



SINGULAR HEALTH GROUP LIMITED

ACN 639 242 765

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

TIME: 12:30pm AWST
DATE: Tuesday, 23 November 2021
PLACE: Singular Health Office, 3/26 Railway Road, Subiaco WA
6008

This Notice of Annual General Meeting and Explanatory Statement 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.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9322 7600.

ASX takes no responsibility for the contents of this Notice of Annual General Meeting.

TIME AND PLACE OF MEETING AND HOW TO VOTE

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 12:30pm (AWST) on Tuesday, 23 November 2021 at 3/26 Railway Road, Subiaco WA 6008.

ENTITLEMENT TO ATTEND AND VOTE

You will be entitled to attend and vote at the Annual General Meeting if you are registered as a Shareholder of the Company as at 4:00pm (AWST) on Sunday, 21 November 2021. This is because, in accordance with the *Corporations Regulations 2001* (Cth), the Board has determined that the Shares on issue and quoted on the ASX at that time will be taken, for the purposes of determining voting entitlements at the Annual General Meeting, to be held by the persons registered as holding the Shares at that time. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your Shareholding and your vote is important.

HOW TO VOTE

Voting in person

To vote in person, attend the Annual General Meeting on the date and at the place set out above. Shareholders who plan to attend the Annual General Meeting are asked to arrive at the venue 15 minutes prior to the time designated for the Annual General Meeting if possible, so that their holding may be checked against the Company's register of members and attendances recorded.

Corporate representatives

A body corporate, which is a Shareholder or which has been appointed as a proxy, may appoint an individual to act as its corporate representative at the Annual General Meeting in accordance with section 250D of the Corporations Act. The appropriate appointment document must be produced prior to admission.

Voting by attorney

A Shareholder may appoint an attorney to attend and vote on their behalf. For an appointment to be effective for the Meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the Company's share registry at least 48 hours prior to the commencement of the General Meeting.

Voting by proxy

A Shareholder who is entitled to attend and cast a vote at the Annual General Meeting may appoint a proxy. A proxy need not be a Shareholder and may be an individual or body corporate. If a body corporate is appointed as a proxy it must appoint a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the Annual General Meeting (see above).

A Shareholder who is entitled to cast two or more votes may appoint two proxies to attend the Annual General Meeting and vote on their behalf and may specify the proportion or a number of votes each proxy is appointed to exercise. If a Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half of the votes (disregarding fractions). If you wish to appoint a second proxy, you may copy the enclosed proxy form or obtain a form from the Company's registered office.

To be effective for the scheduled meeting a proxy appointment (and any power of attorney or other authority under which it is signed or otherwise authenticated, or a certified copy of that authority) must be received by the Company's share registry no later than 12:30pm (AWST) on Sunday, **21 November 2021**, being 48 hours before the time of the Annual General Meeting. Any proxy appointment received after that time will not be valid for the scheduled meeting.

Online at:	https://investor.automic.com.au/#/home
By post to:	Singular Health Group Limited C/- Automic Group GPO Box 5193 SYDNEY NSW 2001
By facsimile to:	08 9322 7602
By email:	meetings@automicgroup.com.au

For further information concerning the appointment of proxies and the ways in which proxy appointments may be submitted, please refer to the enclosed proxy form.

Chairman as proxy

If you appoint a proxy, the Company encourages you to consider directing them how to vote by marking the appropriate box for the proposed Resolution.

If a Shareholder entitled to vote on a Resolution appoints the Chairman of the General Meeting as their proxy (or the Chairman becomes their proxy by default) and the Shareholder does not direct the Chairman how to vote on the Resolution the Chairman intends to vote in favour of each proposed Resolution as proxy for that Shareholder on a poll.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting of the Shareholders of Singular Health Group Limited (**SHG** or the **Company**) will be held at 12:30pm AWST on Tuesday, 23 November 2021 at 3/26 Railway Road, Subiaco WA 6008 to consider and, if thought fit, to pass the Resolutions set out below.

Due to the ongoing COVID-19 pandemic and strict limitation on physical attendance, the Company has taken steps to ensure attendance in person is in adherence to COVID-19 protocols. If the situation in relation to COVID-19 changes in a way that affects the Company's ability to facilitate an in-person Meeting as currently proposed, the Company will provide a further update ahead of the Meeting by releasing an announcement on the ASX market announcements platform.

Terms used in this Notice of Meeting and accompanying Explanatory Statement are defined in the glossary to this document. The Explanatory Statement which accompanies and forms part of this Notice of Meeting describes the matters to be considered at the Meeting.

BUSINESS

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the financial report, directors' report and auditor's report for the Company for the year ended 30 June 2021.

RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, pass the following resolution, with or without amendment, as a **non-binding resolution**:

That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, the Company adopts the annual remuneration report as set out in the directors' report for the financial year ended 30 June 2021.

