



INVEX THERAPEUTICS LTD

ACN 632 145 334

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00 am (EDST)

DATE: Thursday, 21 November 2019

PLACE: Level 2
16 O'Connell Street
Sydney NSW 2000

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00pm (EDST) on Tuesday 19 November 2019.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2019 together with the declaration of the directors, the director's report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2019.”

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. RESOLUTION 2 – ELECTION OF DIRECTOR – PROF ALEXANDRA SINCLAIR

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

“That, for the purpose of clause 14.2 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Prof Alexandra Sinclair, a Director who was appointed casually on 28 June 2019, retires, and being eligible, is elected as a Director.”

4. RESOLUTION 3 - ELECTION OF DIRECTOR – MR DAVID MCAULIFFE

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

“That, for the purpose of clause 14.2 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr David McAuliffe, a Director who was appointed on registration on 8 March 2019, retires and, being eligible, is elected as a Director.”

5. **RESOLUTION 4 – ELECTION OF DIRECTOR – DR JASON LOVERIDGE**

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

“That, for the purpose of clause 14.2 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Dr Jason Loveridge, a Director who was appointed on registration on 8 March 2019, retires and, being eligible, is elected as a Director.”

6. **RESOLUTION 5 – ELECTION OF DIRECTOR – MS NARELLE WARREN**

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

“That, for the purpose of clause 14.2 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Ms Narelle Warren, a Director who was appointed casually on 25 March 2019, retires and, being eligible, is elected as a Director.”

7. **RESOLUTION 6 – ISSUE OF DIRECTOR INCENTIVE OPTIONS TO DIRECTOR – MR DAVID MCAULIFFE**

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, subject to Resolution 3 receiving Shareholder approval, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 200,000 Options to Mr David McAuliffe (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf any Director (or their nominee) who is eligible to participate in the employee incentive scheme in respect of which the approval is sought, or any associates of those Directors (**Resolution 6 Excluded Party**). However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, provided the Chair is not a Resolution 6 Excluded Party, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
 - (b) the appointment does not specify the way the proxy is to vote on this Resolution.
- Provided the Chair is not a Resolution 6 Excluded Party, the above prohibition does not apply if:
- (a) the proxy is the Chair; and
 - (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

8. **RESOLUTION 7 – ISSUE OF DIRECTOR INCENTIVE OPTIONS TO DIRECTOR – DR JASON LOVERIDGE**

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, subject to Resolution 4 receiving Shareholder approval, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 800,000 Options to Dr Jason Loveridge (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf any Director (or their nominee) who is eligible to participate in the employee incentive scheme in respect of which the approval is sought, or any associates of those Directors (**Resolution 7**

Excluded Party). However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, provided the Chair is not a Resolution 7 Excluded Party, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided the Chair is not a Resolution 7 Excluded Party, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

9. RESOLUTION 8 – ISSUE OF DIRECTOR INCENTIVE OPTIONS TO DIRECTOR – MS NARELLE WARREN

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, subject to Resolution 5 receiving Shareholder approval, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 400,000 Options to Ms Narelle Warren (or her nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf any Director (or their nominee) who is eligible to participate in the employee incentive scheme in respect of which the approval is sought, or any associates of those Directors (**Resolution Error! Reference source not found. Excluded Party**). However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, provided the Chair is not a Resolution **Error! Reference source not found. Excluded Party**, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided the Chair is not a Resolution **Error! Reference source not found. Excluded Party**, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

10. RESOLUTION 9 – ISSUE OF DIRECTOR INCENTIVE OPTIONS TO DIRECTOR – PROF ALEXANDRA SINCLAIR

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, subject to Resolution 2 receiving Shareholder approval, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 800,000 Options to Prof Alexandra Sinclair (or her nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf any Director (or their nominee) who is eligible to participate in the employee incentive scheme in respect of which the approval is sought, or any associates of those Directors (**Resolution 9 Excluded Party**). However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, provided the Chair is not a Resolution 9 Excluded Party, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided the Chair is not a Resolution 9 Excluded Party, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

11. RESOLUTION 10 – APPOINTMENT OF AUDITOR AT FIRST AGM

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

“That, for the purposes of section 327B of the Corporations Act and for all other purposes, BDO Audit (WA) Pty Ltd (ACN 112 284 787), having been nominated by a Shareholder and having consented in writing to act in the capacity of auditor, be appointed as auditor of the Company with effect from the close of the meeting.”

