

ACN 008 130 336

NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 9.00am (WST)

DATE: 5 July 2024

PLACE: TrivarX Limited
647 Beaufort Street
MOUNT LAWLEY WA 6050

The business of the Meeting affects your shareholding and your vote is important.

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5.00pm (WST) on Wednesday, 3 July 2024.

NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of Shareholders of TrivarX Limited (the “**Company**”) will be held at TrivarX Limited, 647 Beaufort Street, Mount Lawley Western Australia at 9.00am (WST) on Friday, 5 July 2024 (“**General Meeting**” or “**Meeting**”).

Shareholders are strongly encouraged to cast their vote by proxy prior to the Meeting in accordance with the instructions set out on page 6 of this Notice to ensure their votes are counted.

The Explanatory Statement that accompanies this Notice provides additional information on the matters to be considered at the Meeting. The Explanatory Statement and Proxy Form are part of this Notice.

Should circumstances further change between the date of this Notice of Meeting and the proposed time of the Meeting, the Directors will further update Shareholders with the proposed next steps.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER PLACEMENT TRANCHE 1

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve, ratify and confirm the allotment and issue on 10 July 2024 of 70,970,745 fully paid Shares at an issue price of \$0.025 (2.5 cents) per Share to Professional and Sophisticated Investors, on the terms and conditions as set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below for further details.

2. RESOLUTION 2 – APPROVAL OF ISSUE OF SHARES UNDER PLACEMENT TRANCHE 2

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

“That, for the purposes of Listing Rules 7.1 and for all other purposes, Shareholders approve the allotment and issue of up to 29,029,255 fully paid Shares at an issue price of \$0.025 (2.5 cents) per Share, to Professional and Sophisticated Investors, on the terms and conditions as set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below for further details.

3. RESOLUTION 3 – APPROVAL OF ISSUE OF OPTIONS TO JP EQUITY HOLDINGS PTY LTD (OR ITS NOMINEES)

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the allotment and issue of up to 2,500,000 unlisted Advisor Options exercisable at \$0.05 (5 cents) per Advisor Option on or before 3 years from the date of issue, to JP Equity Holdings Pty Ltd (or its nominees), on the terms and conditions as set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below for further details.

4. RESOLUTION 4 – APPROVAL OF ISSUE OF SHARES TO S3 CONSORTIUM HOLDINGS PTY LTD (OR ITS NOMINEES)

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the allotment and issue of up to 14,000,000 fully paid Shares at an issue price of \$0.025 (2.5 cents) per Share, to S3 Consortium Holdings Pty Ltd (or its nominees), on the terms and conditions as set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below for further details.

5. RESOLUTION 5 – ISSUE OF OPTIONS TO DAVID TRIMBOLI AS A DIRECTOR

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

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 3,000,000 unlisted 6 Cent Options exercisable at \$0.06 (6 cents) per 6 Cent Option on or before 3 years from the date of issue to David Trimboli (or his nominee), on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below for further details.

6. RESOLUTION 6 – ISSUE OF OPTIONS TO DAVID TRIMBOLI AS A DIRECTOR

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

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 3,000,000 unlisted 8 Cent Options exercisable at \$0.08 (8 cents) per 8 Cent Option on or before 3 years from the date of issue to David Trimboli (or his nominee), on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below for further details.

7. RESOLUTION 7 – ISSUE OF OPTIONS TO CHRISTOPHER NTOUMENOPOULOS AS A DIRECTOR

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

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 3,000,000 unlisted 6 Cent Options exercisable at \$0.06 (6 cents) per 6 Cent Option on or before 3 years from the date of issue to Christopher Ntoumenopoulos (or his nominee), on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below for further details.

8. RESOLUTION 8 – ISSUE OF OPTIONS TO CHRISTOPHER NTOUMENOPOULOS AS A DIRECTOR

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

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 3,000,000 unlisted 8 Cent Options exercisable at \$0.08 (8 cents) per 8 Cent Option on or before 3 years from the date of issue to Christopher Ntoumenopoulos (or his nominee), on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below for further details.

9. RESOLUTION 9 – SHARE ISSUE TO DAVID TRIMBOLI IN LIEU OF PAYMENT OF DIRECTOR’S FEES

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

“That for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, the Company be permitted and authorised to issue 2,160,000 Shares at a deemed issue price of \$0.025 (2.5 cents), per Share in the Company to Mr David Trimboli (a Non-Executive Director of the Company), or his nominee, in lieu of cash Directors fees, on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below for further details.

10. RESOLUTION 10 – SHARE ISSUE TO CHRISTOPHER NTOUMENOPOULOS IN LIEU OF PAYMENT OF DIRECTOR’S FEES

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

“That for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, the Company be permitted and authorised to issue 1,800,000 Shares at a deemed issue price of \$0.25 (2.5 cents), per Share in the Company to Mr Christopher Ntoumenopoulos (a Non-Executive Director of the Company), or his nominee, in lieu of cash Directors fees, on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below for further details.

Dated: 4 June 2024

By order of the Board



Stephen Buckley, Company Secretary

Voting Prohibition Statements

Resolution 5 – Issue of Options to David Trimboli as a Director	In accordance with section 224 of the Corporations Act, a vote on these Resolutions must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolutions would permit a financial benefit to be given, or an associate of such a related party (Resolutions 5 to 10 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolutions 5 to 10 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. However, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 6 - Issue of Options to David Trimboli as a Director	
Resolution 7 - Issue of Options to Christopher Ntoumenopoulos as a Director	
Resolution 8 - Issue of Options to Christopher Ntoumenopoulos as a Director	
Resolution 9 – Share Issue to David Trimboli in Lieu of Payment of Director's Fees	
Resolution 10 - Share Issue to Christopher Ntoumenopoulos in Lieu of Payment of Director's Fees	

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution set out below by or on behalf of the following persons:

Resolution 1 – Ratification of prior issue of shares under placement Tranche 1	The Company will disregard any votes cast in favour of this Resolution 1 by any person who participated in the issue of securities or any associates of those persons.
Resolution 2 – Approval of issue of shares under placement Tranche 2	The Company will disregard any votes cast in favour of this Resolution 2 by persons who are expected to participate in, or who will obtain a material benefit as a result of, the proposed issues (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any associates of those persons.
Resolution 3 – Approval of issue of options to JP Equity Holdings Pty Ltd (or its nominees)	The Company will disregard any votes cast in favour of this Resolution 3 by JP Equity Holdings Pty Ltd, its nominee(s), or any associates of those persons who are expected to participate in, or who will obtain a material benefit as a result of, the proposed issues (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any associates of those persons.
Resolution 4 – Approval of issue of shares to S3 Consortium Holdings Pty Ltd (or its nominees)	The Company will disregard any votes cast in favour of this Resolution 4 by S3 Consortium Holdings Pty Ltd, its nominee(s), or any associates of those persons who are expected to participate in, or who will obtain a material benefit as a result of, the proposed issues (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any associates of those persons.

