

**INVITROCUE LIMITED
(ACN 009 366 009)**

**NOTICE OF ANNUAL GENERAL MEETING AND
EXPLANATORY STATEMENT**

Meeting to be held at 10 Pulteney Street, Adelaide, ECIC, University of Adelaide, 5th Floor Board Room on 30 November 2017 commencing at 4.00pm (Adelaide time).

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety. If you are in doubt as to how to vote on any of the resolutions, you should seek advice from your accountant, solicitor or other professional adviser without delay.

**NOTICE OF ANNUAL GENERAL MEETING
INVITROCUE LIMITED
(ACN 009 366 009)**

Notice is given that the Annual General Meeting (**Meeting**) of Invitrocue Limited (**Company**) will be held at 10 Pulteney Street, Adelaide, ECIC, University of Adelaide, 5th Floor Board Room on 30 November 2017 commencing at 4.00pm (Adelaide time). Further details of each item of business to be considered at the Meeting are set out in the Explanatory Statement. Definitions of capitalised terms used in the Notice of Meeting and Explanatory Statement are set out in Definitions section of the Explanatory Statement.

Business

Financial Reports, Directors' Reports and Auditor's Reports

*To receive and consider the Financial Report of the Company, together with the Directors' Report and the Auditor's Report, for the year ended 30 June 2017 as set out in the **Annual Reports**.*

Resolution 1 – Adoption of Remuneration Reports for financial year ending 30 June 2017

To consider and, if thought fit, to pass, the following resolution as a **non-binding ordinary resolution**:
"That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Reports as contained in the Annual Report of financial year ending 30 June 2017."

Note: the vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

Voting exclusion for Resolution 1:

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

- (a) a member of the Key Management Personnel; or
- (b) a Closely Related Party of such a member.

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

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

Resolution 2 – Re-election of Ms Ee-Ting Ng

To consider and, if thought fit, pass as an **ordinary resolution**:
"That Ms Ee-Ting Ng, who retires by rotation in accordance with clause 11.4 of the Company's constitution and, being eligible, offers herself for re-election, be elected as a Director of the Company."

Resolution 3 – Re-election of Mr Chow Yee Koh

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

"That Mr Chow Yee Koh, who retires in accordance with clause 11.4 of the Company's constitution and, being eligible, offers himself for re-election, be elected as a Director of the Company."

Resolution 4 – Approval of the Employee Share Option Plan

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

"That, for the purpose of ASX Listing Rule 7.2 (Exception 9) and for all other purposes, approval is given for adoption of the Invitrocue Limited Employee Share Option Plan and for the Company to issue equity securities under that plan to all current and future employees under the terms and conditions summarised in the Explanatory Statement accompanying this Notice of Meeting."

Resolution 5 – Ratification of prior issue of equity securities

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

"That, for the purposes of ASX Listing Rule 7.4 and all other purposes, Shareholders approve the issue of 8,563,583 ordinary shares and the issue of 2,057,563 warrants on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting."

Resolution 6 – Approval of 10% Placement Facility

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

"That, for the purpose of ASX Listing Rule 7.1A and all other purposes, Shareholders authorise the Company to have the additional capacity to issue equity securities under ASX Listing Rule 7.1A, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2, and on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting."

Resolution 7 – Approval of issue of equity securities

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

"That, for the purposes of ASX Listing Rule 7.1 and all other purposes, Shareholders approve the issue of up to 44,000,000 ordinary shares and the issue of up to 11,000,000 warrants on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting."

Resolution 8 - Approval of Grant of up to 5,000,000 Options to Directors under the Employee Share Option Plan

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

"That, for the purposes of ASX Listing Rule 10.14, and for all other purposes, subject to approval of Resolution 5, Shareholders approve the issue of up to 5,000,000 Share options in the Company to

- (a) Steven Fang Boon Sing;*
- (b) Jamie Khoo Gee Choo;*
- (c) Hanry Yu;*
- (d) Chow Yee Koh; and*
- (e) Ee Ting Ng;*

in accordance with the rules of the Plan under the terms and conditions summarised in the Explanatory Statement accompanying this Notice of Meeting."

By order of the Board

Chow Yee Koh
Company Secretary
27 October 2017

INFORMATION FOR SHAREHOLDERS

These notes and the Explanatory Statement form part of the **Notice of Meeting**.

EXPLANATORY STATEMENT

The accompanying Explanatory Statement forms part of this **Notice of Meeting** and should be read in conjunction with it. The Definitions section of the Explanatory Statement contains definitions of capitalised terms used in this Notice of Meeting and the Explanatory Statement.

