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**MEDADVISOR LIMITED**

**ACN 145 327 617**

**NOTICE OF ANNUAL GENERAL MEETING**

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**TIME:** 10.30 am (AEDT)

**DATE:** Tuesday, 28 November 2023

**PLACE:** HWL Ebsworth Lawyers, Level 8, 447 Collins Street, Melbourne, Victoria  
*and*  
**By live webcast**  
Register to attend the webcast at <https://meetnow.global/MD66J7X>

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

**IMPORTANT NOTICE:** The MedAdvisor Limited 2023 Annual General Meeting will be held as a hybrid meeting.

*Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 3 9095 3036 or at [corporate@medadvisor.com.au](mailto:corporate@medadvisor.com.au).*

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## IMPORTANT INFORMATION

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### Time and place of Meeting

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The Company has decided that the Meeting will be held as a hybrid meeting at 10.30am (AEDT) on Tuesday, 28 November 2023 at HWL Ebsworth Lawyers, Level 8, 447 Collins Street, Melbourne, Victoria and via live webcast. **Register to attend the webcast at <https://meetnow.global/MD66J7X>.**

A Hybrid general meeting is permitted under section 249R of the Corporations Act 2001 (Cth). Members will be given a reasonable opportunity to participate in the Meeting as required under section 249S(7) of the Corporations Act and rule 12.3 of the Constitution.

### Your vote is important

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

### Voting eligibility

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The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7.00pm (AEDT) on 26 November 2023.

### How to vote

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

To vote online, Shareholders should attend the Meeting online or appoint a proxy (or attorney or corporate representative) to vote online on their behalf at the Meeting.

### How to participate in the meeting online

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Shareholders must use the Computershare Meeting Platform to attend and participate in the meeting.

To participate in the meeting, you can log in by entering the following URL <https://meetnow.global/MD66J7X> on your computer, tablet or smartphone.

Online registration will open 30 minutes before the meeting.

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact Computershare prior to the meeting to obtain their unique email invitation link.

To participate in the meeting online follow the instructions below.

1. Click on 'Join Meeting Now'.

2. Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 one hour prior to the meeting to obtain their unique email invitation link.

3. Enter your postcode registered to your holding if you are an Australian securityholder. If you are an overseas securityholder select the country of your registered holding from the drop-down list.

4. Accept the Terms and Conditions and 'Click Continue'.

You can view the meeting live, ask questions verbally or via a live text facility and cast votes at the appropriate times while the meeting is in progress

To ask a question select the 'Q & A' icon, select the topic your question relates to. Type your question into the chat box at the bottom of the screen and press 'Send'. To ask a verbal question, follow the instructions on the virtual meeting platform.

For more detailed instructions, please refer to the **Online Meeting Guide** at: [www.computershare.com.au/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide).

Each vote on the business to be conducted at the Meeting will be conducted by way of a poll. As such, each Shareholder is entitled to one vote on each resolution for each fully paid ordinary share in the Company held by such Shareholder.

### **Voting by proxy**

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To vote by proxy, please complete and sign the enclosed Proxy Form and either:

- send the Proxy Form by post to Computershare, GPO Box 242, Melbourne, Victoria 3001; or
- send the Proxy Form by facsimile to Computershare on facsimile number outside Australia +61 (3) 9473 2555 or within Australia 1800 783 447,

OR

- visit [www.investorvote.com.au](http://www.investorvote.com.au) and enter the 6 digit control number, your MedAdvisor Limited holder ID and registered postcode (or country if outside Australia); or
- for Intermediary Online subscribers only (custodians), visit [www.intermediaryonline.com](http://www.intermediaryonline.com),

so that it is received not later than 10.30am (AEDT) on Sunday 26 November 2023.

