



Dear Shareholder

Notice is given that a meeting of shareholders will be held at:

Time: 10:00 am (Sydney time)

Date: 12 November 2024

Place: Suite 2.114
477 Pitt Street
Sydney NSW 2000

(Meeting).

As permitted by the Corporations Act 2001 (Cth), the Company will not be despatching hard copies of the Notice of Meeting (**Notice**) unless the shareholder has made a valid election to receive documents in hard copy. Instead, the Notice and accompanying explanatory statement (**Meeting Materials**) are being made available to shareholders electronically.

For those shareholders who have provided an email address and elected to receive electronic communications from the Company, an email has been sent to the nominated email address with a link to an electronic copy of the Meeting Materials and the proxy form/voting instruction form.

For those shareholders who have not made such an election, you can access the Meeting Materials online at the Company's website:

<https://www.echoiq.ai/investor-centre#ASX>

The Meeting Materials can also be accessed online at the Company's ASX Announcement Platform website:

<https://www.asx.com.au/markets/company/eiq>

If you are unable to access the Meeting Material online, please contact Computershare at +61 (0)3 9415 4000 or 1300 850 505 (within Australia) to obtain a hard copy.

If you would like to receive electronic communications from the Company in the future, please update your communication preferences online at:

www.investorcentre.com/au

Your proxy form must be received by 10:00am (Sydney time) on 10 November 2024, being not less than 48 hours before the commencement of the Meeting. Any proxy forms received after that time will not be valid for the Meeting. Instructions for how to lodge the proxy form are set out in the Notice.

Yours sincerely,

Jessamyn Lyons
Company Secretary

Echo IQ Limited
ACN 142 901 353

Notice of Annual General Meeting

Notice is given that the Meeting will be held at:

Time: 10:00 am (Sydney time)

Date: 12 November 2024

Place: Suite 2.114,
477 Pitt Street
Sydney NSW 2000

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

This Notice of 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 prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00pm (Sydney time) on 10 November 2024.

Business of the Meeting

Agenda

1. Financial Statements and Reports

To table and consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2024, which includes the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's Report.

2. Resolution 1 – Adoption of Remuneration Report

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

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Annual Report for the financial year ended 30 June 2024."

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

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. Resolution 2 – Re-Election of Director – Stephen Picton

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of clause 14.2 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Stephen Picton, a Director, retires by rotation, and being eligible, is re-elected as a Director."

4. Resolution 3 – Ratification of prior issue of Shares – Placement Shares issued under Listing Rule 7.1A

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 47,366,667 Shares to sophisticated and/or professional investors under ASX Listing Rule 7.1A on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue, or any of their associates.

5. Resolution 4 – Approval of 10% Placement Capacity

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

“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement.”

6. Resolution 5 – Approval to issue Performance Rights to a Related Party – Steve Formica

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

“That, for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue to Steve Formica (or his nominee(s)) 4,500,000 Performance Rights on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Steve Formica (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity), or an associate of those persons,.

Voting Prohibition Statement: In accordance with section 224 of the Corporations Act, a vote on this Resolution may not be cast (in any capacity) by or on behalf of a related party of the company to whom the Resolution would permit a financial benefit be given or any of their associates (**Restricted Party**). However, a Restricted Party may cast a vote on the Resolution as a proxy if they are appointed as a proxy by writing that specifies the way the proxy is to vote and the vote is not cast on behalf of any Restricted Party.

In addition, in accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, provided the Chair is not a Restricted Party, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

7. Resolution 6 – Approval to issue Performance Rights to a Related Party – Andrew Grover

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

“That, for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue to Andrew Grover (or his nominee(s)) 6,500,000 Performance Rights on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Andrew Grover (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity), or an associate of those persons.

Voting Prohibition Statement: In accordance with section 224 of the Corporations Act, a vote on this Resolution may not be cast (in any capacity) by or on behalf of a related party of the company to whom the Resolution would permit a financial benefit be given or any of their associates (**Restricted Party**). However, a Restricted Party may cast a vote on the Resolution

as a proxy if they are appointed as a proxy by writing that specifies the way the proxy is to vote and the vote is not cast on behalf of any Restricted Party.

In addition, in accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, provided the Chair is not a Restricted Party, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

8. **Resolution 7 – Approval to issue Performance Rights to a Related Party – Stephen Picton**

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

“That, for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue to Stephen Picton (or his nominee(s)) 1,000,000 Performance Rights on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Stephen Picton (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity), or an associate of those persons.

Voting Prohibition Statement: In accordance with section 224 of the Corporations Act, a vote on this Resolution may not be cast (in any capacity) by or on behalf of a related party of the company to whom the Resolution would permit a financial benefit be given or any of their associates (**Restricted Party**). However, a Restricted Party may cast a vote on the Resolution as a proxy if they are appointed as a proxy by writing that specifies the way the proxy is to vote and the vote is not cast on behalf of any Restricted Party.

In addition, in accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, provided the Chair is not a Restricted Party, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

9. **Resolution 8 – Approval to Increase Maximum Total Aggregate Remuneration for Non-Executive Directors**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

““That, for the purposes of clause 15.8 of the Constitution, ASX Listing Rule 10.17 and for all other purposes, Shareholders approve an increase of the maximum total aggregate amount of fees payable to non-executive Directors by \$100,000 per annum from \$400,000 per annum to \$500,000 per annum in accordance with the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of a Director, or an associate of those persons.

Voting Prohibition Statement: A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Dated: 20 September 2024

By order of the Board

Jessamyn Lyons
Company Secretary

Voting exclusion statements

Each Voting Exclusion Statement that applies to a Resolution as noted in the Agenda, does not apply to a vote cast in favour of that Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting in person

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

Persons proposing to attend the Annual General Meeting in person are requested to contact the Company by email at CoSec@echoiq.ai, at least 3 Business Days prior to the Meeting, so that appropriate arrangements can be made.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

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

- (a) each Shareholder has a right to appoint a proxy;
- (b) the proxy need not be a Shareholder of the Company; and
- (c) a Shareholder 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.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- (a) if proxy holders vote, they must cast all directed proxies as directed; and
- (b) any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary at CoSec@echoiq.ai.

