
ONCOSIL MEDICAL LIMITED**ACN 113 824 141****NOTICE OF ANNUAL GENERAL MEETING**

TIME: 11:30 am (AEDT)**DATE:** Friday 28 November 2014**PLACE:** Level 8, 1 Alfred Street, Sydney, New South Wales

THIS NOTICE OF ANNUAL GENERAL MEETING SHOULD BE READ IN ITS ENTIRETY. IF SHAREHOLDERS ARE IN DOUBT AS TO HOW THEY SHOULD VOTE, THEY SHOULD SEEK ADVICE FROM THEIR PROFESSIONAL ADVISERS.

SHOULD YOU WISH TO DISCUSS THE MATTERS IN THIS NOTICE OF ANNUAL GENERAL MEETING PLEASE DO NOT HESITATE TO CONTACT THE COMPANY SECRETARY ON (02) 9223 3344.

CONTENTS PAGE

Time and Place of Meeting and How to Vote	1
Letter from the Chairman	3
Notice of Annual General Meeting	4
Explanatory Memorandum	8

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the shareholders of OncoSil Medical Limited ACN 113 824 141 (**Company**) to which this Notice of Annual General Meeting relates will be held at Level 8, 1 Alfred Street, Sydney at 11:30am (AEDT) on Friday, 28 November 2014 (**Annual General Meeting**).

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- (a) post to OncoSil Medical Limited at Suite 807, Level 8, 1 Alfred Street, Sydney 2000; or
- (b) facsimile to OncoSil Medical Limited on facsimile number (02) 8346 6099,

so that it is received not later than 11:30 am (AEDT) on Wednesday, 26 November 2014.

Proxy forms received later than this time will be invalid.

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting;
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Dear Shareholder

I am pleased to invite you to the Annual General Meeting of the Company which will be held at Level 8, 1 Alfred Street, Sydney, New South Wales on Friday, 28 November 2014, commencing at 11:30am.

I have enclosed with this Notice of Annual General Meeting your personalised proxy form.

The following pages contain details of the items of business that you have the opportunity to vote on at the Annual General Meeting.

The resolutions contained in this Notice deal with the statutory requirements for the remuneration report, re-election by rotation of a director, and approval of increased placement capacity; approval of additional loan shares on change of executive responsibilities; approval of the issue of shares to a recruiting firm as part of their fee arrangements; and amendments to keep the Company's Constitution in step with contemporary practice.

OncoSil Medical continues to progress towards its goals for the OncoSil™ radiation treatment of pancreatic cancer. Our recent Investor Presentation, which is available on the Company's website, provides details.

I look forward to seeing you at the Annual General Meeting on Friday, 28 November 2014. If you are unable to attend, please ensure that you fill out and return your personalised proxy form which is enclosed with this Notice of Annual General Meeting.

Thank you for your ongoing support.

Yours sincerely,

Dr. Roger Aston
Chairman

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of shareholders of the Company will be held at Level 8, 1 Alfred Street, Sydney, New South Wales at 11:30am (AEDT) on Friday 28 November 2014.

The Explanatory Memorandum to this Notice of Annual General Meeting provides information on matters to be considered at the Annual General Meeting. The Explanatory Memorandum and the proxy form are part of this Notice of Annual General Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered shareholders of the Company at 11:30 am (AEDT) on Wednesday, 26 November 2014.

Terms and abbreviations used in this Notice of Meeting and Explanatory Memorandum are defined in the Glossary.

AGENDA

The first item of the Notice of Annual General Meeting deals with the presentation of the Company's Annual Financial Report for the year ended 30 June 2014 together with the declaration of the directors, the director's report, the Remuneration Report and the auditor's report. Shareholders should consider this document and raise any matters of interest with the Directors when this item is being considered.

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

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

During this item of business, Shareholders at the meeting may comment on and ask questions about the remuneration report which appears in the OncoSil Medical 2014 Annual Report.

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, the Company adopts the Remuneration Report as set out in the Director's Report in the Annual Report for the year ended 30 June 2014".

Short Explanation:

Section 300A of the Corporations Act requires the Directors' Report to contain a remuneration report containing information about the Board's policy for determining the nature and amount of the remuneration of directors and senior management. The report must also explain the relationship between the remuneration policy and the Company's performance.

Sections 250R(2) and 250R(3) of the Corporations Act provide that the vote on the adoption of the remuneration report is advisory only and does not bind the Directors or the Company.

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

RESOLUTION 2 – RE-ELECTION OF MARTIN ROGERS

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

"To re-elect Martin Rogers who retires by rotation in accordance with Listing Rule 14.4 and Rule 13.2 of the Company's Constitution and being eligible, offers himself for re-election as a Director."

