

# Neurotech

28 July 2020

Dear Shareholder

## Extraordinary General Meeting – Notice and Proxy Form

Notice is hereby given that an Extraordinary General Meeting (**Meeting**) of Shareholders of Neurotech International Limited (ACN 610 205 402) (**Company**) will be held at the offices of Azalea Consulting Pty Ltd, Suite 5 Chelsea Professional Centre, 145 Stirling Highway, Nedlands, WA 6009 at **12pm (WST) on Monday, 31 August 2020**.

In accordance with subsection 5(1)(f) of the Corporations (Coronavirus Economic Response) Determination (No.1) 2020, the Company will not be dispatching physical copies of the Notice of Meeting (**Notice**). Instead, a copy of the Notice is available at <https://www.asx.com.au/asx/statistics/announcements.do?by=asxCode&asxCode=NTI&timeframe=D&period=M6>.

If you have elected to receive notices by email, a copy of your personalised proxy form will be emailed to you. If you have not elected to receive notices by email, a copy of your personalised proxy form will be posted to you, together with this letter for your convenience.

The Board has made the decision that it will hold a physical Meeting with the appropriate social gathering and physical distancing measures in place to comply with the Federal Government's and State Government's current restrictions on physical gatherings. Shareholders who are unable to attend the Meeting will be able to participate by:

- (a) voting prior to the Meeting by lodging your proxy instructions by no later than 48 hours prior to the Meeting (by 12:00pm (WST) on 29 August 2020) either by **voting online at:** <https://investor.automic.com.au/#/loginsah>, or lodging a proxy form by:

- **post to:** Automic, GPO Box 5193, Sydney, NSW, 2001; or
- **in person to:** Automic, Level 5, 126 Phillip Street, Sydney, NSW, 2000; or
- **by email to:** [meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au).

Your proxy voting instruction must be received 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;

- (b) lodging questions in advance of the Meeting by emailing the questions to Erlyn Dale, Company Secretary at [erlyn@azc.com.au](mailto:erlyn@azc.com.au), by no later than 28 August 2020; and/or
- (c) attending the Meeting by video/teleconference facilities. Should you wish to attend the Meeting by video/teleconference facility, please contact Erlyn Dale, Company Secretary, at [erlyn@azc.com.au](mailto:erlyn@azc.com.au).

Circumstances relating to COVID-19 are changing rapidly. The Company will update shareholders if changing circumstances will impact planning or the arrangements for the Meeting by way of announcement on ASX and details will also be made available on our website at <http://www.neurotechinternational.com/>.

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the Notice, please contact the Company's share registry, Automic Registry Services on, 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Yours sincerely



**Winton Willesee**  
Director

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### Neurotech International Ltd

ABN 73 610 205 402  
Suite 5 CPC, 145 Stirling Highway  
Nedlands WA 6009  
[www.neurotechinternational.com](http://www.neurotechinternational.com)



**Neurotech International Limited**  
**ACN 610 205 402**

**Notice of General Meeting,  
Explanatory Statement and Proxy Form**

**General Meeting to be held at**

**Suite 5 CPC, 145 Stirling Highway, Nedlands WA 6009**

**On Monday, 31 August 2020 at 12:00pm (WST)**

**Shareholders please refer to the Important Information regarding  
the General Meeting on pages 1 and 2 of this Notice.**

**Important notice**

The Notice of General Meeting, Explanatory Statement and Proxy Form should be read in their entirety. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional adviser prior to voting.

## Important Information

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### Important dates

An indicative timetable of key proposed dates is set out below. These dates are indicative only and are subject to change.

Event	Date
Last day for receipt of Proxy Forms – Proxy Forms received after this time will be disregarded	12:00pm (WST) on Saturday, 29 August 2020
Snapshot date for eligibility to vote	5:00pm (WST) on Saturday, 29 August 2020
General Meeting	12:00pm (WST) on Monday, 31 August 2020

### **Important information about the holding of the General Meeting to address COVID -19 virus health and safety requirements**

In order to comply with government health regulations and requirements to prevent the spread of the COVID-19 virus, physical attendance at the General Meeting is strongly discouraged.

The Board of Directors have elected to implement certain protocols and practices to ensure the safe conduct of the General Meeting in line with general health advisory recommendation.

#### **Please note the following:**

- Neurotech International Limited's General Meeting will be held at Suite 5 CPC, 145 Stirling Highway, Nedlands WA 6006, as noted on the front page of this Notice.
- There will be no presentations by the Chairman or the Chief Executive Officer.
- Voting on all Resolutions will be conducted by poll and not by show of hands.
- Shareholders are encouraged to vote by proxy.
- Shareholders are strongly urged to appoint the Chair of the Meeting as their proxy. Shareholders can complete the proxy form to provide specific instructions on how a vote is to be exercised on each item of business, and the Chair of the Meeting must follow your instruction.

- The Chair of the Meeting will chair the Meeting from his physical location, and this will constitute a venue for the Meeting.
- Shareholders will be able to participate in the Meeting by:
  - voting their Shares prior to the Meeting by lodging the proxy form attached to this Notice by no later than 5:00pm Saturday, 29 August 2020;
  - lodging questions in advance of the Meeting by email the questions to Erlyn Dale, Company Secretary at [erlyn@azc.com.au](mailto:erlyn@azc.com.au), by no later than Friday, 28 August 2020. The board of Directors will endeavour to prepare answers to these questions, where necessary they will be moderated and curated to cover common ground; and/or
  - attending the meeting by video/teleconference facilities.
- Further details of the video/teleconferencing facilities, including detailed instructions on how to access such facilities, will be made available to Shareholders who wish to attend by those means and contact the Company to advise so.

## Notice of General Meeting

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Notice is hereby given that a General Meeting of Neurotech International Limited ACN 610 205 402 (**Company** or **Neurotech**) will be held at **Suite 5 CPC, 145 Stirling Highway, Nedlands WA 6009** at **12:00pm (WST) on Monday, 31 August 2020** for the purpose of transacting the business referred to in this Notice of General Meeting.

The Explanatory Statement that accompanies and forms part of this Notice describes the various matters to be considered.

### AGENDA

#### **Resolution 1: Ratification of issue of Tranche 1 Placement Shares to Placement Participants**

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

*“That under and for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders hereby approve the issue by the Company of up to 32,250,000 Tranche 1 Placement Shares, issued at a price of \$0.005 each to the Placement Participants utilising the Company’s placement capacity under Listing Rule 7.1, in the manner and on the terms and conditions set out in the Explanatory Statement.”*

#### **Resolution 2: Approval to issue Tranche 2 Placement Shares to Placement Participants**

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

*“That under and for the purposes of Listing Rule 7.1, and for all other purposes, Shareholders approve the issue by the Company of 67,750,000 Tranche 2 Placement Shares, issued at a price of \$0.005 each, to the Placement Participants, in the manner and on the terms and conditions set out in the Explanatory Statement.”*

#### **Resolution 3: Approval to issue Shares and Options to Dolce Cann Global Pty Ltd**

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

*“That under and for the purposes of Listing Rule 7.1 and all other purposes, Shareholders hereby approve the issue of 33,000,000 Shares and 33,000,000 Options, each exercisable at \$0.01 each, on or before 31 January 2023, to Dolce Cann Global Pty Ltd, and/or its nominee(s), as consideration for the acquisition of a licence to use proprietary cannabis strains pursuant to the Acquisition Agreement, in the manner and on the terms and conditions set out in the Explanatory Statement.”*

#### **Resolution 4: Approval to issue Shares and Options to Crown Luggers Pty Ltd**

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

*“That under and for the purposes of Listing Rule 7.1 and all other purposes, Shareholders hereby approve the issue of 5,000,000 Shares and 5,000,000 Options, each exercisable at \$0.01 each, on or before 31 January 2023, to Crown Luggers Pty Ltd, or its nominee(s), as a*

*fee for arranging the acquisition of the right to use the proprietary cannabis strains, in the manner and on the terms and conditions set out in the Explanatory Statement.”*

