

# ANALYTICA LIMITED

## NOTICE OF 2014 ANNUAL GENERAL MEETING

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### Notice of Annual General Meeting

**Date:** Thursday, 27 November 2014  
**Time:** 6.00pm (Brisbane time)  
**Place:** Endeavour 1 Room, Level 1, Christie Corporate, 320 Adelaide Street,  
Brisbane Queensland 4000

A Form of Proxy is enclosed with this Notice and instructions for its completion and return by post are shown on the form. You can also vote online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

### Important information

This document is important and requires your immediate attention. If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other independent professional adviser.

# CHAIRMANS LETTER

## 2014 ANNUAL GENERAL MEETING

**Analytica Limited** ACN 006 464 866

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I am writing to invite you, as a shareholder in Analytica Limited (ALT or the Company), to attend our Annual General Meeting on Thursday 27th November 2014.

The meeting will be held at the offices of Endeavour 1 Room, Level 1, Christie Corporate, 320 Adelaide Street, Brisbane Queensland 4000. The meeting will commence at 6pm with registration available from 5.30pm. Following the conclusion of the Meeting there will be refreshments and an opportunity to meet with the Board and management.

A voting/proxy form is included in this information pack. The form contains a barcode to assist with the registration process at the meeting. If you attend the Meeting, please bring this barcoded form with you. If you are not attending the Meeting, the Form allows shareholders to appoint a proxy to vote on their behalf. Please refer to the Notice of Meeting and the Voting/Proxy Form for more information.

If you would like to submit questions on any shareholder matters that may be relevant to the Meeting then please email your questions to [investorrelations@analyticamedical.com](mailto:investorrelations@analyticamedical.com). While time may not permit me to address all questions, I will endeavour to address the most frequently raised shareholder matters.

If you are unable to attend the meeting, the Chairman's Address to the meeting and the CEO's presentations will be released to the ASX just prior to the start of the Meeting and will also be available on the website.

Any body corporate holder of Analytica shares, or any body corporate appointed as a proxy, wishing to act as its representative at the Meeting may do so by providing that person with a letter, executed in accordance with the body corporate's constitution, authorising him or her as the body corporate representative.

The Notice of Meeting lists the items to be considered at the Meeting and the background information on the proposed resolutions is contained in the explanatory notes following the Notice of Meeting.

Agenda item 2 is a non-binding resolution that shareholders adopt the Remuneration Report that can be found on pages 8 to 12 of the Annual Report. I encourage you to read that.

I look forward to welcoming you to the Annual General Meeting of Analytica

Yours sincerely

Dr Michael Monsour

Chairman

# NOTICE OF ANNUAL GENERAL MEETING 2014

Analytica Limited ACN 006 464 866

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The Analytica Annual General Meeting will be held on Thursday 27<sup>th</sup> November at the offices of Christie Corporate, 320 Adelaide Street, Brisbane Queensland 4000 in the Endeavour 1 Room, Level 1. The meeting will commence at 6pm with registration available from 5.30pm

## Agenda

### 1 Financial statements and reports

To receive and consider the Financial Report, Director's Report and Independent Audit Report for the Company and its controlled entities for the financial year ended 30 June 2014.

### 2 Resolution 1 – Adoption of the Remuneration Report

To consider and if thought fit, to pass the following resolution as a non-binding ordinary resolution under section 250R(2) of the Corporations Act 2001:

*'That the Remuneration Report for the year ended 30 June 2014 is hereby adopted.'*

#### **Notes:**

(1) *This resolution is advisory only and does not bind the Company or the directors.*

(2) *If 25% or more of votes that are cast are voted against the remuneration report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a 'spill resolution') that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director) must stand for re-election.*

#### **Voting exclusion**

*The Company will disregard and not count any votes cast (in any capacity) on Resolution 1 by or on behalf of either or both the following persons:*

(a) *a member of the Company's Key Management Personnel; or*

(b) *a Closely Related Party of a member of the Company's Key Management Personnel.*

*unless:*

(c) *the person*

*(i) does so in relation to a resolution where they hold a Directed Proxy Form; or*

*(ii) is the Chairman of the Meeting and is expressly authorised to exercise the proxy even though the resolution is a Remuneration Resolution; and*

(d) *the vote is not cast on behalf of a person described in paragraph (a) and (b) above.*

### 3 Resolution 2 – Re-election of Mr Warren Brooks as a Director

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

*"That Mr Warren Brooks, who retires by rotation at the Annual General Meeting in accordance with clause 58 of the Company's constitution and being eligible for re-election, be re-elected as a director of the Company."*

Note: Information about Mr Warren Brooks appears in the Explanatory Memorandum accompanying this Notice of Meeting.

