

NOTICE OF 2016 ANNUAL GENERAL MEETING

Notice is hereby given that the 2016 Annual General Meeting of Integral Diagnostics Limited (the "Company") will be held at the office of Herbert Smith Freehills located at level 42, 101 Collins Street, Melbourne, Victoria, on Friday 18 November 2016, commencing at 10.00am AEDT.

Further details in respect of each of the resolutions proposed in this Notice of Annual General Meeting are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

ITEMS OF BUSINESS

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Financial Report of the Company and its controlled entities and the Reports of the Directors and Auditors for the year ended 30 June 2016.

2. REMUNERATION REPORT

To consider and, if thought fit, pass the following resolution as a non-binding ordinary resolution:
"The remuneration report for the year ended 30 June 2016 be adopted."

Note: voting restrictions apply to this item of business. Please see pages 3&4 for further details.

3. ELECTION OF MR JOHN ATKIN AS A DIRECTOR

To consider and, if thought fit, pass the following resolution as an ordinary resolution:
"That, Mr John Atkin, a Director appointed to fill a casual vacancy, and being eligible, be elected as a Director."

Details of the qualifications and experience of Mr John Atkin are set out in the Explanatory Memorandum.

4. ELECTION OF MR GARRY HOUNSELL AS A DIRECTOR

To consider and, if thought fit, pass the following resolution as an ordinary resolution:
"That, Mr Garry Hounsell, a Director appointed to fill a casual vacancy, and being eligible, be elected as a Director."

Details of the qualifications and experience of Mr Garry Hounsell are set out in the Explanatory Memorandum.

5. APPOINTMENT OF AUDITOR

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:
"That PwC, having been duly nominated by a shareholder of the Company and having consented in writing to act, be appointed as auditor of the Company."

The accompanying important information and Explanatory Memorandum form part of this Notice of Meeting.

By order of the Board

Sonia Joksimovic
Company Secretary

18 October 2016

IMPORTANT INFORMATION

ANNUAL REPORT

The Company's 2016 Annual Report is now available at:
<http://www.integraldiagnostics.com.au/page/for-investors>

SHAREHOLDERS ENTITLED TO ATTEND AND VOTE

All shareholders may attend the Annual General Meeting.

In accordance with Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that persons entitled to attend and vote at the meeting will be those persons set out in the register of Members as at 7.00pm (AEDT) on Wednesday 16 November 2016. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to vote at the meeting.

If more than one joint holder of shares is present at the Annual General Meeting (whether personally, by proxy, by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

PROXIES

If you are a shareholder entitled to vote, you may appoint a proxy to attend and vote on your behalf. A proxy need not be a shareholder of the Company and can be either an individual or a body corporate.

If you wish to appoint a body corporate as your proxy, that body corporate will need to ensure that it:

- Appoints an individual as its corporate representative to exercise its power at the meeting, in accordance with section 250D of the *Corporations Act 2011* (Cth); and
- Provides satisfactory evidence of the appointment of its corporate representative.

If such evidence is not received before the commencement of the meeting, the body corporate (through its representative) will not be permitted to act as a proxy.

If you are a shareholder holding two or more shares, you can appoint either one or two proxies. Where two proxies are appointed, you can specify what proportion or number of your votes you want each proxy to exercise. If no proportion or number is specified, each proxy may exercise half of your votes, and if both proxies attend the meeting, neither proxy may vote on a show of hands.

If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the proxy form. If you do not direct your proxy how to vote on a particular item of business, you are authorising your proxy to vote as they decide, subject to any applicable voting exclusions.

If your proxy chooses to vote (on a show of hands or on a poll), he/she must vote in accordance with your directions on the Proxy Form. If a poll is duly demanded in relation to a proposed resolution, and you have directed your proxy how to vote, and they fail to attend the meeting or they choose to not vote on a poll, then the Chairman of the meeting will vote your proxies on that resolution as directed by you.

If the Chairman of the meeting is your proxy (or becomes your proxy by default), then the Chairman intends to exercise your vote in favour of the relevant resolution (subject to any voting restrictions outlined below).

Unless the Chairman of the meeting is your proxy, members of the Company's Key Management Personnel (which includes each of the Directors) and their closely related parties will not be able to vote as proxy on item 2, unless you direct them how to vote. If you intend to appoint a member of the Key Management Personnel or their closely related parties as your proxy, you should ensure that you direct that person how to vote on item 2. The definition of Key Management Personnel is set out in the "Voting Restrictions" section below.

