

19 July 2024

Dear Shareholder

General Meeting – Notice of Meeting and Proxies

Notice is given that the General Meeting (**Meeting**) of Shareholders of InteliCare Holdings Limited (ACN 622 484 397) (**Company**) will be held as follows:

Time and date: 10.00am (Perth time) on Tuesday, 20 August 2024

Location: Ground Floor 299 Vincent St Leederville WA 6007

Notice of Meeting

In accordance with the *Corporations Act 2001* (Cth) the Company will not be dispatching physical copies of the Notice of Meeting unless individual shareholders have made a valid election to receive documents in hard copy. Instead, the Notice of Meeting and accompanying explanatory statement (**Meeting Materials**) are being made available to shareholders electronically and can be viewed and downloaded from:

- the Company's website at <https://intelicare.com.au/investors/>; and
- the ASX market announcements page under the Company's code "ICR".

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

Voting at the Meeting or by proxy

Shareholders are encouraged to vote by lodging a proxy form.

Proxy forms can be lodged:

- **Online:** <https://investor.automic.com.au/#/loginsah>
- **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 fax:** +61 2 8583 3040
- **By mobile:** Scan the QR Code on your Proxy Form and follow the prompts

Your proxy voting instruction must be received by 10.00am (Perth time) on Sunday, 18 August 2024 being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

The Meeting Materials should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Authorised for release by Neil Hackett, Company Secretary Intelicare Holdings Ltd



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 Tuesday, 20 August 2024 at 10am (WST).**

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 accountant, solicitor or other professional advisor prior to voting.

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

**Shareholders are urged to attend the Meeting 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 given that the general meeting of Shareholders of InteliCare Holdings Limited (**Company**) will be held at InteliCare Holdings Ltd, Ground Floor, 299 Vincent Street Leederville Western Australia 6007 on Tuesday, 20 August 2024 at 10am (WST) (**Meeting**).

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 as at 10am (WST) on Sunday, 18 August 2024. The Directors encourage all eligible Shareholders to lodge Proxy Forms prior to 10am (WST) on Sunday, 18 August 2024.

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 Schedule 1.

Agenda

1. Resolutions

Resolution 1 – Ratification of issue of Tranche 1 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 7.4 and for all other purposes, Shareholders ratify the issue of:

- (a) 35,428,229 Tranche 1 Placement Shares issued under Listing Rule 7.1; and
- (b) 20,746,943 Tranche 1 Placement Shares issued under Listing Rule 7.1A,

on the terms and conditions in the Explanatory Memorandum.’

Resolution 2 – Approval to issue Tranche 2 Placement Shares

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

‘That, subject to and conditional on the passing of Resolution 3, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 193,824,838 Tranche 2 Placement Shares, on the terms and conditions in the Explanatory Memorandum.’

Resolution 3 – Approval to issue Placement Options

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

'That, subject to and conditional on the passing of Resolution 1, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to a total of 83,333,333 Placement Options on the terms and conditions set out in the Explanatory Memorandum.'

Resolution 4 – Approval to issue Director Placement Securities

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 10.11 and for all other purposes, Shareholders approve the issue of up to 12,500,000 Director Placement Shares and 4,166,667 Director Placement Options to Mr Greg Leach (or his nominee/s).'

Resolution 5 – Approval to issue Lead Manager Options to Clarity Capital

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

'That pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to a total of 30,000,000 Options to Clarity Capital on the terms and conditions set out 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 these Tranche 1 Placement Shares, or any of their respective associates.
- (b) **Resolution 2:** 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 the Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (c) **Resolution 3:** 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 the 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 Mr Greg Leach (or his nominee/s), and any other person who will obtain a material benefit as a result of the issue of these Director Placement Securities (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (e) **Resolution 5:** by or on behalf of Clarity Capital (or its nominee/s), and any other person who will obtain a material benefit as a result of, the proposed issue of the Options (except a benefit solely by reason of being a Shareholder), or any of their associates.

