

26 October 2021

Dear Shareholder,

Annual General Meeting - Notice and Proxy Form

Notice is given that the Annual General Meeting of Shareholders (**AGM**) of ResApp Health Limited ACN 094 468 318 (**Company**) will be held on Tuesday, 30 November 2021 commencing at 4.00pm (AEDT).

Due to the ongoing coronavirus pandemic and uncertainty and disruption associated with government restrictions on travel and large gatherings, this year's AGM will be held virtually using an online meeting platform. If you wish to virtually attend the AGM (which will be broadcast as a live webinar), please pre-register in advance for the virtual meeting here:

https://us02web.zoom.us/webinar/register/WN_fK9kSNAoRr6Z6MWRi7U_Hg

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the AGM.

In accordance with section 253RA of the Corporations Act (as inserted by the *Treasury Laws Amendment (2021 Measures No. 1) Act 2021 (Cth)*, the Notice of Meeting (**NOM**) is being made available to Shareholders by electronic means and the Company will not be dispatching physical copies of the NOM. Instead, a copy of the NOM is available through the Company's website at: <https://www.resapphealth.com.au/investor-relations/asx-announcements/>.

As you have not elected to receive notices by email, a copy of your personalised proxy form (**Proxy Form**) is enclosed for your convenience.

Shareholders who wish to participate and vote at the AGM are strongly encouraged to complete and submit their proxies as early as possible. Proxy Forms can be lodged online at <https://investor.automic.com.au/#/loginsah>. Shareholders will be required to login to the Automic website using the holding details as shown on the Proxy Form. Click on 'Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (**HIN**)) as shown on the front of the Proxy Form.

Alternatively, please return the enclosed proxy form by:

post to: Automic Group
GPO Box 5193, Sydney NSW 2001; or

email to: meetings@automic.com.au; or

facsimile to: +61 2 8583 3040

Your proxy voting instruction must be received by 4.00pm (AEDT) on Sunday 28 November 2021, 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 Meeting.

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser.

If you have any difficulties obtaining a copy of the Notice please contact the Company's share registry, Automic on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Yours faithfully

Nicki Farley
Company Secretary

ResApp Health Limited ABN 51 094 468 318

Level 12, 100 Creek St, Brisbane QLD 4000 Australia

T +61 7 3724 0035 E info@resapphealth.com.au W www.resapphealth.com.au

For personal use only



ResApp Health Limited
ACN 094 468 318

**Notice of Annual General Meeting
And
Explanatory Statement**

**To be held virtually on
Tuesday, 30 November 2021
at 4.00pm (AEDT)**

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

IMPORTANT INFORMATION REGARDING COVID-19: Due to the COVID-19 pandemic, the AGM will be held as a virtual meeting. If you are a shareholder and you wish to virtually attend the AGM, please pre-register in advance for the virtual meeting here: https://us02web.zoom.us/webinar/register/WN_fk9kSNAoRr6Z6MWRi7U_Hg

Shareholders are also strongly encouraged to lodge their completed proxy forms in accordance with the instructions in this Notice of Meeting.

This Notice of Meeting can be accessed on the Company's website at www.resapphealth.com.au.

Important Information for Shareholders about the Company's 2021 AGM

Given the significant health concerns attributed to the COVID-19 pandemic, in addition to guidelines and restrictions issued by Australian state and federal governments, the Company considers that it is appropriate to hold the 2021 AGM as a virtual meeting, in a manner that is consistent with the temporary modifications to the Corporations Act 2001 (Cth).

Venue – Virtual Meeting

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 4pm (AEDT) on Tuesday, 30 November 2021 as a virtual meeting.

If you wish to virtually attend the AGM (which will be broadcast as a live webinar), please pre-register in advance for the virtual meeting here:

https://us02web.zoom.us/webinar/register/WN_fk9kSNAoRr6Z6MWRi7U_Hg

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the AGM.

Shareholders will be able to vote and ask questions at the virtual meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to the Company at info@resapphealth.com.au at least 48 hours before the AGM.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

Your vote is important

The business of the Annual General Meeting affects your shareholding and your vote is important.

Voting virtually on the day of the AGM

Shareholders who wish to vote virtually on the day of the AGM will need to login to the Automic website (<https://investor.automic.com.au/#/home>) with their username and password.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting.

How do I create an account with Automic?

To create an account with Automic, please go to the Automic website (<https://investor.automic.com.au/#/home>), click on 'register' and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

I have an account with Automic, what are the next steps?

Shareholders who have an existing account with Automic (Note: with a username and password) are advised to take the following steps to attend and vote virtually on the day of the AGM:

1. **(Login to the Automic website)** Login to (<https://investor.automic.com.au/#/home>) using your username and password.