Explanatory Statement

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. Annual Report

Shareholders will be offered the opportunity to discuss the Annual Report at the Meeting. The Company will not provide a hard copy of the Annual Report to Shareholders unless specifically requested to do so. The Annual Report is available on its website at www.echoiq.ai.

There is no requirement for Shareholders to approve the Annual Report. However, the Chair will allow a reasonable opportunity for Shareholders to ask questions or make comments about the Annual Report and the management of the Company. Shareholders will also be given an opportunity to ask the auditor questions as permitted by the Corporations Act.

2. Resolution 1 – Adoption of Remuneration Report

2.1 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.

2.2 Voting consequences

The vote on Resolution 1 is advisory only and does not bind the Company or its directors. However, the Board will actively consider the outcome of the vote and comments made by Shareholders on the Remuneration Report when reviewing the Company's future remuneration policies and practices.

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

3. Resolution 2 – Re-Election of Director – Stephen Picton

3.1 General

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting. ASX Listing Rule 14.4 provides that a director must not continue to hold office without re-election past the third annual general meeting following the director's appointment, or 3 years, whichever is longer.

Stephen Picton who has served as a Director since 20 October 2021 and was last re-elected by Shareholders on 29 November 2021, and is the longest serving Director subject to retirement, retires by rotation and seeks re-election.

3.2 Qualifications and other material directorships

Stephen Picton has a track record of success in the technology and communications industry. He has over 35 years' experience in the technology industry having held senior positions in British Telecom and AAPT prior to him forming Gotalk and relaunching LBNCo. Stephen is currently a non-executive director of FlexiRoam Limited (ASX: FRX).

Stephen Picton holds a Bachelor of Science in technology and a Master of Science (Business) from London Business School and is both a Chartered Engineer and a Member of The Institute of Company Directors. He is also a Sloan Fellow which was awarded to him in 1993 by the Sloan Foundation as part of the joint MIT, Stanford and LBS programme.

3.3 Independence

Mr Picton is considered to be an independent director.

3.4 Board recommendation

The Board supports the election of Stephen Picton and recommends that Shareholders vote in favour of Resolution 2 because the Board considers that the experience, expertise, and skills of Stephen Picton assist the Board in fulfilling its responsibilities, and do and will continue to assist the Company in achieving growth and delivering value to Shareholders

4. Resolution 3 – Ratification of prior issue of Shares – Placement Shares issued under Listing Rule 7.1A

4.1 General

The Company announced on 6 September 2024 a capital raising of \$7.1 million consisting of the issue of 47,366,667 Shares at an issue price of \$0.15 per Share (**Placement**) (**Placement Shares**).

The Company's cash balance as at the end of the June 2024 quarter was approximately \$2.117 million. Funds raised from the Placement are proposed to be used for the following purposes in the following approximate amounts:

- commercialisation activities for the Company's aortic stenosis and heart failure AI solution - \$4.65 million;
- ongoing product development for the Company's aortic stenosis and heart failure solutions - \$1.00 million;

- regulatory costs including FDA applications for aortic stenosis (ongoing) and heart failure (new) - \$0.25 million;
- costs associated with the Company's clinical trial program - \$0.20 million; and
- general working capital and offer costs- \$1.00 million.

Ord Minnett was appointed to act as Lead Manager to the Placement pursuant to a Lead Manager Mandate. The Lead Manager was paid a selling and management fee of 6% on the funds raised under the Placement. The Lead Manager Mandate was otherwise on usual terms and conditions for such an agreement.

The issue price of the Placement Shares of \$0.15 represented a discount of 6.3% to the latest trading price on 4 September 2024 (the latest trading day before the trading halt preceding the announcement of the Placement), a 5.4% discount to the 5 day volume weighted average price (**VWAP**) of \$0.1585, and a 2.7% discount to the 30 day VWAP of \$0.1542. The 15 day VWAP for the Shares (calculated over the 15 trading days on which trades in the Shares were recorded immediately before the date on which the issue price of the Placement Shares was agreed) was \$0.1536. The issue price of the Placement Shares was therefore at least 75% of the 15 day VWAP, in accordance with the requirements of Listing Rule 7.1A.3.

The Placement was made using the Company's then existing Additional Issuance Capacity under Listing Rule 7.1A.

Resolution 3 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Placement Shares.

4.2 Listing Rules 7.1, 7.1A and 7.4

ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period (**Placement Capacity**).

ASX Listing Rule 7.1A

ASX Listing Rule 7.1A provides that, in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue during the period for which the approval is valid a number of quoted equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in ASX Listing Rule 7.1 (the **Additional Issuance Capacity**). The Company obtained the required Shareholder approval at its previous Annual General Meeting on 21 November 2023, and thus has available to it the Additional Placement Capacity until its 2024 Annual General Meeting (or such earlier date as determined by the ASX Listing Rules).

ASX Listing Rule 7.4

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies a previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1. Issues that were made using the Additional Placement Capacity under Listing rule 7.1A can also subsequently be ratified under Listing Rule 7.4.

The issue of the Placement Shares did not fit within any of the exceptions from Listing Rule 7.1 and was not subject to prior Shareholder approval. The Company had available to it at the time of making the Placement Additional Issuance Capacity calculated in accordance with Listing Rule 7.1A of a

maximum of 53,765,437 Shares (representing 10% of the number of Shares then on issue). The issue of the Placement Shares was made using the Additional Issuance Capacity under Listing Rule 7.1A.

