

ASX Announcement

20 October 2023

Notice of 2023 Annual General Meeting

Notice is hereby given that the 2023 Annual General Meeting (2023 AGM) of the shareholders of SciDev Limited (SciDev or the Company) will be held as follows:

Time: 12.00pm AEDT (Sydney time)

Date: 21 November 2022

Venue: Building G, 22 Powers Road, Seven Hills NSW 2147

This Notice of Annual General Meeting should be read in conjunction with the attached Explanatory Notes and is accompanied by a Proxy Form for those shareholders wishing to vote by proxy. Please follow the instructions on the Proxy Form carefully.

Shareholders that wish to view the meeting can do so by utilising the link below:

https://us02web.zoom.us/webinar/register/WN_SXlpA17ETwu4_PHbmeBYTA

Note: Shareholders will not be able to vote at the meeting utilising this link, so please ensure you lodge a valid proxy in accordance with the instructions provided below or attend the meeting in person, if you wish to vote.

Ordinary Business

Financial Report

To receive and consider the Company's Financial Report, including the Reports of the Directors and the Auditors of the Company and its controlled entities, for the year ended 30 June 2023.

Note: There is no requirement for Shareholders to approve this Report.

Resolution 1: To Adopt the Remuneration Report

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

That the Company's Remuneration Report for the financial year ended 30 June 2023 be received, approved and adopted.

Voting Exclusion Statement for Resolution 1

In accordance with section 250R(4) of the Corporations Act, the Company will disregard votes cast on Resolution 1 by a member of the Company's Key Management Personnel (KMP) whose remuneration details are included in the Remuneration Report of the Company's 2023 Annual Report, or a closely-related party of such a member, unless the vote is cast as a proxy for a person entitled to vote in accordance with a direction on the Proxy Form.

Resolution 2: To Elect a Director – Mr Dan O’Toole

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

That Mr Dan O’Toole, a Director retiring in accordance with clause 46 of the Company’s Constitution, being eligible for election, be elected as a Director of the Company.

Other Business

To transact any other business that may be properly brought before the 2023 Annual General Meeting.

Further information in relation to these Resolutions is set out in the attached Explanatory Notes.

Important Information Concerning Proxy Votes on Resolution 1

The Corporations Act places certain restrictions on the ability of KMP and their closely related parties to vote on resolutions connected directly or indirectly with the remuneration of the KMP. Their closely related parties are defined in the Corporations Act, and include certain of their family members, dependants and companies they control. For these reasons, Shareholders who intend to vote by proxy should carefully consider the identity of their proxy and consider appointing someone other than one of the KMP, as such persons will not be able to vote undirected proxies. Shareholders are also encouraged to direct their proxy how to vote on all Resolutions. If you do not do so, you risk your vote not being cast. Undirected proxies held by relevant KMP or their closely related parties will not be voted on Resolution 1 with the exception that the Chairman of the Meeting is expressly authorised to vote undirected proxies on Resolution 1 as he sees fit.

Eligibility to Vote

For the purposes of Regulation 7.11.37 of the Corporations Act, the Directors have set 7:00pm (Sydney time) on 19 November 2023 as the time and date to determine holders of the Company’s Shares for the purposes of the 2023 Annual General Meeting. Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the 2023 Annual General Meeting.

Voting Intentions of the Chairman

The Chairman intends to vote all undirected proxies in favour of all Resolutions unless otherwise indicated in the Notice of Annual General Meeting or Explanatory Notes.

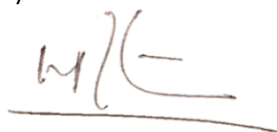
Proxies

To be effective, Proxy Forms must be received by the Company at its registered office at least 48 hours before the time for holding the Meeting and otherwise in accordance with the instructions on the Proxy form.

A member entitled to attend, and vote is entitled to appoint not more than two persons as his / her proxy to attend and vote instead of the member. A proxy need not be a member of the Company. If more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member’s voting rights. Unless under Power of Attorney (which should have been noted by the Company), a Proxy Form by a corporation should be executed under its common seal or in accordance with the Corporations Act.

21 October 2023

By order of the Board



Heath L Roberts

Company Secretary

Explanatory Notes

These Explanatory Notes sets out information in connection with the business to be considered at the 2023 Annual General Meeting of SciDev Limited (**'SciDev'** or **'the Company'**).

Ordinary Business

The following items of ordinary business will be considered at the Meeting:

Financial Report

The first item of the Meeting deals with the consolidated Financial Report of the Company and its controlled entities for the year ended 30 June 2023, including the Directors' Declaration and Directors' Report in relation to that financial year and the Auditors' Report on the financial statements (Financial Report).

Shareholders are asked to consider the Financial Report and raise any matters of interest with the Directors when this item is being considered. Shareholders will be provided with a reasonable opportunity at the Meeting to ask questions about, or make comments on, the Financial Report.

No resolution is required to be moved in respect of this item of business.

Resolution 1: To Adopt the Remuneration Report

The Corporations Act requires that a resolution be put to the members to receive, approve and adopt the Remuneration Report, as it is disclosed in the Directors' Report of the 2023 Annual Report. The vote on this resolution is advisory only and non-binding. The resolution gives the members the opportunity to ask questions or make comments concerning the Remuneration Report during the Meeting.

Under the Corporations Act, if 25% or more of 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 (called a 'spill resolution') that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must stand for re-election. Any undirected proxies held by Directors, with the exception of the Chairman of the Meeting, or other KMP, or any of their closely-related parties, will not be voted on Resolution 1. Closely-related parties are defined in the Corporations Act, and include certain of their family members, dependants and companies they control. The Chairman of the Meeting has received express authority to vote undirected proxies on Resolution 1 as he sees fit.

Resolution 2: To Elect a Director – Mr Dan O'Toole

Mr O'Toole brings over 35 years of experience to the Board. He has vast experience in the engineering and consulting sectors, including over 18 years in executive leadership roles within Coffey International Limited and Pitt&Sherry. Mr O'Toole is currently the Chairman of Viotel Limited, a private company focused on empowering mining, transport and infrastructure businesses to better mitigate risks using world-class monitoring technology.

Dan has fulfilled the role of Acting-Chair prior to appointment of Mr Busby and is a member of the Audit and Risk Committee and the Nomination and Remuneration Committee. Being eligible for re-election, Mr O'Toole now seeks re-election as a Director of the Company. If re-appointed, Mr O'Toole's appointment will remain subject to re-election by rotation in accordance with Clause 46 of the Constitution.

Directors' recommendation

The Directors (except Mr O'Toole) recommend that Shareholders vote in favour of Resolution 2.