

2018 Notice of Annual General Meeting

NOTICE IS GIVEN that the Annual General Meeting ("Meeting") of Cogstate Limited (ACN 090 975 723) (the "Company") will be held on Wednesday 24 October 2018 at The Business Centre, Level 6, Tower Two, Collins Square, 727 Collins Street, Melbourne at 11:00am (Melbourne time).

The Company is also pleased to provide shareholders with the opportunity to attend the Meeting virtually through an online platform provided by our share registrar Link Market Services <<https://agmlive.link/CGS18>>. Further information on how to do this is set out in this Notice of Meeting and the Online Platform Guide available on our website.

Ordinary Business

1. Financial Statement and Reports

To receive and consider the Financial Statements and the Reports of the Directors and of the Company Auditor for the year ended 30 June 2018.

2. Remuneration Report (non-binding vote)

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

That the Remuneration Report as disclosed in the Annual Directors' Report for the year ended 30 June 2018 be adopted.

Note – the vote on this resolution is advisory only and does not bind the Directors or the Company.

The voting exclusion statement for this resolution is set out in Item 2 of the Explanatory Notes to the Notice of Meeting.

3. Re-Election of Director

a. Re-Election of Director – Mr Martyn Myer

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

That Mr Martyn Myer, a Director of the Company who retires by rotation at this Meeting in accordance with clause 48.1.2 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company.

b. Re-Election of Director – Mr David Dolby

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

That Mr David Dolby, a Director of the Company who retires by rotation at this Meeting in accordance with clause 48.1.2 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company.

Special Business

4. Issue of options to Managing Director and Chief Executive Officer

Issue of options to Mr Bradley O'Connor

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

That for the purpose of ASX Listing Rule 10.14 and for all other purposes, the proposed issue to Mr Bradley O'Connor of 1,000,000 options in the Company pursuant to the Cogstate Employee Share Option Plan, as described in the Explanatory Notes to the Notice of Meeting, be approved.

The voting exclusion statement for this resolution is set out in Item 4 of the Explanatory Notes to the Notice of Meeting.

5. Special Resolution – Approval of additional 10% Placement Facility

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

That, for the purpose of ASX Listing Rule 7.1A and for all other purposes, shareholders approve the issue of equity securities of up to 10% of the total issued capital of the Company (at the time of the issue), calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 over a 12 month period and on the terms and conditions set out in the Explanatory Notes to the Notice of Meeting.

The voting exclusion statement for this resolution is set out in Item 5 of the Explanatory Notes to the Notice of Meeting.

Other Business

To deal with other business which may be brought forward in accordance with the Corporations Act 2001 (Cth) ("**Corporations Act**") and the Constitution of the Company.

These items of business should be read in conjunction with the Explanatory Notes on pages 7 to 21.

Voting procedures at the AGM

1. All resolutions will be by poll

In accordance with clause 41.2.3 of the Company's Constitution, the Chairman intends to demand a poll on each of the resolutions proposed at the AGM. Each resolution considered at the AGM will therefore be conducted by a poll, rather than on a show of hands. The Chairman considers voting by poll to be in the interests of the shareholders as a whole and is a way to ensure the views of as many shareholders as possible are represented at the meeting.

2. Casting your vote in real time using Link Group's online platform

In accordance with clause 37 of the Company's Constitution, and to facilitate shareholder participation, the Chairman has determined that shareholders who are unable to attend the meeting in person will have the opportunity to participate in the AGM through the Company's online platform at <<https://agmlive.link/CGS18>>. If you choose to participate in the meeting in this way, you will be able to view the AGM live, lodge a vote in real time and ask questions online.

Eligibility to vote

In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that persons who are registered holders of shares of the Company as at 7:00pm (Melbourne time) on Monday 22 October 2018 will be entitled to vote at the AGM as a shareholder.

How to vote

1. Voting – during the AGM using Link Group's online platform

Shareholders participating in the meeting using the Company's online platform at <<https://agmlive.link/CGS18>> will be able to vote between the commencement of the AGM (11.00am Melbourne time on Wednesday, 24 October 2018) and the closure of voting as announced by the Chairman during the AGM.

