



**Intellicare Holdings Limited
ACN 622 484 397**

Notice of General Meeting

**The General Meeting of the Company will be held at
Intellicare Holdings Ltd, Ground Floor, 299 Vincent Street Leederville Western
Australia 6007 on Friday 11 June 2021 at 1000am (WST).**

**THE COMPANY IS TAKING PRECAUTIONS TO FACILITATE AN IN-PERSON
MEETING IN ACCORDANCE WITH COVID-19 RESTRICTIONS. IF THE
SITUATION IN RELATION TO COVID-19 CHANGES IN A WAY AFFECTING THE
ABILITY TO FACILITATE AN IN-PERSON MEETING, THE COMPANY WILL
PROVIDE AN UPDATE AHEAD OF THE MEETING BY WAY OF AN ASX
ANNOUNCEMENT.**

The Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their suitably qualified professional adviser prior to voting.

**Should you wish to discuss any matter, please do not hesitate to contact the
Company on 1300 001 145**

**Shareholders are urged to attend or vote by lodging the proxy form attached to the
Notice.**

InteliCare Holdings Limited
ACN 622 484 397
(Company)

Notice of General Meeting

Notice is hereby given that the general meeting of Shareholders of InteliCare Holdings Limited (**Company**) will be held at Ground Floor, 299 Vincent Street Leederville WA 6007 on Friday 11 June 2021 at 10:00am (WST) (**Meeting**).

The Board is closely monitoring the rapidly changing coronavirus (COVID-19) pandemic. The health of the Company's Shareholders, employees and other stakeholders is of paramount importance.

While the Board would like to host all Shareholders in person, in order to minimise the risk to Shareholders and to the Company and its ongoing operations, the Company suggests that Shareholders do not attend the Meeting in person. Accordingly, the Directors strongly encourage all Shareholders to lodge Proxy Forms prior to the Meeting.

The Board will continue to monitor Australian Government restrictions on public gatherings. If it becomes necessary or appropriate to make alternative arrangements to those set out in this Notice, the Company will notify Shareholders accordingly via the Company's website at [<https://intelicare.com.au/>] and the ASX announcement platform.

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 9 June 2021.

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form, form part of the Notice.

Terms and abbreviations used in the Notice are defined in the Schedule.

Agenda

Resolution 1 – Ratification of prior issue of Placement Shares

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

'That pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders approve the issue of up to 9,615,385 Placement Shares issued under Listing Rule 7.1 at \$0.26 per Share to raise up to \$2,500,000 (before costs), on the terms and conditions in the Explanatory Memorandum.'

Resolution 2 – Ratification of prior issue of Employee Shares

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

'That pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders approve the issue of up to 224,083 Employee Shares issued under Listing Rule 7.1 to Employees, on the terms and conditions in the Explanatory Memorandum.'

Resolution 3 – Approval of issue of LM Options

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

'That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 2,500,000 LM Options to the Lead Manager (or its nominees) on the terms and conditions in the Explanatory Memorandum.'

Resolution 4 - Approval to issue Placement Options

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

'That the issue of up to 4,948,077 free-attaching Placement Options exercisable at \$0.50 each on or before the date that is three years from the date of issue is approved under and for the purposes of Listing Rule 7.1 and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'

Resolution 5 – Approval to issue Director Placement Shares

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

'That, pursuant to and in accordance with Listing Rule 10.11, section 195(4) of the Corporations Act and for all other purposes, Shareholders approve the issue of the Director Placement Shares to the Directors (or their respective nominees) as follows:

- (a) *up to 19,231 Shares to Jason Waller;*
- (b) *up to 96,154 Shares to Greg Leach;*
- (c) *up to 50,000 Shares to Branden Dekenah;*
- (d) *up to 76,923 Shares to Scott Taylor; and*
- (e) *up to 38,461 Shares to Neil Hackett,*

on the terms and conditions in the Explanatory Memorandum.'

Resolution 6 - Approval to issue Director Options

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

'That, pursuant to and in accordance with Listing Rule 10.11, section 195(4) of the Corporations Act and for all other purposes, Shareholders approve the issue of the Director free attaching Options to the Directors (or their respective nominees) as follows:

- (a) *up to 9,615 Director Options to Jason Waller;*
- (b) *up to 48,077 Director Options to Greg Leach;*

(c) *up to 25,000 Director Options to Branden Dekenah;*

(d) *up to 38,461 Director Options to Scott Taylor; and*

(e) *up to 19,230 Director Options to Neil Hackett,*

on the terms and conditions in the Explanatory Memorandum.'

Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

- (a) Resolution 1 by or on behalf of any person who participated in the issue of the Placement Shares, or any of their respective associates;
- (b) Resolution 2 by or on behalf of any person who participated in the issue of the Employee Shares;
- (c) Resolution 3 by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the LM Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (d) Resolution 4 by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of Placement Options (except a benefit solely by reason of being a Shareholder) or any of their respective associates;
- (e) Resolution 5(a), (b), (c), (d) and (e) by or on behalf of a Participating Director (and their nominees), and any other person who will obtain a material benefit as a result of the issue of these Director Placement Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates;
- (f) Resolution 6(a), (b), (c), (d) and (e) by or on behalf of a Participating Director (and their nominees), and any other person who will obtain a material benefit as a result of the issue of these Director Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates;

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote, 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.

BY ORDER OF THE BOARD

Neil Hackett
Company Secretary
InteliCare Holdings Limited
Dated: 7 May 2021

InteliCare Holdings Limited
ACN 622 484 397
(Company)

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Ground Floor, 299 Vincent Street Leederville Western Australia on Friday 11 June 2021 at 1000am (WST) (**Meeting**).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Voting and attendance information
Section 4	Resolution 1 – – Ratification of prior issue of Placement Shares
Section 5	Resolution 2 – Ratification of prior issue of Employee Shares
Section 6	Resolution 3 – Approval of issue of LM Options
Section 7	Resolution 4 - Approval to issue Placement Options
Section 8	Resolution 5 – Approval to issue Director Placement Shares
Section 9	Resolution 6 - Approval to issue Director Options
Schedule 1	Definitions
Schedule 2	Terms and Conditions of Placement Options

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Voting and attendance information

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Impact of COVID-19 on the Meeting

The health and safety of members and personnel, and other stakeholders, is the highest priority and the Company is acutely aware of the current circumstances resulting from COVID-19.

Based on the best information available to the Board at the time of the Notice, the Board considers it will be in a position to hold an 'in-person' meeting to provide Shareholders with a reasonable opportunity to participate in and vote at the Meeting, while complying with the COVID-19 restrictions regarding gatherings. The Company, however, strongly encourages Shareholders to submit proxies prior to the Meeting.

If the situation in relation to COVID-19 were to change in a way that affected the position above, the Company will provide a further update ahead of the Meeting by releasing an ASX announcement.

2.2 Voting in person

Given the current COVID-19 circumstances and in the interests of public health and safety of our Shareholders, the Company will implement arrangements to allow Shareholders to physically attend the Meeting in accordance with COVID-19 protocols and government advice.

The Company will strictly comply with applicable limitations on indoor gatherings in force at the time of the Meeting. If you attend the Meeting in person, you will be required to adhere to COVID-19 protocols in place at the time of the Meeting.

2.3 Proxies

Shareholders are encouraged to vote by voting online or by completing a Proxy Form.

Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Proxy Forms can be lodged:

Online:	https://investor.automic.com.au/#/loginsah
By email:	meetings@automicgroup.com.au
By mail:	Automic GPO Box 5193 Sydney NSW 2001
By telephone:	[1300 288 664 (within Australia)] +61 2 9698 5414 (outside Australia)]
By mobile:	[Scan the QR Code available on the Proxy Form.]

Chair's voting intentions

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

3. Background to the Resolutions

On 29 April 2021, the Company announced a capital raising comprising a two-tranche placement to raise up to approximately \$2.5 million before costs (**Placement**) by the issue to sophisticated and professional investors (**Placement Participants**) of up to 9,615,385 Shares at \$0.26 each (**Placement Shares**), together with one free-attaching Option, exercisable at \$0.50 each and expiring on the date that is three years from the date of issue, for every two Shares subscribed for (**Placement Options**).

Funds raised by the Placement are intended to be used towards the sales team and sales strategy moving forward, marketing campaigns (Interstate B2C Awareness Campaigns), and general working capital requirements and the expenses of Placement.

On 6 May 2021, the Company issued a total of 9,615,385 Placement Shares (**Placement Shares**) to Placement Participants using the Company's placement capacity under Listing Rules 7.1 to raise \$2,500,000 (before costs). The Company intends to issue a further 280,769 Placement Shares (**Director Placement Shares**), together with 140,384 Placement Options, to the Company's Directors, or their nominee/s. As the Company does not have the placement capacity available, the issue of the Placement Options is subject to Shareholder approval. Similarly, the Director Placement Shares and Director Options must be issued with Shareholder approval and were therefore not issued under the placement capacity.

