

28 October 2022

Dear Shareholder,

I am pleased to provide you with details in relation to the 2022 Annual General Meeting (AGM) BTC health Limited on Tuesday, 29 November 2022 at 2.00pm (AEDT).

To enable all shareholders to participate, the AGM will be held as a virtual meeting only. To reduce our environmental footprint, the Notice of Meeting will only be mailed to shareholders that have opted in to receive by post. It is also available for you to view and download at the company's website at: <https://btchealth.com.au>

Your participation in the Meeting is important to us and we encourage all shareholders and proxy holders to participate in the AGM virtually via the online platform at <https://meetings.linkgroup.com/btc22>. To do this you will need a desktop or mobile/tablet device with internet access, and you will need to provide your details (including Shareholder Reference Number (SRN) or Holder Identification Number (HIN) to be verified as a security holder or proxy holder.

The online platform will allow you to listen to the proceedings, view the presentations and ask questions of the Board and vote in real-time.

We recommend logging in to the online platform at least 15 minutes prior to the scheduled start time for the AGM using the instructions provided in the Notice of Meeting and in the Virtual Annual General Meeting Online Guide, which can be accessed online <https://meetings.linkgroup.com/btc22>.

Yours faithfully



Sharon Papworth
CFO & Company Secretary
BTC health Limited



BTC health Limited

A.B.N. 45 091 979 172

Notice of Annual General Meeting and Explanatory Statement

2:00pm (AEDT)

Tuesday, 29 November 2022

Place: The Annual General Meeting of BTC health Limited will be held virtually using the online platform provided by our share registry, Link Market Services, <https://meetings.linkgroup.com/BTC22>. Instructions on how to attend the meeting online and vote are included in the Explanatory Statement.

This Notice of Annual General 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 advisors prior to voting.

Notice of Annual General Meeting and Explanatory Statement

The twentyfirst Annual General Meeting of BTC health Limited (**Company**) will be held at **2:00pm (AEDT) on Tuesday, 29 November 2022 (Meeting)**. The Meeting will be held online, accessible via: <https://meetings.linkgroup.com/BTC22>. Instructions on how to attend the Meeting and vote are in the Explanatory Statement which forms part of this Notice of Meeting. The record date for voting at the Meeting will be **2:00pm (AEDT) on Sunday, 27 November 2022**.

Agenda

A. CHAIRMAN'S ADDRESS

B. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual Financial Statements of the Company for the year ended 30 June 2022 including the related Directors' Report and Independent Auditor's report.

C. ORDINARY RESOLUTIONS

1. ADOPTION OF REMUNERATION REPORT

To receive and consider the remuneration report of the Company, and if thought fit, pass the following resolution as a non-binding resolution:

"To adopt the Remuneration Report contained in the Directors' Report for the Company for the year ended 30 June 2022."

The Directors abstain, in the interests of good corporate governance, from making a recommendation in relation to Resolution 1.

2. ELECTION OF MS. FELICITY MCNEILL AS A DIRECTOR

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

"That Ms. Felicity McNeill, who was appointed as director of the Company by the board during the year, will retire at the meeting in accordance with the Company's constitution, be elected as a director of the Company."

The Directors, with Ms. Felicity McNeill abstaining, unanimously recommend that you vote in favour of this resolution.

3. ELECTION OF MR. BRENDAN YORK AS A DIRECTOR

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

"That Mr. Brendan York, who was appointed as director of the Company by the board during the year, will retire at the meeting in accordance with the Company's constitution, be elected as a director of the Company."

The Directors, with Mr. Brendan York abstaining, unanimously recommend that you vote in favour of this resolution.

D. SPECIAL RESOLUTION

4. APPROVAL 10% PLACEMENT CAPACITY

To consider and if thought fit to pass the following resolution as a special resolution:

"That, for the purpose of ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totaling up to 10% of the Shares on issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Notes."

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

Proxies

If you are unable to attend and vote at the Meeting and wish to appoint a person who will attend as your proxy, please complete the enclosed form of proxy.