## **Resolutions 5(a), 5(b), 5(c) and 5(d): Approval to issue Shares to Directors to pay outstanding Directors fees**

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

- (a) *“That under and for the purposes of Listing Rule 10.11, section 195(4) of the Corporations Act and for all other purposes, Shareholders approve the issue by the Company of 7,793,017 Director Shares, to be issued at a deemed issue price of \$0.00802 each, to Mr Mark Davies (or his nominee), a Director and Related Party to the Company, in lieu of a cash payment for outstanding Director fees, in the manner and on the terms and conditions set out in the Explanatory Statement.”*
- (b) *“That under and for the purposes of Listing Rule 10.11, section 195(4) of the Corporations Act and for all other purposes, Shareholders approve the issue by the Company of 6,047,382 Director Shares, to be issued at a deemed issue price of \$0.00802 each, to Mr Winton Willesee (or his nominee), a Director and Related Party to the Company, in lieu of a cash payment for outstanding Director fees, in the manner and on the terms and conditions set out in the Explanatory Statement.”*
- (c) *“That under and for the purposes of Listing Rule 10.11, section 195(4) of the Corporations Act and for all other purposes, Shareholders approve the issue by the Company of 16,957,606 Director Shares, to be issued at a deemed issue price of \$0.00802 each, to Mr Peter Griffiths (or his nominee), the Chief Executive Officer and Related Party to the Company, in lieu of a cash payment for outstanding Director fees, in the manner and on the terms and conditions set out in the Explanatory Statement.”*
- (d) *“That under and for the purposes of Listing Rule 10.11, section 195(4) of the Corporations Act and for all other purposes, Shareholders approve the issue by the Company of 4,551,122 Director Shares, to be issued at a deemed issue price of \$0.00802 each, to Dr David Cantor (or his nominee), a Director and Related Party to the Company, in lieu of a cash payment for outstanding Director fees, in the manner and on the terms and conditions set out in the Explanatory Statement.”*

**By order of the Board**



**Mr Winton Willesee**  
Director

28 July 2020

## Voting Exclusions

### Corporations Act voting prohibitions

Pursuant to sections 224 and 250BD of the Corporations Act, a vote on the following Resolution must not be cast (in any capacity) by or on behalf of the party specified in the table below or their respective Associates:

Resolution	Excluded Parties
Resolution 5(a)	Mark Davies or any other Related Parties to whom Resolution 5(a) would permit a financial benefit to be given.
Resolution 5(b)	Winton Willesee or any other Related Parties to whom Resolution 5(b) would permit a financial benefit to be given.
Resolution 5(c)	Peter Griffiths or any other Related Parties to whom Resolution 5(c) would permit a financial benefit to be given.
Resolution 5(d)	David Cantor or any other Related Parties to whom Resolution 5(d) would permit a financial benefit to be given.

However, this voting prohibition does not prevent the casting of a vote on any of Resolutions 5(a) to 5(d) if it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution, and it is not cast on behalf of a Related Party to whom the Resolution would permit a financial benefit to be given, or their Associate.

In relation to Resolutions 5(a) to 5(d), members of Key Management Personnel and their Closely Related Parties (other than the Chairperson) may not vote as proxy if the appointment does not specify how the proxy is to vote. The Chairperson may vote as proxy in accordance with an express authorisation on the Proxy Form.

### ASX voting exclusion statements

For the purposes of Listing Rule 14.11, the following voting exclusion statements apply to the Resolutions.

The Company will disregard any votes cast in favour of the following Resolutions by or on behalf of the following persons or an Associate of those persons.

Resolution	Excluded Parties
Resolution 1	The Placement Participants, being the persons to whom Placement Shares were issued.
Resolution 2	The Placement Participants, being the persons to whom Placement Shares are to be issued and any person who will obtain a material benefit as a result of the proposed issue of Placement Shares (except a benefit solely by reason of being a holder of Shares).
Resolution 3	Dolce, any nominee of Dolce who may be granted Securities, and any person who will obtain a material benefit as a result of the proposed issue of Securities (except a benefit solely by reason of being a holder of Shares).

Resolution 4	Crown Luggers Pty Ltd, any nominee of Crown Luggers Pty Ltd who may be granted Securities, and any person who will obtain a material benefit as a result of the proposed issue of Securities to Crown Luggers Pty Ltd (except a benefit solely by reason of being a holder of Shares).
Resolution 5(a)	Mr Mark Davies, any nominee of Mr Mark Davies and any person who will obtain a material benefit as a result of the proposed issue of Shares (except a benefit solely by reason of being a holder of Shares).
Resolution 5(b)	Mr Winton Willesee, any nominee of Mr Winton Willesee and any person who will obtain a material benefit as a result of the proposed issue of Shares (except a benefit solely by reason of being a holder of Shares).
Resolution 5(c)	Mr Peter Griffiths, any nominee of Mr Peter Griffiths and any person who will obtain a material benefit as a result of the proposed issue of Shares (except a benefit solely by reason of being a holder of Shares)
Resolution 5(d)	Dr David Cantor, any nominee of Dr David Cantor and any person who will obtain a material benefit as a result of the proposed issue of Shares (except a benefit solely by reason of being a holder of Shares).

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

- the person as proxy or attorney for a person who is entitled to vote on a Resolution, in accordance with directions given to the proxy or attorney to vote on a Resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on a Resolution, in accordance with a direction given to the chair to vote on a Resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary providing the following conditions are met:
  - 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 a Resolution; and
  - the holder votes on a Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.



# Proxy Appointment and Voting Instructions

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## Proxy Form

The Proxy Form (and any power of attorney or other authority, if any, under which it is signed) must be received at an address below, or by fax or email by **12.00pm (WST) on Saturday, 29 August 2020**. A Proxy Form received after that time will not be valid.

By post: Automic  
GPO Box 5193  
Sydney NSW 2001

By hand: Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

By fax: 02 8583 3040 from within Australia  
  
+61 2 8583 3040 from outside Australia

By email: [meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

## Appointment of a proxy

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy. The proxy may, but need not be, a Shareholder.

The Company encourages Shareholders to appoint the Chairperson as your proxy. To do so, mark the appropriate box on the Proxy Form. If the person you wish to appoint as your proxy is someone other than the Chairperson, please write the name of that person in the space provided on the Proxy Form. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairperson will be your proxy.

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, you may photocopy the Proxy Form or an additional Proxy Form may be obtained by telephoning the Company on +61 8 9389 3130.

**Please note, as the Company discourages physical attendance at the Meeting by Shareholders and/or proxies, it is recommended Shareholders complete the attached proxy form and send to the Company via the communication methods outlined above.**

To appoint a second proxy you must, on each Proxy Form, state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

## Corporate Shareholders

Corporate Shareholders should comply with the execution requirements set out on the proxy form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:

- two directors of the company;
- a director and a company secretary of the company; or
- for a proprietary company that has a sole director who is also the sole company secretary, that director.

## Corporate representatives

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of appointment must be lodged with the Company and/or the Company's share registry before the Meeting or at the registration desk on the day of the Meeting.

## Votes on Resolutions

You may direct your proxy how to vote by placing a mark in the 'FOR', 'AGAINST' or 'ABSTAIN' box opposite to the Resolution. All your votes will be cast in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the Resolution by inserting the percentage or number of Shares you wish to vote in the appropriate boxes. If you do not mark any of the boxes next to a Resolution, your proxy may vote as he or she chooses. If you mark more than one box on the Resolution, your vote will be invalid.

## Chairperson voting undirected proxies

If the Chairperson is your proxy, the Chairperson will cast your votes in accordance with your directions on the Proxy Form. If you do not mark any of the boxes on the Resolutions, then you expressly authorise the Chairperson to vote your undirected proxies at his/her discretion.

As at the date of this Notice of Meeting, the Chairperson intends to vote undirected proxies **FOR** each of the Resolutions. In exceptional cases the Chairperson's intentions may subsequently change and in this event, the Company will make an announcement to the market.

## Voting entitlement (snapshot date)

For the purposes of determining voting and attendance entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at **5:00pm (WST) on Saturday, 29 August 2020**. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

## Questions from Shareholders

Questions for the Board of Directors can be emailed to [erlyn@azc.com.au](mailto:erlyn@azc.com.au) and must be submitted by no later than **5.00pm (WST) on Friday, 28 August 2020**.

The board of Directors will endeavour to prepare answers to these questions, where necessary they will be moderated and curated to cover common ground.

Copies of written questions will be made available on the Company's website prior to the Meeting.

