

21 October 2024

Dear Shareholder,

**Annual General Meeting – Notice of Meeting and Proxy Form**

On behalf of the Board of Directors of Cryosite Limited (ASX:CTE) (“**Cryosite**” or the “**Company**”), I am pleased to invite you to Cryosite’s 2024 Annual General Meeting (**AGM**).

The AGM will be held at **11:00am (AEDT) on Friday, 22 November 2024** at Boardroom, Level 2 90 William St, Melbourne, VIC, 3000.

The Notice of the AGM, which contains important information about the matters to be considered at the AGM, is being made available to Shareholders electronically can be found at Cryosite’s ASX market announcements page: <https://www.asx.com.au/markets/company/CTE>

In accordance with Part 1.2AA of the Corporations Act 2001, a physical copy of the Notice of Meeting will only be mailed to Shareholders who have elected to receive a hard copy of meeting documents. If you wish to amend your shareholder communication election to receive a hard copy of the Notice of AGM, please contact Cryosite’s share registry, Link Market Services, on +61 1300 554 474.

Shareholders who are unable to attend the AGM are encouraged to lodge a proxy prior to the meeting. To do so, Shareholders should follow the instructions on their personalised proxy form enclosed to this letter. Proxies must be lodged by no later than **11.00am (AEDT) on Wednesday, 20 November 2024**.

Thank you for your continued support of Cryosite and I look forward to your attendance at the AGM.

By Order of the Board of Directors

Yours faithfully

Mark Kerr

Chairman

# CRYOSITE LIMITED

ACN 090 919 476

## NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting (**AGM** or **Meeting**) of Shareholders of Cryosite Limited (**Cryosite** or the **Company**) will be held:

**Date:** Friday, 22 November 2024

**Time:** 11.00am (Melbourne time)

**Venue:** Boardroom, Level 2 90 William St, Melbourne, VIC, 3000

The Explanatory Memorandum accompanying this Notice of Meeting provides additional information on matters to be considered at the AGM. The Explanatory Memorandum, The Entitlement to Attend and Vote Section and the Proxy Form are part of this Notice of Meeting.

The business of the Meeting is as follows:

### **A** **CONSIDERATION OF REPORTS**

To receive and consider the Company's Financial Report, the Directors' Report and the Independent Auditor's Report for the financial year ended 30 June 2024.

All Shareholders can view the Annual Report which contains the Annual Financial Report, the Directors' Report and the Independent Auditor's Report for the year ended 30 June 2024 on the Company's ASX page at:

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

### **B.** **QUESTIONS AND COMMENTS**

Following consideration of the Reports, the Chairman will give Shareholders attending the Meeting a reasonable opportunity to ask questions about, or comment on, the Reports and the management of the Company.

The Chairman will also give Shareholders a reasonable opportunity to ask the Company's Auditor questions relevant to:

- a) the conduct of the audit;
- b) the preparation and content of the Independent Auditor's Report;
- c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- d) the independence of the Auditor in relation to the conduct of the audit.

The Chairman will also give the Auditor a reasonable opportunity to answer written questions submitted by Shareholders that are relevant to the content of the Independent Auditor's Report or the conduct of the audit.

All Shareholders present at the Meeting will have a reasonable opportunity to ask questions during the AGM.

Shareholders who prefer to register questions in advance of the AGM are invited to do so by logging onto [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) and selecting 'Voting' and clicking 'Ask a Question', or otherwise emailing any questions to the Company Secretary at [michael.austin@bio101.com](mailto:michael.austin@bio101.com)

To allow time to collate questions and prepare answers, please submit any questions by 5.00pm (Melbourne time) on Friday, 15 November 2024.

Questions received in advance of the AGM by email will be collated and, during the AGM, the Chairman will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all topics raised. Please note that individual responses will not be sent to Shareholders.

## **C. ITEMS FOR APPROVAL**

### **Resolution 1. Adoption of Remuneration Report**

To consider and, if thought fit, pass the following as a **non-binding resolution**:

*"That, for the purposes of section 250R(2) of the Corporations Act 2001 (Cth), the Company's Remuneration Report for the financial year ended 30 June 2024, as set out in the Directors' Report, is adopted."*

Please note that, in accordance with section 250R(3) of the *Corporations Act 2001* (Cth), the vote on this resolution is advisory only and does not bind the Directors or the Company.