2. **(Registration on the day)** If registration for the virtual meeting is open, click on 'Meeting open for registration' and follow the steps.
3. **(Live voting on the day)** If live voting for the virtual meeting is open, click on 'Meeting open for voting' and follow the steps.

Voting by proxy

Shareholders who wish to participate and vote at the AGM are strongly encouraged to complete and submit their proxies as early as possible.

To vote by proxy:

1. Please lodge the Proxy Form online at <https://investor.automic.com.au/#/loginsah> by following the below instructions:

Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form; or

2. Please complete and sign your Proxy Form, and deliver the Proxy Form:

- (a) in person:

Automic Group
Level 5, 126 Phillip Street, Sydney NSW 2000; or

- (b) by mail:

Automic Group
GPO Box 5193, Sydney NSW 2001;

- (c) by email:

meetings@automicgroup.com.au

- (d) by facsimile:

+61 2 8583 3040

Your Proxy Form must be received not later than 48 hours before the commencement of the Meeting.

Proxy Forms received later than this time will be invalid.

Voting entitlements

In accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001 (Cth), the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of Shareholders as at 7.00pm (AEDT) on 28 November 2021. Accordingly, transactions registered after that time will be disregarded in determining Shareholders' entitlements to attend and vote at the Annual General Meeting.

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Shareholders of ResApp Health Limited ACN 094 468 318 (**Company**) will be held virtually using an online meeting platform commencing at 4.00pm (AEDT) on Tuesday, 30 November 2021.

Business

Item 1 – Annual Report

To receive and consider the Annual Report of the Company for the year ended 30 June 2021, which includes the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's Report.

Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, pass with or without amendment the following resolution as a **non-binding resolution**:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the year ended 30 June 2021 be adopted."

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

Voting exclusion statement

In accordance with Sections 250BD, 250R and 250V of the Corporations Act, a vote on Resolution 1 must not be cast by, or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or Closely Related Party of such member.

However, the Company will not disregard a vote if:

- (a) The person is acting as proxy, the proxy form specifies how the proxy is to vote and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or
- (b) The person is the Chair voting an undirected proxy which expressly authorises the Chair to vote the proxy on a resolution connected with the remuneration of the member of the Key Management Personnel.

Resolution 2 – Re-election of Mr Brian Leedman as a Director

To consider and, if thought fit, pass with or without amendment the following resolution as an **ordinary resolution**:

"That, in accordance with article 7.6(c) of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Brian Leedman, who was appointed as a Director by the Board pursuant to article 7.6(a) of the Constitution on 18 May 2021, retires and, being eligible, is-elected as a Director as described in the Explanatory Statement."

Resolution 3 – Ratification of issue of Shares under April Placement

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

"That for the purpose of Listing Rule 7.4 and for all other purposes, approval is given to ratify the prior issue of 94,827,588 Shares to Exempt Investors under the April Placement on the terms and conditions set out in the Explanatory Statement."

Voting exclusion statement

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

- (a) a person who participated in the issue; or
- (b) an associate of those persons,

including Fidelity International Limited (and its associates), being a "material investor" set out in Section 5.3 of the Explanatory Statement.

However, this does not apply to a vote cast in favour of the resolution 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, or
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- (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:
 - 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
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 4 – Ratification of issue of Lead Manager Options

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

“That for the purpose of Listing Rule 7.4 and for all other purposes, approval is given to ratify the prior issue of 6,000,000 Lead Manager Options as follows:

(a) 5,000,000 Lead Manager Options to LTL Capital Pty Ltd; and

(b) 1,000,000 Lead Manager Options to Mishtalem Pty Ltd,

on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement

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

- (a) Evolution Capital Advisors Pty Ltd, LTL Capital Pty Ltd or Mishtalem Pty Ltd; or
- (b) any associate of Evolution Capital Advisors Pty Ltd, LTL Capital Pty Ltd or Mishtalem Pty Ltd.

However, this does not apply to a vote cast in favour of the resolution 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, or
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- (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:
 - 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
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 5 – Ratification of issue of Shares under Device Development Agreement

To consider and, if thought fit, pass with or without amendment the following resolution as an **ordinary resolution**:

“That for the purpose of Listing Rule 7.4 and for all other purposes, approval is given to ratify the prior issue of 6,250,000 Shares issued to Avanti Med Limited prior to the date of this Notice under the Device Development Agreement, on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement

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

- (a) Avanti Med Limited; or
- (b) an associate of Avanti Med Limited.

However, this does not apply to a vote cast in favour of the resolution 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, or

- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- (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:
- 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
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 6 – Approval of Additional 10% Placement Capacity

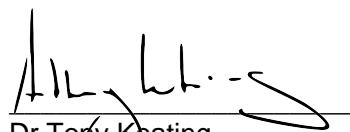
To consider and, if thought fit, pass with or without amendment the following resolution as a **special resolution**:

“That, for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities under the Additional 10% Placement Capacity as described in the Explanatory Statement.”

