



JAYEX HEALTHCARE LIMITED
ACN 119 122 477

Notice of Annual General Meeting

Explanatory Statement and Proxy Form

Date of Meeting:
Thursday, 27 May 2021

Time of Meeting:
4.00pm (AEST)

Location of Meeting:
William Buck
Level 20
181 William Street
Melbourne Vic 3000

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor without delay

JAYEX HEALTHCARE LIMITED

ACN 119 122 477

Registered office: Level 4, 100 Albert Road, South Melbourne, Victoria, 3205

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Jayex Healthcare Limited (the "Company" or "JHL") will be held at the offices of William Buck, Level 20, 181 William Street, Melbourne, Victoria, 3000 at 4.00pm (AEST) on Thursday, 27 May 2021 ("Annual General Meeting", "AGM" or "Meeting").

AGENDA

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

Defined terms used in this Notice have the meanings given to them in the Glossary at the end of this Notice.

ORDINARY BUSINESS

Receipt and consideration of accounts and reports

To receive and consider the financial report of the Company and the related reports of the Directors (including the Remuneration Report) and auditors, for the period ended 31 December 2020.

Note: Exception for Resolution 1, there is no requirement for Shareholders to approve the Financial Report, Directors' Report and the Auditors' Report. Accordingly, no resolution will be put to Shareholders on this item of business.

Resolution 1: Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as a non-binding ordinary resolution:

"That for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report (included in the Directors' Report) for the financial period ended 31 December 2020 be adopted."

Notes: In accordance with section 250R(3) of the Corporations Act, the vote on Resolution 1 is advisory only and does not bind the Directors or the Company. The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remunerations policies.

Resolution 2: Election of Mr Nicholas Harper as a Director of the Company

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

"That Mr Nicholas Harper, who was appointed as an addition to the Board since the last Annual General Meeting of the Company and who retires pursuant to Listing Rule 14.4 and Clause 20 of the Company's Constitution, be elected as a Director of the Company as described in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting."

There are no voting exclusions on Resolution 2.

Resolution 3: Re-election of Mr Michael Chan as a Director of the Company

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

"That Mr Michael Chan, who retires by rotation pursuant to Listing Rule 14.4 and Clause 20 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company as described in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting."

There are no voting exclusions on Resolution 3.

Resolution 4: Renewal of Employee Share Option Plan

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

“That the Company’s employee share scheme known as the “Employee Share Option Plan” (ESOP), a summary of which is included in the Explanatory Statement, be approved for all purposes under the Corporations Act and Listing Rules, including:

- (a) approval of the issue of securities under the ESOP for the purposes of Listing Rule 7.2 exception 13(b);*
- (b) approval for the Company to take security over its own shares under the ESOP for the purposes of section 259B(2) of the Corporations Act;*
- (c) approval for the Company or any of its subsidiaries giving financial assistance (as defined in the Corporations Act) under the ESOP for the purposes of section 260C(4) of the Corporations Act; and*
- (d) approval for the giving of all benefits to current or future Key Management Personnel of the Company or persons who hold a managerial or executive office in the Company or a related body corporate, in connection with the person ceasing to hold an office or position of employment in the Company or a related body corporate for the purposes of sections 200B and 200E of the Corporations Act,*

as described in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

A voting exclusion statement as set out below in this Notice applies to this Resolution.

SPECIAL BUSINESS

Resolution 5: Renewal of Proportional Takeover Bid Provision in the Constitution

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

“That, for the purposes of Section 648G(4) of the Corporations Act and for all other purposes the shareholders of the company approve the renewal of Clause 14 of the Company’s Constitution as described in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting.”

Resolution 6: Change of Company Name

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

“That, in accordance with Section 157(1) of the Corporations Act, and for all other purposes, the Company change its name from “Jayex Healthcare Limited” to “Jayex Technology Limited”.

Resolution 7: Approval of 10% Placement Facility

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

“That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 over a 12 month period from the date of the AGM, at an issue price of not less than that determined pursuant to ASX Listing Rule 7.1A.3 and on the terms and conditions in the Explanatory Statement which accompanied and formed part of the Notice of the Meeting.”