#### **Voting Exclusion - Resolution 1**

In accordance with section 250R of the Corporations Act, the Company will disregard any vote cast on this Resolution 1:

- a) in any capacity by, or on behalf of, a member of the Key Management Personnel (**KMP**) whose remuneration details are included in the Remuneration Report; or
- b) a Closely Related Party of such member,

unless the vote is cast as a proxy for a person entitled to vote:

- c) and the proxy form specifies how the proxy is to vote; or
- d) the proxy is the Chair of the meeting and the appointment of the Chair as proxy:
  - a. does not specify the way the proxy is to vote on the Resolution; and
  - b. which expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the KMP.

### **Resolution 2. Election of Director – Mr. Mark Kerr**

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

*"That Mr. Mark Kerr, a Director of Cryosite Limited, who retires in accordance with clause 59.2 of the Company's Constitution, and being eligible and offering himself, is elected as a Director of Cryosite Limited."*

### **Resolution 3. Election of Director – Mr. Scott Thomas**

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

*"That Mr. Scott Thomas, a Director of Cryosite Limited, who retires in accordance with clause 59.2 of the Company's Constitution, and being eligible and offering himself, is elected as a Director of Cryosite Limited."*

### **Resolution 4. Election of Director – Mr. Andrew Kerr**

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

*"That Mr. Andrew Kerr, a Director of Cryosite Limited, who retires in accordance with clause 59.2 of the Company's Constitution, and being eligible and offering himself, is elected as a Director of Cryosite Limited."*

#### **Resolution 5. Approval of Additional 10% Placement Capacity**

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

*“That, for the purpose of Listing Rule 7.1A and for all other purposes, approval is given for the Company to have the additional capacity to issue Equity Securities totaling 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 set out in the Explanatory Memorandum.”*

##### **Voting Exclusion - Resolution 5**

The Company will disregard any votes cast in favour of this Resolution 5 by or on behalf of:

- a) any person who at the time approval pursuant to this Resolution 5 is sought the Company is proposing to make an issue of Equity Securities under rule 7.1A.2, any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- b) an associate of that person or those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- c) 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
- d) 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
- e) a Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - a. the beneficiary provides written confirmation to the Shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution, and
  - b. the Shareholder votes on the Resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

#### **Resolution 6 – Change of Auditor**

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

*“That, for the purposes of section 327B(1) of the Corporations Act and for all other purposes, Forvis Mazars Audit & Assurance Pty Ltd (ABN: 12 134 723 069) , having been nominated by a Shareholder and consented in writing to act as auditor of the Company, be appointed as auditor of the Company, effective immediately/as soon as ASIC consents to the resignation of the registered Auditor of the Company.”*

By order of the Board

**Michael Austin**

Company Secretary

21 October 2024

### **ALL RESOLUTIONS BY POLL**

In accordance with the Corporations Act and pursuant to clause 40.2.3 of the Company's Constitution, the Chairman will call a poll for each of the Resolutions proposed at the AGM.

### **ENTITLEMENT TO ATTEND AND VOTE**

In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that persons who are registered holders of Shares of the Company as at 7.00pm (Melbourne time) on Wednesday, 20 November 2024 will be entitled to attend and vote at the AGM as Shareholders.

If more than one joint holder of Shares is present at the AGM (whether personally or by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first in the Company's share register will be counted.

#### *Appointment of Proxy*

If you are a Shareholder entitled to attend and vote at the AGM, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the AGM. A proxy need not be a shareholder of the Company.

A Shareholder may appoint up to two proxies to attend and vote at the AGM on that Shareholder's behalf and the appointment may specify the proportion or number of votes each proxy may exercise at the AGM. If the Shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the Shareholder's votes.

A proxy may vote or abstain as he or she chooses except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution. To be effective, the Proxy Form (and, if the appointment is signed or authenticated by the Shareholder's attorney, the authority under which it was signed or authenticated or a certified copy of the authority) must be received at the Share Registry of the Company no later than 11.00am (Melbourne time) on Wednesday, 20 November 2024 (being 48 hours before the AGM). Proxies must be received before that time by one of the following methods:

**Online (preferred):**      [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

**BY MAIL:**                      Cryosite Limited  
C/- Link Market Services Limited Locked Bag A14  
Sydney South NSW 1235 Australia

**BY FAX:**                      02 9287 0309 (within Australia)  
+61 2 9287 0309 (from outside Australia)

**BY HAND:**                      Link Market Services Limited\*  
Level 12  
680 George Street  
Sydney NSW 2000

\*During business hours Monday to Friday (9:00am to 5:00pm).

