

CRYOSITE LTD

Notice of Annual General Meeting 2016

13A Ferndell St,
South Granville,
NSW, 2142

Thursday 27th October 2016,
10.30am

A Form of Proxy is enclosed with this Notice and instructions for its completion and return by post are shown on the form. You can also vote online at www.linkmarket services.com.au

Important information

This document is important and requires your immediate attention. If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other independent professional adviser.

CHAIRMAN'S LETTER

27th October 2016 Notice of Annual General Meeting

Dear Shareholder

I am writing to invite you, as a shareholder in Cryosite Limited (CTE or the Company), to attend our Annual General Meeting on Thursday 27th October 2016.

The meeting will be held at the offices of Cryosite Ltd, 13A Ferndell St, South Granville, Sydney, NSW, 2142. The meeting will commence at 10.30am with registration available from 10.00am. Following the conclusion of the Meeting there will be refreshments and an opportunity to meet with the Board and management.

A proxy form is included in this information pack. If you attend the Meeting, please bring this form with you as it will assist with the registration process. If you are not attending the Meeting, the Form allows shareholders to either lodge their vote directly or appoint a proxy or corporate representative to vote on their behalf. Please refer to the Notice of Meeting and the Voting/Proxy Form for more information.

If you would like to submit questions on any shareholder matters that may be relevant to the Meeting then please email your questions to corporate@cryosite.com. While time may not permit me to address all questions, I will endeavor to address the most frequently raised shareholder matters.

If you are unable to attend the meeting, all presentations to the Meeting will be released to the ASX prior to the meeting and will also be available on the website.

The Notice of Meeting lists the items to be considered at the Meeting and the background information on the proposed resolutions is contained in the explanatory notes following the Notice of Meeting.

I look forward to welcoming you to the Annual General Meeting of Cryosite.

Yours sincerely

Stephen Roberts
Chairman

NOTICE OF MEETING

27th October 2016 Notice of Annual General Meeting

The Cryosite Ltd Annual General Meeting will be held on Thursday, 27th October 2016, commencing at 10.30am. The meeting will be held at the offices of Cryosite Ltd, 13A Ferndell St, South Granville, Sydney, NSW, 2142.

Items of business

1 Reports

To receive and consider the Financial Report and the Reports of the Directors and Auditor for the year ended 30 June 2016.

2 Resolution 1 - Remuneration Report

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

“To adopt the Remuneration Report for the year ended 30 June 2016.”

Voting Exclusion Statement:

The Company will disregard any votes cast on item 2 by or on behalf of:

- a member of the key management personnel of the Company (KMP) as disclosed in the 2016 Remuneration Report; and*
- a closely related party of those persons (such as close family member members and any companies the person controls)*

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

- the vote is cast in accordance with the direction on the Voting/Proxy Form; or*
- in the absence of a direction on the Voting/Proxy Form, the vote is cast by the Chairman of the Meeting*

3 Resolution 2 - Election of Director: Mr. Andrew Kroger.

To consider and, if thought fit, pass the following resolution as ordinary resolution of the Company:

“That Mr. Andrew Kroger, being a Director who is retiring in accordance with the Company's constitution, and being eligible, offers himself for election, be re-elected as a director of the Company.”

4 Resolution 3 - Re-election of director: Mr. Stephen Roberts

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

“That Mr. Stephen Roberts who was appointed by the Directors since the last Annual General Meeting, retires in accordance with the Company's Constitution and, being eligible for re-election, be re-elected as a director of the Company.”

By order of the Board.