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### **4 Resolution 3 – Election of Carl Stubbings as a Director**

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

*“That Mr Carl Stubbings who was appointed as an additional director after the last Annual General Meeting of the Company, and being eligible, be elected as a Director of the Company in accordance with the Company’s constitution and ASX Listing rules.”*

Note: Information about Mr Carl Stubbings appears in the Explanatory Memorandum accompanying this Notice of Meeting.

### **5 Resolution 4 – Ratification of April 2014 Placement**

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

*“That for the purposes of ASX Listing Rule 7.4, and for all other purposes, the shareholders of the Company hereby ratify and approve the issue and allotment by the Company on 23<sup>rd</sup> April 2014 of 75,000,000 ordinary shares in the Company at an issue price of \$0.024 per share to raise the sum of \$1,800,000 for the purposes set out in the Explanatory Memorandum which accompanies this Notice of meeting.”*

#### ***Voting Exclusion***

*The Company will disregard any votes cast on this Resolution by a person (and any associates of such a person) who participated in the placement.*

*However, the Company will not disregard a vote if:*

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or*
- (b) it is cast by the Chairman 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.*

### **6 Resolution 5 – Ratification of October 2014 Placement**

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

*“That for the purposes of ASX Listing Rule 7.4, and for all other purposes, the shareholders of the Company hereby ratify and approve the issue and allotment by the Company on 8th October 2014 of 28,333,334 ordinary shares in the Company at an issue price of \$0.03 per share to raise the sum of \$850,000 for the purposes set out in the Explanatory Memorandum which accompanies this Notice of meeting.”*

#### ***Voting Exclusion***

*The Company will disregard any votes cast on this Resolution by a person (and any associates of such a person) who participated in the placement.*

*However, the Company will not disregard a vote if:*

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or*
- (b) it is cast by the Chairman 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.*

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### 7 Resolution 6 – Approval of Enhanced Placement Capacity

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

*'That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of such a number of Shares equal to up to 10% of the issued capital of the Company, at the time of the issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum.'*

#### ***Voting Exclusion***

*The Company will disregard any votes cast on this Resolution by a person (and any associates of such a person) who may participate in the Enhanced Placement Capacity and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this Resolution is passed.*

*However, the Company will not disregard a vote if:*

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or*
- (b) it is cast by the Chairman 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: 24th October 2014  
By order of the Board

Bryan Dulhunty  
Company Secretary

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## Appointing a Proxy

- Shareholders who are unable to attend the Annual General Meeting (AGM) are entitled to appoint a proxy to act at the AGM on their behalf, and to vote in accordance with their instructions on the proxy form.
- A proxy need not be a shareholder of Analytica Ltd.
- To appoint a Proxy, mark 'X' in Step 1 on the Voting/Proxy Form. A proxy may be an individual or a body corporate. Subject to the voting exclusions set out above, if no voting instructions are given, the proxy may vote as they see fit.
- A member of the Company's Key Management Personnel or their Closely Related Party must not, whether in person or by proxy, in their own right vote on the adoption of the Remuneration Report in Resolution 1.
- If a shareholder appoints a key management personnel of the Company (KMP) as disclosed in the 2014 Remuneration Report (which includes each of the Directors) as proxy, the KMP will not be able to cast the shareholder's votes on Resolution 1 unless the shareholder directs the KMP how to vote or the Chairman of the Meeting is the shareholder's proxy. If a shareholder appoints the Chairman of the Meeting as their proxy or the Chairman of the Meeting is appointed as the shareholder's proxy by default then by signing and returning the Voting/Proxy Form the shareholder will be expressly authorising the Chairman of the Meeting to exercise the proxy in respect of the relevant item even though the item is connected with the remuneration of the KMP.
- The Chairman of the Meeting intends to vote all valid available and undirected proxies in favour of each item of business.
- If you are a shareholder entitled to cast two or more votes, you may appoint up to two proxies and specify the proportion of voting rights or the number of votes each proxy is appointed to exercise. If the appointment does not specify a proportion or number, each proxy may exercise one-half of the votes, in which case any fraction of votes will be disregarded.

