

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

THE MATTERS RAISED IN THIS DOCUMENT WILL AFFECT YOUR SHAREHOLDING  
IN THE COMPANY. YOU ARE ADVISED TO READ THIS DOCUMENT IN ITS  
ENTIRETY BEFORE  
THE GENERAL MEETING REFERRED TO BELOW.

IF YOU ARE IN ANY DOUBT ABOUT THE ACTION YOU SHOULD TAKE, PLEASE  
CONSULT YOUR STOCKBROKER, SOLICITOR, ACCOUNTANT OR OTHER  
PROFESSIONAL ADVISER.

**ATCOR MEDICAL HOLDINGS LIMITED**  
**ACN 113 252 234**

**Notice of General Meeting**

**and**

**Related Documentation**

THIS IS A NOTICE OF GENERAL MEETING TO BE HELD AT **10:00 A.M.** AT THE  
OFFICES OF BDO, LEVEL 11, 1 MARGARET STREET, SYDNEY NSW 2000 at  
(AUSTRALIAN EASTERN STANDARD TIME) ON **28 MAY 2018**.

A PROXY FORM FOR USE AT THIS MEETING IS INCLUDED WITH THIS  
DOCUMENT. TO BE VALID, PROXY FORMS MUST BE  
COMPLETED AND RETURNED TO THE COMPANY BY NO LATER THAN  
**10:00 A.M.** (AUSTRALIAN EASTERN STANDARD TIME) ON **26 MAY 2018**.

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**An important message from Donal O'Dwyer – Chairman**

Dear Shareholder,

Overview of Strategic Direction and Importance of Approving Resolutions Proposed for General Meeting

Recently, you may have seen the release of an Investor Presentation dated March 14, 2018 which details a new and exciting strategic direction which our Managing Director, Craig Cooper, has proposed and your Board has adopted for the Company. If you have not yet seen the Investor Presentation it is available for download direct from the ASX website.

In summary, your Company is proposing to embark on an ambitious and significant new strategic direction including:

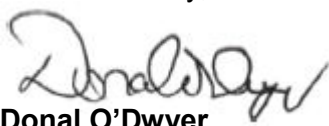
- (a) **A change of name** of the Company to CardieX Limited (ASX:CDX) together with a new brand and marketing strategy;
- (b) a **shift in our traditional sales focus** to a “direct” model selling directly to medical practitioners and health providers, which significantly expands the addressable market for our current medical devices
- (c) an **investment and strategic collaboration** with *Blumio, Inc*, which specialises in sensor-based blood pressure diagnostics, and which will drive our participation in the multi-billion dollar health wearables sector;
- (d) the **development of a consumer and digital media strategy** to take advantage of the significant growth in digital health and electronic medicine markets;
- (e) a **restructuring of the Company into new divisions** to allow the Company to additionally focus on new, high growth health technology opportunities outside of cardiovascular health; and
- (f) the pursuit of a number of other new and significant business development opportunities currently in development and consistent with the above.

The funding from the transactions contemplated in this notice of General Meeting will allow us to execute against this vision.

Importantly, your complete approval of all the resolutions proposed for this General Meeting form the basis on which the Company can move in a new and valuable direction for all shareholders.

**I urge you to read the accompanying Explanatory Memorandum and details of the proposed resolutions as well your Directors’ recommendations to approve all resolutions in their stated form.**

Yours sincerely,



**Donal O'Dwyer**  
Chairman, AtCor Medical Holdings Limited

**Notice of General Meeting**  
**AtCor Medical Holdings Limited**  
**(ACN 113 252 234)**  
**("Company")**

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Notice is given that a General Meeting of the Company will be held at the offices of BDO, Level 11, 1 Margaret Street, Sydney NSW 2000 on 28 May commencing at 10:00am.

**ITEMS OF BUSINESS**

**1. Ratification of prior share issue (Placement 1) for purpose of Listing Rule 7.4: re-set of 15% threshold**

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

"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the allotment and issue of 41,500,000 Shares on the terms described in the Explanatory Statement."

***Voting exclusion statement***

The Company will disregard any votes cast on Resolution 1 by a person who participated in the issue and any of their associates. However, the Company need not disregard a vote cast on Resolution 1 if it is cast by:

- (a) a person as a proxy for a person who is entitled to vote, if the vote is cast in accordance with the directions on the proxy form; or
- (b) the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction of the proxy form to vote as the proxy decides.

**2. Approve Issue of Options associated with Placement 1**

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

"That for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 20,750,000 Options on the terms described in the Explanatory Statement."

***Voting exclusion statement***

The Company will disregard any votes cast on Resolution 2 by:

- (a) a person (and any associates of such a person) who may participate in the proposed issue; and
- (b) a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed; and
- (c) an associate of that person (or those persons).

However, the Company need not disregard a vote if:

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

**3. Approve Proposed Issue of Shares and Options (Placement 2)**

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

“That for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 77,295,301 fully paid ordinary shares at an issue price of \$0.02 and 38,647,651 Options on the terms described in the Explanatory Statement.”

***Voting exclusion statement***

The Company will disregard any votes cast on Resolution 3 by:

- (a) a person (and any associates of such a person) who may participate in the proposed issue; and
- (b) a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed; and
- (c) an associate of that person (or those persons).

However, the Company need not disregard a vote if:

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

**4. Approve Issue of Shares and Options to Related Party – Donal O’Dwyer (Placement 2)**

To consider, and if thought fit, to pass the following resolution

“That, for the purposes of ASX Listing Rule 10.11, and for all other purposes, approval is given to issue up to 5,000,000 Ordinary Shares and 2,500,000 Options to Donal O’Dwyer, or his nominee, on the terms described in the Explanatory Statement.”

