



## **SINGULAR HEALTH GROUP LIMITED**

ACN 639 242 765

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

**TIME:** 11.00 AM AWST

**DATE:** Friday, 16 June 2023

**PLACE:** Nexia Australia, 3/88 William Street, Perth WA 6000

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This Notice of Meeting and Explanatory Statement 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.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9322 7600.

ASX takes no responsibility for the contents of this Notice Meeting.

## TIME AND PLACE OF MEETING AND HOW TO VOTE

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The General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 11.00AM (AWST) on Friday, 16 June 2023 at Nexia Australia, 3/88 William Street, Perth WA 6000.

## ENTITLEMENT TO ATTEND AND VOTE

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You will be entitled to attend and vote at the Meeting if you are registered as a Shareholder of the Company as at 4:00pm (AWST) on Wednesday, 14 June 2023. This is because, in accordance with the *Corporations Regulations 2001* (Cth), the Board has determined that the Shares on issue and quoted on the ASX at that time will be taken, for the purposes of determining voting entitlements at the Meeting, to be held by the persons registered as holding the Shares at that time. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

## YOUR VOTE IS IMPORTANT

The business of the General Meeting affects your Shareholding, and your vote is important.

## HOW TO VOTE

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### *Voting in person*

To vote in person, attend the General Meeting on the date and at the place set out above. Shareholders who plan to attend the General Meeting are asked to arrive at the venue 15 minutes prior to the time designated for the General Meeting if possible, so that their holding may be checked against the Company's register of members and attendances recorded.

### *Corporate representatives*

A body corporate, which is a Shareholder or which has been appointed as a proxy, may appoint an individual to act as its corporate representative at the General Meeting in accordance with section 250D of the Corporations Act. The appropriate appointment document must be produced prior to admission.

### *Voting by attorney*

A Shareholder may appoint an attorney to attend and vote on their behalf. For an appointment to be effective for the Meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the Company's share registry at least 48 hours prior to the commencement of the General Meeting.

### *Voting by proxy*

A Shareholder who is entitled to attend and cast a vote at the General Meeting may appoint a proxy. A proxy need not be a Shareholder and may be an individual or body corporate. If a body corporate is appointed as a proxy it must appoint a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the General Meeting (see above).

A Shareholder who is entitled to cast two or more votes may appoint two proxies to attend the General Meeting and vote on their behalf and may specify the proportion or a number of votes each proxy is appointed to exercise. If a Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half of the votes (disregarding fractions). If you wish to appoint a second proxy, you may copy the enclosed proxy form or obtain a form from the Company's registered office.

To be effective for the scheduled meeting a proxy appointment (and any power of attorney or other authority under which it is signed or otherwise authenticated, or a certified copy of that authority) must be received by the Company's share registry no later than 11.00AM (AWST) on 14 June 2022, being 48 hours before the time of the General Meeting. Any proxy appointment received after that time will not be valid for the scheduled meeting.

To vote by proxy, please complete and sign the enclosed proxy form. Shareholders can return the physical proxy form via the below methods:

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|------------------|---|
| By post to:      | Singular Health Group Limited<br>C/- Automic Group<br>GPO Box 5193<br>SYDNEY NSW 2001 |
| By facsimile to: | 08 9322 7602  |
| By email:        | <a href="mailto:meetings@automicgroup.com.au">meetings@automicgroup.com.au</a>        |

Alternatively, shareholders may lodge their proxy vote electronically via the Automic investor platform:

|            |   |
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| Online at: | <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> |
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For further information concerning the appointment of proxies and the ways in which proxy appointments may be submitted, please refer to the enclosed proxy form.

#### *Chairman as proxy*

If you appoint a proxy, the Company encourages you to consider directing them how to vote by marking the appropriate box for the proposed Resolution.

If a Shareholder entitled to vote on a Resolution appoints the Chairman of the General Meeting as their proxy (or the Chairman becomes their proxy by default) and the Shareholder does not direct the Chairman how to vote on the Resolution, the Chairman intends to vote in favour of each proposed Resolution as proxy for that Shareholder on a poll.

## NOTICE OF EXTRAORDINARY GENERAL MEETING

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Notice is given that the Meeting of the Shareholders of Singular Health Group Limited (**Singular Health** or the **Company**) will be held at 11.00AM AWST on 16 June 2023 at Nexia Australia, 3/88 William Street, Perth WA 6000 to consider and, if thought fit, to pass the Resolutions set out below.

Terms used in this Notice of Meeting and accompanying Explanatory Statement are defined in the glossary to this document. The Explanatory Statement which accompanies and forms part of this Notice of Meeting describes the matters to be considered at the Meeting.

## SPECIAL BUSINESS

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### RESOLUTION 1: RATIFICATION OF PRIOR SHARE ISSUE: TRANCHE ONE SHARE PLACEMENT

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

*“That the issue of 7,699,997 Shares pursuant to the Tranche One Placement is approved under and for the purposes of Listing Rule 7.4 and for all other purposes, as detailed in the Explanatory Statement accompanying this Notice of Meeting.”*

**Voting exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue or is a counterparty to the agreement being approved or any Associates of that person or those persons. However, this does not apply to a vote cast in favour of Resolution 1 by:

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

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### RESOLUTION 2: ISSUE OF TRANCHE ONE PLACEMENT OPTIONS

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

*“That the issue of up to a maximum of 3,849,998 Placement Options in connection with the Tranche One Placement is approved under and for the purposes of Listing Rule 7.1 and for all other purposes, as detailed in the Explanatory Statement accompanying this Notice of Meeting.”*

**Voting exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or any Associates of that person or those persons. However, this does not apply to a vote cast in favour of Resolution 2 by:

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

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### **RESOLUTION 3: ISSUE OF TRANCHE TWO PLACEMENT SHARES & OPTIONS**

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

*“That the issue of 9,572,730 Shares and 9,572,730 free attaching Placement Options in connection with the Tranche Two Placement is approved under and for the purposes of Listing Rule 7.1 and for all other purposes, as detailed in the Explanatory Statement accompanying this Notice of Meeting.”*

**Voting exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or any Associates of that person or those persons. However, this does not apply to a vote cast in favour of Resolution 3 by:

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

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### **RESOLUTION 4: ISSUE OF PLACEMENT SHARES & OPTIONS TO MR DENNING CHONG**

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

*“That for the issue of 1,818,182 Shares and 1,818,182 free attaching Placement Options in connection with the Placement to Mr Denning Chong, Director of the Company, is approved under and for the purposes of Listing Rule 10.11 and for all other purposes, as detailed in the Explanatory Statement accompanying this Notice of Meeting.”*

**Voting exclusion:** The Company will disregard any votes cast in favour on this Resolution by Denning Chong or any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or any

Associate of that person or those persons. However, this does not apply to a vote cast in favour of Resolution 4 by:

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

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## **RESOLUTION 5: ISSUE OF LEAD MANAGER OPTIONS**

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

*“That the issue of 3,500,000 Lead Manager Options to 180 Markets Pty Ltd is approved under and for the purposes of Listing Rule 7.1 and for all other purposes, as detailed in the Explanatory Statement accompanying this Notice of Meeting.”*

**Voting exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or any Associates of that person or those persons. However, this does not apply to a vote cast in favour of Resolution 5 by:

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

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## **RESOLUTION 6: RATIFICATION OF GLOBAL3D TRANSACTION CONSIDERATION SECURITIES**

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

*“That the issue of 5,500,000 Shares and 1,720,000 free attaching Transaction Options as consideration securities to Global3D in connection with the Global3D Transaction is approved under and for the purposes of Listing Rule 7.4 and for all other purposes, as detailed in the Explanatory Statement accompanying this Notice of Meeting.”*

**Voting exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person, including Global3D, who participated in the issue or is a counterparty to the

agreement being approved or any Associates of that person or those persons. However, this does not apply to a vote cast in favour of Resolution 6 by:

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

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## **RESOLUTION 7: RATIFICATION OF GLOBAL3D TRANSACTION EARN-OUT SECURITIES**

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

*“That the agreement to issue up to a maximum of 900,000 Shares and 280,000 free attaching Transaction Options as earn-out securities to Global3D in connection with the Global3D Transaction is approved under and for the purposes of Listing Rule 7.4 and for all other purposes, as detailed in the Explanatory Statement accompanying this Notice of Meeting.”*

**Voting exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person, including Global3D, who participated in the issue or is a counterparty to the agreement being approved or any Associates of that person or those persons. However, this does not apply to a vote cast in favour of Resolution 7 by:

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

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## **RESOLUTION 8: ISSUE OF CONSIDERATION SHARES TO MR SHANE WEE**

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

*“That the issue of 100,00 Shares to Mr Shane Wee is approved under and for the purposes of Listing Rule 7.1 and for all other purposes, as detailed in the Explanatory Statement accompanying this Notice of Meeting.”*

**Voting exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person, including Mr Shane Wee, who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder



of ordinary securities in the Company) or any Associates of that person or those persons. However, this does not apply to a vote cast in favour of Resolution 8 by:

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

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## **RESOLUTION 9: ISSUE OF CONSIDERATION SHARES TO MRS WENDY FIGUEROA**

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

*“That the issue of 200,000 Shares to Mrs Wendy Figueroa is approved under and for the purposes of Listing Rule 7.1 and for all other purposes, as detailed in the Explanatory Statement accompanying this Notice of Meeting.”*

**Voting exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person, including Mrs Wendy Figueroa, who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or any Associates of that person or those persons. However, this does not apply to a vote cast in favour of Resolution 9 by:

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

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## **RESOLUTION 10: ISSUE OF JMM OPTIONS**

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

*“That the issue of 500,000 JMM Options to Jane Morgan Management Pty Ltd is approved under and for the purposes of Listing Rule 7.1 and for all other purposes, as detailed in the Explanatory Statement accompanying this Notice of Meeting.”*