To be valid, the proxy form and the power of attorney (if any) under which it is signed (or a certified copy of it) must be received by **not less than 48 hours** before the time for holding the Meeting (being not later than **2:00pm (AEDT) on Sunday, 27 November 2022**) at the Company's share registry by:

- (i) Online at www.linkmarketservices.com.au
- (ii) By Mail
BTC health Limited
C/- Link Market Services
Locked Bag A14
Sydney South NSW 1235
- (iii) By Fax +61 2 9287 0309.

A member entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specific proportion of the member's voting rights. A proxy need not be a member of the Company.

Where the Chair is appointed as a proxy, the Chair will vote all undirected proxies in favour of all Resolutions. If you appoint the Chair as your proxy, and you check the box consenting to the Chair voting undirected proxies, then unless you include an express voting direction on your proxy form, you will be directing, and expressly consenting to the Chair to vote in favour of all Resolutions.

The Board has determined that for the purposes of the Meeting, Shares will be taken to be held by the persons who are registered holders at **2:00pm (AEDT) on Sunday, 27 November 2022**. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

By Order of the Board



Sharon Papworth
Company Secretary
28 October 2022

EXPLANATORY STATEMENT

The purpose of this Explanatory Statement, which forms part of the Notice of Meeting dated 28 October 2022, is to provide Shareholders with an explanation of the Resolutions to be proposed and considered at the Meeting to be held at **2:00pm (AEDT) on Tuesday, 29 November 2022** and to allow Shareholders to determine how they wish to vote on these Resolutions.

HOW TO ATTEND THE VIRTUAL MEETING AND VOTE

The persons who will be entitled to attend and vote at the Meeting are those persons (or their proxies or representatives) registered as holding Shares on the Company's Share register at **2:00pm (AEDT) on Sunday 27 November 2022**.

Attending the Meeting

Enter <https://meetings.linkgroup.com/BTC22> into a web browser on your computer or online device. We recommend logging in to the online platform for the Meeting at least 15 minutes prior to the scheduled start time for the Meeting.

Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) printed at the top of the Voting Form.

Proxyholders will need their proxy code which Link Market Services will provide via email no later than 24 hours prior to the Meeting.

Further information on how to participate is set out in the Online Platform Guide, which has been published as an ASX announcement and is available on the Company's website www.btchealth.com.au.

Asking questions

A discussion will be held on all items to be considered at the Meeting. The Company will endeavour to give all Shareholders a reasonable opportunity to ask questions, including an opportunity to ask questions of the Company's external auditor.

To ensure that as many Shareholders as possible have the opportunity to speak, Shareholders are requested to observe the following:

- all Shareholder questions should be stated clearly and should be relevant to the business of the Meeting, including matters arising from the Annual Report and general questions about the performance, business or management of the Company;
- if a Shareholder has more than one question on an item, all questions should be asked at one time; and
- Shareholders should not ask questions at the Meeting regarding personal matters or those that are commercial in confidence.

Voting

Shareholders may vote either by using the online platform (online voting will be open between the commencement of the Meeting and the time at which the Chair announces voting closure), or by appointing a proxy or a representative (in the case of a corporate Shareholder).

To appoint a proxy or representative, complete the enclosed Proxy Form and return it to the Company's share registry, Link Market Services, by facsimile or mail as directed on the Proxy Form, or lodge it on-line at the registry's website (www.linkmarketservices.com.au) in accordance with the instructions given (you will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website). Documents received or lodged later than **2:00pm (AEDT) on Sunday 27 November 2022** will not be valid for the Meeting.

ITEM 1: FINANCIAL STATEMENTS AND REPORTS

The Corporations Act requires the Financial Report, the Directors' Report and the Auditor's Report to be received and considered by members of the Company at the Meeting. Each of these reports are contained in the Company's 2022 Annual Report.

Neither the Corporations Act nor the Company's Constitution requires Shareholders to vote on these reports. However, in the interests of proper corporate governance, Shareholders will be given a reasonable opportunity to ask questions about, or make comments on, those reports and the business and management of the Company.