By the order of the Board



Melanie Leydin
Company Secretary
Dated: 6 April 2021

Notes

1. **Entire Notice:** The details of the resolution contained in the Explanatory Notes 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 Annual General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm (AEST) on the date 48 hours before the date of the Annual General Meeting on 27 May 2021. Only those persons will be entitled to vote at the Annual General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.
3. **Proxies**
 - a. Votes at the Annual General Meeting may be given personally or by proxy, attorney or representative.
 - b. Each shareholder has a right to appoint one or two proxies.
 - c. A proxy need not be a shareholder of the Company.
 - d. If a shareholder 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 of 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 (Automic Pty Ltd) no later than 48 hours before the commencement of the Annual General Meeting, this is no later than 4.00pm (AEST) Melbourne time on Tuesday, 25 July 2021. 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. How the Chairman will vote Undirected Proxies

Subject to the restrictions set out in Note 6 below, the Chair of the meeting will vote undirected proxies in favour of all of the proposed resolutions.

6. Voting Exclusion Statement:

Resolution 1

In accordance with sections 250R(4) and 250BD(1) of the Corporations Act, a vote must not be cast (in any capacity, including as a proxy), and the Company will disregard any votes purported to be cast, on this resolution 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 (**KMP voter**), unless the KMP voter is casting a vote on this Resolution on behalf of a person who is not a KMP voter (including as a proxy) and either:

- (a) the KMP voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- (b) the KMP voter is by the Chair of the meeting and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on the resolution; and
 - (ii) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company or the consolidated entity.

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

If the Chair of the Meeting is appointed as a proxy for a person who is permitted to vote on this Resolution, the Chair will vote any proxies which do not indicate on their Proxy Form the way the Chair must vote, in favour of this Resolution. In exceptional circumstances, the Chair may change his or her voting intention on the Resolution, in which case an ASX announcement will be made. Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

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.

Resolutions 2, 3, 5 and 6

There are no voting exclusions on these Resolutions.

Resolution 4

The Company will disregard any votes cast in favour of this Resolution by a person who is eligible to participate in the Employee Incentive Plan or any associate of that person or those persons.

However, the Company need not disregard a vote cast in favour of this Resolution by:

- a. a person as a proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- b. the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- c. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- 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.

As this Resolution may be considered to relate to the remuneration of a member of the KMP for the Company, the Company will disregard all votes cast on this Resolution by a member of the KMP or a Closely Related Party of a KMP, who has been appointed as a proxy unless:

- a. the proxy is appointed by writing that specifies how the proxy is to vote on that Resolution; or
- b. if the proxy is the Chair and the appointment of the Chair as a proxy does not specify the way the proxy is to vote on that Resolution but it expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a KMP for the Company or if the Company is party of a consolidated entity, for the entity.

Given the Directors are eligible to participate in the Employee Incentive Plan, the Directors will not be voting on this Resolution.

Resolution 7

As at the date of dispatch of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A.2 and, therefore, a voting exclusion statement on this Resolution is not required by Listing Rule 7.3A.7

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 this Notice.

EXPLANATORY MEMORANDUM

Purpose of Information

This Explanatory Statement (“**Statement**”) is included in and forms part of the Notice of Meeting. The purpose of this Explanatory Statement is to provide Shareholders with information they require in order to make an informed decision on the Resolution.

If you are in doubt as to how to vote, you should seek advice from your accountant, solicitor, tax advisor or other professional adviser prior to voting. It is important that you read this Explanatory Statement in its entirety for a detailed explanation of the Resolution.

Defined terms used in this Notice have the meanings given to them in the Glossary at the end of this Notice.

Receipt and consideration of Accounts & Reports

A copy of the Annual Report for the financial year ending 31 December 2020 which incorporates the Company's Financial Report and the Directors' Report (including the Remuneration Report and the Auditors Report) is not enclosed as there is no longer a requirement for the Company to incur the printing and distribution cost associated with doing so for all shareholders. You may obtain a copy free of charge in hard copy form by contacting the Company by phone at (03) 9692 7222, and you may request that this occurs on a standing basis for future years.

Alternatively, you may access the Annual Report at the Company's website: <https://www.jayex.com/en-au/investor/reports/> or via the Company's announcement platform on ASX (ASX: JHL). Except for as set out in Resolution 1, no resolution is required on these reports.

Shareholders will have the opportunity to ask questions about or make comments on, the Annual Report and the management of the company. The auditor will be invited to attend, to answer questions about the audit of the Company's Annual Financial Statements.