**Voting exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person, including Jane Morgan Management Pty Ltd, who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason



of being a holder of ordinary securities in the Company) or any Associates of that person or those persons. However, this does not apply to a vote cast in favour of Resolution 10 by:

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

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## RESOLUTION 11: ISSUE OF GRANGE SHARES & OPTIONS

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

*"That the issue of 1,200,000 Shares and 1,200,000 free-attaching Grange Options to Grange Consulting is approved under and for the purposes of Listing Rule 7.1 and for all other purposes, as detailed in the Explanatory Statement accompanying this Notice of Meeting."*

**Voting exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person, including Grange Consulting, who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or any Associates of that person or those persons. However, this does not apply to a vote cast in favour of Resolution 11 by:

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

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## RESOLUTION 12: ISSUE OF TRANCHE THREE PLACEMENT SHARES & OPTIONS

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

*"That the issue of 7,272,727 Shares and 3,636,363 free attaching Placement Options to Brightstar Corporation Pty Ltd in connection with the Strategic Placement is approved under and for the purposes of Listing Rule 7.1 and for all other purposes, as detailed in the Explanatory Statement accompanying this Notice of Meeting."*

**Voting exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person, including Brightstar Corporation Pty Ltd, who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or any Associates of that person or those persons. However, this does not apply to a vote cast in favour of Resolution 12 by:

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

Dated: 11 May 2023

**BY ORDER OF THE BOARD**



**MR HOWARD DIGBY**

**Chairman**

## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Meeting. The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Meeting preceding this Explanatory Statement. Capitalised terms in this Explanatory Statement and not otherwise defined, are defined in the glossary to the Notice.

If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice of Meeting, please contact the Company Secretary, your stockbroker or other professional adviser.

A proxy form is located at the end of this Explanatory Statement.

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## 1. BACKGROUND TO PLACEMENT

As announced by the Company on 4 April 2023, the Company received commitments for a two-tranche placement from sophisticated and professional investors to raise \$1,050,000 (before costs), via the issue of 19,090,909 Shares at the issue price of \$0.055 per Share (the **Placement Issue Price**) and free attaching Options (**Placement Options**) (the **Placement**).

### 1.1 Placement Overview

The Placement is structured in two tranches:

#### *Tranche One*

Completed on 11 April 2023 and comprised the issue of 7,699,997 Shares at the Placement Issue Price per Share (**Tranche One Placement Shares**), utilising the Company's available placement capacity pursuant to ASX Listing Rule 7.1 (**Tranche One**). Resolution 1 concerns the ratification of the issue of Tranche One Placement Shares for the purposes of ASX Listing Rule 7.4. Tranche One of the Placement raised a total of \$423,500 (excluding costs).

Participants within Tranche One of the Placement are entitled, subject to receipt of Shareholder approval sought for the purposes of ASX Listing Rule 7.1 in Resolution 2, to receive one free attaching Placement Option for every two Tranche One Placement Shares subscribed for (**Tranche One Placement Options**). In aggregate, the Company proposes to issue up to a maximum of 3,849,998 Tranche One Placement Options (subject to rounding down and the number of Tranche One Placement Shares subscribed for by each individual participant in the Tranche One Placement).

#### *Tranche Two*

The Company is proposing to issue a further 11,390,912 Shares at the Placement Issue Price per Share (**Tranche Two Placement Shares**), subject to Shareholder approval pursuant to ASX Listing Rule 7.1 (**Tranche Two**). Tranche Two of the Placement raised a total of \$626,500 (excluding costs).

Participants in Tranche 2 of the Placement will be issued one free attaching Placement Options for each Tranche Two Placement Share subscribed for (**Tranche Two Placement Options**). Resolution 3 seeks Shareholder approval for the purposes of ASX Listing Rule 7.1 to issue the Tranche Two Placement Shares and Tranche Two Placement Options, other than the Related Party Tranche Two Securities (defined below), which are subject to Resolution 4 (together, the **Tranche Two Placement Securities**).

The Placement was supported by Mr Denning Chong, a Director of the Company, who contributed \$100,000 to the Placement in connection with Tranche Two. Mr Denning Chong will, subject to receipt of Shareholder approval sought for the purposes of ASX Listing Rule 10.11 in Resolution 4, be issued 1,818,182 Tranche Two Placement Shares and 1,818,182 free attaching Tranche Two Placement Options (the **Related Party Tranche Two Securities**).

## 1.2 Terms of Placement Securities

Shares issued in connection with the Placement are fully paid ordinary shares in the Company and rank equally in all aspects with all existing Shares on issue in the Company. The Placement Options have an exercise price of \$0.10 per Placement Option and expire on the third anniversary of the date of issue of the Placement Options. The Placement Options are otherwise subject to standard option terms, the details of which are summarised in **Annexure A**.

## 1.3 Lead Manager

180 Markets Pty Ltd (**180 Markets** or **Lead Manager**) acted as Lead Manager to the Placement. Pursuant to a mandate dated 3 April 2023 between the Company and 180 Markets (the **180 Mandate**), the Company has agreed to:

- (a) pay 180 Markets a capital raising fee of 6% of total proceeds raised under the Placement (excluding proceeds raised from the Company's 'Chairman's List' directly introduced to the Placement by the Company); and
- (b) issue to 180 Markets 500,000 Placement Options per \$100,000 raised under the Placement (excluding proceeds raised from the Company's 'Chairman's List'), subject to receipt of Shareholder approval.

The 180 Mandate is otherwise on standard terms for agreements of its kind.

In connection with the 180 Mandate, the Company will pay approximately \$42,000 as capital raising fees and issue 3,500,000 Placement Options to 180 Markets (the **Lead Manager Options**). The issue of the Lead Manager Options is subject to receipt of Shareholder approval for the purposes of ASX Listing Rule 7.1, which is being sought by the Company in Resolution 5.

## 1.4 Proceeds of the Placement

Funds raised in connection with the Placement, totaling \$1,050,000 (before costs), will be utilized by the Company to complete commissioning of additional post-processing equipment at the Singular 3DP facility to unlock the orthotic and prosthetic market for custom-made medical devices, development of enterprise-grade solutions for the Company's 3Dicom MD® software required to close currently outstanding and well-progressed enterprise opportunities, and for general working capital purposes.

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## 2. RESOLUTION 1: RATIFICATION OF PRIOR SHARE ISSUE: TRANCHE ONE SHARE PLACEMENT

### 2.1 Background to Resolution 1

The Background to the Placement and issue of the Tranche One Placement Shares is set out in paragraph 1.1 above.

### 2.2 Listing Rules 7.1 and 7.4

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

The issue of the Tranche One Placement Shares does not fit within any of these exceptions and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following date the Tranche One Placement Shares were issued, being 11 April 2023 (the **Tranche One Issue Date**).

Listing Rule 7.4 allows shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, Resolution 1 seeks Shareholder approval to the issue of the Tranche One Placement Shares under and for the purposes of Listing Rule 7.4.

## **2.3 Technical Information Required by Listing Rule 14.1A**

**If Resolution 1 is passed**, the issue of the Tranche One Placement Shares will be **excluded** in calculating the Company's 15% limit in Listing Rule 7.1, effectively **increasing** the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the Tranche One Issue Date.

**If Resolution 1 is not passed**, the issue of the Tranche One Placement Shares will be **included** in calculating the Company's 15% limit in Listing Rule 7.1, effectively **decreasing** the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the Tranche One Issue Date.

The Tranche One Placement Shares, for which approval and ratification is sought under Resolution 1 comprises approximately ~6.36% of the Company's issued capital (based on the number of Shares on issue as at the date of this Notice). The issue of the Tranche One Placement Shares, along with all other issues the Company has undertaken within the last 12 months without Shareholder approval for the purposes of Listing Rule 7.1 has used up effectively all of the Company's 15% placement capacity, meaning the Company will likely be unable (without seeking Shareholder approval) to issue substantial amounts of Equity Securities over the 12 month period following the date of issue of the Tranche One Placement Shares if Resolution 1 is not passed.

## **2.4 Information Required for the Purpose of Listing Rule 7.5**

For the purposes of Listing Rule 7.5, the following information is provided in relation to Resolution 1:

- (1) The Tranche One Placement Shares were issued to sophisticated and professional investors identified by the Lead Manager.
- (2) 7,699,997 Shares were issued as Tranche One Placement Shares.
- (3) The Tranche One Placement Shares are fully paid ordinary shares in the Company and rank equally in all aspects with all existing Shares on issue in the Company.
- (4) The Tranche One Placement Shares were issued on 11 April 2023.
- (5) The Tranche One Placement Shares were issued at the Issue Price of \$0.055 raising a total of \$423,500 (before costs).
- (6) The funds raised by the Company are to be used for the purposes set out in paragraph 1.4 above.
- (7) The Tranche One Placement Shares were issued under specific placement letters entered into between the Lead Manager and sophisticated and professional investors participating in the Placement on standard terms for placements of such kind. The Placement was undertaken in connection with the 180 Mandate, the material terms of which are summarised in paragraph 1.4 above.
- (8) A voting exclusion statement for Resolution 1 is included in the Notice of Meeting preceding this Explanatory Memorandum.

## **2.5 Board Recommendation**

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

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# **3. RESOLUTION 2: ISSUE OF TRANCHE ONE PLACEMENT OPTIONS**

## **3.1 Background to Resolution 2**

The Background to the Placement and issue of the Tranche One Placement Options is set out in paragraph 1.1 above.

### 3.2 Listing Rule 7.1

The Company has agreed with participants in the Tranche One Placement to issue the Tranche One Placement Options as free attaching Options to be issued on the basis of one Placement Option for every two Tranche One Placement Shares subscribed for.

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

The proposed issue of the Tranche One Placement Options does not fit within any of these exceptions and, together with the issue of the Tranche One Placement Shares and the Company's other issues of Equity Securities without Shareholder approval in the past 12 months, exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Company's Shareholders under Listing Rule 7.1 to issue the Tranche One Placement Options.