RESOLUTION 3 – APPROVAL OF ISSUE OF LOAN SHARES TO ROGER ASTON

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

"That for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of a total of 2,000,000 Loan Shares to Dr. Roger Aston pursuant to the Employee Share Plan subject to the vesting conditions and otherwise on the terms and conditions outlined in the Explanatory Memorandum which accompanies this Notice of Meeting."

RESOLUTION 4 – APPROVAL OF THE ISSUE OF SHARES TO DERWENT EXECUTIVE

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

"That pursuant to ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of that many fully paid ordinary shares in the capital of the Company at the market price (as described in the accompanying Explanatory Memorandum) which in aggregate have a value of \$20,833.33 to Derwent Executive, the material terms of which are stated in the Explanatory Memorandum which accompanies this Notice of Meeting."

RESOLUTION 5 – APPROVAL OF INCREASED 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, Shareholders approve the increase in the capacity of the Company to issue equity securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions stated in the Explanatory Memorandum which accompanies this Notice of Meeting."

RESOLUTION 6 – AMENDMENTS TO THE CONSTITUTION

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

"That pursuant to section 136(2) of the Corporations Act and for all other purposes, the Shareholders of the Company approve the amendment of the Company Constitution as detailed in Schedule 2 to the Explanatory Memorandum accompanying this Notice of Meeting."

VOTING EXCLUSION STATEMENTS

As required by the ASX Listing Rules:

RESOLUTION 1 – The Company will disregard any votes cast on Resolution 1 by a member of the Key Management Personnel and a Closely Related Party of those persons. 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 direction 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 directs.

RESOLUTION 2 - The Company will disregard any vote cast in respect of Resolution 2 by Martin Rogers or by any associate of Martin Rogers. 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 direction 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 directs.

RESOLUTION 3 - The Company will disregard any votes cast on the proposed Resolution 3 by the Directors of the Company (except a director who is ineligible to participate in any employee incentive scheme of the Company) or by any associate of such directors. However, the Company need not disregard a vote on Resolution 3 if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the direction 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.

As required by the Corporations Act 2001 (Cth), no member of the Company's key management personnel or a Closely Related Party of any such member may vote as proxy on Resolution 3 unless:

- (a) the person votes as proxy appointed by writing that specifies how the person is to vote on Resolution 3 and the vote is not cast on behalf of any member of the Company's key management personnel or a Closely Related Party of such member; or
- (b) the person is the chair of the meeting and votes as a proxy appointed by writing that expressly authorises the chair to vote on Resolution 3 even though that resolution is connected with the remuneration of a member of the Company's key management personnel.

RESOLUTION 4 - The Company will disregard any votes cast on the proposed Resolution 4 by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed. However, the Company need not disregard a vote on Resolution 4 if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the direction 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.

RESOLUTION 5 - The Company will disregard any votes cast on the proposed Resolution 5 by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed. However, the Company need not disregard a vote on Resolution 5 if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the direction 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.

Dated 28 October 2014

BY ORDER OF THE BOARD

Peter Casey
Company Secretary

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held at Level 8, 1 Alfred Street, Sydney, New South Wales on Friday, 28 November 2014 at 11:30am (AEDT).

The purpose of this Explanatory Memorandum is to provide information that the directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Annual General Meeting.

REPORTS AND ACCOUNTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2014 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.OncoSil.com.au.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

General

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, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year. The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

Voting consequences

Under the Corporations Act, listed entities are required to put to the vote a resolution that the Remuneration Report section of the Directors' Report be adopted. This Remuneration Report can be found in the Company's 2014 Annual Report. It sets out a range of matters relating to the remuneration of Directors, the Company Secretary and Senior Executives of the Company.

A vote on this resolution is advisory only and does not bind the Directors or the Company. A copy of the Company's 2014 Annual Report can be found on its website at www.OncoSil.com.au.

The Corporations Act provides that:

- (a) members of the Key Management Personnel whose remuneration details are included in the Remuneration Report (and any Closely

Related Party of those members) are not permitted to vote on a resolution to approve the Remuneration Report, and

- (b) if the vote to approve the Remuneration Report receives a "no" vote by at least 25% of the votes cast, this will constitute a "first strike".