***Voting exclusion statement***

The Company will disregard any votes cast on resolution 4 by:

- (a) a person who is to receive Shares if the respective resolution is passed; or

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- (b) their associates.

However, the Company need not disregard a vote if:

- (a) It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) It is cast by a person in the event he/she is chairing the meeting, as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**5. Approve Proposed Issue of Options to Taylor Collison Ltd**

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

“That for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue to Taylor Collison Limited and/or its nominee 10,000,000 Options to subscribe for Ordinary Shares in the Company, on the terms described in the Explanatory Statement.”

***Voting exclusion statement***

The Company will disregard any votes cast on Resolution 4 by:

- (a) a person (and any associates of such a person) who may participate in the proposed issue; and
- (b) a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed; and
- (c) an associate of that person (or those persons).

However, the Company need not disregard a vote if:

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

**6. Adoption of Option and Performance Rights Plan (ORPRP)**

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

*“That for the purposes of:*

- (a) Exception 9(b) in Listing Rule 7.2, and sections 257B, 259B and 260C(4) each of the Corporations Act and for all other purposes, the terms and conditions of the Options and Performance Rights Plan (ORPRP) as described in Schedule 1, and any issue or allotment of securities under ORPRP; and
- (b) sections 200B and 200E, each of the Corporations Act, and for all other purposes the giving of benefits under the ORPRP to a person by the

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Company in connection with that person ceasing to hold or otherwise retiring from a managerial or executive office in the Company, as described in Schedule 1,

*each be approved.”*

***Voting exclusion statement***

The Company will disregard any votes cast on Resolution 5 by:

- (a) a person (and any associates of such a person) who may participate in the proposed issue; and
- (b) a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed; and
- (c) an associate of that person (or those persons).

However, the Company need not disregard a vote if:

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

**7. Approval of performance rights to Craig Cooper**

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

“That, for the purposes of ASX Listing Rule 10.14, and for all other purposes, approval is given for the Company to issue up to 24,000,000 performance rights to Craig Cooper (and/or his nominee) under the Performance Rights Plan on the terms described in the Explanatory Statement.”

***Voting exclusion statement***

The Company will disregard any votes cast on resolution 6 by:

- (a) any director who is eligible to participate in the employee incentive scheme in respect of which the approval is sought; and
- (b) any associate of that person (or persons).

However, the Company need not disregard a vote if:

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

The Company will also disregard any votes cast on this Resolution by any member of the key management personnel of the Company, or a closely related party of such member, acting as proxy if their appointment does not specify the way the proxy is to

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vote on this Resolution. However, the Company will not disregard any votes cast on this Resolution by such person if:

- (a) the proxy form specifies how the proxy is to vote on the Resolution, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or
- (b) the person is the chair of the meeting voting an undirected proxy and their appointment expressly authorises the chair to exercise the proxy even though this Resolution is connected with the remuneration of the key management personnel of the Company.

**8. Approval of issue of shares to a Related Party – C2 Ventures Pty Ltd**

To consider, and if thought fit, to pass the following resolution

“That, for the purposes of ASX Listing Rule 10.11, and for all other purposes, approval is given to issue 75,000,000 Ordinary Shares and 37,500,000 Options to C2 Ventures Pty Ltd, on the terms described in the Explanatory Statement.”

***Voting exclusion statement***

The Company will disregard any votes cast on resolution 7 by:

- (a) a person who is to receive Shares if the respective resolution is passed; or
- (b) their associates.

However, the Company need not disregard a vote if:

- (a) It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) It is cast by a person in the event he/she is chairing the meeting, as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**9. Approve Proposed Change of Company Name**

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

“That, the name of the Company be changed to CardieX Limited.”

**10. Removal of Auditor**

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

“That PWC, the current auditor of the Company, be removed as the auditor of the Company effective from the close of the Meeting.”

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**11. Appointment of Auditor**

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

“That, subject to the passing of Resolution 6, BDO East Coast Partnership, being qualified to act as auditor of the Company and having consented to act as auditor of the Company, be appointed as the auditor of the Company effective from the close of the Meeting and the Directors be authorized to agree the remuneration.”

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## Voting Entitlements

For the purpose of the General Meeting, the Company has determined that all securities of the Company that are quoted securities at 7:00pm Australian Eastern Standard Time 26 May 2018 will be taken, for the purpose of the Meeting, to be held by the persons who were registered holders at that time. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

## Proxies

A shareholder has the right to appoint a proxy who need not be a shareholder of the Company. If a shareholder is entitled to two or more votes they may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise.

The Proxy Form (which is enclosed with this Notice of Meeting) and any power of attorney or authority under which they are signed must be received at the share registry of the Company, c/- Link Market Services Ltd, Locked Bag A14, Sydney South, NSW 1235, Australia or at the Company's Registered Office, Suite 11, 1059-1063 Victoria Rd, West Ryde, NSW 2114, Australia, or by facsimile to Link Market Services Ltd on +61 (2) 9287 0309 or to the Company on +61 (2) 9874 9022 or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) at least 48 hours prior to the meeting (i.e. by no later than 10:00am Australian Eastern Standard Time on 26 May 2018) or any adjournment.

Any proxy form received after this deadline, including at the Meeting, will be invalid.