If you have any enquiries, please contact our Share Registry at 1300 554 474 or +61 1300 554 474 if you are calling from overseas.

To be valid, a proxy form must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner.

### *Power of Attorney*

A Proxy Form and the original power of attorney (if any) under which the Proxy Form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 11.00am (Melbourne time) on Wednesday, 20 November 2024, being 48 hours before the AGM.

### *Corporate Representatives*

A body corporate which is a Shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act. The representative should bring to the AGM a properly executed letter or other document confirming its authority to act as the body corporate's representative. A "Certificate of Appointment of Corporate Representative" form may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

**IMPORTANT:** If you appoint the Chairman of the Meeting as your proxy, or the Chairman becomes your proxy by default, and you do not direct your proxy how to vote on Resolution 1 then by submitting the proxy form you will be expressly authorising the Chairman to exercise your proxy on the relevant resolution, even though the resolutions are connected, directly or indirectly, with the remuneration of the KMP.

### SHAREHOLDER QUESTIONS – SUBMITTED PRIOR TO THE MEETING

Shareholders who are unable to attend the Meeting or who may prefer to register questions in advance of the Meeting are invited to do so by logging onto [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au), selecting 'Voting' then clicking 'Ask a Question'.

This includes any questions for the Chairman or the Auditor. To allow time to collate questions and prepare answers, please submit any questions by 5:00pm (Melbourne time) on Friday, 15 November 2024 (being no later than the fifth business day before the AGM is held).

Questions will be collated and, during the AGM, the Chairman will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all topics raised. Please note that individual responses will not be sent to Shareholders.

### **CONDUCT OF MEETING**

Cryosite is committed to ensuring that its shareholder meetings are conducted in a manner which provides those shareholders (or their proxy holders) who attend the meeting with the opportunity to participate in the business of the meeting in an orderly fashion and to ask questions about and comment on matters relevant to the business of the meeting or about the Company generally.

Cryosite will not allow conduct at any shareholder meeting which is discourteous to those who are present at the meeting, or which in any way disrupts or interferes with the proper conduct of the meeting. The Chairman of the meeting will exercise his powers as the Chairman to ensure that the meeting is conducted in an orderly and timely fashion, in the interests of all attending shareholders.

### **ENCLOSURES**

Enclosed are the following documents:

- Proxy Form to be completed if you would like to be represented at the AGM by a proxy, noting that Shareholders are encouraged to use the online voting facility that can be accessed on Cryosite's Share Registry's website at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) to ensure the timely and cost-effective receipt of your proxy; and
- a reply-paid envelope for you to return the Proxy Form.

### **EXPLANATORY MEMORANDUM**

This Explanatory Memorandum has been prepared to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the resolutions and in relation to the business to be conducted at the Company's AGM to be held on Friday, 22 November 2024.

Subject to the abstentions noted below, the Directors unanimously recommend Shareholders vote in favour of all Resolutions. The Chairman of the Meeting intends to vote all available undirected proxies in favour of each Resolution.

Resolution 1, relating to the Remuneration Report, is advisory only and does not bind the Directors or the Company.

Resolutions 2,3,4 and 6, are ordinary resolutions, which require a simple majority of votes cast by Shareholders present and entitled to vote on the Resolutions.

Resolution 5 is a special resolution and will require 75% votes cast by Shareholders present and entitled to vote on the Resolutions to pass.

### **Resolution 1: Adoption of Remuneration Report**

Section 250R(2) of the Corporations Act requires that the Remuneration Report of the Company be put to the vote of Shareholders for adoption by way of a non-binding vote.

Broadly, the Remuneration Report details the remuneration policy for the Company which:

- discusses the Company's policy in relation to remuneration of the KMP;
- discusses the relationship between the Board's remuneration policy and Company's performance;
- details any performance conditions attached to KMP remuneration; and
- sets out remuneration details for each KMP.