Resolution 1: Adoption of Remuneration Report

Background

Section 250R(2) of the Corporations Act requires that a resolution to adopt the remuneration report must be put to the vote at the Annual General Meeting. The vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is set out in the Directors' Report in the Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

In accordance with Section 250SA of the Corporations Act, Shareholders will be provided with a reasonable opportunity to ask questions concerning, or make comments on, the Remuneration Report at the Annual General Meeting.

The Corporations Act requires the Company to put a resolution to Shareholders that, in accordance with Division 9 of Part 2G.2 of the Corporations Act, if twenty five (25%) per cent or more of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a “spill resolution”) that another meeting be held within 90 days at which all of the Directors (other than the Managing Director) must go up for re-election.

The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

Board Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company (as such interests are described in the Remuneration Report) and, as described in the voting exclusions on this resolution (set out in the Notice of AGM), that each Director (or any Closely Related Party of a Director) is excluded from voting their shares on this resolution, the Directors unanimously recommend that Shareholders vote in favour of Resolution 1 to adopt the Remuneration Report.

Voting Exclusions

Refer to Note 6 for voting exclusions on this Resolution.

Resolution 2: Election of Mr Nicholas Harper as a Director of the Company

Background

In accordance with ASX Listing Rule 14.4 and Clause 20 of the Constitution, Mr Nicholas Harper will retire at the Annual General Meeting and, being eligible, will offer himself for election.

Mr Harper has over thirty years' experience working in software development. During that time, he has worked in the public sector (local government), investment banking and the aviation sector in a wide variety of roles and with varied responsibilities.

Mr Harper has also worked on implementing and maintaining many different types of software systems from batch valuation systems to real-time data processing.

Based in the UK, Mr Harper has extensive experience of project management and software team building. He favours a heavily customer-focused outlook.

More recently Mr Harper has concentrated on product management and ownership, especially with regard to facilitating the flow from product vision to realisation as software.

Board Recommendations

The Board (with Mr Harper abstaining), recommends that shareholders vote in favour of the election of Mr Harper.

Voting Exclusions

There are no voting exclusions on this Resolution.

Resolution 3: Re-election of Mr Michael Chan as a Director of the Company

Background

The Constitution of the Company requires that at every Annual General Meeting at least one Director must retire from office and provides that such Directors are eligible for re-election at the meeting. Mr Michael Chan retires by rotation and, being eligible, offers himself for re-election.

Mr Chan has extensive experience in broad based financial services for the past 30 years with hands on knowledge in both consumer and commercial segments.

Mr Chan is the founder and Managing Director at AMG Corporate Pty Ltd, a holder of an Australian Credit Licence with responsibility for marketing and distribution programs, client management and corporate relationships.

Prior to establishing AMG Corporate in 1995, he worked in strategic business development and marketing at several companies, both in the private and public sectors. Mr Chan's greatest strengths are his creativity, drive and leadership. He thrives on challenges, particularly those that expand the company's reach.

Mr Chan has had past affiliation with Make a Wish Foundation and more recently is the founder and chairman of The Mate Foundation – a men's health initiative with its principal purpose to help raise awareness of men's health diseases, which is due to launch shortly. He has over the years also undertaken volunteer work for various other charities and causes in his community.

Board Recommendations

The Board (with Mr Chan abstaining), recommends that shareholders vote in favour of the re-election of Mr Chan.

Voting Exclusions

There are no voting exclusions on this Resolution.

Resolution 4: Renewal of Employee Share Option Plan

Background

The Company refreshed its Employee Share Option Plan (**ESOP** or **Employee Share Option Plan**) on 25 May 2018. The Board is committed to incentivising and retaining the Company's Directors, employees and consultants in a manner which promotes alignment of their interests with shareholder interests. Additionally, the Board considers equity-based compensation an integral component of the Company's remuneration platform as it allows it to be fiscally prudent by conserving cash resources while still enabling it to offer market-competitive remuneration arrangements.

The ESOP is regarded as an employee incentive scheme for the purposes of Exception 13 of Listing Rule 7.2. A copy of the ESOP will be provided without charge to Shareholders on request.

The ESOP is intended to enable participants to share in any increase in the Company's value (as measured by the share price) beyond the date of allocation of the Options. A summary of the ESOP is set out in Annexure A of this Explanatory Statement.