Voting exclusion: The Company will disregard any votes cast on Resolution 1 by or on behalf of any member of the Key Management Personnel of the Company whose remuneration is included in the remuneration report, or a closely related party of such member. However, the Company will not disregard any votes cast on Resolution 1 by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting on Resolution 1 as described above and either:

- (a) the person is acting as proxy and the Proxy Form specifies how the proxy is to vote on the Resolution; or
- (b) the person is the Chairman of the Meeting voting an undirected proxy and their appointment expressly authorises the Chairman to exercise the proxy even though Resolution 1 is connected with the remuneration of the Key Management Personnel of the Company.

If you are a member of the Key Management Personnel of the Company or a closely related party of such person (or are acting on behalf of any such person) and purport to cast a vote (other than as a proxy as permitted in the manner set out above), that vote will be disregarded by the Company (as indicated above) and you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

RESOLUTION 2: RE-ELECTION OF MR HOWARD DIGBY AS A DIRECTOR

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

"That for the purpose of Listing Rule 14.4 and in accordance with article 15.3(b)(ii) of the Constitution, Mr Howard Digby, retires as a Director and, being eligible, be re-elected as a Director".

RESOLUTION 3: RE-ELECTION OF MR ANDREW JUST AS A DIRECTOR

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

“That for the purpose of Listing Rule 14.4 and in accordance with article 15.3(b)(ii) of the Constitution, Mr Andrew Just, retires as a Director and, being eligible, be re-elected as a Director”.

RESOLUTION 4: APPROVAL OF ISSUES UNDER INCENTIVE PLAN

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

*“That, for the purposes of ASX Listing Rule 7.2 (Exception 13(b)) and for all other purposes, shareholders approve the Singular Health Employee Share Option Plan (**Plan**) and the grant of Performance Rights and Options and the issue of Shares under such Plan, a summary of which is set out in the Explanatory Statement (including that this resolution allows for the issue of up to a maximum 13,204,887¹ Equity Securities within three years of its passage) which forms part of this Notice of Meeting.”*

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of any person who is eligible to participate in the employee incentive scheme (Plan), or an Associate of that person or those persons. However, this does not apply to a vote cast in favour of Resolution 4 by:

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

In addition, The Company will disregard any votes cast on Resolution 4 by or on behalf of any member of the Key Management Personnel of the Company or a closely related party of such member. However, the Company will not disregard any votes cast on Resolution 4 by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting on Resolution 4 as described above and either:

- (a) the person is acting as proxy and the Proxy Form specifies how the proxy is to vote on the Resolution; or
- (b) the person is the Chairman of the Meeting voting an undirected proxy and their appointment expressly authorises the Chairman to exercise the proxy even though Resolution 4 is connected with the remuneration of the Key Management Personnel of the Company.

If you are a member of the Key Management Personnel of the Company or a closely related party of such person (or are acting on behalf of any such person) and purport to cast a vote (other than as a proxy as permitted in the manner set out above), that vote will be disregarded by the Company (as indicated above) and you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

¹ This maximum number is not intended to be a prediction of the actual number of Awards (being Equity Securities) to be issued under the Plan but is specified for the purposes of setting a ceiling on the number of Rights approved to be issued under and for the purposes of Listing Rule 7.2 (Exception 13(b)). This number comprises 10% of the Company's Equity Securities currently on issue.

RESOLUTION 5: APPROVAL OF ADDITIONAL 10% PLACEMENT FACILITY

To consider and, if thought fit, pass the following resolution, with or without amendment, as a **special resolution**:

“That, for the purpose of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, for the purpose and on the terms set out in the Explanatory Statement accompanying this Notice of Annual General Meeting”.

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of a person who is expected to participate in the proposed issue or who will obtain a material benefit as a result of the proposed issue (except a benefit solely in the capacity of a holder of ordinary securities) or an Associate of that person or those persons. However, this does not apply to a vote cast in favour of Resolution 5 by:

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

Dated: 18 October 2021

BY ORDER OF THE BOARD



MR HOWARD DIGBY

Chairman

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Meeting. 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 and not otherwise defined, are defined in the glossary to the Notice.

If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice of Meeting, please contact the Company Secretary, your stockbroker or other professional adviser.

A proxy form is located at the end of this Explanatory Statement.

ANNUAL FINANCIAL STATEMENTS

The Corporations Act requires the annual financial report, directors' report and the auditor's report (**Annual Financial Statements**) to be received and considered at the Annual General Meeting. The Annual Financial Statements for the period ended 30 June 2021 are included in the Company's 2021 Annual Financial Report, a copy of which can be accessed online at <https://singular.health/>.