4.3 Effect of the Resolutions

If Shareholders approve Resolution 3, they will have ratified the issue of the Placement Shares, and the issue of those Shares will no longer use up a portion of the Company's Additional Issuance Capacity, and will be included in the base figure (referred to as variable "A" in ASX Listing Rule 7.1) from which the Company's 15% Placement Capacity under Listing Rule 7.1 and 10% Additional Placement Capacity under Listing Rule 7.1A are calculated (as explained further below), meaning the Company will have an increased ability to issue equity securities without seeking Shareholder approval.

If Shareholders do not approve Resolution 3, and assuming that the shareholders approve Resolution 4, the issue of the Placement Shares will continue to use up a portion of the Company's Additional Placement Capacity until the date that is 12 months from their date of issue, and will not be added into variable "A"; the Company would therefore have a reduced ability to issue equity securities without seeking Shareholder approval until that time. (The Company is seeking under Resolution 4 a new approval to have the Additional Issuance Capacity under Listing Rule 7.1A until the next AGM following the Meeting, or such earlier date determined by the ASX Listing Rules).

4.4 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 3 so the Company can preserve maximum flexibility in terms of its ability to issue equity securities under its Placement Capacity under Listing Rule 7.1, and (assuming Resolution 4 is approved) under its Additional Placement Capacity until the next AGM following the Meeting (or such earlier date determined by the ASX Listing Rules).

4.5 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to this Resolution:

- (a) the Placement Shares were issued to sophisticated and professional investors introduced by the Lead Manager, the allottees being determined in consultation with the Directors. None of the subscribers were a related party of the Company or an associate of any of them, or a party to whom an issue of equity securities requires Shareholder approval under ASX Listing Rule 10.11. None of the allottees was a person whose identity would be deemed to be material in terms of the criteria in ASX Listing Rules Guidance Note 21 (being members of Key Management Personnel, Company advisers, substantial shareholders, or associates of any of these parties, who were issued a number of shares equal to or greater than 1% of the Company's issued capital at the time);
- (b) the total number of Shares issued was 47,366,667;
- (c) the Placement Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Placement Shares were issued on 13 September 2024;
- (e) the Placement Shares were issued at an issue price of \$0.15 each;
- (f) the Company received \$7,105,000 (before costs of the offer) from the issue of the Placement Shares, which it is using to provide capital for the following purposes:
 - commercialisation activities for the Company's aortic stenosis and heart failure AI solution;

- ongoing product development for the Company's aortic stenosis and heart failure solutions;
 - regulatory costs including FDA applications for aortic stenosis (ongoing) and heart failure (new);
 - costs associated with the Company's clinical trial program; and
 - general working capital and offer costs.
- (g) the Placement Shares were issued pursuant to the Lead Manager Mandate with Ord Minnett, the material terms of which are set out in Section 4.1.

5. Resolution 4 – Approval of 10% Placement Capacity

5.1 General

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

An "eligible entity" means an entity which is not included in the S&P/ASX300 Index and which has a market capitalisation of \$300 million or less at the date of the Meeting. The Company is an eligible entity for these purposes as at the Disclosure Date (588,521,043 Shares at a Share price of \$0.195 being a market capitalisation of \$114,761,603.39).

Resolution 4 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without Shareholder approval (**Additional Issuance Capacity**).

If Resolution 4 is not passed, the Company will not be able to access the Additional Issuance Capacity and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

The Board considers it is in the Company's best interests to have the opportunity to take advantage of the flexibility to issue additional securities provided under ASX Listing Rule 7.1A. As at the date of this Notice, no decision has been made by the Board to undertake any issue of securities under the Additional Issuance Capacity if Shareholders approve Resolution 4. The Board unanimously recommend that Shareholders vote in favour of Resolution 4.

The information below provides more background on ASX Listing Rule 7.1A and the disclosure required by ASX Listing Rule 7.3A.

5.2 Description of ASX Listing Rule 7.1A

(a) Securities which may be issued under the Additional Issuance Capacity

Under the Additional Issuance Capacity, the Company must issue Equity Securities belonging to an existing quoted class of the Company's Equity Securities. As at the date of this Notice, the Company has on issue one class of quoted Equity Securities, being fully paid ordinary shares (ASX Code: **EQ**).

(b) Minimum issue price

Equity Securities issued under the Additional Issuance Capacity must be issued for cash consideration only. The issue price of each Equity Security issued under the Additional Issuance Capacity must be no less than 75% of the volume weighted average price for the

securities in that class, calculated over the 15 ASX trading days on which trades of securities in that class were recorded immediately before:

- (i) the date on which the price at which the securities are to be issued is agreed by the Company and the recipient of the securities; or
- (ii) if the securities are not issued within 10 ASX trading days of the date in paragraph (i) above, the date on which the securities are issued.

The Company will disclose this information when Equity Securities are issued under the Additional Issuance Capacity.

(c) **Period for which approval will be valid**

Shareholder approval of the Additional Issuance Capacity will be valid for the period commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) the date that is 12 months after the date of this Meeting; or
- (ii) the time and date of the Company's next annual general meeting;
- (iii) if the Company receives Shareholder approval for a proposed transaction under ASX Listing Rule 11.1.2 (significant change to the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking), the time and date of that approval.

(Additional Issuance Period).

(d) **Dilution risks**

If Equity Securities are issued under the Additional Issuance Capacity, there is a risk of economic and voting dilution of existing Shareholders, including the following risks:

- (i) the market price for Equity Securities in the class of securities issued under the Additional Issuance Capacity may be significantly lower on the issue date than on the date of the approval under ASX Listing Rule 7.1A (that is, the date of the Meeting, if Resolution 4 is approved); and
- (ii) the Equity Securities may be issued under the Additional Issuance Capacity at a discount to the market price for those Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows the dilution of existing Shareholders on the basis of the market price of Shares and the number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A.2, as at the Disclosure Date.

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 as at the Disclosure Date. 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 entitlement offer or securities issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future general meeting; and

- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the market price as at the Disclosure Date.

Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A.2)*	Dilution			
	Issue Price (per Share)	\$0.0975 (50% decrease)	\$0.195 Issue Price	\$0.2925 (50% increase)
588,521,043 (Current Variable A)	Shares issued	58,852,104	58,852,104	58,852,104
	Funds Raised	\$5,738,080	\$11,476,160	\$17,214,240
882,781,565 (50% increase)	Shares issued	88,278,156	88,278,156	88,278,156
	Funds Raised	\$8,607,120	\$17,214,240	\$25,821,361
1,177,042,086 (100% increase)	Shares issued	117,704,208	117,704,208	117,704,208
	Funds Raised	\$11,476,160	\$22,952,321	\$34,428,481

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. As at the Disclosure Date there are 588,521,043 Shares on issue.
2. Shareholders have ratified the issue of the Placement Shares under Resolution 3 and therefore those Shares are included in Variable "A".
3. The issue price set out above is the closing price of the Shares on the ASX on the Disclosure Date.
4. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
5. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
6. The issue of Equity Securities under the Additional Issuance Capacity consists only of Shares and the consideration provided for those Shares is cash. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
7. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
8. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
9. 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%.

(e) **Purpose of issue under Additional Issuance Capacity**

The Company may issue Equity Securities under the Additional Issuance Capacity to raise cash to fund the following:

- (i) general working capital expenses;
- (ii) activities associated with its current assets;
- (iii) repayment of debt; or
- (iv) the acquisition of new assets and investments (including any expenses associated with such an acquisition).

The Company will comply with the disclosure required by ASX Listing Rule 7.1A.4 on issue of any Equity Securities issued pursuant to the approval sought by Resolution 4.

(f) **Allocation policy under Additional Issuance Capacity**

The Company's allocation policy and the identity of the recipients of Equity Securities issued under the Additional Issuance Capacity will be determined on a case-by-case basis at the time of issue and in the Company's discretion.

No decision has been made in relation to an issue of Equity Securities under the Additional Issuance Capacity, including whether the Company will engage with new investors or existing Shareholders, and if so the identities of any such persons.

However, when determining the allocation policy and the identity of the recipients, the Company will have regard to the following considerations:

- (i) prevailing market conditions;
- (ii) the purpose for the issue of the Equity Securities;
- (iii) the financial situation and solvency of the Company;
- (iv) impacts of the placement on control;
- (v) other methods of raising capital; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Recipients may include existing Shareholders or new investors, but not persons who are related parties or associates of related parties of the Company.

(g) **Previous approval under ASX Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its annual general meeting held on 21 November 2023 (**Previous Approval**).

The Company issued the Placement Shares (the subject of Resolution 3) on 13 September 2024 using the Additional Issuance Capacity pursuant to the Previous Approval. This was the only issue of Equity Securities made using the Additional Issuance Capacity since the Previous Approval. The Company discloses the following information as required by Listing Rule 7.3A.6:

- (i) The total number of Equity Securities issue or agreed to be issued under Listing Rule 7.1A.2 since the Previous Approval was 47,366,667 Shares. This represented 9.57% of the number of Shares on issue as at the date of the Previous Approval (which was 494,654,376).
- (ii) The Placement Shares were issued to sophisticated and professional investors introduced by the Lead Manager to the Placement, the allottees being determined in consultation with the Directors. None of the subscribers were a related party of the Company or an associate of any of them, or a party to whom an issue of equity securities requires Shareholder approval under ASX Listing Rule 10.11. None of the allottees was a person whose identity would be deemed to be material in terms of the criteria in s ASX Listing Rules Guidance Note 21 (being members of Key Management Personnel, Company advisers, substantial shareholders, or associates of any of these parties, who were issued a number of shares equal to or greater than 1% of the Company's issued capital at the time.
- (iii) The Placement Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (iv) The Placement Shares were issued at an issue price of \$0.15 each, which represented a discount of 6.3% to the latest trading price on 4 September 2024

(being the latest trading day before the trading halt preceding the announcement of the Placement).

- (v) The Company received total cash consideration of \$7,105,000 (before costs of the offer) from the issue of the Placement Shares, which it is using to provide capital for the following purposes:

- (A) commercialisation activities for the Company's aortic stenosis and heart failure AI solution;
- (B) ongoing product development for the Company's aortic stenosis and heart failure solutions;
- (C) regulatory costs including FDA applications for aortic stenosis (ongoing) and heart failure (new);
- (D) costs associated with the Company's clinical trial program; and
- (E) general working capital and offer costs.

As at the Disclosure Date, approximately \$237,281 of this amount has been spent, mainly on the costs of the offer. The remainder of the cash consideration raised remains to be spent.

5.3 Voting exclusion

At the time of dispatching this Notice, the Company is not proposing to make an issue of Equity Securities under the Additional Issuance Capacity, and a voting exclusion statement is therefore not included in this Notice.

6. Resolution 5 to 7 – Approval to issue Performance Rights to a Related Parties

6.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue a total of 12,000,000 Performance Rights to Steve Formica, Andrew Grover and Stephen Picton or their respective nominees) (the **Related Party Participants**) on the terms and conditions set out below (**Director Performance Rights**).

Resolutions 5 to 7 seek Shareholder approval for the issue of the Director Performance Rights.

Shareholders should note that each of Resolutions to approve the issue of Performance Rights to each Director is a separate resolution which is specific to the named Director, and that these resolutions are not inter-conditional. Shareholders may decide to vote in favour of all three of these resolutions, or against all three of these resolutions, or any combination of voting in favour of one or more and against others.

6.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of the Director Performance Rights to the Related Party Participants constitutes giving a financial benefit to related parties. Steve Formica, Andrew Grover and Stephen Picton are each a related party of the Company by reason of being a Director.

Section 210 of the Corporations Act provides that shareholder approval under section 208 is not required if the financial benefit to be provided to the related party is on terms that would be reasonable in the circumstances if the company and the related party were dealing at arm's length, or are less favourable than those terms.

