



ASX Release

Notice of General Meeting

Melbourne, Australia - (May 23, 2016) – Clinical-stage oncology company Prescient Therapeutics Ltd (ASX: PTX) provides the attached Notice of General Meeting (**Notice**) which has been sent to shareholders in relation to a General Meeting of Shareholders proposed to be held on Wednesday 22 June 2016 at 10:00am (AEST).

It is noted that there was a typographical error in the wording of Resolution 1 of the Notice and wording on the Proxy Form which was sent out to shareholders. Whilst the heading of the Resolution is correct, the recipient of the options noted was incorrect. The correct proposed Resolution is noted below:

Resolution 1: Ratification of prior issue of options

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, shareholders approve, ratify and confirm the allotment and issue on 5 February 2016 of 1,300,000 options to Bluechip Corporate Services LLC as described in the Explanatory Statement.”

The Notice of General Meeting dated 18 May 2016 and associated proxy form should be taken to have been amended accordingly. A copy of the document correcting the errors is attached.

Resolution 1 will be proposed in the form described above at the General Meeting of Shareholders to be held on 22 June 2016.

ENDS

About Prescient Therapeutics Limited (PTX)

PTX is a clinical stage oncology company developing novel compounds that show promise as potential new therapies to treat a range of cancers that have become resistant to front line chemotherapy.

PTX's lead drug candidate PTX-200 inhibits an important tumor survival pathway known as Akt, which plays a key role in the development of many cancers, including breast and ovarian cancer, as well as leukemia. Unlike other drug candidates that target Akt inhibition which are non-specific kinase inhibitors that have toxicity problems, PTX-200 has a novel mechanism of action that specifically inhibits Akt whilst being comparatively safer. This highly promising compound is now the focus of three current clinical trials. The first is a Phase Ib/II study examining PTX-200 in breast cancer patients at the prestigious Montefiore Cancer Center in New York and at Florida's H. Lee Moffitt Cancer Center (Moffitt). A Phase Ib/II trial of the compound in combination with current standard of care is also underway in patients with recurrent or persistent platinum resistant ovarian cancer at the Moffitt. These trials are funded in part by grants from the U.S. National Cancer Institute. In addition, PTX has recently received IND allowance for a Phase Ib/II trial evaluating PTX-200 as a new therapy for Acute Myeloid Leukemia.



PTX's second novel drug candidate, PTX-100, is a first in class compound with the ability to block an important cancer growth enzyme known as geranylgeranyl transferase (GGT). It also blocks the Ral and Rho circuits in cancer cells which act as key oncogenic survival pathways, leading to apoptosis (death) of cancer cells. PTX-100 was well tolerated and achieved stable disease in a Phase I trial in advanced solid tumors.

Further Inquiries:

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Notice of General Meeting and Explanatory Statement

A General Meeting of

PRESCIENT THERAPEUTICS LIMITED

ACN 006 569 106

*Will be held at
10.00am (AEST) on Wednesday, 22 June 2016*

At

*Chartered Accountants Australia & New Zealand
Level 3, 600 Bourke Street, Melbourne, Victoria, 3000*

This Notice of General Meeting and Explanatory Statement should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor without delay

PRESCIENT THERAPEUTICS LIMITED

ACN 006 569 106

Registered office: Level 4, 100 Albert Road, South Melbourne Victoria 3205

NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of Members of Prescient Therapeutics Limited (the "Company") will be held at Chartered Accountants Australia & New Zealand, Level 3, 600 Bourke Street, Melbourne, Victoria, 3000 at 10.00am (AEST) on Wednesday, 22 June 2016.

AGENDA

The Explanatory Statement and proxy form which accompany and form part of this Notice, describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the proxy form in their entirety.

SPECIAL BUSINESS

Resolution 1: Ratification of prior issue of options

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, shareholders approve, ratify and confirm the allotment and issue on 5 February 2016 of 1,300,000 options to Bluechip Corporate Services LLC as described in the Explanatory Statement."

