

**ANALYTICA LIMITED**  
**ACN 006 464 866**  
**NOTICE OF 2016 ANNUAL GENERAL MEETING**

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**Notice of 2016 Annual General Meeting**

**Date:** Thursday, 24 November 2016  
**Time:** 10.00am (Brisbane time)  
**Place:** Flinders Room, Level 1, Christie Offices and Christie Conference Centre Brisbane, 320 Adelaide Street, Brisbane, Queensland

A proxy form 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

## 2016 ANNUAL GENERAL MEETING

Analytica Limited ACN 006 464 866

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I am writing to you to invite you, as a shareholder in Analytica Limited (**ALT, Analytica** or the **Company**), to attend our Annual General Meeting on Thursday 24 November 2016.

The meeting will be held at the Flinders Room, Level 1, Christie Offices and Christie Conference Centre Brisbane, 320 Adelaide St, Brisbane, Queensland. The meeting will commence at 10.00am with registration available from 9.30am. Following the conclusion of the meeting there will be refreshments and an opportunity to meet with the Board and management.

A 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 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.

This 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 Memorandum following the Notice of Meeting.

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

Yours sincerely

Dr Michael Monsour  
Chairman

# NOTICE OF ANNUAL GENERAL MEETING 2016

Analytica Limited ACN 006 464 866

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Notice is given that the Annual General Meeting of shareholders of Analytica Limited will be held on Thursday 24 November 2016 at the Flinders Room, Level 1, Christie Offices and Christie Conference Centre Brisbane, 320 Adelaide Street, Brisbane, Queensland. The meeting will commence at 10.00am with registration available from 9.30am

## Agenda

### 1 Financial Statements and Reports

To receive and consider the Financial Report, Director's Report and Auditor's Report for the Company and its controlled entities for the financial year ended 30 June 2016.

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

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

*'That the Remuneration Report for the year ended 30 June 2016 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 a managing director) must stand for re-election.*

#### **Voting Exclusion Statement**

*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 Ross Mangelsdorf as a Director

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

*'That Mr Ross Mangelsdorf, 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 Ross Mangelsdorf, appears in the Explanatory Memorandum accompanying this Notice of Meeting.

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## 4 Resolution 3 – Ratification of March 2016 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 22 March 2016 of 109,813,725 ordinary shares in the Company at an issue price of \$0.00255 per share to raise the sum of \$280,024 for the purposes set out in the Explanatory Memorandum which accompanies this Notice of Meeting.”*

### **Voting Exclusion Statement**

*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 which is the subject of this resolution.*

*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 person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.*

## 5 Resolution 4 – Ratification of April 2016 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 28th April 2016 of 202,324,638 ordinary shares in the Company at an issue price of \$0.00255 per share to raise the sum of \$515,928 for the purposes set out in the Explanatory Memorandum which accompanies this Notice of Meeting.”*

### **Voting Exclusion Statement**

*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 which is the subject of this resolution.*

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

- (c) 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*
- (d) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.*

## 6 Resolution 5 – Ratification of September 2016 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 1st September 2016 of 35,714,285 ordinary shares in the Company at an issue price of \$0.007 per share to raise the sum of \$250,000 for the purposes set out in the Explanatory Memorandum which accompanies this Notice of Meeting.”*

### **Voting Exclusion Statement**

*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 which is the subject of this resolution.*

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

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- (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 person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides

## 7 Resolution 6 – Ratification of October 2016 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 1st October 2016 of 35,714,286 ordinary shares in the Company at an issue price of \$0.007 per share to raise the sum of \$250,000 for the purposes set out in the Explanatory Memorandum which accompanies this Notice of Meeting.”*

### **Voting Exclusion Statement**

*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 which is the subject of this resolution.*

*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 person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides

## 8 Resolution 7 – Approval of Enhanced Placement Capacity

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

*‘That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, approval be given for the issue of such a number of shares equal to up to 10% of the issued share 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 set out in the Explanatory Memorandum accompanying this Notice of Meeting.’*

### **Voting Exclusion Statement**

*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 need 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 person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

## 9 Resolution 8 - Approval for Grant of Options to Dr Michael Monsour

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

*‘That for the purpose of Listing Rule 10.11 and for all other purposes, approval be given for the grant of 20,000,000 unlisted options to subscribe for ordinary shares in the Company to Dr Michael Monsour or his nominee on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.’*

### **Voting Exclusion Statement**

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The Company will disregard any votes cast on this resolution by Dr Michael Monsour and any of his associates.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

In addition, pursuant to the Corporations Act, the Company's Key Management Personnel and their Closely Related Parties are not permitted to cast a vote as a proxy for another person who is permitted to vote, unless:

- (a) the proxy holds a Directed Proxy Form; or
- (b) the proxy is the chairman of the meeting and he is expressly authorised to exercise the proxy even though the resolution is a Remuneration Resolution.