Please refer to the notes appearing on the Proxy Form.

LODGEMENT

To be effective, completed Proxy Forms (together with any additional documentation such as a power of attorney or appointment of a body corporate representative) must be received by the Company via its Share Registry by 10.00am (Australian Eastern Daylight Time – Melbourne time) on Wednesday 16 November 2016, by one of the following methods:

Online: Shareholders may lodge proxies online by visiting www.investorvote.com.au and following the prompts. To use this facility you will need your Shareholder Reference Number (SRN) or Holder Identification Number (HIN), postcode and control number as shown on the Proxy Form.

For Intermediary Online subscribers only (custodians and nominees) please visit:
www.intermediaryonline.com

By Mail: to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001

In Person: Share Registry, Computershare Investor Services, 452 Johnson Street, Abbotsford, Victoria 3067

By Fax: to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).

CORPORATE REPRESENTATIVE

Any corporate shareholder who has appointed a person to act as its corporate representative at the meeting should provide that person with a certificate or letter executed in accordance with the *Corporations Act 2001* (Cth) authorising him or her to act as that company's representative. The authority must be sent to the Company (attention: Company Secretary) and/or registry before the commencement of the meeting.

VOTING BY ATTORNEY

A shareholder entitled to attend and vote may appoint an attorney to act on his or her behalf at the meeting. An attorney may but need not be a member of the Company.

An attorney may not vote at the meeting unless the instrument appointing the attorney, and the authority under which the instrument is signed or a certified copy of the authority, are received by the Company before the commencement of the meeting.

SHAREHOLDER QUESTIONS

The Annual General Meeting is intended to give shareholders the opportunity to hear both the Chairman and the Chief Executive Officer talk about the financial year just passed and also give some insight into the Company's prospects for the year ahead. At the meeting, shareholders will have a reasonable opportunity to ask questions on the management of the Company and the Remuneration Report.

Shareholders will also be given reasonable opportunity to ask the Company's auditor, PwC, questions about the content of its report, and the conduct of the audit of the Company for the past financial year.

Shareholders are encouraged to submit written questions in relation to these matters. During the meeting, the Chairman of the meeting will seek to address as many of the more frequently raised topics as possible.

Written questions must be submitted no later than 5:00pm (AEDT) on Friday 11 November 2016 by completing the question form attached.

Following the AGM, shareholders are invited to join Directors and the Executives for refreshments.

VOTING RESTRICTIONS

Definitions

Key Management Personnel ("KMP") are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Closely related party of a member of the KMP means:

- (a) A spouse or child of the member;
- (b) A child of the member's spouse;
- (c) A dependent of the member or the member's spouse;
- (d) Anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) A company the member controls; or
- (f) A person prescribed by the *Corporations Regulations 2001* (Cth).

To ensure your vote counts, please read the guidance on voting restrictions and proxy appointment below.

VOTING ON ITEM 2

The Company will disregard any votes cast on item 2:

- by or on behalf of a member of the Company's KMP named in the Company's Remuneration Report for the year ended 30 June 2016 or their closely related parties, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's KMP at the date of the meeting or their closely related parties.

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote on item 2:

- in accordance with a direction in the proxy form; or
- by the Chairman of the meeting, in accordance with an express authorisation to exercise the proxy even though item 2 is connected with the remuneration of KMP.

IF YOU APPOINT THE CHAIRMAN OF THE MEETING AS YOUR PROXY

If you appoint the Chairman of the Annual General Meeting as your proxy (or becomes your proxy by default), and you do not direct your proxy how to vote on Item 2 on the Proxy Form, you will be expressly authorizing the Chairman of the meeting to exercise your proxy on these items even if the resolution is connected, directly or indirectly, with remuneration of the KMP.

The Chairman of the meeting intends to vote all available proxies in favor of Item 2.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to assist shareholders in understanding the items of business at the forthcoming Annual General Meeting.

ITEM 1 - ANNUAL FINANCIAL STATEMENTS AND REPORTS

The Company's Annual Report for 2016 (which includes the Financial Report, the Directors Report and the Auditors Report, together called the "Reports") will be presented to the meeting.

Neither the Corporations Act nor the Company's Constitution requires a vote of shareholders on the Reports. However, shareholders will be given a reasonable opportunity to ask questions about the management of the Company.