Shareholder approval of the ESOP and any securities to be issued pursuant to the ESOP is sought pursuant to Listing Rule 7.2, Exception 13(b). Further details relating to Listing Rules requirements are set out below.

Any issue of securities under the ESOP to Directors, or their associates, will still require approval by Shareholders under Listing Rule 10.14.

As at the date of this Notice, the Company will be able to rely on the relief granted by ASIC Class Order [CO 14/1000] (**Class Order**) so that the Company is not required to issue a prospectus or disclosure document in relation to the issue of securities under the ESOP. Under ASIC Class Order [CO 14/1000] (**Class Order**), the Company must not make an offer of under the ESOP if the total of:

- (a) the number of Shares which are the subject of the offer; and
- (b) the number of underlying Shares issued or that may be issued as a result of any other offers made under the ESOP, or similar offers under a predecessor or other employee incentive plan, made at any time during the previous 3-year period in reliance of Class Order relief granted by ASIC would exceed 5% of the number of Shares on issue in the Company at the time of the relevant offer.

ASX Listing Rules

Listing Rule 7.1 provides generally that a company may not issue shares or securities convertible into shares equal to more than 15% of the company's issued share capital in any consecutive 12 month period without obtaining prior shareholder approval, unless the issue fits into one of the exceptions contained in Listing Rule 7.2. Listing Rule 7.2 Exception 13(b) of the Listing Rules effectively provides that securities issued pursuant to an employee incentive scheme are not included in the 15% Placement Capacity provided the employee incentive scheme and the securities to be issued pursuant to the ESOP have been approved by members within the previous 3 years.

Accordingly, Shareholder approval is sought pursuant to this Resolution in order for the Company to continue to be able to issue securities pursuant to the ESOP and have those securities qualify under Listing Rule 7.2 exception 13(b) for a further 3 years from the date of approval.

The Board intends that the issue of securities under the ESOP continues to not be included when undertaking the calculation of the 15% limit pursuant to Listing Rule 7.1. Accordingly, the Company is seeking Shareholder re-approval of the ESOP in order that the issue of securities pursuant to the ESOP will continue to qualify as an exception to Listing Rule 7.1 under Exception 13(b) to Listing Rule 7.2.

If this Resolution is not passed, any issue of securities under the ESOP will be included in calculating the Company's 15% Placement Capacity in Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue over any 12 month period without the approval of Shareholders.

Information required for Listing Rule 7.2, Exception 13(b)

Listing Rule 7.2, Exception 13(b) requires the following information to be provided to Shareholders:

Securities already issued under ESOP since the Prior Approval

Since the previous approval of the ESOP 3 years ago, the Company has issued 3,750,000 Options under the ESOP. All 3,750,000 issued under the ESOP have been exercised into shares since being issued. Currently there are no Options on issue pursuant to the ESOP.

Maximum number of Equity Securities to be issued under the ESOP

Approval of Shareholders is sought to issue up to 21 million Equity Securities under the ESOP (Options or Performance Rights each conditionally entitling the applicable holder to one Share upon exercise or achievement of the applicable vesting conditions). Any additional issues of securities under the ESOP above that number would require further Shareholder approval, unless the total number of securities proposed to be issued does not exceed 5% of the then issued Shares of the Company.

Summary of Terms and Conditions of the ESOP

Refer to Annexure A of this Explanatory Statement for a summary of the terms and conditions of the ESOP.

Corporations Act provisions

Section 260C(4) of the Corporations Act

If the Company elects to offer a participant the ability to participate in the cashless exercise facility (**Facility**) under the ESOP, the Company may be considered to be providing financial assistance to the participant as the Company as, under the Facility, the Company may financially assist ESOP participants to acquire shares in the Company.

Under section 260A of the Corporations Act, the Company is prohibited from financially assisting in the acquisition of Shares except in certain limited circumstances or if an exemption from this prohibition applies. However, there is an exemption from the prohibition against financial assistance in section 260C(4) of the Corporations Act for financial assistance provided under an employee share scheme, where the employee share scheme has been approved by shareholders in a general meeting.

Accordingly, the Company is also seeking approval of the ESOP for the purposes of section 260C(4) of the Corporations Act.

Directors Recommendations

As the Directors of the Company are excluded from voting on this Resolution pursuant to the Listing Rules, they make no recommendation to the Shareholders in respect of the ESOP.