Shareholders will also be given a reasonable opportunity to ask a representative of the Company's auditor, Grant Thornton, questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of financial statements or the independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to Grant Thornton if the question is relevant to the content of the Auditor's Report for the financial year ended 30 June 2022 or the conduct of the audit of the Financial Report for that year. Relevant questions may be submitted to Sharon Papworth by emailing spapworth@btchealth.com.au. These questions must be received by the Company no later than **2:00pm (AEDT) on 27 November 2022**. At the meeting, Grant Thornton's representative will be given the opportunity to answer, or table written answers to, relevant questions.

ORDINARY RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

The Company's Remuneration Report for the financial year ended 30 June 2022 is set out on pages 6 to 9 of the Company's 2022 Annual Report, and forms part of the Directors' Report for that year.

The vote on this Resolution will be advisory only and will not bind the Directors or the Company.

If 25% or more of votes that are cast on Resolution 1 are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, at the second annual general meeting the Company will be required to put to Shareholders a resolution (**Spill Resolution**) proposing an extraordinary general meeting to consider the appointment of the Directors of the Company (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must hold the Spill Meeting within 90 days of the second annual general meeting at which all of the Company's Directors (other than the managing director at that time (if any)) will cease to hold office and may stand for re-election.

Voting Exclusion

Votes may not be cast, and the Company will disregard any votes cast, on Resolution 1:

- by or on behalf of any member of the KMP whose remuneration details are included in the Remuneration Report, or any Closely Related Parties of those persons, regardless of the capacity in which the votes are cast; or
- as a proxy by any person who is a member of the KMP as at the time the resolution is voted on at the Meeting or any Closely Related Parties of those persons,

unless the votes are cast as a proxy for a person who is entitled to vote on Resolution 1,

- in accordance with a direction in the proxy appointment;
- by the Chair in accordance with an express authorisation in the proxy appointment to cast the votes even if Resolution 1 is connected directly or indirectly with the remuneration of a KMP member.

The Chair intends to vote all undirected proxies in favour of Resolution 1.

ORDINARY RESOLUTION 2: ELECTION OF MS. FELICITY MCNEILL AS A DIRECTOR

ASX Listing Rule 14.4 requires that a director appointed by the board must not hold office (without re-election) past the next annual general meeting of the entity. Directors shall not continue in office for a period in excess of three

years or until the third annual general meeting following his/her appointment, whichever is the longer, without submitting themselves for re-election. Ms. McNeill was appointed by the board in accordance with Article 24.8 of the Constitution. She retires as a Director of the Company in accordance with Article 24.7 and 24.8 of the Constitution and being eligible, offers herself for re-election.

Felicity McNeill has extensive experience in the finance and health sectors, including 20 years working in the Federal government departments of finance, industry and health. Ms. McNeill is a private consultant with specialist expertise spanning strategic policy and regulatory reforms within the health sector. She is the co-founder and current Chair of Better Access Australia and has previously held the roles of President of Hepatitis Australia and CEO of the Organ and Tissue Authority. Ms. McNeill holds BA Hons (politics, public policy), is a member of the Australian Institute of Company Directors, Women on Boards and a member of the Consumers Health Forum of Australia.

The Chair intends to vote all undirected proxies in favour of Resolution 2.

ORDINARY RESOLUTION 3: ELECTION OF MR. BRENDAN YORK AS A DIRECTOR

ASX Listing Rule 14.4 requires that a director appointed by the board must not hold office (without re-election) past the next annual general meeting of the entity. Directors shall not continue in office for a period in excess of three years or until the third annual general meeting following his/her appointment, whichever is the longer, without submitting themselves for re-election. Mr. York was appointed by the board in accordance with Article 24.8 of the Constitution. He retires as a Director of the Company in accordance with Article 24.7 and 24.8 of the Constitution and being eligible, offers himself for re-election.