REQUIRED MAJORITIES

Resolutions 1 to 5, 7 and 8 are ordinary resolutions. An ordinary resolution requires a simple majority of votes cast by Shareholders present (in person, by proxy or representative) and entitled to vote on the resolution. Resolution 6 is a special resolution. A special resolution requires approval of 75% of the votes cast by Shareholders eligible to vote.

ENTITLEMENT TO VOTE

The Directors have determined that, for the purpose of voting at the Meeting, Shareholders are those persons who are the registered holders of Shares as at 7.00pm Sydney time on the second Business Day prior to the date of this Meeting.

HOW TO VOTE

You may vote by attending the Meeting in person or by proxy, attorney or authorised representative.

VOTING IN PERSON

To vote in person, attend the Meeting on the date and at the place set out in the Notice of Meeting.

APPOINTMENT OF PROXIES

A Shareholder who is entitled to attend and vote is entitled to appoint a proxy to attend and vote at the Meeting. A Shareholder entitled to cast two or more votes may appoint one or two proxies and may specify the proportion of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy may be, but need not be, a Shareholder and can be an individual or a body corporate. **Your proxy form is enclosed.**

A body corporate appointed as a proxy may appoint an individual as its representative to exercise any of the powers the body corporate can exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

VOTING BY PROXY

To vote by proxy, please complete and sign the proxy form enclosed with this Notice of Meeting as soon as possible and either:

- (a) send the proxy form by fax to the Company's share registry on fax number +61 8 9315 2233; or
- (b) deliver the proxy form to the Company's share registry, Security Transfer Australia Pty Ltd, Suite 913, Exchange Tower, 530 Little Collins Street, Melbourne VIC 3000, or
- (c) post the proxy form to the Company's share registry Security Transfer Australia Pty Ltd, PO BOX 52, Collins Street West VIC 8007,

so that it is received **not later than 4.00 pm (Adelaide time) on 28 November 2017**, being at least 48 hours prior to the commencement of the meeting. Proxy forms received later than this time will be invalid.

When the proxy form is executed under the power of attorney, the power of attorney must be lodged in the same way as the proxy form.

BODIES CORPORATE

A body corporate may appoint an individual as its representative to exercise any of the powers the body corporate may exercise at meetings of the Company's Shareholders. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body corporate could exercise at a meeting or in voting on a resolution.

The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

ENQUIRIES

Shareholders are invited to contact the Company Secretary, Mr Chow-Yee Koh (0435150886) if they have any queries in respect of the matters set out in this Notice of Meeting or the Explanatory Statement.

EXPLANATORY STATEMENT

INTRODUCTION

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Meeting. This Explanatory Statement should be read in full and in conjunction with the Notice of Meeting. Capitalised terms in this Explanatory Statement are defined in the Definitions section of this Explanatory Statement. You should consult with your professional advisers if you have any questions in relation to how to vote on the Resolutions. There are resolutions to be put in the Meeting. Certain voting exclusions are imposed by the Listing Rules and the Corporations Act in relation to the Resolutions as detailed in the accompanying Notice of Meeting.

FINANCIAL REPORT, DIRECTORS' REPORT AND AUDITOR'S REPORT

The Corporations Act requires the Company to lay before the Annual General Meeting the Financial Report, Directors' Report (including the Remuneration Report) and the Auditor's Report for the financial year ended 30 June 2017. No resolution is required for this item, but Shareholders will be provided with a reasonable opportunity to ask questions or make comments in relation to these reports. The Company's auditor will also be present at the meeting and Shareholders will be given the opportunity to ask the auditor questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company and the independence of the auditor.

RESOLUTION 1 – REMUNERATION REPORT FOR FINANCIAL YEAR ENDING 30 JUNE 2017

General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company. The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the Annual Report of the Company for the respective years. A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive meetings, Shareholders will be required to vote at the second of those meetings on a resolution (a "spill resolution") on whether the Board should be put up for re-election. If the spill resolution is passed, another meeting must be held within 90 days at which all of the Company's Directors (other than the Executive Chairman) who were in office at the date of approval of the applicable Directors' Report must go up for re-election.

Proxy Restrictions

Shareholders appointing a proxy for Resolution 1 should note the following:

If you appoint a member of the Key Management Personnel as your proxy

If you elect to appoint a member of Key Management Personnel or a Closely Related Party of that member, ***you must direct the proxy how they are to vote***. Undirected proxies granted to these persons will not be included in any vote on Resolution 1.