More information regarding online participation at the AGM (including how to vote and ask questions online during the AGM) is available in the Online Platform Guide. The Online Platform Guide will be filed with the ASX and will also be available on our website. To ensure your browser is compatible, please follow the instructions in the Online Platform Guide – we recommend confirming this prior to determining whether to participate in the AGM using the Company's online platform.

2. Attending the meeting in person

Paper voting cards:

Paper voting cards will be available at the AGM for shareholders.

3. Appointment of Proxy

A proxy form is enclosed. If you are a shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the AGM.

A proxy need not be a shareholder of the Company.

A shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the shareholder's votes.

If an attorney is to attend the Meeting, or if a proxy form is executed by an attorney, the relevant certified power of attorney is to be submitted to the Company's Share Registry for noting and return, at least 48 hours before the commencement of the Meeting or any adjournment of the Meeting.

A shareholder which is a body corporate and which is entitled to attend and vote at the Meeting, or a proxy which is a body corporate and which is appointed by a member of the Company entitled to attend and vote at the Meeting, may appoint a person to act as its representative at the Meeting by providing that person with an appropriately executed Letter of Representation (obtainable from the Company's Share Registry). A copy of the signed Letter of Representation, or other evidence satisfactory to the Chairman of the Meeting, must be produced prior to admission to the Meeting.

Hard copies of the Annual Report have only been sent to those shareholders who have elected to receive one. The Annual Report can be viewed or downloaded online on the Company's website at www.cogstate.com.

To be valid, proxies must be received by one of the following methods not less than 48 hours before the commencement of the Meeting or any adjournment of the Meeting:

By delivery to the Company's Share Registry

Online: www.linkmarketservices.com.au

Hand delivery: Link Market Services Limited
Level 12, 680 George Street
Sydney, NSW, 2000

Postal Address: Locked Bag A14
Sydney South, NSW, 1235

Facsimile: (02) 9287 0309

Impact of your proxy appointment on your proxy voting instructions

If you appoint the Chairman of the Meeting as your proxy, or the Chairman becomes your proxy by default, and you do not direct your proxy how to vote on Resolution 2 or Resolution 4 (being remuneration-related resolutions), then by submitting the proxy appointment you will be expressly authorising the Chairman to exercise your proxy on the relevant resolution, even though the resolution is connected, directly or indirectly, with the remuneration of the Company's Key Management Personnel (as identified in the Remuneration Report) ("**KMP**").

The Chairman's voting intentions:

The Chairman intends to vote undirected proxies on, and in favour of, all the proposed resolutions.

BY ORDER OF THE BOARD



Claire Newstead-Sinclair
Company Secretary

21 September 2018

EXPLANATORY NOTES

These notes form part of the Notice of Meeting.

Item 1 – Receive and consider the financial and other reports

The Corporations Act requires the Financial Report, Directors' Report and Auditor's Report to be laid before the Meeting. There is no requirement in the Corporations Act or the Company's Constitution for shareholders to vote on, approve or adopt these reports.

Shareholders will have a reasonable opportunity to ask questions and make comments on these reports and on the management of the Company.

Item 2 – Remuneration Report (non-binding vote)

The Board submits its Remuneration Report to shareholders for consideration and adoption by way of non-binding resolution. The Directors will consider the outcome of the vote and comments made by the shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

This resolution is advisory only and does not bind the Directors or the Company. However, in accordance with the Corporations Act, if 25% of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that, if passed, will require another meeting be held within 90 days. At that meeting, those of the Company's Directors (other than the Managing Director) who held office when it was resolved to put the Directors' Report to the second AGM, and who wish to continue as a Director, must stand for re-election.

The Remuneration Report is set out in the Directors' Report in the 2018 Annual Report. The Remuneration Report:

- explains the Board's policy for determining the nature and amount of remuneration of executive Directors and senior executives of the Company;
- discusses the relationship between the Board's remuneration policy and the Company's performance;
- sets out the actual remuneration for the financial year ended 30 June 2018 for each Director and each member of the Company's senior executive management team; and
- details and explains any performance hurdles applicable to the remuneration of executive Directors and senior executives of the Company.

A reasonable opportunity will be provided for discussion of and questions relating to the Remuneration Report at the Meeting.