12. RESOLUTION 11 – APPROVAL OF 10% PLACEMENT CAPACITY


To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Dated: 27 September 2019

By order of the Board



Narelle Warren
Company Secretary

Voting in person

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

Voting by proxy

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

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

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

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6382 0137.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2019 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.invextherapeutics.com.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

2.3 First Annual General Meeting

As this is the Company's first Annual General Meeting, the remuneration report of the Company has not been considered before. Accordingly, a Spill Resolution will not be relevant for this Annual General Meeting.

3. RESOLUTION 2 - ELECTION OF DIRECTOR – PROF ALEXANDRA SINCLAIR

3.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director 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 until the 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.

Prof Alexandra Sinclair, having been casually appointed on 28 June 2019 in accordance with the Constitution, retires in accordance with the Constitution and ASX Listing Rule 14.4 and being eligible, seeks election from Shareholders.

3.2 Qualifications and other material Directorships

Prof Sinclair is a founder of Invex and a Clinician Scientist and Neurology Consultant in the Metabolic Neurology Group at the Institute of Metabolism and Systems Research, College of Medical and Dental Sciences, The University of Birmingham.

Prof Sinclair is a member and fellow of the British Medical Association, UK, the Association of British Medical Association, UK, the Association of British Neurologists, UK, the Royal College of Physicians, London, the Society for Endocrinology, the International Headache Society, the British Association of the Study of Headache, UK, the North American Neuro-ophthalmology Society and the European Headache Federation.

3.3 Independence

If elected the board does not consider Alexandra Sinclair will be an independent Director.

3.4 Board recommendation

The Board supports the re-election of Alexandra Sinclair and recommends that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – ELECTION OF DIRECTOR – MR DAVID MCAULIFFE

4.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director 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 until the 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.

David McAuliffe, who has served as a Director since registration of the Company on 8 March 2019, retires in accordance with the Constitution and ASX Listing Rule 14.4 and being eligible, seeks election from Shareholders.

4.2 Qualifications and other material Directorships

Mr McAuliffe is an experienced board Director and entrepreneur who has over twenty years' experience in the international biotechnology field. He has been involved in numerous capital raisings and in-licensing of technologies. He is a founder of several companies in Australia, France and the United Kingdom, many of which have become public companies. Mr McAuliffe has an Honours degree in Law, a Bachelor of Pharmacy degree and is the President of the Dyslexia – Speld Foundation WA (Inc).

4.3 Independence

If elected the board does not consider David McAuliffe will be an independent Director.

4.4 Board recommendation

The Board supports the re-election of David McAuliffe and recommends that Shareholders vote in favour of Resolution 3.

5. RESOLUTION 4 – ELECTION OF DIRECTOR – DR JASON LOVERIDGE**5.1 General**

The Constitution allows the Directors to appoint at any time a person to be a Director 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 until the 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.

Dr Jason Loveridge, who has served as a director since registration of the Company on 8 March 2019, retires in accordance with the Constitution and ASX Listing Rule 14.4 and being eligible, seeks election from Shareholders.

5.2 Qualifications and other material directorships

Dr Loveridge is a founder of Invex and currently CEO of 4SC AG, a Frankfurt (Germany) listed oncology company. He has more than 30 years of international experience across Europe, Asia and the US in senior management positions in life sciences companies and as an investment professional dealing in both privately held and publicly traded companies. Additionally, he has substantial transactional experience in the sale and partnering of biotechnology assets.