If you appoint the Chair as your proxy

If you elect to appoint the Chair as your proxy, you ***do not*** need to direct the Chair how you wish them to exercise your vote on Resolution 1, however if you do not direct the Chair how to vote, ***you must tick the acknowledgement on the proxy form to acknowledge that the Chair may exercise their discretion in exercising your proxy even though Resolution 1 is connected directly or indirectly with the remuneration of Key Management Personnel***.

If you appoint any other person as your proxy

You ***do not*** need to direct your proxy how to vote, and you ***do not*** need to tick any further acknowledgement on the proxy form.

The Board of Directors unanimously recommends that Shareholders vote in favour of Resolution 1.

RESOLUTION 2 AND 3 – RE-ELECTION OF MS EE-TING NG AND MR CHOW-YEE KOH AS DIRECTOR

Clause 11.4 of the Company's constitution provides that, at each annual general meeting of the Company one-third of the Directors for the time being, or, if their number is not 3 nor a multiple of 3, then the number nearest one-third, and any other Director who has held office (without re-election) for 3 years or more (except the Managing Director), must retire from office. Clause 11.5 provides that a retiring Director is eligible for re-election. A Managing Director is not required to retire by rotation in accordance with clause 13.40 of the Company's constitution.

In accordance with the above, Ms Ee-Ting Ng and Mr Chow-Yee Koh retire at the Meeting and, being eligible, offer themselves for re-election as Directors.

Ms Ee-Ting Ng has a Bachelor of Science with Honours and over 10 years of research experience in the fields of developmental and evolutionary biology. Ms Ng specialises in a wide range of experimental techniques in molecular biology, histology, tissue culture (including stem cells), microbiology and molecular diagnostic science. Ms Ng also has expertise in laboratory management and cosmetic science formulation.

Mr Chow-Yee Koh has a Bachelor of Commerce and is a fellowship member of the Association of Chartered Certified Accountants (UK). Mr Koh has over 20 years' experience in accounting, auditing and corporate finance. Mr Koh is also the Company secretary.

The Board of Directors (excluding Ms Ee-Ting Ng in respect of resolution 2, and Mr Chow-Yee Koh in respect of Resolution 3) unanimously recommends that Shareholders vote to in favour of Resolutions 2 and 3.

RESOLUTION 4 – APPROVAL OF THE EMPLOYEE SHARE OPTION PLAN

Resolution 4 seeks shareholder approval under Listing Rule 7.2 Exception 9 to allow the issue of Shares under the Invitroque Limited Employee Share Option Plan (**Plan**).

ASX Listing Rules

Listing Rule 7.1 provides that a company must not issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity, if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

Under Listing Rule 7.2 Exception 9, a Company may issue Shares in exception to Listing Rule 7.1 under an employee incentive scheme (such as the Plan) if within 3 years before the issue date holders of ordinary securities have approved the issue of securities under the scheme.

The effect of approval will be to allow the Company to issue Shares to employees under the Plan over a period of the next 3 years without impacting on the Company's 15% placement capacity under Listing Rule 7.1.

Summary

The Plan seeks to allow the Company to reward and incentivise employees of the Company through an arrangement where employees are offered Options to acquire Shares subject to the satisfaction of certain vesting conditions.

A summary of the terms of the Plan is set out in Annexure A. A copy of the full Plan rules is available for inspection at the Company's office.

Assuming Resolution 4 is approved, the Plan will be approved for the first time. As such, no persons have previously received securities under the Plan.

Voting exclusion statement

The Company will disregard a vote if it is cast by or on behalf of a Director and their associates.

However, the Company will not disregard a vote if:

- (a) it is cast by a person described above as proxy for a person who is entitled to vote, in accordance with directions on the proxy form; or
- (b) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

The Board of Directors unanimously recommends that Shareholders vote in favour of Resolution 5.

RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF EQUITY SECURITIES

Resolution 5 seeks shareholder ratification of the issue of equity securities issued on 30 June 2017. The Company has issued 10,621,146 securities under its existing placement capacity under Listing Rule 7.1.

ASX Listing Rules

Listing Rule 7.1 provides that a company must not issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity, if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period without shareholder approval.

Listing Rule 7.4 provides that where an issue of securities made without Shareholder approval under Listing Rule 7.1 is subsequently approved by Shareholders (and the issue did not breach Listing Rule 7.1), the issue of securities will be treated as having been made with approval for the purpose of Listing Rule 7.1.