Bryan Dulhunty
Company Secretary

VOTING

27th October 2016 Notice of Annual General Meeting

Appointing a Proxy

- Shareholders who are unable to attend the Annual General Meeting (AGM) and do not choose to use Direct Voting, are entitled to appoint a proxy to act at the AGM on their behalf, and to vote in accordance with their instructions on the proxy form.
- A proxy need not be a shareholder of Cryosite Ltd.
- To appoint a Proxy, mark 'X' in Step 1 B on the Proxy Form. A proxy may be an individual or a body corporate. Subject to the voting exclusions set out above, if no voting instructions are given, the proxy may vote as they see fit.
- If a shareholder appoints a key management personnel of the Company (KMP) as disclosed in the 2016 Remuneration Report (which includes each of the Directors) as proxy, the KMP will not be able to cast the shareholder's votes on resolution 1 unless the shareholder directs the KMP how to vote or the Chairman of the Meeting is the shareholder's proxy. If a shareholder appoints the Chairman of the Meeting as their proxy or the Chairman of the Meeting is appointed as the shareholder's proxy by default and the shareholder does not make a mark a voting box for item 2 then by signing and returning the Voting/Proxy Form the shareholder will be expressly authorizing the Chairman of the Meeting to exercise the proxy in respect of the relevant item even though the item is connected with the remuneration of the KMP.
- The Chairman of the Meeting intends to vote all valid available and undirected proxies in favour of each item of business.
- If you are a shareholder entitled to cast two or more votes, you may appoint up to two proxies and specify the proportion of voting rights or the number of votes each proxy is appointed to exercise.

Sending us your Direct Vote or Proxy

- Completed Voting/Proxy Forms must be received by the Share Register, Link Market Services Limited, at Locked Bag A14, Sydney South, NSW, 1235 or by fax to +61 2 9287 0309 by 10.30am on Tuesday 25th October 2016. A return envelope is provided.
- If you wish to submit your direct vote or your appointment of proxy and voting instructions electronically, visit the share registry website, www.linkmarket.services.com.au. You will need your security holder Reference Number (SRN) or Holder Identification Number (HIN) which is shown on the Voting/Proxy Form.
- If your direct vote or appointment of a proxy is signed by an attorney, or in the case of direct vote or proxy submitted electronically, authenticated by an attorney, the power of attorney (or a certified copy of the power of attorney) must be received by the Share Registrar, Link Market Services Limited, at Locked Bag A14, Sydney South, NSW, 1235 or by fax to +61 2 9287 0309 by 10.30am on Tuesday 25th October 2016.
- If you wish to deliver by hand the delivery address is Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138. Delivery should be made during business hours (Monday to Friday, 9 am to 5pm).

Determination of shareholders' right to vote

The Board has determined that a person's entitlement to vote at the AGM will be the entitlement of that person set out in the register of shareholders as at 7pm on Tuesday 25th October 2016. Share transfers registered after that time will be disregarded in determining entitlements to vote at the AGM.

EXPLANATORY MEMORANDUM

27th October 2016 Notice of Annual General Meeting

Agenda item 1: Financial Report and Reports of the Director and Auditor.

In accordance with the Corporations Act 2001, the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2016 will be put before the AGM. These Reports are in the Cryosite 2016 Annual Report and can be accessed on our website at www.cryosite.com.

This item does not require a formal resolution and accordingly, no vote will be held on this item. Shareholders will, however, be given a reasonable opportunity to ask questions on these Reports during discussion on this item.

Item 2: Resolution 1 - Remuneration Report.

Shareholders are asked to adopt the Remuneration Report for the year ended 30 June 2016. The Remuneration Report is in the Directors Report in Cryosite's 2016 Annual Report and can be accessed on the website at www.cryosite.com.

Under the Corporations Act 2001, the vote on this Resolution is advisory only and does not bind the Board or Cryosite. However, the Board will take the outcome of the vote into account when considering future remuneration policy for non-executive Directors and Executives.

Shareholders should note that if 25% or more of votes cast on this resolution are against adoption of the Remuneration Report, the first element in the Board spill provisions introduced in 2011 (known generally as the 'two strikes rule') will be triggered. This would require a resolution on whether to hold a further meeting to spill the Board (a 'spill resolution') to be put to shareholders at the 2017 Annual General Meeting if a 'second strike' was to occur at the 2017 Annual General Meeting.

A voting exclusion applies to this resolution, as set out in the Notice of Meeting.

The Board unanimously recommends that shareholders vote in favour of the adoption of the Remuneration Report. The Chairman of the AGM intends to vote all available and undirected proxies in favour of this resolution.

Item 3: Resolution 2 - Election of Director: Mr. Andrew Kroger (Non Executive Director)

Mr. Andrew Kroger being a Director who is retiring in accordance with the Company's constitution, and being eligible, offers himself for election, be re-elected as a director of the Company.

Mr. Kroger is a Non-Executive Director of Cryosite. Andrew was appointed a director of Cryosite in November 2011. Andrew is the largest shareholder of the Company holding 14,616,906 shares (31.19% of the share capital).