## 10 Resolution 9 - Approval for Grant of Options to Mr Warren Brooks

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

*'That for the purpose of Listing Rule 10.11 and for all other purposes, approval be given for the grant of 10,000,000 unlisted options to subscribe for ordinary shares in the Company to Mr Warren Brooks or his nominee on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.'*

### **Voting Exclusion Statement**

The Company will disregard any votes cast on this resolution by Mr Warren Brooks and any of his associates.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

In addition, pursuant to the Corporations Act, the Company's Key Management Personnel and their Closely Related Parties are not permitted to cast a vote as a proxy for another person who is permitted to vote, unless:

- (a) the proxy holds a Directed Proxy Form; or
- (b) the proxy is the chairman of the meeting and he is expressly authorised to exercise the proxy even though the resolution is a Remuneration Resolution.

## 11 Resolution 10 - Approval for Grant of Options to Dr Thomas Lönngren

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

*'That for the purpose of Listing Rule 10.11 and for all other purposes, approval be given for the grant of 10,000,000 unlisted options to subscribe for ordinary shares in the Company to Dr Thomas Lönngren or his nominee on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.'*

### **Voting Exclusion Statement**

The Company will disregard any votes cast on this resolution by Dr Thomas Lönngren and any of his associates.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

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- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

In addition, pursuant to the Corporations Act, the Company's Key Management Personnel and their Closely Related Parties are not permitted to cast a vote as a proxy for another person who is permitted to vote, unless:

- (a) the proxy holds a Directed Proxy Form; or  
(b) the proxy is the chairman of the meeting and he is expressly authorised to exercise the proxy even though the resolution is a Remuneration Resolution.

## 12 Resolution 11 - Approval for Grant of Options to Mr Ross Manglesdorf

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

*'That for the purpose of Listing Rule 10.11 and for all other purposes, approval be given for the grant of 10,000,000 unlisted options to subscribe for ordinary shares in the Company to Mr Ross Manglesdorf or his nominee on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.'*

### **Voting Exclusion Statement**

The Company will disregard any votes cast on this resolution by Mr Ross Manglesdorf and any of his associates.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or  
(b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

In addition, pursuant to the Corporations Act, the Company's Key Management Personnel and their Closely Related Parties are not permitted to cast a vote as a proxy for another person who is permitted to vote, unless:

- (a) the proxy holds a Directed Proxy Form; or  
(b) the proxy is the chairman of the meeting and he is expressly authorised to exercise the proxy even though the resolution is a Remuneration Resolution.

## 13 Resolution 12 - Approval for Grant of Options to Mr Carl Stubbings

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

*'That for the purpose of Listing Rule 10.11 and for all other purposes, approval be given for the grant of 10,000,000 unlisted options to subscribe for ordinary shares in the Company to Mr Carl Stubbings or his nominee on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.'*

### **Voting Exclusion Statement**

The Company will disregard any votes cast on this resolution by Mr Carl Stubbings and any of his associates.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or  
(b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

In addition, pursuant to the Corporations Act, the Company's Key Management Personnel and their Closely Related Parties are not permitted to cast a vote as a proxy for another person who is permitted to vote, unless:

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- (a) the proxy holds a Directed Proxy Form; or*
- (b) the proxy is the chairman of the meeting and he is expressly authorised to exercise the proxy even though the resolution is a Remuneration Resolution.*

Dated: 20<sup>th</sup> October 2016  
By order of the Board

Bryan Dulhunty  
Company Secretary



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## Appointing a Proxy

1. 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.
2. A proxy need not be a shareholder of the Company.
3. To appoint a proxy, mark 'X' in Step 1 on the 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.
4. A member of the Company's Key Management Personnel (**KMP**) 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.
5. If a shareholder appoints a KMP of the Company as disclosed in the 2016 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 is the shareholder's proxy.
6. If a shareholder appoints the Chairman as their proxy or the Chairman is appointed as the shareholder's proxy by default then by signing and returning the proxy form the shareholder will be expressly authorising the Chairman to exercise the proxy in respect of the relevant item even though the item is a Remuneration Resolution.
7. If you appoint the Chairman as your proxy and have not directed him how to vote, you are expressly authorising the Chairman to cast your Undirected Proxy Form in accordance with his intentions set out below.
8. The Chairman of the Meeting intends to vote all valid available and Undirected Proxy Forms in favour of all resolutions, including Remuneration Resolutions.
9. 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 Proxy

10. Completed 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 at least 48 hours before the time for holding the meeting or any adjournment of the meeting. A return envelope is provided.
11. If you wish to submit your appointment of proxy and voting instructions electronically, visit the share registry website, [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au). You will need your security holder Reference Number (SRN) or Holder Identification Number (HIN) which is shown on the Voting/Proxy Form.
12. 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 48 hours before the time for holding the meeting or any adjournment of the meeting.

## Determination of shareholders' right to vote

13. 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 7:00pm (Sydney time) on Tuesday 22 November 2016. 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.

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

**Directed Proxy Form** means a proxy form which specifies how the proxy is to vote.

**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 2016.

**Remuneration Resolution** means a resolution connected directly or indirectly with the remuneration of a member of the Key Management Personnel and includes Resolutions 1 and 8 - 12 in this Notice of Meeting.