Resolution 2 seeks the required Shareholder approval to issue the Tranche One Placement Options under and for the purposes of Listing Rule 7.1.

### 3.3 Technical Information Required by Listing Rule 14.1A

**If Resolution 2 is passed**, the Company will be **able to proceed** with the issue of the Tranche One Placement Options and issue up to a maximum 3,849,998 Placement Options to participants in the Tranche One Placement in accordance with the Company's obligations under individual placement letters with each Tranche One Placement participant. In addition, the issue of the Tranche One Placement Options will be **excluded** from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

**If Resolution 2 is not passed**, the Company will **not be able to proceed** with the issue of the Tranche One Placement Options and may be in breach of its commitments to subscribers to issue the Tranche One Placement Options, requiring the Company to consider alternative arrangements which may include delaying the issue of the Tranche One Placement Options until such time as the Company has sufficient placement capacity to do so under and in accordance with Listing Rule 7.1.

### 3.4 Information Required for the Purpose of Listing Rule 7.3

For the purposes of Listing Rule 7.3, the following information is provided in relation to Resolution 2:

- (1) The Tranche One Placement Options will be issued to sophisticated and professional investors who have participated in Tranche One of the Placement on a pro-rata, free attaching basis with one Tranche One Placement Option issued to each Tranche One subscriber for every two Tranche One Placement Shares subscribed for by that subscriber.
- (2) Up to a maximum of 3,849,998 Placement Options will be issued as Tranche One Placement Options (with the exact number of Tranche One Placement Options to be issued being subject to the number of Tranche One Placement Shares subscribed for by each participant in Tranche One of the Placement, with fractional entitlements rounded down).
- (3) The Tranche One Placement Options have an exercise price of \$0.10, expire on the date that is three years from the date of issue and are on the same terms as all Placement Options, the terms of which are set out in **Annexure A** to this Notice.
- (4) The Company intends to issue the Tranche One Placement Options as soon as practicable following the Meeting and in any event no later than 3 months after the date of the Meeting.
- (5) The Tranche One Placement Options were issued as free attaching Options in connection with the Tranche One Placement, and as such no funds were raised in connection with the issue.
- (6) The Tranche One Placement Options were issued under specific placement letters entered into between the Lead Manager and sophisticated and professional investors participating in the Placement on standard terms for placements of such kind. The



Placement was undertaken in connection with the 180 Mandate, the material terms of which are summarised in paragraph 1.4 above.

- (7) A voting exclusion statement for Resolution 2 is included in the Notice of Meeting preceding this Explanatory Memorandum.

### 3.5 Board Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2.

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## 4. RESOLUTION 3: ISSUE OF TRANCHE TWO PLACEMENT SHARES & OPTIONS

### 4.1 Background to Resolution 3

The Background to the Placement and issue of the Tranche Two Placement Securities is set out in paragraph 1.1 above.

### 4.2 Listing Rule 7.1

The Company has agreed to issue the Tranche Two Placement Shares and free attaching Tranche Two Placement Options to sophisticated and professional investors participating within the Tranche Two Placement (excluding the issue of the Related Party Tranche Two Securities to Mr Denning Chong, the subject of Resolution 4).

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

The proposed issue of the Tranche Two Placement Securities does not fit within any of these exceptions and, together with the issue of the Tranche One Placement Shares and the Company's other issues of Equity Securities without Shareholder approval in the past 12 months, exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Company's Shareholders under Listing Rule 7.1 to issue the Tranche Two Placement Securities.

Resolution 3 seeks the required Shareholder approval to issue the Tranche Two Placement Securities under and for the purposes of Listing Rule 7.1.

### 4.3 Technical Information Required by Listing Rule 14.1A

**If Resolution 3 is passed**, the Company will be **able to proceed** with the issue of the Tranche Two Placement Securities to raise \$526,500 and issue 9,572,730 Placement Shares and free attaching (on a one-for-one basis) 9,572,730 Placement Options to participants in the Tranche Two Placement in accordance with the Company's obligations under individual placement letters with each Tranche Two Placement participant. In addition, the issue of the Tranche Two Placement Securities will be **excluded** from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

**If Resolution 3 is not passed**, the Company will **not be able to proceed** with the issue of the Tranche Two Placement Securities and the Company will likely be unable to proceed with the Tranche Two Placement, requiring the Company to refund up to \$526,500 raised by the Company in connection with the Tranche Two Placement (excluding the Related Party Tranche Two Securities, which comprise part of the Tranche Two Placement but are subject to Resolution 4 below).

### 4.4 Information Required for the Purpose of Listing Rule 7.3

For the purposes of Listing Rule 7.3, the following information is provided in relation to Resolution 3:

- (1) The Tranche Two Placement Securities will be issued to sophisticated and professional investors identified by the Lead Manager and, or, the Company.
- (2) 9,572,730 Placement Shares and 9,572,730 free attaching Placement Options (on a one-for-one basis with every Tranche Two Placement Share subscribed for by each subscriber) will be issued as Tranche Two Placement Securities.



- (3) The Tranche Two Placement Shares are fully paid ordinary shares in the Company and rank equally in all aspects with all existing Shares on issue in the Company. The Tranche Two Placement Options have an exercise price of \$0.10, expire on the date that is three years from the date of issue and are on the same terms as all Placement Options, the terms of which are set out in **Annexure A** to this Notice.
- (4) The Company intends to issue the Tranche Two Placement Securities as soon as practicable following the Meeting and in any event no later than 3 months after the date of the Meeting.
- (5) The Tranche Two Placement Shares were issued at the Issue Price of \$0.055 raising a total of \$526,500 (before costs). The Tranche Two Placement Options are issued as free attaching Options in connection with the Tranche Two Placement, and raise no further funds independent of the Tranche Two Placement Shares.
- (6) The Tranche Two Placement Securities were issued under specific placement letters entered into between the Lead Manager and sophisticated and professional investors participating in the Placement on standard terms for placements of such kind. The Placement was undertaken in connection with the 180 Mandate, the material terms of which are summarised in paragraph 1.4 above.
- (7) A voting exclusion statement for Resolution 3 is included in the Notice of Meeting preceding this Explanatory Memorandum.

#### **4.5 Board Recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

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## **5. RESOLUTION 4: ISSUE OF PLACEMENT SHARES & OPTIONS TO MR DENNING CHONG**

### **5.1 Background to Resolution 4**

The Background to the Placement is set out in paragraph 1.1 above. As summarised therein, and as announced by the Company on 4 April 2023, Mr Denning Chong, Director of the Company, agreed to participate in Tranche Two of the Placement, contributing \$100,000 in equity to subscribe for 1,818,182 Tranche Two Placement Shares (which entitle Mr Chong to 1,818,182 free attaching Tranche Two Placement Options, attaching on a one-for-one basis for each Tranche Two Placement Share subscribed for).

### **5.2 Listing Rule 10.11**

The Company has agreed to issue the Related Party Tranche Two Placement Securities to Mr Denning Chong in connection with Tranche Two of the Placement.

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to:

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

unless it obtained the approval of its shareholders.

The issue of the Related Party Tranche Two Placement Securities to Mr Denning Chong falls within Listing Rule 10.11.1, given Mr Chong is a related party of the Company by virtue of being a Director, and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

Resolution 4 seeks the required Shareholder approval to issue the Related Party Tranche Two Placement Securities under and for the purposes of Listing Rule 10.11.

### 5.3 Technical Information Required by Listing Rule 14.1A

**If Resolution 4 is passed**, the Company will be **able to proceed** with the issue of the Related Party Tranche Two Placement Securities to raise a further \$100,000 and issue 1,818,182 Placement Shares and free attaching (on a one-for-one basis) 1,818,182 Placement Options to Mr Denning Chong. In addition, the issue of the Related Party Tranche Two Placement Securities will be **excluded** from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1, given Resolution 4 is approved for all other purposes, including Listing Rule 7.1.

**If Resolution 4 is not passed**, the Company will not be able to proceed with the issue of the Related Party Tranche Two Placement Securities and the Company will likely be unable to proceed with the issue of Equity Securities to Mr Denning Chong in connection with the Tranche Two Placement, requiring the Company to refund \$100,000 raised by the Company from Mr Chong.

### 5.4 Information Required for the Purpose of Listing Rule 10.13

For the purposes of Listing Rule 10.13, the following information is provided in relation to Resolution 4:

- (1) The Related Party Tranche Two Placement Securities will be issued to Mr Denning Chong.
- (2) Mr Chong is a related party of the Company by virtue of being a Director and is accordingly captured under Listing Rule 10.11.1.
- (3) 1,818,182 Placement Shares and 1,818,182 free attaching Placement Options (on a one-for-one basis with each Tranche Two Placement Share subscribed for by Mr Denning Chong) will be issued as Related Party Tranche Two Placement Securities.
- (4) The Tranche Two Placement Shares to be issued to Mr Denning Chong are fully paid ordinary shares in the Company and rank equally in all aspects with all existing Shares on issue in the Company. The Tranche Two Placement Options to be issued to Mr Chong have an exercise price of \$0.10, expire on the date that is three years from the date of issue and are on the same terms as all Placement Options, the terms of which are set out in **Annexure A** to this Notice.
- (5) The Company intends to issue the Related Party Tranche Two Placement Securities as soon as practicable following the Meeting and in any event no later than 1 month after the date of the Meeting.
- (6) The Tranche Two Placement Shares issued to Mr Denning Chong were issued at the Issue Price of \$0.055 raising a total of \$100,000 (before costs). The Tranche Two Placement Options issued to Mr Chong are issued as free attaching Options in connection with the Tranche Two Placement, and raise no further funds independent of the Tranche Two Placement Shares.
- (7) The Related Party Tranche Two Placement Securities were issued under specific placement letters entered into between the Lead Manager and Mr Denning Chong on standard terms for placements of such kind. The Placement was undertaken in connection with the 180 Mandate, the material terms of which are summarised in paragraph 1.4 above.
- (8) A voting exclusion statement for Resolution 4 is included in the Notice of Meeting preceding this Explanatory Memorandum.