Resolution 5 – Issue of Options to David Trimboli as a Director Resolution 6 – Issue of Options to David Trimboli as a Director	David Trimboli (or his nominee) and any other person(s) 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 Company) or an associate of David Trimboli (or his nominee) or those persons.
Resolution 7 – Issue of Options to Christopher Ntoumenopoulos as a Director Resolution 8 – Issue of Options to Christopher Ntoumenopoulos as a Director	Christopher Ntoumenopoulos (or his nominee) and any other person(s) 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 Company) or an associate of Christopher Ntoumenopoulos (or his nominee) or those persons.
Resolution 9 – Share Issue to David Trimboli in Lieu of Payment of Director's Fees	David Trimboli (or his nominee) and any other person(s) 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 Company) or an associate of David Trimboli (or his nominee) or those persons.
Resolution 10 – Share Issue to Christopher Ntoumenopoulos in Lieu of Payment of Director's Fees	Christopher Ntoumenopoulos (or his nominee) and any other person(s) 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 Company) or an associate of Christopher Ntoumenopoulos (or his nominee) or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- a) 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
- b) the Chair 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
- c) a holder 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 holder 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 holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

How to vote and ask questions

You may vote by attending the Meeting in person, by proxy, personal representative at the time, date and place set out above.

Shareholders will be able to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business at the conclusion of the Meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to the Company Secretary at least 48 hours before the Meeting, at 647 Beaufort Street, Mount Lawley WA 6050, Australia.

Voting in person

If you attend the Meeting, please bring your personalised proxy form with you. The proxy form will help you to register at the Meeting. If you do not bring your proxy form with you, you will still be able to attend and vote at the Meeting but representatives from the Share Registry will need to verify your identity.

Voting by proxy

Shareholders are strongly encouraged to vote by lodging a directed proxy appointing the Chair as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice. Proxy forms can be lodged as below:

- By following the directions on the Proxy Form;
- By scan and email to meetings@automicgroup.com.au;
- In person at Automic, Level 5, 126 Phillip Street, Sydney NSW 2000;
- By post to Automic, GPO Box 5193, Sydney NSW 2001; or
- By facsimile to +61 (0)2 8583 3040.

All proxy forms must be received by the Company not later than **9.00am (WST) on Wednesday, 3 July 2024**.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- 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 the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

In addition:

- if a proxy is given by a body corporate, a Proxy Form must be executed in writing under the common seal of the corporation or otherwise in accordance with section 127 of the Corporations Act or signed by an attorney;
- if a proxy is given by a natural person, a Proxy Form must be executed under the hand of that person or that person's attorney;
- to be effective, the Proxy Form and the power of attorney or other authority (if any) under which it is signed or a certified copy, must be received by the Company at least 48 hours before the time for holding the Meeting or any adjourned Meeting;
- if a Shareholder appoints the Chair as the Shareholder's proxy and does not specify how the Chair is to vote, the Chair will vote, as proxy for that Shareholder, in favour of or against each resolution as set out in the Explanatory Statement;

- a Shareholder that is a body corporate may appoint an individual as its representative to exercise all or any of the powers the body corporate may exercise at the Meeting (the appointment may be a standing one); and
- any Proxy Form received after this deadline will be treated as invalid.

Personal Representative

To vote by personal representative, please forward the authority under which the personal representative has been appointed (or a certified copy of the authority) to the address set out above for the return of Proxy Forms so that it is received no later than **9.00am (WST) on Wednesday, 3 July 2024**.

Corporate Representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or the Company's share registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6189 1155.

EXPLANATORY STATEMENT

This Explanatory Statement accompanies and forms part of the Company's Notice of General Meeting ("Notice of Meeting") for the General Meeting ("Meeting") which will be held in person at TrivarX Limited, 647 Beaufort Street, Mount Lawley Western Australia at 9.00am (WST) on Friday, 5 July 2024.

The Notice of Meeting incorporates, and should be read together, with this Explanatory Statement.

1. BACKGROUND TO RESOLUTIONS 1, 2 AND 3

On 2 May 2024, the Company announced that it had received firm commitments to undertake a placement to raise \$2.5 million (**Placement**). The Placement comprises the following:

- (a) the issue of 70,970,745 Shares (the subject of Resolution 1) at a price of \$0.025 per Share (**Placement Tranche 1 Shares**) to Professional and Sophisticated Investors via a private placement to raise up to \$1,775,000 (before costs);
- (b) the issue of 29,029,255 Shares (the subject of Resolution 2) at a price of \$0.025 per Share (**Placement Tranche 2 Shares**) to Professional and Sophisticated Investors via a private placement to raise up to \$726,000 (before costs); and
- (c) the issue of 2,500,000 Advisor Options (the subject of Resolution 3) to JP Equity Holdings Pty Ltd (or its nominees) with an exercise price of \$0.05 and an expiry date of 3 years from the date of issue.

The Placement Tranche 1 Shares were issued on 10 May 2024 pursuant to the Company's existing placement capacity under Listing Rules 7.1 and 7.1A. The Company anticipates that the issue of the Placement Tranche 2 Shares and the Advisor Options will take place as soon as reasonably practicable after the Company obtains Shareholder approval for each of the Resolutions and in any event, no later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).

In addition, Perth-based advisory firm, JP Equity Partners which acted as lead manager to the Placement will receive a 6% capital raising fee on the total funds raised, pursuant to the Placement terms, for acting in this capacity, in addition to the Advisor Options to be issued (the subject of Resolution 3).

2. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER PLACEMENT TRANCHE 1

2.1 Background

As noted above in Section 1, in order to allow the Company to receive and utilise cash invested at the earliest opportunity, participants under the Placement Tranche 1 were issued a total of 70,970,745 Placement Shares (**Placement Tranche 1 Shares**) on 10 May 2024 without shareholder approval under the Company's existing placement capacity pursuant to Listing Rules 7.1 and 7.1A (**Placement Tranche 1**).

By ratifying the issue of the Placement Tranche 1 Shares, the Company will retain the flexibility to issue equity securities in the future up to the 15% and 10% annual placement capacities set out in Listing Rules 7.1 and 7.1A without the requirement to obtain prior Shareholder approval.

The Company is therefore seeking Shareholder approval to ratify the issue of the 70,970,745 Placement Tranche 1 Shares.

2.2 Listing Rules

Listing Rule 7.1 allows the Company to issue new securities up to 15% of the existing capital of the Company in any 12-month period without the prior approval of Shareholders, excluding any issues that are subject to one of the exceptions in Listing Rule 7.2. The issue of the

Placement Shares was within the Company's available placement capacity under Listing Rule 7.1, with 37,398,791 Shares issued under Listing Rule 7.1.

Listing Rule 7.1A provides that a company may seek shareholder approval at its annual general meeting to issue additional quoted securities up to 10% of its issued capital, provided that it is an eligible entity (Eligible Entity). An Eligible Entity is one that, as at the date of the relevant annual general meeting –

- (a) it must have a market capitalisation of \$300 million or less.
- (b) it must not be included in the S&P/ASX 300 Index.

At the time the approval was obtained (the Company's last Annual General Meeting 29 November 2023), the Company was an Eligible Entity.