Resolution 2: Ratification and approval of previous allotment and issue of the first tranche shares under a placement

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

"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify and approve the previous allotment and issue of 19,444,445 ordinary shares under a first tranche placement to sophisticated and institutional investors, as detailed in the Explanatory Statement."

Resolution 3: Approval of issue of options and second tranche shares under a placement

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

"That for the purposes of ASX Listing Rule 7.1 and for all other purposes, shareholders approve the issue of 58,333,335 ordinary shares and 38,888,893 options to sophisticated and institutional investors under a second tranche placement as detailed in the Explanatory Statement."

DATED this 18th day of May 2016 at Melbourne.

By order of the Board



Melanie Leydin
Company Secretary

Notes

1. **Entire Notice:** The details of the resolution contained in the Explanatory Notes accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Voting:** The Company has determined that for the purposes of the General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7pm on 20 June 2016. Only those persons will be entitled to vote at the General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the General Meeting.
3. **Voting Exclusion Statement:**

Resolution 1

The Company will disregard any votes cast on this resolution by any person who participated in the issue and any associates of those persons.

Resolution 2

The Company will disregard any votes cast on this resolution by any person who participated in the issue of securities described in the Explanatory Statement or any of their associates.

Resolution 3

The Company will disregard any votes cast on this resolution by any person who may participate in the proposed issue of securities described in the Explanatory Statement or any person who might obtain a benefit, except solely in the capacity of a holder of ordinary shares, or any associate of such person.

However the Company need not disregard a vote in relation to any of the resolutions if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

EXPLANATORY STATEMENT

Resolution 1: Ratification of prior issue of options

The Company is seeking shareholder approval to ratify the issue on 5 February 2016 of 1,300,000 options (**Consultancy Options**) over the Company's shares to Bluechip Corporate Services LLC in accordance with consulting agreements for investor relations services.

ASX Listing Rule 7.4 provides that a company may reinstate its capacity to issue up to 15% of the ordinary securities on issue in a 12 month period if shareholders ratify the previous issue of securities and the issue did not breach Listing Rule 7.1.

The Company therefore seeks shareholder approval to issue these Consultancy Options under Listing Rule 7.4 in order that these Consultancy Options are not included in the limit imposed by ASX Listing Rule 7.1 on the number of equity securities which the Company can issue without shareholders' approval.

ASX Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to ASX Listing Rule 7.4:

- (a) the total number of Consultancy Options that were issued was 1,300,000;
- (b) the Consultancy Options were issued for nil consideration;
- (c) the terms of the Consultancy Options are:
 - (i) exercise price of \$0.10 (10 cents) per Consultancy Option;
 - (ii) Consultancy Options entitle the holder to subscribe for one Share upon payment of the exercise price for that Consultancy Option;
 - (iii) Consultancy Options have the following vesting conditions:
 - A. 200,000 options vest when the 10 day VWAP is (\$0.18) 18 cents;
 - B. 200,000 options vest when the 10 day VWAP is (\$0.26) 26 cents;
 - C. 400,000 options vest when the 10 day VWAP is (\$0.36) 36 cents; and
 - D. 500,000 options vest when the 10 day VWAP is (\$0.53) 53 cents;
 - (iv) Consultancy Options are exercisable at any time between the issue date and 5.00pm (AEDST) on the Option Expiry date, being 10 December 2018 (**Option Expiry Date**);
 - (v) any Consultancy Options not exercised on the Option Expiry Date will automatically lapse;
 - (vi) Shares issued on the exercise of the Consultancy Options will rank pari-passu with existing Shares;
 - (vii) the Company will, in accordance with Listing Rule 2.8, make application to have Shares allotted pursuant to an exercise of Consultancy Options listed for Official Quotation;
 - (viii) there will be no participating entitlements inherent in the Consultancy Options to participate in new issues of capital which may be offered to shareholders during the currency of the Consultancy Options;
 - (ix) in the event the Company proceeds with a pro rata issue (except a bonus issue) of Shares to the holders of Shares after the date of issue of the Consultancy Options, the exercise price of the Consultancy Options will be adjusted in accordance with the formula set out in Listing Rule 6.22.2;
 - (x) in the event of any re-organisation (including reconstructions, consolidations, subdivision, and reduction of capital) of the issued capital of the Company, the Consultancy Options will be re-organised as required by the Listing Rules, but in all other respects the terms of exercise will remain unchanged; and
 - (xi) the Consultancy Options will not give any right to participate in dividends until Shares are allotted pursuant to the exercise of the relevant Consultancy Options;
- (d) the Consultancy Options were issued to Bluechip Corporate Services LLC; and
- (e) as the Consultancy Options were issued for nil consideration there were no funds raised from their issue.