**Undirected Proxy Form** means a proxy form which does not specify how the proxy is to vote.

# EXPLANATORY MEMORANDUM

## 2016 ANNUAL GENERAL MEETING

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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 at 10.00am on 24 November 2016 at the Flinders Room, Level 1, Christie Offices and Christie Conference Centre Brisbane, 320 Adelaide St, Brisbane, Queensland. 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 Company's Annual Report 2016 (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 2016, 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 2016 is set out in the Company's 2016 Annual Report.

The Remuneration Report sets out the Company's remuneration arrangements for directors, including the CEO and the Company's key senior 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, 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 a managing director) must be considered for re-election.

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

# EXPLANATORY MEMORANDUM

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#### 3 Resolution 2 - Re-election of Mr Ross Mangelsdorf as a Director

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**Role:** Executive Director and CFO (Appointed 7 October 2008, last re-elected in 2013)

Mr Mangelsdorf has a relevant interest in 50,571,377 shares in the Company.

Mr Mangelsdorf retires by rotation in accordance with the ASX Listing Rules and clause 58 of the Company's constitution, and being eligible, offers himself for re-election as a director.

Mr Mangelsdorf has been a Director/partner of a chartered accounting firm for 35 years. He works with SME production, manufacturing and retail firms assisting with business, taxation and management services. Mr Mangelsdorf is not considered by the Board to be an independent Director due to his executive functions.

*The directors (with Mr Mangelsdorf abstaining) unanimously recommend that shareholders vote in favour of this Resolution.*

#### 4 Resolutions 3, 4, 5 and 6 – Ratification of Prior Issues of Securities

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##### 4.1 Background

In general terms, Listing Rule 7.1 imposes a 15% cap on the number of securities that can be issued by the Company, without shareholder approval, in any 12 month period (**15% Placement Capacity**). However, the Company is permitted to issue securities in excess of the 15% Placement Capacity if those securities are issued in relation to an exception to Listing Rule 7.1 or the issue is approved by shareholders.

As previously disclosed, the Company has issued the following securities by way of placement:

- (a) On 22 March 2016 the Company announced a placement of 109,813,725 ordinary shares at an issue price of \$0.00255 per share to raise the sum of \$280,024 to non-related professional, sophisticated and other investors to whom no disclosure is required in accordance with sections 708(8) and (10) of the Corporations Act
- (b) On 28 April 2016 the Company announced a placement of 202,324,638 ordinary shares at an issue price of \$0.00255 per share to raise the sum of \$515,928 to INOV8 LLC, a sophisticated investor to whom no disclosure is required in accordance with sections 708(8) and (10) of the Corporations Act
- (c) On 1st September 2016 the Company announced a placement of 35,714,285 ordinary shares at an issue price of \$0.007 per share to raise the sum of \$250,000 to INOV8 LLC, a sophisticated investor to whom no disclosure is required in accordance with sections 708(8) and (10) of the Corporations Act
- (d) On 4th October 2016 the Company announced a placement of 35,714,286 ordinary shares at an issue price of \$0.007 per share to raise the sum of \$250,000 to INOV8 LLC, a sophisticated investor to whom no disclosure is required in accordance with sections 708(8) and (10) of the Corporations Act

The securities described above (**Placement Securities**) were issued without shareholder approval and therefore reduce the Company's 15% Placement Capacity.

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#### 4.2 Regulatory requirements

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 issues of the Placement Securities were each made in accordance with Listing Rule 7.1. Accordingly the Company seeks shareholder ratification of each of those issues in accordance with Listing Rule 7.4.

If Resolutions 3, 4 and 5 are passed, the Placement Securities will not count towards the Company's 15% Placement Capacity and the Company will retain the flexibility to issue further securities up to its 15% Placement Capacity in the next 12 month period without shareholder approval.

#### 4.3 Information required by Listing Rule 7.5

The following information is required by Listing Rule 7.5 for the purposes of shareholder ratification under Listing Rule 7.4:

##### *Resolution 3 - Ratification of March 2016 Placement*

<b>Number of securities allotted</b>	109,813,725 ordinary shares
<b>Price at which securities were issued</b>	\$0.00255 per share
<b>Name of allottee</b>	The placement was made to non-related sophisticated, professional and other investors to whom no disclosure is required.
<b>Terms of the securities issued</b>	All shares are fully paid and rank equally pari passu with all existing fully paid ordinary shares of the Company.
<b>The use (or intended use) of the funds raised</b>	The funds raised have been used for general working capital purposes.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution – please see the notes to Resolution 3.

##### *Resolution 4 - Ratification of April 2016 Placement*

<b>Number of securities allotted</b>	202,324,638 ordinary shares
<b>Price at which securities were issued</b>	\$0.00255 per share
<b>Name of allottee</b>	The placement was made to INOV8 LLC, a sophisticated investor.
<b>Terms of the securities issued</b>	All shares are fully paid and rank equally pari passu with all existing fully paid ordinary shares of the Company.
<b>The use (or intended use) of the funds raised</b>	The funds raised have been used for general working capital purposes.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution – please see the notes to Resolution 4.

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### *Resolution 5 - Ratification of September 2016 Placement*

Number of securities allotted	35,714,285 ordinary shares
Price at which securities were issued	\$0.007 per share
Name of allottee	The placement was made to INOV8 LLC, a sophisticated investor.
Terms of the securities issued	All shares are fully paid and rank equally pari passu with all existing fully paid ordinary shares of the Company.
The use (or intended use) of the funds raised	The funds raised have been used for general working capital purposes.
Voting exclusion statement	A voting exclusion statement applies to this Resolution – please see the notes to Resolution 5.