There is no requirement for Shareholders to approve these reports and no vote will be taken on the Annual Financial Statements. However, Shareholders attending the Annual General Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Annual Financial Statements and the management of the Company.

The Company's auditor, Moore Australia, will be present at the Annual General Meeting and Shareholders will have the opportunity ask the auditor questions in relation to the conduct of the audit, the auditor's report, the Company's accounting policies, and the independence of the auditor.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the auditor's report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the Annual Financial Statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 12:30pm on Sunday 21 November 2021 to Moore Australia at Level 15, Exchange Tower, 2 The Esplanade, Perth, Western Australia 6000.

1. RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

1.1 Background

Pursuant to Section 250R(2) of the Corporations Act, the Company submits to Shareholders for consideration and adoption, by way of a non-binding resolution, its remuneration report for the year ended 30 June 2021 (the **Remuneration Report**). The Remuneration Report is a distinct section of the annual directors' report (the **Directors' Report**) which deals with the remuneration of Directors, executives and senior managers of the Company. More particularly, the Remuneration Report can be found within the Directors' Report in the Company's 30 June 2021 Annual Report.

By way of summary, the Remuneration Report:

- (a) explains the Company's remuneration policy and the process for determining the remuneration of its Directors and executive officers;
- (b) addresses the relationship between the Company's remuneration policy and the Company's performance; and
- (c) sets out the remuneration details for each Director and executive officer named in the Remuneration Report for the financial year ended 30 June 2021.

The remuneration levels for Directors, executives and senior managers are competitively set to attract and retain appropriate Directors and Key Management Personnel.

The Chairman of the Annual General Meeting will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on, the Remuneration Report.

1.2 Regulatory Requirements

The Corporations Act provides that Resolution 1 need only be an advisory vote of Shareholders and does not bind the Directors. However, the Corporations Act provides that if the Company's Remuneration Report resolution receives a "no" vote of 25% or more of votes cast at the Annual General Meeting, the Company's subsequent Remuneration Report must explain the Board's proposed action in response or, if the Board does not propose any action, the Board's reasons for not making any changes. The Board will take into account the outcome of the vote when considering the remuneration policy, even if it receives less than a 25% "no" vote.

In addition, Sections 250U and 250V of the Corporations Act sets out a "two strikes" re-election process, pursuant to which:

- (a) if, at a subsequent annual general meeting (**Later Annual General Meeting**), at least 25% of the votes cast on a resolution that the remuneration report be adopted are against the adoption of that remuneration report;
- (b) at the immediately preceding annual general meeting (**Earlier Annual General Meeting**), at least 25% of the votes cast on a resolution that the remuneration report be adopted were against the adoption of that remuneration report; and
- (c) a resolution was not put to the vote at the Earlier Annual General Meeting under an earlier application of Section 250V of the Corporations Act,

then the Company must put to vote at the Later Annual General Meeting a resolution, requiring Shareholders to vote on whether the Company must hold another general meeting (**Spill Meeting**) to consider the appointment of all of the Directors at the time the Directors Report was approved by the Board who must stand for re-appointment (other than the Managing Director) (**Spill Resolution**). The Spill Resolution may be passed as an ordinary resolution.

If the Spill Resolution is passed, the Spill Meeting must be held within 90 days after the Spill Resolution is passed. All of the Company's Directors who were Directors at the time when the resolution to make the Directors' Report was passed (excluding the Managing Director of the Company who may, in accordance with the ASX Listing Rules, continue to hold office indefinitely without being re-elected to the office) cease to hold office immediately before the end of the Spill Meeting and may stand for re-election at the Spill Meeting.

This is the Company's first Annual General Meeting as a listed company and, therefore, the first time the Company is subject to the "two strikes" regime. Accordingly, a Spill Resolution will not be put to the Meeting even if 25% or more of the votes cast in respect of the 2021 Remuneration Report are against the adoption of the 2021 Remuneration Report.

1.3 Board Recommendation

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

2. RESOLUTION 2: RE-ELECTION OF MR HOWARD DIGBY AS A DIRECTOR

2.1 Background

The Constitution allows the Directors to appoint a person to be a Director at any time either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation, if any, at that meeting.

Mr Howard Digby, having been appointed by the other Directors on 27 January 2021 in accordance with the Constitution, will retire in accordance with the Constitution and ASX Listing Rule 14.4 and being eligible, seeks election from Shareholders.

2.2 Biography

Mr Digby began his career at IBM and has spent over 25 years managing technology-related businesses in the Asia Pacific region, of which 11 years were spent in Hong Kong. Prior to returning to Perth, Mr Digby was with The Economist Group as Regional Managing Director. He has also held senior regional management roles at Adobe and Gartner.

Mr Digby holds a Bachelor of Engineering (Hons) from The University of Western Australia.