Other business

In accordance with section 250S(1) of the Corporations Act, Shareholders are invited to ask questions about or make comments on the management of the Company and to raise any other business which may lawfully be brought before the Annual General Meeting.

By Order of the Board



Dr Tony Keating
Managing Director and Chief Executive Officer
ResApp Health Limited
21 October 2021

EXPLANATORY STATEMENT

Important information

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Annual General Meeting to be held virtually using an online meeting platform accessible commencing at 4.00pm (AEDT) on Tuesday, 30 November 2021.

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. Capitalised terms in this Explanatory Statement are defined in the Glossary. If Shareholders are in doubt as to how to vote, they should seek advice from their professional adviser prior to voting.

1 Electronic Notice

In accordance with section 253RA of the Corporations Act (as inserted by the *Treasury Laws Amendment (2021 Measures No. 1) Act 2021* (Cth), this Notice and Explanatory Statements are being made available to Shareholders electronically (by email) and the Company will not be dispatching physical copies of this Notice. The Notice can be viewed and downloaded at the following link:

<https://www.resapphealth.com.au/investor-relations/asx-announcements/>

2 Item 1 – Annual Report

The Annual Report, comprising the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's Report for the year ended 30 June 2021, will be laid before the Annual General Meeting.

There is no requirement for Shareholders to approve these Reports. However, the Chair will allow a reasonable opportunity for Shareholders to ask questions or make comments about these Reports and the management of the Company. Shareholders will also be given an opportunity to ask the auditor questions about the:

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

In addition to taking questions at the Annual General Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about the content of the Auditor's Report or the conduct of the audit, may be submitted in writing to the Company at info@resapphealth.com.au at least 48 hours prior to the Meeting.

The Company's Annual Report is available on the Company's website at www.resapphealth.com.au.

3 Resolution 1 – Adoption of Remuneration Report

3.1 Overview

The Remuneration Report of the Company for the financial year ended 30 June 2021 is included in the Directors' Report in the Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

Section 249L(2) of the Corporations Act requires a company to inform Shareholders that a resolution on the Remuneration Report will be put at the Annual General Meeting. Section 250R(2) of the Corporations Act requires a resolution that the Remuneration Report adopted be put to the vote. Resolution 1 seeks this approval.

Under section 250SA of the Corporations Act, the Chair will provide a reasonable opportunity for discussion of the Remuneration Report at the Annual General Meeting.

3.2 Voting consequences

In accordance with section 250R(3) of the Corporations Act, Shareholders should note that Resolution 1 is an "advisory only" resolution which does not bind the Directors. However, the Directors take the discussion at the Meeting and the outcome of the vote into account when considering the Company's remuneration policies and practices.

If at least 25% of the votes on Resolution 1 are voted against the adoption of the Remuneration Report at the Annual General Meeting (**Strike**), and then again at the Company's 2022 annual general meeting, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting (**Spill Meeting**) to consider the removal of the entire Board, except for the managing director (if any) (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the Company's 2022 annual general meeting. All of the Directors who are in office when the Company's 2021 Directors' Report is approved, other than the Managing Director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as Directors is approved will be the directors of the Company.

3.3 Previous voting results

The Company's Remuneration Report did not receive a Strike at the 2020 annual general meeting. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2022 annual general meeting, this may result in the re-election of the Board.

3.4 Directors' recommendation

Resolution 1 is an ordinary resolution and the Board encourages Shareholders to vote on the adoption of the Remuneration Report.

4 Resolution 2 – Re-election of Mr Brian Leedman as a Director

4.1 Overview

Article 7.6(a) of the Constitution allows the Board to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to Article 7.6(c) of the Constitution, any Director so appointed holds office until the conclusion of the next annual general meeting of the Company but is eligible for election by Shareholders at that meeting.

In addition, Listing Rule 14.4 provides that a Director appointed as an addition to the Board after an entity's admission to the Official List must not hold office (without re-election) past the next annual general meeting.

On 18 May 2021, Mr Brian Leedman was appointed as an Executive Director of the Company.

Accordingly, as Mr Brian Leedman has been appointed by the Board as an additional director, he now retires, but being eligible, offers himself for election as a Director pursuant to resolution 2.

If elected, Mr Leedman is not considered to be an independent Director, as Mr Leedman is an executive Director.

Resolution 2 is an ordinary resolution.

