



Noxopharm Limited ([ASX:NOX](#)) | ASX Announcement | 29 April 2021

General Meeting of Shareholders

Sydney 29 April 2021: Australian clinical-stage drug development company Noxopharm Limited (ASX:NOX) provides notice for an Extraordinary General Meeting of NOX Shareholders to be held on 31 May 2021.

Please find attached:

- Notice of Extraordinary General Meeting; and
- Sample Proxy form.

The meeting is being held as a hybrid meeting, with the Company encouraging shareholders to attend the meeting virtually.

-ENDS-

Graham Kelly, CEO and Managing Director of Noxopharm, has approved the release of this document to the market on behalf of the Board of Directors.

About Noxopharm

Noxopharm Limited (ASX:NOX) is an Australian clinical-stage drug development company focused on the treatment of cancer and septic shock.

Veyonda® is the Company's first pipe-line drug candidate currently in Phase 2 clinical trialling. Veyonda® has two main drug actions – a moderating effect on the ceramide/sphingosine-1-phosphate balance and inhibition of STING signalling. Activity against the former target contributes to its dual-acting oncotoxic and immuno-oncology functions designed to enhance the effectiveness and safety of standard oncology treatments, i.e., chemotherapies, radiotherapy and immune checkpoint inhibitors. Activity against the latter target provides an anti-inflammatory effect, also contributing to an anti-cancer action, but also potentially blocking septic shock.

Noxopharm also is the major shareholder of US biotechnology company Nyrada Inc (ASX:NYR).

To learn more, please visit: noxopharm.com

**Investor, Corporate & Media enquiries:**

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Forward Looking Statements

This announcement may contain forward-looking statements. You can identify these statements by the fact they use words such as “aim”, “anticipate”, “assume”, “believe”, “continue”, “could”, “estimate”, “expect”, “intend”, “may”, “plan”, “predict”, “project”, “plan”, “should”, “target”, “will” or “would” or the negative of such terms or other similar expressions. Forward-looking statements are based on estimates, projections and assumptions made by Noxopharm about circumstances and events that have not yet taken place. Although Noxopharm believes the forward-looking statements to be reasonable, they are not certain. Forward-looking statements involve known and unknown risks, uncertainties and other factors that are in some cases beyond the Company’s control (including but not limited to the COVID-19 pandemic) that could cause the actual results, performance or achievements to differ materially from those expressed or implied by the forward-looking statement.

Noxopharm Limited

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<https://www.noxopharm.com/site/content/>



Noxopharm Limited

Notice of Extraordinary General Meeting

Explanatory Statement | Proxy Form

31 May 2021

9:30am AEST

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.

Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of Shareholders of Noxopharm Limited ACN 608 966 123 will be held at 9:30am (AEST) on 31 May 2021 at Level 5, 126 Philip Street, Sydney, NSW 2000 (**Meeting**). In addition, given the significant health concerns attributed to the COVID-19 pandemic, the Company considers that it is appropriate to also hold the Extraordinary General Meeting as a virtual meeting accessible online as outlined below.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Extraordinary General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Extraordinary General Meeting are those who are registered Shareholders at 7:00pm (AEST) on 29 May 2021.

In light of the COVID-19 pandemic, the Company encourages all Shareholders to vote by proxy in advance of the Extraordinary General Meeting.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Physical venue

The Extraordinary General Meeting will be held at 9:30am (AEST) on 31 May 2021 at Level 5, 126 Philip Street, Sydney, NSW 2000.

Please note that to ensure appropriate social distancing physical attendance at the Extraordinary General Meeting will be limited to 12 persons including the Board of Directors. **The Company therefore strongly encourages shareholders to attend the meeting virtually to avoid the disappointment of not being able to attend in person.**

Online venue

Given the significant health concerns attributed to the COVID-19 pandemic, in addition to guidelines and restrictions issued by Australian state and federal governments, the Company considers that it is appropriate to also hold the Extraordinary General Meeting as a virtual meeting accessible online.

This Notice in addition to being sent to shareholders can be viewed and downloaded online at the Company's website at: <https://www.noxopharm.com/site/investors/ASX-Announcements>

Shareholders are urged to monitor the ASX announcements platform and the Company's website.

If you wish to virtually attend the Extraordinary General Meeting (which will be broadcast as a live webinar), please pre-register in advance for the virtual meeting here:

https://us02web.zoom.us/webinar/register/WN_1zvlxjRBSJmxEb8cE8XPQ

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the Extraordinary General Meeting.

Shareholders will be able to vote and ask questions at the virtual meeting. Shareholders are also encouraged to submit questions in advance of the Extraordinary General Meeting to the Company. Questions must be submitted in writing to David Franks, Company Secretary, at Questions must be submitted in writing to David.Franks@automicgroup.com.au at least 5 business days before the Extraordinary General Meeting.

The Company will also provide Shareholders with the opportunity to ask questions during the

Extraordinary General Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

Voting

Shareholders in the Company are requested to consider and vote upon each of the Resolutions set out in the Notice.

You can vote by:

- attending and voting at the Meeting;
- voting online; or
- appointing someone as your proxy to attend and vote at the Meeting on your behalf, by completing and returning the Proxy Form **DIRECTLY** to the Share Registry in the manner set out on the Proxy Form. The Share Registry must receive your duly completed Proxy Form by no later than 9.30am (AEST) on 29 May 2021.

Please read the whole of this Document carefully before determining how you wish to vote and then cast your vote accordingly.

Resolutions

1. **Resolution 1** – Subsequent approval of prior issue of Shares

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

“That, for the purposes of ASX Listing Rules 7.1 and 7.4 and for all other purposes, subsequent approval is given under ASX Listing Rule 7.4 to the allotment and issue of 42,592,592 Shares in aggregate to sophisticated and professional investors and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- (a) a person who participated in the issue; or is a counterparty to the agreement being approved, or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 1 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 the directions given by the beneficiary to the holder to vote in that way.

Amended Loan Agreement

2. **Resolution 2** – Approval of Issue of Shares to related party of Frederik Bart, Director related to Amended Loan Agreement

To consider and if thought fit, to pass 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 up to 3,084,994 Shares as set out in the Explanatory Statement to Bart Superannuation in accordance with the Amended Loan Agreement and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:

- (a) the person who is to receive the Shares and any other person who will obtain a material benefit as a result of the issue of the Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 2 by:

- (f) 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
- (g) 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
- (h) 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.

3. **Resolution 3** – Approval of Issue of Shares to Link related to Amended Loan Agreement

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 3,084,994 Shares as set out in the Explanatory Statement to Link Traders (Aust.) Pty Limited in accordance with the Amended Loan Agreement and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- (a) the person who is to receive the Shares and any other person who will obtain a material benefit as a result of the issue of the Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 3 by:

- (i) 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
- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4. **Resolution 4** – Approval of Issue of Shares to Goodridge Investments related to Amended Loan Agreement

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 3,094,335 Shares as set out in the Explanatory Statement to Goodridge Investments in accordance with the Amended Loan Agreement and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution 0, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) 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

- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
- 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
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

5. **Resolution 5** – Approval of Issue of Incentive Options to Boris Patkin, Director

To consider and, if thought fit, to pass 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 grant 250,000 Options to Mr Boris Patkin (or his nominee) on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) the person who is to receive the securities 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 Company); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- (i) 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
- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
- 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
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

BY ORDER OF THE BOARD



David Franks
Company Secretary

23 April 2021

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Extraordinary General Meeting to be held at 9:30am (AEST) on 31 May 2021 at Level 5, 126 Philip Street, Sydney, NSW 2000. In addition, given the significant health concerns attributed to the COVID-19 pandemic, in addition to guidelines and restrictions issued by Australian state and federal governments, the Company considers that it is appropriate to also hold the Extraordinary General Meeting as a virtual meeting accessible online as outlined on Page 2.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Extraordinary General Meeting are set out below.

Resolution 1 – Subsequent approval of prior issues of Shares to Investors

Background

As announced by the Company to the ASX on 3 December 2020, the Company completed a A\$23 million placement with cornerstone institutional investors coming from Australia, Hong Kong and the USA to fund clinical studies (the Placement).