The Company is seeking Shareholder approval to:

- (a) ratify the issue of the 9,615,385 Placement Shares pursuant to Resolution 1;
- (b) ratify the issue of the 224,083 Employee Shares pursuant to Resolution 2;
- (c) issue the 2,500,000 LM Options to the Lead Manager pursuant to Resolution 3;
- (d) issue the 4,948,077 Placement Options to the Placement Participants pursuant to Resolution 4;
- (e) issue the 280,769 Director Placement Shares to the Directors pursuant to Resolution 5; and
- (f) issue 140,384 Director Options to the Directors pursuant to Resolution 6.

4. Resolution 1 – – Ratification of prior issue of Placement Shares

4.1 General

On 29 April 2021, the Company announced that it had received binding commitments for a placement to raise approximately \$2,500,000 (before costs) (**Placement**) by the issue of 9,615,385 Shares at an issue price of \$0.26 each (**Placement Shares**) to sophisticated and professional investors.

On 6 June 2021, the Company issued the Placement Shares using the Company's placement capacity under Listing Rule 7.1.

Resolution 1 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Placement Shares.

4.2 Listing Rules 7.1 and 7.4

Broadly speaking, Listing Rule 7.1 limits the ability of a listed entity from issuing or agreeing to issue Equity Securities over a 12 month period which exceeds 15% of the number of fully paid ordinary Shares it had on issue at the start of the 12 month period.

The issue of the Placement does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% placement capacity under Listing Rule 7.1. This reduces the Company's capacity to issue

further Equity Securities without Shareholder approval under that Listing Rule for the 12 month period following the issue of the Placement.

Listing Rule 7.4 provides an exception to Listing Rule 7.1. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1), those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

The effect of Shareholders passing Resolution 1 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 1 is passed, 9,615,385 Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 1 is not passed, 9,615,385 Placement Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 9,615,385 Equity Securities for the 12 month period following the issue of those Placement Shares.

4.3 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Placement Shares:

- (a) The Placement Shares were issued to the Placement Participants, being sophisticated or professional investors, none of whom is a related party of the Company or a Material Investor. The Placement Participants were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the Placement from existing contacts of the Company and clients of the Lead Manager.
- (b) A total of 9,615,385 Placement Shares were issued within the Company's 15% limit permitted under Listing Rule 7.1, without the need for Shareholder approval.
- (c) The Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Placement Shares were issued on 6 May 2021.
- (e) The Placement Shares were issued at \$0.26 per Share.
- (f) The proceeds from the issue of the Placement Shares have been or are intended to be applied towards the sales team and sales strategy moving forward, marketing campaigns (Interstate B2C Awareness Campaigns), and general working capital requirements and the expenses of Placement.
- (g) There are no other material terms to the agreement for the subscription of the Placement Shares.
- (h) A voting exclusion statement is included in the Notice.

4.4 Additional information

Resolution 1 is an ordinary resolution.

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

5. Resolution 2 – Ratification of prior issue of Employee Shares

5.1 General

On 9 November 2020, the Company issued 224,083 Employee Shares at an issue price of \$0.2914 each to select Employees using the Company's placement capacity under Listing Rule 7.1.

Resolution 2 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Employee Shares.

5.2 Listing Rules 7.1 and 7.4

Summaries of Listing Rules 7.1 and 7.4 are set out in Section 4.2 above.

The effect of Shareholders passing Resolution 2 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 2 is passed, 224,083 Employee Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 2 is not passed, 224,083 Employee Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 224,083 Equity Incentive Scheme Shares for the 12 month period following the issue of those Employee Shares.

5.3 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Employee Shares:

- (a) The Employee Shares were issued to select Employees, none of whom is a Material Investor or a related party of the Company.
- (b) A total of 224,083 Employee Shares were issued within the Company's 15% limit permitted under Listing Rule 7.1, without the need for Shareholder approval.
- (c) The Employee Shares were issued on 9 November 2020.
- (d) The Employee Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing shares on issue.
- (e) The Employee Shares were issued for nil cash consideration, in lieu of cash bonuses otherwise payable to the employees and no funds were raised by their issue.

