



Friday, 23<sup>rd</sup> May 2025

Dear Shareholder

**Atomo Diagnostics Limited – Extraordinary General Meeting of Shareholders, Monday 23 June 2025 at 10:30am (AEST).**

Notice is hereby given that an Extraordinary General Meeting of Shareholders of Atomo Diagnostics Limited (“Company”) will be held in-person at Level 1, 3-5 George Street, Leichhardt NSW 2040 at 10:30am (AEST) on Monday 23 June 2025 (“Extraordinary General Meeting”, “EGM” or “Meeting”).

In accordance with recent amendments to the *Corporations Act 2001*, the Company is sending this notification letter instead of dispatching physical copies of the Notice of EGM. The Notice of EGM and accompanying explanatory statement (“Meeting Materials”) are being made available to shareholders electronically. This means that:

- You can access the Meeting Materials online at the Company’s website <https://investors.atomodiagnosics.com/investor-centre/> or at the Company’s share registry’s website <https://www.investorserve.com.au/> through Investor Serve by logging in and selecting Company Announcements from the main menu.
- A complete copy of the Meeting Materials has been posted to the Company’s ASX Market announcements page at [www.asx.com.au](http://www.asx.com.au) under the Company’s ASX code “AT1”.
- If you have provided an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting Materials and instructions to vote online.

If you would like to receive electronic communications from the Company in the future, please update your communication elections online at <https://www.investorserve.com.au/>. If you have not yet registered, you will need your shareholder information including SRN/HIN details.

If you are unable to access the Meeting Materials online please contact our share registry Boardroom Pty Limited on [enquiries@boardroomlimited.com.au](mailto:enquiries@boardroomlimited.com.au) or by phone on + 61 2 9290 9600 (outside Australia) or 1300 737 060 (within Australia) between 9:00am and 5:00pm (AEST) Monday to Friday, to obtain a copy.

The Company strongly recommends to Shareholders to lodge a directed proxy as soon as possible in advance of the meeting even if they are planning to attend the meeting on the day.

Yours sincerely,

Mathew Watkins  
Company Secretary  
**Atomo Diagnostics Limited**



**ATOMO DIAGNOSTICS LIMITED**  
**ACN 142 925 684**

# **Notice of Extraordinary General Meeting**

**Explanatory Statement and Proxy Form**

Date of Meeting:  
**Monday, 23 June 2025**

Time of Meeting:  
**10:30am (AEST)**

Place of Meeting:  
**Level 1, 3 - 5 George Street Leichhardt NSW 2040**

*This Notice of Extraordinary 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 accountant, solicitor or other professional advisor without delay.*

# ATOMO DIAGNOSTICS LIMITED

ACN 142 925 684

Registered office: Level 1, 3-5 George St Leichhardt NSW 2040

## NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is given that the Extraordinary General Meeting (“**AGM**”) of Shareholders of Atomo Diagnostics Limited (the “**Company**”) will be held at Level 1, 3 - 5 George Street Leichhardt NSW 2040 at 10:30am (AEST) on Monday, 23 June 2025.

Note that physical attendance will be limited and available only on an RSVP basis. To register your interest in attending in person, please email [kathryn.curley@atomodiagnostics.com](mailto:kathryn.curley@atomodiagnostics.com) <mailto:>for confirmation. If you are unable to attend the meeting, please complete and return the proxy form in accordance with the specified directions.

Shareholders are encouraged to submit their proxies as early as possible, and in any event, prior to the cut-off date for proxy voting as set out in this Notice. To lodge your proxy, please follow the directions on your personalised proxy form which will be delivered to you by email or post (depending on your communication preferences).

The meeting can be attended using the following details:

**When:** Monday, 23 June 2025 at 10:30am (AEST)

**Where:** Level 1, 3 - 5 George Street Leichhardt NSW 2040

**Topic:** Atomo Diagnostics Limited – Extraordinary General Meeting

The Company is happy to accept and answer questions submitted prior to the meeting by email to the Company at [kathryn.curley@atomodiagnostics.com](mailto:kathryn.curley@atomodiagnostics.com). The Company will address relevant questions during the meeting (subject to the discretion of the Company not to respond to unreasonable and/or offensive questions).

Shareholders who wish to attend the AGM should therefore monitor the Company’s website and its ASX announcements for any updates about the Meeting. If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the Meeting, the Company will make further information available through the ASX website at [asx.com.au](http://asx.com.au) (ASX: AT1) and on its website at <https://investors.atomodiagnostics.com/investor-centre/>.

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# AGENDA

The Explanatory Statement and proxy form, which accompany and form part of this Notice, include defined terms and describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the proxy form in their entirety.

## ORDINARY BUSINESS

### **Resolution 1: Ratification of prior issue of 46,929,731 Shares and 46,929,731 Options, as part of Tranche 1 Placement**

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

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve, ratify and confirm the allotment and issue of 46,929,731 fully paid ordinary shares (**Shares**) in the Company on 5 May 2025 at an issue price of \$0.0185 (1.85 cents) per Share and 46,929,731 free attaching unlisted options (**Options**) in relation to the Placement to professional, sophisticated and other exempt investors as described in the Explanatory Statement."*

### **Resolution 2: Approval to issue 67,448,645 Shares as part of Tranche 2 of Placement**

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

*"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve, the allotment and issue of 67,448,647 Shares in the Company at an issue price of \$0.0185 (1.85 cents) per Share to professional, sophisticated and other exempt investors, as described in the Explanatory Statement accompanying the Notice of Meeting."*

### **Resolution 3: Approval to issue 67,448,645 Options as part of Tranche 2 Placement**

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

*"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve, the allotment and issue of 67,448,647 Options, in the Company, to professional, sophisticated and other exempt investors who participated in the Tranche 2 Placement, as described in the Explanatory Statement accompanying the Notice of Meeting."*

### **Resolution 4: Approval to issue 540,541 Shares and 540,541 Options to Director Anthony May (or his nominee(s))**

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

*"That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve, the allotment and issue of 540,541 Shares in the Company at an issue price of \$0.0185 (1.85 cents) per Share 540,541 Options, in the Company, to Anthony May (or his nominee(s)), as described in the Explanatory Statement accompanying the Notice of Meeting."*