By ratifying the issue of equity securities, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity under Listing Rule 7.1 and (subject to approval of Resolution 7) the additional 10% annual placement facility under Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

Additional disclosure

The following information is provided in accordance with the requirements of Listing Rule 7.5:

- (a) Number of securities issued:
 - (i) 8,563,583 shares issued on 30 June 2017 under the Company's existing placement capacity pursuant to Listing Rule 7.1;
 - (ii) 2,057,563 warrants issued on 30 June 2017 under the Company's existing placement capacity pursuant to Listing Rule 7.1.
- (b) The issue price of the shares was \$0.08. Each warrant is exercisable at \$0.08 per warrant into one fully paid ordinary share in the capital of the Company.
- (c) The shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing shares.

Each warrant is exercisable into one fully paid ordinary share in the capital of the Company with the same terms and conditions as the Company's existing shares. Each warrant can be exercised by notice in writing to the Company at any time before its expiry on 30 June 2018. Each share is issued as soon as is practicable after each warrant is exercised. The warrants are not transferable and the warrant holders have no participation rights. In the event of any reconstruction of the issued capital

of the Company prior to the expiry date of the warrant, the warrants will be varied in accordance with the Listing Rules applying to a reorganisation of capital.

(d) The shares and warrants were issued to sophisticated and professional investors, none of whom are related parties of the Company.

(e) The Company has used and intends to use the funds raised towards general working capital.

Voting exclusion statement

The Company will disregard a vote if it is cast by or on behalf of any of the investors who participated in the 30 June 2017 placement, and associates of any of those investors.

However, the Company will not disregard a vote if:

(a) it is cast by a person described above as proxy for a person who is entitled to vote, in accordance with directions on the proxy form; or

(b) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

The Board of Directors unanimously recommends that Shareholders vote in favour of Resolution 5.

RESOLUTION 6 – APPROVAL OF 10% PLACEMENT FACILITY

Resolution 6 seeks Shareholder approval by way of special resolution for the Company to have the ability to issue equity securities pursuant to the 10% placement facility available under Listing Rule 7.1A.

ASX Listing Rule 7.1A

Under Listing Rule 7.1A an eligible entity may seek shareholder approval by special resolution at an annual general meeting to place additional equity securities equivalent to 10% of its issued share capital, in accordance with the terms set out below (“**10% Placement Facility**”). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

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

The Company is seeking Shareholder approval by way of a special resolution to have the ability to issue equity securities under the 10% Placement Facility for the next 12 months. Resolution 6 requires approval of 75% of the votes cast by Shareholders eligible to vote.

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

Any equity securities issued by the Company under the 10% Placement Facility must be in the same class as an existing quoted class of equity securities of the Company.

As at the date of the Notice the Company has three classes of equity securities on issue being shares, options and warrants.

Formula for calculating the 10% Placement Facility

The Company may issue equity securities during the 12 month period after the date of approval calculated in accordance with the following formula as contained in Listing Rule 7.1A.2:

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

“A” is the number of fully paid ordinary Shares on issue 12 months before the date of issue or agreement to issue:

- plus the number of fully ordinary Shares issued in the 12 months under an exception in Listing Rule 7.2;
- plus the number of partly paid ordinary Shares that became fully paid in the 12 months;
- plus the number of fully paid ordinary Shares issued in the 12 months with approval of Shareholders under Listing Rule 7.1 or 7.4;
- less the number of fully paid ordinary Shares cancelled in the 12 months.

“D” is 10%

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

Additional disclosure

The following information is provided in accordance with the requirements of Listing Rule 7.3A:

(a) Minimum price

The equity securities, if issued, will be issued at a price of not less than 75% of the volume weighted average price (VWAP) of the Company’s equity securities over the 15 business days 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 5 trading days of the date in paragraph (i) above, the date on which the equity securities are issued.

(b) Risk of economic and voting dilution

If Resolution 6 is approved by Shareholders and the Company issues equity securities under the 10% Placement Facility, existing Shareholders may be subject to both economic and voting power dilution. There is a risk that:

- (i) the market price for equity securities may be significantly lower on the date of issue than on the date of 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.

The table below shows the dilution of existing Shareholders on the basis of the market price of shares as of 23 October 2017 and the number of ordinary equity securities on issue as of the date of this Notice used for variable “A” in the formula in Listing Rule 7.1A.2.