Board Recommendation

The Board considers that the Company's remuneration policies are structured to provide rewards based on its performance and are competitive with those in the markets in which it operates. On that basis, and with each Director acknowledging their own personal interest, the Board unanimously recommends that shareholders vote in favour of this non-binding ordinary resolution.

Voting exclusion statement

No votes can be cast on Resolution 2:

- by or on behalf of a member of KMP (as identified in the Remuneration Report) and their closely related parties (as defined in the Corporations Act) (collectively referred to as a "Prohibited Voter") regardless of whether the votes are cast as a shareholder, proxy or in any other capacity; or
- as a proxy by a person who is a Prohibited Voter.

However, a Prohibited Voter may vote directed proxies for someone other than a Prohibited Voter. Further, a member of KMP (regardless of whether or not their remuneration details are disclosed in the Remuneration Report) and their closely related parties may not vote a proxy on Resolution 2 unless it is a directed proxy and the vote is not cast on behalf of a Prohibited Voter. However, the Chairman of the Meeting can vote undirected proxies, provided the Chairman is expressly authorised to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a KMP.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 2.

If the Chairman of the Meeting is appointed as your proxy, or if the Chairman of the Meeting becomes your proxy by default, and you do not provide a voting direction, you are expressly authorising the Chairman of the Meeting to exercise your proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

If you do not wish to appoint the Chairman of the Meeting to vote in favour of Resolution 2, it will be important for you to complete the voting directions in respect of Resolution 2 on the Proxy Form.

Item 3 – Re-Election of Directors

a. Mr Martyn Myer AO BEng, MEng, MSM (Non-Executive Chairman)

In accordance with clause 48.1.2 of the Company's Constitution, Mr Myer retires from the Board and being eligible, offers himself for re-election as a Director of the Company.

Mr Myer is a Non-Executive Director and Chairman of Cogstate Limited. Mr Myer also chairs the Remuneration and Nomination Committee and sits on the Audit, Risk and Compliance Committee. Until 30 June 2007 he was President of the Howard Florey Institute of Experimental Physiology and Medicine and was a director of the Florey Neuroscience Institutes until May 2010. At the Howard Florey Institute he participated in the transition of the Institute's research focus towards diagnostic and therapeutic neuroscience, including a focus on degenerative brain diseases. Mr Myer was appointed to the Council of the University of Melbourne in February 2009 and in January 2018 as Deputy Chancellor. Mr Myer obtained his Master of Science in Management at MIT in Boston, and his Master of Engineering Science at Monash University, Melbourne.

Mr Myer is also a director of Cogstate Inc., Cogstate Health Inc., Cogstate Sports Pty Ltd, Cogstate Canada Inc and Cogstate Spain SL.

Board Recommendation

The Directors (other than Mr Myer) unanimously recommend that shareholders vote in favour of Resolution 3a.

b. Mr David Dolby BSE, MBA (Non-Executive Director)

In accordance with clause 48.1.2 of the Company's Constitution, Mr Dolby retires from the Board and being eligible, offers himself for re-election as a Director of the Company.

Mr Dolby is an independent non-executive. He sits on the Remuneration and Nomination Committee.

David holds a BSE in Civil Engineering from Duke University, and an MBA from the Stanford Graduate School of Business. David represents the Dolby Family Trust on a number of technology, scientific research, and consumer products investments focusing on innovation and commercialising intellectual property. David is founder and managing director of Dolby Family Ventures, a venture capital investment firm focused on technology and life sciences investments in neuro technology and therapeutics targeting Alzheimer's disease.

David has been a member of the Board of Directors and a member of the Technology Strategy Committee of Dolby Laboratories since 2011, and previously served as Manager, Strategic Partnerships. In this role, David was responsible for managing strategic partnerships and technology standards. David serves as chair of the Audit Committee for the Ray and Dagmar Dolby Family Fund, focusing on philanthropic grants as well as mission driven impact investments in medical research and advocacy. David's experience also includes roles at Kaleidescope, Inc, a company focused on high-performance music and movie server systems, and NetVMG, which developed route control software. Previously, David was an investment banking analyst focused on technology with Perseus Group (now GCA Savvian).