- The funds were raised to drive two new Veyonda® Phase 2 clinical trials and complete research on European patients experiencing moderate COVID-19-related lung dysfunction
- The key strategic objective was to establish Veyonda® as the standard of care cancer co-treatment, enabling immuno-oncology therapy, radiotherapy, and chemotherapy to reach their full potential
- The funds were designed to strengthen the Company's balance sheet, provide a runway for a series of critical clinical review points this year (2021), and support a value-creating drug pipeline.

ASX Listing Rules 7.1 and 7.4

Resolution 1 proposes that Shareholders approve and ratify the prior issue and allotment of the securities issued to the Investors under the Placement prior to the date of this Meeting, being 42,592,592 Shares placed at A\$0.54, which at the time was a 15.6% discount to the 5-day VWAP. Of these Shares:

- (a) 21,202,801 of the Shares were issued by the Company under the Company's existing capacity under Listing Rule 7.1.
- (b) 21,389,791 of the Shares were issued by the Company under the Company's existing capacity under Listing Rule 7.1A.

Listing Rule 7.1 allows an entity to issue (or agree to issue) up to 15% of that entity's fully paid ordinary shares on issue in any 12-month period without the approval of the entity's shareholders (**15% Capacity**).

Listing Rule 7.1A allows an entity to issue (or agree to issue) up to a further 10% of that entity's fully paid ordinary shares on issue in any 12-month period without the approval of the entity's shareholders (**Further 10% Capacity**).

Listing Rule 7.4 provides that, where an entity in a general meeting subsequently approves the previous issue of securities made under that entity's 15% Capacity (Listing Rule 7.1) and Further 10% Capacity (Listing Rule 7.1A) and provided that the previous issue did not breach Listing Rule 7.1, those securities will be deemed to have been made with the approval of the entity's shareholders for the purposes of Listing Rule 7.1 and 7.1A, thereby "refreshing" that entity's 15% Capacity and Further 10% Capacity.

Therefore, the effect of Resolution 1 being passed by Shareholders is to allow the Company to retain the flexibility to issue additional securities under the Company's 15% Capacity and Further 10% Capacity. If Shareholders do not approve the issue of the securities pursuant to Listing Rule 7.4, then the securities issued to the Investors will reduce the Company's placement capacity.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

The Shares were issued to sophisticated and professional investors identified by the Company and organised through Canaccord Genuity Australia Limited. A corporate advisory fee of \$75,000 and a capital raising fee of 6.0% of gross proceeds raised under the offer, with all third-party broker fees to be paid from this fee. The noted fees are exclusive of GST. The sophisticated and professional investors were not Related Parties of the Company.

- (a) The Company issued 42,592,592 Shares.
- (b) The Shares are fully paid and rank pari passu in all respects with the Company's other Shares on issue.
- (c) The Shares were issued on 10 December 2020.
- (d) The issue price of each Share under the Placement was \$0.54.
- (e) Funds raised from the issue of the Shares have been and will be used by the Company in the manner announced by the Company, and in particular:
 - (i) Commencement of the Phase I/II IONIC-1 study to be conducted in 3 Australian hospitals in 30 patients with a variety of late-stage cancers;
 - (ii) Commencement of the Phase II DARRT-2 multinational study to be conducted in up to 200 patients with late-stage prostate, breast or lung cancers;
 - (iii) Completion of the Phase II LuPIN study in 56 men with late-stage prostate cancer;
 - (iv) Completion of the NOXCOVID-1 study in European hospitals in 40 patients experiencing moderate lung dysfunction associated with COVID-19 disease;
 - (v) Two drug discovery programs intended to supply additional first-in-class pipeline drug candidates in the fields of (i) brain cancer, and (ii) pancreatic and gallbladder cancers;
 - (vi) to secure sufficient funding to meet ongoing working capital needs; and
 - (vii) other corporate purposes.

Directors' recommendation

The Directors recommend that Shareholders vote in favour of Resolution 1.

Amended Loan Agreement – repayment by issues of Shares

Resolutions 2, 3 and 4

Background

As previously disclosed to the market on 14 October 2020 in a notice of Annual General Meeting, the Company is a party to a loan agreement dated 12 February 2020 with Nora Goodridge Investments Pty Ltd (**Goodridge Investments**) (**Loan Agreement**), pursuant to which Goodridge Investments loaned \$4,200,000 (**Loan Amount**) to the Company. On or about 6 October 2020, the Loan Agreement was varied by:

- (a) an assignment agreement between the Company, Goodridge Investments and Bart Superannuation; and
- (b) an assignment agreement between the Company, Goodridge Investments and Link,

pursuant to which part of the Loan Amount was assigned to Bart Superannuation and Link and the terms of the Loan Agreement were amended (**Amended Loan Agreement**). Bart Superannuation is a related entity of Mr Frederik Bart, a Director. Each of Goodridge Investments, Bart Superannuation and Link is a “**Lender**”.

The key terms of the Amended Loan Agreement were set out in the notice of meeting dated 14 October 2020 and in summary are:

The Company is a party to a loan agreement dated 12 February 2020 with Nora Goodridge Investments Pty Ltd (**Goodridge Investments**) (**Loan Agreement**), pursuant to which Goodridge Investments loaned \$4,200,000 (**Loan Amount**) to the Company. On or about 6 October 2020, the Loan Agreement was varied by:

- (a) an assignment agreement between the Company, Goodridge Investments and Bart Superannuation; and
- (b) an assignment agreement between the Company, Goodridge Investments and Link,

pursuant to which part of the Loan Amount was assigned to Bart Superannuation and Link and the terms of the Loan Agreement were amended (**Amended Loan Agreement**). Bart Superannuation is a related entity of Mr Frederik Bart, a Director. Each of Goodridge Investments, Bart Superannuation and Link is a “**Lender**”.

The key terms of the Amended Loan Agreement are as follows:

- (a) subject to Shareholder approval, \$1,500,000 of the Loan Amount are due to an assignment of debt, owed by the Company to Bart Superannuation;
- (b) a further \$1,500,000 of the Loan Amount is owed by the Company to Link;
- (c) the remainder of the Loan Amount is owed by the Company to Goodridge Investments;
- (d) the Loan Amount accrues interest of 10% per annum (**Interest**);
- (e) the termination date of the Amended Loan Agreement (**Termination Date**) is 31 May 2021, which may be extended by a further six months at the Company’s election;
- (f) the Company must:
 - a. repay the relevant part of the Loan Amount (plus Interest) to the relevant Lender on the Termination Date; or
 - b. each Lender may elect for the Company to repay the part of the Loan Amount (plus Interest) owing to that Lender by the issue of Shares in the Company to that Lender (**Conversion**);
- (g) if a Conversion occurs, the price per Share will be at a 5% discount to the price of Shares offered under the first equity raising by the Company of at least \$2,000,000 after 6 October 2020 (**First Equity Raising**), and if there is no First Equity Raising before the Termination Date, the price per Share will be at a 20% discount to the VWAP for the last 5 trading days on the ASX prior to the date of the Conversion (**Loan Conversion Share Price**); and
- (h) on or before 30 November 2020, Goodridge Investments was entitled to:
 - a. offer to assign all (but not part) of the part of the Loan Amount owing to Goodridge Investments to Bart Superannuation and/or Link (on such terms and in such proportions as agreed by Goodridge Investments, Bart Superannuation and/or Link, and subject always to the discretion of Bart Superannuation and/or Link to accept such an offer); or
 - b. if Goodridge Investments does not assign the totality of the Loan Amount pursuant to the sub-paragraph immediately above, elect, by written notice to the Company, that the part of the Loan Amount owing to Goodridge Investments (plus Interest) (**Goodridge Loan Amount**) be repaid in cash on or before 30 November 2020, but if the Goodridge Loan Amount is not assigned or repaid by 30 November 2020, Goodridge Investments may elect to be repaid:
 - i. in cash on the Termination Date; or
 - ii. in Shares at or after the First Equity Raising based on the Loan Conversion Share Price per Share.

Note that Goodridge chose not to assign the Goodridge Loan Amount.