## By order of the Board



**Jarrod White**  
**Company Secretary**  
23 April 2018

## Explanatory Memorandum

### Overview – Proposed Issues and their impact on the Company’s issued capital

Under Listing Rule 7.1, a listed company may not issue shares if the shares issued, when aggregated with other shares issued over the previous 12 months and not subject to an exception to Listing Rule 7.1, exceed 15% of the issued capital of the Company.

Under Listing Rule 7.4, it is possible for shareholders to approve an issue of securities which has already taken place, for the purposes of excluding that number of securities from the calculation of the 15% threshold under Listing Rule 7.1.

The resolutions proposed for this meeting each relate to past or proposed issues of shares and seek to exempt them from being counted towards the 15% limit if future issues are made. We have included a table here to assist Shareholders in understanding the cumulative effect of these resolutions:

Resolution	Transaction	Undiluted Value	% Share of Total Securities Issued	Fully Diluted Value	% Share of Total Securities Issued <sup>1</sup>	\$ Raised
N/A	Total number of Shares pre-placement if all pre-placement options exercised	281,023,494	53%	296,076,827	42%	N/A
1, 2	<b>Placement 1</b> Total number of Shares (fully diluted) including Options issued in Placement 1	41,500,000	8%	62,250,000	9%	\$830,000
3	<b>Placement 2</b> Total number of shares (fully diluted) including Options to be issued if approval given	77,295,301	15%	115,942,952	17%	\$1,545,906
N/A	<b>Rights Issue:</b> Total number of shares (fully diluted) including Options to be issued under Rights Issue	56,204,699	11%	84,307,049	12%	\$1,124,094
5	<b>Issue to Taylor Collison</b> Total number of Options to be issued if shareholder approval granted			10,000,000	1%	N/A
	<b>Issue to Director, Craig Cooper</b>					

<sup>1</sup> Rounded to the nearest whole number

Resolution	Transaction	Undiluted Value	% Share of Total Securities Issued	Fully Diluted Value	% Share of Total Securities Issued <sup>1</sup>	\$ Raised
7	Total number of performance rights to be issued if shareholder approval granted			24,000,000	3%	N/A
8	<b>Issues to related party, C2 Ventures</b> Total number of shares (fully diluted) including Options to be issued if shareholder approval granted	75,000,000	14%	112,500,000	16%	\$1,500,000
	<b>Total Number of Securities Issued Assuming all Transactions Passed</b>	<b>531,023,494</b>	<b>100%</b>	<b>705,076,827</b>	<b>100%</b>	<b>\$5,000,000</b>
	Number of Shares which could be allotted in the next 12 months before approval required under Listing Rule 7.1 and in the absence of an exception to Listing Rule 7.1	79,653,524	15%	79,653,524	11%	N/A

### Overview: purpose of capital raising

The Company is embarking on an ambitious and significant new business strategy that involves a change of direction for the Company including:

- (a) a shift in the traditional sales focus to a “direct” model selling directly to medical practitioners and health providers;
- (b) an investment and strategic collaboration with a wearable and wireless blood pressure device company, Blumio, that specialises in sensor-based diagnostics;
- (c) the development of a consumer and digital media strategy to take advantage of the growth in digital health and electronic medicine;
- (d) a restructuring of the Company into new divisions to allow the Company to additionally focus on new, high growth health technology opportunities outside of cardiovascular health; and
- (e) pursuing a number of other new business development opportunities consistent with these strategies.

The purpose of the Share issues which are the subject of this Notice of Meeting, along with the Rights issue announced on or about the date of this Notice of Meeting, is to raise up to approximately \$5,000,000 (before costs).

The Rights Issue alone will raise \$1,124,000, as existing AtCor shareholders will be able to subscribe for 1 new AtCor share for every 5 AtCor shares they hold. By subscribing for the new shares under the Rights Issue eligible shareholders will also be issued for every 2 new AtCor ordinary shares they subscribe for, 1 option at an exercise price of 5 cents, with the option expiring on 30 November 2021.

The Directors intend to apply the proceeds from the Share issues and Rights Issue, for the following purposes:

Placement and Rights Issue Expenses	\$389,948
Working Capital, Staff and Operating Costs	\$1,110,052
Blumio Convertible Note Investment	\$750,000
Consumer and Digital Health Applications	\$700,000
New Product Development	\$900,000
Marketing, Licensing and New Business Development	\$1,150,000
<b>Estimated Total</b>	<b><u>\$5,000,000</u></b>

### **Resolution 1 – Approval of Prior Share and Option Issue under Placement 1**

On 23 April 2018, the Company announced a placement (“**Placement 1**”) of 41,500,000 fully paid ordinary shares to professional and sophisticated investor clients of Taylor Collison Limited to raise funds (\$830,000), as the first stage of a proposed capital raising to fund the new business strategy of the Company and provide additional working capital.

Under Listing Rule 7.1 a listed company may not issue shares if the shares issued, when aggregated with other shares issued over the previous 12 months and not subject to an exception to Listing Rule 7.1, exceed 15% of the issued capital of the Company. The placement of 41,500,000 shares did not result in the issue of more than 15% of the issued capital of the Company, but the Board would like the flexibility to issue further shares over the next 12 months.

Under Listing Rule 7.4, it is possible for shareholders to approve an issue of securities which has already taken place, for the purposes of excluding that number of securities from the calculation of the 15% threshold under Listing Rule 7.1. If shareholders approve this resolution, then the shares issued pursuant to the placement will not be taken into account in the 12 months following approval in calculating whether the 15% threshold is exceeded by further issues that are not otherwise exempt from Listing Rule 7.1.