Under Listing Rule 7.4 an issue of securities will be treated as having been made with the approval of Shareholders for the purposes of Listing Rules 7.1 and 7.1A if the issue did not breach Listing Rules 7.1 and 7.1A at the time and Shareholders subsequently approve it. The Company now seeks Shareholder ratification of the issue of the Placement Tranche 1 Shares pursuant to Listing Rule 7.4 in order to retain as the flexibility to issue additional equity securities in the future without having to obtain prior Shareholder approval.

If Resolution 1 is approved, the prior issue of 70,970,745 Placement Tranche 1 Shares may be treated by the Company as having been made with Shareholder approval under Listing Rules 7.1 and 7.1A. The Company will therefore have the flexibility, if required, to issue additional equity securities without the 70,970,745 Placement Tranche 1 Shares counting towards the Company's 15% and 10% placement capacities under Listing Rules 7.1 and 7.1A.

If this Resolution 1 is not approved, the prior issue of 70,970,745 Placement Tranche 1 Shares will not be treated by the Company as having been made with Shareholder approval under Listing Rules 7.1 and 7.1A. The 70,970,745 Placement Tranche 1 Shares, the subject of Resolution 1, will therefore be included in the Company's 15% and 10% placement capacities for the purposes of Listing Rules 7.1 and 7.1A. This will decrease the Company's remaining placement capacities under the Listing Rules 7.1 and 7.1A.

2.3 Information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to Listing Rule 7.4:

Listing Rule	Details
7.5.1	The Placement Tranche 1 Shares were issued to new and existing Shareholders identified as Professional and Sophisticated Investors (being professional or sophisticated investors for the purposes of section 708 of the Corporations Act, who are clients of the Lead Manager).
7.5.2	70,970,745 Placement Tranche 1 Shares were issued.
7.5.3	The Placement Tranche 1 Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
7.5.4	The Placement Tranche 1 Shares were issued on 10 May 2024.
7.5.5	The Placement Tranche 1 Shares were issued at a price of \$0.025 (2.5 cents) per Tranche 1 Placement Share.
7.5.6	The funds raised from this issue will be used towards the completion of the Company's Phase 2 Sleep Signal Analysis for Current Major Depressive Episode (SAMDE) study and for US regulatory approval initiatives for its proprietary MEB-001 algorithm which deploys advanced analysis of sleep data to effectively screen for instances of a current Major Depressive Episode (cMDE).
7.5.7	The Placement Tranche 1 Shares were not issued under an agreement.
7.5.8	A voting exclusion statement for this Resolution 1 is included above in this Notice of Meeting.

2.4 Directors' Recommendation

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

The Chair of the meeting intends to vote undirected proxies in favour of this Resolution 1.

3. RESOLUTION 2 – APPROVAL OF ISSUE OF SHARES UNDER PLACEMENT TRANCHE 2

3.1 Background

As noted above at Section 1, as part of the Company's Placement announced to the market on 2 May 2024, the Company is proposing to issue 29,029,255 fully paid ordinary shares (**Placement Tranche 2 Shares**) at \$0.025 per share (**Placement Tranche 2**).

No securities have yet been granted to those investors participating in the Placement Tranche 2. The issue of the 29,029,255 Placement Tranche 2 Shares under the Placement Tranche 2 is subject to shareholder approval under Resolution 2.

3.2 Listing Rule 7.1

Listing Rule 7.1 provides that a company must not, without shareholder approval, issue or agree to issue more securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period. Please also refer to the above Section in relation to Resolution 1 as to the application of the Listing Rules 7.1 and 7.1A.

As the issue of Shares under Resolution 2 (**Resolution 2 Issue**) would, without shareholder approval, exceed that 15% limit, the Company proposes Resolution 2 to seek Shareholder approval under Listing Rule 7.1 for the Resolution 2 Issue.

To this end, Resolution 2 seeks Shareholder approval for the Resolution 2 Issue under and for the purposes of Listing Rule 7.1.

If Resolution 2 is passed, the Company will undertake the Resolution 2 Issue to raise approximately A\$725,731 (before issue costs) without using any of its placement capacity under Listing Rule 7.1 thereby retaining the flexibility to make future issues of equity securities up to the 15% limit.

If Resolution 2 is not passed, the Company will not be able to undertake the Resolution 2 Issue and will not raise approximately A\$725,731 (before issue costs).

3.3 Information required by Listing Rule 7.3

The following information is provided in relation to the Resolution 2 Issue, as required by Listing Rule 7.3:

Listing Rule	Details
7.3.1	Placement Tranche 2 Shares will be issued to new and existing Professional and Sophisticated Investors (being professional or sophisticated investors for the purposes of section 708 of the Corporations Act, who are clients of the Lead Manager).
7.3.2	29,029,255 Placement Tranche 2 Shares are proposed to be issued.
7.3.3	The Placement Tranche 2 Shares issued under Resolution 2 are ordinary fully paid shares of the Company and rank equally with existing Shares of the Company at the time of issue.
7.3.4	No later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver of modification of the Listing Rules).
7.3.5	\$0.025 (2.5 cents) per Share.
7.3.6	The funds raised from this issue will be used towards the completion of the Company's Phase 2 Sleep Signal Analysis for Current Major Depressive Episode (SAMDE) study and for US regulatory approval initiatives for its proprietary MEB-001 algorithm which deploys advanced analysis of sleep data to effectively screen for instances of a current Major Depressive Episode (cMDE).

7.3.7	The Shares are not being issued under an agreement.
7.3.8	The Shares are not being issued under, or to fund, a reverse takeover.
7.3.9	A voting exclusion statement for this Resolution 2 is included in this Notice of Meeting.

3.4 Directors' Recommendation

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

The Chair of the meeting intends to vote undirected proxies in favour of this Resolution 2.

4. RESOLUTION 3 – APPROVAL OF ISSUE OF OPTIONS TO JP EQUITY HOLDINGS PTY LTD (OR ITS NOMINEES)

4.1 Background

Details of the Company's Placement are set out above at Section 1.

Perth-based advisory firm, JP Equity Partners acted as lead manager to the Placement (**Lead Manager**) and will receive a 6% capital raising fee on the total funds raised, pursuant to the Placement terms, for acting in this capacity. The Lead Manager and/or its nominee will receive 2,500,000 advisor options (**Advisor Options**), with an exercise price of \$0.05 and an expiry date that is three years from the date of issue, subject to the successful completion of the placement and shareholder approval.

The Company is seeking Shareholder approval for the issue of the Advisor Options to JP Equity Holdings Pty Ltd (or its nominees).

4.2 Listing Rule 7.1

Listing Rule 7.1 provides that a company must not, without shareholder approval, issue or agree to issue more securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period. Please also refer to the above Section 2 in relation to Resolution 1 as to the application of the Listing Rules 7.1 and 7.1A.

As the issue of Advisor Options under Resolution 3 (**Resolution 3 Issue**) would, without shareholder approval, exceed that 15% limit, the Company proposes Resolution 3 to seek Shareholder approval under Listing Rule 7.1 for the Resolution 3 Issue.