The following is now proposed:

- (a) subject to Shareholder approval, \$1,500,000 of the Loan Amount plus interest at 10% per annum

- (the **Interest Rate**) owed by the Company to Bart Superannuation will be repaid by the issue of Shares at the Loan Conversion Share Price (this is 51.3 cents per Share - see below) – Interest is calculated from 18 November 2020 until repayment ;
- (b) \$1,500,000 of the Loan Amount plus interest at the Interest Rate owed by the Company to Link will be repaid by the issue of Shares at the Loan Conversion Share Price (this is 51.3 cents per Share - see below) – interest is calculated from 18 November 2020 until repayment;
 - (c) Goodridge Investments chose not to assign the Goodridge Loan Amount (referred to above), therefore \$1,200,000 plus interest at the Interest Rate owed by the Company to Goodridge Investments will be repaid by the issue of Shares at the Loan Conversion Share Price (this is 51.3 cents per Share - see below) – interest is calculated on this sum from 18 November 2020 until repayment;
 - (d) Interest at the Interest Rate on \$4,200,000 from 12 February 2020 until 18 November 2020 will be repaid to Goodridge Investments by the issue of Shares at the Loan Conversion Share Price (this is 51.3 cents per Share - see below);
 - (e) the termination date of the Amended Loan Agreement (**Termination Date**) is 31 May 2021, which may be extended by a further six months at the Company's election;
 - (f) the Loan Conversion Share Price is a 5% discount to the price of Shares offered under the first equity raising by the Company of at least \$2,000,000 after 6 October 2020. This raising occurred and was at \$0.54 per Share (see Resolution 1).

Resolution 2 – Approval of Issue of Shares to related party of Frederik Bart, Director related to Amended Loan Agreement

Pursuant to the Amended Loan Agreement, Bart Superannuation (a nominee of Mr Frederik Bart) may be issued Shares in lieu of repayment of all or part of the \$1.5 million owing to Bart Superannuation (plus Interest) (**Bart Loan Amount**) by the Company (**Bart Share Issue**).

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.

Section 210 of the Corporations Act provides that member approval is not needed to give the financial benefit on terms that would be reasonable in the circumstances if the public company or entity and the related party were dealing at arm's length terms.

The Directors (other than Mr Frederik Bart, who has a material personal interest in the outcome of in Resolution 2) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Bart Share Issue because the Bart Share Issue is on the same terms as the potential issues of Shares to Link and Goodridge Investments, who are not related parties of the Company. As such, the giving of the financial benefit to a related party pursuant to the Bart Share Issue is on arm's length terms.

Listing Rule 10.11

Listing Rule 10.11 requires the approval of holders or ordinary securities to be obtained where an entity issues, or agrees to issue, securities to a Related Party or to a person whose relationship with the entity is, in ASX's option, such that approval should be obtained.

Accordingly, the effect of Resolution 2 is to permit the Company to issue Shares to Bart Superannuation in accordance with the Amended Loan Agreement in compliance with Listing Rule 10.11. If Shareholders do not pass Resolution 2, the Company will not be able to issue Shares to Bart Superannuation in accordance with the Amended Loan Agreement (and will be required to repay the Bart Loan Amount in

cash equal to \$1.5million plus interest at the Interest Rate).

Listing Rule 10.13

For the purposes of Listing Rule 10.13, the following information is provided in relation to Resolution 2:

- (a) the Shares will be issued to Bart Superannuation, a nominee of Mr Frederik Bart;
- (b) Mr Frederik Bart is a related party to the Company by virtue of being a director of the Company;
- (c) the number of Shares to be issued to Bart Superannuation will be determined by the following formula:

A / B

where:

A = the Bart Loan Amount as at the time of the payment (issue of the Shares) – if payment is made within 7 days of the approval by the members, this will not exceed \$1,582,602

B = the Loan Conversion Share Price (51.3 cents per Share)

Accordingly the maximum number of Shares which approval is being sought to issue in this resolution is 3,084,994 Shares;

- (d) the Shares which will be issued pursuant to the Bart Share Issue are fully paid ordinary Shares which rank equally with the existing ordinary Shares on issue;
- (e) subject to the relevant Resolution being passed by Shareholders and Bart Superannuation electing for a Conversion, the Shares will be issued pursuant to the Bart Share Issue as soon as possible after the date of this Extraordinary General Meeting and, in any event, within one month of the date of the Extraordinary General Meeting;
- (f) the Shares issued pursuant to the Bart Share Issue will be issued at 51.3 cents per Share in satisfaction of the Company's obligation to repay the Bart Loan Amount to Bart Superannuation;
- (g) funds provided under the Loan Agreement originally have been used, noting that no new funds are being raised. Although no new funds would be raised from the issue of shares under this resolution, however there would be a resulting extinguishment of liability;
- (h) the Shares will be issued pursuant to the Amended Loan Agreement, a summary of which can be found in the Explanatory Statement in the Notice of Meeting announced to the market on 14 October 2020 and is also described on pages 8, 9 and 10 of this notice.;
- (i) The Shares are not being issued under, or to fund, a reverse takeover; and
- (j) refer to the Notice of Meeting for details of the voting exclusion statement for Resolution 2.

Directors' recommendation

The Board of Directors (Mr Frederik Bart abstaining) recommends that Shareholders vote for this Resolution.

Resolution 3 - Approval of Issue of Shares to Link related to Amended Loan Agreement

Pursuant to the Amended Loan Agreement, Link may be issued Shares in lieu of repayment of all or part of the \$1.5 million owing to Link (plus Interest) (**Link Loan Amount**) by the Company (**Link Share Issue**).

Listing Rule 7.1

In general terms, Listing Rule 7.1 provides that a listed company must not issue or agree to issue Equity Securities that totals more than 15% of its fully paid ordinary shares in any 12-month period without the approval of its Shareholders (**15% Placement Capacity**), subject to certain exceptions.

The Company wishes to seek Shareholder approval for the Link Share Issue in order to preserve and retain its 15% Placement Capacity, and therefore requires the approval of Shareholders under Listing Rule 7.1. If Shareholders do not pass Resolution 3, the Link Share may still proceed, but they will reduce the Company's 15% Placement Capacity.

Listing Rule 7.3

The following information in respect of the Link Share Issue is provided for the purposes of Listing Rule 7.3:

- (a) the Shares will be issued to Link;
- (b) the number of Shares to be issued to Link will be determined by the following formula:

A / B

where:

A = the Link Loan Amount as at the time of the payment (issue of the Shares) – if payment is made within 7 days of the approval by the members, this will not exceed \$1,582,602

B = the Loan Conversion Share Price (51.3 cents per Share)

Accordingly the maximum number of Shares which approval is being sought to issue in this resolution is 3,084,994 Shares;

- (c) the Shares issued pursuant to the Link Share Issue will be fully paid ordinary Shares which rank equally with the existing ordinary Shares on issue;
- (d) subject to the relevant Resolution being passed by Shareholders and the relevant Lender electing for a Conversion, the Shares will be issued pursuant to the Link Share Issue as soon as possible after the date of this Extraordinary General Meeting and, in any event, within three months of the date of the Extraordinary General Meeting;
- (e) the Shares issued pursuant to the Link Share Issue will be issued at 51.3 cents per Share in satisfaction of the Company's obligation to repay the Link Loan Amount to Link;
- (f) funds provided under the Loan Agreement originally have been used, noting that no new funds are being raised. Although no new funds would be raised from the issue of shares under this resolution, there would be a resulting extinguishment of liability;
- (g) the Shares will be issued pursuant to the Amended Loan Agreement, a summary of which can be found in the Explanatory Statement in the Notice of Meeting announced to the market on 14 October 2020 and is set out below and is also described on pages 8, 9 and 10 of this notice;
- (h) The Shares are not being issued under, or to fund, a reverse takeover; and
- (i) refer to the Notice of Meeting for details of the voting exclusion statement for Resolution 3.

Directors' recommendation

The Board of Directors recommends that Shareholders vote in favour this resolution.

Resolution 4 - Approval of Issue of Shares to Goodridge Investments related to Amended Loan Agreement

Background

Pursuant to the Amended Loan Agreement, Goodridge may be issued Shares in lieu of repayment of the amount of the Loan Amount owing to Goodridge (plus Interest) (**Goodridge Loan Amount**) by the Company (**Goodridge Share Issue**) and Goodridge Investments may be issued Shares in lieu of repayment of the Goodridge Loan Amount by the Company (**Goodridge Share Issue**).