Brendan York is a portfolio manager with NAOS Asset Management Limited, which provides long-term concentrated exposure to Australian undervalued emerging Companies. Mr. York is also a non-executive director of Big River Industries Limited (ASX:BRI), BSA Limited (ASX:BSA) and Wingara AG Limited (ASX:WNR) where he contributes to the execution of incremental growth strategies and is on their respective Audit & Risk Committees. Mr. York holds BCom, BBA and is a member of Chartered Accountants Australia and New Zealand.

The Chair intends to vote all undirected proxies in favour of Resolution 3.

SPECIAL RESOLUTION 4: APPROVAL 10% PLACEMENT CAPACITY

ASX Listing Rule 7.1A provides that an “eligible entity” may seek shareholder approval, by special resolution passed at an annual general meeting, to allow it to issue equity securities up to 10% of its issued capital over a period up to 12 months after the annual general meeting (**10% Placement Capacity**). The 10% Placement Capacity is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1. This means that, if Resolution 4 is approved, the Company will be able to issue equity securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the period up to 12 months after the date of this Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity under ASX Listing Rule 7.1.

Resolution 4 is a special resolution which means at least 75% of votes cast by Shareholders entitled to vote must be in favour of Resolution 4.

ASX Listing Rule 7.1A

An entity will be an “eligible entity” and therefore able to seek approval under ASX Listing Rule 7.1A if:

- the entity is not included in the A&P/ASX 300 Index; and
- the entity has a maximum market capitalization (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300 million.

The Company is an “eligible entity” as it is not included in the A&P/ASX 300 Index and at the date of this Notice of Meeting has a current market capitalization of less than \$300m.

Any equity securities the Company issues under its 10% Placement Capacity must be in the same class as an existing class of quoted equity securities. As at the date of this Notice of Meeting, the Company has only one class of quoted equity securities, being fully paid ordinary shares with equal voting rights (ASX:BTC).

As at the date of this Notice of Meeting, the Company has 281,846,354 Shares on issue. The number of Shares that the Company may issue under ASX Listing Rule 7.1A will be calculated according to the following formula:

Formula for calculating 10% Placement Capacity

Where:

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

- A** is the number of Shares on issue 12 months before the date of issue or agreement:
- (a) plus the number of fully paid shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
 - (b) plus the number of partly paid shares that became fully paid in the 12 months;
 - (c) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under ASX Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
 - (d) less the number of fully paid shares cancelled in the 12 months.
- Note that A has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.
- D** is 10%.
- E** is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of Shareholders under ASX Listing Rule 7.1 or 7.4.

Notice requirements for approval under ASX Listing Rule 7.1A

ASX Listing Rule 7.3A requires the following further information to be included in relation to Resolution 4:

- a) Minimum Price**
- The minimum price at which the equity securities may be issued is 75% of the volume weighted average price of equity securities in that class, calculated over the 15 ASX 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 ASX Trading Days of the date in paragraph (i) above, the date on which the equity securities are issued.
- b) Date of Issue**
- The equity securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:
- (i) 12 months after the date of this Meeting;
 - (ii) the time and date of the entity's next annual general meeting;
 - (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) or such longer period if allowed by ASX (**10% Placement Capacity Period**).

Shareholder approval under ASX Listing Rule 7.1A does not lapse if the Company's market capitalization subsequently exceeds \$300 million or of it is included in the S&P/ASX 300 Index at some time during the 10% Placement Capacity Period provided that the Company meets those criteria on the date of this Meeting.

c) Risk of economic and voting dilution

Any issue of equity securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not

receive any Shares under the issue.

If Resolution 4 is approved by Shareholders and the Company issues the maximum number of equity securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

	\$ 0.0250 50% decrease in Issue Price	\$ 0.050 Issue Price	\$ 0.0750 50% increase in Issue Price
10% Voting Dilution	28,184,635	28,184,635	28,184,635
	Shares	Shares	Shares
Funds raised	\$ 704,616	\$ 1,409,232	\$ 2,113,848
10% Voting Dilution	42,276,953	42,276,953	42,276,953
	Shares	Shares	Shares
Funds raised	\$ 1,056,924	\$ 2,113,848	\$ 3,170,771
10% Voting Dilution	56,369,271	56,369,271	56,369,271
	Shares	Shares	Shares
Funds raised	\$ 1,409,232	\$ 2,818,464	\$ 4,227,695

This table shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2 (and extracted above), on the basis of the current market price of Shares and the number of equity securities the Company will have on issue as at the date of the Meeting.