Section 211 of the Corporations Act provides that shareholder approval under section 208 is not required if the financial benefit to be provided to the related party is remuneration as an officer or employee of the company and to give remuneration would be reasonable given the circumstances of the company giving the remuneration and the related party's circumstances (including responsibilities involved in the office or employment).

Section 195 of the Corporations Act provides that a director of a public company must not vote or be present during meetings of directors when matters in which that director holds a 'material personal interest' are being considered. The Directors who are proposed to receive Director Performance Rights do not have a material personal interest in the Resolutions other than the Resolution to issue Director Performance Rights to himself. However, in the interests of good corporate practice consistent with ASIC Regulatory Guide 76 (Table 2) for directors to avoid making a recommendation for resolutions about each other's remuneration (as they may have a conflict of interest) the Directors who are proposed to receive Director Performance Rights have not considered whether an exception set out in sections 210 to 216 of the Corporations Act applies to these Resolutions. As there was not a quorum at the Board to consider whether the arm's length or reasonable remuneration exceptions under sections 210 or 211 applied, the Board has determined in accordance with section 195(4) of the Corporations Act to seek Shareholder approval for the issue of the Director Performance Rights.

6.3 ASX Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, an entity must not issue, or agree to issue, equity securities to:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the entity;
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holding in the entity and who has nominated a director to the board pursuant to a relevant agreement which gives them the right or expectation to do so;
- (d) an associate of a person referred to in paragraphs (a), (b), or (c) above; or
- (e) a person whose relationship with the entity or a person referred to in any of paragraphs (a) to (d) above is such that, in ASX's opinion the issue or agreement should be approved by securityholders,

unless it obtains the approval of its ordinary security holders.

The issue of the Director Performance Rights to the Related Party Participants the subject of Resolutions 5 to 7 inclusive falls within ASX Listing Rule 10.11.1 (as set out in (a) or (d) above) and does not fall within any of the exceptions in ASX Listing Rule 10.12. The proposed issue of Director

Performance Rights to each separate Director (or his nominee) therefore requires Shareholder approval.

6.4 ASX Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 4.2.

An issue of Equity Securities that is approved under Listing Rule 10.11 does not require approval under Listing Rule 7.1.

6.5 Effect of the Resolutions

If any or all of Resolutions 5 to 7 inclusive are passed, then the Company will be able to proceed with the issue of Director Performance Rights to the Director the subject of each of the Resolutions that is passed. The Company will not be able to proceed with an issue to a Director (or his nominee) if the Resolution specific to that Director is not passed. The Resolutions 5 to 7 are not inter-conditional.

Resolution 5 – Steve Formica

If Resolution 5 is passed, the Company will be able to proceed with the issue of Director Performance Rights to Steve Formica (or his nominee).

If Resolution 5 is not passed, the Company will not be able to issue Director Performance Rights to Steve Formica (or his nominee). The Company may have to consider alternative methods of providing incentivisation or remuneration to Steve Formica, which may take the form of cash-based payments, which would potentially reduce the Company's cash reserves.

Resolution 6 – Andrew Grover

If Resolution 6 is passed, the Company will be able to proceed with the issue of Director Performance Rights to Andrew Grover (or his nominee).

If Resolution 6 is not passed, the Company will not be able to issue Director Performance Rights to Andrew Grover (or his nominee). The Company may have to consider alternative methods of providing incentivisation or remuneration to Andrew Grover, which may take the form of cash-based payments, which would potentially reduce the Company's cash reserves.

Resolution 7 – Stephen Picton

If Resolution 7 is passed, the Company will be able to proceed with the issue of Director Performance Rights to Stephen Picton (or his nominee).

If Resolution 7 is not passed, the Company will not be able to issue Director Performance Rights to Stephen Picton (or his nominee). The Company may have to consider alternative methods of providing incentivisation or remuneration to Stephen Picton, which may take the form of cash-based payments, which would potentially reduce the Company's cash reserves.

6.6 Board Recommendation

Simon Tolhurst recommends the issue of the Director Performance Rights for the reasons set out in Section 6.8(k).

In respect of all other Directors, given either the material personal interest of a Director in the Resolution expressly relevant to them and in the interests of good corporate practice consistent with ASIC Regulatory Guide 76 (Table 2) for directors to avoid making a recommendation for resolutions about each other's remuneration (as they may have a conflict of interest), Steve Formica, Andrew Grover and Stephen Picton do not consider it appropriate to give a recommendation on any of Resolutions 5 to 7 inclusive.

6.7 Technical information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the issue of the Director Performance Rights the subject of Resolutions 5 to 7:

- (a) the Director Performance Rights will be issued to each of the following Directors:
 - (i) Resolution 5: Steve Formica (or his nominee(s));
 - (ii) Resolution 6: Andrew Grover (or his nominee(s)); and
 - (iii) Resolution 7: Stephen Picton (or his nominee(s));
- (b) each of the Directors falls within the category of related party of the Company under Listing Rule 10.11.1:
 - (i) Resolution 5: Steve Formica is a related party by reason of being a Director of the Company; and
 - (ii) Resolution 6: Andrew Grover is a related party by reason of being a Director of the Company; and
 - (iii) Resolution 7: Stephen Picton is a related party by reason of being a Director of the Company;
- (c) the maximum number of Director Performance Rights to be issued to be issued to each Director (or his nominee(s)) is as follows:
 - (i) Resolution 5 (Steve Formica (or his nominee(s))): 4,500,000 Director Performance Rights; and
 - (ii) Resolution 6 (Andrew Grover (or his nominee(s))): 6,500,000 Director Performance Rights; and
 - (iii) Resolution 7 (Stephen Picton (or his nominee(s))): 1,000,000 Director Performance Rights;
- (d) the terms of the Director Performance Rights are the same for each Director as follows:
 - (i) Resolution 5 (Steve Formica (or his nominee(s))): Director Performance Rights will vest upon the Volume Weighted Average Price over a period of 30 consecutive Trading Days on which trades in Shares are recorded on ASX (**30-day VWAP**) being at least \$0.25. The expiry date will be 2 years after their issue date. The Director Performance Rights will otherwise be on the terms and conditions set out in Schedule 1;
 - (ii) Resolution 6 (Andrew Grover (or his nominee(s))): Director Performance Rights will vest upon the 30-day VWAP being at least \$0.25. The expiry date will be 2 years after their issue date. The Director Performance Rights will otherwise be on the terms and conditions set out in Schedule 1 and
 - (iii) Resolution 7 (Stephen Picton (or his nominee(s))): Director Performance Rights will vest upon the 30-day VWAP being at least \$0.25. The expiry date will be 2 years after their issue date. The Director Performance Rights will otherwise be on the terms and conditions set out in Schedule 1;
- (e) the Director Performance Rights will be issued by the following dates:
 - (i) Resolution 5 (Steve Formica (or his nominee(s))): no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver

or modification of the ASX Listing Rules);

- (ii) Resolution 6 (Andrew Grover (or his nominee(s)): no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules); and
- (iii) Resolution 7 (Stephen Picton (or his nominee(s)): no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules),

It is intended that, subject to Shareholder approval for the relevant issue having been obtained, the Director Performance Rights will all be granted on the same date;

- (f) the Director Performance Rights will be issued for the following consideration:

- (i) Resolution 5 (Steve Formica (or his nominee(s)): nil cash consideration;
- (ii) Resolution 6 (Andrew Grover (or his nominee(s)): nil cash consideration; and
- (iii) Resolution 7 (Stephen Picton (or his nominee(s)): nil cash consideration.

Accordingly, no funds will be raised from the issue of any Director Performance Rights. The purpose of the issue is in each case to provide an equity incentive as part of the remuneration package for each of the Directors;

- (g) (for each of Resolutions 5 to 7): the Director Performance Rights are being offered as an incentive-based component of the relevant Director's remuneration package which is considered a cost-effective remuneration practice and will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given. In addition, it is considered that the grant of the Director Performance Rights will align the interests of the Directors with those of Shareholders;
- (h) the current total annual remuneration package of each of the Directors for the financial year ending 30 June 2025 (before the issue of the Director Performance Rights, the subject of Resolutions 5 to 7 inclusive) is as follows:

- (i) Steve Formica (subject of Resolution 5)

Salary/Fees (exclusive of superannuation)	\$66,000 per annum
Superannuation	\$7,590
Total	\$73,590
Director Performance Rights <i>(subject to shareholder approval of Resolution 5)</i>	4,500,000 Director Performance Rights <i>Refer to the valuation of these Director Performance Rights in Section 6.8(d)</i>

- (ii) Andrew Grover (subject of Resolution 6)

Salary (exclusive of superannuation)	\$240,000 per annum
Superannuation	\$27,600
Total	\$267,600
Director Performance Rights <i>(subject to shareholder approval of Resolution 6)</i>	6,500,000 Director Performance Rights <i>Refer to the valuation of these Director Performance Rights in Section 6.8(d)</i>

(iii) Stephen Picton (subject of Resolution 7)

Salary/Fees (exclusive of superannuation)	\$53,812 per annum
Superannuation	\$6,188
Total	\$60,000
Director Performance Rights <i>(subject to shareholder approval of Resolution 7)</i>	1,000,000 Director Performance Rights <i>Refer to the valuation of these Director Performance Rights in Section 6.8(d)</i>

6.8 Technical information required by Chapter 2E of the Corporations Act

Pursuant to and in accordance with section 219 of the Corporations Act, the following information (in addition to the information provided in Section 6.7) is provided in relation to the issue of the Director Performance Rights the subject of Resolutions 5 to 7:

- (a) the Director Performance Rights will be issued to each of the Directors specified in Section 6.7(a);
- (b) the nature of the financial benefit being provided is the Director Performance Rights. The quantity and terms of the Director Performance Rights are set out in Sections 6.7(c) and 6.7(d);
- (c) each Director's interests in the Resolutions, and their reasons for not giving a recommendation on these Resolutions, is set out in Section 6.6;
- (d) the value of the Director Performance Rights, based on a valuation completed by internal Company management using the Black & Scholes option model and based on the assumptions, is set out below.

Assumption	<i>Director Performance Rights</i>
Valuation Date	6 September 2024
Share price	\$0.185
Term (years)	2
Risk free interest rate	3.57%
Volatility (expected)	81%
Indicative Value (\$) (per Director Performance Right) <i>(rounded to fourth decimal place)</i>	\$0.1417
Quantity	12,000,000
Value (\$) (Total)	1,700,400
Value \$(per Director)	
Steve Formica	\$637,650
Andrew Grover	\$ 921,050
Stephen Picton	\$141,700
Total Value	\$1,700,400

- (e) as at the Disclosure Date, the relevant interests in securities of the Company of the Directors the subject of Resolutions 5 to 7 are set out below:

Director	Shares	Options¹
Steve Formica	30,516,667 ¹	8,800,000 Options exercisable at \$0.25 each on or before 17 December 2024 ²

		650,000 Options exercisable at \$0.30 each on or before 8 December 2025 ² 1,000,000 Options exercisable at \$0.50 each on or before 8 December 2025 ²
Andrew Grover	28,500,000 ³	11,800,000 Options exercisable at \$0.25 each on or before 17 December 2024 ³ 1,850,000 Options exercisable at \$0.30 each on or before 8 December 2025 ³ 3,000,000 Options exercisable at \$0.50 each on or before 8 December 2025 ³
Stephen Picton	21,764,854 ⁴	2,000,000 Options exercisable at \$0.25 each on or before 29 October 2024 ⁴ 1,000,000 Options exercisable at \$0.30 each on or before 8 December 2025 ⁴ 1,000,000 Options exercisable at \$0.50 each on or before 8 December 2025 ⁴

1. Registered holders: Stevsand Investments Pty Ltd <Steven Formica Family A/c> (27,100,000) and Formica Investments Pty Ltd<Formica Family Super Fund> (3,416,667).
2. Registered holder: Formica Investments Pty Ltd<Formica Family Super Fund>.
3. Registered holder: A22 Pty Ltd, a company wholly-owned and controlled by Andrew Grover's spouse. Andrew Grover has no relevant interest in these securities and this disclosure is made in the interests of good governance practices.
4. Registered holder: Richmond Bridge Superannuation Pty Ltd <Richmond Bridge Super A/C>.

