

1 May 2024

Dear Shareholder,

Annual General Meeting – Notice and Proxy Form

Notice is hereby given that the Annual General Meeting ('Meeting') of Shareholders of Melodiol Global Health Limited ('Company') will be held by virtual meeting facility at 9.30am (WST) on Friday, 31 May 2024.

In accordance with section 110D of the Corporations Act 2001 (Cth) (as inserted by the Corporations Amendment (Meeting and documents) Act 2022 (Cth)), the Company will not be dispatching physical copies of the Notice of Meeting ('Notice') unless specifically requested to do so. Instead, a copy of the Notice is available on the Company's ASX Announcement Platform at www2.asx.com.au (ASX:ME1).

If you have elected to receive notices by email, a copy of your personalised proxy form will be emailed to you. If you have not elected to receive notices by email, a copy of your personalised proxy form will be posted to you, together with this letter for your convenience. **Shareholders are encouraged to elect to receive all notices by email, as this will significantly reduce printing and postage costs for the Company, and helps reduce the Company's environmental impact.** You can provide your email address via your account with the Company's share registry, Automic, which can be accessed as set out further below, or by contacting the share registry on 1300 288 664 (within Australia) (or +61 (0)2 9698 5414 (Overseas)) or by email at: hello@automicgroup.com.au.

All shareholders will be able to participate in the Meeting by:

- (a) attending and voting their Shares at the Meeting to be held virtually at 9.30am (WST) on 31 May 2024;
- (b) voting prior to the Meeting by lodging your proxy instructions by no later than 48 hours prior to the Meeting (by 9.30am (WST) on 29 May 2024) either:
 - **online at:** <https://investor.automic.com.au/#/loginsah>;
 - **by post to:** Automic, GPO Box 5193, Sydney, NSW, 2001;
 - **in person to:** Automic, Level 5, 126 Phillip Street, Sydney, NSW, 2000;
 - **by email to:** meetings@automicgroup.com.au; or
 - by any other means permitted on the proxy form; and/or
- (c) lodging questions in advance of the Meeting by emailing the questions to Winton Willesee, Company Secretary at winton@azc.com.au, by no later than 24 May 2024.

If you are a shareholder, please follow the below step-by-step process to be able to access, vote and ask questions at the meeting:

1. Open your internet browser and go to investor.automic.com.au.
2. Login with your username and password or click "**register**" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting.**


3. After logging in, a banner will be displayed at the top once the meeting is open for registration, click on “**View**” when this appears.
4. Click on “**Register**” and follow the steps.
5. Click on the URL to join the virtual meeting facility where you can join and listen to the meeting.
6. Once the Chair of the Meeting has declared the poll open for voting click on “**Refresh**” to be taken to the voting screen.
7. Select your voting direction and click “**confirm**” to submit your vote. **Note that you cannot amend your vote after it has been submitted.**

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser.

If you have any difficulties obtaining a copy of the Notice, or for any other relevant information please contact the Company Secretary on +61 8 9389 3180 or winton@azc.com.au.

Authorised for release by the Board of Melodiol Global Health Limited.

Sincerely,



Winton Willesee
Company Secretary
Melodiol Global Health Limited

MELODIOL GLOBAL HEALTH LIMITED
ACN 609 406 911
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 9:30 AM (WST)
DATE: 31 May 2024
PLACE: By Virtual Meeting Facility

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

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.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00 PM (WST) on 29 May 2024.

For personal use only

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BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 31 December 2023 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 31 December 2023."

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

A voting prohibition statement applies to this Resolution. Please see below.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – BRUCE LINTON

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

"That, for the purpose of clause 15.2 of the Constitution, and for all other purposes, Mr Bruce Linton, a Director, retires by rotation, and being eligible, is re-elected as a Director."

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MICHELINE MACKAY

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

"That, for the purpose of clause 15.2 of the Constitution, and for all other purposes, Micheline MacKay, a Director, retires by rotation, and being eligible, is re-elected as a Director."

5. RESOLUTION 4 – CONFIRMATION OF APPOINTMENT OF AUDITOR

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

"That, pursuant to Section 327B(1)(b) of the Corporations Act and for all other purposes, Crowe Audit Australia (ABN 13 969 921 386), having been nominated by a shareholder and having given its consent in writing to act as auditor, be appointed as the auditor of the Company to hold office from the conclusion of this Annual General Meeting until it resigns or is removed from the office of auditor of the Company."

6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF FIRST DEBT SHARES TO 10 BAY STREET CAPITAL INVESTMENTS PTY LTD

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 11,000,000 Shares (pre-Consolidation basis) to 10 Bay Street Capital Investments Pty Ltd on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

7. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF SECOND DEBT SHARES TO 10 BAY STREET CAPITAL INVESTMENTS PTY LTD

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 20,000,000 Shares (pre-Consolidation basis) to 10 Bay Street Capital Investments Pty Ltd on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

8. RESOLUTION 7 – APPROVAL TO ISSUE FIRST DEBT OPTIONS TO 10 BAY STREET CAPITAL INVESTMENTS PTY LTD

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 366,666 Options (post-Consolidation basis) to 10 Bay Street Capital Investments Pty Ltd (or its nominee/s) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

9. RESOLUTION 8 – APPROVAL TO ISSUE SECOND DEBT OPTIONS TO 10 BAY STREET CAPITAL INVESTMENTS PTY LTD

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 1,333,333 Options (post-Consolidation basis) to 10 Bay Street Capital Investments Pty Ltd (or its nominee/s) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

10. RESOLUTION 9 – APPROVAL TO ISSUE BROKER SECURITIES TO OAKLEY CAPITAL PARTNERS PTY LTD – FEBRUARY PLACEMENT

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 833,333 Shares (post-Consolidation basis) and 833,333 Options (post-Consolidation basis) to Oakley Capital Partners Pty Ltd (or its nominee/s) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

11. RESOLUTION 10 – APPROVAL TO ISSUE CASH FEE SECURITIES TO OAKLEY CAPITAL PARTNERS PTY LTD

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 166,830 Shares (post-Consolidation basis) and 166,830 Options (post-Consolidation basis) to Oakley Capital Partners Pty Ltd (or its nominee/s) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

12. RESOLUTION 11 – APPROVAL TO ISSUE SECURITIES TO OAKLEY CAPITAL PARTNERS PTY LTD – SHORT-TERM LOANS AND FINANCING

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 833,333 Shares (post-Consolidation basis) and 833,333 Options (post-Consolidation basis) to Oakley Capital Partners Pty Ltd (or its nominee/s) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

13. RESOLUTION 12 – APPROVAL TO ISSUE SECURITIES TO OAKLEY CAPITAL PARTNERS PTY LTD – CORPORATE ADVISORY SERVICES

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 1,666,667 Shares (post-Consolidation basis) and 1,666,667 Options (post-Consolidation basis) to Oakley Capital Partners Pty Ltd (or its nominee/s) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

14. RESOLUTION 13 – APPROVAL TO ISSUE SECURITIES TO OAKLEY CAPITAL PARTNERS PTY LTD – OUT OF SCOPE SERVICES

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 1,333,333 Shares (post-Consolidation basis) and 1,333,333 Options (post-Consolidation basis) to Oakley Capital Partners Pty Ltd (or its nominee/s) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

15. RESOLUTION 14 – APPROVAL TO ISSUE APRIL BROKER SHARES TO OAKLEY – APRIL PLACEMENT

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 666,666 Shares (post-Consolidation basis) to Oakley Capital Partners Pty Ltd (or its nominee/s) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

16. RESOLUTION 15 – APPROVAL TO ISSUE SBC SHARES TO SBC GLOBAL INVESTMENT FUND

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 333,333 Shares (post-Consolidation basis) to SBC Global Investment Fund (or its nominee/s) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

17. RESOLUTION 16 – APPROVAL TO ISSUE ASSIGNMENT SHARES TO LTC LONG SHORT FUND PTY LTD

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 1,333,333 Shares (post-Consolidation basis) to LTC Long Short Fund Pty Ltd (or its nominee/s) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

18. RESOLUTION 17 – APPROVAL TO ISSUE INTEREST SHARES TO LTC LONG SHORT FUND PTY LTD

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to that number of Shares, when multiplied by the issue price, will be equal to \$240,000 to LTC Long Short Fund Pty Ltd (or its nominee/s) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

19. RESOLUTION 18 – APPROVAL TO ISSUE EXTENSION SHARES TO LTC LONG SHORT FUND PTY LTD

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to that number of Shares, when multiplied by the issue price, will be equal to \$240,000 to LTC Long Short Fund Pty Ltd (or its nominee/s) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

20. RESOLUTION 19 – APPROVAL TO ISSUE SALARY SHARES TO MR BRETT AYERS

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to that number of Shares, when multiplied by the issue price, will be equal to C\$25,000 to Mr Brett Ayers (or his nominee(s)), on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

21. RESOLUTION 20 – APPROVAL TO ISSUE SHARES TO HARMONICA, INC

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to that number of Shares, when multiplied by the issue price, will be equal to \$35,000 to Harmonica, Inc. (or its nominee(s)), on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

22. RESOLUTION 21 – APPROVAL TO ISSUE FUTURE PLACEMENT SHARES TO UNRELATED PARTICIPANTS

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to that number of Shares, when multiplied by the issue price, will raise up to \$3,000,000 to the Unrelated Participants (or their nominee/s) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

23. RESOLUTION 22 – APPROVAL TO ISSUE SHARES TO STEINEPREIS PAGANIN

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue that number of Shares, when multiplied by the issue price, will equal \$346,468 to Steinepreis Paganin (or its nominee/s), on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

24. RESOLUTION 23 – APPROVAL TO ISSUE SHARES TO ISIDORE 14 PTY LTD

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue that number of Shares, when multiplied by the issue price, will equal \$220,000 to Isidore 14 Pty Ltd <Gibson Family A/C> (or its nominee/s), on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

25. RESOLUTION 24 – APPROVAL TO ISSUE SHARES TO CORPORATE MINING PTY LTD

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue that number of Shares, when multiplied by the issue price, will equal \$854,352 to Corporate Mining Pty Ltd (or its nominee/s), on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

26. RESOLUTION 25 – APPROVAL TO ISSUE SHARES TO NANDIL PTY LIMITED

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue that number of Shares, when multiplied by the issue price, will equal \$350,000 to Nandil Pty Limited (or its nominee/s), on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

27. RESOLUTION 26 – APPROVAL TO ISSUE SHARES TO VBT PTY LTD

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue that number of Shares, when multiplied by the issue price, will equal \$200,000 to VBT Pty Ltd (or its nominee/s), on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

28. RESOLUTION 27 – APPROVAL TO ISSUE SHARES TO SIX DEGREES RELATIONS PTY LTD

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue that number of Shares, when multiplied by the issue price, will equal \$100,000 to Six Degrees Relations Pty Ltd (or its nominee/s), on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

29. RESOLUTION 28 – APPROVAL TO ISSUE SHARES TO ADVISIR

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue that number of Shares, when multiplied by the issue price, will equal \$250,000 to Advisir t/a Report Card Pty Ltd (or its nominee/s), on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

30. RESOLUTION 29 – APPROVAL TO ISSUE SHARES TO AZALEA CORPORATE

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue that number of Shares, when multiplied by the issue price, will equal \$200,000 to Azalea Corporate Services Pty Ltd (or its nominee/s) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

31. RESOLUTION 30 – APPROVAL TO ISSUE SHARES TO NORATON NOMINEES PTY LTD <THE NORATON SUPER FUND A/C>

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue that number of Shares, when multiplied by the issue price, will equal \$300,000 to Noraton Nominees Pty Ltd <The Noraton Super Fund A/C> (or its nominee/s), on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

32. RESOLUTION 31 – APPROVAL TO ISSUE SHARES TO EVERBLU CAPITAL PTY LTD – HISTORICAL DEBTS

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to that number of Shares, when multiplied by the issue price, will equal \$825,000 to EverBlu Capital Pty Ltd (or its nominee/s) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

33. RESOLUTION 32 – APPROVAL TO ISSUE SHARES TO WILLIAM LAY

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 3,333,333 Shares (post-Consolidation basis) to Mr William Lay (or his nominee/s) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

34. RESOLUTION 33 – APPROVAL TO ISSUE SHARES TO LTC LONG SHORT FUND PTY LTD

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to that number of Shares, when multiplied by the issue price, will be up to \$2,000,000 to LTC Long Short Fund Pty Ltd (or its nominee/s) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

35. RESOLUTION 34 – APPROVAL TO ISSUE SHARES TO THE UNRELATED LENDERS

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to that number of Shares, when multiplied by the issue price, will be up to \$3,006,400 to the Unrelated Lenders (or their nominee/s) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

36. RESOLUTION 35 – APPROVAL OF 7.1A MANDATE

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

“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement.”

37. RESOLUTION 36 – CONSOLIDATION OF CAPITAL

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

“That, pursuant to section 254H of the Corporations Act, the ASX Listing Rules, and for all other purposes, the issued capital of the Company be consolidated on the basis that:

- (a) every thirty (30) Shares be consolidated into one (1) Share;*
- (b) all Convertible Securities (other than Options) be consolidated in accordance with Listing Rule 7.21; and*
- (c) all Options be consolidated in accordance with Listing Rule 7.22.1,*

and, where this Consolidation results in a fraction of a Security being held, the Company be authorised to round that fraction down to the nearest whole number, with the Consolidation to take effect in accordance with the

timetable and otherwise on the terms and conditions set out in the Explanatory Statement."

Dated: 1 May 2024

By order of the Board



**Winton Willesee
Company Secretary**

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Voting Prohibition Statements

Resolution 1 – Adoption of Remuneration Report	<p>A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:</p> <ul style="list-style-type: none"> (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or (b) a Closely Related Party of such a member. <p>However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none"> (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: <ul style="list-style-type: none"> (i) does not specify the way the proxy is to vote on this Resolution; and (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
Resolution 32 – Approval to Issue Shares to William Lay	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution set out below by or on behalf of the following persons:

Resolution 5 – Ratification of Prior Issue of First Debt Shares to 10 Bay Street Capital Investments Pty Ltd	<p>A person who participated in the issue or is a counterparty to the agreement being approved (namely 10 Bay Street) or an associate of that person or those persons.</p>
Resolution 6 – Ratification of Prior Issue of Second Debt Shares to 10 Bay Street Capital Investments Pty Ltd	
Resolution 7 – Approval to Issue First Debt Options to 10 Bay Street	<p>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) (namely 10 Bay Street) or an associate of that person (or those persons).</p>
Resolution 8 – Approval to Issue First Debt Options to 10 Bay Street	
Resolution 9 – Approval to Issue Broker Securities to Oakley Capital Partners Pty Ltd – February Placement	<p>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) (namely Oakley (or its nominee/s)) or an associate of that person (or those persons).</p>
Resolution 10 – Approval to Issue Cash Fee Securities to Oakley Capital Partners Pty Ltd	

Resolution 11 – Approval to Issue Securities to Oakley Capital Partners Pty Ltd – Short-Term Loans and Financing	
Resolution 12 – Approval to Issue Securities to Oakley Capital Partners Pty Ltd – Corporate Advisory Services	
Resolution 13 – Approval to Issue Securities to Oakley Capital Partners Pty Ltd – Out of Scope Services	
Resolution 14 – Approval to Issue April Broker Shares to Oakley – April Placement	
Resolution 15 – Approval to Issue SBC Shares to SBC Global Investment Fund	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) (namely SBC (or its nominee/s)) or an associate of that person (or those persons).
Resolution 16 – Approval to Issue Assignment Shares to LTC Long Short Fund Pty Ltd	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) (namely LTC (or its nominee/s)) or an associate of that person (or those persons).
Resolution 17 – Approval to Issue Interest Shares to LTC Long Short Fund Pty Ltd	
Resolution 18 – Approval to Issue Extension Shares to LTC Long Short Fund Pty Ltd	
Resolution 19 – Approval to Issue Salary Shares to Mr Brett Ayers	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) (namely Mr Brett Ayers (or his nominee/s)) or an associate of that person (or those persons).
Resolution 20 – Approval to Issue Shares to Harmonica, Inc	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) (namely Harmonica, Inc (or its nominee/s)) or an associate of that person (or those persons).
Resolution 21 – Approval to Issue Future Placement Shares to Unrelated Participants	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) (namely the Unrelated Participants (or their nominee/s)) or an associate of that person (or those persons).
Resolution 22 – Approval to Issue Shares to Steinepreis Paganin	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) (namely Steinepreis Paganin) or an associate of that person (or those persons).
Resolution 23 – Approval to Issue Shares to Isidore 14 Pty Ltd	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) (namely Isidore 14 Pty Ltd <Gibson Family A/C>) or an associate of that person (or those persons).

Resolution 24 – Approval to Issue Shares to Corporate Mining Pty Ltd	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) (namely Corporate Mining Pty Ltd) or an associate of that person (or those persons).
Resolution 25 – Approval to Issue Shares to Nandil Pty Limited	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) (namely Nandil Pty Limited) or an associate of that person (or those persons).
Resolution 26 – Approval to Issue Shares to VBT Pty Ltd	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) (namely VBT Pty Ltd) or an associate of that person (or those persons).
Resolution 27 – Approval to Issue Shares to Six Degrees Relations Pty Ltd	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) (namely Six Degrees Relations Pty Ltd) or an associate of that person (or those persons).
Resolution 28 – Approval to Issue Shares to Advisir	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) (namely Advisir t/a Report Card Pty Ltd) or an associate of that person (or those persons).
Resolution 29 – Approval to Issue Shares to Azalea Corporate	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) (namely Azalea Corporate Services Pty Ltd) or an associate of that person (or those persons).
Resolution 30 – Approval to Issue Shares to Noraton Nominees Pty Ltd <The Noraton Super Fund A/C>	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) (namely Noraton Nominees Pty Ltd <The Noraton Super Fund A/C>) or an associate of that person (or those persons).
Resolution 31 – Approval to Issue Shares to EverBlu Capital Pty Ltd – Historical Debts	EverBlu (or its nominee/s) 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 an associate of that person or those persons.
Resolution 32 – Approval to Issue Shares to William Lay	Mr William Lay (or their nominee) 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 an associate of that person or those persons.
Resolution 33 – Approval to Issue Shares to LTC Long Short Fund Pty Ltd	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) (namely 10 Bay) or an associate of that person (or those persons).
Resolution 34 – Approval to Issue Shares to the Unrelated Lenders	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) (namely Pentin Pty Ltd <Superannuation A/C>, Briant Nominees Pty Ltd <Briant Super Fund A/C>, Celtic Capital Pty Ltd <The Celtic Capital A/C>, Jaindi Investment Pty Ltd, Saba Nominees Pty Ltd <Saba A/C>, Rotherwood Enterprises Pty Ltd, Klip Pty Ltd <The Beirne Super Fund A/C> and Mr Sheng Dong Qiu (or their nominee/s)) or an associate of that person (or those persons).