### **Proxy Forms received later than this time will be invalid.**

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

### **Proxy vote if appointment specifies way to vote**

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

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

- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

#### ***Transfer of non-chair proxy to chair in certain circumstances***

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

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the meeting; or
  - the proxy does not vote on the resolution,

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

Shareholders entitled to attend the Meeting and vote on the resolutions who return their proxy forms but do not nominate a proxy will be taken to have nominated the Chair as their proxy to vote on their behalf. If the proxy form is returned, but the nominated proxy does not attend the Meeting, the Chair of the Meeting will act in the place of the nominated proxy and vote (or abstain from voting) in accordance with the instructions on the proxy form.

#### ***Chair's Voting Intention in relation to undirected proxies***

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2023 together with the declaration of the directors, the directors' report and the auditor's report.

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#### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

*“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the remuneration report as contained in the Company's annual report for the financial year ended 30 June 2023.”*

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

**Voting Exclusion Statement:**

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

- (a) the Key Management Personnel excluded from voting; or
- (b) an associate of a Key Management Personnel.

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

- (c) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (d) the Chair 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
- (e) 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.

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#### 3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR LUCAS MERROW

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

*“That, for the purpose of clause 14.2 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Lucas Merrow, a Director, retires by rotation, and being eligible, is re-elected as a Director.”*

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**4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MS SANDRA HOOK**

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

*“That, for the purpose of clause 14.2 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Ms Sandra Hook, a Director, retires by rotation, and being eligible, is re-elected as a Director.”*

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**5. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – MS KATE HILL**

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

*“That, for the purpose of clause 14.4 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Ms Kate Hill, who was appointed as a Director on 24 May 2023, retires, and being eligible, is re-elected as a Director.”*

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**6. RESOLUTION 5 – RE-ELECTION OF DIRECTOR – MR BRETT MAGUN**

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

*“That, for the purpose of clause 14.4 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Brett Magun, who was appointed as a Director on 24 May 2023, retires, and being eligible, is re-elected as a Director.”*

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**7. RESOLUTION 6 – APPROVAL OF LONG TERM INCENTIVE PLAN**

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

*“That for the purpose of Listing Rule 7.2, exception 13 and for all other purposes, the Company approves the Company's Long Term Incentive Plan (LTIP) and for the issue of up to 27,330,646 securities under that LTIP during a three-year period from the date of the Meeting, the terms and conditions of which are summarised in the Explanatory Statement.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) any person who is eligible to participate in the LTIP; or
- (b) an associate of that person (or those persons).

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

- (c) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (d) the Chair 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
- (e) 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.

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**8. RESOLUTION 7 – ISSUE OF OPTIONS TO MS KATE HILL**

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

*" That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue to Ms Kate Hill, 1,000,000 options exercisable on or before 31 December 2031 on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

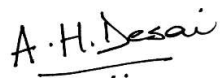
- (a) the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- (b) an associate of the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity).

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

- (c) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (d) the Chair 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
- (e) 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.

**Dated:** 27 October 2023

**By order of the Board**



**Ancila Desai**  
**Company Secretary**

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

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### 1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2023 together with the declaration of the directors, the directors' report and the auditor's report.

The Company will not provide a hard copy of the Company's annual report (containing the financial report, directors' report and auditor's report) to Shareholders unless specifically requested to do so. The Company's annual report is available on its website at [www.mymedadvisor.com/investors-corporate-governance](http://www.mymedadvisor.com/investors-corporate-governance).

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### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

#### 2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

#### 2.2 Voting consequences

Under changes to the Corporations Act which came into effect on 1 July 2011, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

#### 2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

#### 2.4 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:



Proxy	Directions given	No directions given
Key Management Personnel <sup>1</sup>	Vote as directed	Unable to vote <sup>3</sup>
Chair <sup>2</sup>	Vote as directed	Able to vote at discretion of Proxy <sup>4</sup>
Other	Vote as directed	Able to vote at discretion of Proxy

**Notes:**

- <sup>1</sup> Refers to Key Management Personnel (other than the Chair) whose remuneration details are included in the remuneration report, or a Closely Related Party of such a member.
- <sup>2</sup> Refers to the Chair (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the remuneration report), or a Closely Related Party of such a member.
- <sup>3</sup> Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.
- <sup>4</sup> The Proxy Form notes it is the Chair's intention to vote all undirected proxies in favour of all Resolutions.