To this end, Resolution 3 seeks Shareholder approval for the Resolution 3 Issue under and for the purposes of Listing Rule 7.1.

If Shareholders pass Resolution 3, the Company will undertake the Resolution 3 Issue without using up any of its 15% Placement Capacity and retain the flexibility to make future issues of equity securities up to the 15% limit.

If Resolution 3 is not passed, the Company will not be able to undertake the Resolution 3 Issue and in order to comply with the mandate with the Lead Manager, the Company will seek to grant the Advisor Options to JP Equity Holdings Pty Ltd (or its nominees) on a progressive basis in accordance with its available placement capacity under Listing Rule 7.1.

4.3 Information required by Listing Rule 7.3

The following information is provided in relation to this Resolution 3, as required by Listing Rule 7.3:

Listing Rule	Details
7.3.1	The Advisor Options will be issued to JP Equity Holdings Pty Ltd or its nominees.
7.3.2	2,500,000 Advisor Options are proposed to be issued.

7.3.3	The Advisor Options will have an exercise price of \$0.05 and an expiry date that is three years from the date of issue. Please refer to Schedule 1 for further details of the Advisor Options.
7.3.4	The Advisor Options may be issued progressively but no later than 3 months after the date of this Meeting (or such later date to the extent permitted by any ASX waiver of modification of the ASX Listing Rules)
7.3.5	The Advisor Options are being issued for nil consideration as they are being issued to JP Equity Holdings Pty Ltd (or its nominees) in their capacity as lead manager to the Placement.
7.3.6	No funds will be raised from issuing the Advisor Options.
7.3.7	Perth-based advisory firm, JP Equity Partners acted as lead manager to the Placement under a mandate and will receive a 6% capital raising fee on the total funds raised, pursuant to the Placement terms, for acting in this capacity. The Lead Manager and/or its nominee will receive 2,500,000 advisor options, with an exercise price of \$0.05 and an expiry date that is three years from the date of issue, subject to the successful completion of the placement and shareholder approval. The Lead Manager Agreement contains other terms and conditions considered standard for an agreement of its nature. The Lead Manager is not a related party of the Company.
7.3.8	The Advisor Options are not being issued under, or to fund, a reverse takeover.
7.3.9	A voting exclusion statement for this Resolution 3 is included in this Notice of Meeting.

4.4 Directors' Recommendation

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

The Chair of the meeting intends to vote undirected proxies in favour of this Resolution 3.

5. RESOLUTION 4 – APPROVAL OF ISSUE OF SHARES TO S3 CONSORTIUM HOLDINGS PTY LTD (OR ITS NOMINEES)

Background

As announced on 2 May 2024, TrivarX entered into an agreement with S3 Consortium Pty Ltd where they are to be issued, subject to shareholder approval at this General Meeting, 14 million Shares at \$0.025 per Share as payment for \$350,000 worth of investor relations services over the next two years. The Shares will be issued subject to trading blackout and hold conditions. Information regarding S3 Consortium Pty Ltd's trading blackouts, hold conditions and de-risking (sell) conditions is available on the group's website (nextinvestors.com/disclosure-policy/) and is repeated below:

Trading Blackouts and hold conditions:

- Hold 100% of a position for 90 days after initial coverage has been initiated (portfolio launch).
- Hold 80% of the position for 2 years after initial coverage has been initiated.
- Hold 50% of the position for the mandated investment time frame by portfolio:
 - Next Investors: 3 to 5 years
 - Wise Owl: 4 to 7 years
 - Catalyst Hunter: 2 to 3 years
 - Finfeed: 3 to 5 years.
- Do not trade in a stock for 3 days after an investment update is sent about that stock.

De-risking (Sell) Conditions:

Their investment strategy involves partially de-risking positions after a company delivers certain milestones that re-rate the share price. De-risk conditions are:

- If the company has released at least 3 material announcements and the share price has re-rated 300% - we can de-risk/take profit by selling a maximum 30% of the total position.
- If the company has released at least 6 material announcements and the share price has re-rated 500% - we can de-risk/take profit by selling a further 30% of the total position.

S3 Consortium Holdings Pty Ltd <Nextinvestors dot com> also committed to invest \$120,500 in the Placement.

5.1 Listing Rule 7.1

Listing Rule 7.1 provides that a company must not, without shareholder approval, issue or agree to issue more securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period. Please also refer to the above section in relation to Resolution 1 as to the application of the Listing Rules 7.1 and 7.1A.

As the issue of shares to S3 Consortium Holdings Pty Ltd under Resolution 4 (**Consideration Shares**) would, without shareholder approval, exceed that 15% limit, the Company proposes Resolution 4 to seek Shareholder approval under Listing Rule 7.1 for the Consideration Shares.

To this end, Resolution 4 seeks Shareholder approval for the Consideration Shares under and for the purposes of Listing Rule 7.1.

If Shareholders pass Resolution 4, the Company will undertake the issue of the Consideration Shares without using up any of its 15% Placement Capacity and retain the flexibility to make future issues of equity securities up to the 15% limit.

If Resolution 4 is not passed, the Company will not be able to undertake the issue of the Consideration Shares and in order to comply with the services agreement with the S3 Consortium Holdings Pty Ltd, the Company will be required to pay in cash, the greater of \$350,000 or the amount, in cash, equivalent in value to the Consideration Shares based on a 5-day Volume Weighted Average Price of Shares as traded on ASX up to and including the invoice date, payable within 30 days of the invoice date.

5.2 Information required by Listing Rule 7.3

The following information is provided in relation to this Resolution 4, as required by Listing Rule 7.3:

Listing Rule	Details
7.3.1	The Consideration Shares will be issued to S3 Consortium Holdings Pty Ltd or its nominees.
7.3.2	14,000,000 Consideration Shares are proposed to be issued.
7.3.3	The Consideration Shares issued under Resolution 4 are ordinary fully paid shares of the Company and rank equally with existing Shares of the Company at the time of issue.
7.3.4	The Consideration Shares may be issued progressively but no later than 3 months after the date of this Meeting (or such later date to the extent permitted by any ASX waiver of modification of the ASX Listing Rules)
7.3.5	The Consideration Shares are being issued for at \$0.025 per Share to S3 Consortium Holdings Pty Ltd (or its nominees) as payment for \$350,000 worth of investor relations services over the next two years.
7.3.6	No funds will be raised from issuing the Shares as they are in satisfaction of payment for investor relations services over the next two years.
7.3.7	S3 Consortium Holdings Pty Ltd are providing investor relations services to TrivarX over the next two years. If the \$350,000 in fees is not paid on the Due Date, being within 10 days following this general meeting, by either issuing the Consideration Shares or by making payment in cash, S3 Consortium Holdings Pty Ltd may charge an additional late fee of up to 12% per annum based on the outstanding amount and any other administrative fees or charges accrued from the original Due Date until all outstanding amounts are paid in full. The Agreement contains other terms and

	conditions considered standard including termination clauses for non-performance. S3 Consortium Holdings Pty Ltd is not a related party of the Company.
7.3.8	The Consideration Shares are not being issued under, or to fund, a reverse takeover.
7.3.9	A voting exclusion statement for this Resolution 4 is included in this Notice of Meeting.