4.2 Director background

Mr Leedman is a marketing and investor relations professional with over 15 years' experience in the biotechnology industry. Mr Leedman is the founder of ResApp Diagnostics Pty Ltd which was acquired by Narhex Life Sciences Ltd to form ResApp Health. Prior to ResApp, Mr Leedman co-founded Oncosil Medical Limited and Biolife Science (QLD) Limited (acquired by Imugene Limited). Mr Leedman previously served for 10 years as Vice President, Investor Relations for pSivida Corp which is listed on the ASX and NASDAQ. He is formerly the WA chairman of AusBiotech, the association of biotechnology companies in Australia.

Mr Leedman holds a Bachelor of Economics and a Master of Business Administration from the University of Western Australia.

4.3 Directors' recommendation

The Directors (excluding Mr Leedman) recommend that Shareholders vote in favour of Resolution 2 to reappoint Mr Leedman as a Director for the following reasons:

- (a) Mr Leedman has the necessary level of experience which is relevant to the Company's phase of growth. This includes extensive experience in the biotechnology industry; and
- (b) Mr Leedman is one of the founders of the Company and is well known in the industry for his strong leadership and focus on delivering shareholder returns, with over 15 years of experience in investor relations and a deep understanding of healthcare investors' requirements.

5 Resolution 3 – Ratification of issue of Shares under April Placement

5.1 Overview

On 12 April 2021, the Company announced that it had received firm commitments from institutional and sophisticated investors to raise \$5.5 million (before costs) through the issue of 94,827,588 Shares (**Placement Shares**) at an issue price of \$0.058 per Share (**April Placement**) to sophisticated and professional investors (**Exempt Investors**).

On 19 April 2021, the Company issued the Placement Shares to the Exempt Investors using the Company's placement capacity under Listing Rule 7.1.

Resolution 3 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Placement Shares.

Resolution 3 is an ordinary Resolution.

Under this Resolution, Shareholder approval is sought to ratify the 94,827,588 Shares issued under the April Placement.

5.2 Listing Rule 7.1 and 7.4

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 sets out an exception to Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1), those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval. To this end, Resolution 3 seeks shareholder approval for the issue of the Placement Shares under and for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue under the April Placement will be excluded in calculating the Company's 15% annual placement capacity under Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without prior Shareholder approval over the 12 month period following the issue date (being 19 April 2022).

If this Resolution is not passed, the issue under the April Placement will be included in calculating the Company's 15% annual placement capacity under Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without prior Shareholder approval over the 12 month period following the issue date (being 19 April 2022).

5.3 Listing Rule 7.5

Listing Rule 7.5 requires that the following information be provided to the Shareholders in relation to obtaining approval of Resolution 3 for the purposes of Listing Rule 7.4:

- (a) The Placement Shares were issued at an issue price of \$0.058 per Share.
- (b) A total of 94,827,588 Shares were issued on 19 April 2021 within the 15% annual limited permitted under Listing Rule 7.1, without the need for Shareholder approval.
- (c) The Placement Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary shares on issue.
- (d) Funds raised will be used to progress the hiring of key personnel allowing the company to grow its commercial partnership pipeline and expedite product development initiatives. Funds will also be used for general working capital purposes.
- (e) The Placement Shares were issued to the Exempt Investors, being investors selected by the Company in consultation with the Company's lead manager to the April Placement, Evolution Capital Advisors. Of the Exempt Investors, Fidelity International Limited (and its associates), a substantial shareholder of the Company, was issued 25,897,402 Shares and is a "material investor" as per ASX Guidance Note 21, paragraph 7.2. No other Exempt Investors are considered to be "material investors" for the purpose of ASX Guidance Note 21, paragraph 7.2.

- (f) The proceeds from the issue of the Placement Shares will be used to progress the hiring of key personnel allowing the Company to grow its commercial partnership pipeline and expedite product development initiatives, as well as for costs of the April Placement and general working capital.
- (g) The material terms on which the Placement Shares were issued are set out in section 5.1.
- (h) A voting exclusion statement is included in the Notice.

5.4 Directors' recommendation

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

6 Resolution 4 – Ratification of issue of Lead Manager Options

On 19 April 2021, the Company issued nominees of Evolution Capital Advisors Pty Ltd (**Evolution Capital Advisors**), being LTL Capital Pty Ltd and Mishtalem Pty Ltd, 6,000,000 Options exercisable at \$0.07 each on or before 19 April 2024 as partial consideration for lead manager services provided by Evolution Capital Advisors in connection with the April Placement (**Lead Manager Options**). In addition to the Lead Manager Options, the Company agreed to pay Evolution Capital Advisors a fee of 6% (plus GST) of the \$5.5m raised by Evolution Capital Advisors under the April Placement (being \$330,000 (plus GST)).

The Lead Manager Options were issued within the 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval.

Resolution 4 seeks approval for the ratification of 6,000,000 Lead Manager Options pursuant to Listing Rule 7.4.

Resolution 4 is an ordinary resolution.