Recommendation

The Board unanimously recommends that the shareholders vote in favour of Resolution 1.

Resolution 2 – Ratification and approval of previous allotment and issue of first tranche shares under a placement

Resolution 2 seeks shareholder approval under ASX Listing Rule 7.4, and for all other purposes, for the issue of 19,444,445 fully paid ordinary Shares in the Company (**First Tranche Shares**) under the Placement to sophisticated and institutional investors announced on 18 May 2016 at an issue price of \$0.09 (9 cents) per Share.

ASX Listing Rule 7.1 and 7.1A¹ prevents the Company from issuing more than 25% of its issued capital without shareholder approval. The allotment and issue of the First Tranche Shares did exceed the 15% threshold and required the Company to utilise its additional 10% placement capacity under Listing Rule 7.1A. Listing Rule 7.4 provides that where a company subsequently approves an issue of securities, the issue will be treated as having been made with approval for the purpose of Listing Rule 7.1 and 7.1A, thereby replenishing that company's 15% capacity and additional 10% capacity, enabling it to issue further securities up to that limit.

Resolution 2 proposes the ratification and approval of the allotment and issue of the First Tranche Shares for the purpose of satisfying the requirements of ASX Listing Rule 7.4. Details of the issue are set out below.

First Tranche Shares	
Issue Date	24 May 2016
Number of securities	19,444,445 fully paid ordinary Shares
Issue price	\$0.09 (9 cents) per Share
Terms of issue	The Shares rank equally with all existing Shares on issue
Allottees	The Shares were issued through private placement to sophisticated and institutional investors
Use of funds raised	Proceeds of the issue will be used to progress the Company's clinical programs and for working capital purposes

If resolution 2 is not approved, the Company's ability to raise additional equity funds over the next 12 months without reference to shareholders will be restricted.

Recommendation

The Directors unanimously recommend that shareholders vote in favour of this resolution.

Resolution 3 – Approval of issue of options and second tranche shares under placement

Resolution 3 seeks shareholder approval under ASX Listing Rule 7.1, and for all other purposes, for the issue of 38,888,893 options (**Options**) and 58,333,335 fully paid ordinary Shares in the Company (**Second Tranche Shares**) under the Placement to sophisticated and institutional investors, expected to complete on or about 23 June 2016.

As outlined above, ASX Listing Rule 7.1 and 7.1A prevents the Company from issuing from more than 25% of its issued capital without shareholder approval. The allotment and issue of the Options and Second Tranche Shares, if made without shareholder approval, would exceed the 25% threshold. Resolution 3 therefore proposes the approval of the allotment and issue of the Options and Second Tranche Shares for the purpose of satisfying the requirements of ASX Listing Rule 7.1 and 7.1A.

The Company has agreed to issue the Options and the Second Tranche Shares conditional on the necessary approvals being obtained from shareholders. This means that if:

- resolution 2 only is passed, the Options and Second Tranche Shares will be issued without approval up to the Company's 25% capacity under ASX Listing Rule 7.1 and 7.1A;
- both resolutions are passed, the Options and Second Tranche Shares will be issued with approval pursuant to ASX Listing Rule 7.1; or
- none of the resolutions are passed, the Options and Second Tranche Shares will not be issued.

Further details regarding the proposed issue of the Options and Second Tranche Shares are set out below.

¹ Listing Rule 7.1A applies to the Company as an eligible entity that obtained shareholder approval at its last annual general meeting.