Listing Rule 7.1

In general terms, Listing Rule 7.1 provides that a listed company must not issue or agree to issue Equity Securities that totals more than 15% of its fully paid ordinary shares in any 12-month period without the approval of its Shareholders (**15% Placement Capacity**), subject to certain exceptions.

The Company wishes to seek Shareholder approval for the Goodridge Share Issue and the Goodridge Share Issue in order to preserve and retain its 15% Placement Capacity, and therefore requires the approval of Shareholders under Listing Rule 7.1. If Shareholders do not pass Resolution 4, the Goodridge Share Issue may still proceed, but they will reduce the Company's 15% Placement Capacity.

Listing Rule 7.3

The following information in respect of the Goodridge Share Issue is provided for the purposes of Listing

Rule 7.3:

- (a) the Shares will be issued to Goodridge Investments;
- (b) the number of Shares to be issued to Goodridge Investments will be determined by the following formula:

A / B

where:

A = the Goodridge Loan Amount as at the time of the payment (issue of the Shares) – if payment is made within 7 days of the approval by the members, this will not exceed \$1,587,393

B = the Loan Conversion Share Price (51.3 cents)

Accordingly the maximum number of Shares which approval is being sought to issue in this resolution is 3,094,335 Shares;

- (c) the Shares issued pursuant to the Goodridge Share Issue will be issued are fully paid ordinary Shares which rank equally with the existing ordinary Shares on issue;
- (d) subject to the relevant Resolution being passed by Shareholders and the relevant Lender electing for a Conversion, the Shares will be issued pursuant to the Goodridge Share Issue as soon as possible after the date of this Extraordinary General Meeting and, in any event, within three months of the date of the Extraordinary General Meeting;
- (e) the Shares issued pursuant to the Goodridge Share Issue will be issued at 51.3 cents per Share in satisfaction of the Company's obligation to repay the Goodridge Loan Amount to Goodridge Investments;
- (f) funds provided under the Loan Agreement originally have been used, noting that no new funds are being raised. Although no new funds would be raised from the issue of Shares under this resolution, there would be a resulting extinguishment of liability;
- (g) the Shares will be issued pursuant to the Amended Loan Agreement, a summary of which can be found in the Explanatory Statement in the Notice of Meeting announced to the market on 14 October 2020 and is also described on pages 8, 9 and 10 of this notice;
- (h) The Shares are not being issued under, or to fund, a reverse takeover; and
- (i) refer to the Notice of Meeting for details of the voting exclusion statement for Resolution 4.

Directors' recommendation

The Board of Directors recommends that Shareholders vote in favour of this resolution.

Grant of Options to Boris Patkin

Resolution 5

Approval of Issue of Incentive Options to Boris Patkin, Director

The Company intends, subject to obtaining Shareholder approval, to grant 250,000 Options (Patkin Options) to Mr Boris Patkin (or his nominee).

The terms of 125,000 Patkin Options are set out in Part A of Schedule 1 (Tranche A). The terms of the remaining 125,000 Patkin Options are set out in Part B of Schedule 1 (Tranche B).

The options issued to Mr Patkin pursuant to a resolution in the 2020 Annual General Meeting have been cancelled. There was an unintended error in the stated exercise price.

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.

Section 211 of the Corporations Act provides an exception to the provisions of Chapter 2E of the Corporations Act where the financial benefit is given to the related party as an officer of the company and to give the remuneration would be reasonable given the circumstances of the company and the related party's circumstances (including the responsibilities involved in the office or employment).

The Directors (other than Mr Boris Patkin who has a material personal interest in the outcome of Resolution 5) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of the Patkin Options as the reasonable remuneration exception in section 211 of the Corporations Act applies. In reaching this conclusion, the Directors (other than Mr Boris Patkin) have had regard to various factors including market practice, the current remuneration of Mr Boris Patkin and the remuneration offered to persons in comparable positions at comparable companies.

Listing Rule 10.11

As noted above, Listing Rule 10.11 requires Shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a Related Party or to a person whose relationship with the entity is, in ASX's option, such that approval should be obtained.

Accordingly, the effect of Resolution 5 is to permit the Company to grant the Patkin Options to Mr Boris Patkin (or his nominee) in compliance with Listing Rule 10.11.

Listing Rule 10.13

For the purposes of Listing Rule 10.13, the following information is provided in relation to Resolution 5:

- (a) the Patkin Options will be issued to Mr Boris Patkin (or his nominee);
- (b) Mr Boris Patkin are a related party to the Company by virtue of being a director of the Company;
- (c) the number of Options to be issued to Mr Boris Patkin (or his nominee) is 250,000;
- (d) the terms of the Patkin Options are set out in Schedule 1;
- (e) subject to this resolution being passed by Shareholders, the Patkin Options will be granted as soon as possible after the date of this Extraordinary General Meeting and, in any event, within one month of the date of the Extraordinary General Meeting;
- (f) the Patkin Options will be granted for nil cash consideration. The exercise price for the Patkin Options are set out in Schedule 1. Funds raised by the Company upon exercise of the Patkin Options will be used for general working capital; and
- (g) the total remuneration package for Mr Boris Patkin for the current financial year is set out below:

Related Party	Remuneration
Mr Boris Patkin	\$45,000 including superannuation

- (a) refer to the Notice of Meeting for details of the voting exclusion statement for Resolution 5.

Directors' recommendation

The Board of Directors (with Mr Boris Patkin abstaining) recommend that Shareholders vote in favour of Resolution 5.

Enquiries

Shareholders are asked to contact the Company Secretary on +61 2 8098 1169 if they have any queries in respect of the matters set out in these documents.

Glossary

AEST means Australian Eastern Standard Time as observed in Sydney, New South Wales.

Associate has the meaning given to it in the ASX Listing Rules.

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

ASX Listing Rules or **Listing Rules** means the listing rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver given by the ASX.

Bart or Bart Superannuation means Bart Superannuation Pty Limited ABN 32 056 414 352 atf 4F Investments Super Fund

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on ASX.

Canaccord means Canaccord Genuity (Australia) Limited ACN 075 071 466.

Chair means the person chairing the Meeting.

Company means Noxopharm Limited ACN 608 966 123.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth), as amended or replaced from time to time.

Director means a current director of the Company.

Dollar or "**\$**" means Australian dollars.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

General Meeting or **Meeting** means a General Meeting of the Company and, unless otherwise indicated, means the meeting of the Shareholders convened by this Notice of Meeting.

Goodridge means Nora Goodridge Investment Pty Limited ACN 003 801 278

Link means Link Traders (Aust.) Pty Limited ABN 40 002 065 849.

Notice of Meeting or **Notice of Extraordinary General Meeting** means this notice of Extraordinary General Meeting dated 23 April 2021 including the Explanatory Statement.

Option means an option which, subject to its terms, could be exercised into a Share.

Ordinary Resolution means a resolution that can only be passed if more than 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Proxy Form means the proxy form attached to this Notice of Meeting.

Related Party has the meaning given to that term in the Corporations Act.

Resolutions means the resolutions set out in this Notice of Meeting, 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 holder of a Share.

Share Registry means Automic Registry Services, Level 5, 126 Philip Street, Sydney NSW 2000.

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

Schedule 1 – Patkin Options

Part A - Patkin Options Terms of Issue – Tranche A

The Options entitle the holder (**Optionholder**) to subscribe for fully paid ordinary shares in the capital of Noxopharm Limited ACN 608 966 123 (**Company**) on the following terms and conditions:

- a) Subject to paragraph (l), each Option gives the Optionholder the right to subscribe for one fully paid ordinary share in the capital of the Company (**Share**).
- b) The Options may only be exercised during the period commencing on 15 December 2021 and ending on the Expiry Date (defined below).
- c) The Options will expire at 5.00pm (Sydney time) on 15 December 2024 (**Expiry Date**). Any Options not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- d) The amount payable upon exercise of each Option will be the VWAP for the last 14 trading days on the ASX prior to 15 December 2020 in addition to a further 20% of that amount (**Exercise Price**).
- e) The Options held by the Optionholder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
- f) An Optionholder may exercise their Options by lodging with the Company, before the Expiry Date:
 - a. a written notice of exercise of Options specifying the number of Options being exercised; and
 - b. a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised,
(Exercise Notice).
- g) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- h) Within 2 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
- i) The Options are non-transferable.
- j) All Shares allotted upon the exercise of the Options will upon allotment rank pari passu in all respects with other Shares. Any Shares allotted upon the exercise of the Options during the period commencing on the date which is 12 months after the date of issue of the Options and ending on the date which is 24 months after the date of issue of the Options may not be disposed of (as defined in Appendix 9A of the Listing Rules) by the Optionholder for a 12 month period after the date of issue of the Shares.
- k) The Company will not apply for quotation of the Options on ASX. However, the Company will apply for quotation of all Shares allotted pursuant to the exercise of Options on ASX within 2 Business Days after the date of allotment of those Shares.
- l) 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 Listing Rules at

the time of the reconstruction.

