



truscreen  
a world without  
cervical cancer

28 July 2023

## Annual Meeting

**Dear fellow Shareholder,**

I am pleased to invite shareholders to the 2023 Annual Meeting (AM) of TruScreen Group Limited scheduled for 29 August 2023.

The details of the Annual Meeting are as follows:

To be held in the Boardroom of Link Market Services, Level 30 PWC Tower 15 Customs Street West Auckland and online at <https://www.virtualmeeting.co.nz/tru23>

Shareholders attending and participating in the Annual Meeting in person or virtually via the online platform will be able to vote and ask questions during the meeting. More information regarding virtual attendance at the Annual Meeting (including how to vote and ask questions virtually during the Meeting) is available in the Virtual General Meeting Online Portal Guide available at

<https://bcast.linkinvestorservices.co.nz/generic/docs/OnlinePortalGuide.pdf>

Date: 29 August 2023

Time; 11.00am Auckland, New Zealand time.

Accompanying this letter is a Notice of the Annual Meeting and a Proxy Form which must be lodged at least 48 hours before the meeting.

Please note that this meeting is restricted to registered shareholders and/or proxy holders.

Yours sincerely,

Anthony Ho  
Chairman



truscreen  
a world without  
cervical cancer

For more information, visit [www.truscreen.com](http://www.truscreen.com) or contact:

Dr. Beata Edling

Guy Robertson

Chief Executive Officer

Chief Financial Officer

[Beataedling@truscreen.com](mailto:Beataedling@truscreen.com)

[guyrobertson@truscreen.com](mailto:guyrobertson@truscreen.com)

### About TruScreen:

TruScreen Group Limited (NZX/ASX: TRU) is a medical device company that has developed and manufactures an AI-enabled device for detecting abnormalities in the cervical tissue in real-time via measurements of the low level of optical and electrical stimuli.

TruScreen's cervical screening technology enables cervical screening, negating sampling and processing of biological tissues, failed samples, missed follow-up, discomfort, and the need for costly, specialised personnel and supporting laboratory infrastructure.

The TruScreen device, TruScreen Ultra®, is registered as a primary screening tool for cervical cancer screening.

The device is CE Marked/EC certified, ISO 13485 compliant and is registered for clinical use with the TGA (Australia), MHRA (UK), NMPA (China), SFDA (Saudi Arabia), Roszdravnadzor (Russia), and COFEPRIS (Mexico). It has Ministry of Health approval for use in Vietnam, Zimbabwe, Israel, Ukraine, and the Philippines, among others and has distributors in 29 countries. In 2021, TruScreen established a manufacturing facility in China for devices marketed and sold in China.

TruScreen technology has been endorsed in CSCCP's (Chinese Society for Colposcopy and Cervical Pathology) China Cervical Cancer Screening Management Guideline.

TruScreen has been recognised in a China Blue Paper "Cervical Cancer Three Stage Standardized Prevent and Treatment" published on 28 April 2023.

To date, over 170000\* examinations have been performed with TruScreen device and over 200 devices have been installed and used in China, Vietnam, Mexico, Zimbabwe, Russia, and Saudi Arabia. TruScreen's vision is "A world without the cervical cancer®".

To learn more, please visit: [www.truscreen.com/](http://www.truscreen.com/).

*\*Based on Single Use Sensor sales.*



## TRUSCREEN GROUP LIMITED

### NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Notice is given that the Meeting will be held at:

**TIME:** 11:00am

**DATE:** Tuesday 29 August 2023

**PLACE:** Link Market Services Level 30 PWC Tower 15 Customs Street  
West Auckland and online at [www.virtualmeeting.co.nz/tru23](http://www.virtualmeeting.co.nz/tru23)

**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.**

**Persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00pm on 27 August 2023.**



Notice is hereby given that the Annual Meeting of Shareholders of Truscreen Group Limited (the "Company") will be held at the offices of Link Market Services, Level 30, PWC Tower 15 Customs Street West Auckland and online at [www.virtualmeeting.co.nz/tru23](http://www.virtualmeeting.co.nz/tru23) on 29 August 2023 at 11.00am, Auckland time.

## **BUSINESS OF THE MEETING**

### **AGENDA**

#### **FINANCIAL STATEMENTS AND REPORTS**

To receive and consider the Annual Report of the Company for the financial year ended 31 March 2023. No formal approval is required.

A presentation will be made by Dr Beata Edling, Chief Executive Officer of Truscreen Group Limited.