### *Resolution 6 - Ratification of October 2016 Placement*

Number of securities allotted	35,714,286 ordinary shares
Price at which securities were issued	\$0.007 per share
Name of allottee	The placement was made to INOV8 LLC, a sophisticated investor.
Terms of the securities issued	All shares are fully paid and rank equally pari passu with all existing fully paid ordinary shares of the Company.
The use (or intended use) of the funds raised	The funds raised have been used for general working capital purposes.
Voting exclusion statement	A voting exclusion statement applies to this Resolution – please see the notes to Resolution 6.

*The directors recommend that shareholders vote in favour of Resolutions 3, 4, 5 and 6.*

## 5 Resolution 7 – Approval of Enhanced Placement Capacity

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### 5.1 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 7 is a special resolution and therefore requires approval of 75% of the votes cast by shareholders of the Company 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).

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If approved, the effect of Resolution 7 will be to allow the directors to issue the shares under Listing Rule 7.1A during the Enhanced Placement Period described below, in addition to the Company's 15% Placement Capacity.

#### 5.2 Calculation of 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.

#### 5.3 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
- (b) if the shares are not issued within 5 trading days of the date in paragraph 7.3(a) above, the date on which the shares are issued.

#### 5.4 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 (expected to be 24 November 2017); 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,

**(Enhanced Placement Period).**

#### 5.5 Dilution of existing shareholders

##### (a) Dilution risks

If Resolution 7 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.

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#### (b) 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
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.0035 50% decrease in issue price	\$0.007 issue price	\$0.014 100% increase in issue price
Current Variable A 2,237,283,937 shares	10% voting dilution	223,728,394 shares	223,728,394 shares	223,728,394 shares
	Funds raised	\$783,049	\$1,566,099	\$3,132,198
50% increase in Variable A 3,355,925,906	10% voting dilution	335,592,591 shares	335,592,591 shares	335,592,591 shares
	Funds raised	\$1,174,574	\$2,349,148	\$4,698,296
100% increase in Variable A 4,474,567,874	10% voting dilution	447,456,787 shares	447,456,787 shares	447,456,787 shares
	Funds raised	\$1,566,099	\$3,132,198	\$6,264,395

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 \$0.007, being the closing price of the shares on 5 October 2016.

#### 5.6 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:



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- (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 roll-out and marketing 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.

#### 5.7 Shareholder Approval previously obtained under ASX Listing Rule 7.1A

The Company obtained shareholder approval under ASX Listing Rule 7.1A at the Company's last Annual General Meeting held on 24 November 2015.

- (a) **Total equity securities issued in the 12 months preceding the Meeting**  
The Company has issued shares and unlisted options in the 12 months preceding the date of the meeting. The total number of equity securities issued by the Company in the 12 months preceding the Meeting and the percentage they represent of the total number of equity securities on issue at the commencement of that 12 month period are as follows:

	Equity Securities
Number of equity securities on issue at commencement of 12 month period	1,297,337,583 ordinary shares 119,372,193 short dated listed options – expiring on 29 February 2016 119,372,193 long dated listed options - expiring on 28 February 2018 117,933,334 unlisted options Total – 1,654,015,303 equity securities
Equity securities issued in prior 12 month period	939,946,354 ordinary shares 14,000,000 unlisted options Total – 953,946,354 equity securities
Percentage previous issues represent of total number of equity securities on issue at commencement of 12 month period	57.7% increase in equity securities

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- (b) **Total equity securities issued in the 12 months preceding the Meeting**  
As required by ASX Listing Rule 7.3A.6(b), details of equity securities issued in previous 12 months are as follows:

#### *Conversion of listed options*

Number and class / type of securities issued:	418,602 fully paid ordinary shares
Summary of terms:	Securities were issued upon conversion of listed options. Shares rank pari passu with all other shares on issue in the Company.
Names of persons who received securities or basis on which those persons was determined:	Shares were issued to existing shareholders/option holders on exercise of options.
Date of issue/exercise:	29 February 2016
Price at which equity securities were issued:	Shares - \$0.011 per share
Discount to market price (if any):	No discount.
Total cash consideration received:	\$4,604.
Amount of cash consideration spent and use of consideration:	Cash when raised is held in a common bank account and is not tracked separately.
Intended use for remaining amount of cash (if any):	The remaining funds will be used for general working capital purposes.

#### *Private placement*

Number and class / type of securities issued:	109,813,725 fully paid ordinary shares
Summary of terms:	Shares rank pari passu with all other shares on issue in the Company.
Names of persons who received securities or basis on which those persons was determined:	Shares were issued to non-related parties under a private placement
Date of issue:	22 March 2016
Price at which equity securities were issued:	\$0.00255 per share
Discount to market price (if any):	No discount
Total cash consideration received:	\$280,024 (before offer costs).
Amount of cash consideration spent and use of consideration:	Cash when raised is held in a common bank account and is not tracked separately.
Intended use for remaining amount of cash (if any):	The remaining funds will be used for general working capital purposes.