Board Recommendation

The Directors (other than Mr Dolby) unanimously recommend that shareholders vote in favour of Resolution 3b.

Item 4 – Issue of Options to Managing Director and Chief Executive Officer

This resolution seeks shareholder approval for proposed issues of options to the Chief Executive Officer and Managing Director of the Company under the Company's Employee Share Option Plan.

ASX Listing Rule 10.14 requires a listed entity to obtain prior shareholder approval for the issue of securities to the Directors of the Company under an employee equity incentive scheme.

The Company is proposing to issue options to Bradley O'Connor (Chief Executive Officer and Managing Director) under the Employee Share Option Plan. If approval is given ASX Listing Rule 10.14, approval is not required under ASX Listing Rule 7.1 for a proposed grant of options nor for shares issued on the exercise of options to Mr Bradley O'Connor.

The following information is provided in relation to the terms of the options and for the purposes of ASX Listing Rule 10.15:

- a. the Managing Director and Chief Executive Officer of the Company, Mr Bradley O'Connor, will be issued with 1,000,000 options;
- b. the options will be issued for no consideration (but with an exercise price as described below);
- c. each option entitles Mr Bradley O'Connor to subscribe for a fully paid ordinary share in the Company. The exercise price will reflect the closing price of the shares on the ASX on 24 October 2018 plus 4 cents per share;
- d. subject to the Company meeting or exceeding its FY19 budget, the options will vest in accordance with the following schedule over 3 years:
 - one third of the options will vest on the 2nd anniversary of the date of issue; and
 - the remaining two thirds of the options will vest on the 3rd anniversary of the date of issue.
- e. the options will expire five years from the date of issue;

- f. Mr Bradley O'Connor is the only person who has received securities under the Employee Share Option Plan since the last approval given at the Company's Annual General Meeting held on 17 October 2016. Mr Bradley O'Connor has previously been granted 750,000 options in FY17;
- g. Mr Bradley O'Connor is the only Director (or associate of a Director) that is entitled to participate in the Employee Option Plan.
- h. there is no loan in relation to the acquisition by Mr Bradley O'Connor; and
- i. the options are expected to be issued by 31 October 2018, but in any event will be issued no later than 12 months after the Meeting.

Option position for Executive Director over previous five financial years

	FY14	FY15	FY16	FY17	FY18
Options held	2,920,000	2,232,500	1,425,000	2,425,000	2,425,000
Options granted	250,000	-	1,100,000	750,000	-

Voting exclusion statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast:

- a. in favour of these resolutions by Mr Bradley O'Connor, being the only Director who is eligible to participate in the Employee Share Option Plan, or any of his Associates (as that term is defined in the ASX Listing Rules); and
- b. by proxy by any member of KMP and any closely related party (as that term is defined in the Corporations Act).

However, the Company is not required to disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- it is cast by the Chairman of the Meeting as proxy for a person who is entitled to vote and the proxy form expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a KMP.

The Chairman of the Meeting intends to vote undirected proxies in favour of this resolution where authorised to do so by the relevant proxy form.

Board Recommendation

The Directors (other than Mr O'Connor) unanimously recommend that shareholders vote in favour of Resolution 4.

Item 5 – Approval of additional 10% Placement Facility

Purpose

The purpose of this resolution is to authorise the Company to issue a further 10% of its issued share capital through one or more placements under ASX Listing Rule 7.1A during the 10% Placement Period (as defined below) in addition to and without using the Company's 15% placement capacity under ASX Listing Rule 7.1. This would effectively provide the Company with a total placement capacity of 25% (less that part of its placement capacity not available under ASX Listing Rule 7.1).

General

ASX Listing Rule 7.1A enables "eligible entities" to seek shareholder approval (by special resolution) at an annual general meeting, to issue equity securities of up to 10% of its total issued capital during the 12 month period after the annual general meeting ("10% Placement Facility").

An "eligible entity" for the purposes of ASX Listing Rule 7.1A is an entity that (as at the date of the annual general meeting):

- is not included in the S&P / ASX 300 Index; and
- has a market capitalisation of \$300 million or less.

