
GLOBAL HEALTH LIMITED
ACN 091 377 892
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 11:00am (AEST)

DATE: Wednesday, 31 July 2024

PLACE: Becketts Lawyers
Level 34, 120 Collins Street, Melbourne, Victoria 3000

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

This Notice 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 7:00 pm (AEST) on Monday, 29 July 2024.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1: RATIFICATION OF THE PRIOR ISSUE OF CONVERTIBLE NOTES

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve the issue of up to 750,000 Convertible Notes held by Investors, on the terms and conditions set out in the Explanatory Statement."

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

2. RESOLUTION 2 – ISSUE OF CONVERTIBLE NOTES TO A DIRECTOR – GRANT SMITH

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 208 of the Corporations Act 2001 (Cth), Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 50,000 Convertible Notes to Grant Smith, Non-Executive Director of the Company (or his nominee), on the terms and conditions set out in the Explanatory Statement."

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

3. RESOLUTION 3 – ISSUE OF CONVERTIBLE NOTES TO A DIRECTOR – KAREN CORRY

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 208 of the Corporations Act 2001 (Cth), Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 50,000 Convertible Notes to Karen Corry, Non-Executive Director of the Company (or her nominee), on the terms and conditions set out in the Explanatory Statement."

4. RESOLUTION 4 – ISSUE OF CONVERTIBLE NOTES TO A DIRECTOR – STEVEN PYNT

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 208 of the Corporations Act 2001 (Cth), Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 50,000 Convertible Notes to Steven Pynt, Non-Executive Director of the Company (or his nominee), on the terms and conditions set out in the Explanatory Statement."

5. RESOLUTION 5 – ISSUE OF CONVERTIBLE NOTES TO A DIRECTOR – STEVEN STRANGE

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 208 of the Corporations Act 2001 (Cth), Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 50,000 Convertible Notes to Steven Strange, Non-Executive Director of the Company (or his nominee), on the terms and conditions set out in the Explanatory Statement."

6. RESOLUTION 6 – ISSUE OF CONVERTIBLE NOTES TO A DIRECTOR – MATHEW CHERIAN

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 208 of the Corporations Act 2001 (Cth), Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 50,000 Convertible Notes to Mathew Cherian, Managing Director of the Company (or his nominee), on the terms and conditions set out in the Explanatory Statement."

By order of the Board

James Barrie
Company Secretary

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 the Prior Issue of Convertible Notes	A person (or their nominee) who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.
Resolution 2 – Issue of Convertible Notes to a Director – Grant Smith	Mr Grant Smith (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities except a benefit solely by reason of being a holder of ordinary securities in the entity, or an associate of that person.
Resolution 3 – Issue of Convertible Notes to a Director – Karen Corry	Ms Karen Corry (or her nominee) and any other person who will obtain a material benefit as a result of the issue of the securities except a benefit solely by reason of being a holder of ordinary securities in the entity, or an associate of that person.
Resolution 4 – Issue of Convertible Notes to a Director – Steven Pynt	Mr Steven Pynt (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities except a benefit solely by reason of being a holder of ordinary securities in the entity, or an associate of that person.
Resolution 5 – Issue of Convertible Notes to a Director – Steven Strange	Mr Steven Strange (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities except a benefit solely by reason of being a holder of ordinary securities in the entity, or an associate of that person.
Resolution 6 – Issue of Convertible Notes to a Director – Mathew Cherian	Mr Mathew Cherian (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities except a benefit solely by reason of being a holder of ordinary securities in the entity, or an associate of that person.

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

- (a) a person as a 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 directions given by the beneficiary to the holder to vote in that way.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

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 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 the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 3 9675 0600.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at a General Meeting to be held on Wednesday, 31 July 2024, at 11:00am (AEST).

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Meeting preceding this Explanatory Statement. Capitalised terms in this Explanatory Statement are defined in the glossary to this document.

ASX takes no responsibility for the contents of the Notice or the Explanatory Statement.

This Explanatory Statement does not take into account any person's investment objectives, financial situation or particular needs. If you are in any doubt about what to do in relation to the Meeting you should consult your financial or other professional adviser.