### **Resolution 5: Approval to issue up to 54,054,054 Shares and 54,054,054 Options to non-related parties, as part of the Share Purchase Plan**

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

*"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve, the allotment and issue of up to 54,054,054 Shares in the Company at an issue price of \$0.0185 (1.85 cents) per Share and 54,054,054 Options to Eligible Shareholders, under the Company's Share Purchase Plan announced on 20 May 2025, as described in the Explanatory Statement."*

**Resolution 6: Approval to issue 1,621,622 Shares and 1,621,622 Options to Director John Kelly (or his nominee(s)), under the Share Purchase Plan**

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

*"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval be given for the issue of 1,621,622 Shares in the Company at an issue price of \$0.0185 (1.85 cents) per Share and 1,621,622 Options to John Kelly, (or his nominee(s)), under the Company's Share Purchase Plan announced on 20 May 2025, as described in the Explanatory Statement."*

**Resolution 7: Approval to issue 540,541 Shares and 540,541 Options to Director Patrick Cook (or his nominee(s)), under the Share Purchase Plan**

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

*"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval be given for the issue of 540,541 Shares in the Company at an issue price of \$0.0185 (1.85 cents) per Share and 540,541 Options to Patrick Cook, (or his nominee(s)), under the Company's Share Purchase Plan announced on 20 May 2025, as described in the Explanatory Statement."*

**Resolution 8: Approval to issue up to 54,054,054 Shares and 54,054,054 Options, as part of the Share Purchase Plan Shortfall Placement**

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

*"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve, the allotment and issue of up to 54,054,054 Shares in the Company at an issue price of \$0.0185 (1.85 cents) per Share and 54,054,054 Options to persons other than Eligible Shareholders (for the purposes of the SPP), as part of the Share Purchase Plan Shortfall Placement, as described in the Explanatory Statement."*

By the order of the Board



Mathew Watkins  
Company Secretary  
16 May 2025

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**Notes**

1. **Entire Notice:** The details of the resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Record Date:** The Company has determined that for the purposes of the Extraordinary General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm, 48 hours before the date of the Extraordinary General Meeting. Only those persons will be entitled to vote at the Extraordinary General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Extraordinary General Meeting.
3. **Proxies**
  - a. Votes at the Extraordinary General Meeting may be given personally or by proxy, attorney or representative.
  - b. Each member has a right to appoint one or two proxies.
  - c. A proxy need not be a member of the Company.
  - d. If a member is a company it must execute under its common seal or otherwise in accordance with its constitution or the Corporations Act.
  - e. Where a shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
  - f. If a shareholder appoints two proxies, and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise half of the votes. If a shareholder appoints two proxies, neither proxy may vote on a show of hands.
  - g. A proxy must be signed by the shareholder or his or her attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed in accordance with corporation's constitution and Corporations Act.
  - h. To be effective, proxy forms must be received by the Company's share registry no later than 48 hours before the commencement of the Extraordinary General Meeting, this is no later than 10:30am (AEST) on Saturday, 21 June 2025. Any proxy received after that time will not be valid for the scheduled meeting.

4. **Corporate Representative**

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

5. **Voting Exclusion Statement:**

**Resolution 1**

The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of any persons who participated in Tranche 1 Placement or who will obtain a material benefit as a result of the issue of securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any associates of that person or those persons.

However, this does not apply to a vote cast in favour of these resolutions by:

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

**Resolutions 2 and 3**

The Company will disregard any votes cast in favour of these Resolutions 2 and 3 by or on behalf of any persons who is expected to participate in Tranche 2 of Placement or who will obtain a material benefit as a result of the issue of securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any associates of that person or those persons.

However, this does not apply to a vote cast in favour of these resolutions by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolutions in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolutions, in accordance with a direction given to the chair to vote on the resolutions 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:

- iii. 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 resolutions; and
- iv. the holder votes on the resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

#### Resolution 5

The Company has been granted a waiver by ASX under Listing Rule 7.3.9 to permit any person who has an interest in Resolution 5 and ordinarily excluded from voting in favour of this Resolution to vote, on the condition that the Company excludes any votes cast on this Resolution by any proposed underwriter or sub-underwriter of the SPP (which there is none).

#### Resolution 4, 6 & 7

The Company will disregard any votes cast in favour of Resolutions 4, 6 & 7 by or on behalf of:

- Mr Anthony May, Mr John Kelly or Mr Patrick Cook, respectively, or any person(s) who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity), or
- an associate of person referred to in the preceding paragraph.

However, this does not apply to a vote cast in favour of a resolution by:

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

#### Resolution 8

The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of:

- a person who is expected to participate, or will obtain a material benefit as a result of the proposed issue (namely the Share Purchase Plan Shortfall Placement) (except a benefit solely by reason of being a holder of ordinary securities in the entity), or
- an associate of a person referred to in the preceding paragraph.

However, this does not apply to a vote cast in favour of Resolution 8 by:

- (d) a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolutions in that way; or
- (e) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolutions, in accordance with a direction given to the chair to vote on the resolutions as the chair decides; or
- (f) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - iii. 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 resolutions; and
  - iv. the holder votes on the resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

#### 6. Restriction on KMPs voting undirected proxies:

A vote must not be cast as proxy on Resolutions 4, 6 & 7 by a member of the Key Management Personnel (as defined by the Corporations Act) or a closely related party of Key Management Personnel.

However, a person described above (a “**Restricted Voter**”) may cast a vote on this Resolution as a proxy if:

- a. The Restricted Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- b. The Chairman is the Restricted Voter and the written appointment of the Chairman as proxy does not specify the way the proxy is to vote on the Resolution or expressly authorises the Chairman to exercise the proxy even though the Resolution is or are connected with the remuneration of a member of the Key Management Personnel.

- c. If you appoint the Chairman as your proxy and you do not direct the Chairman how to vote, you will be expressly authorising the Chairman to exercise the proxy even if the relevant resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

**7. Enquiries**

Shareholders are invited to contact the Company Secretary on (03) 9692 7222 if they have any queries in respect of the matters set out in these documents.

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## EXPLANATORY STATEMENT

### Purpose of Information

This Explanatory Statement ("**Statement**") accompanies and forms part of the Company's Notice of Extraordinary General Meeting ("**Notice**") for the Extraordinary General Meeting ("**Meeting**") will be held at Level 1, 3 - 5 George Street Leichhardt NSW 2040 at 10.30am (AEST) on Monday, 23 June 2025.