### **Information required under Listing Rule 7.5**

In compliance with ASX Listing Rule 7.5, the following information is provided in relation to the Share Ratification:

- (a) 41,500,000 Shares were allotted;
- (b) the issue price was \$0.02 per Share;
- (c) the 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 ordinary shares;
- (d) the Shares were allotted and issued to professional and sophisticated investor clients of Taylor Collison Limited; and
- (e) the Company intends to use the funds raised from this issue, for the purposes outlined in the overview at the beginning of this explanatory memorandum.

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Each of the Directors recommends that you vote in favour of Resolution 1.

### **Resolution 2 – Approve Issue of Options under Placement 1**

Under Listing Rule 7.1 a listed company may not issue shares if the shares issued, when aggregated with other shares issued over the previous 12 months and not subject to an exception to Listing Rule 7.1, exceed 15% of the issued capital of the Company.

If the issue of the securities has the prior approval of the shareholders in accordance with the proposed resolution, the issue will not be included in the 15% limit on the Company to raise funds without shareholder approval.

The Company is seeking the approval of shareholders under ASX Listing Rule 7.1 to allow the Company to issue to the professional and sophisticated investor clients of Taylor Collison Limited, outlined in Resolution 1, Options in the Company. The Options will only be issued to those Shareholders in Resolution 1 once approval is provided, as a prior issue of the Options under Placement 1 would breach the 15% threshold rule.

### **Information required under Listing Rule 7.3**

In compliance with ASX Listing Rule 7.3, the following information is provided in relation to the proposed issue of shares and options:

- (a) 20,750,000 Options are the maximum that will be issued;
- (b) the securities will be issued no later than 3 months after the date of the meeting;
- (c) the Options will be issued for no consideration;
- (d) the Options will be issued to the professional and sophisticated investor clients of Taylor Collison Limited who participated in Placement 1, in a ratio of 1 Option for each 2 Shares issued in Placement 1;
- (e) each Option entitles the holder to subscribe for 1 fully paid ordinary share in the capital of the Company for an exercise price of 5 cents. The Options will expire on 30 November 2021;
- (f) the issue of Options will not raise any funds; and
- (g) the Options will be issued all on one day.

A summary of the principal terms of the Options is set out in Schedule 3.

Each of the Directors recommends that you vote in favour of Resolution 2.

### **Resolution 3 – Approval of Proposed Issue of Shares and Options under Placement 2**

Under Listing Rule 7.1 a listed company may not issue shares if the shares issued, when aggregated with other shares issued over the previous 12 months and not subject to an exception to Listing Rule 7.1, exceed 15% of the issued capital of the Company.

If the issue of the securities has the prior approval of the shareholders in accordance with the proposed resolution, the issue will not be included in the 15% limit on the Company to raise funds without shareholder approval.

An issue of 77,295,301 shares would represent 28% of the issued capital of the Company pre-issue. If approved, along with the issues in resolutions 2, 3, 5, 7 and 8, the Company could issue a further 79,653,524 shares in the 12 months after this meeting without further shareholder approval.

### Information required under Listing Rule 7.3

In compliance with ASX Listing Rule 7.3, the following information is provided in relation to the proposed issue of Shares:

- (a) 77,295,301 Shares are the maximum that will be issued;
- (b) The Company proposes to issue the shares within 5 Business Days after the date of the meeting and in any event no later than 3 months after the date of the meeting;
- (c) The issue price of the shares will be \$0.02 per Share;
- (d) the Shares will be allotted and issued to professional and sophisticated investor clients of Taylor Collison Limited who have participated in Placement 1 and who have committed to subscribe for additional shares, if shareholder approval is given;
- (e) All of the shares being the subject of this resolution will be ordinary fully paid shares which rank equally with all of the Company's existing ordinary fully paid up shares. The Company will apply to the ASX for admission of the shares to quotation on the ASX;
- (f) the Company intends to use the funds raised from this issue, as stipulated in the overview at the beginning of this Explanatory Memorandum; and
- (g) the Shares will be issued all on one day.

For each 2 Shares allotted in Placement 2, the allottee will receive 1 Option:

- (a) 38,647,651 Options are the maximum that will be issued;
- (b) The Company proposes to issue the Options at the same time as the associated Shares within 5 Business Days of the date of the meeting and in any event no later than 3 months after the date of the meeting;
- (c) Options will be issued for no consideration;
- (d) the Options will be issued to the same persons who subscribed for Shares in Placement 1
- (e) each Option entitles the holder to subscribe for 1 fully paid ordinary share in the capital of the Company for an exercise price of 5 cents. The Options will expire on 30 November 2021;
- (f) the issue of Options will not raise any funds; and
- (g) the Options will be issued all on one day.

A summary of the principal terms of the Options is set out in Schedule 3.

Each of the Directors recommends that you vote in favour of Resolution 2.

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**Resolution 4 – Approval of issue of shares and options to a related party, Donal O’Dwyer, under Placement 2**

Under Listing rule 10.11 a Company must not issue or agree to issue equity securities to a related party of the Company, such as a person who is a director of the Company, the spouse or a child of a director, or an entity controlled by a director, without the Company first obtaining the approval by ordinary resolution of its shareholders. Exception 1 of Listing Rule 10.12 excludes from this requirement issues of securities made in the context of a pro rata issue to holders of ordinary shares in the Company.

The Company is seeking the approval of shareholders under ASX Listing Rule 10.11 to allow the Company to issue up to 5,000,000 ordinary shares to Donal O’Dwyer, or his nominee.

If shareholder approval is given under Listing Rule 10.11, or if the issue of Shares is in the context of a pro rata issue to holders of ordinary shares, approval is not also required under Listing Rule 7.1.