Voting Exclusions

Refer to Note 6 for voting exclusions.

SPECIAL BUSINESS

Resolution 5: Renewal of Proportional Takeover Bid Provision in the Constitution

Background

Clause 14 of the Constitution contains provisions dealing with shareholder approval requirements if there was to be any partial takeover bids for the Company's securities (**Proportional Takeover Provisions**).

A "proportional takeover bid" means an off-market bid for a specified proportion of the Company's securities held by each shareholder in a class for which a takeover bid has been made. It is not a bid for all securities held by all shareholders of that class, only part of the securities each holds.

Section 648G(1) of the Corporations Act provides that these Proportional Takeover Provisions cease to apply at the end of 3 years from their adoption (or last renewal), but that they may be renewed by special resolution of the shareholders. The Board believes it is appropriate that the Proportional Takeover Provisions of the Constitution (Clause 14) be renewed.

In seeking shareholder approval for the renewal of the Proportional Takeover Provisions, the Corporations Act requires the below information to be provided to shareholders.

Effect of provisions proposed to be renewed

Clause 14 of the Constitution provides that the Company is prohibited from registering any transfer of shares giving effect to a contract of sale pursuant to a proportional takeover bid unless and until after the proportional takeover bid has been approved by shareholders at a general meeting of the Company (**Approving Resolution**). The person making the offer for the securities (and their associates) cannot vote on the Approving Resolution and the Approving Resolution requires the approval of more than one half of shareholders who are entitled to vote at that meeting.

Reason for the resolution

Clause 14 of the Constitution is required to be renewed as 3 years have passed since the last renewal of the Constitution. Section 648(G)(1) of the Corporations Act provides that Proportional Takeover Provisions such as provided in Clause 14 cease to apply at the end of 3 years from their adoption (or their last renewal). Section 648(G)(4) enables shareholders to approve a renewal of Proportional Takeover Provisions.

The Board believes that shareholders should continue to have the choice of considering whether to accept a bid for what might become control of the Company without the shareholders having the opportunity to dispose of all of their securities (rather than just some of their securities, as would be the case under a proportional takeover bid). To preserve this choice, Clause 14 needs to be renewed. If Clause 14 is renewed and any proportional takeover bid (if any) is subsequently approved by shareholders, each shareholder will still have the right to make a separate decision whether that shareholder wishes to accept the (proportional takeover) bid for their own securities.

Awareness of current acquisition proposals

As at the date of these Explanatory Notes, none of the Directors are aware of any proposal for any person to acquire (or increase the extent of) a substantial interest in the Company from its current level.

Advantages and disadvantages of the Proportional Takeover Provisions since last renewed

As there have been no takeover bids made for any of the shares in the Company since the last renewal of the Proportional Bid Provisions, there has been no application of Clause 14. It may be argued that the potential advantages and disadvantages described below have also applied for the period since adoption of Clause 14.

Potential advantages and disadvantages of the Proportional Takeover Provision for both directors and shareholders

An advantage to the Directors of renewing the Proportional Takeover Provisions is that the Board will be able to assess the shareholder's acceptance or otherwise of a proportional takeover bid should one be made.

As stated above, renewing Clause 14 provides shareholders with the choice of considering whether to accept a bid for what might become control of the Company without shareholders having the opportunity to dispose of all of their securities (rather than just some of their securities, as would be the case under a proportional takeover bid). If Clause 14 is not renewed, shareholders will not have this opportunity.

On the other hand, it may be argued that the renewal of Clause 14 may make proportional takeover bids more difficult to succeed and therefore effectively discourage proportional takeover bids being made and reduce the freedom for shareholders to sell some of their securities.

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

Board Recommendation

Balancing the above advantages and disadvantages, the Board is of the view that the advantages of renewing the Proportional Takeover Provisions outweigh any disadvantages and unanimously recommend the renewal. Accordingly, shareholder approval is sought pursuant to this Resolution.

The Chairman of the meeting intends to vote undirected proxies in favour of this Resolution.

Voting Exclusions

Refer to Note 6 for voting exclusions.

Resolution 6: Change of Company Name

Background

This Resolution seeks Shareholder approval for the Company to change its name. It is proposed that the Company change its name from "Jayex Healthcare Limited" to "Jayex Technology Limited". The proposed change in Company name will better reflect the Company's business activities and vision going forward. The change will not, in itself, affect the legal status of the Company or any of its assets or liabilities.

