

28 October 2024

Dear Shareholder

**2024 Annual General Meeting – Notice of Meeting and Proxies**

Notice is given that the Annual General Meeting (**Meeting**) of Shareholders of InteliCare Holdings Limited (ACN 622 484 397) (**Company**) will be held as follows:

**Time and date:** 12.00pm (Perth time) on Friday, 29 November 2024

**Location:** Ground Floor, 299 Vincent Street Leederville, Western Australia 6007

**Notice of Meeting**

In accordance with the *Corporations Act 2001* (Cth) the Company will not be dispatching physical copies of the Notice of Meeting unless individual shareholders have made a valid election to receive documents in hard copy. Instead, the Notice of Meeting and accompanying explanatory statement (**Meeting Materials**) are being made available to shareholders electronically and can be viewed and downloaded from:

- the Company's website at <https://intelicare.com.au/investors/>; and
- the ASX market announcements page under the Company's code "ICR".

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Notice of Meeting.

**Voting at the Meeting or by proxy**

**Shareholders are encouraged to vote by lodging a proxy form.**

Proxy forms can be lodged:

- **Online:** <https://investor.automic.com.au/#/loginsah>
- **By mail:** Automic, GPO Box 5193, Sydney NSW 2001
- **In-person:** Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
- **By email:** [meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)
- **By fax:** +61 2 8583 3040
- **By mobile:** Scan the QR Code on your Proxy Form and follow the prompts

Your proxy voting instruction must be received by 12.00pm (Perth time) on Wednesday, 27 November 2024 being not less 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 Meeting Materials should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Authorised for release by:

**Neil Hackett**  
**Company Secretary**  
**Intelicare Holdings Limited**



**InteliCare Holdings Limited  
ACN 622 484 397**

## **Notice of 2024 Annual General Meeting**

**The Annual General Meeting of the Company will be held as follows:**

**Time and date: 12pm (AWST) on Friday, 29 November 2024**

**In-person: Ground Floor, 299 Vincent Street Leederville Western Australia 6007**

The Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their suitably qualified advisor prior to voting.

**Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on 1300 001 145.**

**Shareholders are urged to vote by lodging the Proxy Form**

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**InteliCare Holdings Limited**  
**ACN 622 484 397**  
**(Company)**

## **Notice of 2024 Annual General Meeting**

Notice is hereby given that the annual general meeting of Shareholders of InteliCare Holdings Limited ACN 622 484 397 will be held on Friday, 29 November 2024 at 12.00pm (AWST) (**Meeting**) at Ground Floor, 299 Vincent Street Leederville Western Australia 6007.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Wednesday, 27 November 2024 at 5.00pm (AWST).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of the Notice.

Terms and abbreviations used in the Notice are defined in Schedule 1.

### **Agenda**

#### **1 Annual Report**

To consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2024, which includes the Financial Report, the Directors' Report and the Auditor's Report.

**Note:** there is no requirement for Shareholders to approve the Annual Report.

#### **2 Resolutions**

##### **Resolution 1 – Remuneration Report**

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

*'That, the Remuneration Report be adopted by Shareholders, on the terms and conditions in the Explanatory Memorandum.'*

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

##### **Resolution 2 – Approval of 10% Placement Facility**

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

*'That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum.'*

### **Resolution 3 – Re-election of director – Dr Neale Fong**

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

*'That, Dr Neale Fong, who retires in accordance with Article 7.2(b) of the Constitution, Listing Rule 14.4 and for all other purposes, retires and, being eligible and offering himself for re-election, is re-elected as a Director, on the terms and conditions in the Explanatory Memorandum.'*

### **Resolution 4 – Election of director – Tim Chapman**

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

*'That, in accordance with Article 7.6(b) of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Tim Chapman, a director of the Company who was appointed on 25 September 2024, retires and, being eligible, is elected as a Director, on the terms and conditions in the Explanatory Memorandum.'*

### **Resolution 5 – Approval to issue Director Performance Rights to Directors**

To consider and, if thought fit, to pass with or without amendment, each as a **separate** ordinary resolution the following:

*'That, pursuant to and in accordance Listing Rule 10.14, section 195(4) and section 208 of the Corporations Act and for all other purposes, Shareholders approve the issue of Performance Rights to Directors (or their respective nominee/s) under the Plan as follows:*

- (a) up to 9,000,000 Performance Rights to Neale Fong (or his nominee/s);*
  - (b) up to 6,000,000 Performance Rights to Greg Leach (or his nominee/s);*
  - (c) up to 6,000,000 Performance Rights to Tim Chapman (or his nominee/s); and*
- on the terms and conditions in the Explanatory Memorandum.'*

### **Voting exclusions**

**Resolution 2:** Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of this Resolution, if at the time of the Meeting, the Company is proposing to make an issue of Equity Securities under Listing Rule 7.1A.2, by or on behalf of any persons who are expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

**Resolution 5(a):** By or on behalf of Dr Neil Fong (or his nominee/s), a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan, or any of their respective associates;

**Resolution 5(b):** By or on behalf of Mr Greg Leach (or his nominee/s), a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan, or any of their respective associates;

**Resolution 5(c):** By or on behalf of Mr Tim Chapman (or his nominee/s), a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan, or any of their respective associates.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote, 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:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### Voting prohibition

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

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

**Resolution 5(a)-(c) (inclusive):** In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on the Resolution if:

- (a) the proxy is either a member of the Key Management Personnel or a Closely Related Party of such member; and
- (b) the appointment does not specify the way the proxy is to vote on the Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and

- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

**BY ORDER OF THE BOARD**

**Mr Neil Hackett**  
Company Secretary  
InteliCare Holdings Limited  
Dated: 17 October 2024

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**InteliCare Holdings Limited**  
**ACN 622 484 397**  
**(Company)**