- (f) the current total annual remuneration from the Company to the Directors the subject of Resolutions 5 to 7 is set out in Section 6.7(h);
- (g) if the Director Performance Rights are granted and then exercised, a total of 12,000,000 Shares would be issued. This will increase the number of Shares on issue from 588,521,043 (being the number of Shares on issue at the Disclosure Date) to 600,521,043 (assuming that no other Performance Rights are exercised or other convertible securities converted, and no other Shares are issued) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of approximately 2.03%, comprising approximately 0.76% by Steve Formica, 1.10% by Andrew Grover and 0.17% by Stephen Picton;
- (h) the highest and lowest prices of Shares on ASX during the 12 months preceding the date of this Notice, and the closing price on the trading day before the Disclosure Date, are set out below:

	Price	Date
Highest	\$0.225	17 October 2023
Lowest	\$0.10	13 and 18 March 2024 and 17, 18 and 22 April 2024
Last	\$0.195	16 September 2024

- (i) the Board acknowledges the grant of the Director Performance Rights to Steve Formica and Stephen Picton (who are Non-Executive Directors) is contrary to Recommendation 8.2 of The Corporate Governance Principles and Recommendations (4th Edition) as published by The ASX Corporate Governance Council. However, the Board considers the grant of the Director Performance Rights to Steve Formica and Stephen Picton is reasonable in the

circumstances for the reasons set out in paragraph (k);

- (j) the primary purpose of the grant of the Director Performance Rights is to provide a performance-linked incentive component in their remuneration package to motivate and reward their performance in their respective roles as Directors;
- (k) the Directors consider the grant of the Director Performance Rights is a reasonable and appropriate method to provide cost effective remuneration as:
 - (i) the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given;
 - (ii) the grant of the Director Performance Rights will align the interests of the Directors with those of Shareholders; and
 - (iii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Director Performance Rights upon the terms proposed.

In forming their reasoning and determining the quantity of Director Performance Rights to be granted each Director considered:

- the experience and role of each other Director;
 - the cash remuneration of each other Director;
 - the market price of Shares;
 - current market remuneration practices;
 - the vesting conditions;
 - expiry date of those Director Performance Rights; and
 - the additional workload and commitment that Steve Formica, Andrew Grover and Stephen Picton have been required to take on and will continue to undertake in connection with the development of the EchoIQ business; and
- (l) the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 5 to 7.

7. Resolution 8 – Approval to Increase Maximum Total Aggregate Remuneration for Non-Executive Directors

7.1 General

ASX Listing Rule 10.17 provides that an entity must not increase the total aggregate amount of directors' fees payable to all of its non-executive directors without the approval of holders of its ordinary securities.

Directors' fees include all fees payable by the entity or any of its child entities to a non-executive director for acting as a director of the entity or any of its child entities (including attending and participating in any board committee meetings), superannuation contributions for the benefit of a non-executive director and any fees which a non-executive director agrees to sacrifice for other benefits. It does not include reimbursement of genuine out of pocket expenses, genuine "special exertion" fees paid in accordance with an entity's constitution, or securities issued to a non-executive director under Listing Rules 10.11 or 10.14 with the approval of the holders of its ordinary securities.

Clause 15.8 of the Constitution also provides that total aggregate remuneration payable to Directors (excluding salaries to executive directors) will not exceed the sum determined by Shareholders in general meeting.

The maximum total aggregate amount of fees payable to Directors (excluding salaries to executive directors) is currently set at \$400,000 per annum.

Resolution 8 seeks Shareholder approval for the purposes of Clause 15.8 of the Constitution and ASX Listing Rule 10.17 to increase the maximum total aggregate amount of fees payable to Directors (excluding salaries to executive directors) to \$500,000 per annum.

The maximum aggregate amount of fees proposed to be paid to non-executive Directors per annum has been determined after reviewing similar companies listed on ASX and the Directors believe that this level of remuneration is in line with corporate remuneration of similar companies.

7.2 Board Recommendation

Given the interest of the non-executive Directors in this Resolution, the Board makes no recommendation to Shareholders regarding this Resolution 8.

7.3 Consequences of approving the Resolution

If the Resolution is approved, the maximum aggregate fees payable to non-executive directors will be \$500,000 per annum. The Company will have capacity to pay non-executive director fees up to this increased amount.

The Board notes the total amount of directors' fees paid to non-executive directors to date has been lower than the current limit of \$400,000 per annum, and whilst it is not envisaged that the maximum amount sought will be utilised immediately, the increase to maximum aggregate amount of fees payable may enable the Company to:

- (a) fairly remunerate both existing and any new non-executive directors joining the Board;
- (b) remunerate its non-executive Directors appropriately for the expectations placed upon them both by the Company and the regulatory environment in which it operates; and
- (c) have the ability to attract and retain non-executive directors whose skills and qualifications are appropriate for a company of the size and nature of the Company.

7.4 Consequences of not approving the Resolution

If the Resolution is not approved, the Company will not be able to pay non-executive directors fees in aggregate more than \$400,000 per annum. Currently there are three non-executive directors and the total amount of non-executive directors' fees is less than this amount. If the Resolution is not approved, the Company would be constrained in its capacity to pay any new non-executive directors appointed and/or to increase non-executive directors' fees in line with market expectations by the lower limit of \$400,000 which may inhibit the ability of the Company to remunerate, attract and retain appropriately skilled non-executive directors.