## Sending us your Direct Vote or Proxy

- Completed Voting/Proxy Forms must be received by the Share Registry, Link Market Services Pty Limited, at Locked Bag A14 Sydney South NSW 1235 or by fax to +61 2 9287 0309 by 7.00pm on Tuesday 25th November 2014. A return envelope is provided.
- If you wish to submit your appointment of proxy and voting instructions electronically, visit the share registry website, [www.linkmarket-services.com.au](http://www.linkmarket-services.com.au). You will need your security holder Reference Number (SRN) or Holder Identification Number (HIN) which is shown on the Voting/Proxy Form.
- If your appointment of a proxy is signed by an attorney, or in the case a proxy is submitted electronically, authenticated by an attorney, the power of attorney (or a certified copy of the power of attorney) must be received by the Share Registry, Link Market Services Pty Limited, at Locked Bag A14 Sydney South NSW 1235 by 6.00pm (Brisbane time) on Tuesday 25th November 2014.

## Determination of shareholders' right to vote

- The Board has determined that a person's entitlement to vote at the AGM will be the entitlement of that person set out in the register of shareholders as at 7pm (Sydney time) on Tuesday 25th November 2014. Share transfers registered after that time will be disregarded in determining entitlements to vote at the AGM.

## Definitions

- **Closely Related Party** means the closely related parties of Key Management Personnel as defined in the Corporations Act 2001, and includes certain members of their family, dependants and companies they control.
- **Directed Proxy Form** means a proxy form which specifies how the proxy is to vote.

# VOTING

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- **Key Management Personnel** of the Company are the directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's key management personnel for the financial year to 30 June 2014.
- **Remuneration Resolution** means a resolution connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
- **Undirected Proxy Form** means a proxy form which does not specify how the proxy is to vote.

# EXPLANATORY MEMORANDUM

## 2014 ANNUAL GENERAL MEETING

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### Explanatory Memorandum

This explanatory memorandum has been prepared to assist shareholders with their consideration of the resolutions to be put to the Annual General Meeting to be held on 27 November 2014. These explanatory notes should be read with, and form part of, the accompanying Notice of Annual General Meeting.

### 1 Financial statements and reports

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The Analytica Limited Annual Report 2014 (which includes the financial report, the directors' report and the auditor's report) will be presented to the meeting.

Unless the Company's Share Registry has been notified otherwise, shareholders will not be sent a hard copy of the Annual Report. All Shareholders can view the Annual Report, which contains the Financial Report for the year ended 30 June 2014, on the website of the Company [www.analyticamedical.com](http://www.analyticamedical.com).

There is no requirement for shareholders to approve these reports. However, the Chairman of the meeting will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the management of the Company. Shareholders will be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the content of the Auditor's Report.

### 2 Resolution 1 – Adoption of the Remuneration Report

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The Remuneration Report of the Company for the financial year ended 30 June 2014 is set out in the Company's 2014 Annual Report.

The Remuneration Report sets out the Company's remuneration arrangements for directors, including the Managing Director, and the Company's staff. The Chairman of the meeting will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the Remuneration Report at the meeting. In addition, shareholders will be asked to vote on the Remuneration Report.

The resolution is advisory only and does not bind the Company or its directors. The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.

A voting exclusion applies to Key Management Personnel and their Closely Related Parties in certain circumstances – please see the notes to Resolution 1.

Under the *Corporations Act 2001*, if 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a 'spill' resolution) that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director) must go up for re-election.

***As the directors have a personal interest in the proposed Resolution 1, they make no recommendations as to how shareholders should vote on the Resolution.***



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#### 3 Resolution 2 - Re-election of Mr Warren Brooks

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Role: Non-executive Director (appointed 25 July 2011) and member of the remuneration committee.

Mr Brooks has a relevant interest in 31,759,341 shares.

Mr Warren Brooks retires by rotation in accordance with ASX listing rules and the Company's constitution, and being eligible, offers himself for re-election as a director.