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

- (f) 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;
- (g) 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
- (h) 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

Mr Neil Hackett
Company Secretary
InteliCare Holdings Limited
Dated: 19 July 2024

InteliCare Holdings Limited
ACN 622 484 397
(Company)

Explanatory Memorandum

2. 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 InteliCare Holdings Ltd, Ground Floor, 299 Vincent Street Leederville Western Australia 6007 on Tuesday, 20 August 2024 at 10am (WST).

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	Introduction
Section 3	Voting and attendance information
Section 4	Background to capital raising
Section 5	Inter-conditional Resolutions
Section 6	Resolution 1(a) and (b) – Ratification of issue of Tranche 1 Placement Shares
Section 7	Resolution 2 – Approval to issue Tranche 2 Placement Shares
Section 8	Resolution 3 – Approval to issue Placement Options
Section 9	Resolution 4 – Approval to issue Director Placement Securities
Section 10	Resolution 5 – Approval to issue Lead Manager Options to Clarity Capital
Schedule 1	Definitions
Schedule 2	Terms and Conditions of Options

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

3. Voting and attendance information

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

3.1 Voting in person

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

3.2 Voting by proxy

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are encouraged to vote by completing and returning the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (i) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (ii) a proxy need not be a member of the Company; and
- (iii) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (i) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (ii) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- (iii) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (iv) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Section 250BC of the Corporations Act provides that, if:

- (iv) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (v) the appointed proxy is not the chair of the meeting;
- (vi) at the meeting, a poll is duly demanded on the resolution; and
- (vii) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

3.3 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.

Subject to the following paragraph, if the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on the Resolutions by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even if the Resolutions are connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

If the Chair is a person referred to in the voting prohibition statement applicable to a Resolution (under section 224 of the Corporations Act), the Chair will only be able to cast a vote as proxy for you on the relevant Resolution if you are entitled to vote and have specified your voting intention in the Proxy Form.

3.4 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at Neil.Hackett@intelicare.com.au by 5pm on Thursday, 15 August.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

4. Background to capital raising

On 24 June 2024, the Company announced that it had obtained firm commitments for a capital raising of \$2,000,000 (before costs) through the issue of fully paid ordinary shares in the Company (**Placement Shares**) at an issue price of \$0.008 per share (**Placement**). Subscribers under the Placement will receive 1 free attaching unquoted Option for every 3 Placement Shares subscribed for, exercisable at \$0.02 and expiring 5 August 2027 (**Placement Options**). The Placement is comprised of the following tranches:

- (a) 56,175,172 Placement Shares issued utilising the Company's available placement capacity pursuant to Listing Rules 7.1 and 7.1A (the subject of Resolution 1) (**Tranche 1 Placement Shares**);
- (b) 193,824,838 Placement Shares (**Tranche 2 Placement Shares**) (the subject of Resolution 2) and 83,333,333 Placement Options (the subject of Resolution 3) proposed to be issued subject to shareholder approval under Listing Rule 7.1; and
- (c) 12,500,000 Shares (**Director Placement Shares**) and 4,166,667 Options (**Director Placement Options**) proposed to be issued to Director Greg Leach or his respective nominee/s) subject to shareholder approval under Listing Rule 10.11 (**Director Placement**) (the subject of Resolution 4).

5. Inter-conditional Resolutions

Resolution 2 and Resolution 3 are inter-conditional, meaning that if Resolution 2 or Resolution 3 do not receive at least 50% of the votes cast in favour by Shareholders at the Meeting, neither Resolution 2 or Resolution 3 will take effect or be completed pursuant this Notice.

6. Resolution 1(a) and (b) – Ratification of issue of Tranche 1 Placement Shares

6.1 Background

On 28 June 2024, the Company issued the Placement Shares as follows:

- (a) 35,428,229 Tranche 1 Placement Shares using the Company's available placement capacity under Listing Rule 7.1; and
- (b) 20,746,943 Tranche 1 Placement Shares using the Company's available placement capacity under Listing Rule 7.1A.