Shareholders can view the full Remuneration Report in the Annual Report which is available on the Company's website at <https://investors.cryosite.com/investors/?page=announcements>.

Following consideration of the Remuneration Report, the Chair of the Meeting will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

A resolution that the Remuneration Report be adopted will then be put to the vote. The vote on Resolution 1 is advisory only and does not bind the Directors of the Company. However, the Board will take the outcome of the vote into account in setting the remuneration policy for future years.

### **Voting exclusion statement**

In accordance with section 250R of the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by, or on behalf of, the following persons:

- a. a member of the Key Management Personnel (**KMP**) whose remuneration details are included in the 2024 Remuneration Report; or
- b. a closely related party of such member of the KMP (including close family members and companies the KMP controls).

However, a person described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- a. the proxy appointment is in writing and specifies the way the proxy is to vote (e.g., for, against, abstain) on the resolution; or
- b. the vote is cast by the Chairman of the Meeting and the appointment of the Chairman as proxy:
  - i. does not specify the way the proxy is to vote on the resolution; and
  - ii. expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

For the purpose of the voting exclusion above, "key management personnel" and "closely related party" have the same meaning as set out in the Corporations Act.

In accordance with section 250BD of the Corporations Act 2001 (Cth), a vote must not be cast on Resolution 1 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

### **Directors' Recommendation:**

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Directors unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report.



## **Resolution 2: Election of Director – Mr. Mark Kerr**

The Company's Constitution provides that any Director appointed in addition to the existing Directors will hold office until the next following annual general meeting and is then eligible for election.

ASX Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next annual general meeting and is then eligible for election as a Director of the Company.

Mark Kerr was appointed as an additional Director of the Company on 8, December 2023 and has since served as a Director of the Company.

Under this Resolution, Mark Kerr seeks election as a Director of the Company at this AGM.

### **Biography**

Mark is a highly experienced professional with a specialisation in Reputation Management and Public Relations. His expertise extends to finance, marketing, property, the stock market, political, and issues management. He has a legal background with a LL.B. degree from the University of Melbourne and experience as a solicitor.

Previously, Mark was the chairman and managing director of Hawthorn Resources Limited, and chairman of WCM Global Long Short Limited and Think Childcare Limited.

Currently, Mark is the non-executive director of Nido Education Limited, which listed on the ASX in 2023. Mark also serves as a director of Berkeley Consultants, focusing on public relations, investor relations and reputation management.

### **Directors' Recommendation:**

On the basis of Mr. Mark Kerr's skills, qualifications and experience and his contribution to the Board's activities, the Directors, with Mr. Mark Kerr abstaining, unanimously support the election of Mr. Mark Kerr as a Director.

### **Resolution 3: Election of Director – Mr. Scott Thomas**

The Company's Constitution provides that any Director appointed in addition to the existing Directors will hold office until the next following annual general meeting and is then eligible for election.

ASX Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next annual general meeting and is then eligible for election as a Director of the Company.

Scott Thomas was appointed as an additional Director of the Company on 9, May 2024 and has since served as a Director of the Company.

Under this Resolution, Scott Thomas seeks election as a Director of the Company at this AGM.

#### **Biography**

Scott has strong experience in the financial services profession both in Australia and the United Kingdom having held senior roles at ANZ and Vanguard Investments. Scott holds a Diploma of Financial Strategy (Oxford University), a Master of Applied Finance (Macquarie University) and a Bachelor of Commerce (The University of Melbourne).

#### **Directors' Recommendation:**

On the basis of Mr. Scott Thomas's skills, qualifications and experience and his contribution to the Board's activities, the Directors, with Mr. Scott Thomas abstaining, unanimously support the election of Mr. Scott Thomas as a Director.

#### **Resolution 4: Election of Director – Mr. Andrew Kerr**

The Company's Constitution provides that any Director appointed in addition to the existing Directors will hold office until the next following annual general meeting and is then eligible for election.

ASX Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next annual general meeting and is then eligible for election as a Director of the Company.

Andrew Kerr was appointed as an additional Director of the Company on 22, February 2024 and has since served as a Director of the Company.

Under this Resolution, Andrew Kerr seeks election as a Director of the Company at this AGM.