The table also shows:

- (i) two examples where variable “A” has increased by 50% and 100%. The number of ordinary equity securities on issue may increase as a result of issues of ordinary equity securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders’ meeting; and
- (ii) two examples where the issue price of ordinary equity securities has decreased by 50% and increased by 100% as against the current market price.

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.0405 50% decrease in issue price	\$0.081 Issue price	\$0.162 100% increase in issue price
Current variable "A" 444,089,053 Shares	10% voting dilution	44,408,905 Shares	44,408,905 Shares	44,408,905 Shares
	Funds raised	\$1,798,561	\$3,597,121	\$7,194,243
50% increase in current variable "A" 666,133,580 Shares	10% voting dilution	66,613,358 Shares	66,613,358 Shares	66,613,358 Shares
	Funds raised	\$2,697,841	\$5,395,682	\$10,791,364
100% increase in current variable "A" 888,178,106 Shares	10% voting dilution	88,817,811 Shares	88,817,811 Shares	88,817,811 Shares
	Funds raised	\$3,597,121	\$7,194,243	\$14,388,485

The table presents theoretical examples only, and on the following assumptions:

- (i) The Company issues the maximum number of equity securities available under the 10% Placement Facility.
- (ii) None of the options or warrants that the Company currently has on issue are exercised or vest before the date of the issue of the equity securities.
- (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue, assuming variable A is equal to the total issued share capital. This is why the voting dilution is shown in each example as 10%.
- (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
- (v) The table shows only the effect of issues of equity securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1. Dilution experienced by Shareholders may be greater if issues have been made utilising the capacity in Listing Rule 7.1 as well.
- (vi) The issue of equity securities under the 10% Placement Facility consists only of shares. If the issue of equity securities includes listed options, it is assumed that those listed options are exercised into shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- (vii) A market price of \$0.081, being the closing price of the shares on ASX on 23 October 2017.

(c) Date by which equity securities can be issued

The final date that the Company can issue equity securities under the 10% Placement Facility is 12 months from the date of the Annual General Meeting, being 30 November 2018.

The approval will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

(d) Purposes for which equity securities may be issued

The Company may seek to issue equity securities for the following purposes:

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

If the equity securities are issued for non-cash consideration, the Company will release to the market a valuation of the non-cash consideration which demonstrates that the issue price of the securities complies with Listing Rule 7.1A.3.

(e) Previously obtained approval under Listing Rule 7.1A

The Company has not previously obtained Shareholder approval under Listing Rule 7.1A.

(f) Allocation policy

The Company's allocation policy for the issue of equity securities pursuant to the 10% Placement Facility is largely dependent on the prevailing market conditions and the circumstances of the Company at the time of any proposed issue. The time frame over the 12-month period which the Company expects to make placements under the Resolution 6 approval therefore cannot yet be accurately determined.

As at the date of the Notice of Meeting the Company has not formed an intention to issue securities under a placement pursuant to Listing Rule 7.1A to any particular party. The Company may approach existing Shareholders, a class or group of existing Shareholders, or new investors who have not previously been Shareholders to participate in a placement of equity securities. However, no directors, related parties or associates of related parties of the Company will participate in any issues under Listing Rule 7.1A.

When determining to issue the 10% Placement Facility securities the Company will have regard to a range of factors including but not limited to:

- (i) the effect of the issue of equity securities on the control of the Company;
- (ii) the financial circumstances of the Company;
- (iii) whether the raising of funds could be carried out by means of a pro-rata entitlements offer or other similar issue to allow existing Shareholders to participate;
- (iv) advice from the Company's corporate, financial and professional advisors; and
- (v) whether a placement of equity securities to a vendor as non-cash consideration for the acquisition of new resources, assets or investments is the best alternative for the Company.

Voting exclusion statement

The Company will disregard a vote if it is cast by or on behalf of a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the resolution is passed.

As at the date of this Notice of Meeting, the Company does not yet know, nor has it formed an intention in relation to how it will decide, which parties it may approach to participate in any issue that may ultimately be made. Therefore, no Shareholders will be excluded from voting on Resolution 6 as no Shareholder has an interest in the outcome of the Resolution that is potentially different from that of any other Shareholder.

The Board of Directors unanimously recommends that Shareholders vote in favour of Resolution 6.

RESOLUTION 7 – APPROVAL OF ISSUE OF EQUITY SECURITIES

Resolution 7 seeks shareholder's approval for an issue of equity securities. As at the date of this Notice of Meeting, the Company is in the process of undertaking a placement of up to 55,000,000 equity securities.