(f) A voting exclusion statement is included in the Notice.

5.4 Additional information

Resolution 2 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 2.

6. Resolution 3 – Approval of issue of LM Options

6.1 General

Refer to Section 3 for further details of the Placement.

JP Equity Partners Pty Ltd acted as lead manager to the Placement (**Lead Manager**). As part consideration for the provision of lead manager services, the Company agreed to issue the Lead Manager (or its nominees) 2,500,000 Options exercisable at \$0.50 each on or before the date that is three years from the date of issue (**LM Options**).

Resolution 3 seeks Shareholders approval pursuant to Listing Rule 7.1 to the issue of LM Options to the Lead Manager.

6.2 Summary of LM Mandate

The Company entered into a mandate with the Lead Manager for the provision of lead manager services, including the coordination and management of the Placement as well as marketing and corporate advisory services (**LM Mandate**).

Under the LM Mandate, the Company has agreed to pay the Lead Manager:

- (a) a capital raising fee of 6% on all funds raised under the Placement;
- (b) up to 2,500,000 LM Options, subject to the prior receipt of Shareholder approval; and
- (c) a retainer of \$5,000 per month for a 12 month period.

The LM Mandate contains additional provisions, including warranties and indemnities in respect of the Company, which are considered standard for agreements of this nature.

6.3 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 4.2 above.

The effect of Shareholders passing Resolution 3 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% additional placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 3 is passed, the Company will be able to proceed with the issue of the LM Options.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of LM Options and will have to consider alternative commercial means to pay the Lead Manager for its services.

6.4 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the issue of the LM Options:

- (a) The LM Options will be issued to the Lead Manager (or its nominees). The Lead Manager provides lead manager services to the Company pursuant to the LM Mandate.
- (b) A maximum of 2,500,000 LM Options will be issued.
- (c) The LM Options are exercisable at \$0.50 each and expire on or before the date that is three years from the date of issue.
- (d) The LM Options are subject to the terms and conditions in Schedule 2.
- (e) The LM Options will be issued no later than three months after the date of the Meeting.
- (f) The LM Options will be issued for nil cash consideration and no funds will be raised by their issue.
- (g) A summary of the material terms of the LM Mandate is set out in Section 6.2 above.
- (h) A voting exclusion statement is included in the Notice.

6.5 Additional information

Resolution 3 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 3.

7. Resolution 4 - Approval to issue Placement Options

7.1 General

Refer to Section 3 for further details of the Placement.

Resolution 4 seeks the approval of Shareholders for the issue of up to 4,948,077 Placement Options to the Placement Participants, on the basis of one free-attaching Placement Option for every two Placement Shares subscribed for and issued, under and for the purposes of Listing Rule 7.1.

7.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 4.2 above.

The proposed issue of Placement Options does not fall within any of the exceptions to Listing Rule 7.1 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

Resolution 3 seeks the required Shareholder approval to the issue of the Placement Options under and for the purposes of Listing Rule 7.1.

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Placement Options to the Placement Participants in accordance with the terms of the Placement. In addition, the issue will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the proposed issue of Placement Options as they are conditional on Shareholder approval. In this event, Placement Participants may view their investment in the Company unfavourably and may be less inclined to support the Company in its future endeavours.

7.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Placement Options:

- (a) the Placement Options will be issued to the Placement Participants, as described in Sections 4.3(a) above, on the basis of one Placement Option for every two Placement Shares subscribed for.
- (b) Subject to the receipt of Shareholder approval pursuant to Resolution 1, up to 4,948,077 Placement Options will be issued to the Placement Participants;
- (c) the Placement Options will be exercisable at \$0.50 each on or before the date that is three years from the date of issue and will otherwise be issued on the terms and conditions set out in Schedule 2.
- (d) the Placement Options will be issued no later than three months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). It is intended that the Placement Options will be issued on the same date;
- (e) the Placement Options are free-attaching to the Placement Shares issued or to be issued and therefore will be issued at an issue price of nil;
- (f) no funds will be raised from the issue of the Placement Options as they are free-attaching to the Placement Shares;
- (g) the Placement Options are being issued under an offer letter regarding the Placement provided to the Placement Participants by the Lead Manager on the terms set out in Sections 3 and 7, which are considered standard for such arrangements; and
- (h) a voting exclusion statement is included in the Notice.

7.4 Additional information

Resolution 4 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 4.