5.3 Directors' Recommendation

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

The Chair of the meeting intends to vote undirected proxies in favour of this Resolution 4.

6. RESOLUTION 5, RESOLUTION 6, RESOLUTION 7 AND RESOLUTION 8 – ISSUE OF OPTIONS TO DIRECTORS, DAVID TRIMBOLI AND CHRISTOPHER NTOUMENOPOULOS

6.1 General

Resolution 5, Resolution 6, Resolution 7 and Resolution 8 seek shareholder approval for the proposed issue of an aggregate of 12,000,000 Directors Options (**Options**) to David Trimboli and Christopher Ntoumenopoulos, the Directors of the Company, (or their nominee/s) on the terms and conditions set out below.

It is proposed that the Directors will receive the following Options:

- (a) 3,000,000 unlisted 6 Cent Options exercisable at \$0.06 (6 cents) per Option on or before 3 years from the date of issue to David Trimboli (or his nominee/s);
- (b) 3,000,000 unlisted 8 Cent Options exercisable at \$0.08 (8 cents) per Option on or before 3 years from the date of issue to David Trimboli (or his nominee/s);
- (c) 3,000,000 unlisted 6 Cent Options exercisable at \$0.06 (6 cents) per Option on or before 3 years from the date of issue to Christopher Ntoumenopoulos (or his nominee/s; and
- (d) 3,000,000 unlisted 8 Cent Options exercisable at \$0.08 (8 cents) per Option on or before 3 years from the date of issue to Christopher Ntoumenopoulos (or his nominee/s).

6.2 Director Recommendation

In the interests of good governance, as a majority of the Directors have an interest in the outcome of these Resolutions, the Directors abstain from making a recommendation in relation to these Resolutions.

The Chair of the meeting intends to vote undirected proxies in favour of these Resolutions.

6.3 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Options to the Directors constitutes giving a financial benefit and each of the Directors is a related party of the Company by virtue of being a Director.

As the Options are proposed to be issued to two of the three Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue of the Options. Accordingly, Shareholder approval for the issue of Options to the Directors is sought in accordance with Chapter 2E of the Corporations Act.

6.4 Listing Rule 10.11

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

- 10.11.1 a related party;
- 10.11.2 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;
- 10.11.3 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 of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 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 its shareholders,

unless it obtains the approval of its shareholders.

The issue of Options falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolutions 5, 6, 7 and 8 seek the required Shareholder approval for the issue of the Options under and for the purposes of Listing Rule 10.11.

6.5 Technical Information required by Listing Rule 14.1A

If Resolution 5 is passed, the Company will be able to proceed with the issue of the 3,000,000 unlisted 6 Cent Options exercisable at \$0.06 (6 cents) per Option on or before 3 years from the date of issue to David Trimboli within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Options (because approval is being obtained under Listing Rule 10.11), the issue of the Options will not use up any of the Company's 15% annual placement capacity.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the Options under that Resolution.

If Resolution 6 is passed, the Company will be able to proceed with the issue of the 3,000,000 unlisted 8 Cent Options exercisable at \$0.08 (8 cents) per Option on or before 3 years from the date of issue to David Trimboli within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Options (because approval is being obtained under Listing Rule 10.11), the issue of the Options will not use up any of the Company's 15% annual placement capacity.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the Options under that Resolution.

If Resolution 7 is passed, the Company will be able to proceed with the issue of the 3,000,000 unlisted 6 Cent Options exercisable at \$0.06 (6 cents) per Option on or before 3 years from the date of issue to Christopher Ntoumenopoulos within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing

Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Options (because approval is being obtained under Listing Rule 10.11), the issue of the Options will not use up any of the Company's 15% annual placement capacity.

If Resolution 7 is not passed, the Company will not be able to proceed with the issue of the Options under that Resolution.

If Resolution 8 is passed, the Company will be able to proceed with the issue of the 3,000,000 unlisted 8 Cent Options exercisable at \$0.08 (8 cents) per Option on or before 3 years from the date of issue to Christopher Ntoumenopoulos within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Options (because approval is being obtained under Listing Rule 10.11), the issue of the Options will not use up any of the Company's 15% annual placement capacity.

If Resolution 8 is not passed, the Company will not be able to proceed with the issue of the Options under that Resolution.

6.6 Technical information required by Listing Rule 10.13 and section 219 of the Corporations Act

Pursuant to and in accordance with Listing Rule 10.13 and section 219 of the Corporations Act, the following information is provided in relation to Resolutions 5, 6, 7 and 8:

- (a) the Options will be issued to David Trimboli and Christopher Ntoumenopoulos (or their nominees), who each fall within the category set out in Listing Rule 10.11.1 as each are a related party of the Company by virtue of being a Director;
- (b) the maximum number of Options to be issued is 12,000,000 and will be issued as follows:
 - (i) 3,000,000 unlisted 6 Cent Options exercisable at \$0.06 (6 cents) per Option on or before 3 years from the date of issue to David Trimboli (or his nominee/s);
 - (ii) 3,000,000 unlisted 8 Cent Options exercisable at \$0.08 (8 cents) per Option on or before 3 years from the date of issue to David Trimboli (or his nominee/s);
 - (iii) 3,000,000 unlisted 6 Cent Options exercisable at \$0.06 (6 cents) per Option on or before 3 years from the date of issue to Christopher Ntoumenopoulos (or his nominee/s); and
 - (iv) 3,000,000 unlisted 8 Cent Options exercisable at \$0.08 (8 cents) per Option on or before 3 years from the date of issue to Christopher Ntoumenopoulos (or his nominee/s).
- (c) the terms and conditions of the Options are set out in Schedule 2;
- (d) the Options will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (e) the issue price of the Options will be nil. The Company will not receive any other consideration in respect of the issue of the Options (other than in respect of funds received on exercise of the Options);
- (f) the purpose of the issue of the Options is to provide a performance linked short-term incentive component in the remuneration package for the Directors to motivate and reward their performance as a Director and to provide cost effective remuneration enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Directors;

- (g) the Options are unquoted Options. The Company has agreed to issue the Options to the Directors subject to Shareholder approval for the following reasons:
- (i) the Options are unquoted; therefore, the issue of the Options has no immediate dilutionary impact on Shareholders; and
 - (ii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Options on the terms proposed;
- (h) the number of Options to be issued to each of the Directors has been determined based upon a consideration of:
- (i) the remuneration of the Directors; and
 - (ii) incentives to attract and ensure continuity of service of the Directors who have appropriate knowledge and expertise, while maintaining the Company's cash reserves;
- (i) the current total remuneration package for David Trimboli is \$72,000 per annum (including statutory superannuation), comprising of directors' fees/salary, together with additional reimbursement benefits. The Options (which have been valued as per Schedule 3) have an estimated total value of \$104,880;
- (j) the current total remuneration package for Christopher Ntoumenopoulos is \$60,000 per annum (including statutory superannuation), comprising of directors' fees/salary, together with additional reimbursement benefits. The Options (which have been valued as per Schedule 3) have an estimated total value of \$104,880;
- (k) the relevant interests of the Directors in securities of the Company as at the date of this Notice, excluding any interests in Fee Shares contemplated by this Notice, are set out below:

As at the date of this Notice

Director	Shares ¹	Options	Undiluted ²	Fully Diluted
David Trimboli	13,093,059	8,454,167 ³	2.89%	4.63%
Christopher Ntoumenopoulos	4,262,822	4,029,167 ⁴	0.94%	1.78%

Post-issue of the Options to Directors

Director	Shares ¹	Options
David Trimboli	13,093,059	14,454,167
Christopher Ntoumenopoulos	4,262,822	10,029,167

Notes:

1. Fully paid ordinary shares in the capital of the Company (ASX: TRI).
2. Based on 452,478,683 (being 409,449,428 Shares on issue as at the date of this Notice in addition to the shares the subject of Resolutions 2 and 4).
3. 5,416,667 Unquoted Options exercisable at \$0.08 each on or before 15 June 2025 and 3,037,500 Unquoted Options exercisable at \$0.06 each on or before 13 October 2026.

4. 1,666,667 Unquoted Options exercisable at \$0.08 each on or before 15 June 2025 and 2,362,500 Unquoted Options exercisable at \$0.06 each on or before 13 October 2026.

- (l) if the Options issued to the Directors are exercised, a total of 12,000,000 Shares would be issued. This will increase the number of Shares on issue from 452,678,683 (being 409,649,428 Shares on issue as at the date of this Notice in addition to the shares the subject of Resolutions 2 and 4) to 464,478,683 (assuming that no Shares are issued and no convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 2.49%, comprising 1.22% by David Trimboli and 1.27% by Christopher Ntoumenopoulos.

The market price for Shares during the term of the Options would normally determine whether the Options are exercised. If, at any time any of the Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Options, there may be a perceived cost to the Company;

- (m) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	\$0.042	28 February 2024
Lowest	\$0.020	8 February 2024 ¹
Last	\$0.029	10 May 2024

Note:

The lowest price prior to the consolidation in November 2023 was also \$0.02 when recalculated to allow for the effect of the 20:1 consolidation.

- (n) the Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolutions 5 to 8; and
- (o) a voting exclusion statement is included for Resolutions 5 to 8 of this Notice of Meeting.

7. RESOLUTIONS 9 AND 10 – SHARE ISSUE TO DAVID TRIMBOLI AND CHRISTOPHER NTOUMENOPOULOS IN LIEU OF PAYMENT OF DIRECTOR'S FEES

7.1 General

The purpose of Resolutions 9 and 10 are to seek the approval of Shareholders for the issue of Shares to Mr David Trimboli or Mr Christopher Ntoumenopoulos (or their nominee(s)) in lieu of receipt of his Director fees in cash (**Fee Shares**).

A summary of the amounts payable to Mr Trimboli by the issue of Shares is outlined below:

Director	Amount of Fees	Number of Shares to be issued in lieu of Director fees	Deemed issue price per Share
David Trimboli	\$54,000	2,160,000	\$0.025
Christopher Ntoumenopoulos	\$45,000	1,800,000	\$0.025

7.2 Directors' Recommendation

In the interests of good governance, as a majority of the Directors have an interest in the outcome of these Resolutions, the Directors abstain from making a recommendation in relation to these Resolutions.

The Chair of the meeting intends to vote undirected proxies in favour of these Resolutions.

7.3 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

Section 228 of the Corporations Act defines a "related party" for the purposes of Chapter 2E to include a director of a public company. A "financial benefit" is defined in section 229 of the Corporations Act and includes granting shares to a related party. The issue of Shares to David Trimboli and Christopher Ntoumenopoulos in lieu of the Director fees constitutes giving a financial benefit and each of the Directors named above is a related party of the Company by virtue of being a Director.

As the Fee Shares are proposed to be issued to two of the three Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue of the Fee Shares. Accordingly, Shareholder approval for the issue of Fee Shares to the Directors is sought in accordance with Chapter 2E of the Corporations Act.

7.4 Listing Rule 10.11

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

- (a) Listing Rule 10.11.1 – a related party;
- (b) Listing Rule 10.11.2 – 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;
- (c) Listing Rule 10.11.3 – 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 of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) Listing Rule 10.11.4 – an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- (e) Listing Rule 10.11.5 – 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 its shareholders,

unless it obtains the approval of its shareholders.

The issue of the Fee Shares falls within Listing Rule 10.11.1 (as each director the subject of Resolutions 9 and 10 is a Director of the Company) and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of the Company's Shareholders under Listing Rule 10.11. The Resolutions seek the required Shareholder approval to the issue of the Fee Shares under and for the purposes of Listing Rule 10.11.

7.5 Technical information required by Listing Rule 14.1A

If Resolution 9 is approved, the Company will issue the Fee Shares to David Trimboli (or his nominee(s)) in lieu of his Director fees.

If Resolution 9 is not approved, the Company will not be able to issue the Fee Shares to David Trimboli in lieu of his Director fees. Accordingly, the Company may be required to implement alternative arrangements to remunerate David Trimboli including the payment of additional cash-based remuneration in recognition of his services and time commitments thereby reducing the available cash resources of the Company.

If Resolution 10 is approved, the Company will issue the Fee Shares to Christopher Ntoumenopoulos or his nominee(s)) in lieu of his Director fees.

If Resolution 10 is not approved, the Company will not be able to issue the Fee Shares to Christopher Ntoumenopoulos in lieu of his Director fees. Accordingly, the Company may be

required to implement alternative arrangements to remunerate Christopher Ntoumenopoulos including the payment of additional cash-based remuneration in recognition of his services and time commitments thereby reducing the available cash resources of the Company.

7.6 Technical information required by Listing Rule 10.13 and section 219 of the Corporations Act

Pursuant to and in accordance with Listing Rule 10.13 and section 219 of the Corporations Act, the following information is provided in relation to Resolutions 9 and 10:

- (a) the Fee Shares will be issued to David Trimboli and Christopher Ntoumenopoulos (or their nominees), who each fall within the category set out in Listing Rule 10.11.1 as each are a related party of the Company by virtue of being a Director;
- (b) the maximum number of Fee Shares to be issued is 12,000,000 and will be issued as follows:
 - (i) pursuant to Resolution 9: 2,160,000 Shares to David Trimboli; and
 - (ii) pursuant to Resolution 10: 1,800,000 Shares to Christopher Ntoumenopoulos;
- (c) the Fee Shares proposed to be issued are fully paid ordinary shares;
- (d) the Fee Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (e) the Fee Shares will be issued for nil cash consideration as they are being issued in lieu of David Trimboli's Director fees totalling \$54,000 and Christopher Ntoumenopoulos' Director Fees totalling \$45,000 accrued and owing to David Trimboli and Christopher Ntoumenopoulos between 1 August 2023 and 30 April 2024 (at a deemed issue price of \$0.025);
- (f) no funds will be raised from the issue of the Fee Shares except that the liability of the Company to pay the Directors' fees, as set out above, will be extinguished;
- (g) the number of Fee Shares to be issued to each of the Directors has been determined based upon a consideration of:
 - (i) the remuneration of the Directors and the amounts owing to the Directors; and
 - (ii) incentives to attract and ensure continuity of service of the Directors who have appropriate knowledge and expertise, while maintaining the Company's cash reserves;
- (h) the current total remuneration package for:
 - (i) David Trimboli is \$72,000 per annum (including statutory superannuation), comprising of directors' fees/salary, together with additional reimbursement benefits. The Fee Shares proposed to be issued to David Trimboli have a total value of \$62,640 based on the closing Share price of \$0.029 on 10 May 2024; and
 - (ii) Christopher Ntoumenopoulos is \$60,000 per annum (including statutory superannuation), comprising of directors' fees/salary, together with additional reimbursement benefits. The Fee Shares proposed to be issued to David Trimboli have a total value of \$52,200, based on the closing Share price of \$0.029 on 10 May 2024,