#### *Shares issued under share purchase plan*

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Number and class / type of securities issued:	222,627,485 fully paid ordinary shares
Summary of terms:	Shares rank pari passu with all other Shares on issue in the Company
Names of persons who received securities or basis on which those persons was determined:	Shares were issued to shareholders on receipt of valid application forms under the share purchase plan
Date of issue:	20 April 2016
Price at which equity securities were issued:	\$0.00255 per share
Discount to market price (if any):	No discount
Total cash consideration received:	\$567,700 (before offer costs).
Amount of cash consideration spent and use of consideration	All consideration received has been spent on general working capital purposes.
Intended use for remaining amount of cash (if any):	The remaining funds will be used for general working capital purposes.

### *Shares issued to an entity associated with Michael Monsour under shareholder approval*

Number and class / type of securities issued:	333,333,333 fully paid ordinary shares
Summary of terms:	Shares rank pari passu with all other Shares on issue in the Company
Names of persons who received securities or basis on which those persons was determined:	Shares were issued to an entity associated with Dr Monsour following shareholder approval.
Date of issue:	28 April 2016
Price at which equity securities were issued:	\$0.003 per share
Discount to market price (if any):	at market on day of offer
Total cash consideration received:	\$1,000,000
Amount of cash consideration spent and use of consideration	All consideration received has been spent on general working capital purposes.
Intended use for remaining amount of cash (if any):	The remaining funds will be used for general working capital purposes.

### *Shares issued to Cornerstone Investor*

Number and class / type of securities issued:	202,324,638 fully paid ordinary shares
Summary of terms:	Shares rank pari passu with all other Shares on issue in the Company
Names of persons who received securities or basis on which those persons was determined:	Shares were issued to a new cornerstone investor INOV8 LLC.

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Date of issue:	28 April 2016
Price at which equity securities were issued:	\$0.00255 per share
Discount to market price (if any):	a 15% discount to the Company's volume weighted average price calculated over the last 5 days on which sales in the Company's shares were recorded on the ASX and Chi-X markets immediately preceding the announcement of the offer on the 17th March 2016
Total cash consideration received:	\$500,000
Amount of cash consideration spent and use of consideration	All consideration received has been spent on general working capital purposes.
Intended use for remaining amount of cash (if any):	The remaining funds will be used for general working capital purposes.

### *Shares issued to Cornerstone Investor*

Number and class / type of securities issued:	35,714,285, fully paid ordinary shares
Summary of terms:	Shares rank pari passu with all other Shares on issue in the Company
Names of persons who received securities or basis on which those persons was determined:	Shares were issued to investor INOV8 LLC.
Date of issue:	1 September 2016
Price at which equity securities were issued:	\$0.007 per share
Discount to market price (if any):	at market on the day of offer
Total cash consideration received:	\$250,000
Amount of cash consideration spent and use of consideration	All consideration received has been spent on general working capital purposes.
Intended use for remaining amount of cash (if any):	The remaining funds will be used for general working capital purposes.

### *Shares issued to Cornerstone Investor*

Number and class / type of securities issued:	35,714,286, fully paid ordinary shares
Summary of terms:	Shares rank pari passu with all other Shares on issue in the Company
Names of persons who received securities or basis on which those persons was determined:	Shares were issued to investor INOV8 LLC.
Date of issue:	4th October 2016

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Price at which equity securities were issued:	\$0.007 per share
Discount to market price (if any):	at market on day of offer
Total cash consideration received:	\$250,000
Amount of cash consideration spent and use of consideration	All consideration received has been spent on general working capital purposes.
Intended use for remaining amount of cash (if any):	The remaining funds will be used for general working capital purposes.

### *Issue of options to directors*

Number and class / type of securities issued:	14,000,000 unlisted options
Summary of terms:	Options are unlisted, have an exercise price of \$0.0162 each and expire on or before 24 November 2020. The options were issued in the following three tranches and are exercisable only if certain performance hurdles have been met: Tranche 1: 4,666,666 Tranche 2: 4,666,666 Tranche 3: 4,666,666 .
Names of persons who received securities or basis on which those persons was determined:	Dr Thomas Lönngren 10,000,000 unlisted options Mr Carl Stubbings 4,000,000 unlisted options
Date of issue:	24 November 2015
Price at which equity securities were issued:	No cash consideration. Options issued as consideration for the services provided
Discount to market price (if any):	N/A
Non cash consideration paid:	Options issued as consideration for the services provided
Current value of that non-cash consideration	The options have an accounting value of approximately \$0.0297 per option.

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 7 is in the best interests of the Company and unanimously recommend that shareholders vote in favour of this Resolution.***

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#### 6 Resolutions 8, 9, 10, 11 and 12 - Approval for Grant of Options to Directors – Dr Monsour, Mr Brooks, Dr Lönngren, Mr Mangelsdorf and Mr Stubbings

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Resolutions 8-12 seek shareholder approval for proposed issues of options to directors of the Company.