Second Tranche Shares and Options	
Maximum number of securities to be issued	58,333,335 fully paid ordinary shares and 38,888,893 options
Issue Date	Expected to be 23 June 2016 but, in any event, no later than three months after the date of the General Meeting.
Issue price	Shares: \$0.09 (9 cents) per Share Options: Nil, on the basis of one free attaching option for each two Shares subscribed for under the Placement.
Terms of issue	The Shares rank equally with all existing Shares on issue. Options will have an exercise price of \$0.18 (18 cents) and an expiry date of 30 June 2018. Other applicable terms of options are set out in Annexure A.
Persons to whom securities will be issued	Shares and Options will be issued to sophisticated and institutional investors determined by the Company and/or any underwriter of the raising (in consultation with any lead manager or underwriter appointed for the capital raising).
Use of funds raised	Proceeds of the issue will be used to progress the Company's clinical programs and for working capital purposes. As the Options are to be issued for nil consideration there will be no funds raised from their issue, the Company intends to use the funds raised by the exercise of the Options for working capital purposes.

Recommendation

The Directors unanimously recommend that shareholders vote in favour of this resolution.

GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“**\$**” means Australian Dollars;

“**ASX**” means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

“**AEST**” means Australian Eastern Standard Time.

“**Board**” means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

“**Chairman**” means the person appointed to chair the General Meeting of the Company convened by the Notice;

“**Company**” means Prescient Therapeutics Limited ACN 006 569 106;

“**Constitution**” means the constitution of the Company as at the date of the General Meeting;

“**Corporations Act**” means the Corporations Act 2001 (Cth);

“**Director**” means a Director of the Company;

“**Explanatory Statement**” means the explanatory statement which forms part of the Notice;

“**First Tranche Shares**” means 19,444,445 fully paid ordinary shares in the Company;

“**General Meeting**” has the meaning given in the introductory paragraph of the Notice;

“**Listing Rules**” means the Listing Rules of the ASX;

“**Notice**” means the Notice of Meeting accompanying this Explanatory Statement;

“**Placement**” means the placement announced on 18 May 2016, for the issue of the First Tranche Shares, Second Tranche Shares and Options.

“**Proxy Form**” means the proxy form attached to the Notice;

“**Options**” means one option attaching to every two Shares subscribed for under the Placement;

“**Resolution**” means a resolution referred to in the Notice;

“**Second Tranche Shares**” means 58,333,335 fully paid ordinary shares in the Company;

“**Share**” means a fully paid ordinary share in the capital of the Company;

“**Trading Day**” means a day determined by ASX to be a trading day in accordance with the Listing Rules;

“**VWAP**” means volume weighted average price.

PROXY AND VOTING INSTRUCTIONS

1. For the purposes of the Corporations Act, the Company has determined that all securities of the Company recorded on the Company's register as at 7pm on 20 June 2016 will be taken, for the purposes of the General Meeting, to be held by the persons who held them at that time.
2. The details of the Resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and forms part of this Notice of Meeting.
3. A shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a shareholder of the Company.
4. If a proxy is not directed how to vote on an item of business, the proxy may vote or abstain from voting on that resolution as they think fit.
5. If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the shareholder's behalf on the poll and the shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
6. Shareholders who return their proxy forms with a direction on how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chairman of the meeting as their proxy to vote on their behalf.
7. If a proxy form is returned but the nominated proxy does not attend the meeting, or does not vote on the resolution, the Chairman of the meeting will act in place of the nominated proxy and vote in accordance with any instructions.
8. Proxy appointments in favour of the Chairman of the meeting, the secretary or any Director that do not contain a direction on how to vote will be used where possible to support each of the resolutions proposed in this Notice.
9. Where a voting exclusion applies, the Company need not disregard a vote if it is cast by a person excluded from voting as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form, or where it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.
10. A proxy form is attached. If required it should be completed, signed and returned to the Company's registered office or Automic Pty Ltd in accordance with the instructions set out in the proxy form by no later than 10.00am (AEST) on Monday, 20 June 2016.