# Explanatory Statement

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This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the General Meeting.

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

This Explanatory Statement should be read in conjunction with the Notice of General Meeting.

Capitalised terms in this Explanatory Statement are defined in the Glossary or otherwise in the Explanatory Statement.

## 1. Resolution 1: Ratification of issue of Tranche 1 Placement Shares to Placement Participants

### 1.1 Placement

On 3 July 2020, the Company announced an offer to various investors in Australia identified by the Company (**Placement Participants**) to raise \$500,000 through the issue of 100,000,000 Shares in the Company at an issue price of \$0.005 per Share (**Placement Shares**). The Placement is proposed to be conducted in the tranches comprising the following:

- Tranche 1 - a private placement of up to 32,250,000 Placement Shares to Placement Participants, at an issue price of \$0.005 per Placement Share, issued pursuant to the Company's "15%" placement capacity under Listing Rule 7.1 (**Tranche 1 Placement Shares**); and
- Tranche 2 – a private placement of up to 67,750,000 Placement Shares to Placement Participants, at an issue price of \$0.005 per Placement Share, subject to Shareholder approval of Resolution 2 (**Tranche 2 Placement Shares**),

together, the **Placement**.

Placement Shares issued under the Tranche 1 Placement were issued by the Company on 22 July 2020 using its issuing capacity under Listing Rule 7.1. Subsequent ratification of this issue by Shareholders is sought under Resolution 1.

### 1.2 Acquisition of rights to use proprietary cannabis strains for medicinal use in treating autism

The Company has entered into an agreement under which it has the right to acquire an exclusive worldwide licence to utilise proprietary cannabis strains from Dolce Cann Global Pty Ltd (**Dolce**) and its associates Dolce Cann Pty Ltd and Patrick Steve Calabria (together, the **Vendors**) for medicinal use in treating neurological disorders including autism, epilepsy and ADHD (**Acquisition Agreement**).

The material terms under the Acquisition Agreement are set out in Section 3.2 of this Notice.

### 1.3 Use of funds raised under the Placement

Funds raised from the Placement (at full subscription of \$500,000) will be used for the following purposes:

Cost of Placement	\$20,000
Deposit to Dolce Cann Global	\$50,000
Cannabis research and development	\$200,000
Mente business and general working capital	\$230,000

**Total**

**\$500,000**

#### **1.4 Requirement for Shareholder approval**

As described in Section 1.1 above, the Company has issued a total of 32,250,000 Tranche 1 Placement Shares under the Placement to the Placement Participants using its placement capacity under Listing Rule 7.1.

None of the Placement Participants are Related Parties of the Company.

Resolution 1 is an ordinary resolution seeking approval by Shareholders of the ratification of the issue of Tranche 1 Placement Shares.

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.

The issue of Tranche 1 Placement Shares does not fall within any of these exceptions and, as it has not yet been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period from the issue date of the Tranche 1 Placement Shares.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rules 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 1 seeks Shareholder approval for the issue of Tranche 1 Placement Shares under and for the purposes of Listing Rule 7.4.

If Resolution 1 is passed, the issue of the 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 is not passed, the issue of the Tranche 1 Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

#### **1.5 Listing Rule information requirements**

In accordance with the disclosure requirements of Listing Rule 7.5, the following information is provided in relation to Resolution 1:

##### **(a) Basis on which Placement Participants were identified**

Tranche 1 Placement Shares were issued to Placement Participants, being various investors identified by the Company and who are not Related Parties of the Company.

**(b) The number of securities issued**

32,250,000 Tranche 1 Placement Shares were issued to Placement Participants utilising the Company's placement capacity pursuant to Listing Rule 7.1.

Placement Shares are fully paid ordinary Shares ranking equally with the Company's existing Shares then on issue.

**(c) The date on which the securities were issued**

The Placement Shares were issued by the Company on 22 July 2020.

**(d) The price at which the securities were issued**

Placement Shares were issued to Placement Participants at an issue price of \$0.005 per Placement Share.

**(e) The use or intended use of the funds raised**

The Company intends to use the funds from the issue of the Placement Shares for the purposes described in Section 1.2.

**1.6 Directors' recommendation – Resolution 1**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1 as it will refresh the Company's issuing capacity under Listing Rule 7.1 and give the Company the flexibility to raise additional working capital through the offer and issue of equity securities, if and as required.

**2. Approval to issue Tranche 2 Placement Shares to Placement Participants**

**2.1 Requirement for Shareholder approval**

Resolution 2 is an ordinary resolution seeking approval by Shareholders of the proposed issue of the Tranche 2 Placement Shares.

None of the Placement Participants will be Related Parties of the Company.

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.

The issue of Tranche 2 Placement Shares does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires approval of the Company's Shareholders under Listing Rule 7.1.

Resolution 2 seeks the required Shareholder approval for the issue of Tranche 2 Placement Shares under and for the purposes of Listing Rule 7.1.

If Resolution 2 is passed the Company will be able to proceed with the issue of Tranche 2 Placement Shares, increasing the total number of Shares on issue. In addition, Tranche 2 Placement Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Placement Shares. In that scenario, Placement Participants will still be issued Tranche 1 Placement Shares under the Placement but will not receive Tranche 2 Placement Shares as they are conditional on Shareholder approval of Resolution 2. In this event, Placement Participants may view their investment in the Company unfavourably and may be less inclined to support the Company in its future endeavours.

## 2.2 Listing Rule information requirements

In accordance with the disclosure requirements of Listing Rule 7.3, the following information is provided in relation to Resolution 2 for the purposes of obtaining approval under Listing Rule 7.1:

(a) **Persons to whom the securities are to be issued**

Tranche 2 Placement Shares are to be issued to the Placement Participants, being various investors identified by the Company and who are not Related Parties of the Company.

(b) **The number of securities to be issued**

The Company proposes to issue up to a total of 67,750,000 Tranche 2 Placement Shares.

(c) **The terms of the securities**

Tranche 2 Placement Shares are fully paid ordinary shares that rank equally with all existing Shares on issue.

(d) **Dates of issue of Tranche 2 Placement Shares**

If Resolution 2 is approved, the Tranche 2 Placement Shares are proposed to be issued within 5 Business Days after the Meeting and, in any event, within 3 (three) months after the date of the Meeting (or such later date as permitted by the Listing Rules).

It is intended that the issue of all Tranche 2 Placement Shares will occur on one date.

(e) **The price at which the securities will be issued**

Tranche 2 Placement Shares will be issued at an issue price of \$0.005 each.

(f) **The use or intended use of the funds raised**

The Company intends to use the funds from the issue of the Placement Shares for the purposes described in Section 1.2.

## 2.3 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2 as it will enable the Company to issue Tranche 2 Placement Shares to Placement Participants pursuant to the Placement and it will refresh the Company's issuing capacities under Listing Rule 7.1 and give the Company the flexibility to raise additional working capital through the offer and issue of equity securities, if and as required.

## 3. Resolution 3 – Approval to issue Shares and Options to Dolce Cann Global Pty Ltd

### 3.1 Background to Resolution 3

The Company has entered into an agreement with Dolce Cann Global Pty Ltd (**Dolce**) and its associates Dolce Cann Pty Ltd and Patrick Steve Calabria (together, the **Vendors**) pursuant to which the Company has the right to acquire an exclusive worldwide licence to utilise proprietary cannabis strains from Dolce for medicinal use in treating neurological disorders including autism, epilepsy and ADHD (**Acquisition Agreement**).

The primary purposes of the research would be to determine:

- (a) the efficacy of the cannabis strains in treating autism (including utilising Mente to measure the progress and results during the trials); and
- (b) whether the use of cannabis in treating autism when coupled with treatments via neurofeedback devices (specifically Mente) result in improved outcomes that are essentially 'greater than the sum of the parts' of simply cannabis or Mente alone.

Further information about the Company's right to acquire an exclusive worldwide licence to utilise proprietary cannabis strains is set out in the Company's announcement of ASX, released on 3 July 2020. A copy of which accompanies this Explanatory Statement (**Annexure A**).