6.1 Listing Rules 7.1 and 7.4

Summaries of Listing Rules 7.1 and 7.4 are contained in section 5.2 above.

If this Resolution is passed, the Lead Manager Options will be excluded in calculating the Company's 15% annual placement capacity under Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without prior Shareholder approval over the 12 month period following the issue date (being 19 April 2022).

If this Resolution is not passed, the Lead Manager Options will be included in calculating the Company's 15% annual placement capacity under Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without prior Shareholder approval over the 12 month period following the issue date (being 19 April 2022).

6.2 Listing Rule 7.5

Listing Rule 7.5 requires that the following information be provided to the Shareholders in relation to obtaining approval of Resolution 4 for the purposes of Listing Rule 7.4:

- (a) A total of 6,000,000 Lead Manager Options were issued on 19 April 2024 as follows:

Recipient	Number of Options	Exercise Price and Expiry
LTL Capital Pty Ltd	5,000,000	\$0.07; 19 April 2024

Mishtalem Pty Ltd	1,000,000	\$0.07; 19 April 2024
-------------------	-----------	-----------------------

- (b) The Lead Manager Options were issued for nil cash consideration, as part consideration for lead manager and advisory services provided by Evolution Capital Advisors to the Company in relation the April Placement. In addition to the Lead Manager Options, the Company agreed to pay Evolution Capital Advisors a fee of 6% (plus GST) of the \$5.5m raised by Evolution Capital Advisors under the April Placement (being \$330,000 (plus GST)).
- (c) The Lead Manager Options were issued on the terms set out in Annexure A.
- (d) The Lead Manager Options were issued to LTL Capital Pty Ltd and Mishtalem Pty Ltd, being nominees of Evolution Capital Advisors, none of whom are a related party of the Company;
- (e) The material terms on which the Lead Manager Options were issued are set out in Section 6.1.
- (f) No funds were raised from the issue of the Lead Manager Options as the Lead Manager Options were issued as part consideration for lead manager and advisory services provided to the Company.
- (g) A voting exclusion statement is included in the Notice.

6.3 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

7 Resolution 5 – Ratification of issue of Shares under Device Development Agreement

7.1 Overview

As announced on 29 May 2019, the Company entered into a device development agreement with Avanti Med Ltd, a UK-based medical device manufacturer, to design, test and finalise two CE-marked devices: a low-cost ruggedized, handheld device and a small, wearable breathing monitor (**Device Development Agreement**).

ResApp negotiated a fixed-price, milestone-based contract for the development of the devices under the Device Development Agreement. For each device, ResApp agreed to pay £75,000 in cash and issue AU\$250,000 ordinary shares on project commencement, with the number of shares calculated on the volume-weighted average price (**VWAP**) of shares in the 30 days preceding the commencement date. The balance of the project is divided into three milestones being delivery of functional prototypes, delivery of final designs; and CE Mark approval. For each device, ResApp will make a fixed payment of AU\$500,000 when each milestone is achieved, payable in cash or ordinary shares at the election of ResApp. The number of shares for the milestone payments will be calculated using 80% of (i) the volume-weighted average price of shares in the 30 days preceding the milestone or (ii) 10 cents, whichever is higher.

On 2 March 2021, the Company announced that it had achieved CE Mark certification for the Company's wearable device as a Class I medical device accessory. Achieving CE Mark certification satisfied the final milestone under the Device Development Agreement for the wearable device. Accordingly, 6,250,000 Shares were issued to Avanti Med Ltd (or its nominees) on 12 March 2021 (at a deemed price of \$0.08 per share) pursuant to the terms of the Device Development Agreement (**Avanti Shares**) and within the 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval.

Resolution 5 seeks approval for the ratification of 6,250,000 Shares issued under the Device Development Agreement pursuant to Listing Rule 7.4.

Resolution 5 is an ordinary resolution.

If this Resolution is passed, the issue under the Device Development Agreement will be excluded in calculating the Company's 15% annual placement capacity under Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without prior Shareholder approval over the 12 month period following the issue date.

If this Resolution is not passed, the issue under the Device Development Agreement will be included in calculating the Company's 15% annual placement capacity under Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without prior Shareholder approval over the 12 month period following the issue date.

7.2 Listing Rules 7.1 and 7.4

Summaries of Listing Rules 7.1 and 7.4 are contained in section 5.2 above.

If this Resolution is passed, the Avanti Shares will be excluded in calculating the Company's 15% annual placement capacity under Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without prior Shareholder approval over the 12 month period following the issue date (being 12 March 2022).

If this Resolution is not passed, the Avanti Shares will be included in calculating the Company's 15% annual placement capacity under Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without prior Shareholder approval over the 12 month period following the issue date (being 12 March 2022).