ASX Listing Rules

Listing Rule 7.1 provides that a company must not, without shareholder approval, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity, if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

The effect of approval will be to allow the Company to issue the equity securities without impacting on the Company's 15% placement capacity under Listing Rule 7.1.

Additional disclosure

The following information is provided in accordance with the requirements of Listing Rule 7.3:

- a) Number of securities to be issued:
 - (i) A maximum of 44,000,000 shares;
 - (ii) A maximum of 11,000,000 warrants;
- b) It is anticipated that the securities will be issued by 10 December 2017 and in any event no later than 3 months from the date of this meeting. The shares and warrants will be issued on the same day.
- c) The issue price of the shares will be \$0.08. For every 4 shares subscribed, a warrant will be issued for no consideration to the subscriber. Each warrant is exercisable at \$0.08 per warrant into one fully paid ordinary share in the capital of the Company.
- d) The shares issued are to be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing shares.

Each warrant is exercisable into one fully paid ordinary share in the capital of the Company with the same terms and conditions as the Company's existing shares. Each warrant can be exercised by notice in writing to the Company at any time before its expiry on the fifth anniversary of its issuance. Each share is issued as soon as is practicable after each warrant is exercised. The warrants are not transferable and the warrant holders have no participation rights. In the event of any reconstruction of the issued capital of the Company prior to the expiry date of the warrant, the warrants will be varied in accordance with the Listing Rules applying to a reorganisation of capital.

- e) The shares and warrants will be issued to sophisticated and professional investors, none of whom are related parties of the Company.
- f) The Company intends to use the funds raised towards general working capital.

Voting exclusion statement

The Company will disregard a vote if it is cast by or on behalf of a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the resolution is passed.

However, the Company will not disregard a vote if:

- (a) it is cast by a person described above as proxy for a person who is entitled to vote, in accordance with directions on the proxy form; or
- (b) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

The Board of Directors unanimously recommends that Shareholders vote in favour of Resolution 8.

RESOLUTION 8: APPROVAL OF GRANT OF OPTIONS TO DIRECTORS

Resolution 8 seeks shareholder approval under Listing Rule 10.14 to allow the grant of options to Directors of the company under the Plan as it is described in the notes accompanying Resolution 4 and in Annexure A.

ASX Listing Rules

Shareholder approval is required under Listing Rule 10.14, which provides that the Company must not permit a Director of the Company or their associates to acquire securities under an employee incentive scheme without the approval of holders of ordinary securities of the acquisition.

Pursuant to Listing Rule 7.2, exception 14, as Shareholder approval is sought under Listing Rule 10.14, approval under Listing Rule 7.1 is not required for Resolution 9. Accordingly, the issue of options to the Directors under the Plan will not be included in the Company's annual placement capacity pursuant to Listing Rule 7.1.

Additional disclosure

Listing Rule 10.15 requires that the following information be included in the Explanatory Statement.

- (a) Each option will be exercisable for one ordinary share. The maximum number of options that may be acquired under the Plan by all Directors for whom approval is required is 5,000,000 as follows:
 - (i) 1,250,000 to Steven Fang Boon Sing;
 - (ii) 1,250,000 to Jamie Khoo Gee Choo;
 - (iii) 1,000,000 to Hanry Yu;
 - (iv) 1,000,000 to Chow Yee Koh; and
 - (v) 500,000 to Ee Ting Ng.
- (b) The options will be granted for no consideration. The options will be exercisable at a price of \$0.05 and will expire 5 years from the date of issue.
- (c) No Directors have yet received options under the Plan.
- (d) All persons referred to in Listing Rule 10.14 who are entitled to participate in the scheme are named above.
- (e) No loans are being provided by the Company in respect of the issue of options nor the exercise of options granted under the Plan.

- (f) The Company will grant the options to the Directors named in Resolution 9 no later than 12 months after the date of this Meeting.

Voting exclusion statement

The Company will disregard a vote if it is cast by or on behalf of any of the Directors who are entitled to participate in the Plan and their associates.

However, the Company will not disregard a vote if:

- (a) it is cast by a person described above as proxy for a person who is entitled to vote, in accordance with directions on the proxy form; or
- (b) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

The Board of Directors declines to make a recommendation regarding Resolution 8 due to a material personal interest in the outcome of Resolution 8 on the basis that the Directors may be granted options in the Company if Resolution 8 is approved.

Conditional resolution

Resolution 8 is conditional on the approval of Resolution 4. Consequently, if Resolution 4 is not approved, Resolution 8 will not be approved.