The Notice incorporates, and should be read together, with this Statement.

### Background to Resolutions 1 to 8

On 24 April 2025, the Company announced that it was undertaking a capital raising to raise up to approximately \$3,100,000 (before costs) by way of Placement and Share Purchase Plan (**SPP**). The Placement is to be conducted in two tranches, Tranche 1 and Tranche 2 respectively, will result in the issue of 114,918,917 fully paid ordinary shares (Shares) in the company, at an issue price of \$0.0185 (1.85 cents) per Share and 114,918,917 free attaching unlisted options (Options), exercisable at \$0.04 (4 cents) expiring 36 months from the date of issue. Participants will receive 1 Option for every Share subscribed.

The issue of 46,929,731 Shares and 46,929,731 Options under Tranche 1 of the Placement was completed on 5 May 2025 under the Company's existing Placement capacity under ASX Listing Rule 7.1. The Company is seeking ratification of this issue under Resolution 1.

Tranche 2 is subject to shareholder approval and if approved will result in 67,448,645 Shares and 67,448,645 Options being issued to professional sophisticated and other exempt investors. In addition approval is also being sought for the issue of 540,541 Shares and 540,541 Options to Director Anthony May.

As part of the SPP, the Company is seeking shareholder approval to raise up to \$1,000,000 by issuing up to 54,054,054 Shares and 54,054,054 Options (**SPP Securities**) to existing shareholders, on the same terms as that of the placement participants. Further Directors John Kelly and Patrick Cook have committed to participate in the SPP, approvals for which is being sought under Resolution 6 & 7. The SPP Securities are being offered under a Prospectus, the Company is not relying on ASX Listing Rule 7.2 (Exception 5). Shareholders can individually participate up to a maximum of \$30,000.

The Placement, SPP and associated resolutions are summarized below:

- Resolution 1 to ratify the issue of 46,929,731 Shares and 46,929,731 Options, as part of Tranche 1 Placement;
- Resolution 2 to approve the issue of 67,448,645 Shares, as part of Tranche 2 Placement;
- Resolution 3 to approve the issue of 67,448,645 Options, as part of Tranche 2 Placement;
- Resolution 4 to approve the issue of 540,541 Shares and 540,541 Options to Director Anthony May, as part of the Tranche 2 Placement
- Resolution 5 to approve the issue of up to 54,054,054 Shares and 54,054,054 Options, as part of the Share Purchase Plan
- Resolution 6 to approval the issue of 1,621,622 Shares and 1,621,622 Options to Director John Kelly, under the Share Purchase Plan
- Resolution 7 to approval the issue of 540,541 Shares and 540,541 Options to Director Patrick Cook, under the Share Purchase Plan
- Resolution 8 to approve the issue of up to 54,054,054 Shares and 54,054,054 Options, as part of the Share Purchase Plan Shortfall Placement

### Resolution 1: Ratification of prior issue of 46,929,731 Shares and 46,929,731 Options, as part of Tranche 1 Placement

#### Background

As noted above, the Company is seeking shareholder approval pursuant to ASX Listing Rule 7.4 to ratify the issue of 46,929,731 Shares in the Company. at an issue price of \$0.0185 (1.85 cents) per Share and 46,929,731 Options, on 5 May 2025 on the terms as announced on 24 April 2025 (**Tranche 1 Securities**).

The Shares and Options were issued without shareholder approval from the Company's 15% placement capacity pursuant to ASX Listing Rule 7.1.

### **ASX Listing Rules**

ASX Listing Rules 7.1 allow the Company to issue new securities up to 15% of the existing capital of the Company in any 12-month period without the prior approval of Shareholders, unless one of the exceptions in ASX Listing Rule 7.2 applies. The Placement was within the Company's available placement capacity under ASX Listing Rules 7.1.

Under ASX Listing Rule 7.4 an issue of securities will be treated as having been made with the approval of shareholders for the purposes of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 at the time and shareholders subsequently approve it. The Company now seeks Shareholder ratification of the issue pursuant to ASX Listing Rule 7.4 in order to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1.

If Resolution 1 is approved, the prior issue of Tranche 1 Securities will be excluded from the calculation of the number of equity securities the Company can issue without Shareholder approval under ASX Listing Rule 7.1. The Company will therefore have the flexibility, if required, to issue additional equity securities without the Tranche 1 Securities counting towards the 15% threshold for the purposes of ASX Listing Rule 7.1.

If this Resolution 1 is not approved, the prior issue of Tranche 1 Securities will be included in the calculation of the number of equity securities the Company can issue without Shareholder approval under ASX Listing Rules 7.1. The Company will therefore have the Tranche 1 Securities, as counting towards the 15% threshold for the purposes of ASX Listing Rule 7.1.

ASX Listing Rule 7.5 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to ASX Listing Rule 7.4:

- (a) The Tranche 1 Shares were issued to professional and sophisticated investors who were introduced to the Company by GZ Family Holdings Pty Ltd and through the following brokers: 180 Markets, Bay Financial, and BW Equities. GZ Family Holdings Pty Ltd, a 16.52% substantial shareholder of the Company, were issued shares as part of the Placement. There were no other participants in the Placement that were investors required to be disclosed under ASX Guidance Note 21, such as related parties of the entity, member of the Company's key management personnel, substantial shareholders of the Company, advisors of the Company and they have not been issued with more than 1% of the current issued capital
- (b) the number and class of securities issued were 46,929,731 Shares fully paid ordinary shares in the Company and 46,929,731 unlisted options, issued on 5 May 2025;
- (c) the Tranche 1 Shares were issued at a price of \$0.0185 (1.85 cents) per Share;
- (d) the Options were issued to the investors under the Tranche 1 Placement, with an exercise price of 0.04 (4 cents), expiring 36 months from the date of issue. The material terms of Options are as set out in Annexure A;
- (e) the issue of Options will not raise any funds however, if any options are exercised in the future, the funds raised will be used to advance projects or working capital at the time of any such exercise; and
- (f) the purpose of the issue was to raise funds for general working capital, with specific use to be determined upon the board renewal that occurred on 2 May 2025.
- (g) the purpose of the issue of the free-attaching Options was to incentivise participants in the Placement.