As at the date of these Explanatory Notes, the Company is an "eligible entity" for the purposes of ASX Listing Rule 7.1A.

Any equity securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of equity securities of the Company. The Company, as at the date of this Notice of Meeting has on issue one class of equity securities, namely ordinary shares (ASX Code: CGS).

The Company is seeking shareholder approval by a special resolution to have the ability to issue equity securities under the 10% Placement Facility. The exact number of equity securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and described below.

Formula for calculating 10% Placement Facility

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

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

- A = The number of fully paid shares on issue 12 months before the date of issue or agreement to issue:
- plus the number of fully paid shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
 - plus the number of partly paid shares that became fully paid in the 12 months;
 - plus the number of fully paid shares issued in the 12 months with approval of shareholders under ASX Listing Rules 7.1 or 7.4; and
 - less the number of fully paid shares cancelled in the 12 months.
- D = 10%.
- E = The number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue, that are not issued with the approval of shareholders under ASX Listing Rules 7.1 or 7.4.

Specific disclosures required by ASX Listing Rule 7.3A

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

a. Issue Price

The equity securities (if any) will be issued at an issue price of not less than 75% of the volume weighted average price of the Company's equity securities in that class over the 15 trading days on which trades in that class were recorded immediately before:

- i. the date on which the price at which the securities are to be issued is agreed; or
- ii. if the securities are not issued within 5 trading days of the date mentioned in paragraph (i) above, the date on which the securities are issued.

b. Risk of Economic and Voting Dilution

If Resolution 5 is approved by shareholders and the Company issues shares under the 10% Placement Facility, the existing shareholders' voting power in the Company will be diluted as shown in Table 1.

There is a risk that:

- the market price for the Company's equity securities in that class may be significantly lower on the date of the issue of the equity securities than on the date of the approval under Listing Rule 7.1A; and
- the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date.

Table 1

Table 1 shows the dilution of existing shareholders on the basis of the current market price of shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of this Notice of Meeting. The table also shows the voting dilution impact where the number of shares on issue (variable A in the formula) changes and the economic dilution where there are changes in the issue price of shares issued under the 10% Placement Capacity.

Number of Shares on issue*	Number of Shares that may be issued under 10% Placement Facility	Dilution		
		Funds raised based on issue price of \$0.325 (50% decrease in current issue price of \$0.65)	Funds raised based on issue price of \$0.65 (current issue price)	Funds raised based on issue price of \$0.975 (50% increase in current issue price of \$0.65)
118,826,849	11,882,685	\$3,861,873	\$7,723,745	\$11,585,618
178,240,274	17,824,027	\$5,792,809	\$11,585,618	\$17,378,427
237,653,698	23,765,370	\$7,723,745	\$15,447,490	\$23,171,236

* The number of shares on issue (variable "A" in the formula) could increase as a result of the issue of shares that do not require shareholder approval under ASX Listing Rule 7.1 or that are issued with shareholder approval under ASX Listing Rule 7.1.

Table 1 has been prepared on the following assumptions:

- the current shares on issue are the shares on issue as at the date of this Explanatory Note;
- the current issue price set out above is the closing price of the shares on the ASX on 5 September 2018;

- the Company issues the maximum number of shares available under the 10% Placement Facility; and
- no options are exercised into shares before the date of the issue of the shares under the 10% Placement Facility.

c. Issue date

The Company will only issue equity securities under the 10% Placement Facility during the 10% Placement Period (as defined below).

Shareholder approval under ASX Listing Rule 7.1A is valid from the date of shareholder approval until the earlier of:

- the date that is 12 months after the date of approval under ASX Listing Rule 7.1A; or
- the date the Company obtains shareholder approval for a transaction under ASX Listing Rule 11.1.2 (significant change to nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking),

("10% Placement Period").

d. Purpose of Issue

The Company may seek to issue the equity securities under the 10% Placement Facility for:

- cash consideration. The Company may use the funds raised (without limitation):
 - for expansion of Cogstate's offering in the clinical trials market;
 - to help continue Cogstate's Research & Developments efforts, with a particular focus on Alzheimer's disease, as well as other types of dementia;
 - general working capital; or
- non-cash consideration. This may include (without limitation) an acquisition of new assets and other investments. If such circumstances arise, the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3.