**Information required under 10.13**

The Company provides the following additional information in accordance with Listing Rule 10.13:

- (a) the related party is Donal O’Dwyer, or his nominee.
- (b) the maximum number of Shares for which the related party will subscribe is 5,000,000 Ordinary Shares. Mr O’Dwyer or his nominee may subscribe for the shares in part through participation in the Rights Issue with the balance being subscribed for as part of Placement 2. Assuming Mr O’Dwyer (or his nominee) take up the full entitlement under the rights issue, he (or his nominee) would subscribe for:
  - (i) 1,213,503 shares through the Rights Issue; and
  - (ii) 3,786,497 shares as part of Placement 2
- (c) the Shares will be issued within 5 Business Days of the date of the meeting and in any event no later than 1 month after the date of the meeting;
- (d) the issue price will be \$0.02 per Share, and the Shares issued will be fully paid ordinary shares in the capital of the Company ranking equally in all respects with the Company’s existing ordinary shares.
- (e) the Company intends to use the funds raised from this Share issue in accordance with the Overview of Use of Funds on page [12]

For each 2 Shares allotted to the Related Party, the Related Party will receive 1 Option. The Company provides the following additional information about the Options in accordance with Listing Rule 10.13:

- (a) 2,500,000 Options will be the maximum issued, if Mr O’Dwyer, or his nominee subscribe for 5,000,000 ordinary shares. Assuming Mr O’Dwyer (or his nominee) take up the full entitlement under the rights issue, he (or his nominee) would be issued with:
  - (i) 606,751 Options in conjunction with the Rights Issue; and
  - (ii) 1,893,249 Options in conjunction with Placement 2;
- (b) Options will be issued for no consideration;



- (c) each Option will entitle the holder to subscribe for 1 fully paid ordinary share in the capital of the Company for an exercise price of 5 cents. The Options expire on 30 November 2021;
- (d) the Options will be issued to Donal O'Dwyer, or his nominee;
- (e) the issue of Options will not raise any funds; and
- (f) the Options will be issued no later than 1 month after the date of the meeting.

A summary of the principal terms of the Options is set out in Schedule 3.

The Board, other than Mr O'Dwyer, recommends that you vote in favour of Resolution 4.

#### **Resolution 5 - Approve Proposed Issue of Options to Taylor Collison Ltd**

Under Listing Rule 7.1 a listed company may not issue shares if the shares issued, when aggregated with other shares issued over the previous 12 months and not subject to an exception to Listing Rule 7.1, exceed 15% of the issued capital of the Company.

If the issue of the securities has the prior approval of the shareholders in accordance with the proposed resolution, the issue will not be included in the 15% limit on the Company to raise funds without shareholder approval.

The Company is seeking the approval of shareholders under ASX Listing Rule 7.1 to allow the Company to issue to Taylor Collison Limited options to subscribe for Ordinary Shares in the Company. If approved the issue would form part of the consideration payable to Taylor Collison in consideration for its role in facilitating the Placements outlined in this Notice of Meeting and underwriting the Rights Issue announced on [insert date].

#### **Information required under Listing Rule 7.3**

In compliance with ASX Listing Rule 7.3, the following information is provided in relation to the proposed issue of shares and options:

- (a) 10,000,000 Options are the maximum that will be issued;
- (b) the Company proposes to issue the Options within 5 Business Days of the date of the meeting and in any event no later than 3 months after the date of the meeting;
- (c) the Options will be issued for no consideration;
- (d) the Options will be issued to Taylor Collison Limited and/or its nominee
- (e) each Option entitles the holder to subscribe for 1 fully paid ordinary share in the capital of the Company for an exercise price of 5 cents. The Options will expire on 30 November 2021;
- (f) the issue of Options will not raise any funds; and
- (g) the Options will be issued all on one day.

A summary of the principal terms of the Options is set out in Schedule 3.

Each of the Directors recommends that you vote in favour of Resolution 5.

### **Resolution 6 – Adoption of Option and Performance Rights Plan (OPRP)**

Resolution 6 seeks shareholder approval for the Option and Performance Rights Plan.

Noting that directors have an interest in the OPRP, the Board recommends that shareholders vote in favor of Resolution 6.

The underlying purpose of the OPRP is to align employees' and directors' interests with the Company's interests by providing them with incentive share options exercisable over staggered 3- year periods as described below (unless the employee or director ceases to be an eligible participant in the OPRP for any reason other than by death, retrenchment or retirement). The OPRP will enable the Company to attract and retain top-level employees and directors.

The recruitment and retention of top calibre executives and employees capable of managing the Company's operations and achieving the Company's strategic objectives is always a difficult task. In order to compete with well-established companies, the Board considers that the Company essentially has one of two choices: either offer higher cash remuneration or issue incentive based shares or share options under a plan such as the OPRP (as detailed in Resolution 5).

A summary of the principal terms of the OPRP is set out in Schedule 1.

A voting exclusion statement in respect of Resolution 6 is set out in the Notice of Meeting. For a copy of the Option and Performance Rights Plan, please contact the Company on 02 8296 0000.

### **Resolution 7 – Approval of issue of performance rights to a Director, Craig Cooper**

Under Listing Rule 10.14 a Company must not permit a Director to acquire securities under an employee incentive scheme without the Company first obtaining the approval by ordinary resolution of its shareholders.

A summary of the material terms of the performance rights subject of Resolution 7 is included at Schedule 2 of this document.