Currently a Non-Executive Director of 4DS Memory (ASX:4DS), Elsie (ASX:ELS) and Cirralto (ASX:CRO) and previously a Non-Executive Director of other ASX listed entities. Mr Digby has strong ASX and corporate governance experience with technology and digital health companies.

2.3 Board Recommendation

The Directors (other than Mr Digby, who abstains) unanimously recommend that Shareholders vote in favour of Resolution 2.

3. RESOLUTION 3: RE-ELECTION OF MR ANDREW JUST AS A DIRECTOR

3.1 Background

The Constitution allows the Directors to appoint a person to be a Director at any time either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation, if any, at that meeting.

Mr Andrew Just, having been appointed by the other Directors on 27 January 2021 in accordance with the Constitution, will retire in accordance with the Constitution and ASX Listing Rule 14.4 and being eligible, seeks election from Shareholders.

3.2 Biography

Graduating from Macquarie University with a Bachelor of Economics (Economics & Business Law) and Monash University with a Bachelor's degree in health economics, Mr Just was employed by Roche Pharmaceuticals as a Health Economist. He built economic models for inclusion of Roche products on the Australian Medical Benefits Scheme and then in GE Healthcare where he ultimately was appointed General Manager of Services for Australia and New Zealand leading a team of 152 staff.

He gained his MBA from the University of New South Wales and has since gained over 25 years of highly relevant global senior executive experience in the healthcare industry at Fortune 500 and ASX listed companies including Stryker, Cochlear, GE Healthcare, Radiometer, Roche, and Novartis.

Mr Just has prior ASX experience having previously been the Chief Executive Officer and Managing Director of ASX listed company Paragon Care Limited (ASX:PGC) and strong governance experience from previous roles and as a Graduate of the Australian Institute of Company Directors.

3.3 Board Recommendation

The Directors (other than Mr Just, who abstains) unanimously recommend that Shareholders vote in favour of Resolution 3.

4. RESOLUTION 4: APPROVAL OF ISSUES UNDER INCENTIVE PLAN

4.1 Background

The Directors considered that it was desirable to establish an equity incentive plan pursuant to which employees, Directors and other eligible participants may be offered the opportunity to be granted performance rights (**Performance Rights**) and/or options (**Options**) to acquire Shares in the Company. Accordingly, the Directors adopted the Singular Health Employee Share Option Plan (**Plan**) on 12 October 2021.

The purpose of the Plan is to:

- (a) reward employees, Directors and other eligible participants of the Company;
- (b) assist in the retention and motivation of employees of the Company; and
- (c) provide an incentive to employees, Directors and other eligible participants of the Company to grow shareholder value by providing them with an opportunity to receive an ownership interest in the Company.

4.2 Terms of the Plan

Under the Plan, the Board may determine the key terms and conditions of any Awards granted under the Plan. Awards granted under the Plan may be in the form Performance Rights and/or Options to acquire Shares in the Company.

The Plan is administered by the Board which has an absolute discretion to determine appropriate procedures for its administration and formulate terms and conditions (subject to the Listing Rules) for Awards under the Plan.

A summary of the material terms of the Plan is set out in Annexure A.

4.3 Regulatory Requirements

ASX Listing Rule 7.1 requires a listed company to obtain shareholder approval prior to the issue of shares, or securities convertible into shares, representing more than 15% of the issued capital of that company in any rolling 12 month period.

An exception to ASX Listing Rule 7.1 is set out in ASX Listing Rule 7.2 (Exception 13(b)) which provides that issues under an employee incentive plan are exempt for a period of 3 years from the date on which shareholders approve the issue of securities under that plan as an exception to ASX Listing Rule 7.1, unless there is a material change to the terms of the employee incentive plan previously approved by shareholders during that three year period.

The Company now seeks Shareholder approval for the Plan. Under the Listing Rules, when seeking shareholder approval in relation to an employee incentive scheme (such as the Plan), an entity must, provide the information set out below.

- (a) A summary of the material terms of the Plan is set out in Annexure A.
- (b) The Company has not yet issued any Awards under the Plan. However, the Board's current intention is that it will issue the following Awards under the Plan to the two new

members recently appointed to its medical advisory board (noting these members are not Directors of the Company), namely:

- (i) Dr Bradley Moore BDS - 250,000 unlisted Options with an exercise price of \$0.30 per Option and expiry date of 4 years after issue; and
- (ii) Professor Jonathan Clark AM - 250,000 unlisted Options with an exercise price of \$0.30 per Option and expiry date of 4 years after issue.

The terms and conditions of the Options to be issued to Dr Moore and Professor Clark are set out at Annexure B. If Shareholders do not approve Resolution 4 the Board intends to proceed with the Awards to Dr Moore and Professor Clark, however, such Awards will then be counted towards the Company's 15% capacity under Listing Rule 7.1.