**Explanatory Memorandum**

**1. Introduction**

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Ground Floor, 299 Vincent Street Leederville Western Australia 6007 on Friday 29 November at 12.00pm (AWST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Annual Report
Section 4	Resolution 1 – Remuneration Report
Section 5	Resolution 2 – Approval of 10% Placement Facility
Section 6	Resolution 3 – Re-election of director – Dr Neale Fong
Section 7	Resolution 4 – Election of director – Tim Chapman
Section 8	Resolution 5 – Approval to issue Director Performance Rights to Directors
Schedule 1	Definitions
Schedule 2	Terms and Conditions of Performance Rights

**2. Action to be taken by Shareholders**

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

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## 2.1 **Voting in person**

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

## 2.2 **Voting by a corporation**

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

## 2.3 **Voting by proxy**

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- (c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;



- (b) the appointed proxy is not the chair of the meeting;
- (c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA on the resolution; and
- (d) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

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

#### 2.4 **Chair's voting intentions**

If the Chair is your proxy, either by appointment or by default, and you have not indicated your voting intention, you expressly authorise the Chair to exercise the proxy in respect of Resolution 1 and Resolution 5(a) to (c) (inclusive) even though these Resolutions are connected directly or indirectly with the remuneration of the Company's Key Management Personnel.

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

#### 2.5 **Submitting questions**

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at [investors@intelicare.com.au](mailto:investors@intelicare.com.au) by Monday, 25 November 2024.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

#### 2.6 **Right to elect to receive documents electronically or physically**

The Company gives notice pursuant to section 110K of the Corporations Act of the rights of Shareholders to elect to:

- (a) be sent certain documents in physical form;
- (b) be sent certain documents in electronic form; or
- (c) not be sent certain documents at all.

## **Documents**

The documents to which this election applies includes:

- (a) documents that relate to a meeting of Shareholders, such as notices of meeting, proxy and voting forms;
- (b) documents that relate to a resolution to be considered by Shareholders without a meeting;
- (c) Annual Reports of the Company (comprising the financial report, directors' report and auditor's report for the relevant financial year); and
- (d) a notice of Shareholders' rights under section 110K of the Corporations Act, unless the notice is readily available on a website,

together with any other documents prescribed by relevant regulations, (collectively, the **Documents**).

## **Shareholders' rights**

Each Shareholder is entitled to:

- (a) elect to be sent Documents in either physical form or electronic form; and
- (b) elect not to be sent Annual Reports by the Company (and any other documents prescribed by the relevant regulations),

by notifying the Company of the election.

### **Please note:**

- The election to be sent certain Documents in physical form, electronic form or not at all will be in force the first business day after the Shareholder notifies the Company, unless the Shareholder specifies a later date in which case the election takes effect the first business day after that later date, or if the regulations specify another date.
- A Shareholder may make an election in relation to all Documents or a specified class(es) of Documents.
- A Shareholder may withdraw an election referred to above at any time by notifying the Company. The withdrawal will be in force the first business day after the Shareholder notifies the Company, unless the Shareholder specifies a later date in which case the withdrawal takes effect the first business day after that later date, or if the regulations specify another date.
- An election to be sent Documents in physical form will not be in force if:
  - the Company is required or permitted under the Corporations Act to send Documents by a particular day; and
  - the election is received on or after the day that is 30 days immediately prior to the day mentioned above.

## **Ad hoc requests to receive Documents**

A Shareholder may also make ad hoc requests to receive a particular Document in either physical form or electronic form.

The Company will take reasonable steps to send a Document that complies with the ad hoc request by the later of the following:

- (a) three business days after the day on which the request is received; or
- (b) if the Company is permitted to send the Document under the Corporations Act by a particular time, that time.

### **How to make your Elections and/or Requests**

*The Company encourages all Shareholders to elect to receive electronic documents. This will allow Shareholders to be immediately informed of the Company's activities and reduce the impact on the environment by alleviating the need to produce hard copies of the Documents.*

You may make your election and/or request by contacting our share registry, Automic Pty Ltd using the following options:

Telephone: 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia)

Online: [investor.automic.com.au](http://investor.automic.com.au)

By email: [hello@automicgroup.com.au](mailto:hello@automicgroup.com.au)

## **3. Annual Report**

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2024.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online at [www.intelicare.com.au](http://www.intelicare.com.au);
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

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

(d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five business days before the Meeting to the Company Secretary at the Company's registered office.

The Company will not provide a hard copy of the Company's Annual Report to Shareholders unless specifically requested to do so.

## 4. Resolution 1 – Remuneration Report

### 4.1 General

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report for the year ended 30 June 2024 in the 2024 Annual Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

If the Company's Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, Shareholders will have the opportunity to remove the whole Board, except the managing director (if any).

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the 2023 annual general meeting held on 28 November 2023. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2025 annual general meeting, this may result in the re-election of the Board.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

### 4.2 Additional information

Resolution 1 is an ordinary resolution.

Given the personal interests of all Directors in the outcome of this Resolution, the Board declines to make a recommendation to Shareholders regarding this Resolution.

## 5. Resolution 2 – Approval of 10% Placement Facility

### 5.1 General

Listing Rule 7.1A enables an eligible entity to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15%

annual placement capacity under Listing Rule 7.1.

Resolution 2 seeks Shareholder approval to provide the Company with the ability to issue Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 5.2(f) below). The number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 5.2(c) below).

If Resolution 2 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 2 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval in Listing Rule 7.1.

## 5.2 Listing Rule 7.1A

### (a) Is the Company an 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 is an eligible entity as it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately \$6.8m, based on the closing price of Shares (\$0.014) on 10 October 2024.