Dr Loveridge graduated in Biochemistry and Microbiology from the University of New South Wales, Australia, and holds a Ph.D. in Biochemistry from the University of Adelaide, Australia. He is also a fellow of the Royal Society of Medicine.

5.3 Independence

If elected the Board considers that Dr Loveridge is not an independent Director.

5.4 Board recommendation

The Board supports the re-election of Dr Loveridge and recommends that Shareholders vote in favour of Resolution 4.

6. RESOLUTION 5 – ELECTION OF DIRECTOR – MS NARELLE WARREN**6.1 General**

The Constitution allows the Directors to appoint at any time a person to be a Director 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 until the 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.

Narelle Warren, who has served as a Director of the Company since 25 March 2019, retires in accordance with the Constitution and ASX Listing Rule 14.4 and being eligible, seeks election from Shareholders.

6.2 Qualifications and other material Directorships

Ms Warren is a Chartered Accountant with over twenty years of corporate advisory, financial management and company secretarial experience. Ms Warren has co-ordinated and assisted in a

number of corporate transactions, including acquisitions, divestments and raising funds via private and public equity markets. She holds both a Bachelor of Laws and Bachelor of Commerce.

6.3 Independence

If elected the board considers Ms Warren will be an independent Director.

6.4 Board recommendation

The Board supports the re-election of Narelle Warren and recommends that Shareholders vote in favour of Resolution 5.

7. RESOLUTIONS 6-9 – ISSUE OF DIRECTOR INCENTIVE OPTIONS TO DIRECTORS

The Company has agreed, subject to obtaining Shareholder approval, to issue a total of 2,200,000 options (**Incentive Options**) to Mr David McAuliffe, Dr Jason Loveridge, Ms Narelle Warren and Prof Alexandra Sinclair (or their respective nominees) pursuant to the Company's Employee Share Option Plan and on the terms and conditions set out below.

Resolutions 6 to 9 seek Shareholder approval for the grant of the Incentive Options.

7.1 Chapter 2E of the Corporations Act

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

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

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

The grant of Incentive Options constitutes giving a financial benefit and Mr David McAuliffe, Dr Jason Loveridge, Ms Narelle Warren and Prof Alexandra Sinclair are related parties of the Company by virtue of being Directors.

It is the view of the Company that the exceptions set out in sections 210 to 216 of the Corporations Act do not apply in the current circumstances. Accordingly, Shareholder approval is sought for the grant of Incentive Options to Mr David McAuliffe, Dr Jason Loveridge, Ms Narelle Warren and Prof. Alexandra Sinclair (or their respective nominees).

7.2 Shareholder Approval (Chapter 2E of the Corporations Act)

Pursuant to and in accordance with the requirements of section 219 of the Corporations Act and ASX Listing Rule 10.13, the following information is provided in relation to the proposed grant of Incentive Options:

- (a) the related parties are Mr David McAuliffe, Dr Jason Loveridge, Ms Narelle Warren and Prof Alexandra Sinclair (**Related Parties**) and they are related parties by virtue of being Directors of the Company;
- (b) the maximum number of Incentive Options (being the nature of the financial benefit being provided) to be granted to the Related Parties is:
 - (i) 200,000 Incentive Options to Mr David McAuliffe;
 - (ii) 800,000 Incentive Options to Dr Jason Loveridge;

- (iii) 800,000 Incentive Options to Prof Alexandra Sinclair; and
- (iv) 400,000 Incentive Options to Ms Narelle Warren.
- (c) the Incentive Options will be granted to the Related Parties no later than 12 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Incentive Options will be issued on one date;
- (d) the Incentive Options will be granted for nil cash consideration, accordingly no funds will be raised;
- (e) the terms and conditions of the Incentive Options are set out in Schedule 1;
- (f) the value of the Incentive Options and the pricing methodology is set out in Schedule 2;
- (g) the relevant interests of the Related Parties in securities of the Company are set out below:

Related Party	Shares	Options
Mr David McAuliffe	3,375,001 ⁽¹⁾	Nil
Dr Jason Loveridge	5,106,000 ⁽²⁾	Nil
Prof Alexandra Sinclair	2,500,000 ⁽³⁾	Nil
Ms Narelle Warren	200,000 ⁽⁴⁾	Nil

Notes:

1. All shares are held indirectly. 3,250,001 shares are held indirectly by Mr David Jeremiah McAuliffe ATF The Lazy D9M Investment A/C, of which David McAuliffe is a beneficiary. Of these, 3,028,356 shares are escrowed until 5 July 2021. 125,000 shares are held indirectly by <McLivo Superfund A/C> (Mr David McAuliffe and Ms Margaret Livingston), of which Mr David McAuliffe is a beneficiary.
 2. 1,566,000 shares are held directly. Of these shares, 1,470,513 are escrowed until 5 July 2021. 3,450,000 shares are held indirectly by Warambi Sarl, of which Dr Jason Loveridge is a director and shareholder. Of these shares, 2,150,367 shares are escrowed until 5 July 2021.
 3. All 2,500,000 shares are held directly and are escrowed until 5 July 2021.
 4. All 200,000 shares are held indirectly by Philuchna Pty Ltd <PM&NA Warren Superfund A/C>, of which Narelle Warren is a Director, Shareholder and beneficiary. Of these shares, 187,805 are escrowed until 5 July 2021.
- (h) the remuneration and emoluments from the Company to the Related Parties for the previous financial year and the proposed remuneration and emoluments for the current financial year are set out below:

Related Party	Current Financial Year	Previous Financial Year
Mr David McAuliffe	\$35,000 ⁽¹⁾	N/A
Dr Jason Loveridge	\$70,000 ⁽²⁾	N/A
Prof Alexandra Sinclair	\$70,000 ⁽³⁾	N/A
Ms Narelle Warren	\$120,000 ⁽⁴⁾	N/A

Notes:

1. This comprises a Director's fee of \$35,000 per annum. No fees were paid in the prior financial period.
2. This comprises a Director's fee of \$35,000 per annum and a consultancy fee of \$35,000 per annum (through Dr Loveridge's association with Warambi Limited). No fees were paid in the prior financial period.

3. This comprises a Director's fee of \$35,000 per annum and a consultancy fee of \$35,000 per annum. No fees were paid in the prior financial period.
4. This comprises a fee for financial and company secretarial services of \$10,000 per month exclusive of GST. Note this does not include the remuneration that Ms Narelle Warren received prior to listing of the Company. This totaled \$55,000 from incorporation until 30 June 2019 for financial and company secretarial services and due diligence services relating to the IPO.

- (i) if the Incentive Options granted to the Related Parties are exercised, a total of 2,200,000 Shares would be issued. This will increase the number of Shares on issue from 55,000,001 to 57,200,001 (assuming that no other Shares are issued) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 3.84%, comprising 1.40% by Dr Jason Loveridge and Prof Alexandra Sinclair (each, separately), 0.34% by Mr David McAuliffe and 0.70% by Ms Narelle Warren.

The market price for Shares during the term of the Incentive Options would normally determine whether or not the Incentive Options are exercised. If, at any time any of the Incentive Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Incentive Options, there may be a perceived cost to the Company.