The Company is seeking the approval of shareholders under ASX Listing Rule 10.14 to allow the Company to issue 24 million performance rights to the Company's CEO and Managing Director, Craig Cooper (and/or his nominee). The Performance Rights will be divided into 3 equal tranches which will vest if certain performance milestones are achieved and automatically convert to ordinary shares in the Company within 30 days of vesting. Any unvested performance rights will expire on 30 June 2021.

When Mr Cooper was appointed as CEO and Managing Director, the Company announced that, subject to shareholder approval, he would be issued up to 6 million shares for no consideration, which would be issued in 3 tranches based on the Company's 30 day VWAP exceeding certain minimum prices.

At the time of the announcement, such an issue would have represented 2.1% of the issued capital of the Company on a fully diluted basis. The Board of the Company (other than Mr Cooper) has decided to increase the size of the issue to 24 million performance rights (which would convert to shares if milestones are met) to maintain the relative size of the allocation

(which, if approved, will represent 3.4% of the issued capital of the Company, including the various share issues referred to in this Notice of Meeting on a fully diluted basis).

The Board, (with Mr Cooper abstaining from the deliberations), is of the view that the increased award, along with Mr Cooper's other entitlements, represents reasonable remuneration consistent with market practice for comparable companies based on these factors:

- (b) the value of Mr Cooper's experience;
- (c) the significance of Mr Cooper's leadership of the Company to implement its new strategies – if these strategies are implemented successfully and the market value of the Company increases, Mr Cooper will be rewarded proportionally as all shareholders are rewarded;
- (d) the Company's stage of development. As the Company is embarking on new strategies it is in a "start-up" phase – the use of equity based remuneration provides the potential for "upside" for the Managing Director, aligned with the creation of shareholder value, while conserving the cash resources of the Company.

There is no requirement for additional shareholder approval under Part 2E of the Corporations Act in circumstances where the benefits offered to a Director comprise reasonable remuneration.

The Board, other than Mr Cooper, recommends that you vote in favour of Resolution 7.

**Information required under 10.15A**

The Company provides the following additional information in accordance with Listing Rule 10.15A

- (a) the related party is the Company's CEO and Managing Director, Craig Cooper and/or his nominee;
- (b) the maximum number of securities which Mr Cooper will acquire is 24,000,000 Performance Rights, which will be divided into 3 tranches of 8 million shares each, Each tranche will vest upon the the Company's 30 day VWAP of the reaching certain milestones:

Tranche	Number of performance rights	Will vest if 30 day VWAP exceeds:
1	8 million	\$0.05
2	8 million	\$0.08
3	8 million	\$0.12

- (c) the Performance Rights will be issued for no consideration and if they vest and are exercised, the resulting Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing ordinary shares;
- (d) no individual has previously received securities under the OPRP as this is the first time the Company has proposed an issue of securities under OPRP;

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- (e) the persons who are covered by Listing Rule 10.14 and are entitled to participate in OPRP are all the Directors;
- (f) details of any securities issued under OPRP will be published in each annual report of the Company relating to the period in which the securities have been issued, and approval for the issue of the securities was obtained;
- (g) any additional persons who become entitled to participate in OPRP after the resolution was approved and who are not named in the notice of meeting will not participate until (if required) approval under Listing Rule 10.14 is obtained;
- (h) if approved, the Company will issue the Performance Rights within 5 Business Days of the date of this meeting and in any event no later than 3 years after the date of the meeting;
- (i) no loans or other financial assistance have or will be made by the Company in connection with the issue of the relevant Performance Rights; and
- (j) A summary of the material terms of the performance rights subject of Resolution 6 is summarized at Schedule 2 of this document.

If shareholder approval is given under Listing Rule 10.14, approval is not also required under Listing Rule 7.1.

#### **Resolution 8 – Approval of issue of shares and options to a related party, C2 Ventures Pty Ltd**

Under Listing rule 10.11 a Company must not issue or agree to issue equity securities to a related party of the Company, such as a person who is a director of the Company, the spouse or a child of a director, or an entity controlled by a director, without the Company first obtaining the approval by ordinary resolution of its shareholders.

The Company is seeking the approval of shareholders under ASX Listing Rule 10.11 to allow the Company to issue shares to C2 Ventures Pty Ltd, an entity controlled by 2 directors.

If shareholder approval is given under Listing Rule 10.11, approval is not also required under Listing Rule 7.1.

#### **Information required under 10.13**

The Company provides the following additional information in accordance with Listing Rule 10.13:

- (a) the related party is C2 Ventures Pty Ltd, the shareholders of which are entities associated with 2 Directors of the Company, Craig Cooper and Niall Cairns.
- (b) the maximum number of Shares for which the related party will subscribe is 75,000,000 Ordinary Shares.
- (c) the Shares will be issued within 5 Business Days of the date of the meeting and in any event no later than 1 month after the date of the meeting;
- (d) the issue price will be \$0.02 per Share, and the Shares issued will be fully paid ordinary shares in the capital of the Company ranking equally in all respects with the Company's existing ordinary shares. The terms under which the shares will be issued include:
  - (i) a Deed of Undertaking under which the related party must pay the consideration for the Ordinary Shares on or before 30 November 2018,

along with accrued interest at the NAB's published rate for term deposits of 6 months;

- (ii) if the consideration is not paid in full, default interest at Supreme Court of New South Wales Pre-judgment interest rate
  - (iii) that the Ordinary Shares and associated Options will be placed in escrow, and subject to a holding lock, on the terms of a voluntary restriction agreement incorporating relevant provisions of Appendix 9A of the ASX Listing Rules until the related party pays the full amount of the consideration.
  - (iv) that the Company may at its option cancel the Shares and associated Options if the subscription moneys are not paid in full on or before 30 November 2018, or enforce payment under the Deed of Undertaking;
  - (v) Carnethy Investments Pty Ltd, an entity associated with Niall Cairns, will guarantee payment of the monies owed to AtCor; and
- (e) the Company intends to use the funds raised from this Share issue in accordance with the Overview of Use of Funds on page 12.