## 2.5 Board Recommendation

The Board does not make any recommendation in respect of Resolution 1.

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## 3. RESOLUTION 2 TO 3 – RE-ELECTIONS OF DIRECTORS

### 3.1 General

ASX Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third AGM following the director's appointment or 3 years, whichever is the longer (excluding a managing director).

Clause 14.2 of the Constitution provides that:

- (a) at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election;
- (b) the Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots;
- (c) a Director who retires by rotation under clause 14.2 of the Constitution is eligible for re-election; and
- (d) in determining the number of Directors to retire, no account is to be taken of:
  - (i) a Director who only holds office until the next annual general meeting pursuant to clause 14.4 of the Constitution; and/or
  - (ii) a Managing Director,

each of whom are exempt from retirement by rotation. However, if more than one Managing Director has been appointed by the Directors, only one of them (nominated by the Directors) is entitled to be excluded from any determination of the number of Directors to retire and/or retirement by rotation.

The Company currently has six Directors in the above category. Accordingly, two must retire.

Mr Merrow and Ms Hook, the Directors equally longest in office since last election, retire by rotation and seek re-election.

### 3.2 Biography

#### **Lucas Merrow**

*MBC BSc*

*Director since 2021 (appointed 10 August 2021)*

*Member of People, Remuneration, and Nominations Committee from July 2023*

Mr Merrow co-founded and served as the Chief Executive Officer of Eliza Corporation – the leader in health engagement management and patient communications. Eliza Corporation was later successfully acquired. Prior to the founding of Eliza Corporation, Mr Merrow co-founded and served as the Chief Operating Officer of Adheris Health, a leading firm in prescription adherence and patient education programs in the United States. MedAdvisor acquired Adheris Health in November 2020.

#### **Sandra Hook**

*GAICD*

*Director since 2016 (appointed 19 January 2016)*

*Chair of People, Remuneration, and Nominations Committee from July 2023*

*Chair of Audit and Risk Committee until June 2023*

Ms Hook is an experienced board director with a non-executive career spanning diverse sectors including communications; IT, technology, and digital; health tech; tourism; government; research; and policy. She brings deep experience in transformation and growth gained in roles including Managing Director, CEO, COO, and marketing director for some of Australia's largest media organisations, including divisions of News Limited, Foxtel, and Fairfax. Ms Hook's board experience spans ASX listed, private, public and government boards.

Directorships at listed entities (current):

- NextED Group Limited (ASX:NXD) - Director
- IVE Group Limited (ASX:IGL) - Director

### 3.3 Board Recommendations

The Board (excluding Mr Merrow) unanimously supports Resolution 2 and the re-election of Mr Merrow.

The Board (excluding Ms Hook) unanimously supports Resolution 3 and the re-election of Ms Hook.

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## 4. RESOLUTIONS 4 TO 5 – RE-ELECTIONS OF NEW DIRECTORS

### 4.1 General

ASX Listing Rule 14.4 provides that a Director appointed to fill a casual vacancy or as an addition to the Board must not hold office, without re-election, past the next annual general meeting of the entity.

Clause 14.4 of the Constitution provides that Directors may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

On 26 May 2023, the Company announced the appointment of Ms Kate Hill as a Non-Executive Director with effect from 24 May 2023.

On 26 May 2023, the Company announced the appointment of Mr Brett Magun as a Non-Executive Director with effect from 24 May 2023. Mr Magun is the nominee director of substantial shareholder, Cotiviti, Inc. (**Cotiviti**) and replaces Ms RaeAnn Grossman who resigned on 21 April 2023. Cotiviti has the right to appoint a nominee director for as long as it holds 8% or more of the total shares on issue in the Company.