**To consider and, if thought fit, pass the following resolutions:**

#### **1. REMUNERATION OF AUDITORS – ORDINARY RESOLUTION**

That the Board be authorised to fix the remuneration of RSM Hayes Audit Auckland the Company's auditors.

#### **2. RE-ELECTION OF MRS. JULIET HULL AS A DIRECTOR – LISTING RULE 2.2.1(b) - ORDINARY RESOLUTION**

That Mrs Juliet Hull, who retires in accordance with the provisions of the Constitution of the Company, and being eligible, offers herself for re-election, be re-elected as a Director of the Company.

#### **3. RATIFICATION OF PRIOR ISSUE OF 20,000,000 SHARES – LISTING RULE 4.5.1(c) - ORDINARY RESOLUTION**

That shareholders ratify the previous issue by the Company on 22 March 2023 of 20,000,000 ordinary fully paid shares at an issue price of \$0.03 per share.



**4. ISSUE OF UP TO 13,000,000 OPTIONS TO SENIOR EXECUTIVE AND DIRECTORS – LISTING RULE 4.2 - ORDINARY RESOLUTION**

That the Directors of the Company are authorised to:

- (a) issue 7,000,000 options to acquire ordinary shares in the Company to the Chief Executive Officer and 6,000,000 options to acquire shares in the Company to directors of the Company on the terms set out in the Explanatory Notes accompanying this Notice of Meeting; and
- (b) take all action, do all things and execute all documents and agreements necessary or considered by them to be expedient to give effect to the issue of the options.

By Order of the Board of Directors

A handwritten signature in black ink, appearing to read "Anthony Ho", is written over a light grey rectangular background.

**Anthony Ho**  
**Chairman**



## VOTING BY PROXY

All shareholders of the Company entitled to attend and vote at the meeting, may attend the meeting, or are entitled to appoint a proxy to attend and vote on their behalf.

A proxy appointment and vote can be completed online at the Link Market Services Investor Centre at [vote.linkmarketservices.com/TRU](http://vote.linkmarketservices.com/TRU). You will require your CSN/Holder Number and Authorisation Code (FIN). AU holders (Postcode).

Alternatively, please complete and sign the enclosed Proxy Form and return to the Company's Share Registrar, Link Market Services in accordance with the instructions set out on the Proxy Form accompanying this Notice by 11.00am on 27 August 2023.

Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- Shareholders may appoint the Chair as their proxy; and
- the proxy need not be a Shareholder.

Shareholders and their proxies should be aware that

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

Directed proxies means the proxy holder will vote on each resolution as directed by the Shareholder. In the event the Shareholder does not indicate how the proxy holder should vote on each resolution, and the Shareholder appoints the Chair as their proxy, the Chair will vote all resolutions in favour of all of the resolutions, except those in which the Chair has an interest or is otherwise restricted from voting on.

## VOTING RESTRICTIONS

Any shareholders of the Company who are Directors or Associated Persons (as that term is defined in the Listing Rules) of the Directors of the Company are not entitled to vote in respect of resolution 4.

Those persons who are prohibited from voting on a resolution may not act as a discretionary proxy in respect of a resolution, but may vote in accordance with express instructions.

The Chair shall vote any undirected proxies in favour of all of the resolutions with the exception of resolution 4 given the Chair is interested in that resolution.

The persons identified in Column 2 of the table below are unable to vote in favour of the resolutions listed in Column 1.

<b>Column 1 Resolution</b>	<b>Column 2 Disqualified Person</b>
Resolution 3	Any person who has been issued, or has acquired, the Equity Securities which are subject to ratification by that resolution, and any Associated Person of that person
Resolution 4	Mr Ho, Mr Horn and Dr Edling, and their Associated Persons (as that term is defined in the Listing Rules).

## **Explanatory Notes**

### **NZX Listing Rules (“Listing Rules”) and Companies Act (“Act”)**

The Company is listed on the NZX Main Board and must comply with the Listing Rules and the Act. In addition, various provisions of the Listing Rules are included in the Constitution. The Act, the Constitution and the Listing Rules contain specific requirements which are relevant to the resolutions comprised in this Notice. The Company is also listed on the ASX as a Foreign Exempt Listing.

The implications of the Listing Rules, the Act and the Constitution, insofar as they relate to each resolution, are addressed in the Explanatory Notes to each resolution. As required by NZX Listing Rules, all resolutions will be determined by poll.