### **Board Recommendation**

The Board believes that this Resolution is in the best interests of the Company and recommends that Shareholders vote in favour of this Resolution.

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

**Voting Exclusions**

A voting exclusion statement for this resolution is set out in Note 6 above.

**Resolution 2: Approval to issue 67,448,645 Shares as part of Tranche 2 of Placement****Background**

The Company is seeking Shareholder approval pursuant to ASX Listing Rule 7.1, to allot, 67,448,645 Shares in the Company at an issue price of \$0.0185 (1.85 cents) per share, as part of the Tranche 2 Placement of Shares, announced on 24 April 2025 to professional, sophisticated and other exempt investors under the Placement.

**ASX Listing Rules**

ASX Listing Rule 7.1 provides that a company must not, without shareholder approval, issue or agree to issue more securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period. The issue of 67,448,645 fully paid ordinary shares exceeds that 15% limit, the Company therefore seeks shareholder approval under Listing Rule 7.1.

If Resolution 2 is passed, the Company will issue the 67,448,645 Shares without using any of its placement capacity under Listing Rule 7.1 and retain the flexibility to make future issues of equity securities up to the 15% limit and raise approximately \$1.2 before issue costs. If Resolution 2 is not passed, the Company will not be able to issue the 67,448,645 Shares under the Placement.

ASX Listing Rule 7.3 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to ASX Listing Rule 7.1:

- (a) The Shares will be issued to professional and sophisticated investors who were introduced to the Company by GZ Family Holdings Pty Ltd and through the following brokers: 180 Markets, Bay Financial, and BW Equities. GZ Family Holdings Pty Ltd, a 16.52% substantial shareholder of the Company, will be issued shares as part of the Placement. There are no other participants in the Placement that are investors required to be disclosed under ASX Guidance Note 21, such as related parties of the entity, member of the Company's key management personnel, substantial shareholders of the Company, advisors of the Company and they have not been issued with more than 1% of the current issued capital;
- (b) the number and class of securities issued are 67,448,645 fully paid ordinary shares in the Company;
- (c) the date by which the Company will issue the securities will be no later than three (3) months after the date of this Meeting (or such later date as may be approved by ASX). The Company however expects to issue the shares on or around 27 June 2025;
- (d) the issue price of the Shares will be \$0.0185 (1.85 cents) per share; and
- (e) the purpose of the issue was to raise funds for general working capital, with specific use to be determined upon the board renewal.

**Board Recommendation**

The Board believes that this Resolution is in the best interests of the Company and recommends that Shareholders vote in favour of this Resolution.

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

**Voting Exclusions**

A voting exclusion statement for this resolution is set out in Note 6 above.

**Resolution 3: Approval to issue 67,448,645 Options as part of Tranche 2 Placement****Background**

The Company is seeking Shareholder approval pursuant to ASX Listing Rule 7.1, to issue 67,448,645 Options to professional, sophisticated and other exempt investors who participated in the Tranche 2 Placement, on the terms as announced on 24 April 2025.

**ASX Listing Rules**

ASX Listing Rule 7.1 provides that a company must not, without shareholder approval, issue or agree to issue more securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The proposed issue of 67,448,645 Options does not fall within any of the relevant exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Company's shareholders under Listing Rule 7.1.

If Resolution 3 is passed, the Company will issue the 67,448,645 Options without using any of its placement capacity under Listing Rule 7.1 and retain the flexibility to make future issues of equity securities up to the 15% limit. If Resolution 3 is not passed, the Company will not be able to issue the 67,448,645 Options under the Placement.

ASX Listing Rule 7.3 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to ASX Listing Rule 7.1:

- (a) the proposed issue of 67,448,645 Options will be made to participants of the tranche 2 Placement who are professional and sophisticated investors introduced to the Company by GZ Family Holdings Pty Ltd and through the following brokers: 180 Markets, Bay Financial, and BW Equities. GZ Family Holdings Pty Ltd, a 16.52% substantial shareholder of the Company, will be issued options as part of the Placement. There are no other participants in the Placement that are investors required to be disclosed under ASX Guidance Note 21, such as related parties of the entity, member of the Company's key management personnel, substantial shareholders of the Company, advisors of the Company and they have not been issued with more than 1% of the current issued capital
- (b) the number and class of securities issued are 67,448,645 Options;
- (c) the date by which the Company will issue the Options will be no later than three (3) months after the date of this Meeting (to the extent permitted by any ASX waiver or modification of the Listing Rules). The Company however expects to issue the shares on or around 27 June 2025;
- (d) the Options will be issued for nil issue price; and
- (e) the purpose of the proposed issue of the free-attaching Options is to incentivise participants in the Placement.

**Board Recommendation**

The Board believes that this Resolution is in the best interests of the Company and recommends that Shareholders vote in favour of this Resolution.

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

**Voting Exclusions**

A voting exclusion statement for this resolution is set out in Note 6 above.

**Resolution 4: Approve the Participation of Director Anthony May (or his nominee(s)) in the Placement****Background**

The Company is seeking shareholder approval to allow Mr Anthony May, a Non-Executive Director,, to participate in Tranche 2 of the Placement as announced on 24 April 2025 and pursuant to ASX Listing Rule 10.11 to allot and issue 540,541 Shares at an issue price of \$0.0185 (1.85 cents) per Share and 540,541 Options, thereby raising \$10,000. The issue price of \$0.0185 (1.85 cents) per Share is same as the issue price at which the Shares have been offered to professional, sophisticated and other exempt investors under the Placement outlined in Resolutions 1 and 2.

## **ASX Listing Rules**

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

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders, unless it obtains the approval of its shareholders.

The issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

If Resolution 4 is passed, the Company will be able to proceed with the issue of the securities to Director Anthony May.

If Resolution 4 is not passed, the Company will not proceed with the issue of the securities to Anthony May.

If approvals are given under ASX Listing Rule 10.11, approvals are not required under ASX Listing Rule 7.1.