There are no current proposals to utilise the 10% Placement Facility. Should any specific proposals be approved by the Board, the Company will announce same to ASX as required by its continuous disclosure obligations.

e. Allocation Policy

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon issue of any equity securities using the 10% Placement Facility. The Company's allocation policy will be dependent on the prevailing market conditions at the time of any proposed issue. The identity of the allottees of equity securities will be determined on a case-by-case basis having regard to a range of factors, including but not limited to, the following:

- the methods for raising funds that are available to the Company, including but not limited to, a rights issue and other fundraising structures in which existing security holders can participate;
- the effect of the issue of the shares on the control of the Company;
- the financial situation and solvency of the Company; and
- advice from corporate, financial and broking advisers (if applicable).

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

f. Previous Approval under ASX Listing Rule 7.1A

The Company previously obtained shareholder approval under ASX Listing Rule 7.1A at the Annual General Meeting on 25 October 2017. However, the Company has not issued any equity securities under ASX Listing Rule 7.1A since that date.

In accordance with ASX Listing Rule 7.3A.6, the following information is provided to shareholders regarding the equity securities issued in the previous 12 months preceding the date of the Meeting (that is, since 25 October 2017):

Listing Rule 7.3A.6(a)

The table below shows the total number of equity securities issued in the previous 12 months preceding the date of the Meeting and the percentage that those issues represent of the total number of equity securities on issue at the commencement of that 12-month period.

Total number of equity securities issued in the 12 months preceding the date of the Meeting	5,090,001
Percentage that they represent of the total number of equity securities on issue at the commencement of that 12-month period	4.48%

Listing Rule 7.3A.6(b)

The tables below set out specific details for each issue of equity securities that have taken place in the 12-month period preceding the date of the Meeting.

Options Granted			
Date of issue	29-Sep-17	29-Sep-17	29-Dec-17
Number issued	140,000 Employee Options granted	200,000 Employee Options granted	100,000 Employee Options granted
Summary of terms	One third of options vest after two years, the remaining two thirds of options vest after three years and the options expire after five years.	One third of options vest after two years, the remaining two thirds of options vest after three years and the options expire after five years.	One third of options vest after two years, the remaining two thirds of options vest after three years and the options expire after five years.
Names of the persons who received securities or basis on which those persons were determined	Senior Director Healthcare, Global Marketing	Vice President Healthcare, Product & Innovation Strategy	Vice President Healthcare, Sales
Price	0.98	0.98	0.93
Discount to market price (if any)	N/A	N/A	N/A
For cash issues			
Total cash consideration received	N/A	N/A	N/A
Amount of cash consideration spent	N/A	N/A	N/A
Use of cash consideration	N/A	N/A	N/A
Intended use for remaining amount of cash (if any)	N/A	N/A	N/A
For non-cash issues			
Non-cash consideration paid	N/A	N/A	N/A
Current value of that non-cash consideration	N/A	N/A	N/A

Options Exercised					
Date of issue	06-Sep-17	06-Sep-17	08-Sep-17	12-Sep-17	31-Oct-17
Number issued	100,000 fully paid ordinary shares	50,000 fully paid ordinary shares	16,667 fully paid ordinary shares	250,000 fully paid ordinary shares	16,667 fully paid ordinary shares
Summary of terms	Employee options exercised. Shares issued rank pari passu with all other fully paid ordinary shares on issue.	Employee options exercised. Shares issued rank pari passu with all other fully paid ordinary shares on issue.	Employee options exercised. Shares issued rank pari passu with all other fully paid ordinary shares on issue.	Employee options exercised. Shares issued rank pari passu with all other fully paid ordinary shares on issue.	Employee options exercised. Shares issued rank pari passu with all other fully paid ordinary shares on issue.
Names of the persons who received securities or basis on which those persons were determined	Scientific consultant	Scientific consultant	Principal Software Engineer	Chief Science Officer	Director, Science Operations
Price	\$0.1027	\$0.36	\$0.27	\$0.17	\$0.27
Discount to market price (if any)	N/A	N/A	N/A	N/A	N/A
For cash issues					
Total cash consideration received	\$10,270	\$18,000	\$4,500	\$42,500	\$4,500
Amount of cash consideration spent	\$10,270	\$18,000	\$4,500	\$42,500	\$4,500
Use of cash consideration	Working capital				
Intended use for remaining amount of cash (if any)	N/A	N/A	N/A	N/A	N/A
For non-cash issues					
Non-cash consideration paid	N/A	N/A	N/A	N/A	N/A
Current value of that non-cash consideration	N/A	N/A	N/A	N/A	N/A