### **Nature of Resolutions**

The resolutions which are to be considered at the Meeting are all ordinary resolutions. An ordinary resolution is a resolution passed by a simple majority of votes of shareholders of the Company, entitled to vote and voting.

These Explanatory Notes have been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

### **AGENDA ITEM 1 - FINANCIAL STATEMENTS AND REPORTS**

Whilst the consideration of the Annual Report by shareholders is not strictly required under the Act, the Board considers it good policy to table the Annual Report at the Meeting for consideration by shareholders, and for discussion where appropriate. The Company’s auditors, RSM Hayes Audit will be in attendance to respond to shareholders on the conduct of the audit.

The Company will not provide a hard copy of the Company’s annual financial report to Shareholders unless specifically requested to do so. The Company’s annual financial report is available on its website at [www.truscreen.com](http://www.truscreen.com).

#### **1. RESOLUTION 1 - REMUNERATION OF AUDITORS – ORDINARY RESOLUTION**

This resolution authorises the Board to fix the fees and expenses of the auditor.

#### **2. RESOLUTION 2 - RE-ELECTION OF MRS JULIET HULL AS A DIRECTOR – ORDINARY RESOLUTION**

**2.1** In terms of the constitution of the Company and the Listing Rules, Mrs Juliet Hull is required to retire from her role as a director of the Company at the Annual General Meeting. Mrs Hull is eligible to be re-elected as a director at the Annual General Meeting.

**2.2** The qualification and material directorships of Mrs Hull is as outlined below:.

##### **Independent Non-Executive Director**

Appointed 10 September 2020



Qualifications: B.Nurse, MBA (*MGSM*)

Ms Hull was until January 2021 the NZ General Manager/Country Director of Johnson & Johnson Medical (J & J), a director of the ANZ Johnson & Johnson Medical Executive Board, a director of Medical Technology Association of NZ and a member of both the APAC Regional Leadership team for J & J's Orthopedics and Ethicon Divisions.

Ms Hull is a senior executive with more than 20 years' experience in Asia Pacific markets in Healthcare sales, marketing and leadership.

Ms Hull holds a Master of Business and Administration (Macquarie Graduate School of Management, Sydney, Australia) and Bachelor of Nursing (Auckland University of Technology), Auckland, New Zealand.

**2.3** The Board is of the view that Mrs Juliet Hull qualifies as an "independent director" of the Company (as that term is defined in the Listing Rules).

**2.4** The Board (with Mrs Hull abstaining) recommends that shareholders vote in favour of this resolution.

### **3. RESOLUTION 3 - RATIFICATION OF PRIOR ISSUE OF 20,000,000 SHARES – ORDINARY RESOLUTION**

**3.1** Listing Rule 4.5 (the "15% Rule") permits the Company to issue ordinary shares without approval from the Company's shareholders in certain limited circumstances.

On 22 March 2023, the Company issued 20,000,000 new ordinary fully paid shares at an issue price of \$0.03 per share to raise \$600,000 in accordance with the 15% Rule ("Placement Shares").

The Placement Shares were issued to Professional and Sophisticated (wholesale) investors prior to the Share Purchase Plan which raised approximately \$1 million. The funds raised from the issues were used to further the development of the Truscreen device, for marketing and general working capital.

**3.2** Listing Rule 4.5.1(c) allows the Company to renew its capacity to issue ordinary shares within the 15% Rule, when it has been used, by obtaining subsequent ratification of the issue from shareholders of the Company.

The Board is seeking the ratification by shareholders of the previous issue of the Placement Shares.

The effect of this Resolution will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in Listing Rule 4.1.2 without the requirement to obtain prior Shareholder approval.

**3.3** In the event the Resolution is not passed the Company will be restricted from issuing Equity Securities other than in accordance with Listing Rule 4.1.2.

#### **4. RESOLUTION 4 - ISSUE 7,000,000 OPTIONS TO THE CHIEF EXECUTIVE OFFICER AND DIRECTORS AND 6,000,000 OPTIONS TO DIRECTORS – ORDINARY RESOLUTION**

Listing Rule 4.2 states in general terms, that shareholder approval must be obtained for any issue of Equity Securities (which includes options) by the Company and, accordingly, shareholders' approval is being sought in accordance with Listing Rule 4.2.

##### **4.1 General**

The Board seeks approval to issue 7,000,000 Options to the Chief Executive Officer (CEO) and 6,000,000 options to Directors to acquire ordinary shares in the Company ("Options").