7.3 Listing Rule 7.5

Listing Rule 7.5 requires that the following information be provided to the Shareholders in relation to obtaining approval of Resolution 5 for the purposes of Listing Rule 7.4:

- (a) A total of 6,250,000 Shares were issued under the Device Development Agreement at a deemed issue price of \$0.08 per Share on 12 March 2021.
- (b) The Avanti Shares were issued for nil cash consideration, pursuant to the Device Development Agreement.
- (c) The Avanti Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary shares on issue.
- (d) The Avanti Shares were issued to Avanti Med Limited, who is not a related party of the Company.
- (e) The material terms on which the Avanti Shares were issued under the Device Development Agreement are set out in Section 7.1.
- (f) No funds were raised from the issue of the Avanti Shares.
- (g) A voting exclusion statement is included in the Notice.

7.4 Directors' recommendation

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

8 Resolution 6 - Approval of Additional 10% Placement Capacity

Resolution 6 is a **special resolution** to approve the Company's ability to utilise the additional 10% placement capacity available under Listing Rule 7.1A for the next 12 months.

This Resolution 6 will be passed by Shareholders as a special resolution if 75% of the votes cast by Shareholders present and eligible to vote (whether in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) are in favour of it.

8.1 General

Listing Rule 7.1A provides that an 'eligible entity' may seek shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of Equity Securities equal to 10% of its issued capital at the time of issue calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 (**Additional 10% Placement Capacity**) without using that company's existing 15% annual placement capacity under Listing Rule 7.1 and without requiring further shareholder approval prior to the issue.

The Company is seeking approval under Resolution 6 to have the flexibility to issue additional Equity Securities under the Additional 10% Placement Capacity. As at the date of this Notice, no decision has been made by the Company to undertake any issue of Equity Securities under the Additional 10% Placement Capacity if Shareholders approve this Resolution.

Resolution 6 seeks Shareholder approval by way of a special resolution to provide the Company the ability to issue Equity Securities under the Additional 10% Placement Capacity during the Additional 10% Placement Period (refer to section 8.3(a) below). The number of Equity Securities to be issued under the Additional 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

If Resolution 6 is passed, the Company will effectively be able to issue Equity Securities up to a combined annual placement capacity of 25% under Listing Rules 7.1 and 7.1A (subject to certain restrictions) without necessarily requiring prior Shareholder approval.

If Resolution 6 is not passed, the Company will not be able to access the Additional 10% Placement Capacity to issue Equity Securities without Shareholder approval. This means the Company will only have access to the 15% annual placement capacity for issuing Equity Securities without necessarily requiring prior Shareholder approval under Listing Rule 7.1.

8.2 Description of Listing Rule 7.1A

(a) Eligible Entity

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company's market capitalisation, based on the closing price of Shares on 20 October 2021 of \$0.067, is \$57.56 million and the Company is therefore an eligible entity.

(b) Shareholder approval

The ability to issue Equity Securities under the 10% placement capacity is subject to shareholder approval by way of a special resolution at an annual general meeting.

(c) Equity Securities

Any Equity Securities issued under the Additional 10% Placement Capacity must be in the same class as an existing quoted class of Equity Securities of the Company.

As at the date of this Notice of Annual General Meeting, the only quoted Equity Securities that the Company has on issue are its 859,197,077 Shares.

(d) **Listing Rule 7.1 and Listing Rule 7.1A**

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2.

(e) **Effect of Resolution 6**

The effect of Resolution 6 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the Additional 10% Placement Period without further Shareholder approval or using the Company's 15% annual placement capacity under Listing Rule 7.1.

8.3 Specific information required by Listing Rule 7.3A

In accordance with Listing Rule 7.3A, information is provided in relation to the approval of the Additional 10% Placement Capacity as follows:

(a) **Effective period**

Shareholder approval of the Additional 10% Placement Capacity under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

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

(Additional 10% Placement Period).

(b) **Minimum Issue Price**

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the volume weighted average market price of Equity Securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 10 trading days of the date in section (i), the date on which the Equity Securities are issued,

(Minimum Issue Price).

The Company will disclose this information when Equity Securities are issued under the Additional 10% Placement Capacity.

(c) **Purpose of issue**

The Company may only issue Equity Securities under the Additional 10% Placement Capacity for cash consideration, which it may do to fund any one or more of the following:

- (i) general working capital expenses;
- (ii) activities associated with its current business relating to the development of smartphone applications for the diagnosis and management of respiratory disease;
- (iii) repayment of debt; and
- (iv) acquisition and investment in new assets (including associated expenses).

The Company will disclose this information when Equity Securities are issued under the Additional 10% Placement Capacity.