- m) There are no participating rights or entitlements inherent to the Options and the Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining the entitlements to any such issue, the record date will be at least 6 Business Days after the issue is announced. This will give Optionholders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
- n) Subject to paragraph (l), 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.

In this document, the following definitions apply, unless the context otherwise requires:

ASX means ASX Limited ACN 008 624 691 or the securities exchange which it operates, as the context requires.

Business Days means a day that is not a Saturday, Sunday, bank holiday or public holiday in Sydney, Australia.

Corporations Act means Corporations Act 2001 (Cth).

Listing Rules means the official listing rules of the ASX.

Option means an option in the capital of the Company on the terms and conditions set out in this document.

Part B - Patkin Options Terms of Issue – Tranche B

The Options entitle the holder (**Optionholder**) to subscribe for fully paid ordinary shares in the capital of Noxopharm Limited ACN 608 966 123 (**Company**) on the following terms and conditions:

- a) Subject to paragraph (l), each Option gives the Optionholder the right to subscribe for one fully paid ordinary share in the capital of the Company (**Share**).
- b) The Options may only be exercised during the period commencing on 15 December 2022 and ending on the Expiry Date (defined below).
- c) The Options will expire at 5.00pm (Sydney time) on 12 December 2024 (**Expiry Date**). Any Options not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- d) The amount payable upon exercise of each Option will be the VWAP for the last 14 trading days on the ASX prior to 15 December 2020 in addition to a further 20% of that amount (**Exercise Price**).
- e) The Options held by the Optionholder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
- f) An Optionholder may exercise their Options by lodging with the Company, before the Expiry Date:
 - a. a written notice of exercise of Options specifying the number of Options being exercised; and
 - b. a cheque or electronic funds transfer for the Exercise Price for the number of Options

being exercised,
(Exercise Notice).

- g) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- h) Within 2 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
- i) The Options are non-transferable.
- j) All Shares allotted upon the exercise of the Options will upon allotment rank pari passu in all respects with other Shares. Any Shares allotted upon the exercise of the Options during the period commencing on the date which is 12 months after the date of issue of the Options and ending on the date which is 24 months after the date of issue of the Options may not be disposed of (as defined in Appendix 9A of the Listing Rules) by the Optionholder for a 12 month period after the date of issue of the Shares.
- k) The Company will not apply for quotation of the Options on ASX. However, the Company will apply for quotation of all Shares allotted pursuant to the exercise of Options on ASX within 2 Business Days after the date of allotment of those Shares.
- l) 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 Listing Rules at the time of the reconstruction.
- m) There are no participating rights or entitlements inherent to the Options and the Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining the entitlements to any such issue, the record date will be at least 6 Business Days after the issue is announced. This will give Optionholders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
- n) Subject to paragraph (l), 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.

In this document, the following definitions apply, unless the context otherwise requires:

ASX means ASX Limited ACN 008 624 691 or the securities exchange which it operates, as the context requires.

Business Days means a day that is not a Saturday, Sunday, bank holiday or public holiday in Sydney, Australia.

Corporations Act means Corporations Act 2001 (Cth).

Listing Rules means the official listing rules of the ASX.

Option means an option in the capital of the Company on the terms and conditions set out in this document.

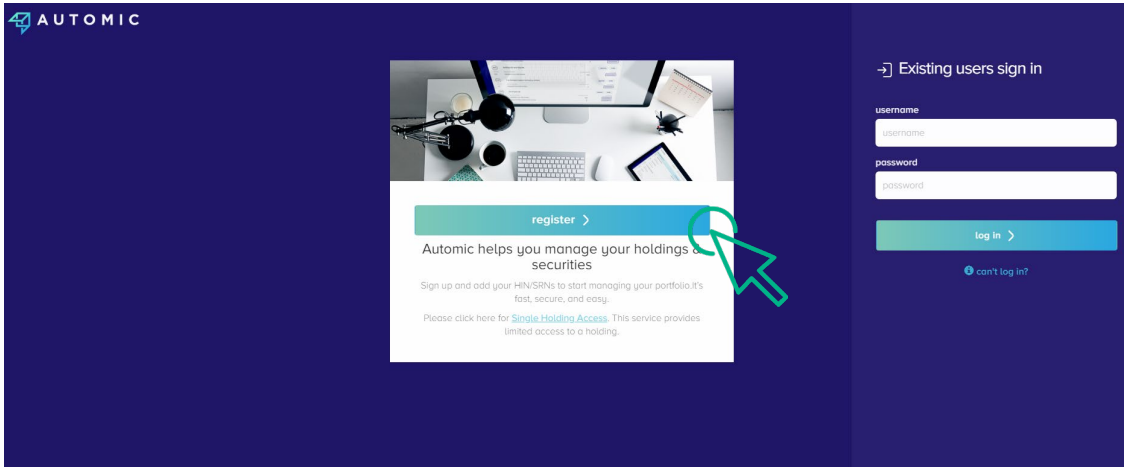
Schedule 2 – Online Meeting User Guide

Virtual Meeting Registration and Voting

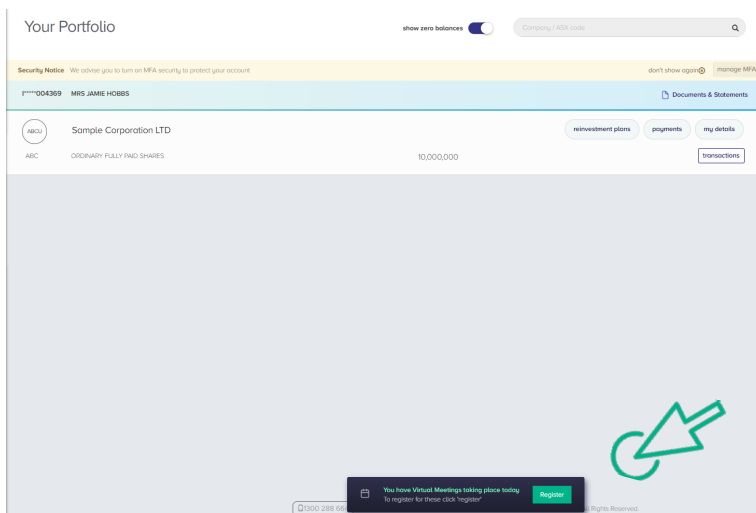


REGISTRATION

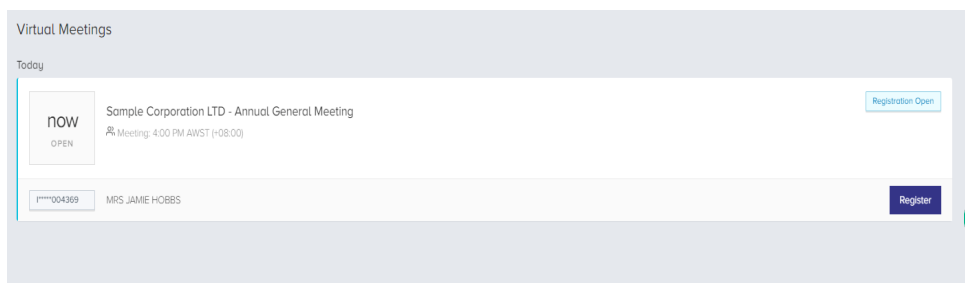
- Go to: <https://investor.automic.com.au/#/home>.
- Log in using your existing username and password or click on “register” and follow the on-screen prompts to create your login credentials.