Pursuant to clause 14.4 of the Constitution, each of Ms Kate Hill and Mr Brett Magun seek re-election.

## 4.2 Biographies

### **Kate Hill**

*BSc - Mathematics and Statistics (Hons)*

*Director since 2023 (appointed 24 May 2023)*

*Chair of Audit & Risk Committee from July 2023*

*Member of People, Remuneration, and Nomination Committee from July 2023*

Ms Hill is an experienced auditor and business advisor with over 30 years' experience of working with privately owned and ASX-listed companies across a broad range of business issues. A former senior partner and first female board member of top 4 accounting firm Deloitte, she has in recent years turned her focus, her energies, and considerable professional experience into Non-Executive Director roles. She is an experienced director of small to mid-cap companies listed on ASX and other global exchanges, with a successful track record in leading change involving new business models, new markets, and new technologies.

Directorships at listed entities (current):

- Artrya Limited (ASX:AYA)—Non-Executive Director
- Count Limited (ASX:CUP)—Non-Executive Director, Chair of Audit and Risk Committee, member of Acquisition Committee
- Seeing Machines Limited (LON:SEE)—Chair of the Board, member of Finance, Risk and Audit committee and People, Culture and Remuneration Committee
- Hipages Group Holdings Limited (ASX:HPG)— Non Executive Director, Chair of Audit and Risk

### **Brett Magun**

*JD, BSBA*

*Director since 2023 (appointed 24 May 2023)*

Mr Magun has over 20 years' experience as a diversified attorney licensed to practice in Massachusetts and New York. He provides high-quality legal advice to C-level suite and boards of directors regarding strategic corporate transactions. His extensive legal background includes M&A, strategic partnerships, employment issues, vendor contracts and management, privacy and regulatory compliance, pre-litigation and risk management, intellectual property (IP), marketing, external communications, and general legal matters.

## 4.3 Board Recommendations

The Board (excluding Ms Hill) unanimously supports Resolution 4 and the re-election of Ms Kate Hill.

The Board (excluding Mr Magun) unanimously supports Resolution 5 and the re-election of Mr Brett Magun.

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## 5. RESOLUTION 6 - APPROVAL OF LONG TERM INCENTIVE PLAN

### 5.1 General

This Resolution seeks Shareholder approval to renew the employee incentive scheme titled MedAdvisor Long Term Incentive Option Plan (**Plan**), first adopted by Shareholders at the 2015 Annual General Meeting and last approved at the 2021 Annual General Meeting, to provide ongoing incentives to key employees and officers of the Company. The Board has not adopted any amendments to the Plan rules since the 2021 Annual General Meeting, however, seeks to refresh shareholder approval at the Meeting.

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

ASX Listing Rule 7.2 (Exception 13) sets out an exception to ASX Listing Rule 7.1 which provides that issues under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of securities under the scheme.

If this Resolution is passed, the Company will be able to issue Equity Securities under the Plan to eligible participants over a period of 3 years without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12-month period.

If this Resolution is not passed, the Company may still issue Equity Securities under the Plan, but any issue will reduce, to that extent, the Company's 15% placement capacity under Listing Rule 7.1 for 12 months following the issue.

Since the 2021 Annual General Meeting (the date on which the Plan was last approved by Shareholders), the Company has issued 15,119,045 Options in reliance on Listing Rule 7.2 Exception 13. As at the date of this Notice, 2,346,414 of those Options have vested and been exercised by employees into Shares and a further 738,000 have lapsed.

The Company has 3,755,955 securities yet to be issued under the remaining capacity approved by Shareholders at the 2021 Annual General Meeting. The Company may issue these securities in accordance with the LTIP for the period up to 26 November 2024 irrespective of whether this Resolution is approved by Shareholders or not.