The following information is given under ASX Listing Rule 10.13 in respect of the proposed issues of Shares to Director under Resolutions 4:

- a) the proposed recipient is Mr Anthony May;
- b) the proposed recipient is a related parties of the Company, being a Director and thus fall into ASX Listing Rule 10.1.1;
- c) the number and class of securities to be issued are 540,541 Shares and 540,541 Options;
- d) the date by which the Company will issue the securities will be no later than one (1) month after the date of this Meeting (or such later date as may be approved by ASX).
- e) the issue price of the Shares will be \$0.0185 (1.85 cents);
- f) the Options are to be issued, with an exercise price of 0.04 (4 cents), expiring 36 months from the date of issue. The material terms of Options are as set out in Annexure A;
- g) the issue of options will not raise any funds however, if any options are exercised in the future, the funds raised will be used to advance projects or working capital at the time of any such exercise;
- h) the purpose of the proposed issue of the free-attaching Options is to incentivise participants in the Placement; and
- i) the purpose of the issue was to raise funds raise fund to further drilling at the Golden Ridge project, the Henty Silver-Lead project, advance other exploration opportunities and general working capital.

## **Board Recommendation**

The Board (with Mr Anthony May) recommends that shareholders vote in favour of Resolutions 4.

The Chair of the Meeting intends to vote undirected proxies in favour of these Resolutions.

## **Voting Exclusions**

For voting exclusions refer to Note 6.

## Resolution 5: Approval to issue up to 54,054,054 Shares and 54,054,054 Options, as part of the Share Purchase Plan

### Background

As announced on 24 April 2025, the Company proposes to raise up to \$1 million by way of the issue up to 54,054,054 Shares in the Company at an issue price of \$0.0185 (1.85 cents) (**SPP Shares**), together with up to 54,054,054 free-attaching Options on the basis of one Option for every one SPP Share subscribed for and issued under the SPP (**SPP Options**), exercisable at \$0.04, expiring 36 months from the date of issue, as part of the Share Purchase Plan (**SPP**). The SPP Shares and SPP Options are together the "**SPP Securities**".

By the date of the Meeting, the Company expects to have despatched to eligible shareholders at Prospectus for the proposed issue of the SPP Securities. The SPP offer is expected to open on 20 May 2025 and close on 23 June 2025, though the Company reserves the right to vary these dates.

ASX has granted to the Company a waiver from Listing Rule 7.3.9 to the extent necessary to permit the Company to not include in Resolution 5 a voting exclusion statement that excludes the votes of persons who may participate in the SPP, on the condition that the SPP is not underwritten, or if it is underwritten, the Company excludes any votes cast in favour of that resolution by any proposed underwriter or sub-underwriter of the SPP.

The SPP is not underwritten, however the Company has reserved the right to place any shortfall in the subscription for the SPP Securities under the SPP (**SPP Shortfall**). The Company has also reserved the right to accept oversubscriptions in the event that it receives valid applications for more than \$1 million worth of Shares, however it must have sufficient placement capacity in order to do so. The Company may also elect to undertake a scale back, which it would do on a pro rata basis.

### ASX Listing Rules

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 provides that a Company must not, without shareholder approval, issue or agree to issue more securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.2 (Exception 5) provides an exception to the Listing Rule 7.1 for the issue of securities pursuant to a share purchase plan. However, this exception is only available in relation to share purchase plans that satisfy all of the criteria of the exception, including that the share purchase plan must be conducted in accordance with *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* (the **ASIC Instrument**). The Company's SPP does not fall within the ASIC Instrument as it includes the offer of both Shares and Options (rather than merely fully paid ordinary shares).

Accordingly, the proposed issue of up to 54,054,054 Shares and up to 54,054,054 Options under the SPP does not fall within the usual SPP exception and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Company's shareholders under Listing Rule 7.1.

If Resolution 5 is passed, the Company will be able to proceed with the issue of the SPP Securities and their issue may be treated by the Company as having been excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1. The Company will therefore have the flexibility, if required, to issue additional equity securities without the SPP Securities counting towards the 15% threshold for the purposes of ASX Listing Rule 7.1 over the 12-month period following the issue of the Placement Options.

If Resolution 5 is not passed the Company will not be able to issue the SPP Securities at all and will not be able to raise the \$1 million targeted by the SPP.

If the Company is able to issue all of the SPP Shares (and assuming that Resolutions 2 and 4 are also passed enabling the Company to proceed with the issue of up to 67,989,186 Shares under tranche 2 of the Placement on or about the same time), the dilutionary effect of the SPP (if fully subscribed) is expected to be 9.91%. If the Company is not able to issue the tranche 2 Placement Shares, the dilutionary effect of the SPP is expected to be 7.88%.

ASX Listing Rule 7.3 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to ASX Listing Rule 7.1:

- (a) the SPP Securities will be issued to eligible shareholders who subscribe for securities under the SPP. Eligible shareholders are those shareholders who have a registered address in Australia (as shown on the Share Register) as at the Record Date. To the extent there is a SPP Shortfall, the Company has reserved the right to place the SPP Shortfall at its discretion (refer to Resolution 6);
- (b) the number and class of securities issued are up to a maximum of 54,054,054 fully paid ordinary Shares and up to 54,054,054 Options (with Options to be issued on the basis of one free-attaching Option for every Share subscribed for and issued under the SPP), having an exercise price of 0.04 (4 cents) and expiring 36 months from the date of issue. The material terms of Options are as set out in Annexure A;
- (c) the date by which the Company will issue the SPP Securities will be no later than three (3) months after the date of this Meeting (to the extent permitted by any ASX waiver or modification of the Listing Rules). The Company expects the SPP Securities to be issued on or around 27 June 2025, as set out in its indicative timetable announced on 24 April 2025;
- (d) the issue price of the Shares will be \$0.0185 (1.85 cents) per share. The Options are free-attaching and will therefore be issued at a nil issue price.
- (e) the Company will raise up to \$1 million from the issue of the SPP Shares which will be used for general working capital, with specific use to be determined upon the board renewal, and to fund costs of the offer;
- (f) the issue of Options will not raise any funds however, if any options are exercised in the future, the funds raised will be used to advance projects or working capital at the time of any such exercise; and
- (g) the purpose of the proposed issue of the free-attaching Options is to incentivise participants in the Placement.

#### **Board Recommendation**

The Board believes that this Resolution is in the best interests of the Company and recommends that Shareholders vote in favour of this Resolution, for the following reasons:

- allowing the SPP to proceed enables the Company's existing Shareholders to have the opportunity to participate in fundraising on the same terms offered under the Placement; and
- it allows the Company to raise up to an additional \$1 million.