- Once logged in you will see from the banner at the bottom of your screen that the meeting is open for registration. Click on “register”.



- Click on “register” to register your attendance for the meeting.



REGISTRATION

- Select “yes, I would like to vote” and then click “next”.

The screenshot shows a web interface titled "Registration" for "Sample Corporation LTD - Annual General Meeting". A progress bar at the top indicates the current step is "Registration" (with a document icon) and the final step is "Complete" (with a checkmark icon). Below the progress bar, the heading "Registration - Step 1 of 2" is displayed. The main content area contains a question: "Will you be registering to vote?". Below the question, there are two instructions: "If you have already lodged a Proxy Form and wish for your proxy vote to stand, please select 'NO, I will not be voting'" and "If you have lodged a Proxy Form and wish to amend your vote, please select 'YES, I would like to vote'". There are two radio button options: "YES, I would like to vote" (which is selected) and "NO, I will not be voting". A blue "next" button is located at the bottom right of the form. A green mouse cursor is pointing at the "next" button, and another green mouse cursor is pointing at the "YES, I would like to vote" radio button.

- You will be placed on a holding page until voting opens for the meeting. From here you can access the meeting video/audio by selecting the meeting URL.
- Once the Chair of the Meeting declares voting open, you should select “refresh”.

The screenshot shows a web interface titled "Registration" for "Sample Corporation LTD - Annual General Meeting". A progress bar at the top indicates the current step is "Registration" (with a document icon) and the final step is "Complete" (with a checkmark icon). Below the progress bar, the heading "Complete - Step 2 of 2" is displayed. The main content area contains a green checkmark icon followed by the text "Registration Complete!". Below this, it says "The voting is not open yet. Refresh this page or come back here later." A blue "Refresh" button is located at the bottom right of the form. A green mouse cursor is pointing at the "Refresh" button. At the bottom of the page, there is a light blue box containing the text "You can join the meeting online using the following link" followed by the URL: <https://us02web.zoom.us/j/84986335645?pwd=QTFUUGhjbjYyZjNQd2xVWXdlMGgwZz09>. A green mouse cursor is pointing at the URL.

VOTING

- The next screen will display the resolutions to be put to the meeting.
- The Chair of the meeting will provide instructions on when to mark your vote.
- You record your vote by selecting either “for”, “against” or “abstain” next to the appropriate resolution.
- Once voting has been declared closed you must select “next” to submit your vote.

Voting

Sample Corporation LTD - Annual General Meeting

Registration Poll Review Complete

Poll - Step 2 of 4

You can join the meeting online using the following link
<https://us02web.zoom.us/j/84986335645?pwd=QTFUUGhjbLYyZjNkQ2xVWXdiMGgwZz09>

Resolutions
You must vote on all resolutions, except for those marked as withdrawn.

1	Remuneration Report	for	against	abstain
2	Re-Election of Mr Robert Smith as Director	for	against	abstain

prev next

- On the next screen, check your vote is correct and select the box next to “declaration” – you cannot confirm your vote unless you select this box.
- Select “confirm” to confirm your vote – you CANNOT amend your vote after pressing the “confirm” button.

Review - Step 3 of 4

Confirmation
Please review and confirm.

1	Remuneration Report	for	against	abstain
2	Re-Election of Mr Robert Smith as Director	for	against	abstain

Declaration PLEASE NOTE: You will not be able to change your votes after pressing the confirm button.
By pressing **confirm** you agree that this online voting form has been signed, authorised and submitted by you, in your capacity as a registered holder (or legally authorised representative) of the Company, in accordance with the requirements under the Company's Constitution, the Corporations Act 2001 (Cth) and Automic's terms and conditions.

prev confirm

VOTING COMPLETE


- Your vote is now lodged and is final.

Voting

Sample Corporation LTD - Annual General Meeting

Progress: Poll (0) — Review (1) — Complete (2)

Complete - Step 3 of 3

 Complete

You have successfully submitted your vote.

You can join the meeting online using the following link

<https://us02web.zoom.us/j/85784417406?pwd=TFE0TTdGTEhGSENIbUN5NzF3bUUQT09;>

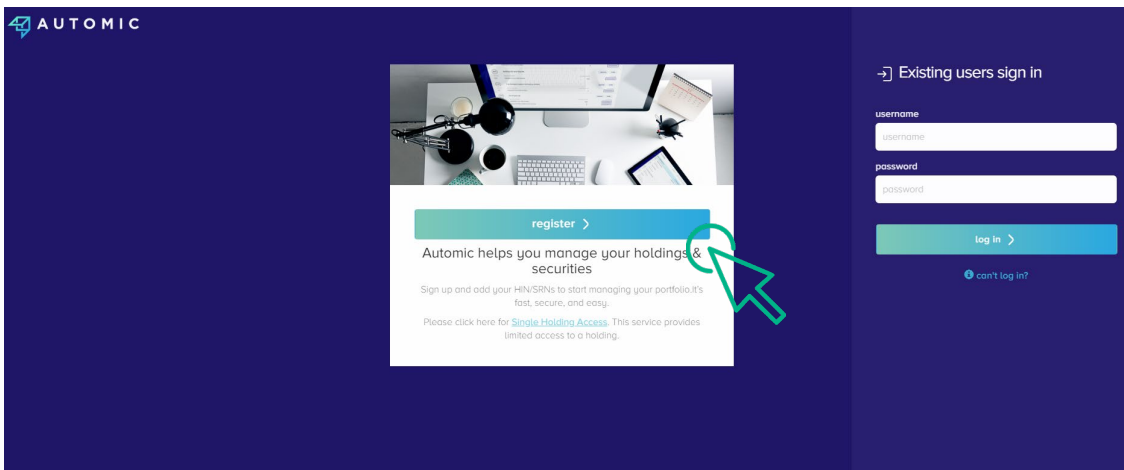
Online Proxy Lodgment



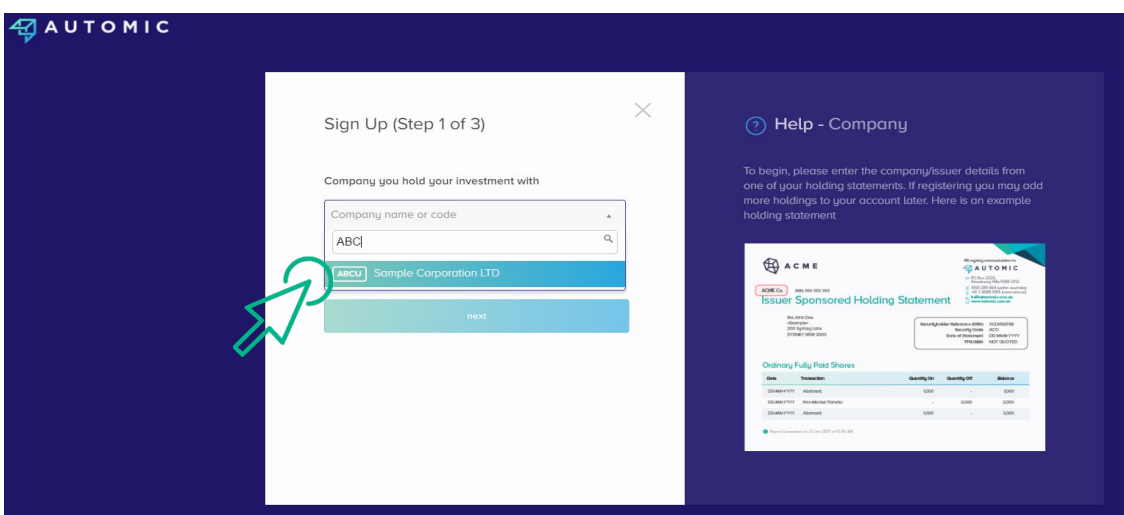
REGISTER

Step 1

- Go to: <https://investor.automic.com.au/#/home>.
- If you are a new user, select “register”.
- If you are an existing user, simply sign in under the “Existing users sign in” and follow the instructions in **Step 2** of this guide.



- Start typing the company name or company code that you hold shares in and select the relevant company from the dropdown.