7.5 Technical information required by ASX Listing Rule 10.17

The following information is disclosed in accordance with the requirements of ASX Listing Rule 10.17.

- (a) The amount of the increase in the maximum aggregate amount of directors fees that may be paid to all of the Company's non-executive directors is \$100,000.
- (b) The maximum aggregate amount of directors fees that may be paid to all of the Company's non-executive directors will be, subject to Shareholder approval of Resolution 8, \$500,000 per annum.

- (c) Details of all securities issued to each of the Non-Executive Directors with shareholder approval under either ASX Listing Rule 10.11 and ASX Listing Rule 10.14 at any time in the three years preceding the Meeting are as follows:

Non-Executive Director	Securities	Date Issued	Quantity Issued
Steve Formica	Options: Exercise price \$0.25 Expiry date 17/12/2024	17/12/2021	10,000,000
Steve Formica	Options: Exercise price \$0.30 Expiry date 08/12/2025	8/12/2022	1,000,000
Steve Formica	Options: Exercise price \$0.50 Expiry date 08/12/2025	8/12/2022	1,000,000
Stephen Picton	Options: Exercise price \$0.30 Expiry date 08/12/2025	8/12/2022	1,000,000
Stephen Picton	Options: Exercise price \$0.50 Expiry date 08/12/2025	8/12/2022	1,000,000
Simon Tolhurst	Options: Exercise price \$0.25 Expiry date 29/11/2026	29/11/2023	5,000,000

Glossary

\$ means Australian dollars.

Additional Issuance Capacity has the meaning in Section 5.1.

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

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

Annual Report means the Directors' Report, the Financial Report and Auditor's Report in respect to the financial year ended 30 June 2024.

ASIC means the Australian Securities & Investments Commission.

ASX means **ASX Limited** (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

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

Auditor's Report means the auditor's report on the Financial Report.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

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)* for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Echo IQ Limited (ACN 142 901 353).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Director Performance Rights means the Performance Rights the subject of Resolutions 5 to 7 on the terms set out in Schedule 1.

Directors means the current directors of the Company.

Directors' Report means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Disclosure Date means 16 September 2024.

Equity Securities means a Share, a right to a Share or Option, an Option, a convertible security, and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

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.

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

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Performance Right means a performance right to subscribe for a Share upon the terms of any applicable offer.

Placement means the issue of Shares the subject of Resolution 3

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's Report.

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

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

Schedule 1 – Terms and conditions of Performance Rights (Resolution 5 to 7)

Terms and conditions of Directors Performance Rights

(a) **Entitlement**

Each Performance Right entitles the holder to subscribe for one Share upon exercise of the Performance Right.

(b) **Grant and exercise price**

No cash consideration is payable on the issue of or exercise of a Performance Right.

(c) **Expiry Date**

Each Performance Right will expire at 5:00 pm (AEST) on that date that is 2 years after the date of issue (**Expiry Date**). A Performance Right not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Vesting Conditions**

The Performance Rights will vest upon the Volume Weighted Average Price over a period of 30 consecutive Trading Days on which trades in the Shares are recorded on ASX being at least \$0.25 between the date of issue of the Performance Rights and the Expiry Date (**Vesting Condition**) unless the Vesting Condition/s is/are waived in a manner consistent with the ASX Listing Rules.

(e) **Exercise Period**

The Performance Rights are exercisable at any time on and from the date upon which the relevant Vesting Conditions have been satisfied (or waived, if permitted), until the Expiry Date (**Exercise Period**).

(f) **Notice of Exercise**

The Performance Rights may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Performance Rights certificate (**Notice of Exercise**).

(g) **Timing of issue of Shares on exercise**

Following the date of receipt of a validly issued Notice of Exercise and within the time period specified by the ASX Listing Rules, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Performance Rights specified in the Notice of Exercise; and
- (ii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Performance Rights.

Also, if required, the Company will give ASX a notice that complies with section 708A(5)(e) of the Corporations Act (**Cleansing Notice**), or, if the Company is unable to issue a Cleansing Notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors. If a Cleansing Notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Performance Rights rank equally with the then issued Shares of the Company.

(i) **Reconstruction of capital**

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

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Performance Rights and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights without exercising the Performance Rights.

(k) **Change in number of underlying securities**

A Performance Right does not confer a change in the number of underlying securities over which the Performance Right can be exercised.

(l) **No voting or dividend rights**

A Performance Right does not carry any voting rights or entitle the holder to any dividends.

(m) **Rights on winding up**

A Performance Right does not confer any right to participate in the surplus profits or assets of the Company upon winding up of the Company. The Performance Rights do not confer any right to a return of capital, whether in winding up, upon reduction of capital or otherwise.

(n) **Transferability**

A Performance Right is not transferable other than in a manner consistent with the ASX Listing Rules.

Echo IQ Limited

ABN 48 142 901 353

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (Sydney time) on Sunday, 10 November 2024.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 184196

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

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

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



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

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Echo IQ Limited hereby appoint

☐ the Chairman of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Echo IQ Limited to be held at Suite 2.114, 477 Pitt Street, Sydney, NSW 2000 on Tuesday, 12 November 2024 at 10:00am (Sydney time) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 5, 6, 7 and 8 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 5, 6, 7 and 8 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman, provided that the Chairman is not a Restricted Party for the purpose of the Resolution.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 5, 6, 7 and 8 by marking the appropriate box in step 2.

Step 2 Items of Business

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

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-Election of Director – Stephen Picton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of prior issue of Shares – Placement Shares issued under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval to issue Performance Rights to a Related Party – Steve Formica	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval to issue Performance Rights to a Related Party – Andrew Grover	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval to issue Performance Rights to a Related Party – Stephen Picton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Approval to Increase Maximum Total Aggregate Remuneration for Non-Executive Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