Mr Brooks was the Managing Director and Founder of boutique Financial Advisory firm Clime AFM Pty Ltd which was a wholly owned subsidiary of Clime Investment Management Ltd, an ASX listed Company. Mr Brooks also founded Australian Financial Management (Investment) Pty Ltd in 1988 and sold the business to Clime Investment Management Ltd in 2006.

Mr Brooks previously had 28 years' experience working in Investment banking and stockbroking.

***The directors (with Mr Brooks abstaining) unanimously recommend that you vote in favour of this resolution.***

#### 4 Resolution 3 - Election of Mr Carl Stubbings

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Role: Non-executive Director (appointed 13 January 2014)

Mr Stubbings has a relevant interest in 1,627,450 shares

Mr Carl Stubbings who was appointed as an additional director after the last Annual General Meeting of the Company, retires by rotation in accordance with ASX listing rules and the Company's constitution, and being eligible, offers himself for re-election as a director.

Mr Stubbings' experience in the sector spans over 30 years with a focus on medical diagnostics as well as biotechnology. He has specialised in sales with a particular emphasis on marketing across North America, Latin America, Asia Pacific and Europe as well as roles covering manufacturing and administration. Mr Stubbings was previously a board member of the Queensland North America Biotech Advisory Council.

Other current directorships in listed entities: Currently focused on developing and executing the commercialisation strategy including licensing and partnership agreements, Mr Stubbings' position as chief business officer at ASX-listed Benitec Biopharma Limited also sees him responsible for managing shareholder and investor relations.

Mr Stubbings is also currently a non-executive director of unlisted public company Sienna Diagnostics, providing strategic direction for the company's high performing cancer diagnostic test.

**The directors (with Mr Stubbings abstaining) unanimously recommend that you vote in favour of this resolution.**

# EXPLANATORY MEMORANDUM

## 2014 ANNUAL GENERAL MEETING

### Analytica Limited ACN 006 464 866

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#### 5 Resolution 4 - Ratification of April 2014 Placement

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In April 2014 the Company announced a placement of 75,000,000 ordinary shares (**Placement Shares**) in the Company at an issue price of \$0.024 per share to sophisticated investors (in accordance with sections 708(8) and (10) of the Corporations Act), professional investors (in accordance with section 708(11) of the Corporations Act) and other investors to whom no disclosure is required under the Corporations Act, to raise the sum of \$1,800,000 in conjunction with Lead Manager Patersons Securities Limited. Placement Shares were not issued to related parties of the Company and rank equally pari passu with all existing fully paid shares.

In general terms, Listing Rule 7.1 imposes a 15% cap on the number of shares that can be issued by the Company, without shareholder approval, in any 12 month period (**Placement Capacity**). As the Placement Shares were issued without shareholder approval, they reduce the Company's Placement Capacity.

Listing Rule 7.4 provides that an issue of shares made by a company without the prior approval of shareholders may be treated as having been made with shareholder approval if:

- (a) at the time the issue took place, it did not breach Listing Rule 7.1; and
- (b) the shareholders of the company, in general meeting, subsequently ratify the issue of the shares.

The issue of the shares was made in accordance with Listing Rule 7.1, accordingly the Company seeks shareholder ratification in accordance with Listing Rule 7.4.

The Capital raised will be used to expand the scope of marketing activities of the Company's lead PeriCoach™ technology.

A voting exclusion statement applies to this Resolution – please see the notes to Resolution 4.

**The directors unanimously recommend that you vote in favour of this resolution.**

#### 6 Resolution 5 - Ratification of October 2014 Placement

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In October 2014 the Company announced a placement of 28,333,334 ordinary shares in the Company at an issue price of \$0.03 per share to sophisticated investors (in accordance with sections 708(8) and (10) of the Corporations Act), professional investors (in accordance with section 708(11) of the Corporations Act) and other investors to whom no disclosure is required under the Corporations Act, to raise the sum of \$850,000 in conjunction with Lead Manager Patersons Securities Limited. Shares were not issued to related parties of the Company and rank equally pari passu with all existing fully paid shares.

The issue of the shares was made without shareholder approval. However, the issue was made in accordance with Listing Rule 7.1. Accordingly the Company seeks shareholder ratification in accordance with Listing Rule 7.4, so that the shares issued under the placement do not reduce the Company's Placement Capacity.