As no "strike" occurred at the Company's 2013 Annual General Meeting, the current "strike" count is zero. If a "first strike" was to occur at the 2014 Annual General Meeting:

- (a) the Company's subsequent Remuneration Report (in other words, the Company's Remuneration Report to be included in the 2015 Annual Report) must include an explanation of the Board's proposed action in response to the "no vote" or an explanation of why no action has been taken; and
- (b) if the Company's subsequent (i.e. 2015) Remuneration Report also receives a "no vote" at the 2015 Annual General Meeting of at least 25% of the votes cast, then Shareholders at the 2015 Annual General Meeting will be asked (at that 2015 Annual General Meeting) to vote on whether or not the Company is to hold another general Shareholder's meeting (within the following 90 days) to vote on a "spill resolution" under section 250V of the Corporations Act.

Recommendation

As set out in the Notice of Annual General Meeting, any member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, together with a Closely Related Party of those members, are excluded from casting a vote on Resolution 1.

Accordingly, the Board abstains from making a recommendation in relation to Resolution 1.

The Chairman intends to exercise all undirected proxies in favour of Resolution 1.

RESOLUTION 2 – RE-ELECTION OF MARTIN ROGERS

Rule 13.2 of the Constitution of the Company provides that at each Annual General Meeting one-third of the Directors, if their number is not a multiple of 3, then the number nearest to one-third of the Directors must retire from office. Martin Rogers was elected to the Board at the Company's General Meeting held on 22 May 2013.

In accordance with Rule 13.2 of the Constitution of the Company, Martin Rogers is due to retire, is eligible for re-election and has submitted himself for re-election at this Annual General Meeting.

Information regarding Martin Rogers can be found on page 4 of the 2014 Annual Report.

Recommendation

The Directors (in the absence Martin Rogers) strongly recommend that shareholders vote in favour of Resolution 2.

RESOLUTION 3 –APPROVAL OF ISSUE OF LOAN SHARES TO DR. ROGER ASTON

For the purposes of ASX Listing Rule 10.14 the Company seeks shareholder approval for the proposed issue of 2,000,000 Loan Shares to Dr Aston (**RA Loan Shares**) pursuant to the

terms of the Employee Share Plan, resulting in Dr Aston having a relevant interest in the capital of the Company of 3.67%, being 13,016,537 ordinary shares.

On 6 January 2014, the Shareholders in a general meeting, approved the issue of 20,000,000 Loan Shares pursuant to the Company's Employee Share Plan to Dr Neil Frazer. On 9 September 2014 the Company announced a senior management restructure. As part of this management restructure, Dr Neil Frazer stepped down from his Chief Executive Officer role into a Chief Medical Officer role (whilst retaining his Executive Director position) and Dr Aston was appointed as Executive Chairman.

In recognition of these changes in Company roles, it is proposed (and Dr Neil Frazer agrees) that 2,000,000 of the Loan Shares issued to Dr Neil Frazer (pursuant to the 6 January 2014 approval) be cancelled in an equal number across the four loan tranches (without the need for prior shareholder approval, in accordance with section 257B of the Corporations Act) and 2,000,000 new Loan Shares be issued to Dr Aston (vesting subject to the same 4 vesting conditions, as detailed below) instead in recognition of his agreement to undertake additional duties. The net effect is that the Company's overall issued share capital will not change as a result of the cancellation and new issue.

The RA Loan Shares will be issued on the terms of the Loan Terms (described in Schedule 1) and subject to the condition that the respective Loan Shares shall not vest unless and until the vesting conditions described below are met.

The RA Loan Shares shall also be subject to an escrow contained in a voluntary restriction agreement to be entered with the Company by Dr Aston prior to the Company issuing any Loan Shares, where the escrow period is equivalent to the period between the date the respective Loan Shares are issued and ending on the date the respective Loan Shares vest.

Dr Aston has also given a Power of Attorney in favour of the Company for limited circumstances where the Company may need to act on their behalf, as described in the Loan Plan documents.

The Application Form for the RA Loan Shares forming part of the Loan Plan documents also contains a vesting condition that prevails over all other vesting conditions (**Liquidity Event Vesting Condition**), namely that all Loan Shares vest immediately upon the happening of a Liquidity Event. A "Liquidity Event" is defined as:

- (a) where a bidder under a takeover offer (as defined in the Corporations Act) has acceptances for more than 50% of the ordinary shares in the Company and there are no unsatisfied conditions (or conditions that not been waived) under the bid;
- (b) on shareholder approval being obtained for a scheme of arrangement (as defined in the Corporations Act) with respect to the assets or securities of the Company; or
- (c) completion under a contract of sale with a third party purchaser of all, or substantially all, of the assets and undertaking of the Company.

Application of ASX Listing Rules and Corporations Act

ASX Listing Rule 10.14 effectively provides that an entity must not permit a director of the Company (or their associate) to acquire securities under an employee incentive scheme (such as the Employee Share Plan) without the prior approval of holders of ordinary securities.