### 3.2 Acquisition Agreement terms

The Company has agreed to acquire an exclusive worldwide licence to utilise Dolce's proprietary cannabis strains (both existing and new variations as developed) for medicinal use in treating autism, epilepsy and ADHD (**Licence**) on the following basis:

- (a) Payment of a non-refundable deposit of \$50,000 to Dolce's nominated bank account which has been paid.
- (b) Expending \$200,000 in accordance with an agreed budget.
- (c) The Company obtaining standard rights of pre-emption and first rights of refusal in respect of Dolce's cannabis strains and all intellectual property rights associated with those cannabis strains.
- (d) In consideration for the Company acquiring the licence, Dolce or its nominees will be entitled to be issued the following securities by Company and grant of royalty as consideration:
  - (i) 33,000,000 fully paid ordinary Shares in the Company and 33,000,000 Options (exercisable at \$0.01 each and expiring 31 January 2023);
  - (ii) 33,000,000 fully paid ordinary Shares in the Company upon successful stage 1 in-vitro assay assessments being completed;
  - (iii) 33,000,000 fully paid ordinary Shares in the Company upon successful stage 1 clinical trials being completed; and
  - (iv) Dolce (or nominees) will also be entitled to a 2.5% net sales royalty in respect of all sales which utilise the cannabis strains for neuro disorders.

If at any time after spending the \$200,000 and issuing any of the Securities as per Sections 3.2(d)(i) to (iv) above, the Company elects not to pursue the project with continued funding and support, Dolce will have the right to buy back 100% of the project and all associated intellectual property by providing the Company with the royalty set out in Section 3.2(g) above. The royalty will be capped at \$5,000,000 if the Company has not spent more than \$1,000,000 in cash on the project before Dolce elects to buy back in accordance with this clause.

### 3.3 Requirement for Shareholder approval

Resolution 3 seeks Shareholder approval to issue 33,000,000 Shares and 33,000,000 Options, exercisable at \$0.01 each, expiring on 31 January 2023, to Dolce as consideration payable by the Company to Dolce for the Licence as described in paragraph 3.2(d)(i) above.

Resolution 3 is an ordinary resolution seeking approval by Shareholders of the proposed issue of Securities to Dolce or its nominee(s).

None of the persons to whom Securities may be issued will be Related Parties of the Company.

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.

The issue of Securities does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires approval of the Company's Shareholders under Listing Rule 7.1.

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

If Resolution 3 is passed the Company will be able to proceed with the issue of Securities, increasing the total number of Shares and Options on issue. In addition, Securities will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of Securities to Dolce or its nominee(s). In this scenario, the Company will not be able to acquire right to acquire an exclusive worldwide licence to utilise proprietary cannabis strains from Dolce pursuant to the Acquisition Agreement and the Company will lose a potentially important business opportunity.

### **3.4 Listing Rule information requirements**

In accordance with the disclosure requirements of Listing Rule 7.3, the following information is provided in relation to Resolution 3:

**(a) Persons to whom the securities are to be issued**

Securities are to be issued to Dolce and/or its nominee(s) who are not Related Parties of the Company.

**(b) The number of securities to be issued**

The Company proposes to issue up to a total of:

- (i) 33,000,000 Shares; and
- (ii) 33,000,000 Options.

**(c) The terms of the securities**

Shares issued to Dolce will be fully paid ordinary shares in the Company and rank equally in all respects with Shares on issue.

Options are exercisable at \$0.01 each on or before 31 January 2023. The full terms of the Options are described in Schedule 1.

If exercised prior to expiry, the Options will become fully paid ordinary shares that rank equally with all existing Shares on issue.

**(d) Dates of issue of Securities**

If Resolution 3 is approved, the Securities are proposed to be issued within 5 Business Days after the Meeting and, in any event, within 3 (three) months after the date of the Meeting (or such later date as permitted by the Listing Rules).

It is intended that the issue of all Securities will occur on one date.

**(e) The price at which the securities will be issued**

Shares will be issued in consideration for the rights under the Acquisition Agreement and the Company will not receive any funds for the issue of Shares.



Options will be issued at a nil issue price.

(f) **The use or intended use of the funds raised**

The Company will not raise any funds from the issue of the Securities.

If Options are exercised prior to expiry, the Company will raise up to \$330,000 on receipt of the exercise price for the Options and the Company anticipates that it will use those funds for working capital purposes as required at that time.

(g) **Material terms of acquisition agreement with the Vendors**

The material terms described under the Acquisition Agreement are set out in Section 3.2.

**3.5 Directors' recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3 as it will enable the Company to satisfy its obligations under the Acquisition Agreement to issue the Securities to Dolce as consideration for the right to acquire the Licence.

**4. Resolution 4 – Approval to issue Shares and Options to Crown Luggers Pty Ltd**

**4.1 Background**

As consideration for arranging the acquisition of cannabis rights described in Section 3.2, the Company has agreed, subject to Shareholder approval of Resolution 4, to grant 5,000,000 Shares and 5,000,000 Options, exercisable at \$0.01 on or before 31 January 2023 to Crown Luggers Pty Ltd (ACN 625 178 814) (**Crown Luggers**) or its nominee as a fee payable by the Company for Crown Luggers arranging the acquisition of the Licence between the Company and the Vendors referred to in Section 3.

**4.2 Requirement for Shareholder approval**

Resolution 4 seeks Shareholder approval to issue 5,000,000 Shares and 5,000,000 Options, exercisable at \$0.01 each, expiring on 31 January 2023, to Crown Luggers.

Resolution 4 is an ordinary resolution seeking approval by Shareholders of the proposed issue of Securities to Crown Luggers or Crown Luggers' nominee(s).

None of the persons to whom the Securities may be issued will be a Related Party to the Company.

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.

The issue of the Securities does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires approval of the Company's Shareholders under Listing Rule 7.1.

Resolution 4 seeks the required Shareholder approval for the issue of the Securities under and for the purposes of Listing Rule 7.1.

If Resolution 4 is passed, the Company will be able to proceed with the issue of Securities to Crown Luggers, increasing the total number of Shares and Options on issue. In addition, the Securities will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Securities to Crown Luggers or Crown Lugger's nominee(s). In this scenario, the Company may be required to satisfy the fee payable to Crown Luggers in cash. In this scenario, the Company may miss out on future opportunities that could potentially be referred to the Company by third parties.

#### **4.3 Listing rule information requirements**

In accordance with the disclosure requirements of Listing Rule 7.3, the following information is provided in relation to Resolution 4:

**(a) Persons to whom the securities are to be issued**

The Securities are to be issued to Crown Luggers and/or its nominee(s), all of whom are not Related Parties of the Company.

**(b) The number of securities to be issued**

The Company proposes to issue up to a total of:

- (i) 5,000,000 Shares; and
- (ii) 5,000,000 Options.

**(c) The terms of the securities**

Shares issued to Crown Luggers will be fully paid ordinary shares in the Company and rank equally in all respects with Shares on issue.

Options are exercisable at \$0.01 each on or before 31 January 2023. Options issued to Crown Luggers will be issued on the terms set out in Schedule 1.

If exercised prior to expiry, Options will become fully paid ordinary shares that rank equally with all existing Shares on issue.

**(d) Dates of issue of Securities**

If Resolution 4 is approved, the Securities are proposed to be issued within 5 Business Days after the Meeting and, in any event, within 3 (three) months after the date of the Meeting (or such later date as permitted by the Listing Rules).

It is intended that the issue of all Securities will occur on one date.

**(e) The price at which the securities will be issued**

Shares will be issued for introductory services and the Company will not receive any funds for the issue of Shares to Crown Luggers.

Options will be issued at a nil issue price.

**(f) The use or intended use of the funds raised**

The Company will not raise any funds from the issue of Securities.

If Options are exercised prior to expiry, the Company will raise up to \$50,000 on receipt of the exercise price for Options and the Company anticipates that it will use those funds for working capital purposes as required at that time.

## 5. Resolutions 5(a) to 5(d) – Approval to issue Shares to Directors for outstanding Director fees

### 5.1 Background

As at the date of this Notice, the Company is indebted to its Directors, being Mark Davies, Winton Willesee, Peter Griffiths and David Cantor, for services provided as a Director of the Company.

The Company has made an offer under Prospectus to the Directors (or their nominees) (**Director Fee Offer**) to satisfy the Company's indebtedness for outstanding Director fees through the issue of Shares (**Director Fee Shares**).