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

	Price	Date
Highest	\$1.69	11 July 2019
Lowest	\$0.545	6 August 2019
Last	\$0.655	26 September 2019

- (k) the Board acknowledges the grant of Incentive Options to Mr David McAuliffe, Dr Jason Loveridge, Prof Alexandra Sinclair and Ms Narelle Warren is contrary to Recommendation 8.3 of The Corporate Governance Principles and Recommendations with 2010 Amendments (2nd Edition) as published by The ASX Corporate Governance Council. However, the Board considers the grant of Incentive Options to Mr David McAuliffe, Dr Jason Loveridge, Prof Alexandra Sinclair and Ms Narelle Warren reasonable in the circumstances for the reason set out below;
- (l) the primary purpose of the grant of the Incentive Options to the Related Parties is to provide a performance linked incentive component in the remuneration package for the Related Parties to motivate and reward the performance of the Related Parties in their respective roles as Directors;
- (m) Mr David McAuliffe declines to make a recommendation to Shareholders in relation to Resolution 6 due to his material personal interests in the outcome of the Resolution on the basis that Mr David McAuliffe is to be granted Incentive Options in the Company should Resolution 6 be passed. However, in respect of Resolutions 7, 8 and 9, recommends that Shareholders vote in favour of those Resolutions for the following reasons:
- (i) the grant of Incentive Options to the Related Parties, in particular, the vesting conditions of the Incentive Options, will align the interests of the Related Parties with those of Shareholders;
 - (ii) the grant of the Incentive Options is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties; and

- (iii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Incentive Options upon the terms proposed;
- (n) Dr Jason Loveridge declines to make a recommendation to Shareholders in relation to Resolution 7 due to his material personal interests in the outcome of the Resolution on the basis that Jason Loveridge is to be granted Incentive Options in the Company should Resolution 7 be passed. However, in respect of Resolutions 6, 8 and 9, Dr Jason Loveridge recommends that Shareholders vote in favour of those Resolutions for the following reasons:
 - (i) the grant of Incentive Options to the Related Parties, in particular, the vesting conditions of the Incentive Options, will align the interests of the Related Parties with those of Shareholders;
 - (ii) the grant of the Incentive Options is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties; and
 - (iii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Incentive Options upon the terms proposed;
- (o) Prof Alexandra Sinclair declines to make a recommendation to Shareholders in relation to Resolution 8 due to her material personal interests in the outcome of the Resolution on the basis that Prof Alexandra Sinclair is to be granted Incentive Options in the Company should Resolution 8 be passed. However, in respect of Resolutions 6, 7 and 9, Prof Alexandra Sinclair recommends that Shareholders vote in favour of those Resolutions for the following reasons:
 - (i) the grant of Incentive Options to the Related Parties, in particular, the vesting conditions of the Incentive Options, will align the interests of the Related Parties with those of Shareholders;
 - (ii) the grant of the Incentive Options is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties; and
 - (iii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Incentive Options upon the terms proposed;
- (p) Ms Narelle Warren declines to make a recommendation to Shareholders in relation to Resolution 9 due to her material personal interests in the outcome of the Resolution on the basis that Ms Narelle Warren is to be granted Incentive Options in the Company should Resolution 9 be passed. However, in respect of Resolutions 6, 7 and 8, Ms Narelle Warren recommends that Shareholders vote in favour of those Resolutions for the following reasons:
 - (i) the grant of Incentive Options to the Related Parties, in particular, the vesting conditions of the Incentive Options, will align the interests of the Related Parties with those of Shareholders;
 - (ii) the grant of the Incentive Options is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its

operations than it would if alternative cash forms of remuneration were given to the Related Parties; and

- (iii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Incentive Options upon the terms proposed;
- (q) in forming their recommendations, each Director considered the experience of each other Related Party, the current market price of Shares, the current market practices when determining the number of Incentive Options to be granted as well as the exercise price \$0.60 and expiry date of those Incentive Options; and
- (r) the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 6 to 9.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Incentive Options to the Related Parties as approval is being obtained under ASX Listing Rule 10.14. Accordingly, the issue of Incentive Options to the Related Parties will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

7.3 Section 195(4) of the Corporations Act

Section 195 of the Corporations Act provides that a Director of a public company may not vote or be present during meetings of Directors when matters in which that Director holds a "material personal interest" are being considered, except in certain limited circumstances. Section 195(4) relevantly provides that if there are not enough Directors to form a quorum for a Directors meeting because of this restriction, one or more of the Directors may call a general meeting and the general meeting may pass a resolution to deal with the matter.