Resolution 1(a) and (b) seek the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Tranche 1 Placement Shares.

6.2 Listing Rules 7.1, 7.1A and 7.4

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase its 15% placement capacity under Listing Rule 7.1 by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 28 November 2023.

The issue of the Tranche 1 Placement Shares does not fit within any of the exceptions to Listing Rules 7.1 and 7.1A and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's placement capacities under Listing Rules 7.1 and 7.1A. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rules 7.1 and 7.1A for the 12 month period following the issue of the Tranche 1 Placement Shares.

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

The effect of Shareholders passing Resolution 1(a) and (b) will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 and the 10% additional placement capacity set out in Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

If Resolution 1(a) is passed, 35,428,229 Tranche 1 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(b) is passed, 20,746,943 Tranche 1 Placement Shares will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, 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(a) is not passed, 35,428,229 Tranche 1 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 35,428,229 Equity Securities for the 12 month period following the issue of those Placement Shares.

If Resolution 1(b) is not passed, 20,746,943 Tranche 1 Placement Shares will continue to be included in the Company's 10% limit under Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 20,746,943 Equity Securities for the 12 month period following the issue of those Placement Shares (and assuming the Company's approval under Listing Rule 7.1A remains in force for this period).

6.3 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 Tranche 1 Placement Shares:

- (a) The Tranche 1 Placement Shares were issued to sophisticated and professional investors (**Tranche 1 Placement Participants**), none of whom is a related party of the Company or a Material Investor. The Tranche 1 Placement Participants were identified through a bookbuild process, which involved the Company and Lead Manager seeking expressions of interest to participate in the Placement from new and existing contacts of the Company and clients of the Lead Manager.
- (b) A total of 56,175,172 Tranche 1 Placement Shares were issued as follows:
 - (i) 35,428,229 Shares were issued using the Company's available placement capacity under Listing Rule 7.1; and
 - (ii) 20,746,943 Shares were issued using the Company's available placement capacity under Listing Rule 7.1A.
- (c) The Tranche 1 Placement Shares are fully paid and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Tranche 1 Placement Shares were issued on 28 June 2024 at an issue price of \$0.008 each, raising approximately \$450,000.
- (e) The proceeds from the issue of the Tranche 1 Placement Shares have been or are intended to be used:
 - (i) for costs associated with commercialisation opportunities, allowing the Company to accelerate deployments for potential new customers;
 - (ii) for working capital to support pilot programs;
 - (iii) for associated hardware implementation costs; and
 - (iv) for costs of the Placement and working capital.

- (f) There are no other material terms to the agreement for the subscription of the Tranche 1 Placement Shares.
- (g) A voting exclusion statement is included in the Notice.

6.4 Additional information

Resolution 1(a) and (b) are each separate ordinary resolutions.

The Board recommends that Shareholders vote in favour of Resolution 1(a) and (b).

7. Resolution 2 – Approval to issue Tranche 2 Placement Shares

7.1 Background

The Background to the Placement is in Section 4 above.

Resolution 2 seeks the approval of Shareholders pursuant to Listing Rule 7.1 to approve the issue of 193,824,838 Tranche 2 Placement Shares.

7.2 Listing Rules 7.1

A summary of Listing Rule 7.1 is contained in Section 6.2 above.

The issue of the Shares 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.

If Resolution 2 is passed, the Company will be able to proceed with the issue of the 193,824,838 Tranche 2 Placement Shares.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the 193,824,838 Tranche 2 Placement Shares, will not receive approximately \$1.55 million from the issue of the 193,824,838 Tranche 2 Placement Shares and will withdraw Resolution 3.

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 Tranche 2 Placement Shares:

- (a) The 193,824,838 Tranche 2 Placement Shares will be issued to sophisticated and professional investors (**Tranche 2 Placement Participants**), none of whom is a related party of the Company or a Material Investor. The Tranche 2 Placement Participants were identified through the same process as the Tranche 1 Placement Participants (refer to Section 6.3(a)).
- (b) A maximum of 193,824,838 Tranche 2 Placement Shares will be issued.
- (c) The Tranche 2 Placement Shares will be fully paid and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Tranche 2 Placement Shares will be issued no later than 3 months after the date of the Meeting.