In the event that shareholder approval to this Resolution 3 is obtained under ASX Listing Rule 10.14, further shareholder approval to Resolution 3 is not required under ASX Listing Rule 7.1 (see Listing Rule 7.2, Exception 14).

ASX Listing Rule 10.15 Requirements

ASX Listing Rule 10.15 requires a notice of meeting seeking approval under Listing Rule 10.14 to disclose the following information:

- (a) the maximum number of securities to be issued to Dr Aston pursuant to Resolution 3 is 2,000,000 Loan Shares;
- (b) the RA Loan Shares will be issued at the an issue price of \$0.13 per Loan Share;
- (c) the names of all persons referred to in ASX Listing Rule 10.14 who have received securities under the same Employee Share Plan since the last approval of the scheme, together with details of those issues is as follows:

Director	Number of securities	Issue Price
Dr. Neil Frazer	20,000,000	\$0.10
Mr. Martin Rogers	5,000,000	\$0.10
Mr. Lawrence Gozlan	7,500,000	\$0.13

- (d) the names of all persons referred to in ASX Listing Rule 10.14 entitled to participate in the employee incentive scheme are:
 - Dr. Neil Frazer
 - Mr. Martin Rogers
 - Mr Lawrence Gozlan
 - Dr. Roger Aston
- (e) the key terms of the Loan Shares are as set out in Schedule 1.
- (f) the Company proposes to issue the Loan Shares pursuant to Resolution 3 as soon as reasonably practicable after Resolution 3 is approved by shareholders, but in any case by no later than 1 month after the date of passage of Resolution 3;
- (g) a voting exclusion statement is included in the Notice of Annual General Meeting;
- (h) no funds will be received by the Company immediately upon the issue of the RA Loan Shares as Dr Aston will receive a Loan from the Company for the amount of the issue price of the Loan Shares. Such Loan will be repayable in accordance with the Loan Agreement.

Vesting Conditions

The RA Loan Shares are structured to vest in 4 tranches, each tranche vesting upon the achievement of its respective milestone as described below, commencing on the date of the RA Loan Shares are allotted (**Milestones**):

Tranche	Number of Loan Shares	Vesting Condition
1	500,000	Tranche 1 shares will vest automatically where during the 3 year period (from the date of issue) the total shareholder returns (TSR) in respect of holding ordinary shares in OncoSil Medical Ltd equalling 175% - where the

		TSR is calculated using the average closing share price over the period of 30 consecutive trading days concluding on the issue date for the relevant shares as compared to the average closing share price over the period of 30 consecutive trading days concluding on the relevant calculation date. Notwithstanding the achievement of this TSR, the Tranche 1 shares will not vest until the expiry of 1 year from the date of issue of the Tranche 1 shares.
2	500,000	Tranche 2 shares will vest automatically (but subject to below) where during the 3 year period (from the date of issue) the TSR in respect of holding ordinary shares in the Company equalling 250% - where the TSR is calculated using the average closing share price over the period of 30 consecutive trading days concluding on the issue date for the relevant shares as compared to the average closing share price over the period of 30 consecutive trading days concluding on the relevant calculation date. Notwithstanding the achievement of this TSR, the Tranche 2 shares will not vest until the expiry of 1 year from the date of issue of the Tranche 2 shares.
3	500,000	Tranche 3 shares will vest automatically where during the 3 year period (from the date of issue) the Company receives US Food and Drug administration (FDA) approval of a product (using the Company's technology) for the sale of a pharmaceutical product in the United States.
4	500,000	Tranche 4 shares will vest automatically where Dr Aston is still an employee or director of the Company on the expiry of the period of 2 years from the issue date of the relevant shares.

If a particular Milestone as detailed above is not satisfied either during the 3 year period in respect of tranches 1, 2, and 3 or the 2 year period in respect of tranche 4, Dr Aston holds the RA Loan Shares (the subject of that particular tranche) on behalf of the Company, and perform whatever is reasonably necessary to assist the Company in transferring those RA Loan Shares to a nominee of the Company.

Recommendation

The Directors (other than Dr Aston) recommend that Shareholders vote in favour of Resolution 3.

RESOLUTION 4 – APPROVAL OF THE ISSUE OF SHARES TO DERWENT EXECUTIVE

On 21 August 2014, the Company engaged Derwent Executive, an executive recruitment consultancy company (**Derwent**), to assist Oncosil Medical in sourcing certain personnel for positions specified.