DEFINITIONS

In this Explanatory Statement:

Annual General Meeting means the Company's Meeting.

Annual Report means the Financial Report, Directors Report and the Auditors Report for the year ended 30 June 2017.

Article means an article of the Constitution.

ASX means ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

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

Board means the board of Directors.

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 the ASX declares is not a business day.

Chair or Chairman means the person appointed to chair the meeting of the Company convened by this Notice.

Closely Related Party of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth).

Company or IVQ means Invitrocue Limited (ACN 009 366 009).

Constitution means the Constitution of the Company as at the date of the Meeting.

Corporations Act means the Corporations Act 2001 (Cth).

Directors mean the directors of the Company.

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

Explanatory Statement means this explanatory statement.

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

Key Management Personnel means a person having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Listing Rules means the listing rules of ASX.

Meeting has the meaning given in the introductory paragraph of the Notice.

Notice means the Notice of General Meeting which this Explanatory Statement accompanies.

Proxy Form means the proxy form attached to the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's Annual Report for the year ended 30 June 2017.

Resolution means a resolution referred to in this Notice.

Schedule means a schedule to the Notice.

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

Shareholder means a shareholder of the Company.

In the Notice and this Explanatory Statement, words importing the singular include the plural and vice versa.

Annexure A

Summary of the Employee Share Option Plan

1. Objectives

The Invitrocue Limited Employee Share Option Plan (“**the Plan**”) is a long term incentive aimed at creating a stronger link between the Company’s personnel performance and reward, while increasing Shareholder value in the Company.

2. Definitions and interpretation

In this summary, unless the context requires otherwise:

Application means an application in the form set out in Schedule 1 of the Rules or in such other form as the Directors may from time to time prescribe, accepting an Invitation from the Directors to apply for Options in the Plan;

Board means the Board of Directors of the Company from time to time;

Company means Invitrocue Limited ACN 009 366 009;

Directors means the directors of the Company from time to time;

Eligible Person means a Director, officer or Employee who has for a period of 12 months been engaged in full or part-time work for the Company or a Controlled Entity (as that term is defined in the Plan) (or the respective nominee of such person) and the Board determines in its absolute discretion is to participate in the Plan;

Employee means an employee or independent contractor of the Company;

Exercise Price means the price payable per Option upon the exercise of the Option as specified in the terms upon which the Option was issued;

Last Exercise Date means the day ending 5.00pm Sydney time on the date which falls 15 years from the date the Option was granted, unless otherwise determined by the Board;

Option means an option granted pursuant to the Rules to subscribe for Shares in the Company upon and subject to the terms of the Rules and the Invitation;

Participant means an Eligible Person who applies for and becomes a member of the Plan;

Rules means the rules of the Plan as amended from time to time;

Share means a fully paid ordinary share in the Company;

Shareholder means a person or company registered in the register of Shareholders as the holder of one or more Shares and includes any person or company who is a shareholder of the Company in accordance with or for the purposes of the *Corporations Act 2001 (Cth)*;

Vested Options means Options which are immediately exercisable in accordance with the Plan.

If there is any inconsistency between this summary and the Rules, the Rules will prevail.

3. **Administration of the Plan**

The Plan will be administered by the Board. Except as otherwise expressly provided in the Rules, the Board has absolute and unfettered discretion in the exercise of any of its powers pursuant to the Plan.

4. **Invitations to participate**

The Board may, in its absolute discretion, issue invitations on behalf of the Company for Eligible Persons to participate in the Plan ("**Invitation**").

5. **Applications**

An Eligible Person who receives an Invitation can participate in the Plan by returning a completed Application. The Board in its sole discretion can refuse to allow an Eligible Person to participate in the Plan even though a completed Application is received.

6. **Plan Limit**

The total number of Options to be issued by the Company under the Plan shall not at any time exceed 10% of the Company's total issued Share capital.

7. **Number of Options**

The number of Options to be offered in an Invitation to an Eligible Person will be determined by the Board in its sole discretion and in accordance with the Rules and applicable law.

8. **Grant of Options**

As soon as practicable after the receipt of a completed Application, the Company will grant to each Participant the number of Options as set out in the Invitation.

No consideration will be payable for the grant of Options.

One Option is exercisable into one Share on payment of the Exercise Price, if any has been specified in the Invitation.

9. **No transfer**

Except on the death of a Participant, Options issued under the Plan are non-transferable and may not be encumbered, except with the approval of the Board.