### (b) What Equity Securities can be issued?

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the eligible entity.

As at the date of the Notice, the Company has on issue two quoted class of Equity Securities, being Shares and Quoted Options.

### (c) How many Equity Securities can be issued?

Listing Rule 7.1A.2 provides that under the approved 10% Placement Facility, the Company may issue or agree to issue a number of Equity Securities calculated in accordance with the following formula:

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

Where:

**A** = is the number of Shares on issue at the commencement of the Relevant Period:

(A) plus the number of fully paid Shares issued in the Relevant Period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;

(B) plus the number of fully paid Shares issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:

- (1) the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or
  - (2) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- (C) plus the number of fully paid Shares issued in the Relevant Period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
- (1) the agreement was entered into before the commencement of the Relevant Period; or
  - (2) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- (D) plus the number of partly paid Shares that became fully paid Shares in the Relevant Period;
- (E) plus the number of fully paid Shares issued in the Relevant Period with approval under Listing Rules 7.1 and 7.4; and
- (F) less the number of fully paid Shares cancelled in the Relevant Period.

Note that 'A' has the same meaning in Listing Rule 7.1 when calculating the Company's 15% annual placement capacity and 'Relevant Period' has the relevant meaning given in Listing Rule 7.1 and 7.1A.2, namely, the 12 month-period immediately preceding the date of the issue or agreement.

**D** = is 10%.

**E** = is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under Listing Rule 7.4.

(d) **What is the interaction with Listing Rule 7.1?**

The Company's ability to issue Equity Securities under Listing Rule 7.1A will be in addition to its 15% annual placement capacity under Listing Rule 7.1.

(e) **At what price can the Equity Securities be issued?**

Any Equity Securities issued under Listing Rule 7.1A must be issued for a cash consideration per Equity Security which is not less than 75% of the VWAP 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 by the Company and the recipient of the Equity Securities; or

- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph 6.2(e)(i) above, the date on which the Equity Securities are issued, **(Minimum Issue Price)**.

(f) **When can Equity Securities be issued?**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A will be valid from the date of the Meeting and will expire on the earlier of:

- (i) the date that is 12 months after the date of the Meeting;
- (ii) the time and date of the Company's next annual general meeting; or
- (iii) the time and date of Shareholder approval 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),

**(10% Placement Period)**.

(g) **What is the effect of Resolution 2?**

The effect of Resolution 2 will be to allow the Company to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without further Shareholder approval or using the Company's 15% annual placement capacity under Listing Rule 7.1.

5.3 **Specific information required by Listing Rule 7.3A**

Pursuant to and in accordance with Listing Rule 7.3A, the following information is provided in relation to the 10% Placement Facility:

(a) **Final date for issue**

The Company will only issue the Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 5.2(f) above).

(b) **Minimum issue price**

Where the Company issues Equity Securities under the 10% Placement Facility, it will only do so for cash consideration and the issue price will be not less than the Minimum Issue Price (refer to Section 5.2(e) above).

(c) **Purposes of issues under the 10% Placement Facility**

The Company may seek to issue Equity Securities under the 10% Placement Facility for the purposes of raising funds for continued investment in the Company's current assets, the acquisition of new assets or investments (including expenses associated with such an acquisition), and/or for general working capital.

(d) **Risk of economic and voting dilution**

Shareholders should note that there is a risk that:

- (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 Meeting; and
- (ii) the Equity Securities may be issued 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 by the issue of the Equity Securities.

If this Resolution 2 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' economic and voting power in the Company may be diluted as shown in the below table (in the case of Options, only if the Options are converted into Shares).

The table below shows the dilution of existing Shareholders based on the current market price of Shares and the current number of Shares for Variable 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 (see Section 5.2(c) above) as at the date of this Notice (**Variable A**), with:

- (i) two examples where Variable A has increased, by 50% and 100%; and
- (ii) two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Shares (Variable A in Listing Rule 7.1A.2)	Dilution			
	Issue price per Share	[\$[0.007] 50% decrease in Current Market Price	[\$[0.014] Current Market Price	[\$[0.028] 100% increase in Current Market Price
<b>486,188,144 Shares</b>  <b>Variable A</b>	10% Voting Dilution	48,618,814 Shares	48,618,814 Shares	48,618,814 Shares
	Funds raised	\$340,332	\$680,663	\$1,361,327
<b>729,282,216 Shares</b>  <b>50% increase in Variable A</b>	10% Voting Dilution	72,928,222 Shares	72,928,222 Shares	72,928,222 Shares
	Funds raised	\$510,498	\$1,020,995	\$2,041,990
<b>972,376,288 Shares</b>  <b>100% increase in Variable A</b>	10% Voting Dilution	97,237,629 Shares	97,237,629 Shares	97,237,629 Shares
	Funds raised	\$680,663	\$1,361,327	\$2,722,654

**Notes:**

1. The table has been prepared on the following assumptions:



- (a) The issue price is the current market price \$0.014, being the closing price of the Shares on ASX on 10 October 2024, being the latest practicable date before this Notice was signed.
  - (b) Variable A comprises of 486,188,144 existing Shares on issue as at the date of this Meeting, assuming the Company has not issued any Shares in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with Shareholder approval under Listing Rule 7.1 and 7.4.
  - (c) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
  - (d) No convertible securities (including any issued under the 10% Placement Facility) are exercised or converted into Shares before the date of the issue of the Equity Securities.
  - (e) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
2. The number of Shares on issue (i.e. Variable A) may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue, scrip issued under a takeover offer or upon exercise of convertible securities) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting.

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 table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.

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.

(e) **Allocation policy**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. 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 the following:

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

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new investors who are not related parties of or associates of a related party of the Company.