It might be argued (but it is neither conceded nor, indeed, is it thought by the Board to be the case) that all four of the Directors comprising the Board have a material personal interest in the outcome of Resolutions 6-9. If each does have such an interest, then a quorum could not be formed to consider the matters contemplated by Resolutions 6-9 at Board level.

Accordingly, for the avoidance of any doubt, and for the purpose of transparency and best practice corporate governance, the Company also seeks Shareholder approval for Resolutions 6-9 for the purposes of section 195(4) of the Corporations Act.

7.4 ASX Listing Rule 10.14

ASX Listing Rule 10.14 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities under an employee incentive scheme to a director of the entity, an associate of the director, or a person whose relationship with the entity, director or associate of the director is, in ASX's opinion, such that approval should be obtained.

The issue of the Incentive Options requires the Company to obtain Shareholder approval as Mr David McAuliffe, Dr Jason Loveridge, Ms Narelle Warren and Prof Alexandra Sinclair are related parties of the Company, by virtue of being Directors of the Company.

As the grant of the Incentive Options involves the issue of securities to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.14 is required unless an exception applies. It is the view of the Directors that the exceptions do not apply in the current circumstances.

7.5 Technical Information required by ASX Listing Rule 10.15

Pursuant to and in accordance with the requirements of ASX Listing Rule 10.15, the following information is provided in relation to the proposed issue of Incentive Options to the Directors:

- (a) by virtue of their directorships of the Company, the related parties are David McAuliffe, Dr Jason Loveridge, Ms Narelle Warren and Prof Alexandra Sinclair.

- (b) the maximum number of Incentive Options to be issued to the Directors is:
 - (i) 200,000 – Mr David McAuliffe (or his nominee/s);
 - (ii) 800,000 – Dr Jason Loveridge (or his nominee/s);
 - (iii) 400,000 – Ms Narelle Warren (or her nominee/s); and
 - (iv) 800,000 – Prof Alexandra Sinclair (or her nominee/s).
- (c) the exercise price of each Incentive Options will be \$0.60 (**Exercise Price**);
- (d) no funds will be raised from the issue of the Incentive Options as they are being issued for nil consideration;
- (e) the Employee Share Option Plan was approved on 11 April 2019 and was disclosed in the Company's Prospectus dated 29 May 2019;
- (f) since the approval of the Employee Share Option Plan on 11 April 2019, the Company has not issued any securities under the plan;
- (g) no loans are being issued to any of the Directors under the terms of the Employee Share Option Plan;
- (h) all Directors being Mr David McAuliffe, Dr Jason Loveridge, Ms Narelle Warren and Prof Alexandra Sinclair, are entitled and intend to participate in the Employee Share Option Plan. Accordingly, approval is being sought for the issue of the Incentive Options to all of the Directors;
- (i) the Incentive Options will be issued to Mr David McAuliffe, Dr Jason Loveridge, Ms Narelle Warren and Prof Alexandra Sinclair no later than 12 months after the date of the Meeting and it is anticipated the Incentive Options will be issued on one date; and
- (j) the terms and conditions of the Incentive Options are set out in Schedule 1.

8. RESOLUTION 10 – APPOINTMENT OF AUDITOR AT FIRST AGM

The Directors of a public company must appoint an auditor within one month of registration. The Directors have appointed BDO Audit (WA) Pty Ltd (ACN 112 284 787) as the Company's auditor.

The auditor of a public company so appointed within one month of registration holds office until the first annual general meeting of the Company. The auditor must be re-appointed at the first annual general meeting in order to continue to act as auditor of the Company.

In accordance with section 328B(1) of the Corporations Act, the Company has sought and obtained a nomination from a shareholder for BDO Audit (WA) Pty Ltd (ACN 112 284 787) to be appointed as the Company's auditor. A copy of this nomination is attached to this Explanatory Statement as Schedule 3.