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

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

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

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

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

In accordance with the Company's Constitution, the Directors have elected to hold the Meeting virtually and therefore Shareholders will not be able to physically attend the Meeting in person.

Accordingly, the Directors strongly encourage all Shareholders to either lodge a directed proxy form prior to the Meeting or attend and vote online at the Virtual Meeting.

Voting online via Virtual Meeting

The company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to **investor.automic.com.au**
2. Login with your username and password or click "**register**" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**
3. After logging in, a banner will be displayed at the top once the meeting is open for registration, click on "**View**" when this appears
4. Click on "**Register**" and follow the steps
5. Click on the URL to join the webcast where you can view and listen to the virtual meeting

6. Once the Chair of the Meeting has declared the poll open for voting click on "**Refresh**" to be taken to the voting screen
7. Select your voting direction and click "**confirm**" to submit your vote. **Note that you cannot amend your vote after it has been submitted**

You may still attend the meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance at the Virtual Meeting will not revoke your proxy appointment unless you actually vote at the meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that resolution.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9389 3100.

For personal use only

EXPLANATORY STATEMENT

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

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 31 December 2023 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at <http://www.melodioglobalhealth.com/>.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

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

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

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

2.2 Voting consequences

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

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

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

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

2.3 Previous voting results

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

3. RESOLUTIONS 2 AND 3 – RE-ELECTION OF DIRECTORS – BRUCE LINTON AND MICHELINE MACKAY

3.1 General

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Mr Bruce Linton and Mrs Micheline MacKay, who have both served as Directors since 17 January 2022 and were elected on 31 May 2022, retires by rotation and seeks re-election.

3.2 Qualifications and other material directorships

(a) Bruce Linton (Non-Executive Director)

Bruce Linton is the founder, former CEO, and Chairman of Canopy Growth Corporation. Bruce is currently Co-Chairman and former CEO of Martello Technologies Group Inc., and Chairman of the Advisory Board for Red Light Holland Corp. Holds positions of Advisor with Celadon Pharmaceuticals and Above Foods. Board member of the Canadian Olympic Foundation and is an active member of The Ottawa Hospital Foundation, Campaign Executive Committee.

Formerly, Bruce was the founding Executive Chairman of Gage Growth Corp., prior to being acquired by TerrAscend. Founding and former Board of Director member and Chairman of the Governance and Compensation Committee at Mind Medicine Inc and was also Chairman and Chief Executive Officer of Collective Growth Corporation (SPAC) IPO in May 2020 completing its business combination transaction with Innoviz Technologies Ltd. In April 2021.

During the past three years, Mr Linton held a directorship in Martello Technologies Group Inc. (TSXV: MTLO) (appointed August 2018 and resigned February 2023) and Mind Medicine Inc. (NEO: MMED) (appointed September 2019 and resigned September 2021).

(b) Micheline MacKay (Executive Director)

Mrs MacKay has 23 years of experience in regulatory environments, including pharmaceuticals, medical devices, and government regulated industries. She has held leadership positions for many years in different areas with a strong focus on business improvements and product development from laboratory scale to commercial operations.

Mrs MacKay is currently the Managing Director of Melodiol's wholly owned Canadian subsidiary, Mernova Medicinal Inc. ("Mernova"). She has been in the position for two years and oversees and manages all functions of this business unit. Prior to this appointment, Mrs MacKay was the Corporate Manager for Mernova for nearly three years. Mrs MacKay is also the Health Canada designated Responsible Person in Charge at Mernova. Leveraging past experience, she has played a significant

role in successfully growing Mernova and has implemented best industry standards. She has practical experience in managing a business through specified key performance indicators, managing budgets, conducting regular audits and performance management.

Mrs MacKay has not been a director of any other listed entity within the last three years.

3.3 Independence

If re-elected, the Board does not consider Mrs MacKay is independent due to her executive role with the Company.

If re-elected the Board considers Mr Linton will be an independent Director.

3.4 Technical information required by Listing Rule 14.1A

If Resolutions 2 and 3 are passed, Mr Linton and Mrs MacKay will be re-elected to the Board as independent non-executive Director and executive Director, respectively.

In the event that Resolutions 2 and 3 are not passed, Mr Linton and Mrs MacKay will not continue in their respective roles.

3.5 Board recommendation

The Board has reviewed Mr Linton and Mrs MacKay's performances since their appointments to the Board and considers that their skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the re-election of Mr Linton and Mrs MacKay and recommends that Shareholders vote in favour of Resolutions 2 and 3.

4. RESOLUTION 4 – CONFIRMATION OF APPOINTMENT OF AUDITOR

4.1 Background

On 27 November 2023, in accordance with section 327C of the Corporations Act 2001, the Company appointed Crowe Audit Australia (ABN 13 969 921 386) (**Crowe**) as auditor of the Company following ASIC's consent to the resignation of the previous auditor of the Company, BDO Audit (WA) Pty Ltd, in accordance with Section 329(5) of the Corporations Act.

Following the above appointment, and in accordance with section 327C(2) of the Corporations Act, Crowe holds office as auditor of the Company until the Company's next annual general meeting, being the meeting the subject of this Notice of Meeting.

In accordance with section 327B(1)(b), the Company now seeks Shareholder approval for the ongoing appointment of Crowe as auditor of the Company and its controlled entities.

In accordance with section 328B of the Corporations Act 2001, notice in writing nominating Crowe as auditor has been given to the Company by a Shareholder. A copy of this notice is attached to this Notice of Meeting as Annexure A.

Crowe has provided to the Company, and has not withdrawn, its written consent to act as auditor of the Company, in accordance with section 328A(1) of the Corporations Act.

If this Resolution is passed, the appointment of Crowe as the Company's auditor will take effect at the close of this Meeting.

4.2 Board Recommendation

The Board recommends that Shareholders vote in favour of this Resolution. The Chairman of the Meeting intends to vote undirected proxies in favour of this Resolution.

5. BACKGROUND TO RESOLUTIONS 5 TO 8

5.1 General

The Company agreed with 10 Bay Street Capital Investments Pty Ltd (ACN 153 063 935) (**10 Bay Street**) to convert an aggregate of \$466,180 worth of outstanding debt to equity (**10 Bay Debt Conversion**) through the issue of 31,00,000 Shares at an issue price of \$0.01019 per Share (pre-Consolidation basis), having a value of \$315,890 (**10 Bay Debt Shares**) and 51,000,000 Options (pre-Consolidation basis).

The Company issued the 10 Bay Debt Shares to 10 Bay Street pursuant to the Company's Listing Rule 7.1 placement capacity as follows:

- (a) on 2 February 2024, 11,000,000 10 Bay Debt Shares (**First Debt Shares**) (pre-Consolidation basis); and
- (b) on 28 February 2024, 20,000,000 10 Bay Debt Shares (**Second Debt Shares**) (pre-Consolidation basis),

in consideration for consulting services provided and to be provided by 10 Bay Street for the period between 1 December 2023 to 1 July 2024.

The Company agreed to issue free attaching Options to the 10 Bay Debt Shares as follows:

- (a) 11,000,000 ME1OE Options (366,666 ME1OE Options on a post-Consolidation basis) on a one (1) ME1OE Option for every one (1) First Debt Share basis (**First Debt Options**); and
- (b) 40,000,000 New Options (1,333,333 New Options on a post-Consolidation basis) on a two (2) for every one (1) Second Debt Share basis (**Second Debt Options**),

(together, **10 Bay Options**).

The agreement to issue the 10 Bay Debt Shares and 10 Bay Options (**10 Bay Securities**) to 10 Bay Street were pursuant to standard invoices for services rendered on the following material terms:

Parties	10 Bay Street Pty Ltd
Services	Consulting services, including marketing strategy, support and structuring, business development, promotion, structuring advice and transaction negotiations.
Total Debt (\$)	\$466,180 payable by the issue of the 10 Bay Securities.
Period of Invoice	1 December 2023 to 1 July 2024.

6. RESOLUTIONS 5 AND 6 – RATIFICATION OF PRIOR ISSUE OF THE 10 BAY DEBT SHARES TO 10 BAY STREET CAPITAL INVESTMENTS PTY LTD**6.1 General**

The Company seeks Shareholder approval for the ratification of the 10 Bay Debt Shares to 10 Bay Street pursuant to Resolutions 5 and 6.

The issue of the 10 Bay Debt Shares did not breach Listing Rule 7.1 at the time of the issue.

6.2 Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

The Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities following this Meeting remains conditional on Resolution 35 being passed at this Meeting.

The issue of the 10 Bay Debt Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the 10 Bay Debt Shares.

6.3 Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the 10 Bay Debt Shares.

Resolutions 5 and 6 seek Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the 10 Bay Debt Shares.

6.4 Technical information required by Listing Rule 14.1A

If Resolutions 5 and 6 are passed, the 10 Bay Debt Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A,

effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the 10 Bay Debt Shares.

If Resolutions 5 and 6 are not passed, the 10 Bay Debt Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the 10 Bay Debt Shares.

6.5 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolutions 5 and 6:

- (a) 31,000,000 10 Bay Debt Shares (pre-Consolidation basis) were issued to 10 Bay Street;
- (b) the 10 Bay Debt Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the 10 Bay Debt Shares were issued as follows:
 - (i) on 2 February 2024, the First Debt Shares (Resolution 5); and
 - (ii) on 28 February 2024, the Second Debt Shares (Resolution 6);
- (d) the issue price was \$0.01019 per 10 Bay Debt Share (pre-Consolidation basis), in consideration for the conversion of outstanding debt as described in Section 5.1. The Company has not and will not receive any other consideration for the issue of the 10 Bay Debt Shares other than the 10 Bay Options;
- (e) the purpose of the issue of the 10 Bay Debt Shares is to satisfy the outstanding invoices and debts with the 10 Bay Street;
- (f) the 10 Bay Debt Shares issued to the 10 Bay Street were issued to satisfy its obligations the terms and conditions of the invoices delivered by 10 Bay Street to the Company as set out in Section 5.1; and
- (g) a voting exclusion statement is included for Resolutions 5 and 6.

7. RESOLUTIONS 7 AND 8 – APPROVAL TO ISSUE OPTIONS TO 10 BAY STREET CAPITAL INVESTMENTS PTY LTD

7.1 General

As noted in Section 5.1, the Company agreed to issue 10 Bay Street the 10 Bay Options in consideration for services rendered.

Broadly speaking, and subject to a number of exceptions Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the 10 Bay Options does not fit within any of the exceptions set out in Listing Rule 7.2. While the issue does not exceed the 15% limit in Listing

Rule 7.1 and can therefore be made without breaching that rule, the Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval pursuant to Listing Rule 7.1 so that it does not use up any of its 15% placement capacity under Listing Rule 7.1.

7.2 Technical information required by Listing Rule 14.1A

If Resolutions 7 and 8 are passed, the Company will be able to proceed with the issue of the 10 Bay Options. In addition, the issue of the 10 Bay Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolutions 7 and 8 are not passed, the issue of the 10 Bay Options can still proceed but it will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for 12 months following the issue.

Resolutions 7 and 8 seek Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the 10 Bay Options.

7.3 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolutions 7 and 8:

- (a) the 10 Bay Options will be issued to 10 Bay Street (or its nominee/s);
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of 10 Bay Options to be issued is 1,699,999 (post-Consolidation) as follows:
 - (i) 366,666 First Debt Options (post-Consolidation basis) (Resolution 7); and
 - (ii) 1,333,333 Second Debt Options (post-Consolidation basis) (Resolution 8);
- (d) the terms and conditions of the 10 Bay Options are set out in Schedule 1;
- (e) the 10 Bay Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the 10 Bay Options will occur on the same date;
- (f) the 10 Bay Options will be issued at a nil issue price, in consideration for the conversion of outstanding debt as described in Section 5.1;

- (g) the purpose of the issue of the 10 Bay Options is to satisfy the outstanding invoices and debts with the 10 Bay Street;
- (h) the 10 Bay Options are being issued to 10 Bay Street pursuant to the terms and conditions of the invoices delivered by 10 Bay Street to the Company as set out in Section 5.1; and
- (i) the 10 Bay Options are not being issued under, or to fund, a reverse takeover.

8. RESOLUTIONS 9 TO 14 – APPROVAL TO ISSUE SECURITIES TO OAKLEY CAPITAL PARTNERS PTY LTD

8.1 Background

8.1.1 February Placement (Resolution 9)

As announced on 21 February 2024, the Company secured firm commitments from unrelated professional and sophisticated placement participants to raise approximately \$1,084,370 (before costs) through the issue of 106,415,113 Shares at an issue price of \$0.01019 per Share (pre-Consolidation basis) (**February Placement Shares**), and subject to Shareholder approval, two free attaching Options, in a new class of Options, exercisable at \$0.3 (post-Consolidation basis) and expiring on before five (5) years from the date issue (**New Options**), for every one February Placement Share subscribed and issued (**February Placement**).

Oakley Capital Partners Pty Ltd (ACN 663 165 839) (**Oakley**) acted as lead manager to the February Placement under a transaction mandate (**Oakley Corporate Advisory Mandate**), pursuant to which, the Company agreed to:

- (a) pay Oakley a 6% cash fee on the gross cash amount raised by Oakley under the February Placement; and
- (b) issue Oakley (or its nominee/s) 833,333 Shares (post-Consolidation basis) (**February Broker Shares**) and 833,333 New Options (post-Consolidation basis) (**February Broker Options**) (together, **February Broker Securities**),

being the subject of Resolution 9.

8.1.2 Cash Fee Conversion (Resolution 10)

As announced on 21 February 2024, the Company and Oakley negotiated and agreed that the 6% cash fee payable under the Placement would be satisfied by, subject to Shareholder approval, the issue of the following Securities in lieu of the cash fee:

- (a) 166,830 Shares at an issue price of \$0.3057 per Share (post-Consolidation basis), on the same terms as the February Placement Shares (**Cash Fee Shares**); and
- (b) 166,830 New Options, on the basis of one free attaching Option for every Cash Fee Share issued (**Cash Fee Options**),

(together, **Cash Fee Securities**), being the subject of Resolution 10.

8.1.3 Out of scope services (Resolutions 11 to 13)

Oakley has provided the following services to the Company that is considered out of scope of Oakley's standard engagement under the Oakley Corporate Advisory Mandate:

- (a) assisting with managing short-term loans and financing during the period of March to May, in consideration for these services, the Company has agreed to issue Oakley (or its nominee/s), subject to Shareholder approval, 833,333 Shares and 833,333 free attaching New Options (post-Consolidation basis) (being the subject of Resolution 11);
- (b) assisting with corporate advisory services in relation to asset divestment, acquisition and new debt funding during the period of March to May, in consideration for these services, the Company has agreed to issue Oakley (or its nominee/s), subject to Shareholder approval, 1,666,667 Shares and 1,666,667 free attaching New Options (post-Consolidation basis) (being the subject of Resolution 12); and
- (c) various corporate advisory services including securing short-term loans, negotiations with lenders, managing debt holders, consulting services and business development, during the period of March to May, in consideration for these services, the Company has agreed to issue Oakley (or its nominee/s), subject to Shareholder approval, 1,333,333 Shares and 1,333,333 free attaching New Options (post-Consolidation basis) (being the subject of Resolution 13),

(together, **Corporate Services Securities**).

The Shares comprising the Corporate Services Securities will be issued at a deemed issue price calculated at a 10% discount to the volume-weighted-average (**VWAP**) over the last 10 trading days prior to the date of issue.

Noting the Company's preference to preserve its cash reserves, Oakley has agreed to accept an allocation of the Corporate Services Securities in consideration for the above out of scope services.

8.1.4 April Placement (Resolution 14)

As announced on 9 April 2024, the Company secured firm commitments from unrelated professional and sophisticated placement participants to raise approximately \$796,000 (before costs) through the issue of 180,090,498 Shares at an issue price of \$0.00442 per Share (pre-Consolidation basis) (**April Placement**).

Oakley acted as lead manager to the April Placement under the Oakley Corporate Advisory Mandate, pursuant to which, the Company agreed to:

- (a) pay Oakley a 6% cash fee on the gross cash amount raised by Oakley under the April Placement; and
- (b) Issue Oakley (or its nominee/s) 666,666 Shares (post-Consolidation basis) (being the subject of Resolution 14) (**April Broker Shares**).

8.2 Summary of Resolutions 9 to 14

The Company seeks Shareholder approval for the issue of the following to Oakley (or its nominee/s):

- (a) the issue of the February Broker Securities (Resolution 9);
 - (b) the issue of the Cash Fee Securities (Resolution 10);
 - (c) the issue of the Corporate Services Securities (Resolutions 11 to 13); and
 - (d) the issue of the April Broker Shares (Resolution 14),
- (together, the **Oakley Securities**).

8.3 Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the Oakley Securities falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

8.4 Technical information required by Listing Rule 14.1A

If Resolutions 9 to 14 are passed, the Company will be able to proceed with the issue of the Oakley Securities. In addition, the issue of the Oakley Securities will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolutions 9 to 14 are not passed, the Company will not be able to proceed with the issue of the Oakley Securities and the cash equivalent of fees will be payable to Oakley which is likely to have a material effect on the Company's available cash position.