##### 6.1 Remuneration policy

The performance of the Company depends upon the quality of its directors. Their compensation structure is designed to strike an appropriate balance between fixed and variable remuneration, rewarding capability and experience and providing recognition for contribution to the Company's overall goals and objectives.

Equity-based incentives consistent with the Company's remuneration policy better aligns the performance of the directors with the Company's financial performance.

The directors consider the remuneration policy to be a sensible and well-balanced policy which allows them to adjust the remuneration mix appropriately to the Company's changing circumstances.

##### 6.2 Regulatory requirements

Listing Rule 10.11 provides that a listed company must not issue or agree to issue equity securities to a related party without shareholder approval.

Directors are related parties of the Company. Accordingly, approval is sought under Listing Rule 10.11 for the proposed grant of the options to directors: Dr Michael Monsour, Mr Warren Brooks, Dr Thomas Lönngren, Mr Ross Mangelsdorf and Mr Carl Stubbings.

If shareholder approval is received under Listing Rule 10.11 pursuant to these resolutions, approval is not required under Listing Rule 7.1.

Shareholder approval under Chapter 2E of the Corporations Act is not being sought on the basis that each individual grant of options constitutes 'reasonable remuneration' and accordingly does not require shareholder approval under those provisions.

##### 6.3 Proposed grant of options

If approved, the total number of options will be granted no later than 1 month after the date of the meeting (**Grant Date**).

The total options proposed to be granted are as follows:

Director	Number of options
Dr Michael Monsour	20,000,000
Mr Warren Brooks	10,000,000
Dr Thomas Lönngren	10,000,000
Mr Ross Mangelsdorf	10,000,000
Mr Carl Stubbings	10,000,000

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The terms and conditions of the options are set out in Annexure A to this Explanatory Memorandum. The key commercial features of the proposed grant are as follows:

- (a) **Exercise price**  
The exercise price of each option will be \$0.013 which was calculated as 185% of \$0.007 which was the closing bid price for shares of the Company on 5 October 2016.
- (b) **Exercise Periods**  
All options will lapse by no later than 5.00pm (Brisbane time) on the date that is 5 years from the Grant Date (**Last Exercise Date**).

### **Options exercisable on a USA Licensing transaction**

**Directors:** Mr Brooks, Dr Lönngren, Mr Mangelsdorf and Mr Stubbings are to each receive 5,000,000 options that vest over the 3 year period set out in the table below. The options become exercisable when the PeriCoach™ System is licenced in the USA. On the event of a licensing transaction as described above or a change in control of the Company all 5,000,000 options for each director vest immediately.

**Chairman:** Dr Michael Monsour is to receive 10,000,000 options that vest over the 3 year period set out in the table below. The options become exercisable when the PeriCoach™ System is licenced in the USA. On the event of a licensing transaction as described above or a change in control of the Company, all 10,000,000 options vest immediately

Options may only vest while the recipient remains a director of the Company.

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Directors - Mr Brooks, Dr Lönngren, Mr Mangelsdorf and Mr Stubbings		
Tranche	Number of Options	Exercise Periods
Tranche 1	1,666,666	From Grant Date to 5.00pm (Brisbane time) on the Last Exercise Date
Tranche 2	1,666,667	From the first anniversary of Grant Date to 5.00pm (Brisbane time) on the Last Exercise Date
Tranche 3	1,666,667	From the second anniversary of Grant Date to 5.00pm (Brisbane time) on the Last Exercise Date
Chairman - Dr Michael Monsour		
Tranche	Number of Options	Exercise Period
Tranche 1	3,333,333	Grant Date to 5.00pm (Brisbane time) on the Last Exercise Date
Tranche 2	3,333,333	From the first anniversary of Grant Date to 5.00pm (Brisbane time) on the Last Exercise Date
Tranche 3	3,333,334	From the second anniversary of Grant Date to 5.00pm (Brisbane time) on the Last Exercise Date

### Options exercisable on a European Licensing transaction

**Directors:** Mr Brooks, Dr Lönngren, Mr Mangelsdorf and Mr Stubbings are each to receive 5,000,000 options that vest over the 3 year period set out in the table below. The options become exercisable when the PeriCoach™ System is licenced in Europe . On the event of a licensing transaction as described above or a change in control of the Company all 5,000,000 options for each director vest immediately.

**Chairman:** Dr Michael Monsour is to receive 10,000,000 options that vest over the 3 year period set out in the table below. The options become exercisable when the PeriCoach™ System is licenced in Europe. On the event of a licensing transaction as described above or a change in control of the Company, all 10,000,000 options vest immediately.

Options may only vest while the recipient remains a director of the Company.



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Directors - Mr Brooks, Dr Lönngren, Mr Mangelsdorf and Mr Stubbings		
Tranche	Number of Options	Exercise Periods
Tranche 1	1,666,666	From Grant Date to 5.00pm (Brisbane time) on the Last Exercise Date
Tranche 2	1,666,667	From the first anniversary of Grant Date to 5.00pm (Brisbane time) on the Last Exercise Date
Tranche 3	1,666,667	From the second anniversary of Grant Date to 5.00pm (Brisbane time) on the Last Exercise Date
Chairman - Dr Michael Monsour		
Tranche	Number of Options	Exercise Period
Tranche 1	3,333,333	Grant Date to 5.00pm (Brisbane time) on the Last Exercise Date
Tranche 2	3,333,333	From the first anniversary of Grant Date to 5.00pm (Brisbane time) on the Last Exercise Date
Tranche 3	3,333,334	From the second anniversary of Grant Date to 5.00pm (Brisbane time) on the Last Exercise Date

Options cannot be exercised if, at the time of the exercise of the options, the exercise of the options would, or in the reasonable opinion of the Board, be likely to result in a contravention of the constitution of the Company, ASX Listing Rules or the Corporations Act.