RESOLUTION 1: RATIFICATION OF THE PRIOR ISSUE OF CONVERTIBLE NOTES

1.1 Background

As announced on 17 June 2024, to obtain additional funding the Company entered into a Convertible Note Deed Poll, pursuant to which the Company has or proposes to issue to Professional or Sophisticated Investors (**Investors**) up to 750,000 Convertible Notes (**Notes**) each with a face value of \$1.00 (**Note Deed Poll**).

On 20 June 2024, the Company lodged an Appendix 3G on the ASX Markets Announcement Platform advising that 596,000 Notes had been issued on 18 June 2024 raising \$596,000, with the balance 154,000 Notes to be issued within three (3) months of the date of this Meeting.

1.2 Note Deed Poll

Up to \$750,000 has or will be raised from the issue of the Notes. The key terms of the Note Deed Poll is as follows:

Notes	Up to 750,000 Notes at a face value of \$1.00 per Note.
Conversion Price	each Note will convert into that number of shares equal to the face value divided by the lower of: (a) \$0.15 (b) the price representing a 10% discount to the VWAP over the 10 Business Day period on which trades of Shares were recorded up to and including the Business Day immediately prior to: a. in the event of Conversion under Condition 3.2, the Maturity Date; and

	<p>b. in the event of Conversion under Condition 3.3, the date of the Notice of Conversion; and</p> <p>(c) the issue price of Shares pursuant to any Capital Raise,</p> <p>provided that the Conversion Price is subject to a minimum floor price of \$0.08 per Share.</p> <p>such that based on the minimum floor price of \$0.08 per share, up to 9,375,000 Shares are issuable in aggregate for all Notes held by the Sophisticated Investors (Note Shares).</p>
Interest rate	12% per annum.
Maturity Date	36 months after the Issue Date.
Conversion event	the Notes will convert into fully paid ordinary shares within 5 business days of receipt of a Conversion Notice.
Redemption	the Notes may only be redeemed upon an event of default (i.e. an insolvency event, failure to pay any money owing or failure to perform an obligation required under the Note Deed Poll which is not remedied within 10 business days).
Transferability	Notes may not be transferred without the Company's prior written consent, which it may withhold in its absolute discretion.
Reorganisation of capital	if there is a pro rata bonus issue of Shares (not for cash or other consideration), a subdivision or consolidation of Shares or any other reorganisation of Share capital, the number of Shares which may be issued upon conversion of the Notes will be adjusted to ensure the noteholder receives the same proportion of Shares as it would other have received had the reorganisation of capital not occurred.

1.3 Approval sought for the purposes of ASX Listing Rule 7.4

Broadly speaking, and subject to a number of exceptions set out in ASX Listing Rule 7.2, ASX Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue or agree to issue without the approval of its Shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period (**15% Placement Capacity**).

ASX Listing Rule 7.4 states that where a company's shareholders ratify a prior issue of Securities or an agreement to issue Securities issued under that company's 15% Placement Capacity (provided that previous issue of Securities did not breach ASX Listing Rule 7.1), those Securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1. This has the effect of "refreshing" a company's placement capacity and thereby increasing the number of Securities that may be issued under the Company's 15% Placement Capacity, without Shareholder approval.

1.4 Specific information required by ASX Listing Rule 14.1A

Accordingly, if Resolution 1 is passed, Notes initially issued under the Company's 15% Placement Capacity will no longer be included within the Company's 15% Placement Capacity. This will provide flexibility for the Company to issue future Securities under the Company's 15% Placement Capacity without having to obtain Shareholder approval for some or all of those future issues.

If Resolution 1 is not passed, the Notes will continue to be included in calculating the Company's 15% Placement Capacity, effectively decreasing the number of Equity Securities it can issue without Shareholder approval. Following the issue of the Notes, as at the date of the Notice the Company has no further capacity within its 15% Placement Capacity for the relevant period.