8.5 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolutions 9 to 14:

- (a) the Oakley Securities will be issued to Oakley (or its nominee/s);
- (b) the maximum number of Oakley Securities to be issued to Oakley (or its nominee/s) is 5,500,161.00 Shares and 4,833,497 Options (post-Consolidation basis), comprising:
 - (i) 833,333 Shares and 833,333 New Options (post-Consolidation basis) (Resolution 9);
 - (ii) 166,830 Shares and 166,830 New Options (post-Consolidation basis) (Resolution 10);
 - (iii) 833,333 Shares and 833,333 Options (post-Consolidation basis) (Resolution 11);
 - (iv) 1,666,667 Shares and 1,666,667 Options (post-Consolidation basis) (Resolution 12);

- (v) 1,333,333 Shares and 1,333,333 Options (post-Consolidation basis) (Resolution 13); and
- (vi) 666,666 Shares (post-Consolidation basis) (Resolution 14);
- (c) the Shares comprising the Oakley Securities will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Options comprising the Oakley Securities will be issued on the same terms as the New Options to be issued under the February Placement, the terms and conditions of which are set out in Schedule 1;
- (e) the Oakley Securities will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated the Oakley Securities will be issued on the same date;
- (f) the Shares comprising the Oakley Securities (other than the Cash Fee Securities) will be issued for nil issue price (deemed issue price equal to 10% discount to the 10 trading days prior to the issue of the Shares) and the Cash Fee Securities will be issued at an issue price of \$0.3057 per Cash Fee Share (post-Consolidation basis), in consideration for the various services noted in Section 8.1. The Options comprising the Oakley Securities will be issued for nil consideration, free attaching to Share (other than the April Broker Shares). The Company will not receive any other consideration for the issue of the Oakley Securities, other than on the exercise of the Options;
- (g) the purpose of the issue of the Oakley Securities is to satisfy the Company's repayment obligations as set out in Section 8.1; above;
- (h) the February Broker Securities and April Broker Shares are being issued under the Oakley Corporate Advisory Mandate, respectively, a summary of which is set out in Schedule 2. The remainder of the Oakley Securities are not issued under a formal agreement; and
- (i) voting exclusion statements are included in Resolutions 9 to 14 of the Notice.

8.6 Corporate Services Securities Worked Examples

To calculate the maximum value of the Shares comprising the Corporate Services Securities pursuant to Resolutions 11 to 13, the table below uses values of \$0.130, \$0.195 and \$0.065 (post-Consolidation basis), being the VWAP for Shares on the 10 trading days on which sales in Shares were recorded before 29 April 2024 and the volume weighted prices which are 50% higher and 50% lower than that price. To calculate the maximum value of the Shares comprising the Corporate Services Securities that may be issued under Resolutions 11 to 13, discounted figures of \$0.117, \$0.176 and \$0.059, have been used, being an issue price, which is 10% of the VWAP.

Resolution 11

VWAP	VWAP Discount (10% of VWAP)	Number of Shares Pursuant to Resolution 11	Maximum Value of Shares
\$0.195	\$0.176	833,333	\$146,666.608
\$0.130	\$0.117	833,333	\$97,499.961
\$0.065	\$0.059	833,333	\$49,166.647

Resolution 12

VWAP	VWAP Discount (10% of VWAP)	Number of Shares Pursuant to Resolution 12	Maximum Value of Shares
\$0.195	\$0.176	1,666,667	\$293,333.392
\$0.130	\$0.117	1,666,667	\$195,000.039
\$0.065	\$0.059	1,666,667	\$98,333.353

Resolution 13

VWAP	VWAP Discount (10% of VWAP)	Number of Shares Pursuant to Resolution 13	Maximum Value of Shares
\$0.195	\$0.176	1,333,333	\$234,666.608
\$0.130	\$0.117	1,333,333	\$155,999.961
\$0.065	\$0.059	1,333,333	\$78,666.647

Notes:

1. Based on post-Consolidation basis.
2. Rounded to the nearest whole number.
3. The Company notes that the above workings are an example only and the actual issue price may differ. Accordingly, the maximum value of Shares may differ.

9. BACKGROUND TO RESOLUTIONS 15 TO 18

The Company's former lender, SBC Global Investment Fund (**SBC**), has assigned its rights and obligations under the existing two tranche convertible notes (**Convertible Notes**) (refer to announcements dated 13 March 2023 and 2 June 2023 for further information relating to the Convertible Notes) to LTC Long Short Fund Pty Ltd (**LTC**) (**Assignment**) under a deed (**Assignment Deed**).

A summary of the Convertible Notes is set out in Schedule 3.

Pursuant to the Assignment Deed, the Company has agreed to issue:

- (a) 333,333 Shares (post-Consolidation basis) (at a deemed issue price of \$0.09 (post-Consolidation basis) to SBC in consideration for releasing the Company from obligations owed to SBC (**SBC Shares**) (being the subject of Resolution 15); and

- (b) 1,333,333 Shares (post-Consolidation basis) (at a deemed issue price of \$0.09 (post-Consolidation basis) to LTC in consideration for entering into the Assignment (**Assignment Shares**) (being the subject of Resolution 16).

Further, the Company agreed with LTC to repay accrued and penalty interest of \$240,000 under the Convertible Notes (**Interest Payment**) in Shares, calculated at an issue price calculated at a 10% discount to the VWAP over the last 10 trading days prior to the date of issue (**Interest Shares**) (subject of Resolution 17).

Subsequently, the Company and LTC have agreed to extend the maturity date of the Convertible Notes until 31 December 2024 (**Extension**). In consideration for the Extension, the Company has agreed to issue LTC \$240,000 worth of Shares calculated at an issue price calculated at a 10% discount to the VWAP over the last 10 trading days prior to the date of issue (**Extension Shares**) (subject of Resolution 18).

10. RESOLUTION 15 – APPROVAL TO ISSUE SHARES TO SBC

10.1 General

As set out in Section 10.1, the Company seeks Shareholder approval for the issue of the SBC Shares to SBC.

A summary of Listing Rule 7.1 is set out in Section 8.3 above.

The proposed issue of the SBC Shares does not fit within any of the exceptions set out in Listing Rule 7.2. While the issue does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching that rule, the Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval pursuant to Listing Rule 7.1 so that it does not use up any of its 15% placement capacity under Listing Rule 7.1.

10.2 Technical information required by Listing Rule 14.1A

If Resolution 15 is passed, the Company will be able to proceed with the issue of the SBC Shares. In addition, the issue of the SBC Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 15 is not passed, the issue of the SBC Shares can still proceed but it will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for 12 months following the issue.

Resolution 15 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the SBC Shares.

10.3 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 15:

- (a) the SBC Shares will be issued to SBC (or its nominee/s);
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:

- (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
- (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of SBC Shares to be issued is 333,333 (post-Consolidation basis). The SBC Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the SBC Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the SBC Shares will occur on the same date;
- (e) the SBC Shares will be issued at a nil issue price (at a deemed issue price of \$0.09 (post-Consolidation basis), in consideration as a release consideration under the Assignment Deed as set out in Section 10.1;
- (f) the purpose of the issue of the SBC Shares is to satisfy the Company's obligations under the Assignment Deed;
- (g) the SBC Shares are being issued to SBC under the Assignment Deed. A summary of the material terms of the Assignment Deed is set out in Section 10.1; and
- (h) the SBC Shares are not being issued under, or to fund, a reverse takeover.

11. RESOLUTIONS 16 TO 18 – SHAREHOLDER APPROVALS TO ISSUE SHARES TO LTC LONG SHORT FUND PTY LTD

11.1 General

As set out in Section 10.1, the Company seeks Shareholder approval for the issue of the Assignment Shares, Interest Shares and Extension Shares (together, the **LTC Shares**) to LTC.

A summary of Listing Rule 7.1 is set out in Section 8.3 above.

The proposed issue of the LTC Shares does not fit within any of the exceptions set out in Listing Rule 7.2. While the issue does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching that rule, the Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval pursuant to Listing Rule 7.1 so that it does not use up any of its 15% placement capacity under Listing Rule 7.1.

11.2 Technical information required by Listing Rule 14.1A

If Resolutions 16 to 18 are passed, the Company will be able to proceed with the issue of the LTC Shares. In addition, the issue of the LTC Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolutions 16 to 18 are not passed, the issue of the LTC Shares can still proceed but it will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for 12 months following the issue.

Resolutions 16 to 18 seek Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the LTC Shares.

11.3 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolutions 16 to 18:

- (a) the LTC Shares will be issued to LTC as follows:
 - (i) 1,333,333 Assignment Shares (post-Consolidation basis) pursuant to Resolution 16;
 - (ii) the number of Interest Shares, when multiplied by the issue price, will be equal to \$240,000, pursuant to Resolution 17; and
 - (iii) the number of Extension Shares, when multiplied by the issue price, will be equal to \$240,000, pursuant to Resolution 18;
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of LTC Shares to be issued is 1,333,333 (post-Consolidation basis) plus that number of Shares which, when multiplied by the issue price, equals \$480,000;
- (d) the LTC Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the LTC Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the LTC Shares will occur on the same date;
- (f) the Assignment Shares will be issued at a nil issue price (at a deemed issue price of \$0.09 (post-Consolidation basis), in consideration for entering into the Assignment Deed as set out in Section 10.1. The issue price of the Interest Shares and Extension Shares will be equal to a 10% discount of the VWAP calculated over the 10 trading days on which trades in Shares were recorded immediately before the date on which the LTC Shares are issued. The Company will not receive any other consideration for the issue of the LTC Shares;
- (g) the purpose of the issue of the Assignment Shares is to incentivise LTC to enter into the Assignment Deed. The purpose of the issue of the Interest

Shares and Extension Shares are to satisfy the Company's obligations to the Interest Payment and Extension, respectively;

- (h) the Assignment Shares are being issued to LTC under the Assignment Deed. A summary of the material terms of the Assignment Deed is set out in Section 10.1. The Interest Shares and Extension Shares are not being issued under an agreement; and
- (i) the LTC Shares are not being issued under, or to fund, a reverse takeover.

11.4 Dilution

Set out below are worked examples of the number of Interest Shares and Extension Shares that may be issued under each Resolutions 17 and 18 based on an assumed issue prices of \$0.18, \$0.27 and \$0.09 per SBC Share (post-Consolidation basis), being a 10% discount to the VWAP for Shares on the 10 trading days on which sales in Shares were recorded before 12 April 2024 and the volume weighted prices which are 50% higher and 50% lower than that price.

Interest Shares (Resolution 17) / Extension Shares (Resolution 18)

Assumed issue price	Maximum number of Interest Shares / Extension Shares which may be issued ^{1,2}	Current Shares on issue as at the date of this Notice ^{1,2}	Increase in the number of Shares on issue assuming the Company issued the maximum amount pursuant to Resolution 17 / Resolution 18 ^{1,3}	Dilution effect on existing Shareholders
\$0.270	222,222	17,939,770	18,161,992	1.22%
\$0.180	333,333	17,939,770	18,273,103	1.82%
\$0.090	666,667	17,939,770	18,606,437	3.58%

Notes:

- Based on post-Consolidation basis.
- Rounded to the nearest whole number.
- Based on 17,939,770 Shares on issue (post-Consolidation basis) and this table assumes no Options are exercised, no Convertible Securities are converted or additional Shares are issued.
- The Company notes that the above workings are an example only and the actual issue price may differ. This will result in the maximum number of Shares to be issued and the dilution percentage to also differ.

12. RESOLUTION 19 – APPROVAL TO ISSUE SALARY SHARES TO MR BRETT AYERS

12.1 General

The Company has entered into a consulting agreement with impACTIVE employee, Mr Brett Ayers (**Consulting Agreement**). Pursuant to the Consulting Agreement, one quarter of Mr Ayers' salary (C\$25,000) will be converted into Shares at an issue price calculated at a 10% discount to the VWAP over the last 7 days prior to the date of issue (**Salary Shares**).

A summary of the Consulting Agreement is set out below:

Services	Mr Ayers will provide consulting services to the Company, including management of the ImpACTIVE CBD business and shareholder and investor relations services.
Term	Will continue until terminated. Each party may terminate with 90 days' written notice to the other party.
Fees	C\$100,000, which may be payable via the issue of Shares, at a 10% discount to the VWAP for the 7 days preceding the issue of the Shares and subject to Shareholder approval.
Interest	Interest of 5% or maximum rate enforceable under applicable Canadian law, whichever is lower, is payable on any overdue amounts.

The quarter applies to the three (3) months following Shareholder approval.

Resolution 19 seeks Shareholder approval for the issue of the Salary Shares.

12.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 8.3 above.

The proposed issue of the Salary Shares falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

12.3 Technical information required by Listing Rule 14.1A

If Resolution 19 is passed, the Company will be able to proceed with the issue of the Salary Shares. In addition, the issue of the Salary Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 19 is not passed, the Company will not be able to proceed with the issue of the Salary Shares. The Company may settle the fees under the Consulting Agreement in cash which may not be as cost effective for the Company.

Resolution 19 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Salary Shares.

12.4 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 19:

- (a) the Salary Shares will be issued to Mr Ayers (or his nominee/s)
- (b) the maximum number of Salary Shares is the number of Shares when multiplied by the issue price, will be up to C\$25,000;
- (c) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and

- (ii) issued more than 1% of the issued capital of the Company;
- (d) the Salary Shares will be issued to convert one-quarter of Mr Ayers' salary (C\$25,000) into Shares;
- (e) the current total remuneration package for Mr Ayers is C\$100,000. There will not be any change to Mr Ayers' total remuneration package as one-quarter of the his salary will be converted into Shares;
- (f) the Salary Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (g) the Salary Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Salary Shares will occur on the same date;
- (h) the deemed issue price of the Salary Shares will be equal to a 10% discount of the VWAP calculated over the 10 trading days on which trades in Shares were recorded immediately before the date on which the Salary Shares are issued;
- (i) the Company will not receive any other consideration in respect of the issue of the Salary Shares other than Mr Ayers services as an employee of impACTIVE;
- (j) the purpose of the issue of the Salary Shares is to preserve the cash reserves of the Company by converting Mr Ayers' salary into equity;
- (k) the Salary Shares are being issued under the Consulting Agreement as set out in Section 12.1; and
- (l) the Salary Shares are not being issued under, or to fund, a reverse takeover.

12.5 Dilution

Set out below are worked examples of the number of Salary Shares that may be issued under Resolution 19 based on an assumed issue prices of \$0.18, \$0.27 and \$0.09 per Salary Share (post-Consolidation basis), being a 10% discount to the VWAP for Shares on the 10 trading days on which sales in Shares were recorded before 12 April 2024 and the volume weighted prices which are 50% higher and 50% lower than that price.

Assumed issue price	Maximum number of Salary Shares which may be issued ^{1,2}	Current Shares on issue as at the date of this Notice ^{1,2}	Increase in the number of Shares on issue assuming the Company issued the maximum amount pursuant to Resolution 19 ^{1,3} (FX CAD\$1:A\$1.12) ⁵	Dilution effect on existing Shareholders
\$0.270	104,630	17,939,770	18,044,400	0.58%
\$0.180	156,944	17,939,770	18,096,714	0.87%
\$0.090	313,889	17,939,770	18,253,659	1.72%

Notes:

1. Based on post-Consolidation basis.

2. Rounded to the nearest whole number.
3. Based on 17,939,770 Shares on issue (post-Consolidation basis) and this table assumes no Options are exercised, no convertible securities are converted or additional Shares are issued.
4. Calculated on a CAD:AUD conversion price of CAD\$1:AUD\$1.12.
5. The Company notes that the above workings are an example only and the actual issue price may differ. This will result in the maximum number of Shares to be issued and the dilution percentage to also differ.

13. RESOLUTION 20 – APPROVAL TO ISSUE SHARES TO HARMONICA, INC.

13.1 General

The Company received Shareholder approval to issue Harmonica, Inc. (**Harmonica**) 8,222,222 Shares (on a pre-Consolidation basis) in lieu of cash amounts outstanding at its general meeting held on 18 October 2023. On 16 November 2023, the Company issued the Shares.

Due to the Company undertaking large amounts of corporate activity, the Company was unable to issue the Shares to Harmonica shortly following the general meeting. Consequently, the delay in issuing the Shares resulted in Harmonica receiving Shares that had declined in value at the time of issuance. Subsequently, Harmonica raised significant discontent to the delay in the issue of the Shares.

The Company has since entered into negotiations with Harmonica to rectify the situation. As part of the negotiations, the Company agreed to issue Harmonica an additional \$35,000 worth of Shares (**Delay Shares**) at an issue price calculated on the 20-day VWAP on the date prior to issue of the Delay Shares (**Delay**). The value of the Delay Shares is less than the amount Harmonica lost by the delay of the issuance of Shares. For avoidance of doubt, the Company did not breach any agreement by the delayed issue of the Shares.

Harmonica provides digital marketing services to the Company.

Resolution 20 seeks Shareholder approval for the issue of the Delay Shares.

13.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 8.3 above.

The proposed issue of the Delay Shares falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

13.3 Technical information required by Listing Rule 14.1A

If Resolution 20 is passed, the Company will be able to proceed with the issue of the Delay Shares. In addition, the issue of the Delay Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 20 is not passed, the Company will not be able to proceed with the issue of the Delay Shares. The Company may settle any matters relating to the Delay in cash which may not be as cost effective for the Company.

Resolution 20 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Delay Shares.

13.4 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 20:

- (a) the Delay Shares will be issued to Harmonica (or its nominee/s);
- (b) the maximum number of Delay Shares is the number of Shares when multiplied by the issue price, will be up to \$35,000;
- (c) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (d) the Delay Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Delay Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Delay Shares will occur on the same date;
- (f) the deemed issue price of the Delay Shares will be the closing price on the trading day before the date on which the Delay Shares are issued;
- (g) the Company will not receive any other consideration in respect of the issue of the Delay Shares;
- (h) the purpose of the issue of the Delay Shares is to satisfy any concerns relating to the Delay;
- (i) the Delay Shares are not being issued under an agreement; and
- (j) the Delay Shares are not being issued under, or to fund, a reverse takeover.