- (e) The Tranche 2 Placement Shares will be issued at a price of \$0.008 each, being the same issue price as the Tranche 1 Placement Shares and will raise up to approximately \$1.55 million (before costs).
- (f) A summary of the intended use of funds raised from the capital raising is in Section 6.3(e) above.
- (g) There are no other material terms to the agreement for the subscription of the Tranche 2 Placement Shares.
- (h) A voting exclusion statement is included in the Notice.

7.4 Additional information

Resolution 2 is an ordinary resolution and is interconditional with Resolution 3.

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

8. Resolution 3 – Approval to issue Placement Options

8.1 Background

The background to the proposed issue of the Options is set out in Section 4 above.

Resolution 3 seeks Shareholder approval pursuant to Listing Rule 7.1 to approve the issue of up to 83,333,333 Placement Options as free attaching Options to the Tranche 1 and Tranche 2 Placement Shares.

8.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is contained in Section 6.2 above.

The issue of the 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.

If Resolution 3 is passed, the Company can proceed to issue up to 83,333,333 Placement Options without using any of 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 3 is not passed, the Company will not be able to proceed with the issue of the 83,333,333 Placement Options or (as a result of Resolution 2 and Resolution 3 being interconditional) the issue of the Tranche 2 Placement Shares, and will not receive approximately \$1.55 million from the issue of the Tranche 2 Placement Shares.

8.3 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 83,333,333 Placement Options will be issued to the recipients of the Tranche 1 Placement Shares and Tranche 2 Placement Shares. The issue of the Placement Options is subject to Shareholders approving Resolution 2.

- (b) A maximum of 83,333,333 Placement Options will be issued under Resolution 3.
- (c) The Options are exercisable at \$0.02 each and expire on 5 August 2027 and are otherwise subject to the terms and conditions in Schedule 2. Shares issued upon exercise of the Placement Options will be fully paid ordinary Shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.
- (d) The Placement Options will be issued no later than 3 months after the date of the Meeting.
- (e) The Placement Options are being issued as free attaching Options to the Tranche 1 and Tranche 2 Placement Shares. Accordingly, no additional funds will be raised from the issue of the Placement Options.
- (f) A summary of the intended use of funds raised from the capital raising is in Section 6.3(e) above.
- (g) There are no other material terms to the agreement for the issue of the Placement Options.
- (h) A voting exclusion statement is included in the Notice.

8.4 Directors' recommendation

Resolution 3 is an ordinary resolution and is interconditional with Resolution 2.

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

9. Resolution 4 – Approval to issue Director Placement Securities

9.1 General

The background to the Placement is in Section 4 above.

Non-Executive Director Greg Leach has committed to participating in the Placement to the extent of subscribing for Director Placement Shares and Director Placement Options (together, the **Director Placement Securities**) in the following proportions:

Director	Amount committed to the Placement (before costs)	Director Placement Shares	Director Placement Options
Greg Leach	\$100,000	12,500,000	4,166,667

Resolution 4 seeks Shareholder approval pursuant to Listing Rule 10.11 for the issue of the Director Placement Securities to Greg Leach (or his respective nominee).

9.2 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 10.11.1);
- (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).

Greg Leach is a related party of the Company by virtue of being a Director. Shareholder approval pursuant to Listing Rule 10.11 is therefore required unless an exception applies. It is the view of the Board 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 Securities to Greg Leach (or his respective nominee) will not be included in the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

The effect of Shareholders passing Resolution 4 will be to allow the Company to issue the Director Placement Securities, raising up to \$100,000 (before costs).

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Director Placement Securities and will not receive the additional \$100,000 (before costs) committed by Director Greg Leach. Consequently, the Company may need to seek an alternative means of raising the additional capital.