## 5.5 Board Recommendation

The Directors, other than Mr Denning Chong who abstains due to his personal interest in the outcome of Resolution 4, unanimously recommend that Shareholders vote in favour of Resolution 4.

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## 6. RESOLUTION 5: ISSUE OF LEAD MANAGER OPTIONS

### 6.1 Background to Resolution 5

The Background to the Lead Manager's appointment in connection with the Placement and issue of the Lead Manager Options is set out in paragraph 1.3 above.

### 6.2 Listing Rule 7.1

The Company is required in connection with the 180 Mandate to issue the Lead Manager Options in consideration for lead manager placement services provided by 180 Markets in connection with the Placement.

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

The proposed issue of the Lead Manager Options does not fit within any of these exceptions and, together with the issue of the Tranche One Placement Shares and the Company's other issues of Equity Securities without Shareholder approval in the past 12 months, exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Company's Shareholders under Listing Rule 7.1 to issue the Lead Manager Options.

Resolution 5 seeks the required Shareholder approval to issue the Lead Manager Options under and for the purposes of Listing Rule 7.1.

### 6.3 Technical Information Required by Listing Rule 14.1A

**If Resolution 5 is passed**, the Company will be **able to proceed** with the issue of the Lead Manager Options and issue 3,500,000 Lead Manager Options to 180 Markets in accordance with the Company's obligations under 180 Mandate as consideration for lead manager placement services provided by 180 Markets. In addition, the issue of the Lead Manager Options will be **excluded** from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

**If Resolution 5 is not passed**, the Company will **not be able to proceed** with the issue of the Lead Manager Options which may require the Company to consider alternative arrangements to compensate 180 Markets for services provided in connection with the Placement, which could include a cash payment or delaying the issue of the Lead Manager Options until such time as the Company has sufficient placement capacity to do so under and in accordance with Listing Rule 7.1.

### 6.4 Information Required for the Purpose of Listing Rule 7.3

For the purposes of Listing Rule 7.3, the following information is provided in relation to Resolution 5:

- (1) The Lead Manager Options will be issued to 180 Markets Pty Ltd.
- (2) 3,500,000 Lead Manager Options will be issued to 180 Markets in connection with Resolution 5.
- (3) The Lead Manager Options have an exercise price of \$0.10, expire on the date that is three years from the date of issue and are on the same terms as all Placement Options, the terms of which are set out in **Annexure A** to this Notice.
- (4) The Company intends to issue the Lead Manager Options as soon as practicable following the Meeting and in any event no later than 3 months after the date of the Meeting.
- (5) The Lead Manager Options will be issued for nil issue price as consideration for services provided by 180 Markets in connection with the Placement pursuant to the 180 Mandate, and as such no funds were raised in connection with the issue.

- (6) The Lead Manager Options were issued in connection with the 180 Mandate, the material terms of which are summarised in paragraph 1.4 above.
- (7) A voting exclusion statement for Resolution 5 is included in the Notice of Meeting preceding this Explanatory Memorandum.

## 6.5 Board Recommendation

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

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## 7. BACKGROUND TO GLOBAL3D TRANSACTION

### 7.1 Background to Resolutions 6 & 7

As announced by the Company on 6 December 2022, the Company entered into an asset sale agreement (the **Global3D ASA**) to acquire certain 3D printing assets, related plant and equipment, intellectual property, and takeover of the majority of Global3D Pty Ltd's (**Global3D**) existing medical focused 3D printing business (the **Transaction Assets**) (the **Global3D Transaction**).

As consideration for the Global3D Transaction, the Company:

- (a) issued 5,500,000 Shares and 1,720,00 free attaching unlisted Options (the **Global3D Consideration Securities**); and
- (b) has agreed to issue up to a further 900,000 Shares and 280,000 freely attaching unlisted Options (the **Earn-Out Securities**) in connection with an earn-out triggered in the event the Singular 3DP Pty Ltd (a wholly owned subsidiary of the Company incorporated to operate the Transaction Assets from completion of the Global3D Transaction) achieves gross revenue within the twelve months following completion of the Global3D Transaction in excess of \$550,000 (subject to Singular 3DP Pty Ltd achieving an EBITDA margin equal to or greater than 10% on gross revenue during the same period) (the **Earn-Out Milestone**).

The Options to be issued in connection with the Global 3D Consideration Securities and the Earn-Out Securities each have an exercise price of \$0.20 and expire on the third anniversary of the date of issue (the **Transaction Options**). The Transaction Options are otherwise subject to standard option terms, the details of which are summarised in **Annexure B**.

The Global3D Transaction completed on 25 January 2023 and the Global3D Consideration Securities were issued to Global3D on that date (the **Transaction Issue Date**). Additional background to the Global3D Transaction is set out in the Company's announcements on 6 December 2022, 25 January 2023 and 27 January 2023.

The Company issued the Global3D Consideration Securities and agreed to issue the Earn-Out Securities using its placement capacity available pursuant to ASX Listing Rule 7.1.

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## 8. RESOLUTION 6: RATIFICATION OF GLOBAL3D CONSIDERATION SECURITIES

### 8.1 Background to Resolution 6

The Background to the Global3D Transaction and the issue of the Global3D Consideration Securities is set out in paragraph 7.1 above.

### 8.2 Listing Rules 7.1 and 7.4

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

The issue of the Global3D Consideration Securities does not fit within any of these exceptions and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the Transaction Issue Date.

Listing Rule 7.4 allows shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, Resolution 6 seeks Shareholder approval to the issue of the Global3D Consideration Securities under and for the purposes of Listing Rule 7.4.

### 8.3 Technical Information Required by Listing Rule 14.1A

**If Resolution 6 is passed**, the issue of the Global3D Consideration Securities will be **excluded** in calculating the Company's 15% limit in Listing Rule 7.1, effectively **increasing** the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the Transaction Issue Date.

**If Resolution 6 is not passed**, the issue of the Global3D Consideration Securities will be **included** in calculating the Company's 15% limit in Listing Rule 7.1, effectively **decreasing** the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the Transaction Issue Date.

### 8.4 Information Required for the Purpose of Listing Rule 7.5

For the purposes of Listing Rule 7.5, the following information is provided in relation to Resolution 6:

- (1) The Global3D Consideration Securities were issued Global3D as consideration payable in connection with the Global3D Transaction.
- (2) 5,500,000 Shares and 1,720,000 free attaching Options were issued to Global3D as Global3D Consideration Securities.
- (3) The Shares issued to Global3D as Global3D Consideration Securities are fully paid ordinary shares in the Company and rank equally in all aspects with all existing Shares on issue in the Company. The Options issued to Global3D as Global3D Consideration Securities have an exercise price of \$0.20, expire on the date that is three years from the date of issue and are on the same terms as all Transaction Options, the terms of which are set out in **Annexure B** to this Notice.
- (4) The Global3D Consideration Securities were issued on 25 January 2023.
- (5) The Shares comprising the Global3D Consideration Securities were issued as consideration in connection with the Global3D Transaction at a deemed issue price of \$0.15, equating to a deemed value of \$825,000.
- (6) The Global3D Consideration Securities were issued for nil cash value as consideration for the Global3D Transaction and, as such, no funds were raised by the Company in connection with the issue.
- (7) The Global 3D Consideration Securities were issued in connection with the Global3D ASA, the material terms of which were summarised in the Company's announcement dated 6 December 2022 and which, for convenience, are included at **Annexure C**.
- (8) A voting exclusion statement for Resolution 6 is included in the Notice of Meeting preceding this Explanatory Memorandum.

### 8.5 Board Recommendation

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

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## 9. RESOLUTION 7: RATIFICATION OF EARN-OUT SECURITIES

### 9.1 Background to Resolution 7

The Background to the Global3D Transaction and the agreement to issue the Earn-Out Securities is set out in paragraph 7.1 above.

## 9.2 Listing Rules 7.1 and 7.4

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

The agreement to issue the Earn-Out Securities does not fit within any of these exceptions and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the Transaction Issue Date.

Listing Rule 7.4 allows shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, Resolution 7 seeks Shareholder approval to the issue of the Earn-Out Securities under and for the purposes of Listing Rule 7.4.

The Earn-Out Securities, for which ratification is sought under Resolution 7, comprises approximately ~ 0.97% of the Company's issued capital (based on the number of Shares on issue as at the date of this Notice) on a partially diluted basis assuming exercise of the 280,000 Transaction Options partially comprising the Earn-Out Securities and assuming the Earn-Out Securities are issued in full upon satisfaction of the Earn-Out Milestone.

## 9.3 Technical Information Required by Listing Rule 14.1A

**If Resolution 7 is passed**, the agreement to issue the Earn-Out Securities will be **excluded** in calculating the Company's 15% limit in Listing Rule 7.1, effectively **increasing** the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the Transaction Issue Date.

**If Resolution 7 is not passed**, the agreement to issue the Earn-Out Securities will be **included** in calculating the Company's 15% limit in Listing Rule 7.1, effectively **decreasing** the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the Transaction Issue Date.