Also, a reasonable opportunity will be given to shareholders as a whole at the meeting to ask the Company's Auditor, PwC, questions relevant to the conduct of the audit, the preparation and content of the Auditors Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

Shareholders are invited to submit written questions in advance of the meeting as outlined on page 7.

ITEM 2: ADOPTION OF THE REMUNERATION REPORT FOR YEAR ENDED 30 JUNE 2016

The Corporations Act requires that at a listed Company's Annual General Meeting, a resolution that the Remuneration Report be adopted must be put to the shareholders. However, this resolution is advisory only and does not bind the Directors or the Company. Nevertheless the Board will take into account the outcome of the vote and discussion at the meeting when considering the future remuneration policies and practices of the Company.

The Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel of the Company. The Remuneration Report is part of the Annual Report for the year ending 30 June 2016.

Shareholders will have a reasonable opportunity at the meeting to ask questions about or make comments on the Remuneration Report.

The Remuneration Report for the year ended 30 June 2016:

- Describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between remuneration of executives and the Company's performance;
- Sets out the remuneration arrangements for Key Management Personnel; and
- Explains the difference between the basis for remunerating Non-Executive Directors and Executives.

The Board unanimously recommends the adoption of the Remuneration Report.

ITEM 3: ELECTION OF MR JOHN ATKIN AS A DIRECTOR

Mr John Atkin was appointed as an independent non-executive Director of the Company on the 1st October 2015, proceeding its listing on the ASX on 21 October 2015 and is the Chairman of the People and Remuneration Committee and a member of the Audit, Risk & Compliance Committee.

In accordance with the Constitution, a Director appointed by the Board holds office until the next Annual General Meeting following his or her appointment, unless elected by shareholders.

John was appointed by the Board to fill a casual vacancy and, being eligible, offers himself for election as a Director of the Company at the meeting.

John is a qualified lawyer with significant experience as a director of large publicly listed companies. John was the managing director of the Trust Company Limited from 2009 to 2013 prior to its successful merger with Perpetual Limited. Prior to joining The Trust Company, John was a managing partner and Chief Executive Officer of leading Australasian law firm, Blake Dawson (now Ashurst). Before this, John was a senior mergers and acquisitions partner of Mallesons Stephen Jaques (now King and Wood Mallesons).

John is currently a non-executive director of IPH Limited and recently resigned as the independent Chairman of GPT Metro Office Fund following its recent takeover. John is Chairman of the Australian Outward Bound Foundation and a member of the Board of the State Library of New South Wales Foundation.

John also served as a director of Aurizon Holdings Limited (formerly QR Nation) from the time of its IPO in 2010 until February 2016.

Recommendation

The Board (with Mr John Atkin abstaining) unanimously recommends the election of Mr John Atkin as a Director of the Company.

ITEM 4: ELECTION OF MR GARRY HOUNSELL AS A DIRECTOR

Mr Garry Hounsell was appointed as an independent non-executive Director of the Company on the 1st October 2015, proceeding its listing on the ASX on 21 October 2015 and is the Chairman of the Audit, Risk & Compliance Committee and a member of the People & Remuneration Committee.

In accordance with the Constitution, a Director appointed by the Board holds office until the next Annual General Meeting following his or her appointment, unless elected by shareholders.

Garry was appointed by the Board to fill a casual vacancy and, being eligible, offers himself for election as a Director of the Company at the meeting.

Garry is a qualified accountant with significant experience as a director of large publicly listed companies. He is a Fellow of the Chartered Accountants Australia and New Zealand and a Fellow of the Australian Institute of Company Directors. Prior to his appointment as a public company director, Garry was a senior Partner of Ernst & Young and Chief Executive Officer and Country Managing Partner of Arthur Andersen.

Garry is currently a director of Treasury Wine Estates Limited, Dulux Group Limited, Spotless Group Holdings Limited and recently appointed Chairman of Helloworld Limited.

Garry also served as a Director of PanAust Limited and Qantas Airways Limited during the preceding three years.

Recommendation

The Board (with Mr Garry Hounsell abstaining) unanimously recommends the election of Mr Garry Hounsell as a Director of the Company.

ITEM 5: APPOINTMENT OF AUDITOR

PwC was appointed as the auditor of the Company by the Board on 25 February 2015.

Section 327B(1)(a) of the Corporations Act requires a public company to appoint an auditor at its first Annual General Meeting. Accordingly, the Company is seeking shareholder approval of the appointment of PwC as the Company's auditor.