For each 2 Shares allotted to the Related Party, the Related Party will receive 1 Option. The Company provides the following additional information about the Options in accordance with Listing Rule 10.13:

- (a) 37,500,000 Options will be issued;
- (b) the Options will be issued no later than 1 month after the date of the meeting;
- (c) Options will be issued for no consideration;
- (d) each Option will entitle the holder to subscribe for 1 fully paid ordinary share in the capital of the Company for an exercise price of 5 cents. The Options expire on 30 November 2021;
- (e) the Options will be issued to C2 Ventures Pty Ltd; and
- (f) the issue of Options will not raise any funds.

The Board, (with Mr Cairns and Mr Cooper abstaining from the deliberations), is of the view that:

- the issue of the Shares to the Related Party is on arms' length terms, as the share price is the same as in the Placements outlined in this document, and the obligation to pay interest on the consideration compensates the Company for the deferral in payment;
- the issue of options to the Related Party is on arms' length terms, as the option terms are identical to the terms of the other options outlined in this document; and
- the Deed of Undertaking is on arms' length terms on the basis that the interest rates reflect external benchmarks, and the Shares and Options are escrowed using a standard agreement under the ASX Listing Rules;

and that therefore there is no requirement for additional shareholder approval under Part 2E of the Corporations Act.

A summary of the principal terms of the Options is set out in Schedule 3.

The Board, other than Mr Cairns and Mr Cooper, therefore recommends that you vote in favour of Resolution 8.

### **Resolution 9 - Approve Proposed Change of Company Name**

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

Resolution 9 seeks the approval of Shareholders for the Company to change its name to CardieX Limited.

If Resolution 9 is passed the change of name will take effect when ASIC alters the details of the Company's registration.

The proposed name has been reserved by the Company and if Resolution 9 is passed, the Company will lodge a copy of the special resolution with ASIC following the Meeting in order to effect the change.

Each of the Directors recommends that you vote in favour of Resolution 9.

### **Resolution 10 and 11 – Removal and Appointment of Auditor**

Section 329 of the Corporations Act provides that an auditor of a company may be removed from office by resolution at a general meeting of which 2 months' notice of intention to move the resolution has been given.

It should be noted that under this section, if a company calls a meeting after the notice of intention has been given, the meeting may pass the resolution even though the meeting is held less than 2 months after the notice of intention is given.

The Company has received from a Shareholder a notice of intention to remove the auditor, and a nomination that gave discretion to the Board to identify a suitable firm. The notice is provided to Shareholders in Annexure A to this Notice of General Meeting.

The Company seeks the approval to remove the auditor even though the meeting will be held less than 2 months after the notice of intention is given.

Section 327D of the Corporations Act provides that the Company may immediately appoint an auditor to replace an auditor removed under section 329 of the Corporations Act.

If PWC is removed under Resolution 9, the Directors proposed that BDO East Coast Partnership be appointed as the Company's auditor effective from the Meeting. The nomination of BDO East Coast Partnership as auditors of the Company is provided to Shareholders in Annexure A to this Notice of General Meeting. BDO East Coast Partnership has given written consent to act as the Company's auditor in accordance with section 328A(1) of the Corporations Act, evident in Annexure B.

If Resolution 10 and 11 are passed the appointment of BDO East Coast Partnership as the Company's auditor will take effect at the close of this meeting.



**Schedule 1 – Material Terms and Conditions of the Option and Performance Rights Plan**

- (a) Eligibility:** Participants in the Option and Performance Rights Plan may be:
- (i) a Director (whether executive or non-executive) of the Company and any Associated Body Corporate of the Company (each a **Group Company**);
  - (ii) a full or part time employee of any Group Company;
  - (iii) a casual employee or contractor of a Group Company to the extent permitted by ASIC Class Order 14/1000 as amended or replaced (**Class Order**); or
  - (iv) a prospective participant, being a person to whom the offer is made but who can only accept the offer if an arrangement has been entered into that will result in the person becoming a participant under subparagraphs (i), (ii), or (iii) above, who is declared by the Board to be eligible to receive grants of Options and Performance Rights under the Option and Performance Rights Plan (**Eligible Participants**).
- (b) Offer:** The Board may, from time to time, in its absolute discretion, make a written offer to any Eligible Participant (including an Eligible Participant who has previously received an offer) to apply for up to a specified number of Options and/or Performance Rights, upon the terms set out in the Option and Performance Rights Plan and upon such additional terms and conditions as the Board determines.
- (c) Plan limit:** The Company must have reasonable grounds to believe, when making an offer, that the number of Shares to be received on exercise of Options or meeting of performance milestones of Performance Rights, offered under an offer, when aggregated with the number of Shares issued or that may be issued as a result of offers made in reliance on the Class Order at any time during the previous 3 year period under an employee incentive scheme covered by the Class Order or an ASIC exempt arrangement of a similar kind to an employee incentive scheme, will not exceed 5% of the total number of Shares on issue at the date of the offer.
- (d) Issue price:** Unless the Options are quoted on the ASX, Options issued under the Option Plan will be issued for no more than nominal cash consideration.
- (e) Vesting Conditions:** An Option and/or Performance Right may be made subject to vesting conditions as determined by the Board in its discretion and as specified in the offer for the Option.
- (f) Vesting:** The Board may in its absolute discretion (except in respect of a Change of Control occurring where Vesting Conditions are deemed to be automatically waived) by written notice to a Participant (being an Eligible Participant to whom Options and/or Performance Rights have been granted under the Option and Performance Rights Plan or their nominee where the Options have been granted to the nominee of the Eligible Participant), resolve to waive any of the Vesting Conditions applying to Options due to:
- a) Special Circumstances arising in relation to a Relevant Person in respect of those Options and/or Performance Rights; or
  - b) a Change of Control occurring; or
  - c) the Company passing a resolution for voluntary winding up, or an order is made for the compulsory winding up of the Company.