#### **Biography**

Andrew is an experienced financial services professional in both the Australian and international markets. Andrew is a qualified Certified Practising Accountant (CPA) and a graduate of the Australian Institute of Company Directors (GAICD) course. Through his roles at the Bank of America Merrill Lynch and Macquarie Bank, Andrew has obtained strong sustainability and ESG credentials which will greatly complement the Board.

#### **Directors' Recommendation:**

On the basis of Mr. Andrew Kerr's skills, qualifications and experience and his contribution to the Board's activities, the Directors, with Mr. Andrew Kerr abstaining, unanimously support the election of Mr. Andrew Kerr as a Director.

## Resolution 5. Approval of Additional 10% Placement Capacity

### 5.1. General

Listing Rule 7.1A provides that an Eligible Entity may seek shareholder approval to allow it to issue equity securities up to the 10% Placement Capacity. Approval under Listing Rule 7.1A is an increase in the Company's entitlement or capacity to issue a further 10% of its issued capital. There is no guarantee that the Company will issue any Shares under this 10% Placement Capacity.

The Company is an Eligible Entity (as described below). If Shareholders approve Resolution 5, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (as set out below).

The effect of Resolution 5 will be to allow the Company to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the period up to 12 months after the Meeting (refer to 10% Placement Capacity Period defined below), without prior Shareholder approval and without using the Company's 15% Placement Capacity granted under Listing Rule 7.1.

If Resolution 5 is not passed, the Company will not be able to access the 10% Placement Capacity and will remain subject to the 15% Placement Capacity set out in Listing Rule 7.1.

Resolution 5 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 5 for it to be passed.

### 5.2. Listing Rule 7.1A

Listing Rule 7.1A enables an Eligible Entity to seek Shareholder approval at its annual general meeting to issue Equity Securities in addition to those available to be issued under the Eligible Entity's 15% Placement Capacity.

An '**Eligible Entity**' is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the A&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300m.

The Company is an Eligible Entity as it is not included in the A&P/ASX 300 Index and at the date of this Notice has a current market capitalisation of approximately \$42.95m based on a Share price of \$0.880 as at 4 October 2024.

The Equity Securities must be in the same class as an existing class of quoted Equity Securities. The Company currently has one class of quoted Equity Securities, being fully paid ordinary shares.

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

$$(A \times D) - E$$

Where:

**A** is the number of Shares on issue 12 months before the date of issue or agreement:

- plus the number of fully paid ordinary securities issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17,
- plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
  - the convertible securities were issued or agreed to be issued before the commencement of the

12 month period; or

- the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4,
- plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
  - the agreement was entered into before the commencement of the 12 month period; or
  - the agreement or issue was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4,
- plus the number of any other fully paid ordinary securities issued in the 12 month period with approval under Listing Rule 7.1 or Listing Rule 7.4,
- plus the number of partly paid ordinary securities that became fully paid in the 12 month period,
- less the number of fully paid ordinary securities cancelled in the 12 month period.

Note that “A” 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 relevant period (described below) that have not been subsequently approved by Shareholders under Listing Rule 7.4.

### 5.3 Technical information required by Listing Rule 7.1A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to this Resolution 5.

**(a) Period for which the approval will be valid**

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting approving this Resolution 5 and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting at which approval is obtained;
- (ii) the time and date of the Company’s next annual general meeting, and
- (iii) the time and date of approval by Shareholders of any transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of the Company’s activities) or 11.2 (disposal of the Company’s main undertaking).

**(10% Placement Capacity Period).**

Shareholder approval under Listing Rule 7.1A does not lapse if the Company’s market capitalisation subsequently exceeds \$300 million or of it is included in the S&P/ASX 300 Index at some time during that period provided that the Company meets those criteria on the date of this Meeting.

**(b) Minimum Price**

The minimum price at which the Equity Securities may be issued is 75% of the VWAP of Equity

Securities in that class, calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 10 ASX Trading Days of the date in paragraph (b)(i) above, the date on which the Equity Securities are issued.

(c) Purpose of Issue under 10% Placement Capacity

The Company may issue Equity Securities under the 10% Placement Capacity for cash consideration only. The Company intends to use any funds raised for expanding or accelerating the Company's existing business activities (including expenses associated with further development of the Company's existing assets and discovery of new assets), pursuing other acquisitions that have a strategic fit or will otherwise add value to Shareholders (including expenses associated with such acquisitions) and general working capital. The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.3 upon issue of any Equity Securities.