If this Resolution is approved by Shareholders, the Company is proposing to seek to change its ASX code to "JTL".

Why approval is required under Section 157 of the Corporations Act

In accordance with Section 157 of the Corporations Act, Shareholder approval of this Resolution by special resolution is required.

The Company will make an application to ASIC for the change of name to "*Jayex Technology Limited*". The new name will take effect on the issue of a certificate of registration of change of name by ASIC.

This Resolution is a special resolution. In this regard, at least 75% of the votes cast by Shareholders present and eligible to vote (in person or by proxy) at the Meeting must be in favour of the Resolution for it to be passed.

Recommendation

Each Director has no interest in the outcome of this Resolution, other than as an existing Shareholder. Each of the Directors recommends that Shareholders vote in favour of this Resolution as it is on reasonable terms and for the reasons specified above.

Resolution 7: Approval of 10% Placement Facility

Background

Listing Rule 7.1A enables eligible entities 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% Placement Capacity.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that, as at date of the special resolution, is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is, at the date of this Notice, an eligible entity.

The Company is seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility. The effect of this Resolution will be to allow the Company to issue Equity Securities under Listing Rule 7.1A during the 10% Placement Period (as described below) without using the Company's 15% placement capacity under Listing Rule 7.1.

If Shareholders approve this Resolution, the number of Equity Securities permitted to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (see below).

If this Resolution 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 further shareholder approval.

If this Resolution 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 set out in Listing Rule 7.1

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

Description of Listing Rule 7.1A

(a) *Shareholder approval*

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting. This means it 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).

(b) Equity Securities

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 Company.

The Company, as at the date of the Notice, has on issue two classes of quoted Equity Securities, being Shares and Listed Options.

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12-month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

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

A is the number of shares on issue at the commencement of the “relevant period” (which, for the Company, is the 12 month period immediately preceding the date of the issue or agreement):

- (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 rule 7.2 exception 9 where:
 - (i) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - (ii) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4;
- (C) plus the number of fully paid shares issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:
 - (i) the agreement was entered into before the commencement of the relevant period; or
 - (ii) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4;
- (D) plus the number of fully paid shares issued in the relevant period with approval of holders of shares under Listing Rules 7.1 or 7.4;
- (E) plus the number of partly paid shares that became fully paid in the relevant period;
- (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 an entity's 15% placement capacity.

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 shareholders under Listing Rule 7.1 or 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A

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

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

(e) *Nature of consideration for issue and Minimum Issue Price*

The Equity Securities issued under Listing Rule 7.1A must be issued for a cash consideration per security which must be 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 securities; or
- (ii) if the Equity Securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) *10% Placement Period*

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

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

(10% Placement Period).

Specific information required by Listing Rule 7.3A

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

- (a) The period for which the Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A commences on the date of the Annual General Meeting at which the approval is obtained, being 17 July 2020, and expires on the first to occur of the following:
 - (i) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained, being 27 May 2021;
 - (ii) the time and date of the Company's next annual general meeting;
 - (iii) the time and date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).
- (b) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's 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 securities; or
 - (ii) if the Equity Securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (c) The purposes for which the funds raised by an issue of Equity Securities under rule 7.1A.2 may be used by the Company include:
 - (i) consideration for the acquisition(s) of the new assets and investments, including the expenses associated with such acquisition(s); and
 - (ii) continued expenditure on the Company's current business and/or general working capital.
- (d) If this Resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the table below (in the case of Listed Options, only if the Listed Options are exercised). Shareholders may also be exposed to economic risk and voting dilution, including the following:
 - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
 - (ii) the Equity Securities may be issued 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.