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

#### **Voting Exclusions**

The Company has been granted a waiver by ASX under Listing Rule 7.3.9 to permit any person who has an interest in Resolution 5 and ordinarily excluded from voting in favour of this Resolution to vote, on the condition that the Company excludes any votes cast on this Resolution by any proposed underwriter or sub-underwriter of the SPP (which there is none).

### **Resolution 6 & 7: Approve the participation of Director John Kelly (or his nominee(s)) and Director Partick Cook (or his nominee(s)) in the Share Purchase Plan**

#### **Background**

As part of the SPP, the Company is seeking Shareholder approval pursuant to ASX Listing Rule 10.11, to issue a total of 2,162,162 Shares in the Company at an issue price of \$0.0185 (1.85 cents) and 2,162,162 Options exercisable at \$0.04 expiring 36 months from the date of issue, to Mr John Kelly, Managing Director and Mr Patrick Cook, a Non-Executive Director, on the terms and conditions set out below. The details of the Shares proposed to be issued under Resolutions 6 & 7 are as follows:

Resolution	Name of Director	Number of Shares	Issue Price	Options	Fund Raised
Resolution 6	Mr John Kelly	1,621,622	\$0.0185	1,621,622	\$30,000
Resolution 7	Mr Patrick Cook	540,541	\$0.0185	540,541	\$10,000
<b>Total</b>		<b>2,162,162</b>		<b>2,162,162</b>	<b>\$40,000</b>

**ASX Listing Rules**

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

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders, unless it obtains the approval of its shareholders.

The issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

If Resolutions 6 & 7 are passed, the Company will be able to proceed with the issue of securities to Directors John Kelly and Patrick Cook. If any of Resolution 6 & 7 are not passed, the Company will not proceed with the issue, of securities to the applicable parties.

If approvals are given under ASX Listing Rule 10.11, approvals are not required under ASX Listing Rule 7.1.

The following information is given under ASX Listing Rule 10.13 in respect of the proposed issues of Shares to Director John Kelly and Patrick Cook:

- (a) the proposed recipients are Directors John Kelly and Patrick Cook;
- (b) Mr John Kelly and Mr Patrick Cook are related parties of the Company, being Directors and thus fall into ASX Listing Rule 10.1.1.
- (c) the number and class of securities to be issued are as described in the table above;
- (d) the date by which the Company will issue the securities will be no later than one (1) month after the date of this Meeting (or such later date as may be approved by ASX).
- (e) the issue price of the Shares will be \$0.0185 (1.85 cents);
- (f) the Options are to be issued, with an exercise price of 0.04 (4 cents), expiring 36 months from the date of issue. The material terms of Options are as set out in Annexure A;
- (g) the issue of options will not raise any funds however, if any options are exercised in the future, the funds raised will be used to advance projects or working capital at the time of any such exercise;
- (h) the Company will raise up to \$1 million from the issue of the SPP Shares which will be used for general working capital, with specific use to be determined upon the board renewal, and to fund costs of the offer;
- (i) the issue of Options will not raise any funds however, if any options are exercised in the future, the funds raised will be used to advance projects or working capital at the time of any such exercise; and
- (j) the purpose of the proposed issue of the free-attaching Options is to incentivise participants in the Placement.

**Board Recommendation**

The Board (with Mr John Kelly and Mr Patrick Cook abstaining with respect to their respective issue), believes that these Resolutions are in the best interests of the Company and recommends that Shareholders vote in favour of these Resolutions.

The Chair of the Meeting intends to vote undirected proxies in favour of Resolutions 6 & 7.

**Voting Exclusions**

A voting exclusion statement for these resolutions is set out in Note 6 above.



## **Resolution 8: Approval to issue up to 54,054,054 Shares and 54,054,054 Options, as part of the SPP Shortfall Placement**

### **Background**

As noted above, the Company is seeking to raise funds through an SPP to raise up to a maximum of \$1,000,000. The SPP is not underwritten, and accordingly, there is no guarantee that it will be fully subscribed. If it is not fully subscribed, the Company will offer any SPP Shortfall by way of a placement participants identified by the Company.

This Resolution seeks shareholder approval to place the SPP Shortfall. The company is therefore seeking Shareholder approval pursuant to ASX Listing Rule 7.1, to issue as the case may be, up to 54,054,054 Shares in the Company at an issue price of \$0.0185 (1.85 cents) and 54,054,054 free-attaching Options, exercisable at \$0.04, expiring 36 months from the date of issue, (**SPP Shortfall Securities**).

Both the offer of the SPP Securities and the SPP Shortfall Securities will be made pursuant to a Prospectus to be despatched on or about 20 May 2025. Accordingly, the offer of the Shortfall Securities is open to both retail and exempt investors.

### **ASX Listing Rules**

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 provides that a company must not, without shareholder approval, issue or agree to issue more securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The proposed issue of the SPP Shortfall Securities does not fall within any of the relevant exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Company's shareholders under Listing Rule 7.1.

If Resolution 6 is passed, the Company will be able to proceed with the issue of the SPP Shortfall Securities to participants other than 'Eligible Shareholders' for the purposes of the SPP, and the issue of the SPP Shortfall Securities may be treated by the Company as having been excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1. The Company will therefore have the flexibility, if required, to issue additional equity securities without the SPP Securities counting towards the 15% threshold for the purposes of ASX Listing Rule 7.1 over the 12-month period following the issue of the SPP Shortfall Securities.

If Resolution 6 is not passed, and there is an SPP Shortfall, the Company will not be able to issue the SPP Shortfall Securities, which would limit the Company's ability to meet its funding raising target of a further \$1 million from the SPP. The Company will not know the extent of any SPP Shortfall (if any), until the closing date for the SPP (being Monday 23 June 2025). However, its dilutionary impact will be limited to no more than the dilutionary impact of the SPP as set out above in respect of Resolution 4.