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 Placement Securities:

- (a) A maximum of 12,500,000 Director Placement Shares and 4,166,667 Director Placement Options will be issued to Greg Leach (or his nominee) (see Section 9.1).

- (b) Greg Leach falls into the category stipulated by Listing Rule 10.11.1 by virtue of being a Director of the Company.
- (c) 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.
- (d) The Director Placement Options will be exercisable at \$0.02 each and will expire 3 years from their date of issue. The Director Placement Options are subject to the terms and conditions set out in Schedule 2.
- (e) The Director Placement Securities will be issued within one month after the date of the Meeting.
- (f) The Director Placement Shares are proposed to be issued at an issue price of \$0.008 each, being the same issue price as other Placement Shares and will raise up to approximately \$100,000 (before costs).
- (g) The Director Placement Options are proposed to be issued for nil cash consideration as they are free attaching to the Director Placement Shares. Accordingly, no funds will be raised from the issue of the Director Placement Options. Any funds raised upon exercise of the Director Placement Options will be used towards general working capital purposes.
- (h) A summary of the intended use of funds raised from the capital raise is in Section 6.3(e) above. No additional funds will be raised by the issue of the Director Placement Options.
- (i) The proposed issue of the Director Placement Securities is not intended to remunerate or incentivise Greg Leach.
- (j) There are no other material terms to the proposed issue of the Director Placement Securities. The Director Placement Securities will not be issued pursuant to an agreement.
- (k) A voting exclusion statement is included in the Notice.

9.4 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:

- (a) obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

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

The proposed issue of the Director Placement Securities 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 Securities because the

Securities will be issued on the same terms as those Securities 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 4 is an ordinary resolution.

The Board, (other than Greg Leach who has a personal interest in the outcome of this Resolution) recommends that Shareholders vote in favour of Resolution 4.

10. Resolution 5 – Approval to issue Lead Manager Options to Clarity Capital

10.1 Background

Clarity Capital acted as lead manager (**Lead Manager**) to the capital raising.

Resolution 5 seeks Shareholder approval pursuant to Listing Rule 7.1 to approve the issue of up to 30,000,000 unquoted Options to Clarity Capital (or its respective nominee/s), exercisable at \$0.02 each and expiring on 5 August 2027 (**Lead Manager Options**). The Lead Manager Options are otherwise on the terms and conditions set out in Schedule 2.

10.2 Summary of lead manager mandate

The Company appointed Clarity Capital Lead Manager, for the provision of lead manager and bookrunner services, including the coordination and management of the Placement.

The Company agreed to pay the following fees to the Lead Manager as consideration for these services:

- (a) a capital raising fee of 6% of the amount raised under the Placement; and
- (b) a total of 30,000,000 Lead Manager Options.

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

10.3 Listing Rule 7.1

A summary of Listing Rule 7.1 is contained in Section 7.2 above.

The issue of the Lead Manager Options does not fit within any of the exceptions to Listing Rules 7.1 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Company's Shareholders under Listing Rule 7.1.

The effect of Shareholders passing Resolution 5 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

If Resolution 5 is passed, the Company can proceed to issue up to 30,000,000 Lead Manager Options without using any of 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 5 is not passed, the Company will not be able to proceed with the issue of the 30,000,000 Lead Manager Options and will withdraw Resolution 5.

10.4 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 proposed issue of the Lead Manager Options:

- (a) The 30,000,000 Lead Manager Options will be issued to Clarity Capital (or its respective nominee/s).
- (b) A maximum of 30,000,000 Lead Manager Options will be issued under Resolution 5.
- (c) The Lead Manager Options are exercisable at \$0.02 each, expiring on 5 August 2027, and are otherwise subject to the terms and conditions in Schedule 2. Shares issued upon exercise of the Lead Manager Options will be fully paid ordinary Shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.
- (d) The Lead Manager Options will be issued no later than 3 months after the date of the Meeting.
- (e) A total of 30,000,000 Lead Manager Options will be issued with a nil issue price as partial consideration for the Lead Manager's corporate advisory services provided in connection with the Placement. Accordingly, no funds were raised from the issue of the Lead Manager Options.
- (f) A summary of the material terms of the Lead Manager mandate, pursuant to which 30,000,000 Lead Manager Options were issued, is set out in Section 10.2 above.
- (g) A voting exclusion statement is included in the Notice.