10. **Vesting of Options**

The Board will determine the vesting date and may impose vesting conditions, including performance-related conditions, on the right of a participant to exercise Options issued under the Plan.

11. **Exercise of Options**

A Participant will be entitled to exercise their Vested Options provided the Options have not lapsed.

Following exercise of an Option, the Company must issue or transfer to the Participant exercising the Option a Share.

12. **Lapse of Options**

An Option held by a Participant will lapse, to the extent that it has not been exercised, unless otherwise determined by the Board:

- 12.1 on the date the Board determines the Option will lapse, in accordance with the Rules;
- 12.2 in the event of the Participant's cessation of employment, on the last day of any period specified in clause 8 of the Rules;
- 12.3 in the event that a Participant acts fraudulently, dishonestly or is in material breach of the Participant's obligations to the Company, in the Board's absolute discretion;
- 12.4 in the event that exercising the Option would contravene a law or the Company's constitution; or
- 12.5 on the Last Exercise Date.

13. Shares acquired as a result of exercise of Options

Shares acquired upon exercise of the Options will rank on an equal footing in all respects with other Shares.

14. Capital events

If there are certain variations of the share capital of the Company, the Board may make such adjustments the Options as it considers appropriate.

15. Voting and dividend rights

Participants who are holding an Option have, in respect of that Option, no rights to dividends and no rights to vote at meetings of the Company until the Option is exercised and the Participant is the holder of a valid Share in the Company.

16. Rules available for inspection

A copy of the full rules is available for inspection at the Company's office on request.

«EFT_REFERENCE_NUMBER»

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INVITROCUE LIMITED

ACN: 009 366 009

REGISTERED OFFICE:

LEVEL 13
135 KING STREET
SYDNEY NSW 2000

+

SHARE REGISTRY:

Security Transfer Australia Pty Ltd

All Correspondence to:

PO BOX 52
Collins Street West VIC 8007
Suite 913, Exchange Tower
530 Little Collins Street
Melbourne VIC 3000
T: 1300 992 916 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

Code:

IVQ

Holder Number:

«HOLDER_NUM

PROXY FORM

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

VOTE ONLINE

Lodge your proxy vote securely at www.securitytransfer.com.au

1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

«ONLINE

SECTION A: Appointment of Proxy

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

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The meeting chairperson

OR

or failing the person named, or if no person is named, the Chairperson of the meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 4:00pm (Adelaide time) on Thursday 30 November 2017 at 10 Pulteney Street, Adelaide, ECIC, University of Adelaide, 5th Floor Board Room and at any adjournment of that meeting.

SECTION B: Voting Directions

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

RESOLUTION

1. Adoption of Remuneration Reports for financial year ending 30 June 2017

For

☐

Against

☐

Abstain*

☐

2. Re-election of Ms Ee-Ting Ng

☐☐☐

3. Re-election of Mr Chow Yee Koh

☐☐☐

4. Approval of the Employee Share Option Plan

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5. Ratification of prior issue of equity securities

☐☐☐

6. Approval of 10% Placement Facility

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7. Approval of issue of equity securities

☐☐☐

8. Approval of Grant of up to 5,000,000 Options to Directors under the Share Option Plan

☐☐☐

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SECTION C: Signature of Security Holder(s)

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

Individual or Security Holder

Sole Director & Sole Company Secretary

Security Holder 2

Director

Security Holder 3

Director/Company Secretary

Proxies must be received by Security Transfer Australia Pty Ltd no later than 4:00pm (Adelaide time) on Tuesday 28 November 2017.

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IVQPX1301117

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My/Our contact details in case of enquiries are:

Name:

Number:

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1. NAME AND ADDRESS

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

2. APPOINTMENT OF A PROXY

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

3. DIRECTING YOUR PROXY HOW TO VOTE

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

4. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- Return both forms in the same envelope.

5. SIGNING INSTRUCTIONS

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

Joint Holding: where the holding is in more than one name, all of the Shareholders must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

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

6. LODGEMENT OF PROXY

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

The proxy form does not need to be returned to the share registry if the votes have been lodged online.

Security Transfer Australia Pty Ltd

Online	www.securitytransfer.com.au
Postal Address	PO BOX 52 Collins Street West VIC 8007
Street Address	Suite 913, Exchange Tower 530 Little Collins Street Melbourne VIC 3000
Telephone	1300 992 916
Facsimile	+61 8 9315 2233
Email	registrar@securitytransfer.com.au

PRIVACY STATEMENT

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