(d) Risk of voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the economic and voting interests of Shareholders who do not receive any Shares under the issue.

If Resolution 5 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Equity Securities in that class may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for those Equity Securities on the date of issue of those Equity Securities, which may also have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the potential dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A(2), on the basis of the current market price of Shares and the number of Equity Securities the Company will have on issue as at the date of this Notice of Meeting.

The table also shows two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company will have on issue at the date of the Meeting. 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 two examples of where the issue price of ordinary securities has altered, one by a decrease by 50% and the other by an increase by 50% as against the current market price. The voting dilution impact where the number of Shares on issue (variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Variable "A" ASX Listing Rule 7.1A.2		Potential Dilution and Funds Raised		
		0.44000 50% decrease in issue price	0.88000 Issue price <sup>(b)</sup>	1.32000 50% increase in issue price
"A" is the number of shares on issue, <sup>(a)</sup> being  48,809,563	10% voting dilution <sup>(c)</sup>	4,880,956	4,880,956	4,880,956
	Funds raised	\$2,147,621	\$4,295,242	\$6,442,862
"A" is a 50% increase in shares on issue, being  73,214,345	10% voting dilution <sup>(c)</sup>	7,321,434	7,321,434	7,321,434
	Funds raised	\$3,221,431	\$6,442,862	\$9,664,293
"A" is a 100% increase in shares on issue, being  97,619,126	10% voting dilution <sup>(c)</sup>	9,761,913	9,761,913	9,761,913
	Funds raised	\$4,295,242	\$8,590,483	\$12,885,725

The table above uses the following assumptions:

- The current shares on issue are the Shares on issue as at 6 October 2024.
- The issue price set out above of \$0.88 is the closing price of the Shares on the ASX on 4 October 2024.
- The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
- No Options are exercised into Shares before the date of the issue of the Equity Securities;
- 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%.
- The calculations above do not show the dilution that any one particular Shareholder will be subject to by reason of placements under the 10% Placement Capacity. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- This table does not set out any dilution pursuant to issues approved under Listing Rule 7.1.

(e) Allocation under the 10% Placement Capacity

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including, but not limited to:

- the purpose of the issue;
- alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- the effect of the issue of the Equity Securities on the control of the Company;
- the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company; and
- advice from corporate, financial and broking advisers (if applicable).

The allottees of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined but may include current Shareholders or new investors (or both), none of whom will be related parties or associates of a related party of the Company.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 upon issue of

any Equity Securities.

(f) Previous approval and issues under Listing Rule 7.1A

The Company has previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 23 November 2023.

The Company has not issued any securities in the 12 months preceding the date of this meeting pursuant to Listing Rule 7.1A.2.



## **Resolution 6 – Change of Auditor**

Under section 327B of the Corporations Act, Shareholder approval is required for the appointment of a new auditor.

Mazars Risk & Assurance Pty Limited has been the Company's auditor since 2016. During this time, it has conducted the audit with due care, independence, and competence. In the financial year 2024, the Board undertook a review of the accounting firms with the necessary capabilities to conduct the Company's audit, given the expiring tenure of its current auditor. As a result of that review, the Board considers it timely to recommend the appointment of Forvis Mazars Audit & Assurance Pty Ltd (ABN: 12 134 723 069) as auditor of the Company. Under the Corporations Act, members must approve the appointment of a new auditor.

Mazars Risk & Assurance Pty Limited has notified the Company that it has applied to ASIC to resign as auditor. ASIC must consent to the resignation for it to be effective, which would occur from the later of the conclusion of the 2024 Annual General Meeting and the day on which ASIC gives its consent.

Forvis Mazars Audit & Assurance Pty Ltd has provided its written consent to this appointment, subject to ASIC consenting to the resignation of Mazars Risk & Assurance Pty Limited as auditor of the Company and the approval by members.

Mr Mark Kerr, being a member of the Company, has nominated that Forvis Mazars Audit & Assurance Pty Ltd be appointed as auditor, assuming that ASIC consents to the resignation of Mazars Risk & Assurance Pty Limited as auditor. In accordance with section 328B(3) of the Corporations Act, a copy of the notice of nomination is included at the end of these Explanatory Notes.