8. Resolution 5 – Approval to issue Director Placement Shares

8.1 General

Pursuant to Resolution 5, the Company is seeking Shareholder approval for the Placement, being the issue of up to 280,769 Placement Shares at an issue price of \$0.26 each to raise up to \$73,000 (before costs).

Directors Jason Waller, Greg Leach, Branden Dekenah, Scott Taylor and Neil Hackett (together, the **Director Participants**) each wish to participate in the Placement, subject to Shareholder approval being obtained. The resolutions which form part of Resolution 5 seek the approval of Shareholders for the issue of up to 280,769 Shares to the Director Participants (or their nominees) arising from their participation in the Placement (**Participation**) under and for the purposes of Listing Rule 10.11.

Each of the resolutions which forms part of Resolution 5 is an ordinary resolution.

The Board (other than the Director Participants who have a material personal interest in the outcome of the Resolutions) recommends that Shareholders vote in favour of each of the resolutions which forms part of Resolution 5.

8.2 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 any of the following persons without the approval of its shareholders:

- (a) a related party (Listing Rule 10.1.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the company (Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) 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 (Listing Rule 10.11.3);
- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- (e) a person whose relation with the company or a person referred to in Listing Rule 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5).

The Director Participants are related parties of the Company by virtue of being Directors. Shareholder approval pursuant to Listing Rule 10.11 is therefore required unless an exception applies. It is the view of the Directors that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Placement Securities as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the Director Placement Shares to the Director Participants (or their respective nominees) will not be included in the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

The effect of passing Resolution 5(a), (b), (c), (d) and (e) will be to allow the Company to issue the Director Placement Shares to the Director Participants, raising a further \$73,000 (before costs).

If Resolution 5(a), (b), (c), (d) and/or (e) is not passed, the Company will not be able to proceed with the issue of the relevant Director Placement Shares, and the Company will not receive the additional funds committed by the Director Participants and may need to raise additional funds through debt financing, joint ventures, licensing arrangements or other means. Failure to obtain sufficient financing for the Company's activities and projects may result in delay and indefinite postponement. There can be no assurance that additional finance will be available when needed or, if available, that the terms of the financing will be favourable to the Company.

8.3 Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Director Placement Shares:

- (a) The Director Placement Shares will be issued to the Director Participants (being Messrs Jason Waller, Greg Leach, Branden Dekenah, Scott Taylor and Neil Hackett) (or their respective nominees).
- (b) The Director Participants fall into the category stipulated by Listing Rule 10.11.1 by virtue of being Directors of the Company. In the event the Director Placement Shares are issued to a nominee of a Director Participant, that person will fall into the category stipulated by Listing Rule 10.11.4;
- (c) Up to a maximum of 280,769 Director Placement Shares will be issued in the following proportions:
 - (i) up to 19,231 Shares to Jason Waller;
 - (ii) up to 96,154 Shares to Greg Leach;
 - (iii) up to 50,000 Shares to Branden Dekenah;
 - (iv) up to 76,923 Shares to Scott Taylor; and
 - (v) up to 38,461 Shares to Neil Hackett,(or their respective nominees).
- (d) The Director Placement Shares will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (e) The Director Placement Shares will be issued no later than one month after the date of the Meeting.
- (f) The Director Placement Shares will be issued at \$0.26 per Share, being the same price at which the Placement Shares were issued.
- (g) The proceeds from the issue of the Director Placement Shares are intended to be used to advance the Company's projects and provide general working capital as described in Section 4.3(f).

- (h) The proposed issue of the Director Placement Shares are not intended to remunerate or incentivise the Director Participants.
- (i) There are no other material terms to the proposed issue of the Director Placement Shares.
- (j) A voting exclusion statement is included in the Notice.

8.4 Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (d) obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and
- (a) 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 proposed issue of the Director Placement Shares constitutes giving a financial benefit to related parties of the Company.

The Board considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Director Placement Shares because the Shares will be issued on the same terms as the Shares issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

8.5 Additional information

Each of the resolutions which forms part of Resolution 5 is an ordinary resolution.

The Board declines to make a recommendation in relation to each of the resolutions which form part of Resolution 5 due to their personal interests in the outcome of the resolutions.

9. Resolution 6 - Approval to issue Director Options

9.1 General

Pursuant to Resolution 6, the Company is seeking Shareholder approval for the issue of Director Options exercisable at \$0.50 each on or before the date that is three years from the date of issue and will otherwise be issued on the terms and conditions set out in Schedule 2.