#### 6.4 Discussion and analysis of the proposed grant of options

The options will not be quoted on ASX and accordingly have no readily identifiable market value.

The options will be valued for accounting purposes using the principles set out in AASB 2 'Share-Based Payment'. This standard requires the valuation models used to take into account the relationship between a number of variables principally being the share price, the nil option exercise price, the time to expiry and the volatility of the Company's underlying share price.

It is considered that the Black Scholes Pricing Model is relevant to calculating the value of the options to be issued.

The Company has obtained indicative valuation advice that, subject to the comments below, the options have a value and accounting cost to the Company in the order of \$0.00297 per option.

The material assumptions used in the application of the methodology to arrive at this indicative value are:

- The indicative grant date of the options is 24 November 2016;
- The share price adopted is the closing share price on 5 October 2015, of \$0.007The

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- exercise price of each option is \$0.013;
- The expected life is 5 years;
- A risk-free rate of 1.63%;
- Volatility of the underlying shares to be 100%; and
- Expected dividend yield is nil.

Shareholders should be aware that this is an indicative valuation only for illustrative purposes. The actual accounting expense may be different due to differences in the final inputs such as the Grant Date, which, subject to approval is expected to be on or about 24<sup>th</sup> November 2016.

#### 6.5 Remuneration of directors

The directors' remuneration packages for the year ended 30 June 2016 (as detailed in the Remuneration Report included in the Directors' Report of the 2016 Annual Report) comprised:

- (a) Dr Michael Monsour received director's fees of \$75,000 plus superannuation of \$7,125.
- (b) Mr Warren Brooks received director's fees of \$50,000 plus superannuation of \$4,175.
- (c) Dr Thomas Lönngren received director's fees of \$49,097 and options with a value of \$18,580.
- (d) Mr Ross Mangelsdorf received a salary of \$176,000 plus superannuation of \$16,720.
- (e) Mr Carl Stubbings received director's fees of \$50,000 plus superannuation of \$4,750 and options with a value of \$7,432.

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#### 6.6 Relevant interests in shares and options

Each relevant director's current relevant interest in shares in the Company as at the date of this Notice is as follows: <b>Dr Michael Monsour</b>	
Direct interest in ordinary shares:	2,606,337
Indirect ordinary shares:	494,932,846
Other related parties:	2,726,981 ordinary shares
Unlisted options:	13,000,000
Listed options:	16,666,666 ALTOA (long dated options)
<b>Mr Warren Brooks</b>	
Indirect ordinary shares:	48,645,000
Unlisted options:	8,000,000
Listed options:	5,405,000 ALTOA (long dated options)
<b>Dr Thomas Lönngren</b>	
Unlisted options:	10,000,000
<b>Mr Ross Manglesdorf</b>	
Direct interest in ordinary shares:	217,411
Indirect ordinary shares:	33,011,440
Other related parties:	17,342,526 ordinary shares
Unlisted options:	10,000,000
Listed options:	2,614,995 ALTOA (long dated options)
<b>Mr Carl Stubbings</b>	
Indirect ordinary shares:	2,746,322
Unlisted options:	4,000,000
Listed options:	305,146 ALTOA (long dated options)

#### ***Impact on capital structure***

Until exercised, the grant of options will not impact on the number of ordinary shares on issue in the Company. If all of the proposed options were exercised, an additional 60,000,000 fully paid ordinary shares may be issued representing approximately 2.7% of the total issued share capital of the Company as at the date of this Notice (assuming that no other options were exercised or shares issued by the Company between the date the options were granted and the date on which those options were exercised).

#### 6.7 Tax consequences

As far as the Company is aware, there are no adverse taxation consequences to the Company arising from the proposed issue of options.

#### 6.8 Use of funds

No funds will be raised from the granting of the options.

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#### 6.9 Other information required by Listing Rule 10.13

The following information is provided for the purposes of Listing Rule 10.13:

A	Maximum number of options that may be acquired by Dr Michael Monsour	20,000,000 options
	Maximum number of options that may be acquired by Mr Warren Brooks	10,000,000 options
	Maximum number of options that may be acquired by Dr Thomas Lönngren	10,000,000 options
	Maximum number of options that may be acquired by Mr Ross Manglesdorf	10,000,000 options
	Maximum number of options that may be acquired by Mr Carl Stubbings	10,000,000 options
	Issue price of the options	Nil
	Date by which options will be granted	Within 1 month after the date of approval

voting exclusion applies in relation to Resolutions 8, 9, 10, 11 and 12 (see notes to Resolutions 8, 9, 10, 11 and 12).