If this Resolution is approved by Shareholders, the Company may issue up to a maximum of 27,330,646 securities (which represents approximately 5% of the current issued share capital at the time of this Notice) under the LTIP during the three-year period following approval (for the purposes of Listing Rule 7.2, Exception 13). The maximum is not intended to be a prediction of the actual number of securities to be issued under the LTIP but is specified for the purposes of setting a ceiling on the number of securities approved to be issued under and for the purposes of Listing Rule 7.2, Exception 13(b). Once that number is reached, any additional issues of securities under the Incentive Plan would not have the benefit of Exception 13 without fresh Shareholder approval. For the avoidance of doubt, this excludes issues under the LTIP that are subject to specific shareholder approval.

A summary of the key terms and conditions of the Plan is set out in Schedule 1. Separate to the limit of securities sort for approval under this Resolution, the LTIP Rules also impose a separate cap on the total amount of securities to be issued under the plan to ensure compliance with s 1100V of the Corporations Act (refer to paragraph (r) in Schedule 1 for further details).

## 5.2 Voting Exclusion

A voting exclusion statement is included in this Notice.

## 5.3 Board Recommendation

The Non-Executive Directors unanimously recommend that Shareholders vote in favour of Resolution 6.

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## 6. RESOLUTION 7 - ISSUE OF EMPLOYEE INCENTIVE OPTIONS TO KATE HILL

### 6.1 Background

The Company has agreed, subject to obtaining Shareholders' approval, to issue a total of 1,000,000 Options (the Hill Options) to Ms Kate Hill, non-executive Director of the Company, on the terms and conditions set out below. These 1,000,000 Options are exercisable as follows:

1,000,000 options over ordinary shares in the Company with an exercise price per option of the AUD value of the 30-day volume-weighted average price of a share in the Company (VWAP) after the close of trade following the 2023 AGM, an expiry date of 31 December 2031 and a nil option acquisition fee with a vesting schedule as follows (subject to Shareholder approval at the 2023 Annual General Meeting):

- (a) 200,000 options vesting on 30 November 2024;
- (b) 200,000 options vesting on 30 November 2026;
- (c) 200,000 options vesting on 30 November 2028;
- (d) 200,000 options vesting if the Company's 30-day VWAP is at or above 150% of the stock price at start date.; and
- (e) 200,000 options vesting if the Company's 30-day VWAP is at or above 250% of the stock price at start date,

(together, the **Hill Options**).

The purpose of the issue of the Hill Options to Ms Kate Hill is to provide the Hill Options as a component of her remuneration package as Director. The Board believes that it is in Shareholders' best interests to provide Ms Hill with the Hill Options to ensure there is alignment between satisfactory returns for Shareholders and

the rewards for Ms Hill by linking an appropriate part of her remuneration to the generation of long term returns for Shareholders.

## **6.2 Chapter 2E of the Corporations Act**

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

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

The issue of the Hill Options constitutes giving a financial benefit and Ms Hill is (or will be) a related party of the Company by virtue of being a director.

The Directors (other than Ms Hill, who have a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Hill Options because the agreement to issue the Hill Options, reached as part of the remuneration package for Ms Hill, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

## **6.3 ASX Listing Rule 10.11**

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party or certain other specified persons, unless an exception in ASX Listing Rule 10.12 applies.

As the issue of the Options involves the issue of securities to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

## **6.4 Directors' current total remuneration package and material terms of contract**

Under her contract for services with the Company, Ms Hill receives a director's fee of AUD\$70,000 gross per annum (less applicable taxes and statutory superannuation) effective 1 July 2023 (less applicable taxes and statutory superannuation). This director's fee is in addition to the grant of the Hill Options.