The Director Participants each wish to participate in the Director Options, subject to Shareholder approval being obtained.

The resolutions which form part of Resolution 6 seek the approval of Shareholders for the issue of up to 140,384 Options to the Director Participants (or their nominees) arising from their participation in the Director Options (Participation) under and for the purposes of Listing Rule 10.11.

Each of the resolutions which forms part of Resolution 6 is an ordinary resolution.

The Board (other than the Director Participants who have a material personal interest in the outcome of the Resolutions) recommends that Shareholders vote in favour of each of the resolutions which forms part of Resolution 6.

9.2 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 8.2 above.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Options as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the Director Options to the Director Participants (or their respective nominees) will not be included in the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

The effect of passing Resolution 6(a), (b), (c), (d) and (e) will be to allow the Company to issue the Director Options to the Director Participants.

9.3 Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Director Options:

- (a) The Director Options will be issued to the Director Participants (being Messrs Jason Waller, Greg Leach, Branden Dekenah, Scott Taylor and Neil Hackett) (or their respective nominees).
- (b) The Director Participants fall into the category stipulated by Listing Rule 10.11.1 by virtue of being Directors of the Company. In the event the Director Options are issued to a nominee of a Director Participant, that person will fall into the category stipulated by Listing Rule 10.11.4;
- (c) Up to a maximum of 140,384 Director Options and will be issued in the following proportions:
 - (i) up to 9,615 Options to Jason Waller;
 - (ii) up to 48,077 Options to Greg Leach;
 - (iii) up to 25,000 Options to Branden Dekenah;
 - (iv) up to 38,461 Options to Scott Taylor; and
 - (v) up to 19,230 Options to Neil Hackett,(or their respective nominees).
- (d) The Director Options have an exercise price of \$0.50, an expiry date that is three years from the date of issue and will be issued on the same terms as the Placement Options as set out in Schedule 2.
- (e) The Director Options will be issued no later than one month after the date of the Meeting.
- (f) The Director Options are free-attaching to the Director Placement Shares to be issued and therefore will be issued at an issue price of nil.

- (g) No funds will be raised from the issue of the Director Options as they are free-attaching to the Director Placement Shares.
- (h) The proposed issue of the Director Options are not intended to remunerate or incentivise the Director Participants.
- (i) There are no other material terms to the proposed issue of the Director Options.
- (j) A voting exclusion statement is included in the Notice.

9.4 Chapter 2E of the Corporations Act

A summary of Chapter 2E is set out in Section 8.4 above.

The proposed issue of the Director Options constitutes giving a financial benefit to related parties of the Company.

The Board considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Director Options because the Options will be issued on the same terms as the Options issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

9.5 Additional Information

Resolution 6 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 6.

Schedule 1 Definitions

In the Notice, words importing the singular include the plural and vice versa.

\$	means Australian Dollars.
ASX	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Board	means the board of Directors.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Company	means IntelliCare Holdings Limited (ACN 622 484 397).
Constitution	means the constitution of the Company as at the date of the Meeting.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth) as amended or modified from time to time.
Director	means a director of the Company.
Director Participants	means Messrs Jason Waller, Greg Leach, Branden Dekenah, Scott Taylor and Neil Hackett.
Director Options	means the 140,384 Options, the subject of Resolution 6(a), (b), (c), (d) and (e).
Director Placement Shares	means the 280,769 Shares, the subject of Resolution 5.
Employees	means persons employees and contractors employed by or contracting to the Company at the date of issue of the Employee Shares.
Employee Shares	means the 224,083 Shares, the subject of Resolution 2.
Equity Security	has the same meaning as in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum which forms part of 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.

LM Mandate	means the mandate between the Company and Lead Manager for the provision of lead manager services in relation to the Placement.
LM Options	means the 2,500,000 Options to be issued to the Lead Manager, the subject of Resolution 3.
Lead Manager	means JP Equity Partners Pty Ltd.
Listing Rules	means the listing rules of ASX.
Material Investor	means, in relation to the Company: <ul style="list-style-type: none"> (a) a related party; (b) Key Management Personnel; (c) a substantial Shareholder; (d) an advisor; or (e) an associate of the above, who received Shares which constituted more than 1% of the Company's capital structure at the time of issue.
Meeting	has the meaning given in the introductory paragraph of the Notice.
Notice	means this notice of general meeting.
Option	means an option, giving the holder the right, but not an obligation, to acquire a Share at a predetermined price and at a specified time in the future.
Placement	has the meaning given in Section 3.
Placement Options	means the 4,948,077 Options, the subject of Resolution 4.
Placement Participants	means persons who participated in the Placement.
Placement Shares	means the 9,615,385 Shares, the subject of Resolution 1.
Proxy Form	means the proxy form attached to the Notice.
Resolution	means a resolution referred to in the Notice.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.
Securities	means any Equity Securities of the Company (including Shares, Options and/or Performance Rights).
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.