REGISTER

- Enter your unique Holder Number which can be found on your proxy form. This number starts with a capital letter “I” or “X”.
- Enter the postcode recorded on the proxy form or select “[change the country](#)” if your holding is registered to an overseas address (then type and select the applicable country your holding is registered to).
- Tick the box “[I’m not a robot](#)” and select “[next](#)”.

AUTOMIC

Sign Up (Step 1 of 3)

Company you hold your investment with
Sample Corporation LTD

Holder Number (HIN/SRN)
I1000000 ✓

Country
Australia ✓

Postcode
6000 ✓

[change country](#)

I'm not a robot

[next](#)

Help - Recaptcha

Click the checkbox to prove you are a human for security purposes. If you have accessed this page multiple times recently you may be asked to solve a few puzzles before you will be approved. Click next.

reCAPTCHA

- Next, complete all information on the screen.
- Once each field is completed correctly you will see a green tick appear at the end of the field. Where you have entered incorrect information, you will see a red star.
- Your password must contain: at least 8 characters, at least 1 number, at least 1 capital and lowercase letter and at least one special symbol (#, %, ! etc)
- Click “[sign up](#)”.

Sign Up (Step 2 of 3)

Email
sample@email.com.au ✓

Confirm Email
sample@email.com.au ✓

Username
Sample Username ✓

password
..... ✓

confirm password
confirm password *

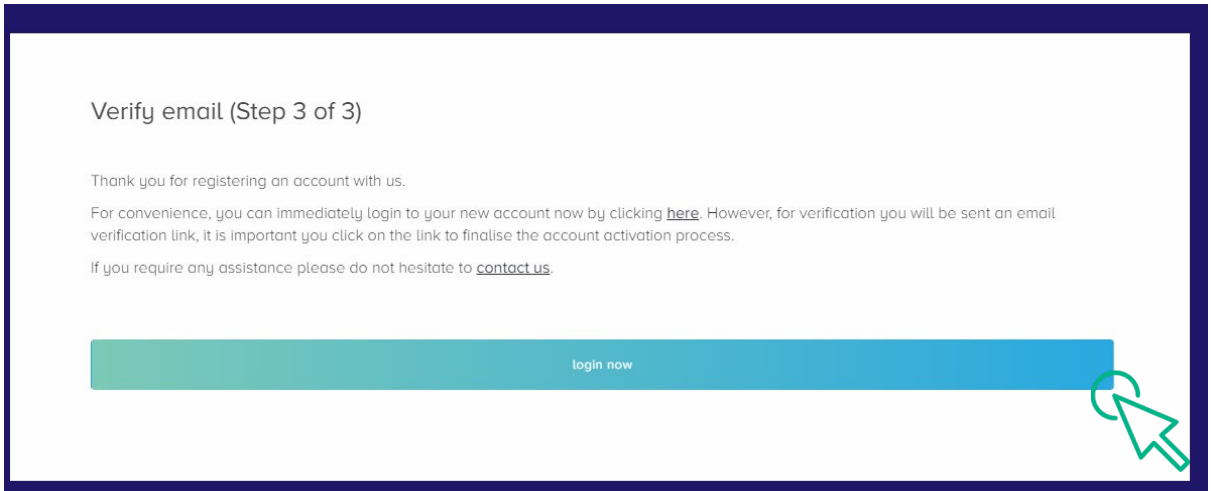
Passwords do not match!

[sign up](#)

Please confirm your password

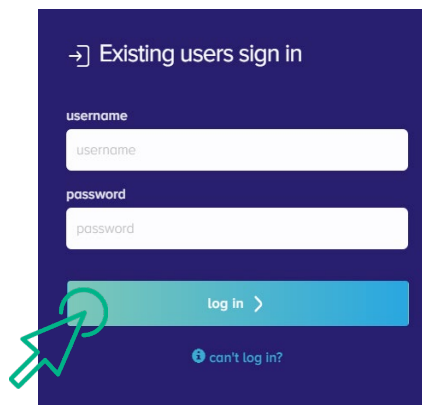
LOG IN

- On the next screen simply select “login now”.

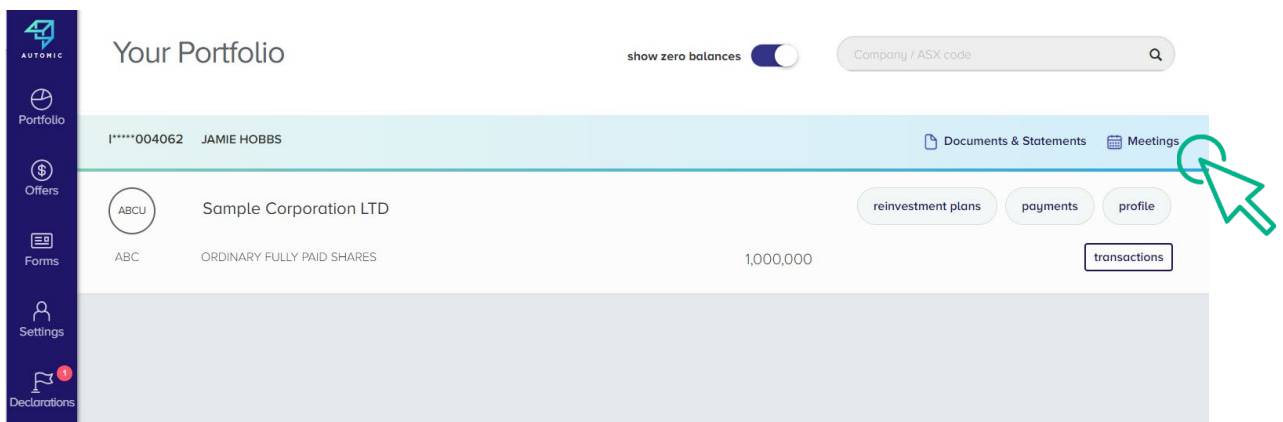


Step 2

- Under “existing users” enter the username and password you created in the previous steps and select “log in”.

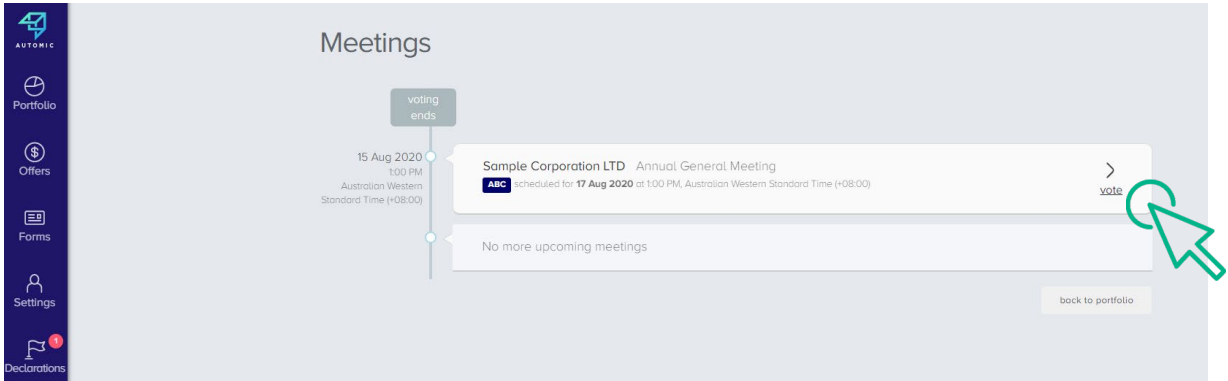


- Select “Meetings”.