ANNEXURE A

TERMS AND CONDITIONS OF OPTIONS

The terms and conditions of the options to be granted pursuant to resolution 3 are as follows:

Terms of Options

(a) Entitlement

- (i) Each option entitles the option holder to subscribe for, and be allotted, one ordinary share in the capital of the Company (**Share**).
- (ii) Shares issued on the exercise of options will rank equally with all existing Shares on issue, as at the exercise date, and will be subject to the provisions of the constitution of the Company and any escrow restrictions imposed on them by the ASX.

(b) Exercise of Option

- (i) The Options are exercisable at any time from the date of issue until the expiry date.
- (ii) The final date and time for exercise of the options is 5pm (AEST) on 30 June 2018 (**Expiry Date**). If such date falls on a day that is not a business day, the Expiry Date will be the next business day.
- (iii) Each option is exercisable by the option holder signing and delivering a notice of exercise of option together with payment of the exercise price in full for each Share to be issued upon exercise of each option to the Company's share registry.
- (iv) Remittances must be made payable to 'PTX Therapeutics Limited' and cheques should be crossed 'Not Negotiable'.
- (v) Subject to paragraph (b)(vi), all Options will lapse on the earlier of the:
 - (A) receipt by the Company of notice from the Option holder that the Option holder has elected to surrender the Option; and
 - (B) the Expiry Date.
- (vi) In the event of:
 - (A) liquidation or winding up of the Company; or
 - (B) upon the bankruptcy, liquidation or winding up of an option holder or the happening of any other event that results in the option holder being deprived of the legal or beneficial ownership of the option,all unexercised Options will lapse without any claim against the Company.

(c) Quotation

The Company will apply to the ASX for Official Quotation of the Options, subject to obtaining sufficient spread pursuant to the ASX Listing Rules.

(d) Participation in Securities Issues

Subject to paragraph (e) below, the holder is not entitled to participate in new issues of securities without exercising the Options.

(e) Participation in a Reorganisation of Capital

- (i) In the event of any reconstruction or reorganisation (including consolidation, sub-division, reduction or return of the capital of the Company), the rights of an Option holder will be changed in accordance with the Listing Rules of the ASX applying to a restructure or reorganisation of the capital at the time of that restructure or reorganisation, provided always that the changes to the terms of the Options do not result in any benefit being conferred on the Option holder which is not conferred on Shareholders of the Company.
- (ii) In any reorganisation as referred to in paragraph (e)(i), Options will be treated in the following manner:
 - (A) in the event of a consolidation of the share capital of the Company, the number of options will be consolidated in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;

- (B) in the event of a subdivision of the share capital of the Company, the number of options will be subdivided in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;
- (C) in the event of a return of the share capital of the Company, the number of options will remain the same and the exercise price will be reduced by the same amount as the amount returned in relation to each ordinary share;
- (D) in the event of a reduction of the share capital of the Company by a cancellation of paid up capital that is lost or not represented by available assets where no securities are cancelled the number of Options and the exercise price of each option will remain unaltered;
- (E) in the event of a pro-rata cancellation of shares in the Company, the number of options will be reduced in the same ratio as the ordinary share capital of the Company and the exercise price of each option will be amended in inverse proportion to that ratio; and
- (F) in the event of any other reorganisation of the issued capital of the Company, the number of options or the exercise price or both will be reorganised (as appropriate) in a manner which will not result in any benefits being conferred on the option holder which are not conferred on shareholders.

(f) Adjustments to Options and Exercise Price

- (i) Adjustments to the number of Shares over which options exist and/or the exercise price may be made as described in paragraph (f)(ii) to take account of changes to the capital structure of the Company by way of pro-rata bonus and cash issues.
- (ii) The method of adjustment for the purpose of paragraph (f)(i) shall be in accordance with the Listing Rules of the ASX from time to time, which, under Listing Rules 6.22.2 and 6.22.3, currently provide:

(A) Pro Rata Cash Issues

Where a pro-rata issue is made (except a bonus issue) to the holders of underlying securities, the exercise price of an option may be reduced according to the following formula:

$$O' = O - \frac{E[P-(S+D)]}{N + 1}$$

where:

- O' = the new exercise price of the option.
- O = the old exercise price of the option.
- E = the number of underlying securities into which one option is exercisable.
- P = the average market price per security (weighted by reference to volume) of the underlying securities during the 5 trading days ending on the day before the ex rights date or ex entitlements date.
- S = the subscription price for a security under the pro-rata issue.
- D = the dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro-rata issue).
- N = the number of securities with rights or entitlements that must be held to receive a right to one new security.