1.5 Specific information required by ASX Listing Rule 7.5

In accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Notes:

Person to whom the Securities will be issued	The Notes have or will be issued no later than three (3) months after the date of the Meeting to Professional or Sophisticated Investors who satisfy the requirements of section 708 of the Corporations Act.
Number and class of Securities to be issued	Up to 750,000 Notes have or will be issued.
Price or consideration received	Each Note will be issued at a Face Value of \$1.00.
Conversion	<p>Upon Conversion, each Note Share will be issued with a deemed price being the lower of:</p> <ul style="list-style-type: none">(a) \$0.15(b) the price representing a 10% discount to the VWAP over the 10 Business Day period on which trades of Shares were recorded up to and including the Business Day immediately prior to:<ul style="list-style-type: none">a. in the event of Conversion under Condition 3.2, the Maturity Date; andb. in the event of Conversion under Condition 3.3, the date of the Notice of Conversion; and(c) the issue price of Shares pursuant to any Capital Raise, <p>provided that the Conversion Price is subject to a minimum floor price of \$0.08 per Share.</p>

	which will reduce the amounts owing to the Investors by the Company under the Note Deed Poll.
Purpose of the issue	<p>The Notes will raise funds for general working capital and to serve and expand the Company's portfolio of healthcare applications.</p> <p>Whilst no funds will be raised upon Conversion, the value of the Note Shares will reduce the amounts owing to Investors under the Note Deed Poll.</p>
Material terms of the agreement	The material terms of the Note Deed Poll are set out in section 1.2

1.4 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 1.

2 RESOLUTIONS 2 TO 6 – ISSUE OF CONVERTIBLE NOTES TO DIRECTORS

2.1 General

As part of the subscription pursuant to the Note Deed Poll as outlined in resolution 1 above, the Company has agreed, subject to obtaining Shareholder approval, to issue a total of 250,000 Notes, each with a face value of \$1.00 (**Participant Notes**), which will convert to Note Shares upon conversion to the following related parties (**Participants**):

Director	Number of Participant Notes	Value of Notes
Mr Grant Smith	50,000	\$50,000
Ms Karen Corry	50,000	\$50,000
Mr Steven Pynt	50,000	\$50,000
Mr Steven Strang	50,000	\$50,000
Mr Mathew Cherian	50,000	\$50,000
Total	250,000	\$250,000

on the terms and conditions set out below.

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:

2.1.1 obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

2.1.2 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.

In addition, 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.

Directors subscribing for the Participant Notes 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 2 to 6 seek the required Shareholder approval for the Participation under and for the purposes of Listing Rule 10.11.

2.2 Shareholder approval (Chapter 2E of the Corporations Act and Listing Rule 10.11)

Pursuant to and in accordance with the requirements of sections 217 to 227 of the Corporations Act and ASX Listing Rule 10.13, the following information is provided in relation to the proposed issue of Notes to the Participants and the issue of Shares upon conversion of the Notes:

- (a) The related parties are Mr Grant Smith, Ms Karen Corry, Mr Steven Pynt, Mr Steven Strange and Mr Mathew Cherian and in accordance with Listing Rule 10.13.2 they are related parties pursuant to Listing Rule 10.11.1 by virtue of being directors;
- (b) 50,000 Notes with a face value per Note of \$1.00 equating to an investment of \$50,000 (being the nature of the financial benefit being provided) will be subscribed for by each of Mr Grant Smith, Ms Karen Corry, Mr Steven Pynt, Mr Steven Strange and Mr Mathew Cherian.
- (c) The purpose of the issue of the Notes is raise funds for general working capital and to serve and expand the Company's portfolio of healthcare applications. Whilst no funds will be raised upon Conversion, the value of the Note Agreement Shares will reduce the amounts owing to the Participants under the Note Agreement.
- (d) The maximum number of Note Shares (being the nature of the financial benefit being provided) to be issued upon conversion of the Notes to the related parties is \$50,000 worth of Shares to each of Mr Grant Smith, Ms Karen Corry, Mr Steven Pynt, Mr Steven Strange and Mr Mathew Cherian.

Upon conversion, the Notes will convert into that number of shares equal to the face value divided by the lower of:

- (a) \$0.15
- (b) the price representing a 10% discount to the VWAP over the 10 Business Day period on which trades of Shares were recorded up to and including the Business Day immediately prior to:
 - a. in the event of Conversion under Condition 3.2, the Maturity Date; and
 - b. in the event of Conversion under Condition 3.3, the date of the Notice of Conversion; and
- (c) the issue price of Shares pursuant to any Capital Raise,

provided that the Conversion Price is subject to a minimum floor price of \$0.08 per Share.