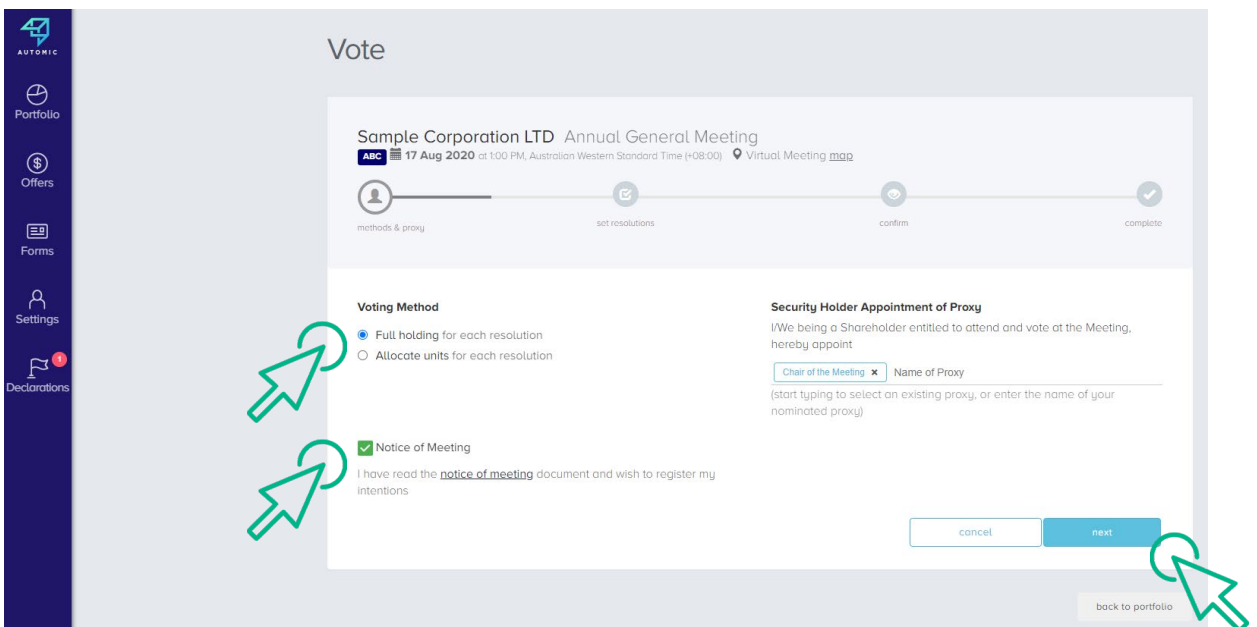


VOTING

- Select “Vote”.

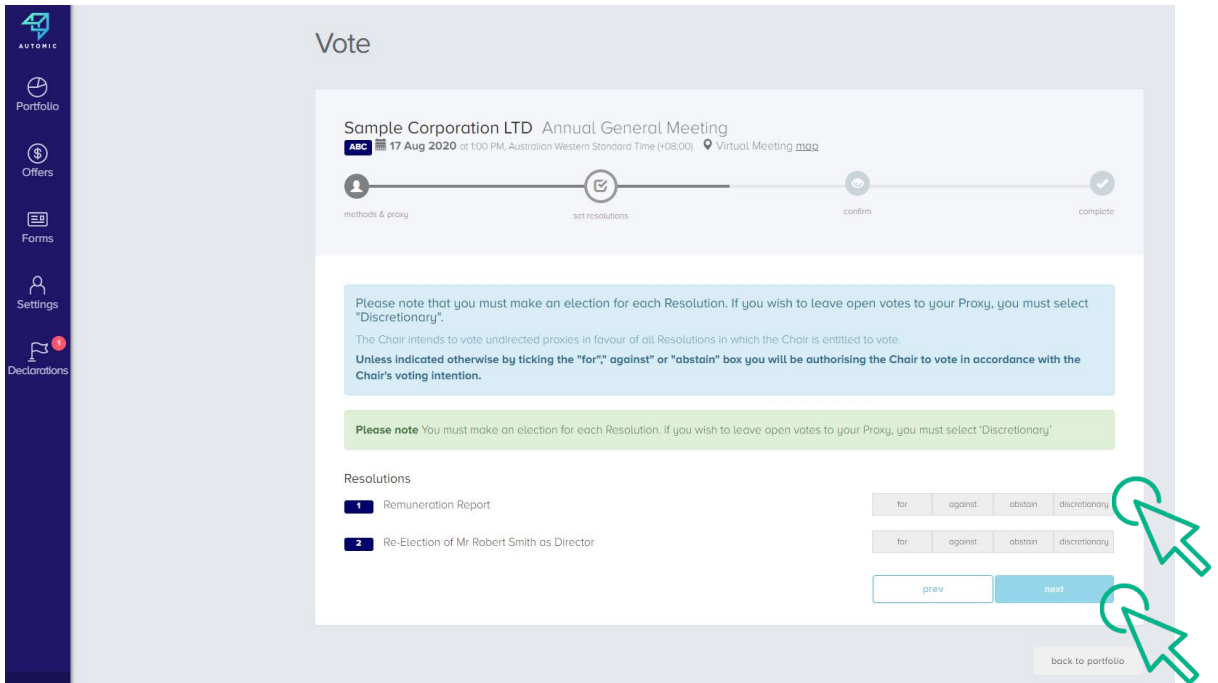


- Select “Full holding” and select the box next to “Notice of Meeting”.
- If you wish to nominate the Chair of the Meeting as your proxyholder simply select “next”.
- If you wish to appoint a different proxyholder, place your cursor on “name of proxy” and type the name of your appointed proxyholder. Once you’ve typed the name in full press enter on your keyboard. This will replace “Chair of the meeting” with your chosen proxyholder.
- Select “next”.

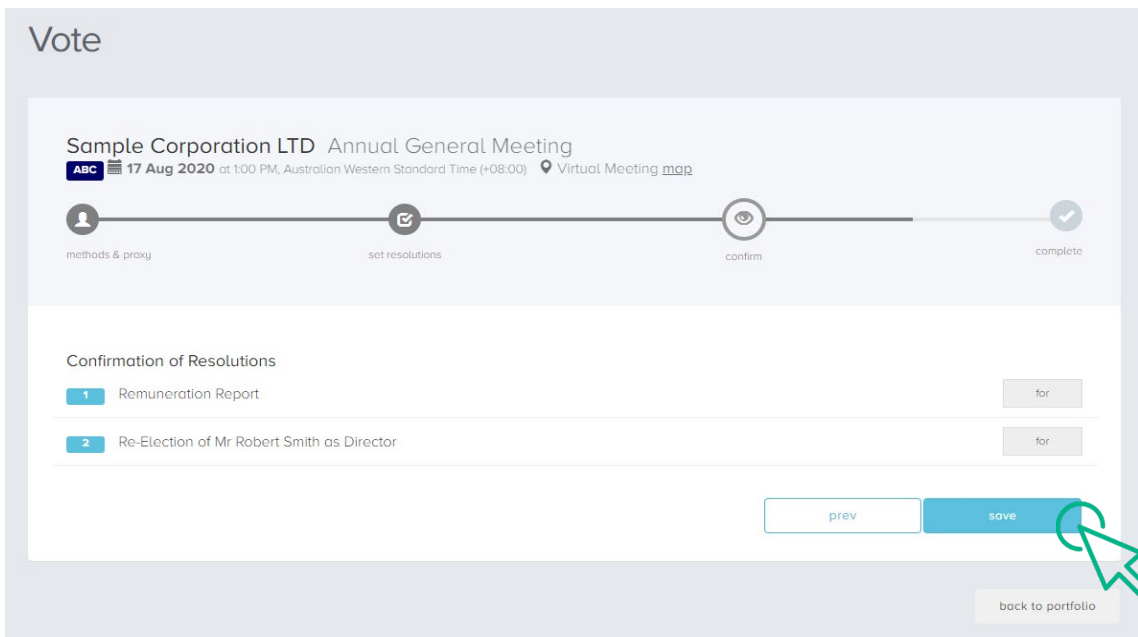


VOTING

- Mark your voting instruction next to each resolution. You must select a vote for each resolution before you can continue. Select “next”.



- Check your vote is as you intended.
- If you are registered as a Corporation you must select the box next to “declaration”.
- Then select “save” to save your proxy vote.



VOTING COMPLETE

- Your voting is complete.

Vote

Sample Corporation LTD Annual General Meeting
ABC 17 Aug 2020 at 1:00 PM, Australian Western Standard Time (+08:00) Virtual Meeting [map](#)

methods & proxy set resolutions confirm complete

Voting Complete! ✓

prev done

back to portfolio

Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

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

[HolderNumber]

Holder Number:
[HolderNumber]

Your proxy voting instruction must be received by **9.30am (AEST) on Saturday, 29 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/#/loginsah> or scan the QR code below using your smartphone

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WECHAT:

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

PHONE: 1300 288 664 (Within Australia)

+61 2 9698 5414 (Overseas)