The Directors consider that it is beneficial for the Company to offer and to subsequently issue Options to the directors and CEO for the following reasons:

- The issue will encourage recipients of the Options to hold shares in the Company assists in encouraging a high level of commitment and retention, and aligns their interests with those of external investors;
- The Options will be issued to directors and CEO who are considered to be valuable to the growth and development of the Company;
- The structure of the issue of the Options will assist the Company in retaining the CEO;
- The opportunity to offer Options to directors and CEO will assist the Company in securing the services of those parties as part of the package available to be offered to those parties;
- The offer of Options provides an appropriate way to incentivise directors and the CEO without the Company incurring a direct cash cost.
- No consideration is payable by the Directors of the CEO for the Options.
- The issue of the Options will be made within one month of Shareholder approval.
- All 13,000,000 Options issued will rank equally in this class and in the event exercised will convert to ordinary shares which will rank equally with all ordinary shares on issue.
- The maximum number of Options the Board will issue to the Chief Executive Officer is 7,000,000 and the maximum number of Options the Board will issue to Directors is 6,000,000.

The Board proposes to issue Options to the following Directors and CEO of the Company:

- 3,000,000 Options to Mr Anthony Ho, the non-executive chairman of the Board;
- 3,000,000 Options to Mr Chris Horn, a non-executive director of the Company; and
- 7,000,000 Options to Dr Beata Edling, the Chief Executive Officer of the Company.

##### **4.2 Value of the Options**

Given the Options currently have no genuine current market value, having regard to the fact that exercise price for the Options is higher than the current market price of the Company's ordinary



shares, The Board believes that there is virtually no value attributable to the Options, other than a purely nominal value at this time.

The 10 day Volume Weighted Average Price prior to the date of this notice of meeting was NZ\$0.026.

#### 4.3 Dilutionary impact of exercise of Options

##### **Directors Options**

The Options proposed to be issued to Directors represent 1.4% of the total share capital on issue as at the date of this Notice.

In the event that the Directors were to exercise all of their Options, and no other Options were exercised, the Directors in question would hold 16,105,053 shares in the Company, representing approximately 3.8% of the total number of shares on issue post the exercise of their Options and the issue of their new shares.

#### 4.4 Terms of issue of the Options

The principal terms of the Options are as follows:

- (a) Each Option entitles the holder to acquire one (1) Share.
- (b) The Options are exercisable at any time up until 5.00pm on 15 July 2026 (**Option Exercise Period**) by completing an exercise form and delivering it together with the payment for the number of Shares in respect of which the Options are exercised to the registered office of the Company or to the share registry of the Company.
- (c) The Options vest on date of Grant (**Option Vesting Date**).
- (d) The Options exercise price is 4 cents per option.
- (e) The Options are not transferable.
- (f) Shares issued on the exercise of an Option will be issued not more than fourteen (14) days after receipt of a properly executed exercise notice and application moneys. Shares allotted pursuant to the exercise of an Option will rank equally with the then issued ordinary shares of the Company in all respects. Official quotation of those Shares on the NZX will be sought.
- (g) The Option holders shall only be permitted to participate in a new issue of securities on the prior exercise of Options in which case the Option holders shall be afforded the period of at least nine (9) business days prior to and inclusive of the record date (to determine entitlements to the issue) to exercise their Options.
- (h) In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the Option holders will be changed to the extent necessary to comply with the NZX Listing Rules applying to the reconstruction of capital at the time of the reconstruction.
- (i) If there is a bonus issue to Shareholders, the number of Shares over which the Option is exercisable may be increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue.



- (j) In the event that a pro rata issue (except a bonus issue) is made to the holders of the underlying securities in the Company, the exercise price of the Option may be reduced in accordance with the Listing Rules.
- (k) Reminder notices will be forwarded to the Option holders prior to the expiry of the Options. Options not exercised before the expiry of the Option Exercise Period will lapse.
- (l) The Options will be recorded on the Company's register of Option holders maintained at the share registry. The register will be open for inspection by the Option holders free of charge. Shares to be allotted on exercise of Options will be recorded on the Company's share register.
- (m) The Options will not be listed on the NZX.
- (n) The Option holder, if appearing on the Company's register of Option holders at the relevant date, will be entitled to receive and will be sent all reports and accounts required to be laid before Shareholders in general meeting and all notices of general meetings and will have the right to attend but shall have no right to vote at such meetings,

and otherwise on the terms set out in the Share Option Allocation Deed entered into between the Company and the holders of the Options.