Subject to Shareholder approval of Resolutions 5(a) to 5(d), Director Fee Shares are proposed to be issued to the Company's Directors at a deemed issue price of \$0.00802 per Director Share in the proportions described in the table below:

Director	Outstanding Fees	Proposed number of Director Fee Shares to be issued
Mark Davies	\$62,500	7,793,017
Winton Willesee	\$48,500	6,047,382
Peter Griffiths	\$136,000	16,957,606
David Cantor	\$36,500	4,551,122
<b>Total</b>	<b>\$283,500</b>	<b>35,349,127</b>

### 5.2 Section 195(1) of the Corporations Act

Section 195(1) of the Corporations Act provides that a director who has a “material personal interest” in a matter being considered at a director's meeting must not be present while the matter is being considered or vote on the matter.

Section 195(4) of the Corporations Act provides that where there are insufficient directors to form a quorum at a directors' meeting because of section 195(1), the directors may call a general meeting of shareholders to consider the matter.

The Directors are unable to form a quorum to consider any matters relating to the offer of Director Fee Shares under Resolutions 5(a) to 5(d), as Messrs Davies, Griffiths and Willesee and Dr Cantor, being all of the Directors of the Company, have a material personal interest in the outcome of the Resolutions. Therefore, the Company is seeking approval under section 195(4) of the Corporations Act to deal with the matter.

### 5.3 Chapter 2E of the Corporations Act

Section 208 of the Corporations Act provides that 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:

- obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- 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 offer of Director Fee Shares to the Directors (or their nominees) under the Director Fee Offer, as contemplated by Resolutions 5(a) and 5(d), constitutes the giving a financial benefit

for the purposes of the Corporations Act, and to each of Messrs Davies, Griffiths and Willesee and Dr Cantor as Related Parties of the Company.

Accordingly, Shareholder approval is sought for the purposes of section 208 of the Corporations Act.

#### **5.4 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:

- 10.11.1 – a related party;
- 10.11.2 - a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 – a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 – an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 – a person whose relationship with the company or a person referred to in Listing Rule 10.11.1 to 10.11.4 is such that, ASX's opinion, the issue or agreement should be approved by its shareholders,

Unless it obtains approval of its shareholders.

The issue of Director Fee Shares falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing rule 10.12. It therefore requires approval of the Company's Shareholders under Listing Rule 10.11.

Resolutions 5(a) to 5(d) seek the required Shareholder approval to issue the Director Fee Shares under and for the purposes of Listing Rule 10.11.

If Resolutions 5(a) to 5(d) are passed, the Company will be able to proceed with the issue of Director Fee Shares and satisfy its obligations to remunerate its Directors for services rendered to the Company.

If Resolutions 5(a) to 5(d) are not passed, the Company will not be able to proceed with the issue of Director Fee Shares and will need to satisfy its obligations to remunerate its Directors through cash payments which in turn will reduce the amount of the capital the Company has to direct toward future projects.

#### **5.5 Corporations Act information requirements**

Section 219 of the Corporations Act requires that the following information be provided to Shareholders in relation to Resolutions 5(a) to 5(d) for the purposes of obtaining approval under Section 208 of the Corporations Act:

##### **(a) Names of the Related Party**

The names of the Related Parties are:

- (i) in respect of Resolution 5(a) – Mark Davies (Chairman of the Company) or his nominee;
- (ii) in respect of Resolution 5(b) – Winton Willesee (Non-executive Director of the Company) or his nominee;

- (iii) in respect of Resolution 5(c) – Peter Griffiths (Chief Executive Officer of the Company) or his nominee; and
- (iv) in respect of Resolution 5(d) – David Cantor (Non-executive Director of the Company) or his nominee.

**(b) Nature of the financial benefit**

The nature of financial benefit that will be given to the Directors (or their nominees) of the Company if Resolutions 5(a) to 5(d) are approved is the issue of a total of 35,349,127 Director Fee Shares in the proportions set out in the table set out in Section 5.1 above.

**(c) Value of the financial benefit**

If Resolutions 5(a) to 5(d) are approved by Shareholders, the Director Fee Shares will be issued to the Directors (or their nominees) for nil consideration but at a deemed issue price of \$0.00802 per Director Fee Share.

The value of the financial benefit will correspond to the value of outstanding Director fees owed by the Company to each Director. The table in Section 5.1 above sets out the value of the financial benefit to be conferred to each relevant Director which corresponds to the outstanding amount of fees owed to each relevant Director.

**(d) Remuneration of Messrs Davies, Griffiths and Willesee and Dr Cantor**

The table below sets out the total remuneration paid or payable to Messrs Davies, Griffiths and Willesee and Dr Cantor, for the last financial year and the proposed total remuneration for the current financial year, including superannuation entitlements.

Director	Financial year ended 30 June 2019	Financial year ended 30 June 2020
Peter Griffiths	\$224,413	€180,000 <sup>1</sup>
Mark Davies	\$10,833	\$52,000
David Cantor	\$62,951	\$40,000
Winton Willesee	\$8,446	\$40,000

**Note:**

1. Based on the AUD/EUR exchange rate as of 6 July 2020, Peter Griffiths remuneration equates to approximately AUD \$289,888.

**(e) Security holdings of Messrs Davies, Griffiths and Willesee and Dr Cantor**

The table below sets out the securities and rights in the Company in which Messrs Davies, Griffiths and Willesee and Dr Cantor has a direct or indirect interest at the date of the Notice. The table does not include Director Fee Shares to be issued to Messrs Davies, Griffiths and Willesee and Dr Cantor subject to Shareholder approval of Resolutions 5(a) to 5(d), or those Plan Shares proposed to be issued to Plan Participants subject to the Shareholder approval of Resolution 6.

Director	Shares		Options	
	Direct	Indirect	Direct	Indirect
Mark Davies	Nil	Nil	Nil	2,000,000 <sup>1</sup>
Peter Griffiths	Nil	7,292,378 <sup>2</sup>	Nil	16,624,878 <sup>2</sup>
Winton Willesee	Nil	337,906 <sup>3</sup>	Nil	2,000,000 <sup>3</sup>
Dr David Cantor	142,857	Nil	2,000,000	Nil

Notes:

1. Held by Seivad Investments Pty Ltd as trustee of the Davies Family Trust, of which Mark Davies is a beneficiary.
2. Held by Shimano Ventures Limited a related party to Director Peter Griffiths.
3. Shares held by Silverinch Pty Limited <Silverinch S/F A/C> and Options held by Chinchinchee Nominees Pty Ltd, which is a nominee for a related entity to Director Winton Willesee.

(f) **Voting interests and voting power of Messrs Davies, Griffiths and Willesee and Dr Cantor**

The table below sets out details of the respective voting interests of Messrs Davies, Griffiths and Willesee and Dr Cantor, including how these interests may change upon the events specified in the table occurring.

Event	Shares received	Total Shares held after event	Voting power after event (rounded)
<b>Mark Davies</b>			
Existing Shares held	Nil	Nil	0%
Exercise of all existing Options	2,000,000	2,000,000	0.52%
Issue of Director Fee Shares	7,793,017	9,793,017	2.55%
Exercise of all existing Options and issue of Director Fee Shares	7,793,017	9,793,017	2.55%
<b>Peter Griffiths</b>			
Existing Shares held	Nil	7,292,378	1.90%
Exercise of all existing Options	16,624,878	23,917,256	6.23%
Issue of Director Fee Shares	16,957,606	40,874,862	10.65%
Exercise of all existing Options and issue of Director Fee Shares	16,957,606	40,874,862	10.65%
<b>Winton Willesee</b>			
Existing Shares held	Nil	337,906	0.08%
Exercise of all existing Options	2,000,000	2,337,906	0.60%
Issue of Director Fee Shares	6,047,382	8,385,288	2.18%

Exercise of all existing Options and issue of Director Fee Shares	6,047,382	8,385,288	2.18%
<b>David Cantor</b>			
Existing Shares held	Nil	142,857	0.03%
Exercise of all existing Options	2,000,000	2,142,857	0.55%
Issue of Director Fee Shares	4,551,122	6,693,979	1.74%
Exercise of all existing Options and issue of Director Fee Shares	4,551,122	6,693,979	1.74%

(g) **Dilution**

If Resolutions 5(a) to 5(d) are approved, a total of 35,349,127 Director Fee Shares will be offered to Directors Messrs Davies, Griffiths and Willesee and Dr Cantor (or their nominees). The offer of these Director Fee Shares will dilute the shareholding interests of existing Shareholders by approximately 9.21%.