## 9.4 Information Required for the Purpose of Listing Rule 7.5

For the purposes of Listing Rule 7.5, the following information is provided in relation to Resolution 7:

- (1) The Company has agreed to issue the Earn-Out Securities to Global3D, subject to Global3D meeting the applicable Earn-Out Milestone, as consideration payable in connection with the Global3D Transaction.
- (2) Up to a maximum of 900,000 Shares and 280,000 free attaching Options will be issued to Global3D as Earn-Out Securities in the event Global3D meets the Earn-Out Milestone.
- (3) The Shares to be issued to Global3D as Earn-Out Securities will be fully paid ordinary shares in the Company and rank equally in all aspects with all existing Shares on issue in the Company. The Options to be issued to Global3D as Earn-Out Securities will have an exercise price of \$0.20, expire on the date that is three years from the date of issue and are on the same terms as all Transaction Options, the terms of which are set out in **Annexure B** to this Notice
- (4) The Company has not issued the Earn-Out Securities as at the date of this Meeting. The Earn-Out Milestone is not tested until the date that is twelve months after completion of the Global3D Transaction, which occurred on 25 January 2023. Accordingly, the Earn-Out Securities will not be issued until at least 26 January 2024. It is a requirement of ASX Listing Rule 7.3.4 that Equity Securities the subject of shareholder approval for the purposes of ASX Listing Rule 7.1 are issued by no later than 3 months after the date of approval. The Earn-Out Securities will not be issued within this timeframe. Accordingly, the Company has sought a waiver of ASX Listing



Rule 7.3.4 from ASX to permit the Company to issue the Earn-Out Securities as soon as practicable after satisfaction of the Earn-Out Milestone in accordance with (and assuming approval of) this Resolution 7. On 8 May 2023, ASX granted the Company a waiver of ASX Listing Rule 7.3.4 permitting the Company not to state in this Notice that the Earn-Out Securities will be issued no later than 3 months after the date of the Meeting (the **Waiver**). In accordance with the terms of the Waiver, the Earn-Out Securities will be issued upon satisfaction of the Earn-Out Milestone and within the time required by the Global3D ASA, and in any event, by no later than 25 March 2024. The Waiver is subject to the following conditions:

- (a) that the terms and conditions of the Earn-Out Securities and the Earn-Out Milestone are not varied;
  - (b) that adequate details regarding the dilutionary effect of the Earn-Out Securities on the Company's capital structure is included in this Notice (refer to item (2) above and section 9.2 of this Explanatory Memorandum for this analysis);
  - (c) for any annual reporting period during which any of the Earn-Out Securities have been issued or any of them remain to be issued, the Company's annual report sets out the number of Earn-out Securities issued in that annual reporting period, the number of Earn-Out Securities that remain to be issued and the basis on which the Earn-Out Securities may be issued;
  - (d) in any half year for a period during which any of the Earn-Out Securities have been issued or remain to be issued, the Company must include a summary statement of the number of Earn-Out Securities issued during the reporting period, the number of Earn-Out Securities that remain to be issued and the basis on which the Earn-Out Securities may be issued; and
  - (e) that this Notice contains the full terms and conditions of the Earn-Out Securities (refer to Annexures B and C to this Notice regarding the terms and conditions of the Earn-Out Securities) as well as the conditions of the Waiver (which are set out herein).
- (5) The Shares comprising the Earn-Out Securities were issued as consideration in connection with the Global3D Transaction at a deemed issue price of \$0.15, equating to a deemed value of \$135,000.
  - (6) The Earn-Out Securities were issued for nil cash value as consideration for the Global3D Transaction and, as such, no funds were raised by the Company in connection with the issue.
  - (7) The Earn-Out Securities were issued in connection with the Global3D ASA, the material terms of which were summarised in the Company's announcement dated 6 December 2022 and which, for convenience, are included at **Annexure C**.
  - (8) A voting exclusion statement for Resolution 7 is included in the Notice of Meeting preceding this Explanatory Memorandum.

## 9.5 Board Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 7.

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## 10. RESOLUTION 8: ISSUE OF CONSIDERATION SHARES TO MR SHANE WEE

### 10.1 Background to Resolution 8

Throughout the period from August 2022 to present, Mr Shane Wee introduced, and provided commercial advice and assistance in connection with:

- (a) a number of commercialisation opportunities for medical 3D printing opportunities aligned with the Company's software and 3D printing capabilities;
- (b) due diligence enquiries made by the Company on potential acquisitions; and
- (c) common marketing and sale opportunities between the Company and Osteopore Ltd.

The Company and Mr Wee entered into a service agreement on 1 July 2022 (**Wee Services Agreement**). The material terms of the Wee Services Agreement were payment of \$5,000 in



cash and the provision of a success fee payable in performance rights connection with commercial opportunities realized in connection with services provided under the Wee Services Agreement. Mr Wee and the Company have agreed to forgo the payment of cash amounts and the issue of performance rights in connection with the Wee Services Agreement in exchange for the issue 100,000 Shares to Mr Wee in accordance with Resolution 8 (the **Mr Wee Shares**) as full and final consideration for Mr Wee providing the services to Singular Health as set out above.

The Mr Wee Shares are issued for nil consideration at a deemed issue price equal to the closing price of Singular Health Shares on the trading day prior to the date of this Notice, 10 May 2023, being \$0.058. At this deemed issue price, the Mr Wee Shares have a value of \$5,800.

## **10.2 Listing Rule 7.1**

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

The proposed issue of the Mr Wee Shares does not fit within any of these exceptions and, together with the issue of the Tranche One Placement Shares and the Company's other issues of Equity Securities without Shareholder approval in the past 12 months, exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Company's Shareholders under Listing Rule 7.1 to issue the Mr Wee Shares.

Resolution 8 seeks the required Shareholder approval to issue the Mr Wee Shares under and for the purposes of Listing Rule 7.1.

## **10.3 Technical Information Required by Listing Rule 14.1A**

**If Resolution 8 is passed**, the Company will be **able to proceed** with the issue of the Mr Wee Shares and issue 100,000 Shares to Mr Shane Wee. In addition, the issue of the Mr Wee Shares will be **excluded** from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

**If Resolution 8 is not passed**, the Company will, subject to the results of the various Resolutions the subject of this Notice, **not be able to proceed** with the issue of the Mr Wee Shares immediately and may need to delay the issue of the Mr Wee Shares until such time as the Company has sufficient placement capacity to do so under and in accordance with Listing Rule 7.1.

## **10.4 Information Required for the Purpose of Listing Rule 7.3**

For the purposes of Listing Rule 7.3, the following information is provided in relation to Resolution 8:

- (1) The Mr Wee Shares will be issued to Mr Shane Wee, who is not a related party of the Company.
- (2) 100,000 Shares will be issued to Mr Wee in connection with Resolution 8.
- (3) The Mr Wee Shares are fully paid ordinary shares in the Company and rank equally in all aspects with all existing Shares on issue in the Company.
- (4) The Company intends to issue the Mr Wee Shares as soon as practicable following the Meeting and in any event no later than 3 months after the date of the Meeting.
- (5) The Mr Wee Shares will be issued for nil cash issue price as consideration for services provided by Mr Wee, the details of which are summarised in paragraph 10.1 above.
- (6) The Mr Wee Shares are issued as full and final consideration in connection with the Wee Services Agreement, the material terms of which are summarised in paragraph 10.1 above.
- (7) A voting exclusion statement for Resolution 8 is included in the Notice of Meeting preceding this Explanatory Memorandum.

## **10.5 Board Recommendation**

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

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## 11. RESOLUTION 9: ISSUE OF CONSIDERATION SHARES TO MRS WENDY FIGUEROA

### 11.1 Background to Resolution 9

Throughout 2022 and until the date of this Notice, Mrs Wendy Figueroa provided accounting and financial services above and beyond the normal scope of her employment with the Company and its subsidiaries. Mrs Wendy Figueroa is engaged to provide accounting and book keeping services to the Company, however throughout 2022 and until now, Ms Figueroa has provided additional services to the Company including accounting, financial services and financial governance services provided to Singular 3DP Pty Ltd (the Company's subsidiary incorporated in connection with the Global3D Transaction), financial analysis and due diligence in connection with the Global3D Transaction, financial services management including in connection with insurances and international banking and other related services above and beyond the normal scope of her employment, including contract management, lease management and training. In consideration for Mrs Figueroa providing these services to Singular Health, the Company is proposing to issue 200,000 Shares to Mrs Figueroa in accordance with Resolution 9 (the **Mrs Figueroa Shares**).

The Mrs Figueroa Shares are issued for nil consideration at a deemed issue price equal to the closing price of Singular Health Shares on the trading day prior to the date of this Notice, 10 May 2023, being \$0.058. At this deemed issue price, the Mrs Figueroa Shares have a value of \$11,600.

### 11.2 Listing Rule 7.1

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

The proposed issue of the Mrs Figueroa Shares does not fit within any of these exceptions and, together with the issue of the Tranche One Placement Shares and the Company's other issues of Equity Securities without Shareholder approval in the past 12 months, exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Company's Shareholders under Listing Rule 7.1 to issue the Mrs Figueroa Shares.

Resolution 9 seeks the required Shareholder approval to issue the Mrs Figueroa Shares under and for the purposes of Listing Rule 7.1.

### 11.3 Technical Information Required by Listing Rule 14.1A

**If Resolution 9 is passed**, the Company will be **able to proceed** with the issue of the Mrs Figueroa Shares and issue 200,000 Shares to Mrs Wendy Figueroa. In addition, the issue of the Mrs Figueroa Shares will be **excluded** from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

**If Resolution 9 is not passed**, the Company will, subject to the results of the various Resolutions the subject of this Notice, **not be able to proceed** with the issue of the Mrs Figueroa Shares immediately and may need to delay the issue of the Mrs Figueroa Shares until such time as the Company has sufficient placement capacity to do so under and in accordance with Listing Rule 7.1.

### 11.4 Information Required for the Purpose of Listing Rule 7.3

For the purposes of Listing Rule 7.3, the following information is provided in relation to Resolution 9:

- (1) The Mrs Figueroa Shares will be issued to Mrs Wendy Figueroa, who is not a related party of the Company.
- (2) 200,000 Shares will be issued to Mrs Figueroa in connection with Resolution 9.
- (3) The Mrs Figueroa Shares are fully paid ordinary shares in the Company and rank equally in all aspects with all existing Shares on issue in the Company.
- (4) The Company intends to issue the Mrs Figueroa Shares as soon as practicable following the Meeting and in any event no later than 3 months after the date of the Meeting.