Options Exercised					
Date of issue	03-Nov-17	20-Nov-17	02-Mar-18	02-Aug-18	02-Aug-18
Number issued	50,000 fully paid ordinary shares	100,000 fully paid ordinary shares	100,000 fully paid ordinary shares	20,000 fully paid ordinary shares	50,000 fully paid ordinary shares
Summary of terms	Non-Executive Director options exercised. Shares issued rank pari passu with all other fully paid ordinary shares on issue.	Non-Executive Director options exercised. Shares issued rank pari passu with all other fully paid ordinary shares on issue.	Employee options exercised. Shares issued rank pari passu with all other fully paid ordinary shares on issue.	Employee options exercised. Shares issued rank pari passu with all other fully paid ordinary shares on issue.	Employee options exercised. Shares issued rank pari passu with all other fully paid ordinary shares on issue.
Names of the persons who received securities or basis on which those persons were determined	Non-Executive Director	Non-Executive Director	General Counsel	Director, Project Management	Director, Project Management
Price	\$0.26	\$0.84	\$0.21	\$0.30	\$0.27
Discount to market price (if any)	N/A	N/A	N/A	N/A	N/A
For cash issues					
Total cash consideration received	\$13,000	\$84,000	\$21,000	\$6,000	\$13,500
Amount of cash consideration spent	\$13,000	\$84,000	\$21,000	\$6,000	\$13,500
Use of cash consideration	Working capital	Working capital	Working capital	Working capital	Working capital
Intended use for remaining amount of cash (if any)	N/A	N/A	N/A	N/A	N/A
For non-cash issues					
Non-cash consideration paid	N/A	N/A	N/A	N/A	N/A
Current value of that non-cash consideration	N/A	N/A	N/A	N/A	N/A

Options Exercised					
Date of issue	30-Aug-18	30-Aug-18	30-Aug-18	30-Aug-18	30-Aug-18
Number issued	490,000 fully paid ordinary shares	500,000 fully paid ordinary shares	685,000 fully paid ordinary shares	250,000 fully paid ordinary shares	750,000 fully paid ordinary shares
Summary of terms	Employee options exercised. Shares issued rank pari passu with all other fully paid ordinary shares on issue.	Employee options exercised. Shares issued rank pari passu with all other fully paid ordinary shares on issue.	Employee options exercised. Shares issued rank pari passu with all other fully paid ordinary shares on issue.	Employee options exercised. Shares issued rank pari passu with all other fully paid ordinary shares on issue.	Employee options exercised. Shares issued rank pari passu with all other fully paid ordinary shares on issue.
Names of the persons who received securities or basis on which those persons were determined	Management	Management	Management	Management	Management
Price	\$0.10	\$0.15	\$0.36	\$0.49	\$0.27
Discount to market price (if any)	N/A	N/A	N/A	N/A	N/A
For cash issues					
Total cash consideration received	\$50,323	\$75,000	\$246,600	\$122,500	\$202,500
Amount of cash consideration spent	\$50,323	\$75,000	\$246,600	\$122,500	\$202,500
Use of cash consideration	Working capital				
Intended use for remaining amount of cash (if any)	N/A	N/A	N/A	N/A	N/A
For non-cash issues					
Non-cash consideration paid	N/A	N/A	N/A	N/A	N/A
Current value of that non-cash consideration	N/A	N/A	N/A	N/A	N/A