*The directors (Dr Michael Monsour abstaining) recommend that shareholders vote in favour of Resolution 8.*

*The directors (Mr Warren Brooks abstaining) recommend that shareholders vote in favour of Resolution 9.*

*The directors (Dr Lönngren abstaining) recommend that shareholders vote in favour of Resolution 10.*

*The directors (Mr Ross Manglesdorf abstaining) recommend that shareholders vote in favour of Resolution 11.*

*The directors (Mr Stubbings abstaining) recommend that shareholders vote in favour of Resolution 12.*

# CONTACT INFORMATION

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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

**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  
ALTOA

## **Annexure A –Terms and Conditions Proposed Director Options**

### **Entitlement**

Subject to adjustment in accordance with these terms and conditions, the holder is entitled to subscribe for the allotment and issue of one fully paid ordinary share in the Company upon payment of the Exercise Price before the Expiry Date (**Option**).

### **Exercise Price**

The exercise price of each option will be \$0.013 which was calculated as 185% of \$0.007 which was the closing bid price for shares of the Company on 5 October 2016, the trading day this notice of meeting was prepared.

### **Exercise Period**

The Options are exercisable at any time during the relevant exercise period (subject to the vesting conditions set out in the Explanatory Memorandum). All options will lapse by no later than 5.00pm (Brisbane time) on the date that is 5 years from the Grant Date (**Last Exercise Date**).

Options cannot be exercised if, at the time of the exercise of the options, the exercise of the options would, or in the reasonable opinion of the Board, be likely to result in a contravention of the constitution of the Company, ASX Listing Rules or the Corporations Act.

### **Option certificate**

A certificate will be issued for each Option. If there is more than one Option on a certificate and prior to the Expiry Date of those Options are exercised in part, the Company will issue another certificate for the balance of the Options held and not yet exercised.

### **Manner of exercise of Options**

Each Option may be exercised by giving notice in writing to the Company at its registered office.

The Option holder may not exercise less than 250,000 Options at any one time. Payment of the Exercise Price for each Option must accompany each notice of exercise of Options. All cheques must be payable to the Company and be crossed 'not negotiable'.

### **Ranking of Shares**

Shares issued on the exercise of Options will rank equally with all existing shares on and from the date of issue in respect of all entitlement offers, bonus share issues and dividends which have a record date for determining entitlements on or after the date of issue of those shares.

### **Timing of issue of Shares**

After an Option is validly exercised, the Company must as soon as possible:

- (a) issue and allot the Share; and
- (b) do all such acts matters and things to obtain the grant of quotation for the Shares on ASX no later than 5 Business Days from the date of exercise of the Option.

### **Options transferable**

Options may be transferred in the same manner as Shares and may be exercised by any other person or body corporate.

### **Participation in new issues**

An Option holder may participate in new issues of securities to holders of Shares only if and to the extent that:

- (a) an Option has been exercised; and
- (b) a Share has been issued in respect of the exercise before the record date for determining entitlements to the new issue.

The Company must give notice to the Option holder of any new issue not less than 6 Business Days before the record date for determining entitlements to the issue.

#### **Adjustment for bonus issues of shares**

If the Company makes a bonus issue of shares or other securities to existing shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):

- (a) the number of Shares which must be issued on the exercise of an Option 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 the bonus issue; and
- (b) no change will be made to the Exercise Price.

#### **Reconstructions**

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

# ANALYTICA

Analytica Limited

ABN 12 006 464 866

# DRAFT

## 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



### BY HAND

Level 12, 680 George Street, Sydney NSW 2000



### ALL ENQUIRIES TO

Telephone: +61 13 554 474

## LODGE A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **10:00am on Tuesday, 22 November 2016**, 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 reverse of this Proxy Form).

## HOW TO COMPLETE THIS SHAREHOLDER 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 PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. 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 in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO 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 those 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 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 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).

**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.**



NAME SURNAME  
 ADDRESS LINE 1  
 ADDRESS LINE 2  
 ADDRESS LINE 3  
 ADDRESS LINE 4  
 ADDRESS LINE 5  
 ADDRESS LINE 6



X99999999999

## PROXY FORM

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

### 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 you are appointing as your proxy.

or 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 act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am on Thursday, 24 November 2016 at Flinders Room, Level 1, Christie Offices and Christie Conference Centre Brisbane, 320 Adelaide Street, Brisbane, Queensland (the Meeting)** and at any postponement or adjournment of the Meeting.

**Important for Resolutions 1, 8, 9, 10, 11 and 12:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 8, 9, 10, 11 and 12, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

**DRAFT**

STEP 1

### VOTING DIRECTIONS

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 .

#### Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 Approval for Grant of Options to Mr Warren Brooks	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Ross Mangelsdorf as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 Approval for Grant of Options to Dr Thomas Lönngren	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ratification of March 2016 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 Approval for Grant of Options to Mr Ross Mangelsdorf	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of April 2016 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12 Approval for Grant of Options to Mr Carl Stubbings	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Ratification of September 2016 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6 Ratification of October 2016 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7 Approval of Enhanced Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
8 Approval for Grant of Options to Dr Michael Monsour	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



\* 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 2

### 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).

STEP 3

ALT PRX1602D