The Capital raised fund marketing costs in connection with the launch of the PeriCoach™ System and general working capital expenses.

A voting exclusion statement applies to this Resolution – please see the notes to Resolution 5.

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The directors unanimously recommend that you vote in favour of this resolution.

#### 7 Resolution 6 – Approval of Enhanced Placement Capacity (special resolution)

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##### Listing Rule 7.1A

Listing Rule 7.1A enables eligible entities to issue Shares up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (**Enhanced Placement Capacity**). This Enhanced Placement Capacity is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

The Company is an eligible entity for the purposes of Listing Rule 7.1A. The Company has a market capitalisation of less than \$300 million and is not included in the S&P ASX 300 Index.

Resolution 6 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a case of a corporate Shareholder, by a corporate representative).

If approved, the effect of Resolution 6 will be to allow the Directors to issue the Shares under Listing Rule 7.1A during the Enhanced Placement Period in addition to the Company's 15% placement capacity under Listing Rule 7.1 (**15% Placement Capacity**).

##### Calculation of the Enhanced Placement Capacity

The exact number of shares to be issued under the Enhanced Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

At the date of this Notice, the Company has on issue 843,695,143 shares. Also at the date of this notice the company is raising additional funds via a 1 for 8 rights issue. Up to a further 105,462,761 shares may be issued under this rights issue. If all potential shares are issued the Company will have 949,157,904 shares on issue.

Assuming the current entitlement offer will be fully subscribed and Resolutions 4 and 5 in this notice of meeting are approved, the Company will have capacity to issue:

- (a) 136,023,686 shares under the 15% Placement Capacity; and
- (b) subject to Shareholder approval under this resolution, 94,915,790 shares under Listing Rule 7.1A (the **Enhanced Placement Capacity**).

The actual number of shares that the Company will have capacity to issue under the Enhanced Placement Capacity will be calculated at the date of issue of the shares in accordance with the formula prescribed in Listing Rule 7.1A.2.

##### Minimum Issue Price

The issue price of shares issued under the Enhanced Placement Capacity will not be less than 75% of the volume weighted average price of shares in the same class calculated over the 15 trading days immediately before:

- (a) the date on which the price at which the shares are to be issued is agreed; or

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- (b) if the shares are not issued within 5 trading days of the date in paragraph (a) above, the date on which the shares are issued.

#### Enhanced Placement Period

Shareholder approval of the Enhanced Placement Capacity is valid, and shares will only be issued, from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (a) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (b) the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

#### Dilution of existing shareholders

- (a) *Dilution risks*

If Resolution 6 is approved by the shareholders and the Company issues shares under the Enhanced Placement Capacity, the existing shareholders' voting power in the Company will be diluted as shown in the below table.

- (b) *Economic risks*

- (i) There is a risk that:
  - (A) the market price for the Company's shares may be significantly lower on the date of the issue of the shares than on the date of this meeting; and
  - (B) the shares may be issued at a price that is at a discount to the market price for the Company's shares on the issue date;
- (ii) If shares are issued at a discount to the net tangible asset value per share **(NTA)** there may be a negative impact on NTA.

- (c) *Potential dilution of existing ordinary shareholders*

The below table shows the dilution of existing shareholders on the basis of the current market price of shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1.2 as at the date of this Notice.

The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require shareholder approval or future specific placements under Listing Rule 7.1 that are approved at a future shareholders' meeting; and

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- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.015 50% decrease in issue price	\$0.03 issue price	\$0.06 100% increase in issue price
<b>Current Variable A</b> 949,157,904 shares	10% voting dilution	94,915,790 shares	94,915,790 shares	94,915,790 shares
	Funds raised	\$1,423,737	\$2,847,474	\$5,694,947
<b>50% increase in Variable A</b> 1,423,736,856	10% voting dilution	142,373,686 shares	142,373,686 shares	142,373,686 shares
	Funds raised	\$2,135,605	\$4,271,211	\$8,542,421
<b>100% increase in Variable A</b> 1,898,315,808	10% voting dilution	189,831,581 shares	189,831,581 shares	189,831,581 shares
	Funds raised	\$2,847,474	\$5,694,947	\$11,389,895