Mr. Kroger has had a career in stockbroking, law and general management including two years running Forsyth Group in 1990 which was Australia's ninth largest gold producer at that time. Mr. Kroger is the owner of Process Wastewater Technologies LLC, a company with its major business being in wastewater in the United States. Mr. Kroger has a Bachelor of Economics and a Bachelor of Laws from Monash University.

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Item 4 – Resolution 3 - Re-election of director: Mr. Stephen Roberts. (B. Business, Executive MBA (INSEAD) Non-Executive Chair.

Mr. Roberts who was appointed by the directors of the Company since the 2015 AGM, retires in accordance with the Constitution of the Company and being eligible, offers herself for re-election as a director of the Company.

EXPLANATORY MEMORANDUM

27th October 2016 Notice of Annual General Meeting

Item 4 – Resolution 3 - Re-election of director: Mr. Stephen Roberts (continued)

Mr. Roberts has over 25 year's business, management and consulting experience in highly successful international companies. Stephen is currently Chair of Growth Farms Australia Ltd and a number of private and unlisted companies. He was on the boards of Cancer Council Australia and New South Wales for nearly a decade and remains on the Social Ventures Leadership Council. His past roles include CEO & Senior partner of Mercer Investments Asia Pacific, Managing Director of Russell Investments Australasia and Senior Vice President of BT Funds Management. Mr. Roberts is a Fellow and Graduate of the Institute of Company Directors and is trained as a Chartered Accountant. Mr. Roberts was appointed to the Board on 8 December 2015 and appointed Chairman on 8th April 2016.

Contact Information

27th October 2016 Notice of Annual General Meeting

Cryosite Limited
13A Ferndell St, South Granville, Sydney
NSW 2142

Telephone: +61 2 8865 2000
Facsimile: +61 2 8865 2090
Email: corporate@cryosite.com

Company Secretary: Mr. Bryan Dulhunty

Shareholder information: www.cryosite.com

Share Register
Link Market Services Limited Level 12
680 George Street
Sydney NSW 2000

Telephone: + 61 1300 554 474
Fax Nos: + 61 2 9287 0309 (for proxy forms only)
+ 61 2 9287 0303 (general line)

Annual Report

To request a copy of the Annual Report, simply contact the company.
Electronic versions of Cryosite's Annual Report are available at www.cryosite.com

Australian Securities Exchange Listing CTE

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



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
1A Homebush Bay Drive, Rhodes NSW 2138



ALL ENQUIRIES TO

Telephone: +61 1300 554 474

VOTING FORM

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

STEP 1 Please mark either A or B

A

VOTE DIRECTLY

☐

elect to lodge my/our
vote(s) directly (mark box)



in relation to the Annual General Meeting of the Company to be held at **10:30am on Thursday, 27 October 2016**, and at any adjournment or postponement of the Meeting.

You should mark either "for" or "against" for each item. Do not mark the "abstain" box.

OR

B

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 **10:30am on Thursday, 27 October 2016 at 13A Ferndell Street, South Granville, NSW, 2142** (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.

STEP 2

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

For Against Abstain*

1 Remuneration Report

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

2 Election of Director – Mr Andrew Kroger

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

3 Re-election of Director – Mr Stephen Roberts

| | | |
|--------------------------|--------------------------|--------------------------|
| <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.

STEP 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

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 VOTING 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.**

VOTING UNDER BOX A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either **"for"** or **"against"** for each item. Do not mark the **"abstain"** box. If you mark the **"abstain"** box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chairman of the Meeting as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the Voting Form the total number of votes in each of the categories **"for"** and **"against"** and their votes will be valid.

If you have lodged a direct vote, and then you attend the Meeting, your attendance will cancel your direct vote.

The Chairman's decision as to whether a direct vote is valid is conclusive.

VOTING UNDER BOX B – 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 Voting 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 Voting 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:

- on each of the first Voting Form and the second Voting 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
- 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" should 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.

LODGEMENT OF A VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:30am on Tuesday, 25 October 2016**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

www.linkmarketservices.com.au

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) as shown on the front of the Voting Form).



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 www.linkmarketservices.com.au 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*
1A Homebush Bay Drive
Rhodes NSW 2138

* During business hours (Monday to Friday, 9:00am–5:00pm)

**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.**