- (c) The maximum number of Awards (being Equity Securities) proposed to be issued under the Plan within the three year period from the date of the passing of Resolution 4 is 13,204,887. This maximum number is not intended to be a prediction of the actual number of Awards to be issued under the Plan but is specified for the purposes of setting a ceiling on the number of Rights approved to be issued under and for the purposes of Listing Rule 7.2 (Exception 13(b)). This number comprises 10% of the Company's Equity Securities currently on issue.
- (d) If Resolution 4 is passed, the Company will be able to proceed with the issue of Awards (Equity Securities) under the Plan to eligible participants, up to the maximum number noted above, without seeking further shareholder approval and the Company's capacity to issue Equity Securities without shareholder approval under Listing Rule 7.1 will not be reduced as a result of the relevant issue of those Awards (Equity Securities).
- (e) If Resolution 4 is not passed, the Company will be able to proceed with the issue of Awards (Equity Securities) under the Plan to eligible participants, but any issue of Awards will reduce, to that extent, the Company's capacity to issue Equity Securities without shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the Awards (Equity Securities).
- (f) A voting exclusion statement has been included in the Notice of Meeting for the purposes of this Resolution 4.

4.4 Board Recommendation

The Directors are all eligible to participate in the Plan and, accordingly, decline to make a recommendation to shareholders in relation to how to vote on Resolution 4.

5. RESOLUTION 5: APPROVAL OF ADDITIONAL 10% PLACEMENT FACILITY

5.1 Background

Listing Rule 7.1A enables eligible entities to issue Equity Securities of up to 10% of its issued ordinary share capital through placements over a 12 month period following the entity's annual general meeting (**Additional 10% Placement Facility**). The Additional 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less, as at the time of the entity's annual general meeting. The Company has a market capitalisation of approximately \$12.62m as at 8 October 2021 and is an eligible entity for the purposes of Listing Rule 7.1A.

Resolution 5 seeks Shareholder approval to enable the Company to issue Equity Securities under the Additional 10% Placement Facility throughout the 12 months after the Annual General Meeting. The effect of Resolution 5 will be to allow the Directors to issue Equity Securities under Listing Rule 7.1A during the period set out below.

The exact number of Equity Securities that the Company may issue under the Additional 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to section 5.2(d) of this Notice of Annual General Meeting below).

Resolution 5 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote at the Annual General Meeting (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

5.2 Regulatory Requirements

In compliance with the information requirements of Listing Rule 7.3A, Shareholders are advised of the following information:

(a) Issue Period

If Shareholders approve Resolution 5, the Company will have a mandate to issue Equity Securities under the Additional 10% Placement Facility under Listing Rule 7.1A from the date of the Annual General Meeting until the earlier of the following to occur:

- (i) the date that is 12 months after the date of the Annual General Meeting
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the date of the approval by Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(the **Additional 10% Placement Period**).

Approval will cease to be valid in the event that holders of ordinary securities approve a transaction under Listing Rule 11.1.2 or rule 11.2.

The Company will only issue and allot Equity Securities during the Additional 10% Placement Period.

(b) Minimum Issue Price

Any Equity Securities issued under rule 7.1A.2 must be in an existing quoted class of the eligible entity's Equity Securities and the issue price (which must be cash consideration) of each such security must be no less than 75% of the volume weighted average market price for securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
- (ii) if the securities are not issued within 10 trading days of the date in paragraph (i) the date on which the securities are issued.

(c) Purpose of Issues

As noted above, any Equity Securities issued under Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of Equity Securities under Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

As at the date of this Notice the Company has not formed a fixed intention to offer any Equity Securities under Listing Rule 7.1A. however if Shareholders approve Resolution 5 and the Company did raise funds from the issue of Equity Securities under Listing Rule 7.1A, based on existing plans the Company intends to use the funds raised towards expenses associated with continued business development, design, build and further commercialisation of technology, the acquisition of new assets and investments (including expenses associated with such an acquisition) and general working capital.

The Company will provide further information at the time of issue of any Equity Securities under the Additional 10% Placement Facility in compliance with its disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A.

(d) **Risk of economic and voting dilution**

If this Resolution 5 is approved, and the Company issues Equity securities under Listing Rule 7.1A, existing Shareholders economic and voting power in the Company will be diluted (as discussed in detail below).

As at the date of this Notice of Annual General Meeting, the Company has 102,798,867 Shares on issue. Accordingly, if Shareholders approve Resolution 5, the Company will have the capacity to issue approximately 10,279,886 Equity Securities under the Additional 10% Placement Facility in accordance with Listing Rule 7.1A.