*The table has been prepared on the following assumptions:*

- (A) *The Company issues the maximum number of Shares available under the Enhanced Placement Capacity.*
- (B) *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%.*
- (C) *The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Enhanced Placement Capacity, based on that Shareholder's holding at the date of the Meeting.*
- (D) *The table shows only the effect of issues of Shares under Listing Rule 7.1 A, not under the 15% Placement Capacity under Listing Rule 7.1.*
- (E) *The issue price is \$0.03, being the issue price of the rights issue that is open as at the date of this notice of meeting.*
- (F) *Current Variable A assumes that the current entitlement offer will be fully subscribed.*

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### Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the Enhanced Placement Capacity as follows:

- (a) The Company may issue Shares under the Enhanced Placement Capacity in order to provide additional funding to support the Company's activities and the proposed roll-out of the PeriCoach™ System. Shares may be issued for non-cash consideration.
- (b) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the Enhanced Placement Capacity. The identity of the allottees of shares will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
  - (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
  - (ii) the effect of the issue of the shares on the control of the Company;
  - (iii) the financial situation and solvency of the Company; and
  - (iv) advice from corporate, financial and broking advisers (if applicable).
- (c) The allottees under the Enhanced Placement Capacity have not been determined as at the date of this notice but may include existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.
- (d) The Company previously obtained Shareholder approval under Listing Rule 7.1A at its 2013 annual general meeting.

<b>Background – Entitlement Offer</b>	<p>ASX Listing Rule 7.3A.6 requires disclosure about the number of equity securities on issue as at the date of the annual general meeting.</p> <p>As announced on 3 October 2014, the Company is currently conducting a partially underwritten entitlement offer. The entitlement offer closes at 5pm (Brisbane time) on 28 October 2014.</p> <p>Accordingly, as at the date of this notice of meeting, the precise number of equity securities that the Company will have on issue as at the date of the annual general meeting cannot be determined.</p> <p>In order to assist shareholders make a fully informed decision, this section has been prepared on the assumption that the current entitlement offer will be fully subscribed and 105,462,761 shares will be issued by the date of the annual general meeting. Please note that the actual number of shares issued under the entitlement offer may differ from this number.</p>
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<p><b>Total number of equity securities issued in the 12 months preceding the date of the meeting and the percentage they represent of the total number of equity securities on issue at the commencement of that 12 month period.</b></p>	<p>As at the date of the annual general meeting, the following number of equity securities have and may be issued in the preceding 12 months:</p> <ul style="list-style-type: none"> <li>• 11,350,000 unlisted options; and</li> <li>• 259,756,598 shares.</li> </ul> <p>The equity securities issued represent approximately 36.94% of the total number of equity securities on issue at the commencement of that 12 month period (being 44,500,000 unlisted options and 689,400,438 shares).</p>
<p><b>Details of all issues of equity securities during the 12 months preceding the date of the meeting</b></p>	<ul style="list-style-type: none"> <li>• 12 February 2014 – grant of 5,000,000 unlisted options to the CEO (Geoff Daly) as a long term incentive. Exercise price \$0.045 per option expiring 12 Feb 2019. Options did not have an issue price and no consideration has been received. The options have an accounting value of \$45,735.</li> <li>• 23 April 2014 – issue of 75,000,000 fully paid ordinary shares at \$0.024 per share to institutional and sophisticated investors representing a discount of approximately 37.5% to the closing market price on the date of issue. Total cash consideration received was approximately \$1.8 million (before offer costs) and has been spent entirely on expanding the scope of marketing technologies and the development of the Company's lead PeriCoach™ technology.</li> <li>• 22 May 2014 – issue of 50,961,371 fully paid ordinary shares at \$0.024 per share representing a discount of approximately 38.5% to the closing market price on the date of issue. Shares were issued to existing shareholders under an entitlement offer. Total cash consideration received was approximately \$1.2 million (before offer costs) and \$420k has been spent entirely on expanding the scope of marketing technologies of and developing the Company's lead PeriCoach™ technology. The remaining funds will be spent on marketing and developing the Company's PeriCoach™ technology.</li> <li>• 22 May 2014 – grant of 6,350,000 unlisted options with an exercise price of \$0.0738 per option and an expiry date of 22 May 2019. Options had an issue price \$0.005 cents per option and were granted to Dulhunty Management Pty Ltd, Justin Virgin, Timothy Fitzpatrick, Kathryn Ogilvie. Funds raised were \$21,750 and all funds have been spent on the development of the PeriCoach™ technology.</li> <li>• 8 October 2014 – issue of 28,333,334 fully paid ordinary shares at \$0.03 per share to institutional and sophisticated investors representing a discount of</li> </ul>