Other material terms of Ms Hill's contract includes:

- (a) an entitlement to be included in any directors' and officers' liability insurance to insure Ms Hill against liability, to the extent permitted by the Corporation Act;
- (b) an agreement for the Company to enter into a Deed of Indemnity and Access in favour of Ms Hill to indemnify her against liability, on the same terms as entered into with other Directors and in accordance with the Corporations Act; and
- (c) the right to have reasonable expenses reimbursed for obtaining independent professional advice where it is required to properly discharge the responsibility of her office as a Director, subject to first obtaining approval for incurring such expense from the Board.

## **6.5 Technical Information required by ASX Listing Rule 10.13**

Pursuant to and in accordance with ASX Listing Rule 10.13, the following further information is provided in relation to Resolution 7:

- (a) the Hill Options will be issued to Ms Kate Hill;
- (b) Ms Hill is (or will be at the date of grant) a related party of the Company and therefore fall within Listing Rule 10.11.1;

- (c) the number of Hill Options to be issued is 1,000,000 that may be exercised into a maximum of 1,000,000 Shares;
- (d) the Hill Options will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (e) the Hill Options will be issued for nil cash consideration;
- (f) the terms and conditions of the Hill Options are set out in **Schedule 2**;
- (g) the Hill Options are issued as a performance incentive for her role as a Non-Executive Director;  
and
- (h) no funds are raised from the issue of the Hill Options.

Approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the director Options as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of the Options to the director will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

If Resolution 7 is passed by Shareholders, the Company will issue the Hill Options to Ms Hill on the terms and conditions set out above.

If Resolution 7 is not passed by Shareholders, the Company will not be able to issue the Hill Options.

#### **Voting Exclusion**

A voting exclusion statement is included in this Notice.

#### **6.6 Board Recommendation**

The Directors (excluding Ms Hill who has an interest in the matter) unanimously recommend that Shareholders vote in favour of Resolution 7.

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7. **GLOSSARY**

**\$** means Australian dollars.

**2021 Annual General Meeting** means the Company's annual general meeting held on 26 November 2021.

**AEDT** means Australian Eastern Daylight Savings Time as observed in Melbourne, Victoria.

**Annual General Meeting** or **Meeting** means the meeting convened by the Notice.

**ASIC** means the Australian Securities & Investments Commission.

**ASX** means ASX Limited ACN 008 624 691 or the financial market operated by ASX Limited, as the context requires.

**ASX Listing Rules** means the Listing Rules of ASX.

**Board** means the current board of directors of the Company.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Chair** means the chair of the Meeting.

**Closely Related Party** has the meaning given to it in the Corporations Act.

**Company** means MedAdvisor Limited ACN 145 327 617.

**Constitution** means the Company's constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Directors** means the current directors of the Company.

**Eligible Entity** means an entity that, at the date of the relevant general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a market capitalisation equal to or less than \$300,000,000.

**Equity Securities** includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**Hill Options** means the 1,000,000 Options proposed to be issued to Ms Kate Hill under Resolution 7.

**Key Management Personnel** has the meaning given to it in the Corporations Act.

**Notice** or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

**Option** means an option over an unissued Share.

**Proxy Form** means the proxy form accompanying the Notice.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a registered holder of a Share.

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## SCHEDULE 1 – SUMMARY OF MEDADVISOR LONG TERM INCENTIVE PLAN

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The key terms of the MedAdvisor Long Term Incentive Plan are as follows:

- (a) **Eligibility:** The Board may grant Plan Options to Directors, full-time, part-time and casual employees of the Company or any of its subsidiaries, individuals engaged as contractors of a Group Company and prospective participants (**Participants**).
- (b) **Consideration:** Each Plan Option issued under the Plan will be issued for nil cash consideration (unless otherwise determined by the Board in its discretion at the time of grant).
- (c) **Conversion:** Each Plan Option is exercisable into one Share in the Company ranking equally in all respect with the existing issued Shares in the Company (**Plan Share**).
- (d) **Exercise Price and Expiry Date:** The exercise price and expiry date for Plan Options granted under the Plan will be determined by the Board prior to the grant of the Plan Options.
- (e) **Exercise Restrictions:** The Plan Options granted under the Plan may be subject to conditions on exercise as may be fixed by the Directors prior to grant of the Plan Options (**Exercise Conditions**). Any restrictions imposed by the Directors must be set out in the offer for the Plan Options.
- (f) **Renounceability:** Eligible Participants may renounce their offer in favour of a nominee (the Eligible Participants and their nominees are each **Participants**).
- (g) **Lapsing of Plan Options:** Subject to the terms of the offer made to a Participant, an unexercised Plan Option will lapse and cease to exist upon the Board deciding that the Plan Options are to be forfeited and otherwise will expire in accordance with the terms and conditions specified at the time of grant.
- (h) **Cessation of Employment:** The Board may determine that, where a Participant ceases to be an employee, any one or more of the following apply to any unvested Plan Options that at the time are held by the Participant:
  - (i) some or all of those unvested Plan Options continue to be subject to the vesting conditions applicable to those unvested Plan Options;
  - (ii) the vesting condition applicable to some or all of those unvested Plan Options will be assessed as at a date determined by the Board or are waived; and
  - (iii) some or all of those unvested Plan Options will lapse.
- (i) **Share Restriction Period:** Plan Shares issued on the exercise of Plan Options may be subject to a restriction that they may not be transferred or otherwise dealt with until a restriction period has expired, as specified in the offer for the Plan Options.
- (j) **Disposal of Options:** Plan Options will not be transferable and will not be quoted on the ASX, unless the offer provides otherwise or the Board in its absolute discretion approves.
- (k) **Trigger Events:** The Company may permit Plan Options to be exercised in certain circumstances where there is a change in control of the Company (including by takeover or entry into a scheme of arrangement).
- (l) **Participation:** There are no participating rights or entitlements inherent in the Plan Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Plan Options.
- (m) **Change in exercise price:** A Plan Option will not confer a right to a change in exercise price or a change in the number of underlying Plan Shares over which the Plan Option can be exercised.
- (n) **Cashless exercise:** at the time of exercise of Plan Options, subject to Board approval at that time, the Participant may elect not to be required to provide payment of the exercise price for the number of Plan Options specified in a notice of exercise but that on exercise of those Plan Options the Company will transfer or allot to the Participant that number of Plan Shares equal in value to the positive difference between the then market value of the Plan Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Plan Options.



- (o) **Cash settlement:** the Board may determine that, instead of allocating Plan Shares to a Participant in respect of a vest Plan Option, the Company will pay a cash amount to the Participant equivalent to the market value of each of the Plan Shares that would otherwise be allocated to the Participant (subject to adjustment).
- (p) **Reorganisation:** If at any time the capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a Participant are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganisation.
- (q) **Trust:** The Plan may be administered in conjunction with an employee incentive plan trust, the trustee of which may acquire Plan Shares for the purposes of allocation to Participants.
- (r) **Limitations on Offers** Unless the Board determines otherwise, the Company will not issue Plan Shares on exercise of Options or Rights if the total number of Plan Shares that would be issued under the exercise, when aggregated with:

- (i) the number of shares which could be issued with each outstanding grant with respect to Shares, units of Shares and Options or Rights to acquire unissued Shares, under the Plan or any other employee or non-executive Director share scheme of the Company to be accepted or exercised; and
- (ii) the number of Shares issued, during the previous three years pursuant to the Plan or any other employee or non-executive Director share scheme of the Company,

but disregarding any offer made, or Option or Right acquired or Share issued by way of or as a result of:

- (iii) an offer to a person situated at the time of receipt of the offer outside Australia; or
- (iv) an offer that did not need disclosure to investors because of section 708 of the Corporations Act; or
- (v) an offer made under a disclosure document,

would exceed 5% of the total number of issued Shares at that time. **Note:** this is a separate threshold to that in respect of the total number of equity securities that may be issued over and above the Company's placement capacity under Listing Rule 7.1 (which does not exclude offers made under sub-clauses (iii) to (v), other than offers made subject to separate and specific shareholder approval, such as issues to directors). The above threshold is to ensure compliance with s 1100V, which the Plan seeks to rely on.