13.5 Dilution

Set out below are worked examples of the number of Delay Shares that may be issued under Resolution 20 based on an assumed issue prices of \$0.189, \$0.284 and \$0.095 per Delay Share (post-Consolidation basis), being the closing price of Shares recorded before 12 April 2024 and the volume weighted prices which are 50% higher and 50% lower than that price.

Assumed issue price	Maximum number of Delay Shares which may be issued ^{1,2}	Current Shares on issue as at the date of this Notice ^{1,2}	Increase in the number of Shares on issue assuming the Company issued the maximum amount pursuant to Resolution 20 ^{1,3}	Dilution effect on existing Shareholders
\$0.284	123,457	17,939,770	18,063,227	0.68%
\$0.189	185,185	17,939,770	18,124,955	1.02%
\$0.095	370,370	17,939,770	18,310,140	2.02%

Notes:

1. Based on post-Consolidation basis.
2. Rounded to the nearest whole number.
3. Based on 17,939,770 Shares on issue (post-Consolidation basis) and this table assumes no Options are exercised, no Convertible Securities are converted or additional Shares are issued.
4. The Company notes that the above workings are an example only and the actual issue price may differ. This will result in the maximum number of Shares to be issued and the dilution percentage to also differ.

14. RESOLUTION 21 – APPROVAL TO ISSUE FUTURE PLACEMENT SHARES TO UNRELATED PARTICIPANTS

14.1 General

The Company will undertake a future placement to unrelated participants (**Unrelated Participants**) to raise up to \$3,000,000. Accordingly, the Company is seeking Shareholder approval pursuant to Resolution 21 to issue up to that number of Shares which, when multiplied by the issue price, will raise up to \$3,000,000 (**Future Placement Shares**).

Oakley will be engaged to manage the issue of the Future Placement Shares (**Future Placement**) and will be paid 6% of the gross proceeds raised under the Future Placement (being a fee of up to \$180,000).

14.2 Use of Funds

The table below sets out the Company's intended use of funds raised by the issue of the Future Placement Shares assuming that the Company raises \$3,000,000. These funds are expected to be expended over the 6 to 12 months following the completion of the Future Placement.

	Estimated Timeframe for expenditure	\$	% of funds raised
Business Unit Growth Opportunities ¹	6 to 12 months	\$1,875,000	62.50%
Corporate costs ²	6 to 12 months	\$945,000	31.50%
Costs of the Future Placement ³	Immediately	\$180,000	6.00%
Total		\$3,000,000	100%

1. Comprising of:
 - (a) CEU GMP project at Mernova, which includes further consulting fees in connection with the project, facility adjustments to comply with EU GM regulations, and automation machinery (\$187,500);

- (b) sales and marketing in all divisions (\$1,500,000) including brand awareness activities for further growth at Mernova, increased field force at Health House in both the UK and Australia; and
- (c) investments at Health House Australia relating to the expansion of its vault to allow for additional inventory (\$187,500).
2. Comprising of:
- (a) Payment of ASX and ASIC fees;
- (b) payment for audit services;
- (c) payment for legal and regulatory fees;
- (d) payment for senior management services;
- (e) payment for company secretary fees;
- (f) payment for other corporate engagements; and
- (g) progression of active M&A initiatives.
3. Equal to 6% brokerage fees payable to Oakley.

The above table is a statement of current intentions as of the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis.

In the event that less than the full \$3,000,000 is raised the Company intends to apply the amount ultimately raised to the items above in proportion to the percentages noted above.

14.3 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 8.3 above.

The issue of the Future Placement Shares does not fall within any of the exceptions under Listing Rule 7.2 and whilst the number of Future Placement Shares may not exceed the 15% limit in Listing Rule 7.1, the Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval under Listing Rule 7.1. To do this, the Company is asking Shareholders to approve the issue of the Future Placement Shares under Listing Rule 7.1 so that it does not use up any of the 15% limit on issue equity securities without Shareholder approval set out in Listing Rule 7.1.

14.4 Technical information required by Listing Rule 14.1A

If Resolution 21 is passed, the Company will be able to proceed with the issue of the Future Placement Shares. In addition, the issue of the Future Placement Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 21 is not passed, the Company may be able to proceed with the issue of the Future Placement Shares to the extent that the Company has sufficient placement capacity under Listing Rules 7.1 and 7.1A. If the Company does not have sufficient placement capacity to complete the Future Placement, the Company will have reduced access to funding which may have an impact on its ongoing operations.

Resolution 21 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Future Placement Shares.

14.5 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 21:

- (a) the Future Placement Shares will be issued to the Unrelated Participants, being professional and sophisticated investors who will be identified by the Directors and/or Oakley. The recipients will be identified through a bookbuild process, which will involve the Directors and/or Oakley seeking expressions of interest to participate in the capital raising from nonrelated parties of the Company. The Company confirms that Shareholders who vote in favour of Resolution 21 will be excluded from participating in the Future Placement if Resolution 21 is passed;
- (b) the maximum number of Future Placement Shares to be issued is up to that number of Shares which, when multiplied by the issue price, equals \$3,000,000. The Future Placement Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the issue price of the Future Placement Shares will be equal up to a 30% discount of the 10-day volume weighted average prices calculated over the 10 trading days on which trades in Shares were recorded immediately before the date on which the issue price is agreed by the Company and the recipients of the relevant Future Placement Shares. The Company will not receive any other consideration for the issue of the Future Placement Shares;
- (d) the Future Placement Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Future Placement Shares will occur on the same date;
- (e) the purpose of the issue of the Future Placement Shares is to raise \$3,000,000. The Company intends to apply the funds raised from the issue as set out in Section 14.2;
- (f) the Future Placement Shares are not being issued under an agreement; and
- (g) the Future Placement Shares are not being issued under, or to fund, a reverse takeover.

14.6 Dilution

Set out below is a worked example of the number of Future Placement Shares that may be issued under Resolution 21 based on an assumed issue prices of \$0.12, \$0.18 and \$0.06 per Future Placement Share (post-Consolidation basis), being up to a 30% discount to the volume weighted average price for Shares on the 10 trading days on which sales in Shares were recorded before 12 April 2024 and the volume weighted prices which are 50% higher and 50% lower than that price.

Assumed issue price	Maximum number of Future Placement Shares which may be issued	Current Shares on issue as at the date of this Notice ²	Increase in the number of Shares on issue assuming the Company issued the maximum amount pursuant to Resolution 21 ³	Dilution effect on existing Shareholders
\$0.180	16,666,667	17,939,770	34,606,437	48.16%
\$0.120	25,000,000	17,939,770	42,939,770	58.22%
\$0.060	50,000,000	17,939,770	67,939,770	73.59%

Notes:

1. Based on post-Consolidation basis.
2. Rounded to the nearest whole number.
3. Based on 17,939,770 Shares on issue (post-Consolidation basis) and this table assumes no Options are exercised, no Convertible Securities are converted or additional Shares are issued.
4. The Company notes that the above workings are an example only and the actual issue price may differ. This will result in the maximum number of Shares to be issued and the dilution percentage to also differ.

15. RESOLUTIONS 22 TO 30 – ISSUE OF SHARES TO DEBTORS

15.1 General

The Company has entered into agreements with existing debtors to convert certain current liabilities of \$7,113,820 into new equity via the issuance of stock, at a deemed issue price equal to a 10% discount to the 10-day VWAP on the date of issue.

The Company agreed to issue the number of Shares, when multiplied by the issue price will equal, to the following **Debtors**:

- (a) \$346,468 to Steinepreis Paganin (or its nominee/s) in consideration for legal services provided over the period from Q4 2023 to present (being the subject of Resolution 22);
- (b) \$220,000 to Isidore 14 Pty Ltd <Gibson Family A/C> (or its nominee/s) in consideration for conversion of a loan deed (being the subject of Resolution 23);
- (c) \$854,352 to Corporate Mining Pty Ltd (or its nominee/s) in consideration for conversion of a loan deed (being the subject of Resolution 24);
- (d) \$350,000 to Nandil Pty Limited (or its nominee/s) in consideration for conversion of a loan deed (being the subject of Resolution 25);
- (e) \$200,000 to VBT Pty Ltd (or its nominee/s) in consideration for fees associated with assistance (as authorised representative of State One Stockbroking) on prior capital raises over the period from Q4 2023 to Q1 2024 (being the subject of Resolution 26);
- (f) \$100,000 to Six Degrees Relations Pty Ltd (or its nominee/s) in consideration for media related assistance over the period from Q4 2023 to present (being the subject of Resolution 27);
- (g) \$250,000 to Advisir t/a Report Card Pty Ltd (or its nominee/s) in consideration for investor marketing services over the period from Q1 2024 to present (being the subject of Resolution 28);

- (h) \$200,000 to Azalea Corporate Services Pty Ltd (or its nominee/s) (or its nominee/s) in consideration for company secretarial assistance over the period from Q3 2023 to present (being the subject of Resolution 29); and
- (i) \$300,000 to Noraton Nominees Pty Ltd <The Noraton Super Fund A/C> (or its nominee/s) (or its nominee/s) in consideration for conversion of a loan deed (being the subject of Resolution 30).

A summary of the relevant loan deed, engagements and debts for each of the Debtors are set out in Schedule 5.

Accordingly, the Company seeks Shareholder approval pursuant to Resolutions 22 to 30 for the issue of Shares, when multiplied by the issue price, is equal up to \$7,113,820 (**Debtor Shares**).

15.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 8.3 above.

The issue of the Debtor Shares does not fall within any of the exceptions set out in Listing Rule 7.2 and whilst the number of Debtor Shares may not exceed the 15% limit in Listing Rule 7.1, the Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval under Listing Rule 7.1. To do this, the Company is asking Shareholders to approve the issue of the Debtor Shares under Listing Rule 7.1 so that it does not use up any of the 15% limit on issue equity securities without Shareholder approval set out in Listing Rule 7.1.

15.3 Technical information required by Listing Rule 14.1A

If Resolutions 22 to 30 are passed, the Company will be able to proceed with the issue of the Debtor Shares. In addition, the issue of the Debtor Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolutions 22 to 30 are not passed, the Company will not be able to proceed with the issue of the Debtor Shares. Consequently, the Company may be in default and may need to pay the Debtors the value of the Debtor Shares in cash.

Resolutions 22 to 30 seek Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Debtor Shares.

15.4 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolutions 22 to 30:

- (a) the Debtor Shares will be issued to the Debtors on the proportion set out in Section 15.1;
- (b) the maximum number of Debtor Shares to be issued is up to that number of Shares which, when multiplied by the issue price, equals up to \$7,113,820. The Debtor Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the Debtor Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver

or modification of the Listing Rules) and it is intended that issue of the Debtor Shares will occur on the same date;

- (d) the issue price of the Debtor Shares will be equal to a 10% discount to the 10-day VWAP on the date of issue. The Company will not receive any other consideration for the issue of the Debtor Shares;
- (e) the purposes of the issue of the Debtor Shares are to satisfy the debts as set out in Section 15.1;
- (f) the Debtor Shares are being issued to the Debtors under the engagements as set out in Schedule 5; and
- (g) the Debtor Shares are not being issued under, or to fund, a reverse takeover.

15.5 Dilution

Worked examples of the number of Debtor Shares to be issued under Resolutions 22 to 30 are set out in Schedule 7.

16. RESOLUTION 31 – APPROVAL TO ISSUE SHARES TO EVERBLU CAPITAL PTY LTD – HISTORICAL DEBTS

16.1 General

The Company has agreed with EverBlu Capital Pty Ltd (**EverBlu**) to settle all historical debts owing under the former corporate mandate with EverBlu (**EverBlu Corporate Advisory Mandate**) (as previously announced on 21 January 2020 and 26 March 2021) and outstanding fees for services provided out of scope of the EverBlu Corporate Advisory Mandate, equal to \$825,000 (including GST) into Shares, at a deemed issue price equal to a 10% discount to the 10-day VWAP on the date of issue.

EverBlu provided the following services under the EverBlu Corporate Advisory Mandate:

- (a) lead managing each capital raising, including co-ordinating the offer timetable;
- (b) co-ordinating with the Company's other advisers involved in each capital raise;
- (c) in conjunction with the Company's legal and other professional advisers:
 - (i) providing advice and recommendations on the structure of each capital raising, including terms and pricing, market perception and impact;
 - (ii) assisting with the drafting of the prospectus or other offer document and any other documents required in conjunction with each capital raising;
 - (iii) liaising with the regulatory bodies such as the ASX and ASIC (if required);
- (d) providing advice on and co-ordinating the marketing of the Company and each capital raising to potential investors in each capital raising,

including, without limitation, institutional and broker roadshows, presentations to equity analysts, and publicity to the market generally;

- (e) participating in the due diligence process at the request of the Company;
- (f) conducting and managing a pricing process for each capital raising, having regard to the relevant capital raising structure; and
- (g) providing such other assistance to the Company in relation to each capital raising as agreed in writing from time to time.

The out of scope services that EverBlu provided included debt renegotiation services, consulting services and structuring advice.

Accordingly, the Company is seeking Shareholder approval pursuant to Resolution 31 to issue up to that number of Shares to EverBlu (or its nominee/s) which, when multiplied by the issue price, will equal to \$825,000 (**EverBlu Shares**).

16.2 Listing Rule 10.11

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

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

unless it obtains the approval of its shareholders.

EverBlu is controlled by Mr Adam Blumenthal. Mr Blumenthal resigned as a Director of the Company effective 10 October 2022. Although, Mr Blumenthal has not been a Director of the Company for the last six (6) months, the Company has conceded to ASX that Mr Blumenthal should fall under Listing Rule 10.11.5 to continue to deem Mr Blumenthal as a related party for the purposes of the Listing Rules. Accordingly, EverBlu falls within Listing Rule 10.11.

Consequently, the proposed issue of the EverBlu Shares falls within Listing Rule 10.11.5 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

For avoidance of doubt, the Directors do not consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is required in respect of the issue of the EverBlu Shares because EverBlu is not a related party for the purposes of the Corporations Act.

Resolution 31 seeks Shareholder approval for the issue of the EverBlu Shares under and for the purposes of Listing Rule 10.11.

16.3 Technical information required by Listing Rule 14.1A

If Resolution 31 is passed, the Company will be able to proceed with the issue of the EverBlu Shares to EverBlu within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the EverBlu Shares (because approval is being obtained under Listing Rule 10.11), the issue of the EverBlu Shares will not use up any of the Company's 15% annual placement capacity.

If Resolution 31 is not passed, the Company will not be able to proceed with the issue of the EverBlu Shares to repay historical debts owed under the EverBlu Corporate Advisory Mandate and will be required to pay the debts in cash which may affect the Company's available cash position.

16.4 Technical Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 31:

- (a) the EverBlu Shares will be issued to EverBlu (or its nominee/s), who falls within the category set out in Listing Rule 10.11 for the reasons set out in Section 16.2 above;
- (b) the maximum number of EverBlu Shares to be issued is up to that number of Shares which, when multiplied by the issue price, equals \$825,000. The EverBlu Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the EverBlu Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated the EverBlu Shares will be issued on the same date;
- (d) the issue price of the EverBlu Shares will be equal to a 10% discount to the 10-day VWAP on the date of issue. The Company will not receive any other consideration for the issue of the EverBlu Shares;
- (e) the purpose of the issue of the EverBlu Shares is to satisfy the Company's historical debts owed to EverBlu under the EverBlu Corporate Advisory Mandate and for out of scope services agreement as described in Section 16.1;
- (f) the EverBlu Shares are being issued under an agreement as described in Section 16.1 above; and
- (g) a voting exclusion statement is included in Resolution 31 of the Notice.

16.5 Dilution

Set out below are worked examples of the number of Interest Shares and Extension Shares that may be issued under Resolution 31 based on an assumed issue prices of \$0.18, \$0.27 and \$0.09 per EverBlu Share (post-Consolidation basis), being a 10% discount to the VWAP for Shares on the 10 trading days on which sales in Shares

were recorded before 12 April 2024 and the volume weighted prices which are 50% higher and 50% lower than that price.

Assumed issue price	Maximum number of EverBlu Shares which may be issued ^{1,2}	Current Shares on issue as at the date of this Notice ^{1,2}	Increase in the number of Shares on issue assuming the Company issued the maximum amount pursuant to Resolution 31 ^{1,3}	Dilution effect on existing Shareholders
\$0.270	3,055,556	17,939,770	20,995,326	14.55%
\$0.180	4,583,333	17,939,770	22,523,103	20.35%
\$0.090	9,166,667	17,939,770	27,106,437	33.82%

Notes:

1. Based on post-Consolidation basis.
2. Rounded to the nearest whole number.
3. Based on 17,939,770 Shares on issue (post-Consolidation basis) and this table assumes no Options are exercised, no Convertible Securities are converted or additional Shares are issued.
4. The Company notes that the above workings are an example only and the actual issue price may differ. This will result in the maximum number of Shares to be issued and the dilution percentage to also differ.

17. RESOLUTION 32 – APPROVAL TO ISSUE SHARES TO WILLIAM LAY

17.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue 3,333,333 Shares (on a post-Consolidation basis) (at a deemed issue price of \$0.004 (pre-Consolidation basis) (**Lay Shares**) to Mr William Lay (or his nominee/s) to compensate Mr Lay for his services and ensure on-going retention for his services.

The Company considers that the issue of the Lay Shares will further align the interests of Mr Lay with those of Shareholders, as the Company considers the retention of Mr Lay absolutely critical to the Company's long-term objectives and strategic growth. Accordingly, the Company has included the Lay Shares within Mr Lay's salary package to ensure his retention of services.

The company notes that if Shareholder approval is not obtained for this Resolution 32, it may consider making the payments in cash.

Mr Lay is employed by the Company under a consultancy services agreement pursuant to which Mr Lay agreed to act as Chief Executive Officer and Managing Director (**Consultancy Services Agreement**) as summarised below:

Position	Chief Executive Officer and Managing Director
Term	A four-year term commencing on 17 January 2022, unless terminated prior in accordance with the Consultancy Service Agreement.
Base Salary	CAD\$438,500 per annum (as varied).
Incentive Securities	The Company has previously issued Mr Lay 17,500,000 Performance Rights and 10,000,000 Options pursuant to the consultancy services agreement.