(h) **Trading history**

The most recent available data concerning the price of the Company's Shares traded on ASX since 7 July 2020 (i.e. approximately 12 months from the Notice date) is summarised in the table below.

	High	Low	Last
<b>Price</b>	\$0.03	\$0.003	\$0.009
<b>Date</b>	3 July 2020	27 March 2020	16 July 2020

(i) **Funds raised**

Director Fee Shares are being offered to the Directors (or their nominees) as satisfaction of outstanding Director fees owed by the Company to those Directors for services rendered in execution of their respective offices.

Accordingly, the Company will not raise any funds from the issue of Director Fee Shares to the Directors (or their nominees).

(j) **Directors' interests in the proposed resolution**

Mark Davies has a material personal interest in the outcome of Resolution 5(a) and will be the only Director to receive a benefit from that Resolution.

Winton Willesee has a material personal interest in the outcome of Resolution 5(b) and will be the only Director to receive a benefit from that Resolution.

Peter Griffiths has a material personal interest in the outcome of Resolution 5(c) and will be the only Director to receive a benefit from that Resolution.

David Cantor has a material personal interest in the outcome of Resolution 5(d) and will be the only Director to receive a benefit from that Resolution.

(k) **Other information**

Other than as set out in this Explanatory Statement, the Directors do not consider there is any further information which the Shareholders would reasonably require in order to decide whether or not to approve Resolutions 5(a) to 5(d).

**5.6 Information required by Listing Rule 10.13**

Listing Rule 10.13 requires that information be provided to Shareholders for the purposes of obtaining Shareholder approval pursuant to Listing Rule 10.11 as follows:

(a) **The name of the person**

- (i) In respect of Resolution 5(a) – Mark Davies or his nominee.
- (ii) In respect of Resolution 5(b) – Winton Willesee or his nominee.
- (iii) In respect of Resolution 5(c) – Peter Griffiths or his nominee.
- (iv) In respect of Resolution 5(d) – David Cantor or his nominee.

(b) **Which category in rules 10.11.1 – 10.11.5 the person falls and why**

In respect of Resolutions 5(a) to 5(d) the persons to whom the Director Fee Shares will be issued are Directors of the Company and consequently fall under Listing Rule 10.11.1 as Related Parties to the Company.

(c) **The number and class of securities to be issued to the person**

Director Fee Shares in respect of Resolutions 5(a) to 5(d) will be issued to each relevant Director in the proportions set out in the table in Section 5.1. Each Director Fee Share is a fully paid ordinary share in the Company and will rank equally in all respects with Shares on issue at that time.

(d) **The date on which the company will issue the securities, which must not be more than 1 month after the date of the meeting**

Subject to Shareholder approval, Director Fee Shares will be issued shortly following the Meeting, or otherwise on one date no later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).

(e) **The price or consideration the entity will receive for the issue**

As described in Section 5.1, the Company will not receive any funds for the issue of Director Fee Shares.

(f) **The purpose of the issue**

Refer to Section 5.1.

(g) **Details of the directors' current total remuneration package**

Refer to the table in Section 5.5(d).

**5.7 Directors' recommendations**

Each recipient of Director Fee Shares contemplated by Resolutions 5(a) to 5(d) is a Related Party of the Company by virtue of being a Director of the Company.

Accordingly:



- (a) Mark Davies has a material personal interest in the outcome of Resolution 5(a);
- (b) Winton Willesee has a material personal interest in the outcome of Resolution 5(b);
- (c) Peter Griffiths has a material personal interest in the outcome of Resolution 5(c); and
- (d) David Cantor has a material personal interest in the outcome of Resolution 5(d).

In the interests of good corporate governance, Messrs Davies, Griffiths and Willesee and Dr Cantor decline to make any recommendations as to how Shareholders should vote on any of Resolutions 5(a) to 5(d) (not just in respect of those Resolutions in which they individually have a material personal interest) as they may each acquire a relevant interest in Director Fee Shares if Resolutions 5(a) to 5(d) are approved.

## Glossary of terms

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In this Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

<b>Acquisition Agreement</b>	the agreement between the Company and the Vendors in relation to the acquisition of the Licence, in accordance with the terms set out in Section 3.2.
<b>Associate</b>	Has the meaning given to that term in the Listing Rules.
<b>ASX</b>	ASX Limited (ACN 008 624 691) or the financial market known as the Australian Securities Exchange operated by ASX Limited, as the context requires.
<b>Board</b>	The Board of Directors of the Company.
<b>Business Day</b>	Has the meaning given to that term in the Listing Rules.
<b>Chairperson</b>	The chair of the General Meeting.
<b>Company</b>	Neurotech International Limited (ACN 610 205 402).
<b>Constitution</b>	The constitution of the Company.
<b>Corporations Act</b>	The <i>Corporations Act 2001</i> (Cth).
<b>Crown Luggers</b>	Crown Luggers Pty Ltd (ACN 625 178 814).
<b>Director</b>	A director of the Company.
<b>Director Fee Offer</b>	The offer of up to 35,349,127 Director Fee Shares to be issued to the Directors of the Company as payment for outstanding Director fees, subject to Shareholder approval of Resolutions 5(a) to 5(d).
<b>Director Fee Share</b>	A Share in the Company offered to Directors in lieu of a cash payment for outstanding Director fees, subject to Shareholder approval of Resolutions 5(a) to 5(d).
<b>Dolce</b>	Dolce Cann Global Pty Ltd (ACN 633 882 121).
<b>Eligible Shareholder</b>	A Shareholder who is eligible to participate in the Entitlement Offer as set out in the Prospectus.
<b>Explanatory Statement</b>	This explanatory statement which accompanies and forms part of the Notice.
<b>General Meeting or Meeting</b>	The general meeting of Shareholders or any adjournment thereof, convened by the Notice.
<b>Licence</b>	Has the meaning given to that term in Section 3.1.
<b>Listing Rules</b>	The listing rules of ASX, as amended from time to time.
<b>New Options</b>	Options to be granted by the Company on the terms stated in Schedule 1.
<b>New Securities</b>	New Shares and New Options.
<b>Notice or Notice of General Meeting</b>	The notice of general meeting which accompanies this Explanatory Statement.
<b>Option</b>	An option to acquire a Share.
<b>Option Holder</b>	The holder of an Option.
<b>Placement Offer</b>	The offer under the Prospectus of 100,000,000 Placement Shares to Placement Participants as identified by the Company.
<b>Placement Participant</b>	A person to whom Placement Shares have been issued or are to be issued under the Placement Offer.
<b>Placement Share</b>	A Share issued under the Placement.

<b>Prospectus</b>	The prospectus of the Company dated 13 July 2020, including any electronic or online version of that prospectus.
<b>Proxy Form</b>	The proxy form accompanying the Notice.
<b>Related Party</b>	Has the meaning given to that term in the Listing Rules.
<b>Resolution</b>	A resolution set out in the Notice.
<b>Section</b>	A section of the Explanatory Statement.
<b>Securities</b>	The securities of the Company within the meaning of section 761A of the Corporations Act and includes a Share and an Option.
<b>Share</b>	A fully paid ordinary share in the Company.
<b>Shareholder</b>	The holder of a Share in the Company.
<b>Tranche 1 Placement Shares</b>	Placement Shares issued to Placement Participants, the subject of Shareholder ratification of Resolution 1.
<b>Tranche 2 Placement Shares</b>	Placement Shares proposed to be issued to Placement Participants which is the subject of Shareholder approval in Resolution 2.
<b>Vendors</b>	Dolce Cann Global Pty Ltd (ACN 633 882 121), Dolce Cann Pty Ltd (ACN 633 882 014) and Patrick Steve Calabria of Farm 1699, Chequers Road, Griffiths, NSW 2680.
<b>VWAP</b>	Volume weighted average price.
<b>WST</b>	Australian Western Standard Time, being the time in Perth, Western Australia.

## Schedule 1 - Terms of Options

The terms and conditions of the Options are as follows:

1. **Entitlement**

Each Option entitles the holder (**Option Holder**) to subscribe for 1 (one) Share.