The table also shows:

- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company will have on issue at the date of the Meeting. 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 ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price. The voting dilution impact where the number of Shares on issue (variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

The table above uses the following assumptions:

- The current Shares on issue as at 11 October 2022.
- The issue price set out above of \$0.05 is the closing price of the Shares on the ASX on 11 October 2022.
- The Company issues the maximum possible number of equity securities under the 10% Placement Capacity.
- No Options are exercised into Shares before the date of the issue of the equity securities;
- 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%.
- The calculations above do not show the dilution that any one particular Shareholder will be subject to by reason of placements under the 10% Placement Capacity. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.

Shareholders should note that there is a risk that:

- the market price for the Company's equity securities in that class may be significantly lower on the issue date than on the date of the Meeting; and
- the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the date of issue or the equity securities are issued as part of the consideration for the acquisition of a new asset, which may have an effect on the amount of funds raised by the issue of the equity securities.

Purpose of issue under 10% Placement Capacity

The Company may issue equity securities under the 10% Placement Capacity for the following purposes:

- i. as cash consideration, in which case the Company intends to use funds raised for expanding or accelerating the Company's existing business activities (including expenses associated with further development of the Company's existing assets), pursuing other acquisitions that have a strategic fit or will otherwise add value to shareholders (including expenses associated with such acquisitions) and general working capital; or
- ii. as non-cash consideration for acquisition of new assets, technology and investments, in such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A(4) and 3.10.5A upon issue of any equity securities.

d) Allocation under the 10% Placement Capacity

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

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the equity securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company; and
- (v) advice from corporate, financial and broking advisers (if applicable).

The allottees of the equity securities to be issued under the 10% Placement Capacity have not yet been determined but may include current Shareholders or new investors (or both), none of whom will be closely related parties or associates of a closely related party of the Company.

If Shareholders do not elect to approve Resolution 4, the Company will be limited to issue securities using the Company's 15% annual placement capacity granted under ASX Listing Rule 7.1.

e) Previous approval under ASX Listing Rule 7.1A

The Company has previously obtained Shareholder approval under ASX Listing Rule 7.1A at its extraordinary general meeting held on 31 January 2022, however did not issue equity securities under the 10% Placement Capacity.

The Chair intends to vote all undirected proxies in favour of Resolution 4.

GLOSSARY

Terms used in this Notice of Meeting and Explanatory Statement have the following meanings:

Article	means an article of the current Constitution.
ASX	means ASX Limited ABN 98 008 624 691 and includes any successor body.
ASX Listing Rules	means the listing rules of ASX and any other rules of ASX which are applicable while the Company is admitted to the official list of ASX.
Board	means the board of Directors of the Company.
Chair	means the chair of the meeting as appointed in accordance with the Constitution
Clause	means a clause of the New Constitution.
Closely Related Parties	has the meaning given to that term in the Corporations Act.
Company	means BTC health Limited ABN 45 091 979 172.
Constitution	means the Company's current constitution.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company.
Explanatory Statement	means the explanatory statement accompanying the Notice of Meeting.
Group	means the Company and its subsidiaries.
KMP	has the meaning given to that term in the Corporations Act.
Meeting	means the Annual General Meeting the subject of the Notice of Meeting and Explanatory Statement.
Notice of Meeting	means the notice of Annual General Meeting which accompanies the Explanatory Statement.
Options	means the options issued under the Employee Share Option Plan.
Proxy Form	means the proxy form which accompanies the Notice of Meeting and Explanatory Statement.
Resolution	means a resolution proposed pursuant to the Notice of Meeting.
Share	means a fully paid ordinary share in the Company.
Shareholder	means the holder of a Share in the Company.