Resolution 32 seeks Shareholder approval for the issue of the Lay Shares to Mr Lay (or their nominee).

17.2 Chapter 2E of the Corporations Act

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

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

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

The issue of the Lay Shares to Mr Lay (or their nominee) constitutes giving a financial benefit and Mr Lay is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Lay who has a material personal interest in Resolution 32) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of the Lay Shares because the agreement to issue the Lay Shares, reached as part of the remuneration package for Mr Lay, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

17.3 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 16.2 above.

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

Resolution 32 seeks the required Shareholder approval for the issue of the Lay Shares under and for the purposes of Listing Rule 10.11.

17.4 Technical information required by Listing Rule 14.1A

If Resolution 32 is passed, the Company will be able to proceed with the issue of the Lay Shares to Mr Lay within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Lay Shares (because approval is being obtained under Listing Rule 10.11), the issue of the Lay Shares will not use up any of the Company's 15% annual placement capacity.

If Resolution 32 is not passed, the Company will not be able to proceed with the issue of the Lay Shares and may need to find alternative means of compensation for Mr Lay's performance.

17.5 Technical Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 32:

- (a) the Lay Shares will be issued to Mr Lay (or their nominee), who falls within the category set out in Listing Rule 10.11.1 as Mr Lay is a related party of the Company by virtue of being a Director;
- (b) the maximum number of Lay Shares to be issued to Mr Lay (on a post-Consolidation basis) is 333,333,333 Shares;
- (c) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Lay Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Lay Shares will occur on the same date;
- (e) the Lay Shares will be issued at a nil issue price (at a deemed issue price of \$0.004 (pre-Consolidation basis)), in consideration for Mr Lay's services as Chief Executive Officer and Managing Director, and to provide a performance linked incentive component in the remuneration package for Mr Lay to motivate and reward their performance as a Director and to provide cost effective remuneration to Mr Lay, enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr Lay;
- (f) the current total remuneration package for Mr Lay is CAD\$438,500, comprising of directors' fees. If the Lay Shares are issued, the total remuneration package of Mr Lay will increase by A\$400,000 to CAD\$794,500, being the value of the Lay Shares (including the value of the Shares with a deemed issue price of \$0.004 (pre-Consolidation basis) and an Australian to Canadian dollar exchange rate of AUD\$1:CAD\$0.89);
- (g) the Lay Shares are being issued to Mr Lay in connection with the Consultancy Services Agreement as described in Section 17.1; and
- (h) a voting exclusion statement is included in Resolution 32 of the Notice.

18. RESOLUTION 33 – APPROVAL TO ISSUE SHARES TO LTC LONG SHORT FUND PTY LTD

18.1 General

The Company has entered into a \$2 million loan facility with LTC (**Loan Facility**), pursuant to which LTC has the right to convert owed monies under the Loan Facility into Shares at a 30% discount to the 20-trading day VWAP prior to the date that LTC exercises its conversion right.

Accordingly, the Company seeks Shareholder approval to issue up to that number of Shares, when multiplied by the issue price, be up to \$2,000,000 (**Loan Facility Shares**).

For avoidance of doubt, the Company will only issue the Loan Facility Shares if LTC elects to exercise its right to convert the monies into Shares before the conclusion

of the Loan Facility's term or the expiry of Shareholder approval, whichever occurs first.

The material terms of the Loan Facility include:

- (a) **Facility size:** \$2,000,000.
- (b) **Interest Rate:** 20% interest p/a on drawn amounts, accrued daily, from date of draw.
- (c) **Term:** 12 months from the date each Loan Tranche is advanced.
- (d) **Establishment and Facility Fees:** \$100,000 (to be deducted from the 1st monies advanced) and \$200,000 payable in Shares (at an issue price equal to 10-day VWAP as calculated up to the day prior to the 1st monies being advanced).
- (e) **Conversion right:** LTC may convert outstanding monies into Shares at 30% discount to the 20-trading day VWAP prior to the date LTC exercises its conversion right.
- (f) **Security:** Loan is unsecured.

18.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 8.3 above.

The issue of the Loan Facility Shares does not fall within any of the exceptions set out in Listing Rule 7.2 and whilst the number of Loan Facility Shares may not exceed the 15% limit in Listing Rule 7.1, the Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval under Listing Rule 7.1. To do this, the Company is asking Shareholders to approve the issue of the Loan Facility Shares under Listing Rule 7.1 so that it does not use up any of the 15% limit on issue equity securities without Shareholder approval set out in Listing Rule 7.1.

18.3 Technical information required by Listing Rule 14.1A

If Resolution 33 is passed, the Company will be able to proceed with the issue of the Loan Facility Shares. In addition, the issue of the Loan Facility Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 33 is not passed, the Company may not be able to proceed with the issue of the Loan Facility Shares and may be in breach of its obligations under the Loan Facility.

18.4 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 33:

- (a) the Loan Facility Shares will be LTC (or its nominee/s);

- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:
- (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Loan Facility Shares to be issued is up to that number of Shares which, when multiplied by the issue price, equals \$2,000,000. The Loan Facility Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Loan Facility Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Loan Facility Shares will occur on the same date;
- (e) the issue price of the Loan Facility Shares will be equal to a 30% discount to the 20-trading day VWAP prior to the date that LTC exercises its conversion right. The Company will not receive any other consideration for the issue of the Loan Facility Shares;
- (f) the purpose of the issue of the Loan Facility Shares is to satisfy the Company's obligations under the Loan Facility;
- (g) the Loan Facility Shares are being issued to LTC under the Loan Facility. A summary of the material terms of the Loan Facility is set out in Section 18.1; and
- (h) the Loan Facility Shares are not being issued under, or to fund, a reverse takeover.

18.5 Dilution

Set out below are worked examples of the number of Loan Facility Shares that may be issued under Resolution 33 on an assumed issue prices of \$0.12, \$0.18 and \$0.06 per Loan Facility Share (post-Consolidation basis), being a 30% discount to the VWAP for Shares on the 10 trading days on which sales in Shares were recorded before 12 April 2024 and the volume weighted prices which are 50% higher and 50% lower than that price.

Assumed issue price	Maximum number of Loan Facility Shares which may be issued ^{1,2}	Current Shares on issue as at the date of this Notice ^{1,2}	Increase in the number of Shares on issue assuming the Company issued the maximum amount pursuant to Resolution 33 ^{1,3}	Dilution effect on existing Shareholders
\$0.180	11,111,111	17,939,770	29,050,881	38.25%
\$0.120	16,666,667	17,939,770	34,606,437	48.16%
\$0.060	33,333,333	17,939,770	51,273,103	65.01%

Notes:

1. Based on post-Consolidation basis.

2. Rounded to the nearest whole number.
3. Based on 17,939,770 Shares on issue (post-Consolidation basis) and this table assumes no Options are exercised, no Convertible Securities are converted or additional Shares are issued.
4. The Company notes that the above workings are an example only and the actual issue price may differ. This will result in the maximum number of Shares to be issued and the dilution percentage to also differ.

19. RESOLUTION 34 – APPROVAL TO ISSUE SHARES TO UNRELATED LENDERS

19.1 Background

The Company has entered into an amended and restated loan agreement with unrelated lenders (**Unrelated Lenders**) in respect of existing loans (**Loans**).

The terms of the Loans is set out in Section 19.2 below. Also refer to announcements dated 1 November 2022 and 15 December 2022 for further details of the Loans.

Pursuant to the Loans, the Company must at a minimum satisfy re-payments of the Loan (**Loan Amount**) by the following re-payment dates:

- (a) 2/3rd of the principal and accrued interest (\$2,934,400) by 15 August 2024, being \$956,267; and
- (b) the remaining 1/3rd of the principal and accrued interest (\$3,006,400) by 30 September 2024, being \$1,002,133,

(each, a **Repayment Date**).

The Company may pay the respective Loan Amounts prior to each of the Repayment Dates, in which case the interest amount payable would be reduced. As such, the Loan Amount that may be payable on the second Repayment Date may be a lower amount. The maximum Loan Amount payable by the Company is an aggregate of \$3,006,400.

Unless another proportion is otherwise mutually agreed between the parties, the Company must pay the Loan Amount in at least 50% cash and the remainder in either a combination in cash and/or Shares on each Repayment Date.

Any issue of Shares under the Loan is subject to Shareholder approval (being the subject of Resolution 34) and will be issued at an issue price equal to a 20% discount to the VWAP over the 20-trading days prior to the date of issue (**Loan Issue Price**), subject to a floor price of \$0.0015 (pre-Consolidation basis).

Accordingly, the Company is seeking Shareholder approval to issue that number of Shares when multiplied by the Issue Price, is up to \$3,006,400.

19.2 Loans

The terms of the Loans are:

- (a) (**Face Value**): Each Loan will have a face value of \$100,000.
- (b) (**Principal**): \$1,920,000
- (c) (**Interest**): 30% per annum, payable quarterly in arrears.

- (d) **(Repayment):**
- (i) 2/3rd of the principal and accrued interest payable by 15 August 2024; and
 - (ii) 1/3rd of the principal and accrued interest payable by 30 September 2024.
- (e) **(Maturity Date):** 30 September 2024.
- (f) **(Security):** The Loans will remain secured by the Security. The Security will be extinguished if and when the Loans are converted or otherwise repaid in full.
- (g) **(Conversion):** At the election of the Lenders, the face value is convertible at any time from the date of issue of the Loans until the Maturity Date.
- (h) **(Redemption):** If a Lender has not elected to convert the Loans on or before the Maturity Date, the Company must repay the face value of the Loans together with any accrued interest on the Maturity Date.

19.3 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 8.3 above.

The proposed issue of the Loan Shares falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

19.4 Technical information required by Listing Rule 14.1A

If Resolution 34 is passed, the Company will be able to proceed with the issue of the Loan Shares. In addition, the issue of the Loan Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 34 is not passed, the Company may not be able to proceed with the issue of the Loan Shares and may have to repay the Loans in cash which may not be as cost effective for the Company.

19.5 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 34:

- (a) the Loan Shares will be issued to the Unrelated Lenders;
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Loan Shares to be issued is up to that number of Shares which, when multiplied by the Issue Price, is up to \$3,006,400,

subject to a floor price of \$0.0015 (pre-Consolidation basis). The Loan Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

- (d) the Loan Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Loan Shares will occur progressively;
- (e) the issue price of the Loan Shares will be equal to the Loan Issue Price. The Company will not receive any other consideration for the issue of the Loan Shares;
- (f) the purpose of the issue of the Loan Shares is to allow the Company to repay the Loans amount in Shares as described in Section 19.1;
- (g) the Loan Shares are being issued to the Unrelated Lenders under the Loans. A summary of the material terms of the Loans is set out in Section 19.2; and
- (h) the Loan Shares are not being issued under, or to fund, a reverse takeover.

19.6 Dilution

Set out below is a worked example of the number of Loan Shares that may be issued under Resolution 34 based on an assumed issue prices of \$0.15, \$0.075 and \$0.225 per Loan Share (on a post-Consolidation basis), being the 20% discount to the VWAP for Shares on the 10 days on which sales in Shares were recorded before 12 April 2024, and the prices which are 50% higher and 50% lower than that price.

Assumed issue price	Maximum number of Loan Shares which may be issued ^{1,2}	Current Shares on issue as at the date of this Notice ²	Increase in the number of Shares on issue assuming the Company issued the maximum amount pursuant to Resolution 34 ³	Dilution effect on existing Shareholders
\$0.2250	13,361,778	17,939,770	31,301,548	42.69%
\$0.15	20,042,667	17,939,770	37,982,437	52.77%
\$0.075	40,085,333	17,939,770	58,025,103	69.08%

Notes:

1. Based on post-Consolidation basis.
2. Rounded to the nearest whole number.
3. Based on 17,939,770 Shares on issue (post-Consolidation basis) and this table assumes no Options are exercised, no Convertible Securities converted or additional Shares issued, other than the maximum number of Shares which may be issued pursuant to Resolution 34 (based on the assumed issue prices set out in the table).
4. The Company notes that the above workings are an example only and the actual issue price may differ. This will result in the maximum number of Shares to be issued and the dilution percentage to also differ.

20. RESOLUTION 35 – APPROVAL OF 7.1A MANDATE

20.1 General

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

However, under Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. The Company is an eligible entity for these purposes.

As at the date of this Notice, the Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$2,152,773 (based on the number of Shares on issue and the closing price of Shares on the ASX on 12 April 2024).

Resolution 35 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

For note, a special resolution is a resolution requiring at least 75% of votes cast by shareholders present and eligible to vote at the meeting in favour of the resolution.

If Resolution 35 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 35 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A, and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

20.2 Technical information required by Listing Rule 7.1A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 35:

(a) Period for which the 7.1A Mandate is valid

The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:

- (i) the date that is 12 months after the date of this Meeting;
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

(b) **Minimum price**

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 trading days of the date in Section 20.2(b)(i), the date on which the Equity Securities are issued.

(c) **Use of funds raised under the 7.1A Mandate**

The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for:

- (i) advancing the Company's existing operations and potential future operations, including the development, marketing and distribution of animal health products, CBD, recreational cannabis and medicinal cannabis and investment in the cannabis cultivation facilities and operations of the Company's existing subsidiaries in Canada, Australia and the UK and the development, marketing and distribution of psychedelics alternative medicines;
- (ii) business development, promotion and marketing services;
- (iii) costs associated with corporate actions, including the costs associated with dual listing on another recognised exchange;
- (iv) the acquisition of new resources, assets and investments (including expenses associated with such an acquisition);
- (v) repayment of debt; and
- (vi) general working capital.

(d) **Risk of Economic and Voting Dilution**

Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 35 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 12 April 2024.

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 7.1A Mandate.

Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Dilution		
			Issue Price		
			\$0.002	\$0.004	\$0.008
			50% decrease	Issue Price	50% increase
		Funds Raised			
Current	538,193,124 Shares	53,819,312 Shares	\$107,638	\$215,277	\$322,915
50% increase	807,289,686 Shares	80,728,968 Shares	\$161,457	\$322,915	\$484,373
100% increase	1,076,386,248 Shares	107,638,624 Shares	\$215,277	\$430,554	\$645,831

*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 (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently 538,193,124 Shares on issue (on pre-Consolidation basis).
2. The issue price set out above is the closing market price of the Shares on the ASX on 12 April 2024 (being \$0.004) (on pre-Consolidation basis).
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options or Convertible Securities are exercised into Shares before the date of issue of the Equity Securities.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

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(e) **Allocation policy under the 7.1A Mandate**

The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

(f) **Previous approval under Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 31 May 2023 (**Previous Approval**).

During the 12-month period preceding the date of the Meeting, being on and from 31 May 2023, the Company issued 185,907,075 Shares (on a pre-February Consolidation and pre-Consolidation basis) pursuant to the Previous Approval (**Previous Issue**), which represent approximately 7.24% of the total diluted number of Equity Securities on issue in the Company on 31 May 2023, which was 2,567,349,099 (on a pre-February Consolidation and pre-Consolidation basis).

Further details of the issues of Equity Securities by the Company pursuant to Listing Rule 7.1A.2 during the 12 month period preceding the date of the Meeting are set out in Schedule 6.

20.3 Voting Exclusion Statement

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

21. RESOLUTION 36 – CONSOLIDATION OF CAPITAL

21.1 Background

Resolution 36 seeks Shareholder approval to consolidate the Company's issued capital on the basis that:

- (a) every thirty (30) Shares be consolidated into one (1) Share (subject to rounding);
- (b) all Convertible Securities (other than Options) be consolidated in accordance with Listing Rule 7.21 (subject to rounding); and
- (c) all Options be consolidated in accordance with Listing Rule 7.22.1 (subject to rounding).

If approved, the record date for determining the holdings to be affected by the Consolidation will be 5 June 2024 (**Record Date**).

The Company currently has a significant number of Shares on issue, being 538,193,124 Shares as at 12 April 2024. The large number of Securities currently on issue results in a lower 'per share' value, which could lead to a lower demand for Shares from potential new investors (in particular, institutional investors whose mandates prevent investment in shares with a price below a particular threshold).

Accordingly, the Board believes that the Consolidation is in the best interests of Shareholders as it will result in a more appropriate and effective capital structure for the Company and is intended to result in a Share price that is more appealing to a wider range of strategic partnerships and investments, subject to prevailing market conditions.

21.2 Legal requirements

Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number.

Listing Rule 7.20 provides that, if a company proposes to reorganise its capital, it must advise shareholders of certain matters which are set out in Sections 21.3 and 21.6 below. No voting exclusions apply, and all shareholders can vote on the resolution.

Listing Rule 7.21 provides that a listed company which has convertible securities (except options) on issue may only reorganise its capital if, in respect of the convertible securities, the number of its convertible securities or the conversion price, or both, is reorganised so that the holder of the convertible securities will not receive a benefit that holders of ordinary securities do not receive.

Listing Rule 7.22.1 requires that where a listed company with options undertakes a consolidation of its capital, the number of its options must be consolidated in the same ratio as the ordinary capital and the exercise price must be amended in inverse proportion to that ratio.

21.3 Fractional entitlements

Not all security holders will hold that number of Securities which can be evenly divided by twenty. Fractional entitlements will be rounded down to the nearest whole number.

21.4 Taxation

It is not considered that any taxation implications will exist for security holders arising from the Consolidation. However, security holders are advised to seek their own tax advice on the effect of the Consolidation and neither the Company, nor its advisers, accept any responsibility for the individual taxation implications arising from the Consolidation.

21.5 Holding statements

From the date two Business Days after the Effective Date (as set out in the timetable in Section 21.8 below), all holding statements for Securities will cease to have any effect, except as evidence of entitlement to a certain number of Securities on a post-Consolidation basis.

After the Consolidation becomes effective, the Company will arrange for new holding statements for Securities to be issued to holders of those Securities.

It is the responsibility of each security holder to check the number of Securities held prior to disposal or exercise (as the case may be).