The terms of the engagement with Derwent include payment of their professional fees in cash in 3 equal stages. It has been agreed by Derwent and the Company that the final instalment be paid in Shares in the Company at the market price at the time of shareholder approval (being the closing price of the Company's shares on the ASX as at the last trading day before the date of this Annual General Meeting (relevant **Market**

Price)), rather than cash. The number of shares to be issued to Derwent will be calculated by dividing the instalment payable (\$20,833.33) by the relevant Market Price

Whilst the approval is not necessary at law, the Company has decided to seek shareholder approval to this share issue to Derwent. If shareholders do not approve this Resolution 4, the remaining one third instalment shall remain payable in cash of \$20,833.33.

Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 4.

RESOLUTION 5 – APPROVAL OF INCREASED PLACEMENT CAPACITY

Listing Rule 7.1A enables eligible entities, after obtaining shareholder approval at an annual general meeting, to issue equity securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

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

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue equity securities under the 10% Placement Facility.

The exact number of equity securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

Description of Listing Rule 7.1A

Any equity securities issued under the 10% Placement Facility (**Placement Securities**) must be in the same class as an existing quoted class of equity securities of the Company. The Company, as at the date of the Notice, has on issue one class of equity securities, being Ordinary Shares.

Resolution 5 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

(a) Calculation of Additional Capacity

Listing Rule 7.1A.2 provides that eligible entities which have obtained Shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Placement Securities calculated in accordance with the following formula:

$$\text{Additional capacity} = (A \times D) - E$$

where:

A is the number of shares on issue 12 months before the date of issue or agreement to issue:

(a) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;

(b) plus the number of partly paid shares that became fully paid in the 12 months;

(c) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4;

(d) less the number of fully paid shares cancelled in the 12 months.

(Note that A is has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.)

D is 10%

E is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rule 7.1 or 7.4.

(b) Minimum Issue Price

The issue price of Placement Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of equity securities in the same class calculated over the 15 Trading Days immediately before:

- (i) the date on which the price at which the Placement Securities are to be issued is agreed; or
- (ii) if the Placement Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Placement Securities are issued.

(c) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) 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), or such longer period if allowed by ASX

(10% Placement Period).

The effect of Resolution 5 will be to allow the Directors to issue the Placement Securities under Listing Rule 7.1A during the 10% Placement Period without using any of the Company's 15% placement capacity under Listing Rule 7.1.

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 10% Placement Facility as follows:

(a) Minimum issue price

The minimum price the Placement Securities will be issued at is the price determined in accordance with the ASX Listing Rule 7.1A.3.

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

(b) Effect on existing (non-participating) Shareholders

If Resolution 5 is approved by Shareholders and the Company issues Placement Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:

- (i) the market price for the Company's equity securities may be significantly lower on the date of the issue of the Placement Securities than on the date of the Annual General Meeting; and
- (ii) the Placement Securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date or the Placement Securities are issued as part of consideration for the acquisition of a new asset, which may have an effect on the amount of funds raised by the issue of the Placement Securities.

The below table shows the dilution of existing Shareholders on the basis of the current market price of Ordinary Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(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 (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing rule 7.1 that are approved at a future shareholders' meeting; and
- (ii) Two examples where the issue price of ordinary shares has decreased by 50% and increased by 50% as against the current market price.

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Placement Securities available under the 10% Placement Facility.
- (ii) 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%.
- (iii) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement

Facility, based on that Shareholder's holding at the date of the Annual General Meeting.

(iv) The table shows only the effect of issues of Placement Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

(v) The issue of Placement Securities under the 10% Placement Facility consists only of Ordinary Shares

(vi) The issue price is \$0.12, being the closing price of the Shares on ASX on 17 October 2014.

Variable 'A' in Listing Rule 7.1A.2		\$0.06 50% decrease in Issue Price	\$0.12 Issue Price	\$0.18 50% increase in Issue Price
Current Variable A 355,148,122 shares	10% Voting Dilution	35,514,812 shares	35,514,812 shares	35,514,812 shares
	Funds raised	\$2,130,889	\$4,261,777	\$6,392,666
50 % increase in current Variable A 532,722,183 shares	10% Voting Dilution	53,272,218 shares	53,272,218 shares	53,272,218 shares
	Funds raised	\$3,196,333	\$6,392,666	\$9,588,999
100% increase in current Variable A 710,296,244 shares	10% Voting Dilution	71,029,624 shares	71,029,624 shares	71,029,624 shares
	Funds raised	\$4,261,777	\$8,523,555	\$12,785,332

(c) Date by which Placement Securities may be issued

The Company will only issue and allot the Placement Shares during the 10% Placement Period, that is, at any time up to 19 November 2015. An approval given under Resolution 5 for the issue of the Placement Securities will cease to be valid in

the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).