(f) **Issues in the past 12 months**

The Company has previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 28 November 2023.

In the 12 months preceding the date of this Meeting, the Company has issued the following Shares under Listing Rule 7.1A:

	<b>June 2024 Placement</b>
<b>Date of issue</b>	28 June 2024
<b>Percentage of Equity Securities on issue at commencement of Relevant Period</b>	~10%
<b>Number of Securities</b>	20,746,943
<b>Type of Security</b>	Shares
<b>Recipient of Security</b>	Sophisticated and institutional investors, none of whom was a related party or Material Investor of the Company. The investors were identified through a bookbuild process, which involved the Company and Clarity Capital Advisors Pty Ltd (acting as lead manager) seeking expressions of interest to participate in the June 2024 Placement from new and existing contacts of the Company and clients of the lead manager.
<b>Issue price per Security</b>	\$0.008
<b>Cash consideration received</b>	\$ 165,976 (before costs)
<b>Amount of cash consideration spent</b>	100%
<b>Use of cash spent to date and intended use for remaining amount of cash (if any)</b>	Proceeds were used for costs associated with commercialisation opportunities, allowing the Company to accelerate deployments for potential new customers, for working capital to support pilot programs, for associated hardware implementation cost, costs of the placement and working capital.

At the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A and has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in any such issue.

However, in the event that between the date of this Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A to one or more existing Shareholders, those Shareholders' votes will be excluded under the voting exclusion statement in the Notice.

#### 5.4 **Additional information**

Resolution 2 is a **special** resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Board recommends that Shareholders vote in favour of Resolution 2.

### 6. **Resolution 3 – Re-election of director – Dr Neale Fong**

#### 6.1 **General**

Article 7.2(b) of the Constitution and Listing Rule 14.5 requires that there must be an election of directors at each annual general meeting of the Company. If no person or Director is standing for election or re-election in accordance with other Articles of the Constitution, Article 7.2(b)(iv) provides that any director who wishes to may retire and stand for re-election, otherwise the person who has been a Director the longest without re-election must retire and stand for re-election. If two or more Directors have been a Director the longest and an equal time without re-election, then in default of agreement, the Director to retire will be determined by ballot.

Article 7.3 of the Constitution provides that a Director who retires in accordance with Article 7.2(b) is eligible for re-election and that re-election takes effect at the conclusion of the Meeting.

Dr Neale Fong (Non-Executive Chairman) was last elected at the Company's general meeting held on 15 June 2022 and is a Director who has been longest in office since his last election.

Accordingly, Dr Neale Fong has agreed to retire at this Meeting and, being eligible, seeks re-election pursuant to Resolution 3.

If Resolution 3 is approved, Dr Neale Fong will be re-elected as a Director of the Company at the conclusion of the Meeting.

If Resolution 3 is not approved, Dr Neale Fong will not be re-elected as a Director of the Company.

#### 6.2 **Dr Neale Fong**

Dr Neale Fong is a registered medical practitioner with over 35 years' experience in a wide range of leadership roles in the private and public hospital systems.

Dr Fong is Chief Executive Officer and Executive Director of Bethesda Health Care, Chair of the Western Australian Country Health Service Board, Chairman of Wyllie Group and President of the Australasian College of Health Service Management, the peak body for health executives and leaders in Australia, New Zealand and Hong Kong.

He is also a non-executive director of the Digital Health Collaborative Research Centre and ASX listed company Little Green Pharma. Dr Fong has been the Director General of the WA

Department of Health, CEO of St John of God Hospital Subiaco, Deputy Chair of the Bethanie Aged Care Group and Professor of Healthcare Leadership and Director of the Curtin Health Innovation Research Institute at Curtin University. Dr Fong was the Chairman and Commissioner of the WA Football Commission for 12 years and was Chaplain to the West Coast Eagles Football Club for 22 years. He has Bachelor's degrees in medicine and surgery, a Masters in Theological Studies and a Masters of Business Administration. Dr Fong was awarded the Gold Medal of Australasian College of Health Service Management in 2019 and awarded a Centenary Medal in 2011 for services to healthcare by the Australian Government.

Dr Fong does not currently hold any other material directorships, other than as disclosed in this Notice.

The Company confirms that it took appropriate checks into Dr Fong's background and experience and that these checks did not identify any information of concern.

Dr Fong has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director. The Board considers Dr Fong to be an independent Director

### 6.3 **Board recommendation**

The Board (other than Dr Fong who has a personal interest in the outcome of Resolution 3) supports the election of Dr Fong and recommends that Shareholders vote in favour of Resolution 3 on the basis that Dr Fong's skills and experience in the digital health care sector combined with his exceptional track record in driving success in technology start-ups have and will continue to support the Company in achieving its strategic objectives.

### 6.4 **Additional information**

Resolution 3 is an ordinary resolution.

## 7. **Resolution 4 – Election of director – Tim Chapman**

### 7.1 **General**

Article 7.6(a) of the Constitution provides that the Directors may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors. Pursuant to Article 7.6(b) of the Constitution, a Director (excluding the Managing Director) appointed under Article 7.6(a) may retire at the next general meeting of the Company and is eligible for election at that meeting.

On 25 September 2024, Mr Tim Chapman was appointed as a Non-Executive Director of the Company. Accordingly, Mr Chapman retires at this Meeting and, being eligible, seeks re-election pursuant to this Resolution 4.

### 7.2 **Mr Tim Chapman**

Mr Tim Chapman has over 25 years' experience in financial services, having advised on a myriad of corporate transactions and capital raisings for public and private companies through IPOs, private placements, reverse takeovers and many mergers and acquisitions.