21.6 Effect of the Consolidation

In addition to consolidation of the Shares on issue on a thirty (30) to one (1) basis, if the Consolidation is approved, any Convertible Securities in the capital of the Company must also be reorganised in accordance with the terms and conditions of those Convertible Securities and ASX Listing Rule 7.22.1.

Given the Company has a number of Convertible Securities on issue as at the date of this Notice (as set out in Section 21.7 below), the Convertible Securities will be consolidated in the same ratio as the Consolidation of Shares and their respective exercise prices will be amended in inverse proportion to that ratio.

21.7 Effect on capital structure

As at the date of this Notice, the effect which the Consolidation will have on the Company's capital structure is set out in the table below.

	Shares	Listed Options ⁴	Unlisted Options ⁴	Performance Rights	Performance Shares	Convertible Notes
Pre-Consolidation ¹	538,193,124	161,423,032	25,491,267	4,200,000	300,000	25,998
Securities issued under this Notice ²	3,363,809,920	196,004,920	-	-	-	-
<i>Sub-total</i>	3,902,003,044	357,427,952	25,491,267	-	300,000	25,998
Completion of all Resolutions (Post Consolidation)²	130,066,768	11,914,265	849,708	140,000	10,000	866

Notes:

1. As at the date of this Notice.
2. Assuming Resolutions 7 to 34 are passed at this Meeting, and the Securities the subject of those Resolutions are issued prior to the Record Date of the Consolidation.

3. This figure includes the number of Shares that may be issued under Resolutions 17 to 31, 33 and 34 which are an indeterminate number of Shares and accordingly, the number of Shares that may be issued pursuant to Resolutions 17 to 31, 33 and 34 may differ. The Shares the subject of Resolutions 17 to 31, 33 and 34 are based on the closing price of the Company's Shares of \$0.004 on 12 April 2024 (pre-Consolidation basis) and an exchange rate of CAD\$1.12:AUD\$1.
4. The terms of these Options are set out in the table below.
5. Assuming no Shares or Convertible Securities are issued and no exercise or conversion of any Convertible Securities.
6. Subject to rounding.

(a) **Shares**

The Company has 538,193,124 Shares on issue as at the date of this Notice. If Resolution 36 is passed, every thirty (30) Shares on issue will be consolidated into one (1) Share (subject to rounding).

As at the date of this Notice, this will result in the number of Shares currently on issue being reduced from 538,193,124 to 17,939,770 (the number of Shares ultimately on issue post-Consolidation will depend on the rounding of fractional amounts). This assumes no existing Options or Convertible Securities are exercised prior to the Consolidation. If Resolutions 9 to 34 are passed (based on the assumptions set out in Section 21.7 Note 3), the Company will have 3,363,809,920 Shares on issue and this will result in the number of Shares on issue being reduced from 3,363,809,920 to 130,066,768 (subject to rounding).

(b) **Options**

The Company has a total of 186,914,299 Options on issue as at the date of this Notice. If Resolution 36 is passed, in accordance with Listing Rule 7.22, these Options will be consolidated on the same basis as the Shares meaning that every thirty (30) Options on issue will be consolidated into one (1) Option (subject to rounding), with the exercise price of each Option being amended in inverse proportion to the Consolidation ratio.

As at the date of this Notice, this will result in the number of Options on issue being reduced from 186,914,299 to 6,230,476 (the number of Options ultimately on issue post-Consolidation will depend on the rounding of fractional amounts). If Resolutions 7 to 13 are passed, the Company will have 382,919,219 Options on issue and this will result in the number of Options on issue being reduced from 382,919,219 to 12,763,973.

The following table sets out the effect of the Consolidation on the Options currently on issue (subject to rounding):

Options	Pre-Consolidation	Post-Consolidation	Exercise Price post-Consolidation
Listed Options			
MEIO (exercisable at \$0.50 on or before 2 November 2024)	38,981,457	1,299,381	\$15.00

Options	Pre-Consolidation	Post-Consolidation	Exercise Price post-Consolidation
ME1OD (exercisable at \$1.60 on or before 31 January 2027)	66,523,452	2,217,448	\$48.00
ME1OE (exercisable at \$0.12 on or before 13 November 2028)	55,918,123	1,863,937	\$3.60
Unlisted Options			
ME1AAN: Options exercisable at \$5.00 on or before 6 September 2024	500,000	16,666	\$150.00
ME1AAL: Options exercisable at \$3.60 on or before 1 August 2024	600,000	20,000	\$108.00
ME1AAK: Options exercisable at \$3.00 on or before 1 August 2024	600,000	20,000	\$90.00
ME1AAM: Options exercisable at \$3.60 on or before 6 September 2024	500,000	16,666	\$108.00
ME1AAH: Options exercisable at \$0.78 on or before 23 December 2025	1,500,000	50,000	\$23.40
ME1AAI: Options exercisable at \$7.60 on or before 14 July 2024	600,000	20,000	\$228.00
ME1AAP: Options exercisable at \$2.75 on or before 25 October 2024	50,000	1,666	\$82.50
ME1AAT: Options exercisable at \$2.80 on or before 12 June 2024	5,797,079	193,235	\$84.00
ME1AAV: Options exercisable at \$8.00 on or before 28 June 2024	31,312	1,043	\$240.00
ME1AAW: Options exercisable at \$26.80 on or before 28 June 2024	31,312	1,043	\$804.00
ME1AAX: Options exercisable at \$40.00 on or before 28 June 2024	31,312	1,043	\$1,200.00
ME1AAY: Options exercisable at \$53.00 on or before 28 June 2024	31,312	1,043	\$1,590.00
ME1AAZ: Options exercisable at \$0.40 on or before 28 June 2025	82,413	2,747	\$12.00
ME1ABA: Options exercisable at \$7.60 on or before 8 June 2024	1,399,916	46,663	\$228.00

Options	Pre-Consolidation	Post-Consolidation	Exercise Price post-Consolidation
ME1ABC: Options exercisable at \$0.80 on or before 10 October 2024	100,000	3,333	\$24.00
ME1ABB: Options exercisable at \$0.60 on or before 24 August 2024	12,953,911	431,797	\$18.00
ME1ABF: Options exercisable at \$0.44 on or before 16 November 2027	532,700	17,756	\$13.20
ME1ABE: Options exercisable at \$0.44 on or before 30 November 2024	150,000	5,000	\$13.20
Total	186,914,299	6,230,467	-

(c) **Performance Rights**

The Company currently has 4,200,000 performance rights on issue (**Performance Rights**). The Performance Rights are convertible into Shares on the achievement of certain vesting conditions.

The terms of the Performance Rights provide that if the issued capital of the Company is consolidated, all rights of a holder will be changed in a manner consistent with the applicable ASX Listing Rules and the Corporations Act at the time of reorganisation.

If Resolution 36 is passed, in accordance with Listing Rule 7.21, these Performance Rights will be consolidated on the same basis as the Shares meaning that every thirty (30) Performance Rights on issue will be consolidated into one (1) Performance Right (subject to rounding).

As at the date of this Notice, this will result in the number of Performance Rights on issue being reduced from 4,200,000 to 140,000.

(d) **Performance Shares**

The Company currently has 300,000 performance shares on issue (**Performance Shares**).

The terms of the Performance Shares provide that if the issued capital of the Company is reconstructed, all rights of a holder will be changed in a manner consistent with the applicable Listing Rules and Corporations Act at the time of reorganisation.

If Resolution 36 is passed, in accordance with Listing Rule 7.21, these Performance Shares will be consolidated on the same basis as the Shares meaning that every thirty (30) Performance Shares on issue will be consolidated into one (1) Performance Share (subject to rounding).

As at the date of this Notice, this will result in the number of Performance Shares on issue being reduced from 300,000 to 10,000.

(e) **Convertible Notes**

The Company currently has 25,998 convertible notes on issue (**Convertible Notes**).

If Resolution 36 is passed, in accordance with Listing Rule 7.21, these Convertible Notes will be consolidated on the same basis as the Shares meaning that every thirty (30) Convertible Notes on issue will be consolidated into one (1) Convertible Notes (subject to rounding), with the exercise price of each Option being amended in inverse proportion to the ratio. Accordingly, if Resolution 36 is passed, the conversion price of each Convertible Note will be increased in inverse proportion to the Consolidation ratio.

As at the date of this Notice, this will result in the number of Convertible Notes on issue being reduced from 25,998 to 866.

The following table summarises the effect of the Consolidation on the Convertible Notes:

Convertible Notes	Pre-Consolidation	Post-Consolidation	Conversion Price post-Consolidation
Convertible Notes	25,998	866	Adjusted in accordance with the terms of the Convertible Notes

21.8 Indicative timetable*

If Resolution 36 is passed, the Consolidation will take effect in accordance with the following timetable (as set out in Appendix 7A (paragraph 7) of the Listing Rules):

Action	Date
Company announces Consolidation	Wednesday, 1 May 2024
Company sends out the Notice of Meeting	Wednesday, 1 May 2024
Company announces Effective Date of Consolidation	Friday, 31 May 2024
Date of Meeting to approve the Consolidation (Resolution 36 of this Notice) and Effective Date of Consolidation	Friday, 31 May 2024
Last day for pre-Consolidation trading	Monday, 3 June 2024
Post-Consolidation trading commences on a deferred settlement basis	Tuesday, 4 June 2024
Record Date	Wednesday, 5 June 2024
Last day for the Company to register transfers on a pre-Consolidation basis	Wednesday, 5 June 2024
First day for the Company to update its register and send holding statements to security holders reflecting the change in the number of Securities they hold	Thursday, 6 June 2024

Action	Date
Last day for the Company to update its register and to send holding statements to security holders reflecting the change in the number of Securities they hold and to notify ASX that this has occurred	Wednesday, 12 June 2024

GLOSSARY

\$ means Australian dollars.

7.1A Mandate has the meaning given in Section 20.1.

10 Bay Street means 10 Bay Street Capital Investments Pty Ltd (ACN 153 063 935).

10 Bay Conversion has the meaning given in Section 5.1.

10 Bay Debt Shares has the meaning given in Section 5.1.

10 Bay Options has the meaning given in Section 5.1.

10 Bay Securities has the meaning given in Section 5.1.

2023 AGM means the Company's annual general meeting held on 31 May 2023.

Advisir trading as Report Card Pty Ltd (ACN 092 598 859)

April Broker Shares has the meaning given in Section 8.1.4.

April LMM has the meaning given in Section 8.1.4.

April Placement has the meaning given in Section 8.1.4.

ASIC means the Australian Securities & Investments Commission.

Assignment has the meaning given in Section 9.

Assignment Deed has the meaning given in Section 9.

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

Board means the current board of directors of the Company.

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

C\$ or **CAD\$** means Canadian dollars.

Cash Fee Options has the meaning given in Section 8.1.2.

Cash Fee Securities has the meaning given in Section 8.1.2.

Cash Fee Shares has the meaning given in Section 8.1.2.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;

- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Melodiol Global Health Limited (ACN 609 406 911).

Consolidation means the Company's consolidation of its Equity Securities on a 30:1 basis pursuant to Resolution 36 of this Meeting.

Constitution means the Company's constitution.

Consulting Agreement has the meaning given in Section 12.1.

Consultancy Services Agreement has the meaning given in Section 17.1.

Convertible Notes has the meaning given in Section 9.

Convertible Security means an Option, performance right, Convertible Note, performance share and/or any other instrument capable of converting into Shares (as applicable).

Corporate Services Securities has the meaning given in Section 8.1.3.

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

Debtors has the meaning given in Section 15.1.

Delay has the meaning given in Section 13.1.

Delay Shares has the meaning given in Section 13.1.

Directors means the current directors of the Company.

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

EverBlu means EverBlu Capital Pty Ltd (ACN 612 793 683).

EverBlu Corporate Advisory Mandate has the meaning given in Section 16.1.

EverBlu Shares has the meaning given in Section 16.1.

Explanatory Statement means the explanatory statement accompanying the Notice.

Extension has the meaning given in Section 9.

Extension Shares has the meaning given in Section 9.

February Broker Securities has the meaning given in Section 8.1.1.

February Broker Shares has the meaning given in Section 8.1.1.

February Consolidation means the consolidation of the Company's Equity Securities on a 20:1 basis, completed on 2 February 2024.

February LMM has the meaning given in Section 8.1.1.

February Placement Shares has the meaning given in Section 8.1.1.

February Placement has the meaning given in Section 8.1.1.

First Debt Options has the meaning given in Section 5.1.

First Debt Shares has the meaning given in Section 5.1.

Future Placement has the meaning given in Section 14.1.

Future Placement Shares has the meaning given in Section 14.1.

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

Harmonica means Harmonica, Inc.

impActive means Creso impACTIVE Limited (a wholly-owned entity of the Company).

Interest Payment has the meaning given in Section 9.

Interest Shares has the meaning given in Section 9.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Lay Shares has the meaning given in Section 17.1.

Loans has the meaning given in Section 19.1.

Loan Issue Price has the meaning given in Section 19.1.

Loan Facility has the meaning given in Section 18.1.

Loan Facility Shares has the meaning given in Section 18.1.

Listing Rules means the Listing Rules of ASX.

ME1OE Options means the Options currently trading on the ASX under the code 'ME1OE'.

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

New Options has the meaning given in Section 8.1.1 and on the terms and conditions set out in Schedule 1.

Oakley means Oakley Capital Partners Pty Ltd (ACN 663 165 839).

Oakley Corporate Advisory Mandate has the meaning given in Section 8.1.1.

Oakley Securities has the meaning given in Section 8.2.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Performance Rights means a performance right convertible into Shares subject to various vesting conditions.

Proxy Form means the proxy form accompanying the Notice.

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

Salary Shares has the meaning given in Section 12.1.

SBC means SBC Global Investment Fund.

SBC Shares has the meaning given in Section 9.

LTC Shares has the meaning given in Section 11.1.

Second Debt Options has the meaning given in Section 5.1.

Second Debt Shares has the meaning given in Section 5.1.

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

Unrelated Participants has the meaning given in Section 14.1.

Unrelated Lenders means Pentin Pty Ltd <Superannuation A/C>, Briant Nominees Pty Ltd <Briant Super Fund A/C>, Celtic Capital Pty Ltd <The Celtic Capital A/C>, Jaindi Investment Pty Ltd, Saba Nominees Pty Ltd <Saba A/C>, Rotherwood Enterprises Pty Ltd, Klip Pty Ltd <The Beirne Super Fund A/C> and Mr Sheng Dong Qiu.

Variable A means "A" as set out in the formula in Listing Rule 7.1A.2.

VWAP means volume-weighted-average-price.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – TERMS AND CONDITIONS OF NEW OPTIONS, 10 BAY OPTIONS, FEBRUARY BROKER OPTIONS AND CASH FEE OPTIONS

(a) **Entitlement**

Each Option entitles the holder to subscribe for one (1) Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be:

(i) **New Option (10 Bay Options, February Broker Options and Cash Fee Options):** \$0.3 (post-Consolidation basis); and

(ii) **ME1OE Option:** \$2.40 (post-Consolidation basis),

(each, an **Exercise Price**).

(c) **Expiry date**

Each Option will expire at 5:00 pm (WST) on:

(i) **New Option (10 Bay Options, February Broker Options and Cash Fee Options):** the date that is five (5) years from the date of issue; and

(ii) **ME1OE Option:** 13 November 2028,

(each, an **Expiry Date**).

An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

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

(f) **Exercise Date**

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

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

Within 5 Business Days after the latter of the following:

(i) Exercise Date; and

- (ii) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,

but in any case, not later than 20 Business Days after the Exercise Date, the Company will:

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

If a notice delivered under paragraph (g)(iv) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

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

(i) **Reconstruction of capital**

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

(j) **Quotation of Options**

The Company will seek quotation of the Options in accordance with the Listing Rules and Corporations Act, subject to satisfaction of the quotation conditions of the ASX Listing Rule.

(k) **Participation in new issues**

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

(l) **Change in exercise price**

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

(m) **Transferability**

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

(n) **Restriction on sales and transfers under the US Securities Act (ME1OE Options only)**

The ME1OE Options and the Shares have not been registered under the U.S. Securities Act of 1933 or any U.S. State Securities Laws. The holder hereof, by purchase such Securities, agrees for the benefit of the Company that these Securities may be offered, sold, pledged or otherwise transferred only (a) to the Company, (b) outside the United States in compliance with the regulations under the U.S. Securities Act and local laws, including sales of Securities in ordinary transaction on the ASX that are not pre-arranged with a person in the United States, (c) in a transaction that does not require registration under the U.S. Securities Act and in compliance with applicable U.S. state securities laws or (d) pursuant to an effective registration under the U.S. Securities Act.