The Company expects that ASIC will give its consent prior to the Annual General Meeting. However, if ASIC does not consent to the resignation of Mazars Risk & Assurance Pty Limited at the date of this meeting, this Item 6 will not be proposed at the meeting.

## **Board Recommendation**

The Board unanimously recommends passing the resolution should ASIC consent to the resignation of Mazars Risk & Assurance Pty Limited.

## GLOSSARY

**\$** means Australian dollars.

**AEDT** means Australian Eastern Daylight Time as observed in Melbourne, Victoria.

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

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

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

**Board** means the current board of directors of the Company.

**Auditor** means the Company's external auditor Mazars Risk & Assurance.

**Business Day** means Monday to Friday inclusive, except recognised public holidays by the state of New South Wales.

**Chairman** 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.

**Company** means Cryosite Limited ACN 090 919 476.

**Constitution** means the Company's constitution.

**Corporations Act** means the Corporations Act 2001 (Cth).

**Corporations Regulations** means the Corporations Regulations 2001 (Cth).

**Director** means a current director of the Company.

**Explanatory Statement** means the explanatory statement accompanying the Notice of Meeting.

**Key Management Personnel or KMP** is defined by AASB 124: Related Party Disclosures as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.

**Meeting** means the annual general meeting to which the Notice relates.

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

**Proxy Form** means the proxy form accompanying the Notice.

**Remuneration Report** means the remuneration report dealing with the remuneration of Directors and key management personnel of the Company as set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2024.

**Reports** means the Company's Financial Report, the Directors' Report and the Independent Auditor's Report for the year ended 30 June 2024.

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

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

**Shareholder** means a registered holder of a Share.

**Share Registry** means Link Market Services.

07 Oct 2024

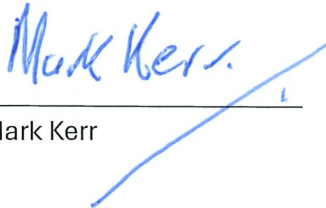
Michael Austin  
Company Secretary  
Cryosite Limited  
By email: michael.austin@bio101.com

Dear Michael

**RE: Nomination of Auditor**

For the purposes of Section 328B (1) of the Corporations Act 2001, I, Mark Kerr, being a trustee for a registered member of Cryosite Limited (ACN: 090 919 476) (**Company**), hereby nominate Forvis Mazars Audit & Assurance Pty Ltd (ABN: 12 134 723 069) as auditor of the Company at the Annual General Meeting.

Yours faithfully,



Mark Kerr

## LODGE YOUR VOTE



### ONLINE

<https://investorcentre.linkgroup.com>



### BY MAIL

Cryosite Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia



### BY FAX

+61 2 9287 0309



### BY HAND

Link Market Services Limited  
Parramatta Square, Level 22, Tower 6,  
10 Darcy Street, Parramatta NSW 2150



### ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



**X99999999999**

## PROXY FORM

I/We being a member(s) of Cryosite Limited and entitled to attend and vote hereby appoint:

### APPOINT A PROXY



the Chairman of the Meeting (mark box)

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy



or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am (AEDT) on Friday, 22 November 2024 at Berkeley Consultants Level 2 90 William St Melbourne, VIC, 3000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

**Important for Resolution 1:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

### VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

#### Resolutions

1 Remuneration Report

For Against Abstain\*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

5 Approval of 10% Placement Capacity

For Against Abstain\*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

2 Election of Mark Kerr

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

6 Change of Auditor

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

3 Election of Scott Thomas

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

4 Election of Andrew Kerr

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------



\* 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.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two 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 telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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 your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the 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 can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (AEDT) on Wednesday, 20 November 2024**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Voting Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### BY MAIL

Cryosite Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
Parramatta Square  
Level 22, Tower 6  
10 Darcy Street  
Parramatta NSW 2150

\*during business hours Monday to Friday (9:00am - 5:00pm (Sydney time))

### IMPORTANT INFORMATION

Link Group is now known as MUFG Pension & Market Services. Over the coming months, Link Market Services will progressively rebrand to its new name MUFG Corporate Markets, a division of MUFG Pension & Market Services.

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**