Mr Chapman has spent the past 15 years of his career advising micro and small companies across a range of industries but with a focus on healthcare and health tech. Mr Chapman is currently the chairman of HeraMED (ASX:HMD), a medical data company leading the digital transformation of maternity care with state-of-the-art technology and human centred

experience design. Mr Chapman is also Founder and Executive Director of Clarity Capital Advisors Pty Ltd, through which he has been supporting IntelliCare in an advisory capacity over the past 18 months.

Mr Chapman holds a Bachelor of Commerce from Monash University.

Mr Chapman does not currently hold any other material directorships, other than as disclosed in this Notice.

The Company confirms that with Mr Chapman's consent, it has taken appropriate checks into Mr Chapman's background and experience and that these checks did not identify any information of concern.

If elected, Mr Chapman is considered by the Board (with Mr Chapman abstaining) to be an independent Director. Mr Chapman is not considered by the Board to hold any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring independent judgement to bear on issues before the Board and to act in the best interests of the entity as a whole rather than in the interests of an individual Security holder or other party.

Mr Chapman has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

### 7.3 **Board recommendation**

The Board (other than Mr Chapman who has a personal interest in the outcome of this Resolution) supports the election of Mr Chapman and recommends Shareholders vote in favour of Resolution 4 for the following reasons:

- (a) Mr Chapman has extensive corporate and capital markets knowledge and expertise and is highly experienced and qualified to be elected a Board member of the Company; and
- (b) Mr Chapman has the necessary qualifications, skill set and experience in the healthcare sector and in the health technology development space, which are important additions to the Board's existing skills and experience.

### 7.4 **Additional information**

Resolution 4 is an ordinary resolution.

## 8. **Resolution 5 – Approval to issue Director Performance Rights to Directors**

### 8.1 **General**

The Company is proposing, subject to obtaining Shareholder approval, to issue up to 21,000,000 Performance Rights (**Director Performance Rights**) to Dr Neale Fong, Greg Leach and Tim Chapman, or their respective nominees, as follows:

Director	Tranche 1 Performance Rights	Tranche 2 Performance Rights	Tranche 3 Performance Rights	Total
Dr Neale Fong	3,000,000	3,000,000	3,000,000	9,000,000
Greg Leach	2,000,000	2,000,000	2,000,000	6,000,000
Tim Chapman	2,000,000	2,000,000	2,000,000	6,000,000
<b>Total</b>				<b>21,000,000</b>

The Director Performance Rights are to be issued in three tranches in the proportions set out below under the Company's Employee Incentive Securities Plan (**Plan**). A summary of the material terms of the Plan is in Schedule 1. The full terms and conditions of the performance rights are set out in Schedule 2, with a summary of the vesting conditions below:

Tranche	No. of Performance Rights	Vesting conditions	Expiry Date
Tranche 1	7,000,000	<ul style="list-style-type: none"> <li>the Company's Shares attaining a 30-day VWAP of \$0.03 or above</li> </ul>	3 years
Tranche 2	7,000,000	<ul style="list-style-type: none"> <li>the Company's Shares attaining a 30-day VWAP of \$0.05 or above</li> </ul>	3 years
Tranche 3	7,000,000	<ul style="list-style-type: none"> <li>the Company's Shares attaining a 30-day VWAP of \$0.07 or above</li> </ul>	3 years

The Board considers that the proposed issue of the Director Performance Rights is reasonable in the circumstances in order to further align the interests of the Messrs Fong, Leach and Chapman with those of the Shareholders and to provide appropriate remuneration for the Directors' ongoing commitment and contribution to the Company whilst minimising the expenditure of the Company's cash resources.

Resolution 5(a) to (c) (inclusive) seek Shareholder approval pursuant to Listing Rule 10.14 and sections 195(4) and 208 of the Corporations Act for the issue of up to 21,000,000 Director Performance Rights under the Plan to the Directors or their respective nominees.

The issue of Director Performance Rights to Dr Neale Fong (or his nominee) under Resolution 5(a) is conditional on Shareholders approving Resolution 3.

The issue of Director Performance Rights to Mr Tim Chapman (or his nominee) under Resolution 5(c) is conditional on Shareholders approving Resolution 4.

## 8.2 Technical information required by Listing Rule 14.1A

If Resolution 5(a) and Resolution 3 are passed, the Company will be able to proceed with the issue of Director Performance Rights to Dr Neale Fong.

If Resolution 5(b) is passed, the Company will be able to proceed with the issue of the Director Performance Rights to Mr Greg Leach (or his nominee/s).

If Resolution 5(c) and Resolution 4 are passed, the Company will be able to proceed with the issue of Director Performance Rights to Mr Tim Chapman.

If Resolution 5(a) to (c) (inclusive) are not passed, the Company will not be able to proceed with the issue of the relevant Director Performance Rights and the Company may consider other forms of performance-based remuneration, including by the payment of cash.

## 8.3 Listing Rule 10.14

Listing Rule 10.14 requires Shareholder approval to be obtained where an entity issues, or agrees to issue, securities under an employee incentive scheme to a director of the entity, an associate of the director, or a person whose relationship with the entity, director or associate of the director is, in ASX's opinion, such that approval should be obtained.

As Shareholder approval is sought under Listing Rule 10.14, approval under Listing Rules 7.1 or 10.11 is not required.