The purpose of the issue of the Fee Shares is to remunerate the Directors in performing their roles as a director of the Company and to conserve cash for the Company;

- (i) the relevant interests of the Directors in securities of the Company as at the date of this Notice, excluding any interests in Options contemplated by this Notice in Resolutions 5 to 8, are set out below:

As at the date of this Notice

Director	Shares ¹	Options	Undiluted ²	Fully Diluted
David Trimboli	13,093,059	8,454,167 ³	2.89%	4.63%
Christopher Ntoumenopoulos	4,262,822	4,029,167 ⁴	0.94%	1.78%

Post-issue of the Fee Shares to Directors

Director	Shares ¹	Options
David Trimboli	15,253,059	8,454,167
Christopher Ntoumenopoulos	6,062,822	4,029,167

Notes:

1. Fully paid ordinary shares in the capital of the Company (ASX: TRI).
 2. Based on 452,478,683 (being 409,449,428 Shares on issue as at the date of this Notice in addition to the shares the subject of Resolutions 2 and 4).
 3. 5,416,667 Unquoted Options exercisable at \$0.08 each on or before 15 June 2025 and 3,037,500 Unquoted Options exercisable at \$0.06 each on or before 13 October 2026.
 4. 1,666,667 Unquoted Options exercisable at \$0.08 each on or before 15 June 2025 and 2,362,500 Unquoted Options exercisable at \$0.06 each on or before 13 October 2026.
- (j) if the Fee Shares are approved, a total of 3,960,000 Shares would be issued. This will increase the number of Shares on issue from 452,678,683 (being 409,649,428 Shares on issue as at the date of this Notice in addition to the shares the subject of Resolutions 2 and 4) to 456,638,683 (assuming that no Shares are issued and no convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 0.83%, comprising 0.44% by David Trimboli and 0.39% by Christopher Ntoumenopoulos.
- (k) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	\$0.042	28 February 2024
Lowest	\$0.020	8 February 2024 ¹
Last	\$0.029	10 May 2024

Note:

The lowest price prior to the consolidation in November 2023 was also \$0.02 when recalculated to allow for the effect of the 20:1 consolidation.

- (l) the Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolutions 9 and 10;

- (m) the Fee Shares are not issued under an agreement; and
- (n) a voting exclusion statement is included for Resolutions 9 and 10 of this Notice of Meeting.

8. GLOSSARY

\$ means Australian dollars.

6 Cent Option means an unlisted option to acquire a Share, exercisable at \$0.06 (6 cents) on or before 3 years from the date of issue, on the terms and conditions set out at Schedule 2 (as applicable).

8 Cent Option means an unlisted option to acquire a Share, exercisable at \$0.08 (8 cents) on or before 3 years from the date of issue, on the terms and conditions set out at Schedule 2 (as applicable).

Advisor Option means an unlisted option to acquire a Share, exercisable at \$0.05 (5 cents) on or before 3 years from the date of issue, on the terms and conditions set out at Schedule 1.

associate has the meaning given in the ASX Listing Rules.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules or **Listing Rules** means the Listing Rules of ASX.

Board means the current board of Directors of the Company.

Chair means the chair of the Meeting.

Closely Related Party has the meaning given in section 9 of the Corporations Act.

Company means TrivarX Limited (ACN 008 130 336).

Constitution means the Company's constitution.

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

Director Option means a 6 Cent Option or 8 Cent Option, as applicable.

Directors means the current directors of the Company.

Eligible Entity means an entity that, at the date of the relevant general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

Explanatory Statement means the explanatory statement accompanying the Notice.

General Meeting or **Meeting** means the meeting convened by the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the Listing Rules of ASX.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Options has the meaning given to that term in Section 6.1.

Placement has the meaning given to that term in Section 1.

Placement Tranche 1 Shares has the meaning given to that term in Section 1(a).

Placement Tranche 2 Shares has the meaning given to that term in Section 1(b).

Professional and Sophisticated Investors means professional or sophisticated investors for the purposes of section 708 of the Corporations Act who are clients of the Lead Manager (or their nominees).

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

Share Registry means Automic Registry Services.

Volume Weighted Average Price in relation to the ordinary fully paid shares of TrivarX Limited for a particular period, means the volume weighted average price of trading in the ordinary fully paid shares on the ASX market and the Chi-X market over that period, excluding block trades, large portfolio trades, permitted trades during the pre-trading hours period, permitted trades during the post-trading hours period, out of hours trades and exchange traded option exercises.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – TERMS OF AND CONDITIONS ADVISOR OPTIONS

The Advisor Options (**Options**) are to be issued subject to the following terms and conditions.

(a) Entitlement

- (i) Each Option entitles the Option holder to subscribe for, and be allotted, one ordinary Share in the capital of the Company.
- (ii) Shares issued on the exercise of Options will rank equally with all existing Shares on issue, as at the exercise date, and will be subject to the provisions of the Constitution of the Company and any escrow restrictions imposed on them by the ASX.

(b) Exercise of Option

- (i) The Options are exercisable at any time from the issue date.
- (ii) The Options expire on three years from the date of issue.
- (iii) The exercise price per Option is \$0.05 (5 cents).
- (iv) Each Option is exercisable by the Option holder signing and delivering a notice of exercise of Option together with the exercise price in full for each Share to be issued upon exercise of each Option to the Company's Share Registry. Unless a holder is exercising all of their Options, Options must be exercised in parcels of not less than 1,000.
- (v) The Options cannot be exercised if, as a result of the exercise, the Option holder or any of its associates would breach the provisions of Chapter 6 (and specifically section 606) of the Corporations Act.
- (vi) Remittances must be made payable to 'TrivarX Limited'.
- (vii) All Options will lapse on the earlier of the:
 - a. receipt by the Company of notice from the Option holder that the Option holder has elected to surrender the Option; and
 - b. expiry of the final date and time for exercise of the Option.
- (viii) In the event of liquidation of the Company, all unexercised Options will lapse.