Virtual Meeting Online Guide

For personal use only

Before you begin

Ensure your browser is compatible.
Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

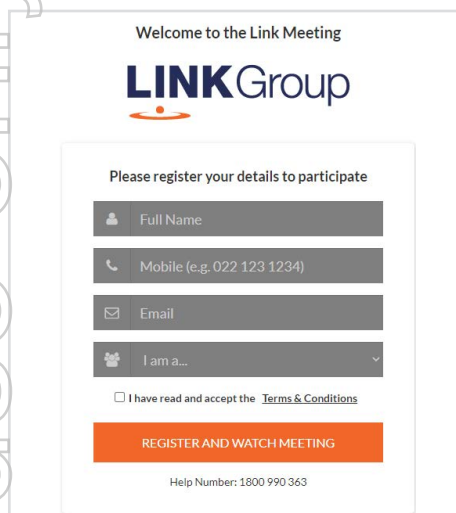
- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer – 11 and up
- Microsoft Edge – 92.0 and after

To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide



Step 1

Open your web browser and go to <https://meetings.linkgroup.com/BTC22>

Step 2

Log in to the portal using your full name, mobile number, email address, and participant type.

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

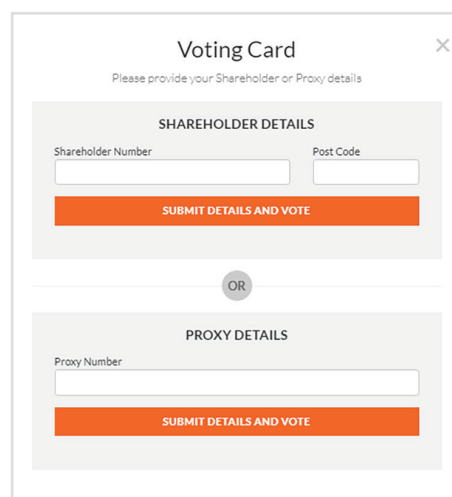
- On the left – a live webcast of the Meeting starts automatically once the meeting has commenced. If the webcast does not start automatically please press the play button and ensure the audio on your computer or device is turned on.
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.

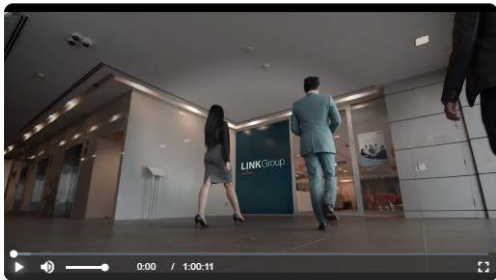


If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



+
Get a Voting Card

?
Ask a Question

Downloads

- Speakers Bio's
- Sustainability Report
- Notice of meeting
- Online Guide
- Annual Report

Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

Once voting has been closed all submitted voting cards cannot be changed.

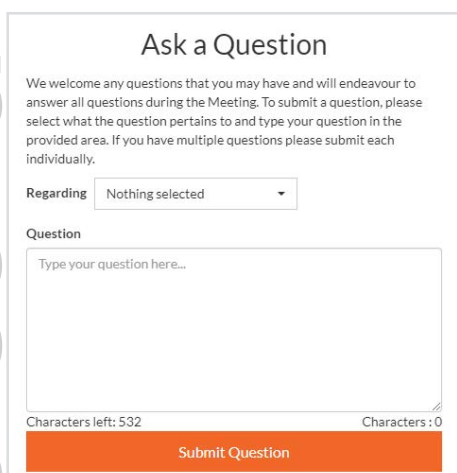
Virtual Meeting Online Guide *continued*

2. How to ask a question

Note: Only verified Securityholders, Proxyholders and Company Representatives are eligible to ask questions.

If you have yet to obtain a voting card, you will be prompted to enter your securityholder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The '**Ask a Question**' box will then pop up with two sections for completion.