- (5) The Mrs Figueroa Shares will be issued for nil cash issue price as consideration for services provided by Mrs Figueroa, the details of which are summarised in paragraph 11.1 above.
- (6) The Mrs Figueroa Shares are not issued pursuant to an agreement between Mrs Figueroa and the Company.
- (7) A voting exclusion statement for Resolution 9 is included in the Notice of Meeting preceding this Explanatory Memorandum.

## 11.5 Board Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 9.

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## 12. RESOLUTION 10: ISSUE OF JMM OPTIONS

### 12.1 Background to Resolution 10

On 29 March 2023, the Company entered into a services letter agreement with Jane Morgan Management Pty Ltd (**JMM**) regarding the provision of investor and media relations services to the Company (the **JMM Agreement**). Under the JMM Agreement, JMM agree to provide various investor and media relations services to the Company including investment material preparation, financial target list development, investor event and roadshow management, digital roadshow management, email marketing, video, website, and announcement distribution services (among others). JMM agrees to provide these services for an initial 3-month term, following which the Company may continue to engage JMM's services on a month-to-month basis.

Under the JMM Agreement, the Company has agreed to:

- (a) pay JMM a \$7,500 (+GST) monthly retainer;
- (b) reimburse JMM for reasonable out of pocket expenses incurred; and
- (c) subject to receipt of shareholder approval (such approval the subject of Resolution 11) issue to JMM 500,000 Options with an exercise price of \$0.10, expiring on the date that is three years from the date of issue and otherwise are on the same terms as the Placement Options, the terms of which are set out in **Annexure A** to this Notice (the **JMM Options**).

### 12.2 Listing Rule 7.1

The Company is required in connection with the JMM Agreement to issue the JMM Options in consideration for investor and media relations services to be provided by JMM.

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

The proposed issue of the JMM Options does not fit within any of these exceptions and, together with the issue of the Tranche One Placement Shares and the Company's other issues of Equity Securities without Shareholder approval in the past 12 months, exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Company's Shareholders under Listing Rule 7.1 to issue the JMM Options.

Resolution 10 seeks the required Shareholder approval to issue the JMM Options under and for the purposes of Listing Rule 7.1.

### 12.3 Technical Information Required by Listing Rule 14.1A

**If Resolution 10 is passed**, the Company will be **able to proceed** with the issue of the JMM Options and issue 500,000 Options to JMM in accordance with the Company's obligations under the JMM Agreement as consideration for investor and media relations services to be provided by JMM. In addition, the issue of the JMM Options will be **excluded** from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

**If Resolution 10 is not passed**, the Company will **not be able to proceed** with the issue of the JMM Options immediately and may need to delay the issue of the JMM Options until such

time as the Company has sufficient placement capacity to do so under and in accordance with Listing Rule 7.1.

#### 12.4 Information Required for the Purpose of Listing Rule 7.3

For the purposes of Listing Rule 7.3, the following information is provided in relation to Resolution 10:

- (1) The JMM Options will be issued to Jane Morgan Management Pty Ltd.
- (2) 500,000 JMM Options will be issued to JMM in connection with Resolution 10.
- (3) The JMM Options have an exercise price of \$0.10, expire on the date that is three years from the date of issue and are on the same terms as all Placement Options, the terms of which are set out in **Annexure A** to this Notice.
- (4) The Company intends to issue the JMM Options as soon as practicable following the Meeting and in any event no later than 3 months after the date of the Meeting.
- (5) The JMM Options will be issued for nil cash issue price as consideration for investor and media relations services provided by JMM pursuant to the JMM Agreement, and as such no funds were raised in connection with the issue.
- (6) The JMM Options were issued in connection with the JMM Agreement, the material terms of which are summarised in paragraph 12.1 above.
- (7) A voting exclusion statement for Resolution 10 is included in the Notice of Meeting preceding this Explanatory Memorandum.

#### 12.5 Board Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 10.

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### 13. RESOLUTION 11: ISSUE OF GRANGE SHARES & OPTIONS

#### 13.1 Background to Resolution 11

On 8 May 2023, the Company entered into an engagement letter agreement with Grange Consulting Group Pty Ltd (**Grange**) regarding the provision of corporate advisory services to the Company (the **Grange Agreement**). Under the Grange Agreement, Grange agree to provide various corporate advisory services to the Company including corporate advice including in respect of capital raisings and structuring, assistance in general corporate matters, investment material preparation, roadshow attendance and participation, investor network management and strategy services (among others). Grange agrees to provide these services for a 12-month term commencing May 2023.

Under the Grange Agreement, the Company has agreed to:

- (d) pay Grange a \$3,000 monthly advisory fee; and
- (e) issue to Grange (or its nominee/s) 1,200,000 Shares (the **Grange Shares**) (at a deemed issue price equivalent to the Placement Issue Price, valuing the Grange Shares at \$66,000) and 1,200,000 free-attaching Options on a one-for-one basis, each with an exercise price of \$0.10, expiring on the date that is three years from the date of issue and otherwise are on the same terms as the Placement Options, the terms of which are set out in **Annexure A** to this Notice (the **Grange Options**).

#### 13.2 Listing Rule 7.1

The Company is required in connection with the Grange Agreement to issue the Grange Shares and Grange Options (together the **Grange Securities**) in consideration for corporate advisory services to be provided by Grange throughout the next 12 months.

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

The proposed issue of the Grange Securities does not fit within any of these exceptions and, together with the issue of the Tranche One Placement Shares and the Company's other issues of Equity Securities without Shareholder approval in the past 12 months, exceeds the 15% limit

in Listing Rule 7.1. It therefore requires the approval of the Company's Shareholders under Listing Rule 7.1 to issue the Grange Securities.

Resolution 11 seeks the required Shareholder approval to issue the Grange Securities under and for the purposes of Listing Rule 7.1.

### 13.3 Technical Information Required by Listing Rule 14.1A

**If Resolution 11 is passed**, the Company will be **able to proceed** with the issue of the Grange Securities and issue 1,200,000 Shares and 1,200,000 Options to Grange in accordance with the Company's obligations under the Grange Agreement as consideration for corporate advisory services to be provided by Grange. In addition, the issue of the Grange Securities will be **excluded** from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

**If Resolution 11 is not passed**, the Company will **not be able to proceed** with the issue of the Grange Securities immediately and may need to delay the issue of the Grange Securities until such time as the Company has sufficient placement capacity to do so under and in accordance with Listing Rule 7.1.

### 13.4 Information Required for the Purpose of Listing Rule 7.3

For the purposes of Listing Rule 7.3, the following information is provided in relation to Resolution 11:

- (1) The Grange Securities will be issued to Grange Consulting Group Pty Ltd.
- (2) 1,200,000 Shares and 1,200,000 Grange Options will be issued to Grange (or its nominee/s) in connection with Resolution 11.
- (3) The Grange Shares are fully paid ordinary shares in the Company and rank equally in all aspects with all existing Shares on issue in the Company. The Grange Options have an exercise price of \$0.10, expire on the date that is three years from the date of issue and are on the same terms as all Placement Options, the terms of which are set out in **Annexure A** to this Notice.
- (4) The Company intends to issue the Grange Securities as soon as practicable following the Meeting and in any event no later than 3 months after the date of the Meeting.
- (5) The Grange Securities will be issued for nil issue price as consideration for corporate advisory services provided by Grange pursuant to the Grange Agreement, and as such no funds were raised in connection with the issue.
- (6) The Grange Securities were issued in connection with the Grange Agreement, the material terms of which are summarised in paragraph 13.1 above.
- (7) A voting exclusion statement for Resolution 11 is included in the Notice of Meeting preceding this Explanatory Memorandum.

### 13.5 Board Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 12.

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## 14. RESOLUTION 12: ISSUE OF TRANCHE THREE PLACEMENT SHARES & OPTIONS

### 14.1 Background to Resolution 12

Following closing of the Placement, the Company continued to receive expressions of interest to participate in the Placement. As a result of this engagement, and as announced by the Company on 10 May 2023, the Company elected to undertake a further strategic placement, receiving commitments from a sophisticated and professional investor to raise a further \$400,000 (before costs), via the issue of 7,272,727 Shares on analogous terms with the Placement, with shares issued at the Placement Issue Price and subject to free attaching Placement Options (further details below).

#### **Strategic Placement**

The Company is proposing to issue a further 7,272,727 Shares at the Placement Issue Price per Share (**Strategic Placement Shares**), subject to Shareholder approval pursuant to ASX



Listing Rule 7.1 (the **Strategic Placement**). The Strategic Placement raised a \$400,000 (excluding costs).

The sole participant in the Strategic Placement is Brightstar Corporation Pty Ltd (the **Brightstar**). Brightstar will be issued one free attaching Placement Options for every two Strategic Placement Shares subscribed for (**Strategic Placement Options**). Resolution 12 seeks Shareholder approval for the purposes of ASX Listing Rule 7.1 to issue the Strategic Placement Shares and Strategic Placement Options (together the **Strategic Placement Securities**).

Funds raised in connection with the Strategic Placement will be used for the Company to redeem forty (40) of the \$10,000 convertible notes previously issued in August 2022 (refer to ASX Announcement: *SHG Secures Convertible Note Investment, 10<sup>th</sup> August 2022* for further information) to minimise the dilutionary effect of the convertible notes being converted at a discount to the Company's current Share price.

#### 14.2 Listing Rule 7.1

The Company has agreed to issue the Strategic Placement Shares and free attaching Strategic Placement Options to Brightstar, a sophisticated and professional investor.

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

The proposed issue of the Strategic Placement Securities does not fit within any of these exceptions and, together with the issue of the Tranche One Placement Shares and the Company's other issues of Equity Securities without Shareholder approval in the past 12 months, exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Company's Shareholders under Listing Rule 7.1 to issue the Strategic Placement Securities.