## 8.4 Specific information required by Listing Rule 10.15

In accordance with Listing Rule 10.15, the following information is provided in relation to the proposed issue of the Director Performance Rights:

- (a) The Director Performance Rights will be issued to Dr Neale Fong, Mr Greg Leach and Mr Tim Chapman (or their respective nominees).
- (b) Dr Fong, Mr Leach and Mr Chapman are each a related party of the Company by virtue of being a Director and fall into the category stipulated by Listing Rule 10.14.1. In the event the Director Performance Rights are issued to a nominee(s) of Dr Fong, Mr Leach and Mr Chapman, that person will fall into the category stipulated by Listing Rule 10.14.2.
- (c) The maximum number of Director Performance Rights to be issued to Dr Fong, Mr Leach and Mr Chapman (or their respective nominees) under the Plan is 21,000,000, in the proportions set out in the table in Section 8.1 above.
- (d) The current total remuneration package for each Dr Fong, Mr Leach and Mr Chapman as at the date of this Notice is set out in the table below:

Director	Position	Cash salary and fees (\$)	Super-annuation (\$)	Equity settled Shares (\$)	Equity settled Performance rights (\$)	Total (\$)
Dr Neale Fong	Non-Executive Chair	90,000	9,900	-	22,350	122,250

Mr Greg Leach	Non-Executive Director	45,000	-	-	8,940	53,940
Mr Tim Chapman	Non-Executive Director	45,000	-	-	-	45,000

- (a) The Director Performance Rights are subject to the vesting conditions set out in the table in Section 8.1 above.
- (b) The Directors have not previously been issued Securities under the Plan.
- (c) The relevant Director Performance Rights will expire and lapse upon either Dr Fong, Mr Leach or Mr Chapman ceasing to become a Director.
- (d) The Director Performance Rights will otherwise be issued on the terms and conditions in Schedule 2.
- (e) A valuation of the Director Performance Rights is set out in 0.
- (f) The Director Performance Rights will be issued as soon as practicable following the Meeting, and in any event, no later than 3 years after the date of the Meeting.
- (g) The Director Performance Rights will have an issue price of nil as they will be issued as part of the Directors' remuneration packages.
- (h) Any Director Performance Rights that have not vested on or before the date that is three years after the date of issue will automatically lapse and become incapable of vesting into Shares.
- (i) A summary of the key terms of the Plan is set out in Schedule 1.
- (j) No loan will be provided to any of the Directors in relation to the issue of the Director Performance Rights.
- (k) Details of any Securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- (l) The Company is issuing the Director Performance Rights as a cost effective, non-cash measure of compensating Dr Fong, Mr Leach and Mr Chapman. The Board believes that the grant of the Director Performance Rights:
- (i) will further align the interests of Messrs Fong, Leach and Chapman with those of Shareholders;
  - (ii) is a reasonable and appropriate method to provide cost-effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Messrs Fong, Leach and Chapman; and



- (iii) the Company does not consider that there are any opportunity costs to the Company or benefits foregone by the Company in issuing the Director Performance Rights on the terms proposed.
- (m) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Securities under the Plan after Resolution 5(a) to (c) (inclusive) are approved and who were not named in the Notice will not participate until approval is obtained under Listing Rule 10.14.
- (n) A voting exclusion statement for each of the resolutions comprising Resolution 5 are included in the Agenda of this Notice.

## 8.5 Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (a) obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The Board considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required and that the exception in Section 211 is relevant to the financial benefits to be granted to Messrs Fong, Leach and Chapman. It is the view of the Board (with each respective Director abstaining from a decision concerning their own remuneration) that the proposed issue of the Director Performance Rights to Messrs Fong, Leach and Chapman (or their respective nominees) is part of the reasonable remuneration of Messrs Fong, Leach and Chapman.

(c) **Board recommendation**

The Directors decline to make a recommendation to Shareholders in relation to Resolution 5(a) to (c) (inclusive) due to the personal interests of Directors in the outcome of the Resolutions.

## 8.6 Other information

The resolutions comprising Resolution 5 are ordinary resolutions.

The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass each of Resolution 5(a) to (c) (inclusive).

## Schedule 1 Definitions

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

<b>\$ or A\$</b>	means Australian Dollars.
<b>10% Placement Facility</b>	has the meaning in Section 5.1.
<b>10% Placement Period</b>	has the meaning in Section 5.2(f).
<b>30-day VWAP</b>	means the volume weighted average price of the Shares calculated over a period of 30 consecutive trading days in which trades in the Shares actually occurred.
<b>Annual Report</b>	means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2024.
<b>Article</b>	means an article of the Constitution.
<b>ASIC</b>	means the Australian Securities and Investments Commission.
<b>ASX</b>	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
<b>Auditor's Report</b>	means the auditor's report contained in the Annual Report.
<b>AWST</b>	means Australian Western Standard Time.
<b>Board</b>	means the board of Directors.
<b>Chair</b>	means the person appointed to chair the Meeting of the Company convened by the Notice.
<b>Closely Related Party</b>	means: <ul style="list-style-type: none"><li>(a) a spouse or child of the member; or</li><li>(b) has the meaning given in section 9 of the Corporations Act.</li></ul>
<b>Company</b>	means IntelliCare Holdings Limited (ACN 622 484 397).
<b>Constitution</b>	means the constitution of the Company as at the date of the Meeting.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth) as amended.
<b>Director</b>	means a director of the Company.
<b>Director Performance Rights</b>	has the meaning given in Section 8.1.
<b>Directors' Report</b>	means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