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## SCHEDULE 2 – TERMS AND CONDITIONS OF HILL OPTIONS

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(a) **Entitlement**

Each Option entitles Ms Hill to subscribe for one Share upon exercise of the Option.

(b) **Option Acquisition Fee**

No acquisition fee is payable by the holder.

(c) **Exercise Price**

Subject to paragraph (l), the amount payable upon exercise of each Option will be the price per Option of the AUD value of the 30-day volume-weighted average price of a Share in the Company (**VWAP**) after the close of trade following the 2023 AGM (**Exercise Price**).

(d) **Expiry Date**

An Option not exercised before 31 December 2031 (**Expiry Date**), will automatically lapse on the Expiry Date. A non-executive Director's Options will automatically lapse on the date 180 days after the date on which that non-executive Director ceases to be a director of the Company.

(e) **Vesting conditions**

The Options are subject to the vesting conditions set out in the Explanatory Statement.

(f) **Exercise Period**

The Options are exercisable at any time from vesting on or prior to the Expiry Date (**Exercise Period**).

(g) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(h) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(i) **Timing of issue of Shares on exercise**

(i) Within 15 Business Days after the Exercise Date, the Company will:

- (a) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

(ii) If a notice delivered under (b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance

with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(j) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(k) **Quotation of Shares issued on exercise**

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

(l) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(m) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(n) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(o) **Unquoted**

The Company will not apply for quotation of the Options on ASX.

(p) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

## Need assistance?



**Phone:**  
1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



MDR  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## MedAdvisor Limited Annual General Meeting

The MedAdvisor Limited Annual General Meeting will be held on Tuesday, 28 November 2023 at 10:30am (AEDT). You are encouraged to participate in the meeting using the following options:



### MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit [www.investorvote.com.au](http://www.investorvote.com.au) and use the below information:



**Control Number: 999999**  
**SRN/HIN: I9999999999**  
**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

For your proxy appointment to be effective it must be received by 10:30am (AEDT) on Sunday, 26 November 2023.



### ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit: <https://meetnow.global/MD66J7X>

For instructions refer to the online user guide [www.computershare.com.au/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide)



### ATTENDING THE MEETING IN PERSON


The meeting will be held at:  
HWL Ebsworth Lawyers, Level 8, 447 Collins Street, Melbourne, VIC 3000


You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

# MedAdvisor Solutions

MedAdvisor Limited  
ABN 17 145 327 617

## Need assistance?

 **Phone:**  
1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)

 **Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



MDR

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:30am (AEDT) on Sunday, 26 November 2023.**

## Proxy Form

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

**Joint Holding:** Where the holding is in more than one name, all of the securityholders 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 form when you return it.

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

### PARTICIPATING IN THE MEETING

#### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

### Lodge your Proxy Form:

**XX**

#### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

#### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

#### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

IND

# Proxy Form

Please mark  to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of MedAdvisor Limited hereby appoint

the Chairman of the Meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of MedAdvisor Limited to be held at HWL Ebsworth Lawyers, Level 8, 447 Collins Street, Melbourne, VIC 3000 and as a virtual meeting on Tuesday, 28 November 2023 at 10:30am (AEDT) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 6 and 7 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 6 and 7 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 6 and 7 by marking the appropriate box in step 2.

## Step 2 Items of Business

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

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-Election of Director – Mr Lucas Merrow	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-Election of Director – Ms Sandra Hook	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Re-Election of Director – Ms Kate Hill	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Re-Election of Director – Mr Brett Magun	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Approval of Long Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Issue of Options to Ms Kate Hill	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1  Securityholder 2  Securityholder 3  / /

Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number  Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