(d) Purposes for which Placement Securities may be issued

The Company may seek to issue the Placement Securities for the following purposes:

- (i) non-cash consideration for the acquisition of intellectual property assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
- (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expense associated with such acquisition), and/or general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A (4) and 3.10.5A upon issue of any Placement Securities.

(e) Company's share allocation policy

The Company's share allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Placement Securities 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, issues in which existing security holders can participate;
- (ii) the effect of the issue of the Placement Securities 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).

The allottees under the 10% Placement Facility 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.

Further, if the Company is successful in acquiring new intellectual property assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new intellectual property assets or investments.

(f) Issues under previous Listing Rules 7.1A approvals

The Company has previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meetings in 2012 and 2013.

In the 12 months preceding the date of this Annual General Meeting the company has issued no fully paid ordinary shares and no unlisted options over

ordinary shares under Listing Rule 7.1A. These issued securities represent 0% of the issued capital as at the date of the 2013 Annual General Meeting.

Recommendation

The Directors of the Company believe that Resolution 5 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution 5.

RESOLUTION 6 – AMENDMENTS TO THE CONSTITUTION

Pursuant to section 136(2) of the Corporations Act, the Company may only modify its Constitution by special resolution.

Resolution 6 proposes the amendment of the Company's Constitution in the form of the amendments included in Schedule 2 of this Notice of Annual General Meeting.

It is proposed that Oncosil Medical take this opportunity to update and amend its Constitution for a limited number of administrative matters. These additional amendments are proposed in light of developments in the use of technology, changes in regulatory requirements and trends in corporate governance practices among other major ASX listed companies.

The proposed amendments are summarised below.

(a) Director's written resolutions (Rule 15.10)

The Constitution provides that a resolution in writing signed by all the Directors is valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. This is known as a circulating resolution. As currently drafted, this requires the signature of all the Directors before a resolution comes into force. However, this unanimous voting requirement is more onerous than the requirements for any resolution put to a Board meeting, which only requires a majority of those present at the meeting. It also means that this type of resolution cannot be used in some instances where it would be impractical to do so, for example if a Director is overseas and not contactable in the same time zone as all other directors.

It is proposed that Rule 15.10 be amended to allow a circulating resolution to be passed where a majority of Directors entitled to vote on the resolution consent to the resolution.

Further, Rule 15.10 of the Constitution provides that a telex, telegram, facsimile transmission or other document produced by mechanical means and bearing the signature of the Director, printed mechanically is deemed to be a document in writing signed by the Directors. It is proposed that the Constitution be amended to allow for an electronic message (e.g. an email) containing the complete text of the circulating resolution and expressed to have been sent by a particular Director, to be treated as a document signed by a Director at the time of receipt of the email by the Company. The circulating resolution will only be regarded as passed when the Company receives the last electronic message containing the director's approval needed for a majority of votes to have been given.

(b) Payment of Dividends (Rule 22)

In summary, the amendments to Rule 22 of the Constitution allow the Company to pay dividends other than out of profits, provided that the requirements of section 254T of the Corporations Act are met. The current dividends provision in the Constitution is narrower than the current Corporations Act provisions. The requirements of section 254T of the Corporations Act are:

- (a) the company's assets exceed its liabilities immediately before the dividend is declared and the excess is sufficient for the payment of the dividend;
- (b) the payment of the dividend is fair and reasonable to the Company's shareholders as a whole; and
- (c) the payment of the dividend does not materially prejudice the Company's ability to pay its creditors.

For the purposes of section 254T, assets and liabilities are to be calculated in accordance with accounting standards in force at the relevant time (even if the standard does not otherwise apply to the financial year).

(c) Directors Indemnification (Rule 28)

In summary, the amendments to Rule 28 of the Constitution allows the Company to provide indemnity to directors to the extent permitted by the Corporations Act, but not to the extent the liability of the officer is already covered by insurance. However, the new Company indemnity provisions are enforceable without the officer first incurring any expense or making any payment, and also apply to liabilities incurred both before and after the adoption of this amendment to the Constitution.

Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 6.

GLOSSARY

2014 Annual Report means the Company's Annual Report for the year ended 30 June 2014, which can be downloaded from the Company's website at www.OncoSil.com.au.

AEDT means Australian Eastern Daylight Saving Time, as observed in Sydney, New South Wales.

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

ASX means ASX Limited.

ASX Listing Rules or **Listing Rules** means the Listing Rules of ASX.

Board means the Board of Directors.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel 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).

Company or **OncoSil Medical** means OncoSil Medical Ltd (ABN 89 113 824 141).