The precise number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the following formula:

$(A \times D) - E$

A is the number of fully paid shares on issue at the commencement of the relevant period (see definition below):

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

Note that A is has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period, where the issue or

agreement has not been subsequently approved by the holders of ordinary securities under Listing Rule 7.4.

Note: 'relevant period' means:

- *if the entity has been admitted to the official list of ASX for 12 months or more, the 12 period immediately preceding the date of the issue or agreement; or*
- *if the entity has been admitted to the official list of ASX for less than 12 months, the period from the date the entity was admitted to the official list to the date immediately preceding the date of the issue or agreement.*

The Company was admitted to the official list of ASX on 10 February 2021, such that as at the date of this Notice the second limb of the definition of 'relevant date' applies and the first limb will apply from 10 February 2022.

If Resolution 5 is approved by Shareholders and the Company issues Equity Securities under the Additional 10% Placement Facility, existing Shareholders' voting power in the Company will be diluted as shown in the table below. There is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice of Annual General Meeting.

The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.098 50% decrease in Issue Price	\$0.195 Issue Price	\$0.390 100% increase in Issue Price
Current Variable A 102,798,867 Shares	Shares issued (10% Voting Dilution)	10,279,886 New Shares	10,279,886 New Shares	10,279,886 New Shares
	Funds raised	\$1,002,289	\$2,004,578	\$4,009,156
50% increase in current Variable A 154,198,300 Shares	Shares issued (10% Voting Dilution)	15,419,830 New Shares	15,419,830 New Shares	15,419,830 New Shares
	Funds raised	\$1,503,433	\$3,006,867	\$6,013,734
100% increase in current Variable A 205,597,734 Shares	Shares issued (10% Voting Dilution)	20,559,773 New Shares	20,559,773 New Shares	20,559,773 New Shares
	Funds raised	\$2,004,578	\$4,009,156	\$8,018,312

The table has been prepared on the following assumptions:

1. Variable A is 102,798,867 being the number of ordinary securities on issue at the date of this Notice of Meeting.
2. The Company issues the maximum number of Equity Securities available under the Additional 10% Placement Facility.
3. No Options or Performance Rights are exercised into Shares before the date of issue of the Equity Securities;
4. The Company has not issued any other Equity Securities using its placement capacity under Listing Rule 7.1 or 7.1A in the 12 months preceding this Notice of Meeting.
5. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
6. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Additional 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
8. The issue of Equity Securities under the Additional 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Options, it is assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
9. The issue price is \$0.195, being the closing price of the Shares on ASX on 8 October 2021.

(e) Allocation Policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the Additional 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issues in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the Additional 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

(f) **Previous issues of Equity Securities under Listing Rule 7.1A**

The Company has never previously obtained Shareholder approval under Listing Rule 7.1, including as this is its first Annual General Meeting since listing on ASX such that this is the first time it is eligible to seek shareholder approval for the Additional 10% Placement Facility.

(g) **Voting exclusion statement**

A voting exclusion statement for Resolution 5 is included in the Notice of Annual General Meeting preceding this Explanatory Statement.

At the date of the Notice of Annual General Meeting, the Company has not approached any particular existing security holder or an identifiable class of existing security holders to participate in the issue of the Equity Securities.

In these circumstances (and in accordance with the note set out in ASX Listing Rule 14.11.1 relating to ASX Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of any Equity Securities issued under the Additional 10% Placement Facility), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted, and there is no reason to exclude their votes.

No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice of Annual General Meeting.

5.3 Board Recommendation

The Board believes that the Additional 10% Placement Facility is beneficial for the Company as it will give the Company the flexibility to issue further securities representing up to 10% of the Company's share capital during the next 12 months. Accordingly, the Board unanimously recommend that Shareholders approve Resolution 5.

GLOSSARY

Term	Meaning
\$	Australian dollars
Annual Report	The Company's annual report dated 30 June 2021
Award	A Performance Rights or Options award under the Plan
Associate	Has the meaning given in the ASX Listing Rules
ASX	Australian Stock Exchange
Board	The board of Directors of the Company
Chairman	The chairman of the Meeting
Closely Related Party	Closely Related Party of a member of the Key Management Personnel means: <ul style="list-style-type: none"> (a) a spouse or child of the member; or (b) a child of the member's spouse; or (c) a dependant of the member or of the member's spouse; or (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company; or (e) a company that the member controls; or (f) a person prescribed by the relevant regulations applicable for the purposes of this definition under the Corporations Act.
Company or Singular Health	Singular Health Group Limited (ACN 639 242 765)
Company Secretary	The company secretary of the Company
Corporations Act	The <i>Corporations Act 2001</i> (Cth) for the time being in force together with the regulations of that act
Directors	The directors of the Company
Directors' Report	The Directors' report contained in the Annual Report
Equity Securities	Includes a Share or any option or convertible security issued by the Company or any other security that ASX decides to classify as an Equity Security.
Explanatory Statement	The explanatory statement accompanying the Notice of Meeting
Key Management Personnel	Key management personnel of the Company (as defined in Section 9 of the Corporations Act)
Meeting or Annual General Meeting or AGM	The Annual General Meeting of Shareholders to be held on Tuesday, 23 November 2021
Notice of Meeting or Notice	The notice accompanying the Explanatory Statement for the Meeting
Listing Rules or ASX Listing Rules	Official listing rules of the ASX
Plan	The Singular Health Employee Share Option Plan as summarised in Annexure A.