The below table shows the dilution of existing Shareholders on the basis of the market price of Shares as at 26 March 2021 (**Current Share Price**) and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

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

Variable 'A' in Listing Rule 7.1A.2		Issue Price		
		\$0.027 50% decrease in Current Share Price	\$0.054 Current Share Price	\$0.108 100% increase in Current Share Price
Current Variable A 201,363,024 Shares	10% Voting Dilution	20,136,302 Shares		
	Funds raised	\$543,680	\$1,087,360	\$2,174,721
50% increase in current Variable A 302,044,536 Shares	10% Voting Dilution	30,204,453 Shares		
	Funds raised	\$815,520	\$1,631,040	\$3,262,081
100% increase in current Variable A 402,726,048 Shares	10% Voting Dilution	40,272,604 Shares		
	Funds raised	\$1,087,360	\$2,174,721	\$4,349,441

The table has been prepared on the following assumptions:

- The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
 - No Options (including any Listed Options issued under the 10% Placement Facility) are exercised into Shares before the date of the issue of the Equity Securities;
 - The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
 - The 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 Annual General 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.
 - The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Listed Options, it is assumed that those Listed Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
 - The Current Share Price is \$0.054 (5.4 cents), being the closing price of the Shares on ASX on 26 March 2021.
- (e) The Company will comply with the disclosure obligations under Listing Rule 7.1A(4) upon issue of any Equity Securities.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to relevant 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 security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the 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, subject to compliance with Listing Rule 10.11, and/or new Shareholders who are not related parties or associates of a related party of the Company.

- (f) The Company:
- (i) has not issued, nor agreed to issue, any Equity Securities under Rule 7.1A.2 in the 12 month period preceding the date of the Meeting; and
 - (ii) had not agreed, before the 12 month period referred to in the preceding paragraph, to issue any Equity Securities under rule 7.1A.2 where such securities remain unissued as at the date of the Meeting.

Directors Recommendations

The Directors of the Company believe that Resolution 4 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

Voting Exclusions

As at the date of dispatch of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A.2 and, therefore, a voting exclusion statement is not required by Listing Rule 7.3A.7.

GLOSSARY

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

“\$” means Australian Dollars;

“**10% Placement Facility**” has the meaning as defined in the Explanatory Statement for Resolution 7;

“**AGM**” or “**Meeting**” means annual general meeting of the Company;

“**Annual Report**” means the Company’s annual report for the year ended 31 December 2020 containing the Financial Report, the Directors’ Report and the Auditor’s Report;

“**Associate**” has the meaning given to it by Division 2 of Part 1.2 of the Corporations Act;

“**ASX**” means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

“**ASX Listing Rules**” or “**Listing Rules**” means the Listing Rules of the ASX, as amended from time to time;

“**Auditor’s Report**” means the auditor’s report on the Financial Report;

“**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 AGM convened by the Notice;

“**Closely Related Party**” means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

“**Company**” means Jayex Healthcare Limited ACN 119 122 477;

“**Constitution**” means the constitution of the Company, as amended from time to time;

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

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

“**Directors Report**” means the annual directors’ report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“**ESOP**” or “**Employee Share Option Plan**” means employee incentive plan of the Company last refreshed on 25 May 2018;

“**Equity Security**” has the same meaning as in the Listing Rules;

“**Explanatory Statement**” or “**Statement**” means the explanatory statement which accompanies and forms part of the Notice;

“**Financial Report**” means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“**JHL**” means Jayex Healthcare Limited;

“**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**” or “**ASX Listing Rules**” means the Listing Rules of the ASX, as amended from time to time;

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

“**Notice**” or “**Notice of Meeting**” means this notice of annual general meeting;

“**Option**” means an option for Shares issued under the EIP;

“**Performance Rights**” means the performance rights issued under the terms of the EIP convertible into Shares;

“**Placement Shares**” means the issue of 30,394,021 Shares to professional and sophisticated investors under a Placement in accordance with ASX announcement dated 18 February 2021 at an issue price of \$0.17 per Share;

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

“**Remuneration Report**” means the remuneration report which forms part of the Directors’ Report of Montem Resources Limited for the financial year ended 31 December 2020 and which is set out in the Annual Report.

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

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

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

“**Statement**” or “**Explanatory Statement**” means the explanatory statement which accompanies and forms part of the Notice;

“**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 price.