(B) Pro-Rata Bonus Issues

If there is a bonus issue to the holders of the underlying securities, on the exercise of any options, the number of Shares received will include the number of bonus Shares that would have been issued if the options had been exercised prior to the record date for bonus issues. The exercise price will not change.

(g) No entitlement to dividends

The Options will not give any right to participate in dividends until Shares are allotted pursuant to the exercise of the relevant Options.



Prescient Therapeutics Limited
ACN 006 569 106

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[EntityRegistrationDetailsLine6Envelope]

Holder Number: [HolderNumber]

Security Holder Appointment of Proxy – General Meeting

I/We being a Shareholder entitled to attend and vote at the Meeting, hereby appoint

OR

The Chair as my/our proxy

(Name of Proxy)

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the General Meeting to be held at **10.00am (AEST) on Wednesday, 22 June 2016 at Chartered Accountants Australia & New Zealand, Level 3, 600 Bourke Street, Melbourne, Victoria, 3000** and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "for," "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

VOTING ON SPECIAL BUSINESS OF THE MEETING

Resolutions

	For	Against	Abstain
1 Ratification of prior issue of 1,300,000 Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification and approval of previous allotment and issue of the first tranche shares under a placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of issue of options and second tranche shares under a placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDER(S):

Individual or Shareholder 1

Sole Director or
Sole Director / Company Secretary

Shareholder 2

Director

Shareholder 3

Director / Company Secretary

INSTRUCTIONS FOR COMPLETING 'APPOINTMENT OF PROXY' FORM

APPOINTING A PROXY

A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. The appointed proxy may be an individual or body corporate.

If a Body Corporate is appointed to act as your proxy then a representative of that Body Corporate must be appointed to act as its representative. When attending the meeting, the representative must bring a formal notice of appointment as per section 250D of the Corporations Act. Such notice must be signed as required by section 127 of the Corporations Act or the Body Corporate's Constitution.

If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll.

The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.

Note: If you wish to appoint a second proxy, you may copy this form but you must return both forms together.

VOTING ON BUSINESS OF MEETING

A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the number of votes that the proxy may exercise by writing the number of Shares next to the box marked for the relevant item of business.

Where a box is not marked the proxy may vote as they choose subject to the relevant laws.

Where more than one box is marked on an item the vote will be invalid on that item.

SIGNING INSTRUCTIONS

- **Individual:** Where the holding is in one name, the Shareholder must sign.
- **Joint holding:** Where the holding is in more than one name, all of the Shareholders should sign.
- **Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
- **Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

ATTENDING THE MEETING

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

LODGEMENT OF VOTES

To be effective, a validly appointed proxy must be received by the Company **not less than 48 hours** prior to commencement of the Meeting. Proxy Forms received later than this time will be invalid.

Proxy appointments can be lodged by:

- a) **Hand Delivery** – to Automic Registry Services Suite 310, Level 3, 50 Holt Street Surry Hills NSW 2010; or
- b) **Post** - to Automic Registry Services, PO Box 2226, Strawberry Hills NSW 2012; or
- c) **Facsimile** - to the Company on facsimile number +61 2 8583 3040 or
- d) **Online** – via our share registry @ <https://investor.automic.com.au/#/loginsah> and follow the below instructions:
 1. Enter the Company Name or Code
 2. HIN/SRN – enter your personal holder number
 3. Enter your postcode if your holding has a registered address in Australia, or your Country of residence if outside Australia
 4. Click the "Access" button
 5. Click the "View Meetings" button to commence registering your voting intention