2. **Exercise price**

The exercise price of each Option (**Exercise Price**) is \$0.01.

3. **Expiry date**

Each Option not exercised by 5.00pm (WST) on 31 January 2023 (**Expiry Date**) will automatically lapse and terminate.

4. **Certificate or holding statement**

The Company must give the Option Holder a certificate or holding statement stating:

- (a) the number of Options granted to the Option Holder;
- (b) the Exercise Price of the Options; and
- (c) the date of grant of the Options.

5. **Restrictions on dealing and transfer**

The Options may be transferred subject to any restrictions on transfer under the Corporations Act or the Listing Rules.

6. **Quotation of Options**

The Company will not apply for quotation of any Options on ASX or any other stock exchange.

7. **New issues**

An Option Holder is not entitled to participate in any new issue to the holders of securities in the Company unless they have exercised their Options before the record date for determining entitlements to the new issue of securities and participate as a result of holding Shares. The Company must give the Option Holder notice of the proposed terms of the issue or offer in accordance with the Listing Rules.

8. **Bonus issues**

If the Company makes a bonus issue of Shares or other securities to holders of Shares (**Shareholders**) (except an issue in lieu of dividends or by way of dividend reinvestment) and a Share has not been issued in respect of the Option before the record date for determining entitlements to the issue, then the number of underlying Shares over which the Option is exercisable will be increased by the number of Shares which the Option Holder would have received if the Option Holder had exercised the Option before the record date for determining entitlements to the issue.

9. **Pro rata issues**

If the Company makes a pro rata issue of Shares (except a bonus issue) to Shareholders (except an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) and a Share has not been issued in respect of the Option before the record date for determining entitlements to the issue, the Exercise Price of each Option will be reduced in accordance with Listing Rule 6.22.2.

## 10. **Reorganisation**

- (a) If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the Option Holder (including the number of Options to which the Option Holder is entitled to and the Exercise Price) will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
- (b) Any calculations or adjustments which are required to be made will be made by the Company's Board of Directors and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Option Holder.
- (c) The Company must, within a reasonable period, give to the Option Holder notice of any change to the Exercise Price of any Options held by the Option Holder or the number of Shares which the Option Holder is entitled to subscribe for on exercise of a Option.

## 11. **Exercise**

- (a) To exercise Options, the Option Holder must give the Company or its securities registry, at the same time:
  - (i) a written exercise notice (in the form approved by the board of the Company from time to time) specifying the number of Options being exercised and Shares to be issued;
  - (ii) payment of the Exercise Price for the Options the subject of the exercise notice, by way of bank cheque or by other means of payment, approved by the Company; and
  - (iii) the Certificate, or documentary evidence satisfactory to the Board that the Certificate was lost or destroyed.
- (b) The Option Holder may only exercise Options in multiples of 1,000 Options unless the Option Holder is exercising all of the Options held by the Option Holder or holds less than 1,000 Options.
- (c) A notice of exercise in relation to any Options only becomes effective when the Company has received the full amount of the Exercise Price for the number of Options specified in the notice, in cleared funds.
- (d) Options will be deemed to have been exercised on the date the exercise notice is lodged with the Board.

## 12. **Re-issue of certificate or holding statement**

If the Option Holder exercises less than the total number of Options registered in the Option Holder's name:

- (a) the Option Holder must surrender their Option certificate (if any); and
- (b) the Company must cancel the Option certificate (if any) and issue the Option Holder a new Option certificate or holding statement stating the remaining number of Options held by the Option Holder.

## 13. **Issue of Shares**

Within 10 days after receiving an application for exercise of Options and payment by the Option Holder of the Exercise Price, the Company must issue the Option Holder the number of Shares specified in the application.

14. **Equal ranking**

Subject to the Company's Constitution, all Shares issued on the exercise of Options will rank in all respects (including rights relating to dividends) equally with the existing ordinary Shares of the Company at the date of issue.

15. **Quotation of Shares**

The Company will apply to ASX for official quotation of the Shares issued on exercise of Options.

16. **Governing law**

These terms and the rights and obligations of the Option Holder are governed by the laws of Western Australia. The Option Holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Western Australia.

# Neurotech

3 July 2020

## Neurotech secures option to acquire global rights to cannabis strains targeting autism

### Highlights

- Option to acquire an exclusive worldwide licence to use proprietary cannabis strains from Dolce Cann Global Pty Ltd ('Dolce') for medicinal use in treating autism, epilepsy and ADHD
- Complements NTI's existing technology which provides medical neurofeedback therapy for use in autism management
- Dolce is a uniquely positioned Australian developer of medicinal cannabis, with proprietary genetics sourced from 13 rare landrace chemovars developed over 20 years using selective targeted breeding techniques
- Genetic profiling of approximately 650 leaf cuttings from Dolce seedlings evidenced high levels of specific cannabinoids including CBG and CBDV – recent published studies indicate potential for these to target specific neurological disorders
- NTI plans to commence in-vitro testing (human cell in laboratory) on 15 priority strains targeting autism and other neurological disorders in August / September 2020
- If initial testing is successful, NTI intends to partner with a leading Australian university to commence clinical trials utilising both the Dolce cannabis strains and its own proprietary Mente Autism neurofeedback device which analyses brain wave activity

**Neurotech International Limited (ASX: NTI)** ("Neurotech" or "the Company") is pleased to announce it has secured an option to acquire an exclusive worldwide licence to utilise proprietary cannabis strains from Dolce Cann Global Pty Ltd ('Dolce') for medicinal use in treating neurological disorders including autism, epilepsy and ADHD.

Australian-based Dolce has proprietary genetics sourced from 13 rare chemovars and bolstered over the past 20 years by selective breeding targeted for distinct purposes such as cultivation method, climate, yield, phytochemical content and harvested products including flower, seed, fibre or biomass.

Recent profiling of leaf cuttings from 650 seedlings of Dolce genetics evidenced high levels of cannabinoids CBG, CBC, CBN and CBDV among others. Recent studies have indicated the potential for these cannabinoids to target neurological disorders.

Neurotech Chairman Mark Davies said: ***"Neurotech has been researching in the field of autism and other neurological disorders for more than five years as it developed its Mente autism device. With more evidence pointing to the potential for certain cannabinoids to help treat neurological disorders, it makes sense for us to explore this possibility through this agreement with leading cannabis genetics breeder Dolce and we are excited to get started on this research over the coming months."***

A key feature of the targeted Dolce strains is plant profiles with less than 0.3% THC (on average). Investigating cannabis research options for children with autism without the potential psychoactive effects of THC is a key component of NTI's proposed new project pathway. NTI believes that a combined approach to autism treatment, potentially combining the technology of its own Mente device with Dolce cannabis strains could lead to new treatment options becoming available as trials progress.

Dolce plans to engage Australia's leading cannabis testing laboratory, ACS Laboratories (Australia) ('ACS'), to undergo genetic profiling of some of their selected cannabis strains. ACS will also profile Dolce strains for the recently discovered cannabinoids THCP and CBDP as an Australian first.

Dolce has more than 60 elite clones undergoing validation for Plant Breeders Rights approval under the International Union for the Protection of New Varieties of Plants (UPOV) and potential utility patents in the USA. Dolce's ability to demonstrate its genetic development over the past 20 years puts the Company in a very strong position to secure worldwide IP protection regarding any cannabis strains that are ultimately successful as part of the NTI collaboration.

### **Proposed Project Pathway**

Neurotech has designed a three-stage work program to investigate the use of Dolce's proprietary cannabis strains in treating the Neuro Disorders. The work program is proposed to be as follows;

#### ***1. In vitro assay assessments - neuronal or muscle cell line assessments***

Analytical assessments and validation program to be completed in collaboration with ACS labs. These studies are to assess:

- Dose response studies
- Upper level of toxicity assessments
- Mechanism of action profiling
- Selection of top candidates

#### ***2. Small scale human clinical trials***

To be conducted in conjunction with a leading Australian University on the following basis:

- Open label – single group
- Compassionate use scheme to receive entry into clinic via accelerated pathway
- Collaboration with senior clinical advisors
- Submission to the TGA and relevant regulatory bodies

#### ***3. Product formulation and final dose profiling***

To be conducted in collaboration with Medipharma Australia;

- Entry into market
- White label or own label development

All three stages will run in accordance with all applicable Australian regulatory requirements and standards.