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SCHEDULE 2- OAKLEY CORPORATE ADVISORY MANDATE

Date	14 February 2024 (Effective Date).
Term	36 months from the Effective Date.
Corporate Advisory Fee	The Company has agreed to pay \$40,000 (plus GST) per month to Oakley (or Oakley's nominees) for corporate advisory services during the term of the Oakley Corporate Advisory Mandate, regardless of whether any capital raising is proposed or has occurred.
Capital Raising Fee	<p>The Company has agreed to pay to Oakley (or Oakley's nominees) 6% (plus GST) of the gross amount raised under each ongoing corporate advisory, equity capital raising, debt capital raising and hybrid capital raising initiative.</p> <p>The Company agrees to issue Oakley (or its nominees) Shares and Options as part of the capital raising fee, with the quantity to be determined on a case-by-case basis.</p>
Reimbursement	<p>The Company agreed to reimburse Oakley for all reasonable expenses incurred in connection with any matter referred to in the Oakley Corporate Advisory Mandate.</p> <p>Prior written approval is required for any individual expense over \$1,500, other than the legal fees.</p>
Termination	<p>The Oakley Corporate Advisory Mandate may be terminated:</p> <ul style="list-style-type: none">(a) with or without cause by Oakley by written notice to the Company, with immediate effect; and(b) by the Company without cause by giving 30 days' notice and paying a break fee equal to the remainder of the Oakley Corporate Advisory Mandate or 12 months of the monthly retainer fee (whichever is greater).
Right of First Refusal	<p>The Company agrees that it will not pursue a capital raising, or obtain services from another firm that are the same or similar to the services being provided by Oakley for a period of 24 months from the date that the engagement of Oakley ends or is otherwise terminated (End Date), without first giving Oakley:</p> <ul style="list-style-type: none">(a) notice of its intention to enter into such transaction; and(b) the opportunity to provide the proposed services on terms substantially similar to the terms set out in the Oakley Corporate Advisory Mandate.
Further Capital Raisings	<p>The Company will be liable to pay Oakley all applicable fees and expenses (as set out above) in respect to any transaction or capital raising entered into by the Company within 36 months of the End Date with a counterparty who was introduced directly or indirectly to the Company by Oakley.</p> <p>A counterparty shall be deemed to have been introduced to the Company by Oakley if the fact that the Company was looking for additional capital or similar services, or for any other reason, is made known to that party by Oakley whether orally, in writing or otherwise through any advertisements or other materials prepared by Oakley. Any party that the Company spoke to 6 months prior to the Effective Date, but re-introduced by Oakley shall be captured under this Oakley Corporate Advisory Mandate for Oakley Capital to be paid a fee.</p>

SCHEDULE 3 – TERMS AND CONDITIONS CONVERTIBLE NOTES

Tranche 1

Number of Tranche 1 Notes	1,700,000.
Purchase Price	\$1.00 per SBC Tranche 1 Note for an aggregate purchase price amount of \$1,700,000.
Face Value	Each SBC Tranche 1 Note will have a face value of \$1.1111 for an aggregate face value of \$1,888,870.
Maturity Date	9 months after the purchase date of the Tranche 1 Notes.
Interest	<p>Interest is payable by the Company to SBC in cash on the Tranche 1 Notes at 8% of the aggregate Face Value with payment due at the same time as the relevant conversion or redemption (which includes conversion or redemption of an Amortisation Amount).</p> <p>For the avoidance of doubt interest is calculated and payable on a full year basis regardless of when the conversion or redemption (which includes conversion or redemption of an Amortisation Amount) occurs during the term of the Tranche 1 Notes.</p>
Conversion of Tranche 1 Notes	<p>SBC may (at its absolute discretion) convert the Tranche 1 Notes at any time prior to the Maturity Date, by giving the Company a conversion notice. The conversion will occur within 2 business days of receipt of the notice.</p> <p>The number of Shares to which SBC Global is entitled upon conversion of the relevant Tranche 1 Notes is determined by the following formula:</p> <p>Number of Shares = FV / CP</p> <p>Where:</p> <ul style="list-style-type: none"> FV means the aggregate Face Value of the Tranche 1 Notes being converted. CP means the applicable conversion price per SBC Tranche 1 Note. The applicable conversion price is set out below. <p>Upon conversion of the Tranche 1 Notes the relevant number of Tranche 1 Notes will be redeemed and the Face Value will reduce.</p>
Conversion by the Company	The Company has no right to require SBC Global to convert any Tranche 1 Notes at any time.
Conversion Price	<p>In respect of the Tranche 1 Notes, the conversion price will be the lower of:</p> <p>(i) \$0.04; or</p> <p>(ii) 150% of the average of the 5 daily volume weighted average prices (VWAP) of the Shares during the 5 trading days on which the Shares traded in the ordinary course of business on the ASX ending on the Purchase Date, rounded down to the nearest \$0.001.</p>
Compulsory Redemption at Maturity	On the Maturity Date (to the extent not redeemed), the Company must redeem the outstanding Tranche 1 Notes by paying the outstanding amount to SBC in cash.
Compulsory Redemption following raising or asset sale	Within 5 business days of the Company group completing a raising or series of raisings, whether by debt, equity or equity-linked securities (including options), or an asset sale or series of assets sales (Redemption Event), the Company must use 35% of the aggregate gross proceeds from such events where the gross proceeds are \$1,250,000 or less or otherwise 50% of the aggregate gross proceeds from such events (Redemption Amount) to redeem Tranche 1 Notes as follows:

	<p>(i) the Company must give written notice to SBC of a Redemption Event at completion of the Redemption Event; and</p> <p>(ii) subject to SBC giving written notice to the Company within 5 business days of receipt of notice from the Company of the Redemption Event requiring the Company to use the Redemption Amount to redeem Tranche 1 Notes, the Company must pay the Redemption Amount to the SBC to redeem the relevant quantity of Tranche 1 Notes (Redemption Notes).</p> <p>Upon the Company doing so, the Redemption Notes will be redeemed and the aggregate total of the Face Value of the outstanding Tranche 1 Notes and all other amounts payable by the Company to SBC in relation to the outstanding Tranche 1 Notes, including accrued interest (Amount Outstanding) will be reduced by the aggregate Face Value of the Redemption Notes. For the avoidance of doubt, if SBC does not give written notice under this clause then the Company is not required to use the Redemption Amount to redeem the Redemption Notes.</p>
<p>Amortisation Payments</p>	<p>Beginning 60 days after the purchase date until the Maturity Date, and every monthly anniversary thereafter (Amortisation Payment Date), the Company must redeem \$250,000 of the outstanding balance of the Tranche 1 Notes (Amortisation Amount) by either:</p> <p>(i) paying the Amortisation Amount in cash; or</p> <p>(ii) issuing Shares, with the value of Shares to be capped at 66% of the average value of Shares traded per trading day over the preceding 12 trading days on which the Shares traded in the ordinary course of business on the ASX, excluding the two most liquid and two least liquid days; or</p> <p>(iii) a combination of cash and Shares.</p> <p>If Shares are issued, the deemed price for the Shares (Amortisation Price) will be the lower of:</p> <p>(i) the Conversion Price and</p> <p>(ii) 93% of the lowest 1-day VWAP during the 10 actual trading days preceding the redemption, rounded down to the nearest \$0.001.</p> <p>If the amortisation is less than the \$0.008 (Minimum Amortisation Price), then the amortisation amount is only payable in cash. While there is an Amortisation Amount outstanding, SBC may in its sole discretion give the Company a conversion notice with the Amortisation Price applying instead of the Conversion Price, in relation to some or all of the Tranche 1 Notes with an aggregate Face Value up to the Amortisation Amount outstanding.</p>
<p>Accelerated Amortisation</p>	<p>The Company and SBC may mutually agree in writing at any time prior to an Amortisation Payment Date to accelerate the payment of up to an aggregate of three Amortisation Amounts during the term of the Tranche 1 Notes. Where the Parties do so, the adjusted Amortisation Amount is due at the earlier of the date agreed by the parties or the next Amortisation Payment Date.</p>
<p>Maximum Share Number</p>	<p>218,976,674 Shares (being the Company's ASX Listing Rule 7.1 capacity) is the maximum number of Shares that the Company may issue on conversion of the Tranche 1 Notes.</p>
<p>Adjustments</p>	<p>Each time when a security structure event (i.e. any consolidation (including Share consolidation), subdivision or pro-rata cancellation of the Company's issued capital or distribution of Shares to holders of its outstanding ordinary shares; which for the avoidance of doubt, does not include a rights offering or a bonus issue) occurs, the Conversion Price, the Minimum Amortisation Price and the Maximum Share Number balance will be reduced or, as the case may be, increased, in the same proportion as the issued capital of the Company is, as the case may be, consolidated, subdivided or cancelled.</p>

	The Conversion Price is also adjusted following issues of equity securities by the Company at an issue price or conversion price below the Conversion Price, to that lower price.
Ranking on Conversion	Shares issued on conversion of the Tranche 1 Notes will rank equally with existing Shares on issue.
Event of Default	<p>If any event of default occurs, the Face Value and Amortisation Amount automatically increases by 10% and by an additional 5% on the occurrence of any further events of default, with such increase, for the avoidance of doubt, continuing to apply despite any later remedy of the event of default or events of default.</p> <p>Unremedied or irremediable events of default shall give SBC the right to call for payment of monies owing (subject to the Face Value uplift) and or terminate the agreement. The agreement is subject to events of default considered customary for a commercial agreement of this type.</p> <p>In addition, the Company must pay interest at a rate of 1% per month on the amount of the Face Value of all Tranche 1 Notes issued which have not been converted or repurchased, accrue daily and compounded monthly until the Company discharges the Amount Outstanding in full or remedies the event of default to the satisfaction of SBC.</p>

Tranche 2

Number of Tranche 2 Notes	800,000.
Purchase Price	\$1.00 per SBC Tranche 2 Note for an aggregate purchase price amount of \$800,000.
Face Value	Each SBC Tranche 2 Note will have a face value of \$1.1111 for an aggregate face value of \$800,880.
Maturity Date	9 months after the purchase date of the Tranche 2 Notes.
Interest	<p>Interest is payable by the Company to SBC Global in cash on the Tranche 2 Notes at 8% of the aggregate Face Value with payment due at the same time as the relevant conversion or redemption (which includes conversion or redemption of an Amortisation Amount).</p> <p>For the avoidance of doubt interest is calculated and payable on a full year basis regardless of when the conversion or redemption (which includes conversion or redemption of an Amortisation Amount) occurs during the term of the Tranche 2 Notes.</p>
Conversion of Tranche 2 Notes	<p>SBC Global may (at its absolute discretion) convert the Tranche 2 Notes at any time prior to the Maturity Date, by giving the Company a conversion notice. The conversion will occur within 2 business days of receipt of the notice.</p> <p>The number of Shares to which SBC Global is entitled upon conversion of the relevant Tranche 2 Notes is determined by the following formula:</p> <p>Number of Shares = FV / CP</p> <p>Where:</p> <ul style="list-style-type: none"> FV means the aggregate Face Value of the Tranche 2 Notes being converted. CP means the applicable conversion price per SBC Tranche 2 Note. The applicable conversion price is set out below. <p>Upon conversion of the Tranche 2 Notes the relevant number of Tranche 2 Notes will be redeemed and the Face Value will reduce.</p>

Conversion by the Company	The Company has no right to require SBC Global to convert any Tranche 2 Notes at any time.
Conversion Price	<p>In respect of the Tranche 2 Notes, the conversion price will be the lower of:</p> <ul style="list-style-type: none"> (i) \$0.04; or (ii) 150% of the average of the 5 daily volume weighted average prices (VWAP) of the Shares during the 5 trading days on which the Shares traded in the ordinary course of business on the ASX ending on the Purchase Date, rounded down to the nearest \$0.001.
Compulsory Redemption at Maturity	On the Maturity Date (to the extent not redeemed), the Company must redeem the outstanding Tranche 2 Notes by paying the outstanding amount to SBC Global in cash.
Compulsory Redemption following raising or asset sale	<p>Within 5 business days of the Company group completing a raising or series of raisings, whether by debt, equity or equity-linked securities (including options), or an asset sale or series of assets sales (Redemption Event), the Company must use 35% of the aggregate gross proceeds from such events where the gross proceeds are \$1,250,000 or less or otherwise 50% of the aggregate gross proceeds from such events (Redemption Amount) to redeem Tranche 2 Notes as follows:</p> <ul style="list-style-type: none"> (i) the Company must give written notice to SBC Global of a Redemption Event at completion of the Redemption Event; and (ii) subject to SBC Global giving written notice to the Company within 5 business days of receipt of notice from the Company of the Redemption Event requiring the Company to use the Redemption Amount to redeem Tranche 2 Notes, the Company must pay the Redemption Amount to the SBC Global to redeem the relevant quantity of Tranche 2 Notes (Redemption Notes). <p>Upon the Company doing so, the Redemption Notes will be redeemed and the aggregate total of the Face Value of the outstanding Tranche 2 Notes and all other amounts payable by the Company to SBC Global in relation to the outstanding Tranche 2 Notes, including accrued interest (Amount Outstanding) will be reduced by the aggregate Face Value of the Redemption Notes. For the avoidance of doubt, if SBC Global does not give written notice under this clause then the Company is not required to use the Redemption Amount to redeem the Redemption Notes.</p>
Amortisation Payments	<p>Beginning 60 days after the purchase date until the Maturity Date, and every monthly anniversary thereafter (Amortisation Payment Date), the Company must redeem \$125,000 of the outstanding balance of the Tranche 2 Notes (Amortisation Amount) by either:</p> <ul style="list-style-type: none"> (i) paying the Amortisation Amount in cash; or (ii) issuing Shares, with the value of Shares to be capped at 34% of the average value of Shares traded per trading day over the preceding 12 trading days on which the Shares traded in the ordinary course of business on the ASX, excluding the two most liquid and two least liquid days; or (iii) a combination of cash and Shares. <p>If Shares are issued, the deemed price for the Shares (Amortisation Price) will be the lower of:</p> <ul style="list-style-type: none"> (i) the Conversion Price and (ii) 93% of the lowest 1-day VWAP during the 10 actual trading days preceding the redemption, rounded down to the nearest \$0.001. <p>If the amortisation is less than the \$0.008 (Minimum Amortisation Price), then the amortisation amount is only payable in cash. While there is an Amortisation Amount outstanding, SBC Global may in its sole discretion give the Company a conversion notice with the Amortisation Price applying instead of the</p>

	Conversion Price, in relation to some or all of the Tranche 2 Notes with an aggregate Face Value up to the Amortisation Amount outstanding.
Accelerated Amortisation	The Company and SBC Global may mutually agree in writing at any time prior to an Amortisation Payment Date to accelerate the payment of up to an aggregate of three Amortisation Amounts during the term of the Tranche 2 Notes. Where the Parties do so, the adjusted Amortisation Amount is due at the earlier of the date agreed by the parties or the next Amortisation Payment Date.
Adjustments	<p>Each time when a security structure event (i.e. any consolidation (including Share consolidation), subdivision or pro-rata cancellation of the Company's issued capital or distribution of Shares to holders of its outstanding ordinary shares; which for the avoidance of doubt, does not include a rights offering or a bonus issue) occurs, the Conversion Price, the Minimum Amortisation Price and the Maximum Share Number balance will be reduced or, as the case may be, increased, in the same proportion as the issued capital of the Company is, as the case may be, consolidated, subdivided or cancelled.</p> <p>The Conversion Price and Minimum Amortisation Price is also adjusted following issues of equity securities by the Company at an issue price or conversion price below the Conversion Price or Minimum Amortisation Price, to that lower price.</p>
Ranking on Conversion	Shares issued on conversion of the Tranche 2 Notes will rank equally with existing Shares on issue.
Event of Default	<p>If any event of default occurs, the Face Value and Amortisation Amount automatically increases by 10% and by an additional 5% on the occurrence of any further events of default, with such increase, for the avoidance of doubt, continuing to apply despite any later remedy of the event of default or events of default.</p> <p>Unremedied or irremediable events of default shall give SBC Global the right to call for payment of monies owing (subject to the Face Value uplift) and or terminate the agreement. The agreement is subject to events of default considered customary for a commercial agreement of this type.</p> <p>In addition, the Company must pay interest at a rate of 1% per month on the amount of the Face Value of all Tranche 2 Notes issued which have not been converted or repurchased, accrue daily and compounded monthly until the Company discharges the Amount Outstanding in full or remedies the event of default to the satisfaction of SBC Global.</p>
Conditions Precedent	<p>SBC Global has no obligation in respect of the second purchase until the following conditions are satisfied (or waived in writing by SBC Global) by no later than 17 April 2023:</p> <ul style="list-style-type: none"> (i) the Company has delivered to SBC Global all of the relevant forms and circular resolutions required to issue of the relevant securities under the agreement; (ii) received written confirmation from ASX that the disclosure requirements set out in item 4 of the Listed Compliance Update 05/20 have been complied with in the announcement in respect of the terms of the convertible notes and that Listing Rule 6.1 confirmation is not required; (iii) the Company has offered the Commitment Options to the Investor pursuant to a prospectus which remains open for application by SBC Global on the Purchase Date and the Company has applied for quotation of the SBC Quoted Options on the date of issue of the Option Prospectus; (iv) the Company has given a convertible securities cleansing statement to ASX in respect of the Tranche 2 Notes;

- (v) the Company has obtained the shareholder approval to issue the Tranche 2 Notes and the Commitment Options;
- (vi) the Company has issued the Tranche 2 Notes and the Commitment Options in the manner contemplated by the SBC Tranche 1 Agreement;
- (vii) no event of default has occurred under the SBC Tranche 1 Agreement;
- (viii) SBC Global has performed or complied in all material respects with all obligations required by the SBC Tranche 2 Agreement to be performed or complied with by SBC Global; and
- (ix) the representations and warranties of SBC Global contained in the convertible securities agreement are true and correct in all material respects as of the date or dates as of which they are made or deemed to be made or repeated under the SBC Tranche 2 Agreement.