As an example, on the basis the Notes convert at the minimum floor price of \$0.08, the following number of shares would be issued:

Director	Value of Notes	Number of Note Shares
Mr Grant Smith	\$50,000	625,000
Ms Karen Corry	\$50,000	625,000
Mr Steven Pynt	\$50,000	625,000
Mr Steven Strange	\$50,000	625,000
Mr Mathew Cherian	\$50,000	625,000
Total	\$250,000	3,125,000

- (b) The Notes will be issued to the Participants no later than 1-month of the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);
- (c) The Note Shares will be issued to the Participants no later than 5-days upon receipt of a valid Conversion Notice or upon maturity, being 36-months from the date the Note Agreements were signed (or such later date as permitted by any ASX waiver or modification of the Listing Rules);
- (d) The Note Shares are proposed to be issued to the Participants on conversion of the Notes held by the Participants as outlined above. As such, the shares will be issued for nil cash consideration and no funds will be raised;
- (e) The Note Shares issued will be fully paid ordinary shares of the Company and on the same terms of the Company's existing Shares;
- (f) The Participants current shareholdings in the Company, including any associates, are as follow:

Director	No of Shares
Mr Grant Smith	486,722
Ms Karen Corry	40,000
Mr Steven Pynt	434,409
Mr Steven Strange	35,113
Mr Mathew Cherian	24,176,619

- (g) The grantees total remuneration (per Listing Rule 10.13.8) received from the Company for the 2023 financial year is as follows:

Director	Total Remuneration for Financial Year 2023
Mr Grant Smith	\$64,639
Ms Karen Corry	\$49,725
Mr Steven Pynt	\$61,664
Mr Steven Strange ¹	\$38,306
Mr Mathew Cherian	\$374,397

- (h) The trading history of the Company's Shares on the ASX in the 12-month period to 31 May 2024 is as follows:

	Price	Date
Highest	\$ 0.190	24 July 2023
Lowest	\$ 0.100	22 May 2024
Last	\$ 0.115	31 May 2024

- (i) As at 31 May 2024, being the date of preparation of this Notice, the Company's issued capital was 58,049,535². If approval is given by shareholders to issue Notes in accordance with Resolutions 2 to 6, the following would apply with Note Shares to be issued on conversion of the Notes based on ranges between the minimum floor issue price of \$0.08 and \$0.15 as outlined in 2.2 above:

	Assumed Issue Price		
	\$0.080	\$0.0115	\$0.150
Note Shares issued	3,125,000	2,173,913	1,666,667
Dilution to existing shareholder's holdings	5.11%	3.61%	2.79%

Director	Assumed Note Share Issue Price					
	\$0.080		\$0.0115		\$0.150	
	Total Shares	% of Issued Capital	Total Shares	% of Issued Capital	Total Shares	% of Issued Capital
Mr Grant Smith	1,111,722	1.87%	921,505	1.56%	820,055	1.40%
Ms Karen Corry	665,000	1.12%	474,783	0.81%	373,333	0.64%
Mr Steven Pynt	1,059,409	1.79%	869,192	1.48%	767,742	1.31%
Mr Steven Strange	660,113	1.11%	469,896	0.80%	368,446	0.63%
Mr Mathew Cherian	24,801,619	41.82%	24,611,402	41.77%	24,509,952	41.74%
Total	25,913,341	43.70%	25,532,906	43.34%	25,330,008	43.14%

¹ Mr Strange was appointed a director on 6 July 2022

² The total does not include the balance of the Note Agreement Shares that are the subject of resolution 1

Any further issue of Shares by the Company after the release of this Notice but prior to the holding of the Meeting will affect the above percentages of issued share capital held by the grantee directors of the Company.

As at 31 May 2024, the date of preparation of this Notice, the Company had availability to issue 8,707,430 Shares under Listing Rule 7.1.