BDO Audit (WA) Pty Ltd has given its written consent to act as the Company's auditor subject to shareholder approval of this resolution.

If this resolution is passed, the appointment of BDO Audit (WA) Pty Ltd as the Company's auditor will take effect at the close of this Meeting.

9. RESOLUTION 11 – APPROVAL OF 10% PLACEMENT CAPACITY

9.1 General

ASX Listing Rule 7.1A provides that an Eligible Entity (as defined below) may seek shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of Equity Securities (as defined below) equal to 10% of its issued capital (**10% Placement Capacity**) without using that company's existing 15% annual placement capacity granted under ASX Listing Rule 7.1.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

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

As at the date of this Notice, the Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$36.03 million (based on the number of Shares on issue and the closing price of Shares on the ASX on 26 September 2019).

An Equity Security is a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or, any security that ASX decides to classify as an equity security.

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted Equity Securities.

As at the date of this Notice, the Company currently has one class of quoted Equity Securities on issue, being the Shares (ASX Code: IXC).

If Shareholders approve Resolution 11, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

Resolution 11 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 11 for it to be passed.

9.2 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 11:

(a) Minimum Price

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 ASX trading days of the date in section (i), the date on which the Equity Securities are issued.

(b) Date of Issue

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting; and
- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid),

(10% Placement Capacity Period).

(c) Risk of voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 11 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the market price of Shares and the number of Equity Securities on issue as at 26 September 2019.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A2)	Dilution			
	Issue Price (per Share)	0.328 50% decrease in Issue Price	0.655 Issue Price	0.983 50% increase in Issue Price
55,000,001 (Current Variable A)	Shares issued - 10% voting dilution	5,500,000 Shares	5,500,000 Shares	5,500,000 Shares
	Funds raised	\$1,801,250	\$3,602,500	\$5,403,750
82,500,002 (50% increase in Variable A)	Shares issued - 10% voting dilution	8,250,000 Shares	8,250,000 Shares	8,250,000 Shares
	Funds raised	\$2,701,875	\$5,403,750	\$8,105,625
110,000,002 (100% increase in Variable A)	Shares issued - 10% voting dilution	11,000,000 Shares	11,000,000 Shares	11,000,000 Shares
	Funds raised	\$3,602,500	\$7,205,000	\$10,807,500

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently 55,000,001 existing Shares on issue and no Shares are to be issued under any Resolutions of this Notice of Meeting.
2. The issue price set out above is the closing price of the Shares on the ASX on 26 September 2019 (\$0.655).
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
5. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
8. 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%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(d) Purpose of Issue under 10% Placement Capacity

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (i) as cash consideration in which case the Company intends to use funds raised for additional research and development projects for the use of exenatide in the treatment, other neurological indications and general working capital; and
- (ii) as non-cash consideration for the acquisition of new assets and investments, in such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

(e) **Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A**

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it must give to ASX:

- (i) a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- (ii) the information required by Listing Rule 3.10.5A for release to the market.

(f) **Allocation policy under the 10% Placement Capacity**

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new resources, assets or investments.

(g) **Previous approval under ASX Listing Rule 7.1A**

The Company has not previously obtained approval under Listing Rule 7.1A.

9.3 Voting Exclusion

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on this Resolution.

GLOSSARY

\$ means Australian dollars.

10% Placement Capacity means an Option with the terms and conditions set out in Schedule 1.

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

ASIC means the Australian Securities & Investments Commission.

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

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

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

Chair means the chair of the Meeting.

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

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (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 dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Invex Therapeutics Ltd (ACN 632 145 334).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

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

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

EDST means Eastern Daylight Savings Time as observed in Sydney, New South Wales.

Explanatory Statement means the explanatory statement accompanying the Notice.