Term	Meaning
Proxy Form	The proxy form accompanying this booklet
Remuneration Report	The report contained in the Directors' Report dealing with the remuneration of the Key Management Personnel for the year ended 30 June 2021
Resolution	A resolution contained in the Notice of Meeting
Shareholders	The holders of Shares in the Company
Shares	The ordinary shares of the Company
VWAP	Means volume weighted average price

Annexure A – Key Terms of Singular Health Employee Share Option Plan

The Company has adopted an employee share option plan (the **Plan**). The Plan is proposed to provide a framework by which the Company may issue equity securities to attract, motivate and retain key directors, employees and consultants and provide them with the opportunity to participate in the future growth of the Company. The material terms of the Plan are summarised below:

- (a) (**Purpose**) The purpose of the Plan is to assist in the reward, retention and motivation of eligible participants, link the reward of eligible participants to Shareholder value creation and align the interests of eligible participants with Shareholders by providing an opportunity to eligible participants to earn rewards via an equity interest in the Company based on creating Shareholder value.
- (b) (**Eligibility**) Directors, senior management, employees, eligible contractors and any other person declared eligible in the discretion of the Board is eligible to participate in the Plan.
- (c) (**Awards**) Awards granted under the Plan may be in the form of performance rights or options to acquire Shares (**Awards**). 'Performance Rights' are entitlements to subscribe for, acquire and, or, be allocated a Share on the basis of one Share for each performance right that vests upon satisfaction of the relevant vesting conditions and other terms and conditions determined by the Board under the Plan. 'Options' are options granted to subscribe for, acquire and, or, be allocated a number of Shares upon satisfaction of the relevant vesting conditions and other terms and conditions determined by the Board under the plan and payment of the applicable exercise price by the participant.
- (d) (**Administration**) The Plan is administered by the Board which has absolute discretion to determine appropriate procedures for its administration and formulate special terms and conditions (subject to the Listing Rules) in addition to those set out in the Plan.
- (e) (**Offers**) Any offer by the Board of the grant of Awards will be subject to terms and conditions determined by the Board in its sole discretion and include, as a minimum, the following:
 - (i) the type and number of Awards to be granted;
 - (ii) the grant date;
 - (iii) the fee, if any, to be paid upon grant of an Award;
 - (iv) the performance hurdles (if any), vesting conditions (if any) applicable to any Award;
 - (v) in the case of an Option, the exercise price and the period in which the Award can be exercised;
 - (vi) the expiry date and term of the Awards;
 - (vii) the forfeiture conditions of the Awards (if any);
 - (viii) any further rights attaching to the Awards; and
 - (ix) any disposal restrictions attaching to the Awards or the Shares issued upon vesting or exercise of the applicable Award.
- (f) (**Award Terms**) The following terms apply to all Awards granted under the Plan:
 - (i) the Awards do not carry any voting or dividend rights;
 - (ii) the Awards are subject to specific terms and conditions under which they have been issued, until a Share issued under the Plan is registered in the name of the holder and no longer subject to any vesting conditions;
 - (iii) in the event the Company undergoes a change in control, the Board has discretion to determine the treatment of Awards and the timing of that treatment, however, generally speaking, Awards will vest if the applicable conditions and performance hurdles have been met (but that vesting will be prorated in the event the vesting date is less than the original vesting date absence a change of control) and otherwise, Awards will lapse; and
 - (iv) in the event the Company undergoes a reorganisation or reconstruction of capital, the Awards will be adjusted in accordance with the Listing Rules. The Board may make whatever adjustments to this process as necessary or desirable to ensure that

the consequences of any reorganisation or reconstruction is as fair between the participants and Shareholders subject to applicable law and the Listing Rules