Resolution 12 seeks the required Shareholder approval to issue the Strategic Placement Securities under and for the purposes of Listing Rule 7.1.

#### 14.3 Technical Information Required by Listing Rule 14.1A

**If Resolution 12 is passed**, the Company will be **able to proceed** with the issue of the Strategic Placement Securities to raise \$400,000 and issue 7,272,727 Shares and free attaching 3,636,363 Placement Options (on the basis of one Placement Option per every two Shares) to Brightstar in accordance with the Company's obligations under a placement letter with Brightstar. In addition, the issue of the Strategic Placement Securities will be **excluded** from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

**If Resolution 12 is not passed**, the Company will **not be able to proceed** with the issue of the Strategic Placement Securities and the Company will likely be unable to proceed with the Strategic Placement, requiring the Company to refund up to \$400,000 raised by the Company in connection with the Strategic Placement.

#### 14.4 Information Required for the Purpose of Listing Rule 7.3

For the purposes of Listing Rule 7.3, the following information is provided in relation to Resolution 12:

- (1) The Strategic Placement Securities will be issued to Brightstar Corporation Pty Ltd.
- (2) 7,272,727 Shares and 3,636,363 free attaching Placement Options (on the basis of one Placement Option per every two Shares subscribed for by Brightstar) will be issued as Strategic Placement Securities.
- (3) The Strategic Placement Shares are fully paid ordinary shares in the Company and rank equally in all aspects with all existing Shares on issue in the Company. The Strategic Placement Options have an exercise price of \$0.10, expire on the date that is three years from the date of issue and are on the same terms as all Placement Options, the terms of which are set out in **Annexure A** to this Notice.
- (4) The Company intends to issue the Strategic Placement Securities as soon as practicable following the Meeting and in any event no later than 3 months after the date of the Meeting.

- (5) The Strategic Placement Shares were issued at the Issue Price of \$0.055 raising a total of \$400,000 (before costs). The Strategic Placement Options are issued as free attaching Options in connection with the Strategic Placement, and raise no further funds independent of the Strategic Placement Shares. Proceeds raised in connection with the issue of the Strategic Placement Securities will be used for the Company to redeem forty (40) of the \$10,000 convertible notes previously issued by the Company in August 2022.
- (6) The Strategic Placement Securities were issued under a placement letter entered into between the Company and Brightstar on standard terms for placements of such kind.
- (7) A voting exclusion statement for Resolution 12 is included in the Notice of Meeting preceding this Explanatory Memorandum.

#### **14.5 Board Recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 12.



## GLOSSARY

| Term                                      | Meaning   |
|---|---|
| <b>180 Markets or Lead Manager</b>        | 180 Market Pty Ltd  |
| <b>180 Mandate</b>                        | The mandate agreement between the Company and 180 Markets dated 3 April 2023 and described in paragraph 1.3 of the Explanatory Memorandum   |
| <b>\$</b>                                 | Australian dollars  |
| <b>Associate</b>                          | Has the meaning given in the ASX Listing Rules  |
| <b>ASX</b>                                | Australian Stock Exchange   |
| <b>Board</b>                              | The board of Directors of the Company   |
| <b>Brightstar</b>                         | Brightstar Corporation Pty Ltd  |
| <b>Chairman</b>                           | The chairman of the Meeting   |
| <b>Company or Singular Health</b>         | Singular Health Group Limited (ACN 639 242 765)   |
| <b>Company Secretary</b>                  | The company secretary of the Company  |
| <b>Corporations Act</b>                   | The <i>Corporations Act 2001</i> (Cth) for the time being in force together with the regulations of that act  |
| <b>Directors</b>                          | The directors of the Company  |
| <b>Earn-Out Securities</b>                | The Shares and free attaching unlisted Options to be issued to Global3D as conditional earn-out consideration for the Global3D Transaction as summarised in paragraph 7.1 of the Explanatory Memorandum |
| <b>Earn-Out Milestone</b>                 | Has the meaning given in paragraph 7.1 of the Explanatory Memorandum  |
| <b>Equity Securities</b>                  | Includes a Share or any option or convertible security issued by the Company or any other security that ASX decides to classify as an Equity Security   |
| <b>Explanatory Statement</b>              | The explanatory statement accompanying the Notice of Meeting  |
| <b>Global3D</b>                           | Global3D Pty Ltd  |
| <b>Global3D ASA</b>                       | The Asset Sale Agreement between the Company and Global3D dated 6 December 2022, the material terms of which are summarised in <b>Annexure C</b>  |
| <b>Global 3D Consideration Securities</b> | The Shares and free attaching unlisted Options to be issued to Global3D in consideration for the Global3D Transaction as summarised in paragraph 7.1 of the Explanatory Memorandum                      |
| <b>Global3D Transaction</b>               | Has the meaning given in paragraph 7.1 of the Explanatory Memorandum  |
| <b>Grange</b>                             | Grange Consulting Pty Ltd   |

| <b>Term</b>                                 | <b>Meaning</b>   |
|---|--|
| <b>Grange Agreement</b>                     | The engagement letter regarding corporate advisory services between Grange and the Company dated 8 May 2023  |
| <b>Grange Options</b>                       | The 1,200,000 free attaching Options to be issued to Grange in accordance with the Grange Agreement as detailed in paragraph 13.1 of the Explanatory Memorandum        |
| <b>Grange Shares</b>                        | The 1,200,000 Shares to be issued to Grange in connection in accordance with the Grange Agreement as detailed in paragraph 13.1 of the Explanatory Memorandum          |
| <b>Grange Securities</b>                    | The Grange Shares and Grange Options, together   |
| <b>JMM</b>                                  | Jane Morgan Management Pty Ltd   |
| <b>JMM Agreement</b>                        | The services letter agreement between JMM and the Company dated 29 March 2023  |
| <b>JMM Options</b>                          | The 500,000 Options to be issued to JMM in accordance with the JMM Agreement as detailed in paragraph 12.1 of the Explanatory Memorandum                               |
| <b>Meeting or General Meeting</b>           | The General Meeting of Shareholders to be held on 16 June 2023   |
| <b>Mr Wee Shares</b>                        | 100,000 Shares to be issued to Mr Shane Wee in connection with Resolution 8  |
| <b>Mrs Figueroa Shares</b>                  | 200,000 Shares to be issued to Mrs Wendy Figueroa in connection with Resolution 9  |
| <b>Notice of Meeting or Notice</b>          | The notice accompanying the Explanatory Statement for the Meeting  |
| <b>Lead Manager Options</b>                 | 3,500,000 Placement Options to be issued to 180 Market in connection with Resolution 5   |
| <b>Listing Rules or ASX Listing Rules</b>   | Official listing rules of the ASX  |
| <b>Option</b>                               | Means an Option in the Company convertible upon exercise into one Share  |
| <b>Placement</b>                            | The placement of Shares and Options announced by the Company on 4 April 2023 and more further detailed in paragraph 1 of the Explanatory Memorandum                    |
| <b>Placement Issue Price</b>                | \$0.055 per Share issued in connection with the Placement  |
| <b>Placement Options</b>                    | Free attaching Options issued in connection with the Placement   |
| <b>Proxy Form</b>                           | The proxy form accompanying this booklet   |
| <b>Related Party Tranche Two Securities</b> | The 1,818,182 Tranche Two Placement Shares and 1,818,182 free attaching Tranche Two Placement Options to be issued to Mr Denning Chong in connection with Resolution 4 |
| <b>Resolution</b>                           | A resolution contained in the Notice of Meeting  |
| <b>Shareholders</b>                         | The holders of Shares in the Company   |

| <b>Term</b>                             | <b>Meaning</b>   |
|---|--|
| <b>Shares</b>                           | The ordinary shares of the Company   |
| <b>Strategic Placement</b>              | The strategic placement detailed in paragraph 14.1 of the Explanatory Memorandum   |
| <b>Strategic Placement Options</b>      | Placement Options issued in connection with the Strategic Placement  |
| <b>Strategic Placement Securities</b>   | The Strategic Placement Shares and Strategic Placement Options, taken together   |
| <b>Strategic Placement Shares</b>       | Shares issued in connection with the Strategic Placement   |
| <b>Tranche One</b>                      | The first tranche of the Placement detailed in paragraph 1.1 of the Explanatory Memorandum                               |
| <b>Tranche One Issue Date</b>           | 11 April 2023  |
| <b>Tranche One Placement Options</b>    | Placement Options issued in connection with Tranche One of the Placement   |
| <b>Tranche One Placement Shares</b>     | Shares issued in connection with Tranche One of the Placement  |
| <b>Tranche Two</b>                      | The second tranche of the Placement detailed in paragraph 1.1 of the Explanatory Memorandum                              |
| <b>Tranche Two Placement Options</b>    | Placement Options issued in connection with Tranche Two of the Placement   |
| <b>Tranche Two Placement Securities</b> | The Tranche Two Placement Shares and Tranche Two Placement Options, taken together                                       |
| <b>Tranche Two Placement Shares</b>     | Shares issued in connection with Tranche Two of the Placement  |
| <b>Transaction Assets</b>               | Has the meaning given in paragraph 7.1 of the Explanatory Memorandum   |
| <b>Transaction Issue Date</b>           | 25 January 2023  |
| <b>Transaction Options</b>              | Options to be issued in connection with the Global3D Transaction, the terms of which are summarised in <b>Annexure B</b> |
| <b>Waiver</b>                           | Has the meaning given in paragraph 9.4 of the Explanatory Memorandum   |
| <b>Wee Services Agreement</b>           | The services agreement between the Company and Mr Wee as detailed in paragraph 10.1 of the Explanatory Memorandum        |

The plural includes the singular and vice versa and words denoting any gender includes all genders.