#### **4.5 Requirement for Resolution**

Listing Rule 4.2 states in general terms, that shareholder approval must be obtained for any issue of Equity Securities (which includes the Options) by the Company and, accordingly, shareholders approval is being sought in accordance with Listing Rule 4.2.

**4.6** In the event the Resolution is not passed the Company will not issue any options to Directors and the CEO.

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## SCHEDULE 1 DEFINITIONS

this Notice and Explanatory Statement:

**\$ or NZ\$** means New Zealand dollars.

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

**ASX** means Australian Securities Exchange

**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 NZX declares is not a business day.

**Chair or Chairperson** means the chair of the Meeting.

**Company** means Truscreen Group Limited

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

**Companies Act** means the *Companies Act 1993*.

**Directors** means the current directors of the Company.

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

**Equity Securities** has the meaning giving in the NZX/ASX Listing Rules.

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

**NZX** means NZX Limited or the financial market operated by NZX Limited, as the context requires.

**NZX Listing Rules** means the Listing Rules of NZX.

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

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

**Related Party** means as defined in S291A of the New Zealand Companies Act 1993.

**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.



## LODGE YOUR PROXY

### Online:

[vote.linkmarketservices.com/TRU](http://vote.linkmarketservices.com/TRU)

### Scan & email:

[meetings@linkmarketservices.com](mailto:meetings@linkmarketservices.com)

### Mail:

Use the reply paid envelope or address to:  
Link Market Services  
PO Box 91976  
Auckland 1142

### Deliver:

Link Market Services  
Level 30, PwC Tower,  
15 Customs Street West, Auckland 1010

## Scan this QR code with your smartphone and vote online



CSN/Holder Number: .....

\* \*  
.....

## General Enquiries

+64 9 375 5998 | [enquiries@linkmarketservices.com](mailto:enquiries@linkmarketservices.com)

## PROXY FORM/ADMISSION CARD FOR TRUSCREEN GROUP LIMITED'S 2023 ANNUAL MEETING

The Annual Meeting of TruScreen Group Limited (TruScreen) will be held in the Boardroom of Link Market Services, Level 30, PwC Tower, 15 Customs Street West, Auckland and online at [www.virtualmeeting.co.nz/tru23](http://www.virtualmeeting.co.nz/tru23) on **Tuesday 29 August 2023 commencing at 11:00am (Auckland time)**.

If you will attend the Meeting online, you will require your CSN/Holder Number for verification purposes.

If you will not attend the Meeting online but wish to be represented by proxy, please complete and return this form (in accordance with the lodgement instructions above) to TruScreen's share registry, Link Market Services, by no later than **11:00am, Sunday 27 August 2023**.

You can also appoint your proxy and vote online by going to [vote.linkmarketservices.com/TRU](http://vote.linkmarketservices.com/TRU) or by scanning the QR code above with your smartphone.

### Appointment of proxy

A shareholder entitled to attend and vote is entitled to appoint a proxy or, in the case of a corporate shareholder, a representative to attend online and vote instead of him/her and that proxy or representative need not also be a shareholder. The Chair of the meeting is willing to act as proxy for any shareholder who wishes to appoint him for that purpose. If you appoint the Chair and you do not indicate how the Chair should vote, the Chair will vote in favour of the resolutions, unless specifically excluded from voting on a resolution.

### Voting of your holding

Direct your proxy how to vote by making the appropriate election, either online or on this Proxy Form, in respect of each resolution. If you return this form without directing the proxy how to vote on any particular matter, the proxy may vote as he/she thinks fit or abstain from voting. If you make more than one election in respect of a resolution your vote will be invalid on that resolution. If you expressly appoint the Chair of the Meeting as your proxy and elect to give him discretion on how to vote on a resolution, you acknowledge that he will exercise your vote in favour of all of the resolutions with the exception of resolution 4 given the Chairperson is interested in that resolution.

### Voting restrictions

Any shareholders of the Company who are Directors or Associated Persons (as that term is defined in the Listing Rules) of the Directors of the Company are not entitled to vote in respect of resolution 4.

Those persons who are prohibited from voting on a resolution may not act as a discretionary proxy in respect of a resolution but may vote in accordance with express instructions.

The Chairperson shall vote any undirected proxies in favour of all of the resolutions with the exception of resolution 4 given the Chairperson is interested in that resolution.