The 'Ask a Question' form is titled 'Ask a Question'. It contains a welcome message: 'We welcome any questions that you may have and will endeavour to answer all questions during the Meeting. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually.' Below this is a 'Regarding' section with a dropdown menu currently showing 'Nothing selected'. Underneath is a 'Question' section with a text area labeled 'Type your question here...'. At the bottom of the text area, it says 'Characters left: 532' and 'Characters : 0'. A red 'Submit Question' button is at the bottom of the form.

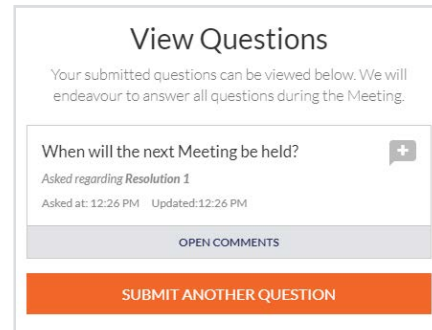
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

Click in the '**Question**' section and type your question and click on 'Submit'.

A '**View Questions**' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



The 'View Questions' box is titled 'View Questions'. It contains the text: 'Your submitted questions can be viewed below. We will endeavour to answer all questions during the Meeting.' Below this is a question card. The card has the question 'When will the next Meeting be held?' and a plus icon in a square. Below the question, it says 'Asked regarding Resolution 1', 'Asked at: 12:26 PM', and 'Updated: 12:26 PM'. At the bottom of the card is a grey button that says 'OPEN COMMENTS'. Below the card is a red button that says 'SUBMIT ANOTHER QUESTION'.

3. Downloads

View relevant documentation in the Downloads section.

4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

5. Phone Participation

What you will need

- a) Land line or mobile phone
- b) The name and securityholder number of your holding/s
- c) To obtain your unique PIN, please contact Link Market Services on +61 1800 990 363

Joining the Meeting via Phone

Step 1

From your land line or mobile device,
call: +61 1800 416 188 (within Australia)
+61 2 9189 1107 (International)

Step 2

You will be greeted with a welcome message and provided with instructions on how to participate in the Meeting. Please listen to the instructions carefully.

At the end of the welcome message you will be asked to provide your PIN by the moderator. This will verify you as a securityholder and allow you to ask a question on the resolutions at the Meeting.

Step 3

Once the moderator has verified your details you will be placed into a waiting room where you will hear music playing.

Note: If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to ask a question.

Step 4

At the commencement of the Meeting, you will be admitted to the Meeting where you will be able to listen to proceedings.

Asking a Question

Step 1

When the Chairman calls for questions or comments on each item of business, **press *1** on your keypad for the item of business that your questions or comments relates to. If at any time you no longer wish to ask a question or make a comment, you can lower your hand by **pressing *2** on your keypad.

Step 2

When it is time to ask your question or make your comment, the moderator will introduce you to the meeting. Your line will be unmuted and you will be prompted to speak. If you have also joined the Meeting online, please mute your laptop, desktop, tablet or mobile device before you speak to avoid technical difficulties for you and other shareholders.

Step 3

Your line will be muted once your question or comment has been asked / responded to

Contact us

Australia

T +61 1800 990 363

E info@linkmarketservices.com.au

LODGE YOUR VOTE



ONLINE

<https://investorcentre.linkgroup.com>



BY MAIL

BTC health Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



X99999999999

PROXY FORM

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

APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **2:00pm (AEDT) on Tuesday, 29 November 2022 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://meetings.linkgroup.com/BTC22> (refer to details in the Virtual Meeting Online Guide).

Important for Resolution 1: If the Chairperson of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairperson of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒.

Resolutions

For Against Abstain*

1 Adoption of Remuneration Report

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

2 Election of Ms. Felicity McNeill as a Director

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

3 Election of Mr. Brendan York as a Director

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

4 Approval 10% Placement Capacity

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



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

BTC PRX2202N

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

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

Joint Holding: where the holding is in more than one name, either shareholder may sign.

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

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

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au prior to admission in accordance with the Notice of Extraordinary General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:00pm (AEDT) on Sunday, 27 November 2022**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Shareholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

BTC health Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

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