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<b>Equity Security</b>	has the same meaning as in the Listing Rules.
<b>Explanatory Memorandum</b>	means the explanatory memorandum which forms part of the Notice.
<b>Financial Report</b>	means the financial report contained in the Annual Report.
<b>June 2024 Placement</b>	has the meaning given in Section 5.3(f).
<b>Key Management Personnel</b>	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.
<b>Listing Rules</b>	means the listing rules of ASX.
<b>Material Investor</b>	means, in relation to the Company: <ul style="list-style-type: none"> <li>(a) a related party;</li> <li>(b) Key Management Personnel;</li> <li>(c) a substantial Shareholder;</li> <li>(d) an advisor; or</li> <li>(e) an associate of the above,</li> </ul> who received or will receive Securities in the Company which constitute more than 1% of the Company's anticipated capital structure at the time of issue.
<b>Meeting</b>	has the meaning given in the introductory paragraph of the Notice.
<b>Notice</b>	means this notice of annual general meeting.
<b>Plan</b>	means the Company's Employee Securities Incentive Plan.
<b>Proxy Form</b>	means the proxy form attached to the Notice.
<b>Recommendations</b>	means the 4 <sup>th</sup> Edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations.
<b>Remuneration Report</b>	means the remuneration report of the contained in the Annual Report.
<b>Resolution</b>	means a resolution referred to in the Notice.
<b>Schedule</b>	means a schedule to the Notice.
<b>Section</b>	means a section of the Explanatory Memorandum.
<b>Securities</b>	means any Equity Securities of the Company (including Shares, options and/or Performance Rights).

<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means the holder of a Share.
<b>Strike</b>	has the meaning in Section 4.1.
<b>Trading Day</b>	<p>means a day determined by ASX to be a trading day and notified to market participants being:</p> <p>(a) a day other than:</p> <ul style="list-style-type: none"> <li>(i) a Saturday, Sunday, New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day; and</li> <li>(ii) any other day which ASX declares and publishes is not a trading day; and</li> </ul> <p>(b) notwithstanding (a), a day which for the purposes of settlement, ASX declares is a trading day notwithstanding that dealings between market participants are suspended on that day.</p>
<b>Variable A</b>	has the meaning in Section 5.3(d).
<b>VWAP</b>	means the volume weighted average price of Shares traded on ASX.

## Schedule 2 Terms and Conditions of Performance Rights

The terms and conditions of the Director Performance Rights (referred to in this Schedule 2 as **Performance Rights**) are as follows:

- (a) **(Entitlement)**: Subject to the terms and conditions set out below, each Performance Right, once vested, entitles the holder to the issue of one fully paid ordinary share in the capital of the Company (**Share**).
- (a) **(Issue Price)**: The Performance Rights are issued for nil cash consideration.
- (b) **(Vesting Conditions)**: Subject to the terms and conditions set out below, the Performance Rights will have the vesting conditions (**Vesting Condition**) specified below:

Tranche	No. of Performance Rights	Vesting conditions	Expiry Date
Tranche 1	7,000,000	<ul style="list-style-type: none"> <li>• the Company's Shares attaining a 30-day VWAP of \$0.03 or above</li> </ul>	3 years
Tranche 2	7,000,000	<ul style="list-style-type: none"> <li>• the Company's Shares attaining a 30-day VWAP of \$0.05 or above</li> </ul>	3 years
Tranche 3	7,000,000	<ul style="list-style-type: none"> <li>• the Company's Shares attaining a 30-day VWAP of \$0.07 or above</li> </ul>	3 years

**30-day VWAP** means the volume weighted average price of the Shares calculated over a period of 30 consecutive trading days in which trades in the Shares actually occurred.

- (c) **(Vesting)**: Subject to the satisfaction of the Vesting Condition, the Company will notify the Holder in writing (**Vesting Notice**) within 10 business days of becoming aware that the relevant Vesting Condition has been satisfied.
- (d) **(Expiry Date)**: The Performance Rights will expire and lapse on the first to occur of the following:
  - (i) the Vesting Condition becoming incapable of satisfaction due to the cessation of employment of the holder with the Company (or any of its subsidiary entities) (subject to the exercise of the Board's discretion under the Plan); and
  - (ii) 5.00pm (AWST) on the date that is 3 years from the date of issue,**(Expiry Date)**.
- (e) **(Eligibility)**: All Performance Rights are only eligible to be exercised while you are continuously employed or otherwise engaged by the Company and are not serving a period of notice.
- (f) **(Exercise)**: At any time between receipt of a Vesting Notice and the Expiry Date (as defined in paragraph (d) above) and subject to paragraph (e) above, the holder may apply to exercise Performance Rights by delivering a signed notice of exercise to the Company Secretary. The holder is not required to pay a fee to exercise the Performance Rights.
- (g) **(Issue of Shares)**: As soon as practicable after the valid exercise of a vested Performance Right, the Company will:

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- (i) issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled;
  - (ii) issue a substitute Certificate for any remaining unexercised Performance Rights held by the holder;
  - (iii) if required, and subject to paragraph (h) below, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
  - (iv) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules.
- (h) **(Restrictions on transfer of Shares):** If the Company is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of the Performance Rights may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act. The Company is authorised by the holder to apply a holding lock on the relevant Shares during the period of such restriction from trading.
- (i) **(Ranking):** All Shares issued upon the conversion of Performance Rights will upon issue rank equally in all respects with other Shares.
  - (j) **(Transferability of the Performance Rights):** The Performance Rights are not transferable.
  - (k) **(Dividend rights):** A Performance Right does not entitle the holder to any dividends.
  - (l) **(Voting rights):** A Performance Right does not entitle the holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the ASX Listing Rules where such rights cannot be excluded by these terms.
  - (m) **(Quotation of the Performance Rights):** The Company will not apply for quotation of the Performance Rights on any securities exchange.
  - (n) **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, the rights of the Performance Rights holder will be varied in accordance with the Listing Rules.
  - (o) **(Entitlements and bonus issues):** Subject to the rights under paragraph (p), the holder will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues.
  - (p) **(Bonus issues):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment), the number of Shares which must be issued on the exercise of a vested Performance Right will be increased by the number of Shares which the holder would have received if the holder had exercised the Performance Right before the record date for the bonus issue.
  - (q) **(Return of capital rights):** The Performance Rights do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
  - (r) **(Rights on winding up):** The Performance Rights have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.
  - (s) **(Takeovers prohibition):**