The persons identified in Column 2 of the table below are unable to Vote in favour of the resolutions listed in Column 1.

Column 1 Resolution	Column 2 Disqualified Person
Resolution 3	Any person who has been issued, or has acquired, the Equity Securities which are subject to ratification by that resolution, and any Associated Person of that person
Resolution 4	Mr Ho, Mr Horn and Dr Edling, and their Associated Persons (as that term is defined in the Listing Rules).

### Attending the meeting

If you propose to attend the Annual Meeting in person, please bring this Proxy Form to the meeting to assist with your registration. All shareholders must register with Link Market Services prior to entering the meeting room.

### Signing instructions for proxy forms

#### Individual

This Proxy Form must be signed by the shareholder or his/her/its attorney duly authorised in writing.

#### Joint Holding

In the case of a joint shareholding, this Proxy Form may be signed by either of the joint shareholders (or their duly authorised attorney).

#### Power of Attorney

This Proxy Form and the power of attorney or other authority, if any, under which it is signed, or a copy of that power or authority certified by a Solicitor, Justice of the Peace or Notary Public must be deposited or mailed to be received at the office of Link Market Services Limited, in any manner as per the instructions below, not later than **11:00am on Sunday 27 August 2023**.

#### Corporate Shareholder

In the case of a corporate shareholder, this Proxy Form must be signed by a director or a duly authorised officer acting under the express or implied authority of the shareholder, or an attorney duly authorised by the shareholder.

Go online to [vote.linkmarketservices.com/TRU](http://vote.linkmarketservices.com/TRU) to appoint your proxy

**PROXY/CORPORATE REPRESENTATIVE FORM**

\* ..... \*

**STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF**

I/We being a shareholder(s) of TruScreen Group Limited hereby appoint:

\_\_\_\_\_ of \_\_\_\_\_  
(full name of proxy) (e-mail address)

Or

\_\_\_\_\_ of \_\_\_\_\_  
(full name of proxy) (e-mail address)

as my/our proxy to vote for me/us on my/our behalf at the Annual Meeting of the Company to be held at 11.00am on Tuesday 29 August 2023 and at any adjournment of that meeting and to vote on any resolutions to amend any of the resolutions, on any resolution so amended, and on any other resolution proposed at the meeting (or any adjournment thereof). Unless otherwise instructed as above, the proxy will vote as he/she thinks fit or abstain from voting on each such resolution. The proxy is appointed only in respect of the above meeting or any adjournment thereof.

**STEP 2: ITEMS OF BUSINESS – PROXY VOTING INSTRUCTIONS**

Complete this part if you have appointed a proxy above and you want to direct the proxy as to how the proxy should vote.

Please note: For each resolution you must tick one box. If you mark the abstain box for an item, you are directing your proxy not to vote on your behalf during polling and your votes will not be counted computing the required majority, for that item.

**ORDINARY BUSINESS**

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

	For	Tick (✓) in box to vote		Discretion
		Against	Abstain	
1. That the Board be authorised to fix the remuneration of RSM Hayes Audit Auckland the Company's auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That Mrs Juliet Hull, who retires in accordance with the provisions of the Constitution of the Company, and being eligible, offers herself for re-election, be re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. That shareholders ratify the previous issue by the Company on 22 March 2023 of 20,000,000 ordinary fully paid shares at an issue price of \$0.03 per share.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. That the Directors of the Company are authorised to:				
(a) issue 7,000,000 options to acquire ordinary shares in the Company to the Chief Executive Officer and 6,000,000 options to acquire shares in the Company to directors of the Company on the terms set out in the Explanatory Notes accompanying this Notice of Meeting; and	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) take all action, do all things and execute all documents and agreements necessary or considered by them to be expedient to give effect to the issue of the options.				

**STEP 3: SIGN: SIGNATURE OF SHAREHOLDER(S)** This section must be completed

**Shareholder 1**

\_\_\_\_\_

or duly authorised officer or attorney

**Shareholder 2**

\_\_\_\_\_

or duly authorised officer or attorney

**Shareholder 3**

\_\_\_\_\_

or duly authorised officer or attorney

Contact Name \_\_\_\_\_ Contact Daytime Telephone \_\_\_\_\_ Date \_\_\_\_\_

**Electronic Investor Communications:** If you received the Notice of Meeting and Proxy Form by mail and wish to receive your future investor communications by email please provide your email address below.

\_\_\_\_\_