Constitution means the constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Employee Share Plan has the meaning as provided in Schedule 1 to this Explanatory Memorandum.

Explanatory Memorandum means the explanatory memorandum accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Loan has the meaning as provided in Schedule 1 to this Explanatory Memorandum.

Loan Shares means the Loan Shares as defined in Schedule 1.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Memorandum and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means that section of the Directors' Report setting out the Directors' remuneration on pages 10 to 13 of the 2014 Annual Report.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Restriction Agreement has the meaning as provided in Schedule 1 to this Explanatory Memorandum.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Schedule 1- Employee Share Plan Terms

At a general meeting of the Company held on 24 September 2013 shareholders approved the Company's employee share plan (**Employee Share Plan**) for the purposes of Section 259B(2) of the *Corporations Act 2001(Cth)*. The Employee Share Plan empowers the Board to exercise its discretion to issue fully paid ordinary shares in the Company (**Loan Shares**) to employees who qualify to participate in the Employee Share Plan, upon the basis that the Company advances (**Loan**) the Participant the funds to purchase the Loan Shares pursuant to the terms of a secured limited recourse loan agreement between the Participant and the Company (**Loan Agreement**) and that the Participant enters a Restriction Agreement with the Company.

The key terms and conditions of the Employee Share Plan are set out below (**Loan Terms**):

- (i) the Loan may only be applied towards the subscription price for the Loan Shares;
- (ii) the Loan will be interest free, provided that if the Loan is not repaid by the repayment date set by the Board, the Loan will incur interest at 9% per annum after that date (which will accrue on a daily basis and compound annually on the then outstanding Loan balance);
- (iii) by signing and returning a limited recourse Loan application, the participant of the Employee Share Plan (each a **Participant**) acknowledges and agrees that the Loan Shares will not be transferred, encumbered, otherwise disposed of, or have a security interest granted over it, by or on behalf of the Participant until the Loan is repaid in full to the Company;
- (iv) the Company has security over the Loan Shares as security for repayment of the Loan;
- (v) the Participant is required to enter a restriction agreement with the Company (**Restriction Agreement**) in accordance with the terms of the Employee Share Plan;
- (vi) the Loan becomes repayable on the earliest of:
 - (a) 5 years from the date on which the Loan is advanced to the Participant;
 - (b) one month after the date of the Participant's resignation or cessation of office/engagement/employment (as the case may be) other than if the Participant is removed from office, if the Company does not renew the Participant's employment agreement or engagement terms, or where the Company dismisses the Participant other than for cause; and
 - (c) (by the legal personal representative of the Participant) six months after the Participant ceases to be an employee of the Company due to their death;

the earliest date being the **Repayment Date**.

- (vii) notwithstanding paragraph (vi) above, the Participant may repay all or part of the Loan at any time before the Repayment Date; and

(viii) the Loan will be limited recourse such that on the Repayment Date the repayment obligation under the Loan will be limited to the lesser of

- (a) the outstanding balance of the Loan, and
- (b) the market value of the Loan Shares on that date.

In addition, where the Participant has elected for the Loan Shares to be provided to the Company in full satisfaction of the Loan, the Company must accept the Loan Shares as full settlement of the repayment obligation under the Loan.

Rights attaching to the Loan Shares

The Loan Shares will rank equally with all other fully paid ordinary shares on issue in the capital of the Company. Holders of Loan Shares will be entitled to exercise all voting rights attaching to those Shares in accordance with the Company's constitution. In addition, holders of Loan Shares will be entitled to participate in dividends declared and paid by the Company in accordance with the Company's constitution.

Sale of the Loan Shares

The Loan Shares may only be sold by a Participant (who has been granted a limited recourse loan) where the Loan Shares have vested and the Loan has been repaid in full (otherwise any dealing by the Participant in the Loan Shares is prohibited without the prior written consent of the Company).

If the Loan becomes due and payable under the Loan Agreement and the Participant has not repaid the amount of the Loan in full within 21 days of the due date, then the Participant will forfeit their interest in the Loan Shares as full consideration for the repayment of the outstanding Loan balance, and the Company may either (at its election) take such action in the Participant's name or direct that the Participant take such action in relation to the Loan Shares as the Company considers appropriate, which may include but is not limited to the Company undertaking a buy-back of the Loan Shares or selling the Loan Shares.

Copies of the Employee Share Plan are available for inspection at the Company's registered office and will be provided without charge to shareholders on request.