(d) **Economic and voting dilution risks**

If Equity Securities are issued under the Additional 10% Placement Capacity, there is a risk of economic and voting dilution of Shareholders, including:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
- (ii) the Equity Securities may be issued under the Additional 10% Placement Capacity at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised from the issue of the Equity Securities.

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice (**Variable A**).

The table also shows:

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

(iii)

Variable A in Listing Rule 7.1A.2		Dilution		
		\$0.0335 50% decrease in Market Price	\$0.067 Current Market Price	\$0.134 100% increase in Market Price
Current Variable A 859,197,077	10% Voting Dilution	85,919,708 Shares	85,919,708 Shares	85,919,708 Shares
	Funds raised	\$2,878,310	\$5,756,620	\$11,513,241
50% increase in current Variable A 1,288,795,616	10% Voting Dilution	128,879,562 Shares	128,879,562 Shares	128,879,562 Shares
	Funds raised	\$4,317,465	\$8,634,931	\$17,269,861
100% increase in current Variable A 1,718,394,154	10% Voting Dilution	171,839,415 Shares	171,839,415 Shares	171,839,415 Shares
	Funds raised	\$5,756,620	\$11,513,241	\$23,026,482

The table has been prepared on the following assumptions:

- 1 The Company issues the maximum number of Equity Securities available under the Additional 10% Placement Capacity.
- 2 The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- 3 The issue of Equity Securities under the Additional 10% Placement Capacity consists only of Shares and the consideration provided for those Shares is cash. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes new Options, it is assumed that those new Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- 4 The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Additional 10% Placement Capacity, based on that Shareholder's holding at the date of the Annual General Meeting.
- 5 The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- 6 The issue price is \$0.067, being the closing price of Shares on the ASX on 20 October 2021.

The Company will only issue the Equity Securities during the Additional 10% Placement Period. The approval under Resolution 6 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities or Listing Rule 11.2 (disposal of main undertaking)).

(e) **Allocation Policy**

The Company may seek to issue the Equity Securities under the Additional 10% Placement Capacity to raise funds for its existing projects and/or for acquisition of new assets or investments (including expenses associated with such acquisitions) and general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.

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

- (i) the purpose of the issue;
- (ii) the methods of raising funds that are available to the Company including, but not limited to, rights issue or other issue in which existing security holders can participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the financial situation and solvency of the Company; prevailing market conditions; and
- (v) advice from corporate, financial and broking advisers (if applicable).

The persons issued securities under the Additional 10% Placement Capacity have not been determined as at the date of this Notice but are likely to be investors which are sophisticated and/or professional investors for the purposes of section 708 of the Corporations Act. No Equity Securities will be issued under Listing Rule 7.1A to related parties of the Company.

If the Company is successful in acquiring new assets or investments, it is likely that the persons issued securities under the Additional 10% Placement Capacity will be the vendors of the new assets or investments.

The Company did not issue any shares under Listing Rule 7.1A.2 during the 12 months preceding the meeting (Listing Rule 7.3A.6).

(f) **Previous approvals and issues under Listing Rule 7.1A**

At the 2020 annual general meeting held on 26 November 2020, shareholders did not approve the additional 10% placement capacity under Listing Rule 7.1A. Accordingly, in the 12 months preceding the date of the Meeting and as at the date of this Notice, the Company was unable to utilise the Additional 10% Placement Capacity to issue any Equity Securities.

(g) **Voting exclusion statement**

At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

(h) **Directors' Recommendation**

The Directors believe that Resolution 6 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of Resolution 6.

GLOSSARY

In this Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

Additional 10% Placement Capacity	has the meaning in Section 8.1
AEDT	Australian Eastern Daylight Time
AWST	Western Standard Time in Australia.
Annexure	an annexure to this Explanatory Statement.
Annual General Meeting or Meeting	the annual general meeting of the Shareholders convened by the Notice of Meeting.
Annual Report	the Company's annual report for the year ended 30 June 2021 comprising the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's report.
ASIC	the Australian Securities and Investments Commission.
Associate	has the meaning set out in sections 11-17 of the Corporations Act.
ASX	ASX Limited (ACN 008 624 691) trading as the Australian Securities Exchange.
ASX Listing Rules	the ASX Listing Rules of the ASX.
Board	the board of Directors.
Chair	the chair of the Meeting.
Closely Related Party	a closely related party to Key Management Personnel as defined in Section 9 of the Corporations Act.
Corporations Act	the <i>Corporations Act 2001</i> (Cth).
Director	a director of the Company.
Eligible Employees	certain employees, contractors and other staff members of the Company eligible to be remunerated under the Plan as determined by the Board.
Employee Incentive Plan or Plan	the employee incentive plan of the Company.
Equity Security	has the meaning in the ASX Listing Rules.
Exempt Investor	a professional and/or sophisticated investor for the purposes of section 708 of the Corporations Act.
Existing Shares	the 859,197,077 fully paid ordinary Shares issued as at the date of the Notice of Meeting.
Explanatory Statement	this Explanatory Statement accompanying the Notice of Meeting.