WST

means Western Standard Time, being the time in Perth, Western Australia.

Schedule 2 Terms and Conditions of Placement Options, Director Options and LM Options

The terms of the Placement Options, Director Options and LM Options are as follows:

1. **(Entitlement)**: Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
1. **(Issue Price)**: No cash consideration is payable for the issue of the Options.
2. **(Exercise Price)**: The Options have an exercise price of \$0.50 per Option (**Exercise Price**).
3. **(Expiry Date)**: The Options expire at 5.00 pm (WST) on the date that is three years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
4. **(Exercise Period)**: The Options are exercisable at any time and from time to time on or prior to the Expiry Date.
5. **(No Quotation)**: The Company will not apply for quotation of the Options on ASX.
6. **(Transferability of the Options)**: The Options are transferable subject to the Constitution, any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.
7. **(Notice of Exercise)**: The Options may be exercised by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

8. **(Timing of issue of Shares on exercise)**: Within 5 Business Days after the Exercise Date the Company will:
 - (a) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
 - (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
 - (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.
9. **(Restrictions on transfer of Shares)**: If the Company is required but unable to give ASX a notice under paragraph 8(b), or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of Options may not be traded and will be subject to a holding lock until 12 months after their

issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act.

10. **(Shares issued on exercise):** Shares issued on exercise of the Options will rank equally with the then Shares of the Company.
11. **(Quotation of Shares on exercise):** If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options in accordance with the Listing Rules.
12. **(Reconstruction of capital):** If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
13. **(Participation in new issues):** There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
14. **(Adjustment for bonus issues of Shares):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):
 - (a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and
 - (b) no change will be made to the Exercise Price.

Proxy Voting Form

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

[EntityRegistrationDetailsLine1Envelope]
[EntityRegistrationDetailsLine2Envelope]
[EntityRegistrationDetailsLine3Envelope]
[EntityRegistrationDetailsLine4Envelope]
[EntityRegistrationDetailsLine5Envelope]
[EntityRegistrationDetailsLine6Envelope]

[HolderNumber]

Holder Number:
[HolderNumber]

Your proxy voting instruction must be received by **10.00am (WST) on Wednesday, 9 June 2021**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/login>

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:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBCHAT: <https://automicgroup.com.au/>

PHONE: 1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the General Meeting of InteliCare Holdings Limited, to be held at **10.00am (WST) on Friday, 11 June 2021 at Ground Floor, 299 Vincent Street, Leederville WA 6007** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair’s nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the “for,” “against” or “abstain” box you will be authorising the Chair to vote in accordance with the Chair’s voting intention.

STEP 2 – Your voting direction

Resolutions	For	Against	Abstain	Resolutions	For	Against	Abstain
1. Ratification of prior issue of Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5(d). Approval to issue Director Placement Shares – up to 76,923 Shares to Scott Taylor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Ratification of prior issue of Employee Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5(e). Approval to issue Director Placement Shares – up to 38,461 Shares to Neil Hackett	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of issue of LM Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6(a). Approval to issue Director Options – up to 9,615 Director Options to Jason Waller	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval to issue Placement Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6(b). Approval to issue Director Options – up to 48,077 Director Options to Greg Leach	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5(a). Approval to issue Director Placement Shares – up to 19,231 Shares to Jason Waller	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6(c). Approval to issue Director Options – up to 25,000 Director Options to Branden Dekenah	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5(b). Approval to issue Director Placement Shares – up to 96,154 Shares to Greg Leach	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6(d). Approval to issue Director Options – up to 38,461 Director Options to Scott Taylor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5(c). Approval to issue Director Placement Shares – up to 50,000 Shares to Branden Dekenah	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6(e). Approval to issue Director Options – up to 19,230 Director Options to Neil Hackett	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary
Contact Name:		
Email Address:		
Contact Daytime Telephone		Date (DD/MM/YY)

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).