# EXPLANATORY MEMORANDUM

## 2014 ANNUAL GENERAL MEETING

Analytica Limited ACN 006 464 866

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	<p>approximately 3.2% to the closing market price on the date of issue. Total cash consideration received was approximately \$850,000 (before offer costs) and will be spent by the Company to fund marketing costs in connection with the launch of the PeriCoach™ system and working capital expenses. At the date of this notice these funds have not been spent.</p> <ul style="list-style-type: none"><li>• As at the date of this notice of meeting, the Company is conducting an entitlement offer to raise up to \$3.17 million (before offer costs). Up to a maximum of 105,462,761 shares may be issued under the entitlement offer depending on shareholder participation. Funds raised by the entitlement offer will be spent by the Company to fund marketing costs in connection with the launch of the PeriCoach™ system and working capital expenses. Shares under the entitlement offer are expected to be issued on or about 5 November 2014, accordingly, the discount to the closing market price on the date of issue has not yet been determined.</li></ul>
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- (e) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Shares. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

***The Directors of the Company believe that Resolution 6 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.***



# CONTACT INFORMATION

## 2014 ANNUAL GENERAL MEETING

**Analytica Limited** ACN 006 464 866

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**Analytica Limited**  
320 Adelaide Street  
Brisbane, Qld 4000

Telephone: (07) 3278 1950  
Email: [investorrelations@analyticamedical.com](mailto:investorrelations@analyticamedical.com)

**Company Secretary**  
Mr Bryan Dulhunty

**Share Register**  
Link Market Services Pty Limited  
Locked Bag A14  
Sydney South NSW 1235

Telephone: + 61 1300 554 474 (for Australian shareholders and overseas)

**Annual Report**  
To request a copy of the Annual Report, simply contact the company.  
Electronic versions of Analytica Annual Report are available at [www.analyticamedical.com](http://www.analyticamedical.com)

**Australian Securities Exchange Listing**  
ALT

# ANALYTICA

**Analytica Limited**  
ABN 12 006 464 866

## LODGE YOUR VOTE



**ONLINE**

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)



**By mail:**  
Analytica Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia



**By fax:** +61 2 9287 0309



**All enquiries to: Telephone:** +61 1300 554 474



**X99999999999**

## PROXY FORM

I/We being a member(s) of Analytica Limited and entitled to attend and vote hereby appoint:

### STEP 1

### APPOINT A PROXY

☐

**the Chairman  
of the Meeting  
(mark box)**

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy.

Failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to vote on my/our behalf (including in accordance with the directions set out below or, if no directions have been given, to vote as the proxy sees fit, to the extent permitted by the law) at the Annual General Meeting of the Company to be held at **6:00pm on Thursday, 27 November 2014 in Endeavour 1 Room, Level 1, Christie Corporate, 320 Adelaide Street, Brisbane, Queensland 4000** (the Meeting) and at any postponement or adjournment of the Meeting.

I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

**The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.**

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an **X**

### STEP 2

### VOTING DIRECTIONS

	For	Against	Abstain*		For	Against	Abstain*
<b>Resolution 1</b> Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Resolution 4</b> Ratification of April 2014 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 2</b> Re-election of Mr Warren Brooks as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Resolution 5</b> Ratification of October 2014 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 3</b> Election of Carl Stubbings as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Resolution 6</b> Approval of Enhanced Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**i** \* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

### STEP 3

### SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

**ALT PRX401R**

## HOW TO COMPLETE THIS PROXY FORM

### Your Name and Address

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the Meeting.

### Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in 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 a Second 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, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

### Signing Instructions

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### Corporate Representatives

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **6:00pm on Tuesday, 25 November 2014**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



**ONLINE** > [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



**by mail:**

Analytica Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



**by fax:**

+61 2 9287 0309



**by hand:**

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney NSW 2000.

**If you would like to attend and vote at the Annual General Meeting, please bring this form with you.  
This will assist in registering your attendance.**