Invex means the Company, Invex Therapeutics Ltd (ACN 632 145 334).

Incentive Option means an Option granted pursuant to Resolutions 6-9 with the terms and conditions set out in Schedule 1.

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.

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

Option means an option to acquire a Share.

Optionholder means a holder of an Option or Related Party Option.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2019.

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

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

SCHEDULE 1 – TERMS AND CONDITIONS OF DIRECTOR INCENTIVE OPTIONS

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.60 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 30 November 2023 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Vesting**

50% of the options will vest upon completion of 12 months continuous service from date of issue. The balance will vest upon completion of 24 months continuous service from date of issue.

(e) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(f) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(g) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

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

Within 15 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such 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) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (h)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such 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.

(i) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(j) **Reconstruction of capital**

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

(k) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(l) **Change in exercise price**

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

(m) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 2 – VALUATION OF DIRECTOR INCENTIVE OPTIONS

The Related Party Options to be issued to the Related Parties pursuant to Resolutions 6-9 have been independently valued.

Using the Black & Scholes option model to validate the valuation prices calculated by the binomial options pricing model and based on the assumptions set out below, the Incentive Options were ascribed the following value:

Assumptions:	
Valuation date	13 September 2019
Market price of Shares	\$0.58
Exercise price	\$0.60
Expiry date (length of time from issue)	4 years
Risk free interest rate	0.93%
Volatility (discount)	100%
Vesting conditions	50% vest 12 months from date of issue based on continuous service. The balance vest 24 months from date of issued based on continuous employment.
Indicative value per Related Party Option	\$0.404
Total Value of Related Party Options	\$888,800
- Mr David McAuliffe	\$80,800
- Dr Jason Loveridge	\$323,200
- Prof Alexandra Sinclair	\$323,200
- Narelle Warren	\$161,600

Note: The valuation noted above is not necessarily the market price that the Related Party Options could be traded at and is not automatically the market price for taxation purposes.



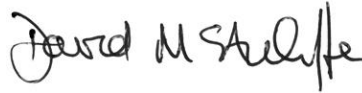
27 September 2019

The Board of Directors
Invex Therapeutics Ltd
Level 1
38 Rowland Street
SUBIACO WA 6008

David McAuliffe being a Shareholder of Invex Therapeutics Ltd (**Company**), nominates BDO Audit (WA) Pty Ltd in accordance with section 328B(1) of the Corporations Act 2001 (Cth) (**Act**) to fill the office of auditor of the Company.

Please distribute copies of this notice of this nomination as required by section 328B(3) of the Act.

SIGNED by **David McAuliffe** in the presence of:

)
) 
)



Signature of witness

Signature

Narelle Ann Warren
Name of witness

AGM Registration Card

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

Holder Number:

Vote by Proxy: IXC

Your proxy voting instruction must be received by **10.00am (EDST) on Tuesday, 19 November 2019**, 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.

VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman 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 Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman 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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

You must sign this form as follows in the spaces provided

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

Joint holding: Where the holding is in more than one name, all of the 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>.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

POWER OF ATTORNEY

If a representative as Power of Attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.



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

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1 & 6 - 9 (except where I/we have indicated a different voting intention below) even though Resolutions 1 & 6 - 9 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

Resolutions		For	Against	Abstain	Resolutions		For	Against	Abstain
1.	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7.	Issue of Director Incentive Options to Director – Dr Jason Loveridge	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	Election of Director – Prof Alexandra Sinclair	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8.	Issue of Director Incentive Options to Director – Ms Narelle Warren	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Election of Director – Mr David McAuliffe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9.	Issue of Director Incentive Options to Director – Prof Alexandra Sinclair	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Election of Director – Dr Jason Loveridge	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10.	Appointment of Auditor at first AGM	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Election of Director – Ms Narelle Warren	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11.	Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Issue of Director Incentive Options to Director – Mr David McAuliffe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

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

STEP 3: Sign Here + Contact Details