Schedule 2- Amendments to the Constitution

(a) Written Resolutions (amendment to Rule 15.10)

Amend the Constitution by removing the existing clause 15.10 and inserting the following new clause 15.10:

"15.10 Written Resolutions

*A resolution in writing signed by majority of the Directors for the time being (or their respective alternate Directors), except those Directors (or their alternates) who expressly indicate their abstention in writing to the Company and those who would not be permitted, by virtue of Section 195 of the Corporations Act to vote, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. This resolution may consist of several documents in like form, each signed by one or more Directors and or an email transmission sent by a Director in which the complete resolution is repeated and approved in the text of the email (**Email Approval**). A telex, telegram, facsimile transmission or other document produced by mechanical means and bearing the signature of the Director and printed mechanically and with his authority, or the receipt by the Company of an Email Approval, shall be deemed to be receipt of a document in writing signed by the respective Director. A resolution in the above terms is taken to be passed where a majority of the total number of directors are present at the same time in person or by electronic means approve the resolution, or upon the receipt by the Company of the last of that number of Email Approvals needed to form a majority director approval."*

(b) Payment of Dividends (Rule 22)

Amend Rule 22 of the Constitution by:

- deleting the reference to "Part 2H.5 of Chapter 2H" in Rule 22.1; and
- deleting clause 22.3.

(c) Indemnities and Insurance (Rule 28)

Amend the Constitution by removing the existing clause 28 and inserting the following new clause 28:

"28 Indemnities and Insurance

28.1 Definition

In this clause Officer has the meaning given in section 9 of the Act.

28.2 Company must indemnify Officers

To the full extent permitted by Law and without limiting the powers of the Company, the Company may indemnify any person who is or has been an Officer of the Company, or of a related body corporate of the Company against all losses, liabilities, damages, costs, charges and expenses of any kind incurred by the Officer as an officer of the Company or of a related body corporate.

28.3 Documentary indemnity and insurance policy

To the extent permitted by the Act and any applicable Law and without limiting the powers of the Company, the Directors may authorise the Company to, and the Company may, enter into any:

(a) documentary indemnity in favour of; or

(b) insurance policy for the benefit of,

a person who is, or has been, an Officer of the Company or of a related body corporate of the Company, which indemnity or insurance policy may be in such terms as the Directors approve and, in particular, may apply to acts or omissions prior to or after the time of entering into the indemnity or policy."



ONCOSIL MEDICAL LTD

ABN: 89 113 824 141

« REF No. »

«HOLDER_NAME»
«ADDRESS_LINE_1»
«ADDRESS_LINE_2»
«ADDRESS_LINE_3»
«ADDRESS_LINE_4»
«ADDRESS_LINE_5»

REGISTERED OFFICE:

SUITE 807
LEVEL 8
1 ALFRED STREET
SYDNEY NSW 2000

SHARE REGISTRY:

Security Transfer Registrars Pty Ltd
All Correspondence to:
PO BOX 535, APPLECROSS WA 6953
AUSTRALIA
770 Canning Highway, APPLECROSS WA 6153
AUSTRALIA
T: +61 8 9315 2333 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au



Code:

OSL

Holder Number:

«HOLDER_No.»

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

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The meeting chairperson

OR

or failing the person named, or if no person is named, the Chairperson 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, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 11.30am (AEDT) on Friday, 28 November 2014 at Level 8, 1 Alfred Street, Sydney NSW 2000 and at any adjournment of that meeting.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RESOLUTIONS

FOR **AGAINST** **ABSTAIN***

1. Adoption of Remuneration report

☐☐☐

2. Re-election of Martin Rogers

☐☐☐

3. Approval of issue of loan shares to Roger Aston

☐☐☐

4. Approval of the issue of shares to Derwent Executive

☐☐☐

5. Approval of Increased Placement Capacity

☐☐☐

6. Amendments to the Constitution

☐☐☐

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * 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.

SECTION C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder

Security Holder 2

Security Holder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Proxies must be received by Oncosil Medical Ltd no later than 11.30am (AEDT) on Wednesday, 26 November 2014



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My/Our contact details in case of enquiries are:

Name:

Number:

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1. NAME AND ADDRESS

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. APPOINTMENT OF A PROXY

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

3. DIRECTING YOUR PROXY HOW TO VOTE

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two (2) 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 contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- On each of the Proxy forms, state the percentage of your voting rights or number of securities 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 of your votes; and
- Return both forms in the same envelope.

5. 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 must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share 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 may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

6. LODGEMENT OF PROXY

Proxy forms (and any Power of Attorney under which it is signed) must be received by Oncosil Medical Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

Oncosil Medical Ltd

Street Address Suite 807
Level 8
1 Alfred Street
Sydney NSW 2000

Facsimile +61 2 8346 6099

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