- (i) the issue of Shares on exercise of the Performance Rights is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and
  - (ii) the Company will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Performance Rights.
- (t) **(No other rights)** A Performance Right does not give a holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
- (u) **(Amendments required by ASX)** The terms of the Performance Rights may be amended as considered necessary by the Board in order to comply with the ASX Listing Rules, or any directions of ASX regarding the terms provided that, subject to compliance with the Listing Rules, following such amendment, the economic and other rights of the holder are not diminished or terminated.
- (v) **(Plan)** The Performance Rights are issued pursuant to and are subject to the Plan. In the event of conflict between a provision of these terms and conditions and the Plan, these terms and conditions prevail to the extent of that conflict.
- (w) **(Constitution)** Upon the issue of the Shares on exercise of the Performance Rights, the holder will be bound by the Company's Constitution.

### Schedule 3 Valuation of Director Performance Rights

The total value of the Director Performance Rights is summarised below:

Performance Rights valuation															
Tranche	Number of securities	Valuation date	Share price at valuation date	Exercise price	Target share price	Consecutive trading days	Equivalent calendar days	Vesting/ expiry date	Time to vest/expiry (day)	Time to vest/expiry (yrs)	Volatility %	Continuously compounded Rf	Dividend yield	Value per security	Total value
Tranche 1	7,000,000	16-Oct-24	\$0.0130	\$0.00	\$0.030	30	42	16-Oct-27	1095	3.00	123%	3.69%	0%	\$0.0111	\$77,700
Tranche 2	7,000,000	16-Oct-24	\$0.0130	\$0.00	\$0.050	30	42	16-Oct-27	1095	3.00	123%	3.69%	0%	\$0.0099	\$69,300
Tranche 3	7,000,000	16-Oct-24	\$0.0130	\$0.00	\$0.070	30	42	16-Oct-27	1095	3.00	123%	3.69%	0%	\$0.0090	\$63,000
<b>Total</b>	<b>21,000,000</b>	<b>0</b>													<b>\$210,000</b>

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A summary of the total value of the Director Performance Rights by recipient is as follows:

Summary				
Recipient	Tranche	Number of securities	Value per security	Total value
Dr Neale Fong	Tranche 1	3,000,000	\$0.0111	\$33,300
	Tranche 2	3,000,000	\$0.0099	\$29,700
	Tranche 3	<u>3,000,000</u>	\$0.0090	<u>\$27,000</u>
		9,000,000		\$90,000
Greg Leach	Tranche 1	2,000,000	\$0.0111	\$22,200
	Tranche 2	2,000,000	\$0.0099	\$19,800
	Tranche 3	<u>2,000,000</u>	\$0.0090	<u>\$18,000</u>
		6,000,000		\$60,000
Tim Chapman	Tranche 1	2,000,000	\$0.0111	\$22,200
	Tranche 2	2,000,000	\$0.0099	\$19,800
	Tranche 3	<u>2,000,000</u>	\$0.0090	<u>\$18,000</u>
		6,000,000		\$60,000

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## Schedule 4 Summary of Employee Securities Incentive Plan

A summary of the key terms of the Employee Securities Incentive Plan (**Plan**) is set out below:

- (a) **(Eligible Participant):** means a person that is a 'primary participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company or an Associated Body Corporate (as defined in the Corporations Act) and has been determined by the Board to be eligible to participate in the Plan from time to time.
- (b) **(Purpose):** The purpose of the Plan is to:
- (i) assist in the reward, retention and motivation of Eligible Participants;
  - (ii) link the reward of Eligible Participants to Shareholder value creation; and
  - (iii) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Securities.
- (c) **(Plan administration):** The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion. The Board may delegate its powers and discretion.
- (d) **(Eligibility, invitation and application):** The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides. On receipt of an Invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.
- (e) **(Grant of Securities):** The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
- (f) **(Terms of Convertible Securities):** Each 'Convertible Security' represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Plan. Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.
- (g) **(Vesting of Convertible Securities):** Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the

Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.

- (h) **(Exercise of Convertible Securities and cashless exercise):** To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation.

An invitation may specify that at the time of exercise of the Convertible Securities, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

'Market Value' means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.

A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.

- (i) **(Delivery of Shares on exercise of Convertible Securities):** As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.
- (j) **(Forfeiture of Convertible Securities):** Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest. Where the Board determines that a Participant has acted fraudulently or dishonestly, or wilfully breached his or her duties to the Group, the Board may in its discretion deem all unvested Convertible Securities held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Plan rules:

- (i) any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and
- (ii) any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.

- (k) **(Change of control):** If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.
- (l) **(Rights attaching to Plan Shares):** All Shares issued under the Plan, or issued or transferred to a Participant upon the valid exercise of a Convertible Security, (**Plan Shares**) will rank pari passu in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.
- (m) **(Disposal restrictions on Plan Shares):** If the invitation provides that any Plan Shares are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction. For so long as a Plan Share is subject to any disposal restrictions under the Plan, the Participant will not transfer, encumber or otherwise dispose of, or have a security interest granted over that Plan Share; or take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.
- (n) **(Adjustment of Convertible Securities):** If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
- If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.
- Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.
- (o) **(Participation in new issues):** There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.
- (p) **(Amendment of Plan):** Subject to the following, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

- (q) **(Plan duration):** The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely, and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.

If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.

Your proxy voting instruction must be received by **12.00pm (AWST) on Wednesday, 27 November 2024**, 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 Key Management Personnel.

### 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://automicgroup.com.au>.

### Lodging your Proxy Voting Form:

#### Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

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



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

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#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

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