### **Medicinal Cannabis and Autism**

Research around the world is currently examining a number of phytocannabinoids to determine their influence over the brain's CB1 and CB2 receptors. There are indicators that phytocannabinoids can stimulate the endocannabinoid system and send targeted signals throughout the body to address health conditions. Ultimately NTI believes that a combined approach to Autism treatment with its own Mente



device and potentially Dolce cannabis strains could lead to new treatment options becoming available as trials progress.

Of the 120+ phytochemicals that are found in the cannabis plant, recent studies have suggested that CBDV and CBG cannabinoids, either in isolation or in a high yielding whole plant extract, may provide possible targeted relief from neurological disorders including autism. Much further research is required to translate some of the promising findings into ultimately proving the effectiveness of these compounds as treatment options but NTI believes that the combination of the Dolce cannabis strains and its proprietary Mente neurofeedback device may provide a unique research option which will be undertaken later in the year during clinical trials on the basis of in-vitro success.

While research on cannabis and autism is still in its early stages, a number of new studies are now in trial. (<http://www.mammausa.org/human-clinical-trials-using-cannabis-for-autism.html>) Israel (which legalised medical marijuana in 1992) is leading the way in researching the effectiveness of cannabis in reducing both seizures and behavioural challenges (<https://www.freethink.com/articles/marijuana-and-autism>).

In 2019, Israel's Ben Gurion University of the Negev released a study that shows a promising connection between cannabis and autism. The study followed 188 children with autism, aged 18 and under, for six months as they used cannabis oil for autism symptoms. The oil contained 30% cannabidiol oil (CBD) and 1.5% tetrahydrocannabinol (THC). According to the study, after six months of treatment more than 80% of participants reported "significant or moderate improvement".

Patients experienced various cognitive improvements including concentration and sleep. Behavioural challenges and co-morbidities often associated with autism, including seizures, restlessness, and rage attacks, were also significantly improved by the cannabis treatment according to the study. The study also found that cannabis also improved the ability to complete daily tasks such as the ability to dress and shower without help.

NTI's proposed trials are unique on a number of levels with the use of more esoteric cannabinoids (such as CBDV and CBG), lower THC and importantly, the use of the Company's Mente feedback device which can track actual brainwave responses as trials are undertaken.

#### *Cannabidivarin (CBDV)*

The clinical use of CBDV in epilepsy (<https://pubmed.ncbi.nlm.nih.gov/28188044/>) is well known and in Autism to a lesser extent to date given the timing of a number of recent studies commencing involving cannabinoids and autism.

While compounds such as THC modulate most of their physiological effects via binding with the CB1 and CB2 receptors, cannabinoids such as CBDV, which have anticonvulsant actions, use mechanisms not involving either receptor.

It is believed that CBDV's anti-epileptic activity is modulated by the cannabinoid's effects on the capsaicin receptor, TRPV1. Along with CBD, CBDV has shown an ability to dose-dependently activate and desensitise the TRPA1, TRPV1, and TRPV2 channels. By desensitizing these ion channels, these molecules cause a neuronal hyperexcitability reduction, a fact that helps reduce epileptic activity and associated seizures. This application then extends to Autism spectrum disorder (ASD) given that ASD and intractable childhood epilepsy are closely connected.

The chemovar profiles of Dolce are unique in their properties and to NTI's knowledge, no studies have been undertaken with similar type profiles and a continued neuro feedback device. Targeted improvements in potential clinical studies would include social functioning, communication problems and repetitive behavioural issues.

#### *Cannabigerol (CBG)*

Unlike CBD, which has a relatively low affinity for cannabinoid receptors and acts mostly through indirect interactions with the endocannabinoid system, CBG is thought to elicit its therapeutic effects directly through interaction with the CB1 and CB2 cannabinoid receptors in the brain (<https://www.crescolabs.com/cannabinoids/cbg/>)

The psychoactive cannabinoid THC also produces its psychoactive effects through interactions with these receptors; CBG has been observed to work as a buffer to THC's psychactivity and can even alleviate the feelings of paranoia that sometimes come with consumption of high levels of THC.

Research is relatively sparse regarding the therapeutic benefits of CBG, when compared to the apparent wealth of information available on THC and CBD within the cannabis science community. But there are early studies linking the compound to a whole host of potential therapeutic uses including ASD treatments as part of a whole plant "entourage" approach with higher percentages of CBG. The Dolce chemovars assayed to date have shown significant commercial yields for CBG when compared to other available strains.

## **Agreement Terms**

NTI has the right to acquire an exclusive worldwide licence to utilise Dolce's proprietary cannabis strains (both existing and new variations as developed) for medicinal use in treating autism, epilepsy and ADHD ('License') on the following basis:

- (a) paying a non-refundable deposit of \$50,000 to Dolce's nominated bank account on or before 10 July 2020;
- (b) expending \$200,000 in accordance with an agreed budget;
- (c) NTI to have standard rights of pre-emption and first rights of refusal in respect of Dolce's Cannabis Strains and all Intellectual Property Rights associated with the Cannabis Strains.
- (d) In consideration of NTI acquiring the licence, Dolce or its nominees will be entitled to be issued the following securities by NTI and grant of royalty as consideration:
  - i. 33,000,000 fully paid ordinary shares in NTI and 33,000,000 unlisted options (exercisable at \$0.01 each and expiring 31 Jan 2023);
  - ii. 33,000,000 fully paid ordinary shares in NTI upon successful stage 1 in-vitro assay assessments being completed;
  - iii. 33,000,000 fully paid ordinary shares in NTI upon successful stage 1 clinical trials being completed; and
  - iv. Dolce (or nominees) will also be entitled to a 2.5% net sales royalty in respect of all sales which utilise the cannabis strains for neuro disorders.

If at any time after spending the \$200,000 and issuing any of the shares as per clause (d) above, NTI elects not to pursue the project with continued funding and support, Dolce will have the right to buy back 100% of the project and all associated intellectual property by providing NTI with the royalty set out in clause (d) (iv) above. The royalty will be capped at \$5,000,000 if NTI has not spent more than \$1,000,000 in cash on the project before Dolce elects to buy back in accordance with this clause.

## **Placement**

In conjunction with the transaction, the Company has received firm commitments for a placement of 100 million shares at 0.5c per share to raise \$500,000. The funds will be applied to the above transaction, the Company's existing Mente operations and general working capital. The placement will be in two tranches with 32.25 million shares being issued under the Company's Listing Rule 7.1 capacity with the balance being subject to shareholder approval to be sought at a general meeting of shareholders to be called shortly. A prospectus for the placement will be issued shortly.

The Company has also agreed, subject to shareholder approval, to issue 5,000,000 shares and 5,000,000 options (exercisable at \$0.01 each and expiring 31 Jan 2023) to Crown Luggers Pty Ltd, the introducer of this acquisition opportunity.

### **Conversion of Debt to Equity**

The Company will also seek shareholder approval for the issue of shares in lieu of debts owed to directors. Approval will be sought for the issue of shares at a deemed issue price equal of 0.802c per share (being the 5 day VWAP of trading in NTI shares leading up to this announcement) in satisfaction of \$283,500 in accrued directors fees.

### **Authority**

This announcement has been authorised for release by the Board of Directors of the Company.

### **Further Information**

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Winton Willesee  
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### **About Neurotech**

Neurotech International Limited is a medical device and solutions company incorporated in Australia and operating through its wholly-owned, Malta-based subsidiary AAT Research Limited. Neurotech's primary mission is to improve the lives of people with neurological conditions, with in home-use and clinical neurotechnology solutions that are both accessible and affordable. Through flagship device Mente and its associated platform, Neurotech is focused on facilitating the development and commercialisation of technological solutions for the screening and treatment of symptoms associated with conditions such as autism. Mente is the world's first home therapy that is clinically proven to increase engagement and improve relaxation in autistic children with elevated Delta band brain activity. For more information about Neurotech and Mente Autism please visit:

<http://www.neurotechinternational.com>.

<http://www.mentetech.com>.

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

Holder Number:

## Vote by Proxy: NTI

Your proxy voting instruction must be received by **12.00pm (WST) on Saturday, 29 August 2020**, 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.