(c) Quotation

- (i) As at the date of this Notice of Meeting, the Company does not intend to apply for Official Quotation of the Options but may decide to do so at a later date.
- (ii) If the Shares of the Company are quoted on the ASX, the Company will apply to the ASX for, and will use its best endeavours to obtain, quotation of all Shares issued on the exercise of any Options within 10 Business Days (as defined in the Listing Rules) of issue. The Company gives no assurance that such quotation will be granted.
- (iii) The Options are not transferable until after 12 months from the issue date.

(d) Participation in Securities Issues

Subject to paragraph (e) below, the holder is not entitled to participate in new issues of securities without exercising the Options.

(e) Participation in a Reorganisation of Capital

- (i) In the event of any reconstruction or reorganisation (including consolidation, subdivision, reduction or return of the capital of the Company), the rights of an Option holder will be changed in accordance with the Listing Rules applying to a restructure or reorganisation of the capital at the time of that restructure or reorganisation, provided always that the changes to the terms of the Options do not result in any benefit being conferred on the Option holder which is not conferred on Shareholders of the Company.
- (ii) In any reorganisation as referred to in paragraph (e)(i), Options will be treated in the following manner:
 - a. in the event of a consolidation of the share capital of the Company, the number of Options will be consolidated in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;

- b. in the event of a subdivision of the share capital of the Company, the number of Options will be subdivided in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;
- c. in the event of a return of the share capital of the Company, the number of Options will remain the same and the exercise price will be reduced by the same amount as the amount returned in relation to each ordinary share;
- d. in the event of a reduction of the share capital of the Company by a cancellation of paid up capital that is lost or not represented by available assets where no securities are cancelled the number of Options and the exercise price of each Option will remain unaltered;
- e. in the event of a pro-rata cancellation of shares in the Company, the number of Options will be reduced in the same ratio as the ordinary share capital of the Company and the exercise price of each Option will be amended in inverse proportion to that ratio; and
- f. in the event of any other reorganisation of the issued capital of the Company, the number of Options or the exercise price or both will be reorganised (as appropriate) in a manner which will not result in any benefits being conferred on the Option holder which are not conferred on Shareholders.

SCHEDULE 2 – TERMS AND CONDITIONS OF DIRECTOR OPTIONS

The Director Options (**Options**) are to be issued subject to the following terms and conditions.

(a) Entitlement

- (i) Each Option entitles the Option holder to subscribe for, and be allotted, one ordinary Share in the capital of the Company.
- (ii) Shares issued on the exercise of Options will rank equally with all existing Shares on issue, as at the exercise date, and will be subject to the provisions of the Constitution of the Company and any escrow restrictions imposed on them by the ASX.

(b) Exercise of Option

- (i) The Options are exercisable at any time from the issue date.
- (ii) The Options expire on 3 years from the date of issue.
- (iii) Each Option is exercisable by the Option holder signing and delivering a notice of exercise of Option together with the applicable exercise price, as set out below, in full for each Share to be issued upon exercise of each Option to the Company's Share Registry. Unless a holder is exercising all of their Options, Options must be exercised in parcels of not less than 1,000.

Exercise price for 6 Cent Options:	Exercise price for 8 Cent Options:
\$0.06 (6 cents)	\$0.08 (8 cents)

- (iv) The Options cannot be exercised if, as a result of the exercise, the Option holder or any of its associates would breach the provisions of Chapter 6 (and specifically section 606) of the Corporations Act.
- (v) Remittances must be made payable to 'TrivarX Limited'.
- (vi) All Options will lapse on the earlier of the:
 - a. receipt by the Company of notice from the Option holder that the Option holder has elected to surrender the Option; and
 - b. expiry of the final date and time for exercise of the Option.
- (vii) In the event of liquidation of the Company, all unexercised Options will lapse.

(c) Quotation and transferability

- (i) As at the date of this Notice of Meeting, the Company does not intend to apply for Official Quotation of the Options but may decide to do so at a later date.
- (ii) If the Shares of the Company are quoted on the ASX, the Company will apply to the ASX for, and will use its best endeavours to obtain, quotation of all Shares issued on the exercise of any Options within 10 Business Days (as defined in the Listing Rules) of issue. The Company gives no assurance that such quotation will be granted.
- (iii) The Options are not transferable until after 12 months from the issue date.

(d) Participation in Securities Issues

Subject to paragraph (e) below, the holder is not entitled to participate in new issues of securities without exercising the Options.

(e) Participation in a Reorganisation of Capital

- (i) In the event of any reconstruction or reorganisation (including consolidation, subdivision, reduction or return of the capital of the Company), the rights of an Option holder will be changed in accordance with the Listing Rules applying to a restructure or reorganisation of the capital at the time of that restructure or reorganisation, provided always that the changes to the terms of the Options do not result in any benefit being conferred on the Option holder which is not conferred on Shareholders of the Company.
- (ii) In any reorganisation as referred to in paragraph (e)(i), Options will be treated in the following manner:

- a. in the event of a consolidation of the share capital of the Company, the number of Options will be consolidated in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;
- b. in the event of a subdivision of the share capital of the Company, the number of Options will be subdivided in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;
- c. in the event of a return of the share capital of the Company, the number of Options will remain the same and the exercise price will be reduced by the same amount as the amount returned in relation to each ordinary share;
- d. in the event of a reduction of the share capital of the Company by a cancellation of paid up capital that is lost or not represented by available assets where no securities are cancelled the number of Options and the exercise price of each Option will remain unaltered;
- e. in the event of a pro-rata cancellation of shares in the Company, the number of Options will be reduced in the same ratio as the ordinary share capital of the Company and the exercise price of each Option will be amended in inverse proportion to that ratio; and
- f. in the event of any other reorganisation of the issued capital of the Company, the number of Options or the exercise price or both will be reorganised (as appropriate) in a manner which will not result in any benefits being conferred on the Option holder which are not conferred on Shareholders.

SCHEDULE 3 – VALUATION OF DIRECTOR OPTIONS

The Director Options, to be issued pursuant to Resolutions 5, 6, 7 and 8 have been valued using the Black & Scholes option valuation methodology and based on the assumptions set out below. The estimate value of the Director Options is as follows:

Assumptions	Details @ \$0.06 Exercise Price	Details @ \$0.08 Exercise Price
Valuation date	7 May 2024	7 May 2024
Market price of Shares at assumed grant date	\$0.035	\$0.035
Exercise price	\$0.06	\$0.08
Assumed Grant date	6 May 2024	6 May 2024
Assumed Expiry date	5 May 2027	5 May 2027
Risk free interest rate	3.85%	3.85%
Volatility	100%	100%
Indicative fair value per Director Options	\$0.01851	\$0.01645
Total indicative Fair Value of Director Options	\$111,060	\$98,700
<i>David Trimboli</i>	\$55,530	\$49,350
<i>Christopher Ntoumenopoulos</i>	\$55,530	\$49,350

Note: The indicative valuations noted above are not necessarily the market price that the Director Options could be traded at and are not necessarily the appropriate values for taxation purposes.

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Trivarx Ltd | ABN 58 008 130 336

Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Your proxy voting instruction must be received by **09.00am (AWST) on Wednesday, 03 July 2024**, 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 Key Management Personnel.

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.



BY MAIL:

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IN PERSON:

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