PwC has been duly nominated for appointment as the Company's auditor by a shareholder of the Company, as required by section 328B of the Corporations Act. A copy of the shareholder's written notice of nomination is included in this mail pack.

Recommendation

The Board unanimously recommends the appointment of PwC as auditor of the Company.

The Directors
Integral Diagnostics Limited
1111 Howitt Street
Wendouree
Victoria, 3355

1 October 2016

Dear Madams/Sirs,

Nomination of PricewaterhouseCoopers as auditor of the Company

I, Garry Hounsell, a member of Integral Diagnostics Limited
(ACN 130 832 816) (the **Company**), pursuant to section 328B of the
Corporations Act 2001 (Cth), hereby nominate
PricewaterhouseCoopers to be appointed as auditor of the Company.

Yours sincerely,



Garry Hounsell
Member of Integral Diagnostics Limited

QUESTIONS FROM SHAREHOLDERS

The Annual General Meeting (AGM) of Integral Diagnostics Limited (the "Company") will be held at the office of Herbert Smith Freehills located at Level 42, 101 Collins Street, Melbourne, Victoria, on Friday 18 November 2016, commencing at 10.00am AEDT.

Shareholders are invited to register questions in advance of the AGM.

This form may also be used to submit a written question to the auditor if the question is relevant to the content of the auditor's report or the conduct of the audit of the financial report to be considered at the AGM.

In the course of the AGM we intend to respond to as many of the more frequently asked questions as is practicable.

Please note that individual responses will not be sent.

Shareholder questions must be received by 5.00pm (AEDT time) on Friday 11 November 2016.

Please return the form to our Share Registry Computershare Investor Services Pty Ltd, GPO 242, Melbourne, Victoria, 3001 or by facsimile to +61 3 9473 2500. The envelope provided for the return of your proxy form may also be used for this purpose. Alternatively, you may email your questions to joksimovics@integraldiagnostics.com.au

If emailing please include your name and Shareholder Referent Number (SRN) or Holder Identification Number (HIN).

Shareholder's Name

Security Reference Number (SRN)

Holder Identification Number (HIN)

Question/s

Please tick [] if it is a question directed to the Auditor

1. _____ []

2. _____ []

3. _____ []

4. _____ []

5. _____ []



Integral Diagnostics Limited
ABN 55 130 832 816

IDX

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

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Lodge Proxy and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to lodge your proxy.

Your access information that you will need to lodge your proxy:

Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



For your proxy to be effective it must be received by 10.00am (AEDT) Wednesday 16 November 2016

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Appointing the Chairman as proxy: If you wish to appoint the Chairman of the Meeting as your proxy, mark the first box in Step 1. If you leave Step 1 blank, or you direct your proxy how to vote and your proxy does not attend the Meeting or does not vote on a poll in accordance with your instructions, the Chairman of the Meeting will become your proxy by default.

Proxy voting by key management personnel: The key management personnel of the Company (which includes each of the directors) and their closely related parties will not be able to vote your proxy on Item 2 unless you direct them how to vote, or the Chairman of the Meeting is your proxy. If you intend to appoint such a person as your proxy, please ensure that you direct them how to vote on Item 2 by marking the voting boxes in Step 2 of the proxy form.

If the Chairman of the Meeting is (or becomes) your proxy and you do not mark a voting box for Item 2, then by completing and submitting the proxy form you will be expressly authorising the Chairman of the Meeting to exercise your proxy in respect of Item 2 even though the item is connected with the remuneration of the Company's key management personnel. The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

Signing Instructions for Postal Forms

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on the form provided with the Notice of Meeting and return with this form.

**GO ONLINE TO LODGE PROXY,
or turn over to complete the form →**

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



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I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Integral Diagnostics Limited hereby appoint

☐

the Chairman
of the Meeting **OR**



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Integral Diagnostics Limited to be held at the office of Herbert Smith Freehills located at level 42, 101 Collins Street, Melbourne, Victoria on Friday 18 November 2016 at 10.00am (AEDT) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), by completing and submitting this form, I/we expressly authorise the Chairman to exercise my/our proxy on Item 2 (except where I/we have indicated a different voting intention below) even though Item 2 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting by marking the appropriate box in step 2 below.

STEP 2

Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Item 2	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Election of Mr John Atkin as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Election of Mr Garry Hounsell as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /

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Computershare +