ANNEXURE A

Summary of Terms and Conditions of the Employee Share Option Plan

Eligibility	The Board may determine at any time that any Eligible Employee is not entitled to participate in the Plan if the Eligible Employee's participation would be unlawful.
Grant of options	Subject to rule 5.5, the Board may grant Options to a Participant on acceptance of a duly signed and completed Application Form. The formula by which the entitlements of Eligible Employees shall be determined shall be at the absolute discretion of the Directors and shall take into account skills, experience, length of service with the Company, remuneration level and such other criteria as the Directors consider appropriate in the circumstances.
Limit on issue of new shares	If the Company makes an offer of Options under this rule 5 where: (a) the total number of Shares to be received on exercise of Options the subject of that offer, exceeds the limit set out in the Class Order; or (b) the Offer does not otherwise comply with the terms and conditions set out in the Class Order, the Company must comply with Chapter 6D of the Corporations Act at the time of that offer.
Exercise	Subject to rules 6.3 and 7, an Option granted under the Plan may only be exercised: (a) if all the Exercise Conditions have been met; (b) if the Exercise Price has been paid to the Company or as the Company may direct; and (c) within the Exercise Period relating to the Option. An Option granted under the Plan may not be exercised once it has lapsed.
Cashless Exercise (New Term)	The Board may decide that a Participant is not required to pay the Exercise Price for an Option, but that on exercise of an Option the Company will only issue that number of Shares to the Participant in accordance with the following formula: $\frac{\text{Market Value of a Share} - \text{Exercise Price otherwise payable}}{\text{Market Value of a Share}} \times \text{Number of Options being exercised}$ <p>If a Participant exercises Options under rule 9.2, those Options expire immediately on the issue of the relevant number of Shares to the Participant.</p>
Lapse	The options shall lapse in accordance with specific offer terms or events contained in the ESOP rules, which may include termination of employment or resignation, redundancy, death or other reason subject to the Board's discretion to extend the term of exercise in restricted cases, as well as the expiry of time periods.

<p>Rights of Participants</p>	<p>Exercise of Options</p> <p>Once Shares are allotted upon exercise of the options the Participant will hold the Shares free of restrictions. The Shares will rank for dividends declared on or after the date of issue but will carry no right to receive any dividend before the date of issue.</p> <p>New Issue</p> <p>Subject to the Listing Rules, a Participant is only entitled to participate (in respect of Options granted under the Plan) in a new issue of Shares to existing shareholders generally if the Participant has validly exercised his or her Options within the relevant Exercise Period and become a Shareholder prior to the relevant record date, and is then only entitled to participate in relation to Shares of which the Participant is the registered holder.</p> <p>Reconstruction</p> <p>In the event of any reconstruction (including consolidation, subdivision, reduction, capital return, buy back or cancellation) of the share capital of the Company, the number of Options to which each Participant is entitled and/or the Exercise Price of those Options must be reconstructed in accordance with the Listing Rules. Options must be reconstructed in a manner which will not result in any additional benefits being conferred on Participants which are not conferred on other shareholders of the Company.</p> <p>Control event</p> <p>Notwithstanding rule 6.2 but subject to Listing Rule 7.23, the Board may determine that an Option may be exercised, whether or not any or all applicable Exercise Conditions have been met, on the occurrence of a Control Event.</p>
<p>Options transferable</p>	<p>Subject to the Corporations Act, the Class Order and any relevant Exercise Conditions the Board may impose, an Option granted under the Plan is capable of being transferred or encumbered by a Participant, by the Participant giving notice in writing to the Board. The Company has no obligation to apply for quotation of the Options on the ASX.</p>
<p>Administration</p>	<p>The ESOP will be administered by the Board which has an absolute discretion to determine appropriate procedures for its administration and resolve questions of fact or interpretation and formulate special terms and conditions (subject to the Listing Rules) in addition to those set out in the ESOP.</p>
<p>Termination and amendment</p>	<p>The ESOP may be terminated or suspended at any time by the Board.</p> <p>Subject to the Listing Rules, these rules may be amended or supplemented by resolution of the Board. Unless the resolution of the Board expressly states otherwise, any amendment or supplement to these rules will not apply to any Options granted under these rules which have not yet been exercised.</p>



Jayex Healthcare Limited | ACN 119 122 477

Proxy Voting Form

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

[EntityRegistrationDetailsLine1Envelope]
[EntityRegistrationDetailsLine2Envelope]
[EntityRegistrationDetailsLine3Envelope]
[EntityRegistrationDetailsLine4Envelope]
[EntityRegistrationDetailsLine5Envelope]
[EntityRegistrationDetailsLine6Envelope]

[HolderNumber]

Holder Number:
[HolderNumber]

Your proxy voting instruction must be received by 4:00pm (AEST) on Tuesday, 25 May 2021, being not later than 48 hours before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at

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

or scan the QR code below using your smartphone

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBCHAT: <https://automicgroup.com.au/>

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