SCHEDULE 4 – EVERBLU CORPORATE ADVISORY MANDATE

The material terms and conditions of the EverBlu Corporate Advisory Mandate are summarised below:

Date	21 January 2020 (Effective Date)
Term	42 months from the Effective Date with an automatic extension for a further 12 months, unless a party notifies the other party within 15 months of the Effective Date that it does not wish to extend the term, or the EverBlu Corporate Advisory Mandate is terminated.
Corporate Advisory Fee	The Company has agreed to pay \$40,000 (plus GST) per month to EverBlu (or EverBlu's nominees) for corporate advisory services during the term of the EverBlu Corporate Advisory Mandate, regardless of whether any capital raising is proposed or has occurred.
Capital Raising Fee	The Company has agreed to pay to EverBlu (or EverBlu's nominees) 6% (plus GST) of the gross amount raised under each ongoing corporate advisory, equity capital raising, debt capital raising and hybrid capital raising initiative.
Reimbursement	<p>The Company agreed to reimburse EverBlu for all reasonable expenses incurred in connection with any matter referred to in the EverBlu Corporate Advisory Mandate, up to \$2,000 per month with any additional amounts to be subject to approval of the Company.</p> <p>The Company will reimburse fees and disbursements of EverBlu's legal counsel (subject to the Company's approval to the extent those legal fees exceed \$5,000 per month).</p> <p>Prior written approval is required for any individual expense over \$2,000, other than the above legal fees.</p>
Termination	<p>The EverBlu Corporate Advisory Mandate may be terminated:</p> <p>(a) with or without cause by EverBlu by written notice to the Company, with immediate effect;</p> <p>(b) by the Company if EverBlu commits a material breach of the EverBlu Corporate Advisory Mandate which, if capable of remedy, is not remedied within seven (7) days after receipt by EverBlu of written notice to that effect from the Company; or</p> <p>(c) by the Company without cause effective 12 months from the date of receipt by EverBlu of written notice to that effect.</p>
Right of First Refusal	<p>The Company agrees that it will not pursue a capital raising, or obtain services from another firm that are the same or similar to the services being provided by EverBlu for a period of six (6) months from the date that the engagement of EverBlu ends or is otherwise terminated (End Date), without first giving EverBlu:</p> <p>(c) notice of its intention to enter into such transaction; and</p> <p>(d) the opportunity to provide the proposed services on terms substantially similar to the terms set out in the EverBlu Corporate Advisory Mandate.</p> <p>This right of first refusal will not apply in circumstances where EverBlu has terminated the EverBlu Corporate Advisory Mandate without cause or where the Company has terminated the EverBlu Corporate Advisory Mandate for cause.</p>
Subsequent Capital Raisings	The Company will be liable to pay EverBlu all applicable fees and expenses (as set out above) in respect to any transaction or capital raising entered into by the Company within six (6) months of the End Date with a counterparty who was introduced to the Company by EverBlu.

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This will not apply in circumstances where EverBlu has terminated the EverBlu Corporate Advisory Mandate without cause or where the Company has terminated the EverBlu Corporate Advisory Mandate for cause.

A counterparty will be deemed to have been introduced by EverBlu if EverBlu made it known to that party in writing that the Company was looking after additional capital on similar services.

The EverBlu Corporate Advisory Mandate otherwise contains provisions considered standard for an agreement of its nature (including representations and warranties and confidentiality provisions).

SCHEDULE 5 –DEBTORS’ AGREEMENTS

1. Steinepreis Paganin (Resolution 22)

Parties	The Company Steinepreis Paganin
Services	Legal services.
Total Debt (\$)	\$346,468
Period of debt	Q4 2023 to Q1 2024
Form of agreement	The terms and conditions of invoices.

2. Isidore 14 Pty Ltd <Gibson Family A/C> (Resolution 23)

Parties	The Company Isidore 14 Pty Ltd <Gibson Family A/C>
Facility size	\$100,000
Term	Ten (10) weeks from the funds initially being advanced to the Company, with a repayment date on or before 21 February 2024.
Interest Rate	10% for the duration of the facility, accruing daily from the date of advancement. If the principal and interest amount is not repaid by 21 February 2024, interest will accrue at 8% per quarter until repaid.
Fees	The Company must pay the following fees: (a) an establishment fee of \$20,000; and (b) an administrative fee of \$20,000, to be made payable upon maturity of the facility.
Security	The facility is unsecured.

3. Corporate Mining Pty Ltd (Resolution 24)

Parties	The Company Corporate Mining Pty Ltd (ACN 651 522 315)
Facility size	\$366,000.
Term	Repayment of facility on or before 21 February 2024.
Interest Rate	The Company will pay the lender interest in the amount of \$183,000 on or before the repayment date. In the event of a default, interest will accrue daily at a default rate of 10% against the total amount owed.
Fees	The Company must pay the following fees upon settlement of the loan: a fee to GBA Capital of \$29,106;

	(a) legal fees of \$11,000; and (b) net principal fee of \$325,894. The Company must also pay the following additional fees on the date of repayment: (a) an establishment fee of \$75,000; and (b) a fee to EverBlu of \$29,106.
Security	The facility is unsecured.

4. Nandil Pty Limited (Resolution 25)

Parties	The Company Nandil Pty Ltd (ABN 75 003 888 971)
Facility size	\$225,000. A further \$225,000 may be made available on mutual consent of the parties.
Term	Facility must be repaid on or before 15 December 2023.
Interest Rate	20% for the duration of the loan, accruing daily from the date of advancement. If the principal and interest amount is not repaid by 15 December 2023, interest will accrue at 8% per quarter until repaid.
Fees	The Company must pay an establishment fee of \$100,000.
Security	The facility is unsecured.

5. VBT Pty Ltd (Resolution 26)

Parties	The Company State One Stockbroking (primary entity)
Services	Capital raises services.
Total Debt (\$)	\$200,000
Period of debt	Q4 2023 to Q1 2024
Form of agreement	The terms and conditions of invoices.

6. Six Degrees Relations Pty Ltd (Resolution 27)

Parties	The Company Six Degrees Relations Pty Ltd
Services	Media related services.
Total Debt (\$)	\$100,000
Period of debt	Q4 2023 to present
Form of agreement	The terms and conditions of invoices.

7. **Advisir t/a Report Card Pty Ltd (Resolution 28)**

Parties	The Company Advisir t/a Report Card Pty Ltd
Services	Investor marketing services.
Total Debt (\$)	\$250,000
Period of debt	Q1 2024 to present
Form of agreement	The terms and conditions of invoices.

8. **Azalea Corporate Services Pty Ltd (Resolution 29)**

Parties	The Company Azalea Corporate Services Pty Ltd
Services	Corporate secretarial services.
Total Debt (\$)	\$200,000
Period of debt	Q3 2023 to present
Form of agreement	The terms and conditions of invoices.

9. **Noraton Nominees Pty Ltd <The Noraton Super Fund A/C> (Resolution 30)**

Parties	The Company Noraton Nominees Pty Ltd <The Noraton Superfund A/C>
Facility size	\$39,000. A further \$111,000 may be made available upon mutual consent of the parties.
Term	Two (2) weeks from the funds initially being advanced to the Company, with a repayment date on or before 11 March 2024.
Interest Rate	20% for the duration of the loan, accruing daily from the date of advancement. If the principal and interest amount is not repaid by the repayment date, interest will accrue at 15% per quarter until repaid.
Fees	The Company must pay the following fees: (a) an establishment fee of \$50,000; and (b) an administrative fee of \$20,000, to be made payable upon maturity of the facility.
Security	The facility is unsecured.

SCHEDULE 6 – ISSUES OF EQUITY SECURITIES UNDER LISTING RULE 7.1A SINCE MAY 2023

Date	Recipients	Number and Class of Equity Securities Issued	Issue price and discount to Market Price (if applicable) ¹	Total Cash Consideration and Use of Funds
Issue and Appendix 2A – 14 August 2023	Professional and sophisticated investors as part of a placement announced on 8 August 2023.	70,003,045 Shares ²	\$0.00821 (representing a discount to Market Price of 17.29%)	Amount raised or to be raised = \$574,725 Amount spent = \$574,725 Use of funds: marketing and sales initiatives, and completion of pending M&A, among other activities. Amount remaining = Nil Proposed use of remaining funds ⁴ :NA
Issue and Appendix 2A – 7 December 2023	GBA Capital	115,904,030 Shares ²	\$0.002 (being equal to the Market Price)	Amount raised = \$231,808.06 Amount spent = \$231,806.06 Use of funds: General working capital purposes. Amount remaining = Nil Proposed use of remaining funds ⁴ :NA

Notes:

1. Table and figures based on a pre-February Consolidation and pre-Consolidation basis.
2. Market Price means the closing price of Shares on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
3. Fully paid ordinary shares in the capital of the Company, ASX Code:ME1 (terms are set out in the Constitution).
4. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.

SCHEDULE 7 – DILUTION EXAMPLES RESOLUTIONS 22 TO 30

Set out below are worked examples of the number of Debtor Shares that may be issued under Resolutions 22 to 30 based on an assumed issue prices of \$0.18, \$0.27 and \$0.09 per SBC Share (post-Consolidation basis), being a 10% discount to the VWAP for Shares on the 10 trading days on which sales in Shares were recorded before 12 April 2024 and the volume weighted prices which are 50% higher and 50% lower than that price.

Steinepreis Paganin (Resolution 22)

Assumed issue price	Maximum number of Shares which may be issued ^{1,2}	Current Shares on issue as at the date of this Notice ^{1,2}	Increase in the number of Shares on issue assuming the Company issued the maximum amount pursuant to Resolution 22 ^{1,3}	Dilution effect on existing Shareholders
\$0.270	1,283,215	17,939,770	19,222,985	6.68%
\$0.180	1,924,822	17,939,770	19,864,592	9.69%
\$0.090	3,849,644	17,939,770	21,789,414	17.67%

Isidore 14 Pty Ltd <Gibson Family A/C> (Resolution 23)

Assumed issue price	Maximum number of Shares which may be issued ^{1,2}	Current Shares on issue as at the date of this Notice ^{1,2}	Increase in the number of Shares on issue assuming the Company issued the maximum amount pursuant to Resolution 23 ^{1,3}	Dilution effect on existing Shareholders
\$0.270	814,815	17,939,770	18,754,585	4.34%
\$0.180	1,222,222	17,939,770	19,161,992	6.38%
\$0.090	2,444,444	17,939,770	20,384,214	11.99%

Corporate Mining Pty Ltd (Resolution 24)

Assumed issue price	Maximum number of Shares which may be issued ^{1,2}	Current Shares on issue as at the date of this Notice ^{1,2}	Increase in the number of Shares on issue assuming the Company issued the maximum amount pursuant to Resolution 24 ^{1,3}	Dilution effect on existing Shareholders
\$0.270	3,164,267	17,939,770	21,104,037	14.99%
\$0.180	4,746,400	17,939,770	22,686,170	20.92%
\$0.090	9,492,800	17,939,770	27,432,570	34.60%

Nandil Pty Limited (Resolution 25)

Assumed issue price	Maximum number of Shares which may be issued ^{1,2}	Current Shares on issue as at the date of this Notice ^{1,2}	Increase in the number of Shares on issue assuming the Company issued the maximum amount pursuant to Resolution 25 ^{1,3}	Dilution effect on existing Shareholders
\$0.270	1,296,296	17,939,770	19,236,066	6.74%
\$0.180	1,944,444	17,939,770	19,884,214	9.78%
\$0.090	3,888,889	17,939,770	21,828,659	17.82%

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VBT Pty Ltd (Resolution 26) / Azalea Corporate Services Pty Ltd (Resolution 29)

Assumed issue price	Maximum number of Shares which may be issued ^{1,2}	Current Shares on issue as at the date of this Notice ^{1,2}	Increase in the number of Shares on issue assuming the Company issued the maximum amount pursuant to Resolution 26/29 ^{1,3}	Dilution effect on existing Shareholders
\$0.270	740,741	17,939,770	18,680,511	3.97%
\$0.180	1,111,111	17,939,770	19,050,881	5.83%
\$0.090	2,222,222	17,939,770	20,161,992	11.02%

Six Degrees Relations Pty Ltd (Resolution 27)

Assumed issue price	Maximum number of Shares which may be issued ^{1,2}	Current Shares on issue as at the date of this Notice ^{1,2}	Increase in the number of Shares on issue assuming the Company issued the maximum amount pursuant to Resolution 27 ^{1,3}	Dilution effect on existing Shareholders
\$0.270	370,370	17,939,770	18,310,140	2.02%
\$0.180	555,556	17,939,770	18,495,326	3.00%
\$0.090	1,111,111	17,939,770	19,050,881	5.83%

Advisir t/a Report Card Pty Ltd (Resolution 28)

Assumed issue price	Maximum number of Shares which may be issued ^{1,2}	Current Shares on issue as at the date of this Notice ^{1,2}	Increase in the number of Shares on issue assuming the Company issued the maximum amount pursuant to Resolution 28 ^{1,3}	Dilution effect on existing Shareholders
\$0.270	925,926	17,939,770	18,865,696	4.91%
\$0.180	1,388,889	17,939,770	19,328,659	7.19%
\$0.090	2,777,778	17,939,770	20,717,548	13.41%

Noraton Nominees Pty Ltd <The Noraton Super Fund A/C> (Resolution 30)

Assumed issue price	Maximum number of Shares which may be issued ^{1,2}	Current Shares on issue as at the date of this Notice ^{1,2}	Increase in the number of Shares on issue assuming the Company issued the maximum amount pursuant to Resolution 30 ^{1,3}	Dilution effect on existing Shareholders
\$0.270	1,111,111	17,939,770	19,050,881	5.83%
\$0.180	1,666,667	17,939,770	19,606,437	8.50%
\$0.090	3,333,333	17,939,770	21,273,103	15.67%

Notes:

1. Based on post-Consolidation basis.
2. Rounded to the nearest whole number.
3. Based on 17,939,770 Shares on issue (post-Consolidation basis) and this table assumes no Options are exercised, no Convertible Securities are converted or additional Shares are issued.
4. The Company notes that the above workings are an example only and the actual issue price may differ. This will result in the maximum number of Shares to be issued and the dilution percentage to also differ.

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ANNEXURE A – NOMINATION OF AUDITOR LETTER

29 April 2024

Winton Willesee
Company Secretary
Melodiol Global Health Limited

Noble House Consulting Limited, being a member of Melodiol Global Health Limited (**Company**), hereby nominates Crowe Audit Australia (ABN 13 969 921 386) in accordance with section 328B(1) of the *Corporations Act 2001* (Cth) (**Act**) to fill the office of auditor of the Company.

Please distribute copies of this notice of this nomination as required by section 328B(3) of the Act.

Signed and dated 29 April 2024:



William Lay
Director
Noble House Consulting Limited

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Proxy Voting Form

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

Holder Number:

Your proxy voting instruction must be received by **9.30am (WST) on Wednesday, 29 May 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

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

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

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Melodiol Global Health Limited, to be held virtually at **9.30am (WST) on Friday, 31 May 2024** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "for," "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1 and 32 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 32 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

VIRTUAL PARTICIPATION AT THE AGM:

The company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to investor.automic.com.au
2. Login with your username and password or click "register" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

STEP 2 – Your voting direction

Resolutions	For	Against	Abstain	Resolutions	For	Against	Abstain	Resolutions	For	Against	Abstain	Resolutions	For	Against	Abstain
1. ADOPTION OF REMUNERATION REPORT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. APPROVAL TO ISSUE SECURITIES TO OAKLEY CAPITAL PARTNERS PTY LTD - SHORT-TERM LOANS AND FINANCING	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	21. APPROVAL TO ISSUE FUTURE PLACEMENT SHARES TO UNRELATED PARTICIPANTS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	31. APPROVAL TO ISSUE SHARES TO EVERBLU CAPITAL PTY LTD - HISTORICAL DEBTS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. RE-ELECTION OF DIRECTOR - BRUCE LINTON	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. APPROVAL TO ISSUE SECURITIES TO OAKLEY CAPITAL PARTNERS PTY LTD - CORPORATE ADVISORY SERVICES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	22. APPROVAL TO ISSUE SHARES TO STEINEPREIS PAGANIN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	32. APPROVAL TO ISSUE SHARES TO WILLIAM LAY	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. RE-ELECTION OF DIRECTOR - MICHELINE MACKAY	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. APPROVAL TO ISSUE SECURITIES TO OAKLEY CAPITAL PARTNERS PTY LTD - OUT OF SCOPE SERVICES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	23. APPROVAL TO ISSUE SHARES TO ISIDORE 14 PTY LTD	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	33. APPROVAL TO ISSUE SHARES TO LTC LONG SHORT FUND PTY LTD	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. CONFIRMATION OF APPOINTMENT OF AUDITOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. APPROVAL TO ISSUE APRIL BROKER SHARES TO OAKLEY - APRIL PLACEMENT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	24. APPROVAL TO ISSUE SHARES TO CORPORATE MINING PTY LTD	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	34. APPROVAL TO ISSUE SHARES TO UNRELATED LENDERS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. RATIFICATION OF PRIOR ISSUE OF FIRST DEBT SHARES TO 10 BAY STREET CAPITAL INVESTMENTS PTY LTD	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. APPROVAL TO ISSUE SBC SHARES TO SBC GLOBAL INVESTMENT FUND	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	25. APPROVAL TO ISSUE SHARES TO NANDIL PTY LIMITED	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	35. APPROVAL OF 7.1A MANDATE	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. RATIFICATION OF PRIOR ISSUE OF SECOND DEBT SHARES TO 10 BAY STREET CAPITAL INVESTMENTS PTY LTD	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. APPROVAL TO ISSUE ASSIGNMENT SHARES TO LTC LONG SHORT FUND PTY LTD	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	26. APPROVAL TO ISSUE SHARES TO VBT PTY LTD	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	36. CONSOLIDATION OF CAPITAL	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. APPROVAL TO ISSUE FIRST DEBT OPTIONS TO 10 BAY STREET CAPITAL INVESTMENTS PTY LTD	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. APPROVAL TO ISSUE INTEREST SHARES TO LTC LONG SHORT FUND PTY LTD	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	27. APPROVAL TO ISSUE SHARES TO SIX DEGREES RELATIONS PTY LTD	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
8. APPROVAL TO ISSUE SECOND DEBT OPTIONS TO 10 BAY STREET CAPITAL INVESTMENTS PTY LTD	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18. APPROVAL TO ISSUE EXTENSION SHARES TO LTC LONG SHORT FUND PTY LTD	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	28. APPROVAL TO ISSUE SHARES TO ADVISIR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
9. APPROVAL TO ISSUE BROKER SECURITIES TO OAKLEY CAPITAL PARTNERS PTY LTD - FEBRUARY PLACEMENT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19. APPROVAL TO ISSUE SALARY SHARES TO MR BRETT AYERS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	29. APPROVAL TO ISSUE SHARES TO AZALEA CORPORATE	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
10. APPROVAL TO ISSUE CASH FEE SECURITIES TO OAKLEY CAPITAL PARTNERS PTY LTD	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	20. APPROVAL TO ISSUE SHARES TO HARMONICA, INC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	30. APPROVAL TO ISSUE SHARES TO NORATON NOMINEES PTY LTD <THE NORATON SUPER FUND A/C>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

STEP 3 – Signatures and contact details

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary
Contact Name:

Director

Director / Company Secretary

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY)
 / /

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).