10.5 Directors' recommendation

Resolution 5 is an ordinary resolution.

The Board recommends that shareholders vote in favour of Resolution 5.

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.
Clarity Capital	means Clarity Capital Pty Ltd (ACN 658 998 460).
Company	means IntelliCare Holdings Limited (ACN 622 484 397).
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 Placement	has the meaning given in Section 4(c).
Director Placement Options	has the meaning given in Section 4(c).
Director Placement Securities	has the meaning given in Section 9.1.
Director Placement Shares	has the meaning given in Section 4(c).
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.
Lead Manager	means Clarity Capital.
Lead Manager Options	has the meaning given in Section 10.1.
Listing Rules	means the listing rules of ASX.
Material Investor	means, in relation to the Company:

- (a) a related party;
- (b) Key Management Personnel;
- (c) a substantial Shareholder;
- (d) an advisor; or
- (e) an associated,

of the above who have or will (as applicable) receive securities in the Company which constitute more than 1% of the Company's anticipated 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 to acquire a Share.
Placement	has the meaning given in Section 4.
Placement Options	means the free-attaching unquoted Options issued in connection with the Placement, exercisable at \$0.02 each on or before 5 August 2027, and are otherwise subject to the terms and conditions in Schedule 2
Placement Shares	has the meaning given in Section 4.
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 this Notice.
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.
Tranche 1 Placement Participants	has the meaning given Section 6.3(a).
Tranche 2 Placement Participants	has the meaning given in Section 7.3(a).
Tranche 1 Placement Shares	has the meaning given in Section 4(a).
Tranche 2 Placement Shares	has the meaning given in Section 4(b).
WST	means Western Standard Time, being the time in Perth, Western Australia.

Schedule 2 Terms and Conditions of Options

A summary of the material terms and conditions of the Options is set out below:

(a) **Entitlement**

Each Option gives the holder the right to subscribe for one Share.

(b) **Expiry Date**

The Options will expire at 5.00pm (AWST) on 5 August 2027 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(c) **Exercise Price**

The amount payable upon exercise of each Option is \$0.02 per Option.

(d) **Exercise**

A holder may exercise their Options by lodging with the Company, before the Expiry Date:

- (i) a written notice of exercise (**Exercise Notice**) of Options specifying the number of Options being exercised; and
- (ii) an electronic funds transfer for the Exercise Price for the number of Options being exercised.

(e) **Exercise Notice**

An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds. The Options held by each holder may be exercised in whole or in part, and if exercised in part, at least 10,000 must be exercised on each occasion.

(f) **Timing of issue of Shares on exercise**

Within 5 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.

(g) **Transferability**

- (i) The Options are not transferable without the prior written approval of the Company.

(h) **Ranking of Shares**

All Shares allotted upon the exercise of Options will upon allotment be fully paid and rank pari passu in all respects with other Shares.

(i) **Quotation**

The Company will not apply for quotation of the Options on any securities exchange.

(j) **Timing of issue of Shares on exercise**

Within 5 Business Days after the Options are exercised 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 Exercise Notice and for which, if applicable, cleared funds have been received by the Company; and
- (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act.

(k) **Reconstruction**

If at any time the issued capital of the Company is reconstructed, all rights of a holder of Options are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.

(l) **Participating rights**

There are no participating 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.

(m) **Amendments**

An Option does not confer the right to a change in the Exercise Price or a change in the number of underlying securities over which the Option can be exercised.



Proxy Voting Form

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

InteliCare Holdings Limited | ABN 84 622 484 397

Your proxy voting instruction must be received by **10.00am (AWST) on Sunday, 18 August 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



BY MAIL:

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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:

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