## Annexure A – Terms of Placement Options

- (a) Each Option shall confer the right to subscribe for one fully paid ordinary share in the capital of Singular Health Group Limited (the **Company**) (**Share**).
- (b) The exercise price for each Option is \$0.10 (**Exercise Price**).
- (c) The Options will expire at 5.00pm WST on the date that is three years from the date the Options are issued (the **Expiry Date**). Any Options that have not been validly exercised before the Expiry Date will lapse.
- (d) A certificate will be issued for the Options. On the reverse side of the certificate there will be endorsed a statement of the rights of the Option holder and a notice that is to be completed when exercising the Options (**Exercise Notice**). If there is more than one Option comprised in this certificate and prior to the Expiry Date those Options are exercised in part, the Company will issue another certificate for the balance of the Options held and not yet exercised.
- (e) Subject to paragraph (m) the Options are exercisable at any time before the Expiry Date by the delivery to the registered office of the Company of the Exercise Notice and the Exercise Price in cleared funds. The Exercise Notice and cleared funds must be received before the Expiry Date. The Options may be exercised in whole or in part. If the Options are exercised in part each Exercise Notice must be for not less than 1,000 Shares and in multiples of 1,000 Shares.
- (f) After an Option is validly exercised, the Company must as soon as possible following receipt of the Exercise Notice and receipt of cleared funds equal to the subscription monies due:
  - (i) issue the Shares and:
    - (A) give the Australian Securities Exchange a notice that complies with section 708A(5)(e) of the *Corporations Act 2001* (Cth); or
    - (B) if the Company is unable to issue such a notice under 708A(5)(e) of the *Corporations Act 2001* (Cth), use reasonable endeavours to lodge with the Australian Securities and Investments Commission a prospectus prepared in accordance with the *Corporations Act 2001* (Cth) and do all things necessary to satisfy section 708A(11) of the *Corporations Act 2001* (Cth) to ensure that an offer for sale of the Shares does not require disclosure to investors and, until such time as the Company issues a prospectus prepared in accordance with the *Corporations Act 2001* (Cth), the holder of such Shares issued on exercise of an Option must not transfer such Shares until the earlier of the date that the Company issues a prospectus prepared in accordance with the *Corporations Act 2001* (Cth) or the date that is twelve months after the issue of such Shares; and
  - (ii) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX by no later than 15 business days after the date of exercise of the Option.
- (g) There are no participating rights or entitlements inherent in the Options and holders of the Options will not be entitled to participate in any new issues of capital that may be offered to shareholders during the currency of the Options.
- (h) Subject to paragraph (m), Option holders have the right to exercise their Options prior to the date of determining entitlements to any capital issues to the then existing shareholders of the Company, made during the currency of the Options.
- (i) In the event of a reorganisation of the issued capital of the Company, the Options will be reorganised in accordance with the ASX Listing Rules, but in all other respects, the terms of exercise will remain unchanged.
- (j) The Options are not transferable.
- (k) There is no right to change the exercise price of Options nor the number of underlying Shares over which the Options can be exercised, if the Company completes a bonus or pro-rata issue.
- (l) Application will not be made for official quotation of the Options on the Australian Securities Exchange.
- (m) The exercise of the Options by an Option holder is subject at all times to the *Corporations Act 2001* (Cth).

## Annexure B – Transaction Options

- (a) Each Option shall confer the right to subscribe for one fully paid ordinary share in the capital of Singular Health Group Limited (the **Company**) (**Share**).
- (b) Each Option has an exercise price of \$0.20.
- (c) The Options will expire at 5.00pm WST on the date that is three years from the date of issue (the **Expiry Date**). Any Options that have not vested and been validly exercised before their Expiry Date will lapse.
- (d) A certificate will be issued for the each Option. On the reverse side of the certificate there will be endorsed a statement of the rights of the Option holder and a notice that is to be completed when exercising the Options (**Exercise Notice**). If there is more than one Option comprised in a certificate and prior to the Expiry Date those Options are exercised in part, the Company will issue another certificate for the balance of the Options held and not yet exercised.
- (e) Subject to paragraph (m) an Option is exercisable at any time before the Expiry Date by the delivery to the registered office of the Company of the Exercise Notice and the exercise price in cleared funds. The Exercise Notice and cleared funds must be received before the Expiry Date. The Options may be exercised in whole or in part. If the Options are exercised in part each Exercise Notice must be for not less than 1,000 Shares and in multiples of 1,000 Shares.
- (f) After an Option is validly exercised, the Company must as soon as possible following receipt of the Exercise Notice and receipt of cleared funds equal to the subscription monies due:
  - (i) issue the Shares;
  - (ii) if required, give the Australian Securities Exchange a notice that complies with section 708A(5)(e) of the *Corporations Act 2001* (Cth), or, if the Company is unable to issue such a notice, lodge with the Australian Securities and Investments Commission a prospectus prepared in accordance with the *Corporations Act 2001* (Cth) and do all things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
  - (iii) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX by no later than 15 business days after the date of exercise of the Option.
- (g) There are no participating rights or entitlements inherent in the Options and holders of the Options will not be entitled to participate in any new issues of capital that may be offered to shareholders during the currency of the Options.
- (h) Subject to paragraph (m), and the satisfaction of the applicable vesting hurdle, Option holders have the right to exercise their Options prior to the date of determining entitlements to any capital issues to the then existing shareholders of the Company, made during the currency of the Options.
- (i) In the event of a reorganisation of the issued capital of the Company, the Options will be reorganised in accordance with the ASX Listing Rules, but in all other respects, the terms of exercise will remain unchanged.
- (j) The Options are not transferable.
- (k) There is no right to change the exercise price of Options nor the number of underlying Shares over which the Options can be exercised, if the Company completes a bonus or pro-rata issue.
- (l) Application will not be made for official quotation of the Options on the Australian Securities Exchange.
- (m) The Shares issued on exercise of the Options will be subject to a period of 12 months escrow from the date of exercise and the holder must enter into an escrow deed materially similar to the escrow deed attached to the agreement pursuant to which a subsidiary of the Company acquired assets from Global3D Pty Ltd.
- (n) The exercise of the Options by an Option holder is subject at all times to the *Corporations Act 2001* (Cth).

## Annexure C – Material Terms of Global3D ASA

|                                       |  |
|---------------------------------------|--|
| <b>Key Acquisition Terms</b>          | A wholly owned subsidiary of Singular Health, Singular 3DP Pty Ltd, ( <b>Singular 3DP</b> ) to acquire all the assets, material contracts and intellectual property owned and developed by Global3D Pty Ltd ( <b>Global3D</b> ).   |
| <b>Purchase Price</b>                 | <p>SHG to issue Global3D 5,500,000 Shares (<b>Completion Shares</b>) and 1,720,000 Options with an exercise price of \$0.20 (<b>Completion Options</b>) at Completion. The Completion Options expire three years from completion of the transaction.</p> <p>60% of the Completion Shares will be escrowed for 12 months from the date of issue. The remaining Completion Shares will be escrowed for 6 months from the date of issue. Any Shares issued on exercise of the Completion Options will be escrowed for a period of 12 months from exercise.</p>  |
| <b>Earn-out</b>                       | <p>Conditional on Singular 3DP generating \$550,000 gross revenue within the 12 months following completion (subject to Singular 3DP also achieving an EBITDA margin equal to or greater than 10% on gross revenue during the same period), SHG will issue to Global3D 900,000 Shares (<b>Earn-Out Shares</b>) and 280,000 Options with an exercise price of \$0.20 (<b>Earn-Out Options</b>). The Earn-out Options expire 3 years from the first anniversary of completion.</p> <p>60% of the Earn-Out Shares will be escrowed for 12 months from the date of issue, with the remaining Earn-Out Shares escrowed for 6 months from the date of issue. Any Shares issued on exercise of the Earn-Out Options will be escrowed for a period of 12 months from exercise.</p> |
| <b>Conditions Precedent</b>           | <p>The Transaction is subject to, and conditional on:</p> <ul style="list-style-type: none"> <li>Global3D obtaining unanimous shareholder approval to the Transaction;</li> <li>Global3D obtaining necessary consents or waiver of any material contract to be transferred to Singular 3DP that is subject to a change of control provision on terms satisfactory to Singular 3DP;</li> <li>Singular 3DP novating or entering into re-financing agreements regarding third party financiers of particular material assets on terms satisfactory to Singular 3DP in its sole discretion; and</li> <li>other conditions precedent ordinary for a transaction of this kind.</li> </ul>  |
| <b>Timing</b>                         | Completion is to occur 5 Business Days after the satisfaction or waiver of the Conditions Precedent, with the parties currently targeting completion occurring on 9 January 2023.  |
| <b>Restraint</b>                      | Global3D, Nigel Brown and Paul Cummings will not engage in activities that compete with the activities of Singular 3DP (upon acquiring the assets, material contracts and intellectual property of Global3D).  |
| <b>New Directors</b>                  | Nigel Brown and Paul Cummings ( <b>New Directors</b> ) will both be appointed Directors of Singular 3DP, commencing from completion of the Transaction with an initial term of 24 months. Material terms of the New Directors' appointment is set out in the table below.  |
| <b>Guarantee</b>                      | Nigel Brown and Paul Cummings guarantee the performance and obligations of Global3D under the agreement, including representation and warranty liability.  |
| <b>Representations and Warranties</b> | Global3D provides representations and warranties regarding the assets, material contracts and intellectual property being acquired by Singular, along with general conduct of the Global3D business prior to the Transaction, that are standard and customary for a transaction of this kind.  |

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **11.00am (WST) on Wednesday, 14 June 2023**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

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

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking 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 SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### 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 Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

### Lodging your Proxy Voting Form:

#### Online:

Use your computer or smartphone to appoint a proxy at

<https://investor.automic.com.au/#/loginsah>

or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

**WEBSITE:** <https://automicgroup.com.au/>

**PHONE:** 1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)