ASX Listing Rule 7.3 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to ASX Listing Rule 7.1:

- (a) the Company has not yet identified who the participants of any SPP Shortfall Securities will be. However, they will be persons other than 'Eligible Shareholders' for the purposes of the SPP (being those Shareholders with a registered address in Australia as at the Record Date). Further, as the Company is offering the SPP and the SPP Shortfall Securities under a Prospectus, the SPP Shortfall Securities may be offered to retail investors, as well as to professional, sophisticated and other exempt investors, who do not participate in the SPP;
- (b) the number and class of securities issued are up to 54,054,054 Shares and up to 54,054,054 Options (with Options to be issued on the basis of one free-attaching Option for every Share subscribed for and issued under the Shortfall Offer);
- (c) the date by which the Company will issue the SPP Securities will be no later than three (3) months after the date of this Meeting (to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (d) the issue price of the Shares will be \$0.0185 (1.85 cents) per share. The Options are free-attaching and will therefore be issued at a nil issue price.

- For personal use only
- (e) the purpose of the issue of the SPP Shortfall Securities is to raise funds and enable the Company to raise its target of \$1 million under or in connection with the SPP. The funds will be used for general working capital, with specific use to be determined upon the board renewal, and to fund costs of the offer;
  - (f) the issue of Options will not raise any funds however, if any options are exercised in the future, the funds raised will be used to advance projects or working capital at the time of any such exercise; and
  - (g) the purpose of the proposed issue of the free-attaching Options is to incentivise participants in the Placement.

#### **Board Recommendation**

The Board believes that this Resolution is in the best interests of the Company and unanimously recommends that Shareholders vote in favour of this Resolution, for the following reasons:

- allowing the SPP Shortfall Securities may enable the Company to raise its \$1 million target in the event that the SPP is not fully subscribed.

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

#### **Voting Exclusions**

A voting exclusion statement for this resolution is set out in Note 6 above.

## GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“\$” means Australian Dollars;

“**ASX**” means ASX Limited or the Australian Securities Exchange, as the context requires;

“**AEST**” means Australian Eastern Standard Time.

“**Board**” means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

“**Chair**” means the person appointed to chair the Meeting of the Company convened by the Notice;

“**Closely Related Party**” of a member of Key Management Personnel has the meaning given in section 9 of the Corporations Act;

“**Company**” means Atomo Diagnostics Limited ACN 142 925 684;

“**Constitution**” means the constitution of the Company as at the date of the Meeting;

“**Corporations Act**” means the Corporations Act 2001 (Cth);

“**Director**” means a Director of the Company;

“**Eligible Shareholder**” means a Shareholder eligible to participate in the SPP, being a Shareholder with a registered address in Australia as at the Record Date.

“**Explanatory Statement**” means the explanatory statement which forms part of this Notice;

“**Key Management Personnel**” means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;

“**Listing Rules**” means the Listing Rules of the ASX;

“**Meeting**” has the meaning given in the introductory paragraph of the Notice;

“**Notice**” means this Notice of Meeting including the Explanatory Statement;

“**Proxy Form**” means the proxy form attached to the Notice;

“**Resolution**” means a resolution referred to in the Notice;

“**Section**” means a section of the Explanatory Statement;

“**Security**” means an equity security or a debt security;

“**Share**” means a fully paid ordinary share in the capital of the Company;

“**Shareholder**” means shareholder of the Company;

“**Share Purchase Plan Shortfall Placement**” means the placement of SPP Securities other than to Eligible Shareholders, should the SPP not be fully subscribed (as further described in the Explanatory Statement in respect of Resolution 6).

“**SPP**” means the share purchase plan more fully described in the Explanatory Statement in respect of Resolution 4.

“**Trading Day**” means a day determined by ASX to be a trading day in accordance with the Listing Rules; and

“**VWAP**” means volume weighted average market price as defined in Listing Rule 19.12.

## **Annexure A – Terms of Options in connection with Resolutions 1, 3 through to 8**

The free-attaching Options to be issued to the participants of the Placement, the SPP and the Share Purchase Plan Shortfall Placement, entitle the holder to subscribe for Shares on the following terms and conditions.

### **(a) Entitlement**

- (i) Each Option entitles the Option holder to subscribe for, and be allotted, one ordinary Share in the capital of **Atomo Diagnostics Limited (ACN 142 925 684) (the Company) (each a Share)**.
- (ii) Shares issued on the exercise of Options will rank equally with all existing Shares on issue, as at the exercise date, and will be subject to the provisions of the Constitution of the Company and any escrow restrictions imposed on them by the ASX.

### **(b) Exercise of Option**

- (i) The Options are exercisable at any time from the issue date.
- (ii) The Options expire at the end of 36 months from the date of issue.
- (iii) The exercise price per option is \$0.04 (4 cents).
- (iv) Each Option is exercisable by the Option holder signing and delivering a notice of exercise of Option together with the exercise price in full for each Share to be issued upon exercise of each Option to the Company's Share Registry. Unless a holder is exercising all of their Options, Options must be exercised in parcels of not less than 1,000.
- (v) The Options cannot be exercised if, as a result of the exercise, the Optionholder or any of its associates would breach the provisions of Chapter 6 (and specifically section 606) of the Corporations Act.
- (vi) Remittances must be made payable to 'Atomo Diagnostics Limited'.
- (vii) All Options will lapse on the earlier of the:
  - (A) receipt by the Company of notice from the Option holder that the Option holder has elected to surrender the Option; and
  - (B) expiry of the final date and time for exercise of the Option.
- (viii) In the event of liquidation of the Company, all unexercised Options will lapse.

### **(c) Quotation**

- (i) As at the date of this Notice of Meeting, the Company does not intend to apply for Official Quotation of the Options but may decide to do so at a later date.
- (ii) If the Shares of the Company are quoted on the ASX, the Company will apply to the ASX for, and will use its best endeavours to obtain, quotation of all Shares issued on the exercise of any Options within 10 Business Days (as defined in the ASX Listing Rules) of issue. The Company gives no assurance that such quotation will be granted.

### **(d) Participation in Securities Issues**

Subject to paragraph (e) below, the holder is not entitled to participate in new issues of securities without exercising the Options.

### **(e) Dividend rights**

The Options will not give any right to participate in the dividends until Shares are allotted pursuant to the exercise of the relevant Options.

**(f) Voting rights**

An Option 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 Listing Rules where such rights cannot be excluded by these terms.

**(g) Transferability**

The Options are not transferable for twelve (12) months after issue and will not be quoted on the ASX.