Options Exercised					
Date of issue	30-Aug-18	04-Sep-18	04-Sep-18	04-Sep-18	04-Sep-18
Number issued	1,441,667 fully paid ordinary shares	35,000 fully paid ordinary shares	145,000 fully paid ordinary shares	50,000 fully paid ordinary shares	50,000 fully paid ordinary shares
Summary of terms	Employee options exercised. Shares issued rank pari passu with all other fully paid ordinary shares on issue.	Employee options exercised. Shares issued rank pari passu with all other fully paid ordinary shares on issue.	Non-Executive Director options exercised. Shares issued rank pari passu with all other fully paid ordinary shares on issue.	Non-Executive Director options exercised. Shares issued rank pari passu with all other fully paid ordinary shares on issue.	Non-Executive Director options exercised. Shares issued rank pari passu with all other fully paid ordinary shares on issue.
Names of the persons who received securities or basis on which those persons were determined	Management	Management	Non-Executive Director	Non-Executive Director	Non-Executive Director
Price	\$0.21	\$0.36	\$0.10	\$0.49	\$0.26
Discount to market price (if any)	N/A	N/A	N/A	N/A	N/A
For cash issues					
Total cash consideration received	\$302,750	\$12,600	\$51,350	\$24,500	\$13,000
Amount of cash consideration spent	\$302,750	\$12,600	\$51,350	\$24,500	\$13,000
Use of cash consideration	Working capital	Working capital	Working capital	Working capital	Working capital
Intended use for remaining amount of cash (if any)	N/A	N/A	N/A	N/A	N/A
For non-cash issues					
Non-cash consideration paid	N/A	N/A	N/A	N/A	N/A
Current value of that non-cash consideration	N/A	N/A	N/A	N/A	N/A

Voting Exclusion Statement

In accordance with ASX Listing Rules 7.3A.7 and 14.11, the Company will disregard any votes cast in favour of this resolution by:

- a person who is expected to participate in, and any person who will obtain a material benefit as a result of, the proposed issue of equity returns under the 10% Placement Facility (except a benefit solely in the capacity of a shareholder),; or
- any Associate (as that term is defined in the ASX Listing Rules) of a person referred to above.

However, the Company need not disregard a vote if:

- it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the proxy form; or
- it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

At the date of this Notice of Meeting, the Company has not approached any particular existing shareholder or security holder or an identifiable class of existing security holder to participate in the issue of equity securities under the 10% Placement Facility. Therefore, no existing shareholder's votes will be excluded under the above voting exclusion.

Board Recommendation

The Board unanimously recommends that shareholders vote in favour of this Resolution 5.

The Chairman intends to vote undirected proxies in favour of this Resolution 5.

If you do not wish to appoint the Chairman of the Meeting to vote in favour of Resolution 5, it will be important for you to complete the voting directions in respect of Resolution 6 on the Proxy Form.

Questions and comments by shareholders at the meeting

In accordance with the Corporations Act, a reasonable opportunity will be given to shareholders to ask questions and make comments on the Financial Report, Directors' Report and the Auditor's Report and on the management of the Company at the Meeting.

The Company Auditor (or their representative) is required to attend the Meeting. At the Meeting, reasonable opportunity will be given to shareholders to ask the Company Auditor, Pitcher Partners (or their representative), questions relevant to:

1. the conduct of the audit;
2. the preparation and content of the Auditor's Report;
3. the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
4. the independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to Pitcher Partners if the question is relevant to the content of Pitcher Partners' audit report or the conduct of the audit of the Company's financial report for the year ended 30 June 2018.

Relevant written questions for Pitcher Partners must be received by the Company no later than 5:00pm (Melbourne time) on Wednesday, 17 October 2018. A list of those relevant questions will be made available to shareholders attending the Meeting. The auditor may omit questions that are the same in substance to other questions and questions that are not received in a timely manner.

At the Meeting, the Chairman of the Meeting will give Pitcher Partners (or their representative) a reasonable opportunity to answer written questions submitted in accordance with the Corporations Act.

If written answers are tabled at the Meeting, they will be made available to shareholders as soon as practicable after the Meeting.

Please send any written questions for Pitcher Partners:

- to Link Market Services at the address on the enclosed reply paid envelope;
- by facsimile to +61 3 9664 1301; or
- to the registered office of the Company at Level 2, 255 Bourke Street, Melbourne, Vic, 3000,
- no later than 5:00pm (Melbourne time) on Wednesday, 17 October 2018.