- (j) The main purpose of the issue of Notes to the Participants is to allow them to participate in the issue of Notes pursuant to the Note Agreement on the terms and conditions outlined in resolution 1.
- (k) The Board acknowledges the issue of Notes to the Participants is contrary to Recommendation 8.2 of the ASX Corporate Governance Principles and Recommendations. However, the Board considers the issue of Shares is reasonable in the circumstances, given the necessity to raise additional capital by way of the Note Agreement.
- (l) If any of Resolutions 2 to 6 are not passed, the Company may not necessarily be in the position to raise the capital it requires.
- (m) The Company will not be subject to Fringe Benefits Tax or be liable for additional taxes in the event Resolutions 2 to 6 are passed and the relevant Shares issued.
- (n) Mr Smith declines to make a recommendation to Shareholders in relation to the outcome of Resolution 2 due to his material personal interest in the resolution. The other directors, who do not have a material personal interest in the outcome of Resolution 2 recommend that Shareholders vote in favour of Resolution 2. The Board, excluding Mr Smith, is not aware of any other information that would be reasonably required by Shareholders to allow them, to make a decision whether it is in the best interests of the Company to pass the resolution.
- (o) Ms Corry declines to make a recommendation to Shareholders in relation to the outcome of Resolution 3 due to her material personal interest in the resolution. The other directors, who do not have a material personal interest in the outcome of Resolution 3 recommend that Shareholders vote in favour of Resolution 3. The Board, excluding Ms Corry, is not aware of any other information that would be reasonably required by Shareholders to allow them, to make a decision whether it is in the best interests of the Company to pass the resolution.
- (p) Mr Pynt declines to make a recommendation to Shareholders in relation to the outcome of Resolution 4 due to his material personal interest in the resolution. The other directors, who do not have a material personal interest in the outcome of Resolution 4 recommend that Shareholders vote in favour of Resolution 4. The Board, excluding Mr Pynt, is not aware of any other information that would be reasonably required by Shareholders to allow them, to make a decision whether it is in the best interests of the Company to pass the resolution.
- (q) Mr Strange declines to make a recommendation to Shareholders in relation to the outcome of Resolution 5 due to his material personal interest in the resolution. The other directors, who do not have a material personal interest in the outcome of Resolution 5 recommend that Shareholders vote in favour of Resolution 5. The Board, excluding Mr Strange, is not aware of any other information that would be reasonably required by Shareholders to allow them, to make a decision whether it is in the best interests of the Company to pass the resolution.
- (r) Mr Cherian declines to make a recommendation to Shareholders in relation to the outcome of Resolution 6 due to his material personal interest in the resolution. The other directors, who do not have a material personal interest in the outcome of

Resolution 6 recommend that Shareholders vote in favour of Resolution 6. The Board, excluding Mr Cherian, is not aware of any other information that would be reasonably required by Shareholders to allow them, to make a decision whether it is in the best interests of the Company to pass the resolution.

2.3 Specific information required by ASX Listing Rule 14.1A

If Resolutions 2 to 6 are passed, the Company will issue Notes to the Participants, and Note Shares issued upon conversion of the Notes will not be included in determining the Company's 15% Placement Capacity. This will provide flexibility for the Company to issue future Securities under the Company's 15% Placement Capacity without having to obtain Shareholder approval for some or all of those future issues.

If any or all of Resolutions 2 to 6 are not passed, the Company will not issue Notes to the Participants whose resolution is not passed. This may result in the Company not necessarily being in the position to raise that portion of the capital it requires.

GLOSSARY

\$ means Australian dollars.

AEST means Australian Standard Time as observed in Melbourne, Victoria.

ASIC means the Australian Securities & Investments Commission.

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

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
 - 2.2.1 a child of the member's spouse;
 - 2.2.2 a dependent of the member or the member's spouse;
 - 2.2.3 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 dealing with the entity;
 - 2.2.4 a company the member controls; or
 - 2.2.5 a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Closing Price has the meaning given to it in Section 2.4(c).

Company means Global Health Limited (ACN 091 377 892).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying 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.

Meeting means the meeting convened by the Notice.

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

Participant has the meaning given in Section 2.1.

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.