**(h) Participation in a Reorganisation of Capital**

- (i) In the event of any reconstruction or reorganisation (including consolidation, sub-division, reduction or return of the capital of the Company), the rights of an Option holder will be changed in accordance with the Listing Rules applying to a restructure or reorganisation of the capital at the time of that restructure or reorganisation, provided always that the changes to the terms of the Options do not result in any benefit being conferred on the Option holder which is not conferred on Shareholders of the Company.
- (ii) In any reorganisation as referred to in paragraph (e)(i), Options will be treated in the following manner:
  - (A) in the event of a consolidation of the share capital of the Company, the number of Options will be consolidated in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;
  - (B) in the event of a subdivision of the share capital of the Company, the number of Options will be subdivided in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;
  - (C) in the event of a return of the share capital of the Company, the number of Options will remain the same and the exercise price will be reduced by the same amount as the amount returned in relation to each ordinary share;
  - (D) in the event of a reduction of the share capital of the Company by a cancellation of paid up capital that is lost or not represented by available assets where no securities are cancelled the number of Options and the exercise price of each Option will remain unaltered;
  - (E) in the event of a pro-rata cancellation of shares in the Company, the number of Options will be reduced in the same ratio as the ordinary share capital of the Company and the exercise price of each Option will be amended in inverse proportion to that ratio; and
  - (F) in the event of any other reorganisation of the issued capital of the Company, the number of Options or the exercise price or both will be reorganised (as appropriate) in a manner which will not result in any benefits being conferred on the Option holder which are not conferred on shareholders.

**(i) Amendments**

The number and exercise price of the Options remains the same regardless of whether the Company makes a bonus issue of Shares or other Securities to Shareholders.



## All correspondence to:

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia

📠 **By Fax** +61 2 9290 9655

💻 **Online** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)

☎ **By Phone** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:30am (AEST) on Saturday, 21 June 2025.**

### 💻 TO VOTE ONLINE

**STEP 1: VISIT** <https://www.votingonline.com.au/at1egm2025>

**STEP 2: Enter your Postcode (if within Australia) OR Country of Residence (if outside Australia)**

**STEP 3: Enter your Voting Access Code (VAC):**

**PLEASE NOTE:** For security reasons it is important you keep the above information confidential.

### 📱 BY SMARTPHONE



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE VOTING FORM

The voting form can be used to either vote directly (Section 1) OR appoint a proxy to vote on your behalf (Section 2).

#### SECTION 1: DIRECT VOTING

If you wish to vote directly, you should clearly mark the box in Section 1 and the boxes in Section 3 to indicate your voting instruction for each resolution. Please only mark either "for" or "against" for each resolution. Do not mark the "abstain" box if you are voting directly. If no direction is given on a resolution, or if you complete both the boxes in Section 1 and 2, your vote may be passed to the Chair of the Meeting as your proxy. Securityholders, custodians and nominees may identify on the Voting Form the total number of votes in each of the categories "for" and "against" and their votes will be valid. The Chair's decision as to whether a direct vote is valid is final and conclusive.

#### SECTION 2: APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box in Section 2. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting or does not vote on a poll in accordance with your instructions, the Chair of the Meeting will be your proxy by default. A proxy need not be a Securityholder of the company. Do not write the name of the issuer company or the registered Securityholder in the space.

#### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy, you must:

- complete two forms. On each form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

#### SECTION 3: VOTING DIRECTIONS

To cast your direct vote or to direct your proxy how to vote, place a mark in one of the boxes opposite each resolution. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any resolution by inserting the percentage or number that you wish to vote in the appropriate box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%. If you do not mark any of the boxes on a given resolution, your proxy may vote as he or she chooses (subject to any voting restrictions that apply to your proxy). If you mark more than one box on a resolution for all your securities your vote on that resolution will be invalid.

#### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the Meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### SECTION 4: SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the Securityholder.

**Joint Holding:** where the holding is in more than one name, all the Securityholders should sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### LODGEMENT

Voting Forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the Meeting, therefore **before 10:30am (AEST) on Saturday, 21 June 2025.** Any Voting Form received after that time will not be valid for the scheduled Meeting.

**Voting forms may be lodged using the enclosed Reply-Paid Envelope or:**

💻 **Online** <https://www.votingonline.com.au/at1egm2025>

📱 **By Smartphone** Scan the QR Code

📠 **By Fax** +61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited  
Level 8, 210 George Street,  
Sydney NSW 2000 Australia

#### Attending the Meeting

If you wish to attend the meeting, please bring this form with you to assist registration.

☐ **Your Address**  
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

**VOTING FORM**

**SECTION 1: DIRECT VOTING**

☐ I/We being a Securityholder/s of **Atomo Diagnostics Limited** (Company) and entitled to attend and vote hereby elect to vote directly at the **Extraordinary General Meeting** of the Company to be held **in-person at Level 1, 3- 5 George Street Leichhardt NSW 2040 on Monday, 23 June 2025 at 10:30am (AEST)** and at any adjournment of that Meeting.

**SECTION 2: APPOINTMENT OF PROXY**

I/We being a Securityholder/s of **Atomo Diagnostics Limited** (Company) and entitled to attend and vote hereby appoint:

☐ the **Chair of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered Securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the **Extraordinary General Meeting** of the Company to be held **in-person at Level 1, 3- 5 George Street Leichhardt NSW 2040 on Monday, 23 June 2025 at 10:30am (AEST)** and at any adjournment or of that Meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies **in favour** of all items of business.

**SECTION 3: VOTING DIRECTIONS**

		For	Against	*Abstain
Resolution 1	Ratification of prior issue of 46,929,731 Shares and 46,929,731 Options, as part of Tranche 1 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval to issue 67,448,645 Shares as part of Tranche 2 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval to issue 67,448,645 Options as part of Tranche 2 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to issue 540,541 Shares and 540,541 Options to Director Anthony May (or his nominee (s))	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval to issue up to 54,054,054 Shares and 54,054,054 Options to non-related parties, as part of the Share Purchase Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval to issue 1,621,622 Shares and 1,621,622 Options to Director John Kelly (or his nominee(s)), under the Share Purchase Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval to issue 540,541 Shares and 540,541 Options to Director Patrick Cook (or his nominee(s)), under the Share Purchase Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Approval to issue 54,054,054 Shares and 54,054,054 Options, as part of the Share Purchase Plan Shortfall Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\* If you mark the Abstain box for a particular resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

**SECTION 4: SIGN THE FORM**

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2025

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