- (g) **(Share Terms)** Shares granted upon the exercise or vesting of any Award granted under the Plan will rank equally with other Shares on issue, be entitled to dividends from the date at which they are recorded under the Plan as being registered against the participant and have applicable voting rights. The Board may determine, prior to an invitation being made, whether there will be any restrictions on the transfer or disposal, or the granting of security over, Shares issued in connection with the Plan.
- (h) **(Participation Rights)** A participant who holds Awards is not entitled, as a result, to:
 - (i) notice of, or to vote at or attend, a meeting of Shareholders unless and until the Awards are exercised and the participant holds Shares; or
 - (ii) receive any dividends declared by the Company in respect of such Awards.Further, other than in circumstances of adjustments for capital reconstructions (such as a reduction, subdivision, consolidation or reorganization of the Company's issued capital, a distribution of assets in specie, the payment of dividends other than in the ordinary course or the issue of equity securities by way of capitalisation of profits or reserves, in which case the Awards will be adjusted in accordance with the Listing Rules), during the currency of any Award and prior to their vesting, participants are not entitled to participate in any new issue of equity securities as a result of their holding of any Award.
- (i) **(Transfer)** The Awards may not be assigned, transferred or encumbered without the prior consent of the Board or if the assignment or transfer occurs by force of law upon the death of a participant.
- (j) **(Termination)** Where a participant ceases employment with the Company prior to the vesting of any Awards, the Awards' treatment will depend upon the circumstances of cessation. Where the participant ceases employment due to resignation or termination for cause, i.e where they are a 'bad leaver', all unvested Awards will lapse at cessation. Where a participant ceases employment for any other reasons, i.e where they are a 'good leaver', the unvested Awards will generally continue on foot and be tested at the end of the original vesting date against the relevant vesting conditions. However, the Board has discretion to apply another treatment that it deems appropriate in the circumstances.
- (k) **(Forfeiture)** The Board retains the power to forfeit all unvested and vested Awards where a participant acts fraudulently or dishonestly or wilfully breaches his or her duties to the Company and its related bodies corporate.

Annexure B – Terms of Option Awards to Dr Moore & Professor Clark

- (a) Each Option shall confer the right to subscribe for one fully paid ordinary share in the capital of Singular Health Group Limited (the “**Company**”) (**Share**).
- (b) The exercise price for each Option is \$0.30 (**Exercise Price**).
- (c) The Options:
 - (i) vest after 12 months of continuous service from the date of execution of the Advisory Board Member Agreement between the advisory board member and the Company; and
 - (ii) will expire at 5.00pm WST on the date that is the earlier of:
 - (A) four years from the date of issue; and
 - (B) the Option holder ceasing to be an Advisory Board Member of the Company, (the **Expiry Date**).

Any Options that have not been validly exercised before the Expiry Date will lapse.

- (d) A certificate will be issued for the Options. On the reverse side of the certificate there will be endorsed a statement of the rights of the Option holder and a notice that is to be completed when exercising the Options (**Exercise Notice**). If there is more than one Option comprised in this certificate and prior to the Expiry Date those Options are exercised in part, the Company will issue another certificate for the balance of the Options held and not yet exercised.
- (e) Subject to paragraph (m) the Options are exercisable at any time after the vesting period before the Expiry Date by the delivery to the registered office of the Company of the Exercise Notice and the Exercise Price in cleared funds. The Exercise Notice and cleared funds must be received before the Expiry Date. The Options may be exercised in whole or in part. If the Options are exercised in part each Exercise Notice must be for not less than 1,000 Shares and in multiples of 1,000 Shares.
- (f) After an Option is validly exercised, the Company must as soon as possible following receipt of the Exercise Notice and receipt of cleared funds equal to the subscription monies due:
 - (i) issue the Shares;
 - (ii) if required, give the Australian Securities Exchange a notice that complies with section 708A(5)(e) of the Corporations Act 2001 (Cth), or, if the Company is unable to issue such a notice, lodge with the Australian Securities and Investments Commission a prospectus prepared in accordance with the Corporations Act 2001 (Cth) and do all things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
 - (iii) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX by no later than 15 business days after the date of exercise of the Option.

- (g) There are no participating rights or entitlements inherent in the Options and holders of the Options will not be entitled to participate in any new issues of capital that may be offered to shareholders during the currency of the Options.
- (h) Subject to paragraph (m), after the vesting period, Option holders have the right to exercise their Options prior to the date of determining entitlements to any capital issues to the then existing shareholders of the Company, made during the currency of the Options.
- (i) In the event of a reorganisation of the issued capital of the Company, the Options will be reorganised in accordance with the ASX Listing Rules, but in all other respects, the terms of exercise will remain unchanged.
- (j) The Options are not transferable.
- (k) There is no right to change the exercise price of Options nor the number of underlying Shares over which the Options can be exercised, if the Company completes a bonus or pro-rata issue.
- (l) Application will not be made for official quotation of the Options on the Australian Securities Exchange.
- (m) The exercise of the Options by an Option holder is subject at all times to the Corporations Act 2001 (Cth).

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

Holder Number:

Your proxy voting instruction must be received by 12.30pm (AWST) on Sunday, 21 November 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 VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

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

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR PROXY VOTE BY PAPER

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>.