Key Management Personnel

the key management personnel of the Company as defined in section 9 of the Corporations Act and Australian Accounting Standards Board accounting standard 124, being those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).

Notice or Notice of Meeting

the notice convening the Annual General Meeting accompanying this Explanatory Statement.

Option

an option to acquire a Share.

Proxy Form

the proxy form attached to this Notice.

Remuneration Report

the section of the Directors' Report in the Annual Report of the Company entitled "Remuneration Report".

ResApp or Company

ResApp Health Limited ACN 094 468 318

Resolution

a resolution to be considered at the Annual General Meeting or contained in the Notice of Meeting.

Share

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

Shareholder

a holder of a Share.

ANNEXURE A

Terms and Conditions of Lead Manager Options

- a) Each Option shall entitle the holder the right to subscribe for one (1) fully paid ordinary share in the capital of the Company.
- b) Each Option will be issued for nil cash consideration.
- c) Each Option is exercisable at \$0.07 per Option ("Exercise Price").
- d) Each Option will expire 3 years from the date of issue ("Option Expiry Date"). Each Option may be exercised at any time prior to 5.00pm WST on the Option Expiry Date and any Option not so exercised shall automatically expire on the Option Expiry Date.
- e) Each ordinary share allotted as a result of the exercise of an Option will, subject to the Constitution of the Company, rank in all aspects pari passu with the existing ordinary fully paid shares in the capital of the Company on issue at the date of allotment. Application will be made by the Company to ASX, on the business day the Shares are issued, for quotation of the Shares issued upon the exercise of the Options.
- f) A registered owner of an Option ("Option Holder") will be entitled to receive and will be sent all reports, accounts and notices required to be given to members of the Company but will not be entitled to attend or vote at any meetings of the members of the Company unless they are members of the Company.
- g) A certificate or holding statement will be issued by the Company with respect to Options held by an Option Holder. Attached to these terms and attached or endorsed on the reversed side of each certificate or holding statement will be a notice that is to be completed when exercising the Options the subject of the certificate or holding statement ("Notice of Exercise of Options"). Options may be exercised by the Option Holder completing the Notice of Exercise of Options and forwarding the same to the Secretary of the Company. The Notice of Exercise of Options must state the number of Options exercised and the consequent number of ordinary shares in the capital of the Company to be allotted.
- h) The Notice of Exercise of Options by an Option Holder must be accompanied by payment in full of the relevant number of shares being subscribed, being the Exercise Price per share.
- i) On exercise of Options, the Option Holder must surrender to the Company the Option Holder's option certificate or holding statement with respect to those Options being exercised.
- j) Within 14 days from the date the Option Holder properly exercised Options held by the Option Holder, the Company shall issue and allot to the Option Holder that number of fully paid ordinary shares in the capital of the Company so subscribed for by the Option Holder.
- k) In the event of a reconstruction (including a consolidation, sub-division, reduction, return or pro-rata cancellation) of the issued capital of the Company, the number of Options or the exercise price of the Options or both shall be reconstructed in such that there will not result in any benefits being conferred on the Option Holders which are not conferred on shareholders (subject to the provision with the respect to rounding of entitlements sanctioned by the meeting of shareholders approving the reconstruction of capital) but in all other respects the terms of the exercise of Options shall remain unchanged.
- l) There are no participating rights or entitlements inherent in the Options to participate in any new issues of capital which may be made or offered by the Company to its shareholders from time to time prior to the Option Expiry Date unless and until Options are exercised. The Company will ensure that during the exercise period of the Options, the record date for the purposes of determining entitlement to any new such issue, will be at least 9 Business Days after such new issues are announced in order to afford the Option Holder an opportunity to exercise the Options held by the Option Holder.
- m) The Company will not apply for quotation of the Options on ASX. Options can only be transferred with the prior written consent of the Company (which consent may be withheld in the Company's sole discretion).
- n) If the Company makes an issue of Shares pro rata to existing Shareholders (other than as a bonus issue, to which paragraph o) will apply) there will be no adjustment of the Exercise Price of an Option or the number of Shares over which the Options are exercisable.
- o) If the Company makes a bonus issue or other securities convertible into ordinary shares pro rata to holders of ordinary shares the number of shares issued on exercise of each Option will include the number of bonus shares that would have been issued if the Option had been exercised by the Option Holder prior to the books closing date for bonus shares. No change will be made in such circumstances to the exercise price of each Option.

Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **4.00pm (AEDT) on Sunday, 28 November 2021** 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/#/login> 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

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

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