- (g) Lapse of an Option or Performance Right:** An Option and/or Performance Right will lapse upon the earlier to occur of:
- a) an unauthorised dealing in the Option/Performance Right;
  - b) a Vesting Condition in relation to the Option/Performance Right is not satisfied by its due date, or becomes incapable of satisfaction, unless the Board exercises its discretion to waive the Vesting Conditions and vest the Option/Performance Right in the circumstances set out in paragraph (f) or the Board resolves, in its absolute discretion, to allow the unvested Options/Performance Rights to remain unvested after the Relevant Person ceases to be an Eligible Participant;
  - c) in respect of unvested Option/Performance Right only, an Eligible Participant ceases to be an Eligible Participant, unless the Board exercises its discretion to vest the Option/Performance Right in the circumstances set out in paragraph (f) or the Board resolves, in its absolute discretion, to allow the unvested Options/Performance Rights to remain unvested after the Relevant Person ceases to be an Eligible Participant;
  - d) in respect of vested Options/Performance Rights only, a relevant person ceases to be an Eligible Participant and the Option/Performance Right granted in respect of that person is not exercised within one (1) month (or such later date as the Board determines) of the date that person ceases to be an Eligible Participant;
  - e) the Board deems that an Option/Performance Right lapses due to fraud, dishonesty or other improper behaviour of the Eligible Participant;
  - f) the Company undergoes a Change of Control or a winding up resolution or order is made and the Board does not exercise its discretion to vest the Option/Performance Right;
  - g) the expiry date of the Option.
- (h) Not transferrable:** Options/Performance Rights are only transferrable in Special Circumstances with the prior written consent of the Board (which may be withheld in its absolute discretion) or by force of law upon death, to the Participant's legal personal representative or upon bankruptcy to the participant's trustee in bankruptcy.
- (i) Shares:** Shares resulting from the exercise of the Options or vesting and conversion of Performance Rights shall, subject to any Sale Restrictions (refer paragraph (k)) from the date of issue, rank on equal terms with all other Shares on issue.
- (j) Quotation of Shares:** If Shares of the same class as those issued upon exercise of Options or vesting and conversion of Performance Rights issued under the Option and Performance Rights Plan are quoted on the ASX, the Company will, subject to the ASX Listing Rules, apply to the ASX for those Shares to be quoted on ASX within 10 business days of the later of the date the Shares are issued and the date any restriction period applying to the disposal of Shares ends.
- (k) Sale Restrictions:** The Board may, in its discretion, determine at any time up until exercise of Options or vesting and conversion of Performance Rights, that a restriction period will apply to some or all of the Shares issued to an Eligible Participant (or their eligible nominee) on exercise of those Options or vesting and conversion of Performance Rights up to a maximum of seven (7) years from the grant date of the Options or Performance Rights. In addition, the Board may, in its sole discretion,

having regard to the circumstances at the time, waive any such restriction period determined.

- (l) **No Participation Rights:** There are no participating rights or entitlements inherent in the Options/Performance Rights and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options/Performance Rights.
- (m) **Change in exercise price of number of underlying securities:** Unless specified in the offer of the Options and subject to compliance with the ASX Listing Rules, an Option does not confer the right to a change in exercise price or in the number of underlying Shares over which the Option can be exercised.
- (n) **Reorganisation:** If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder of an Option/Performance Right are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganisation.
- (o) **Amendments:** Subject to express restrictions set out in the Option and Performance Rights Plan and complying with the Corporations Act, ASX Listing Rules and any other applicable law, the Board may at any time by resolution amend or add to all or any of the provisions of the Option and Performance Rights Plan, or the terms or conditions of any Option/Performance Right granted under the Option and Performance Rights Plan including giving any amendment retrospective effect.
- (p) **Trust:** The Board may, at any time, establish a trust for the sole purpose of acquiring and holding Shares in respect of which a Participant may exercise, or has exercised, vested Options, including for the purpose of enforcing the disposal restrictions and appoint a trustee to act as trustee of the trust. The trustee will hold the Shares as trustee for and on behalf of a Participant as beneficial owner upon the terms of the trust. The Board may at any time amend all or any of the provisions of the Option Plan to effect the establishment of such a trust and the appointment of such a trustee.

**Definitions:** Capitalised terms used in the above summary are as defined in the Option and Performance Rights Plan, including:

**Associated Body Corporate** means:

- (a) a related body corporate (as defined in the Corporations Act) of the Company;
- (b) a body corporate which has an entitlement to not less than 20% of the voting Shares of the Company; and
- (c) a body corporate in which the Company has an entitlement to not less than 20% of the voting shares.

**Change of Control** means:

- (a) a bona fide Takeover Bid is declared unconditional and the bidder has acquired a Relevant Interest in more than 50% of the Company's issued Shares;
- (b) a court approves, under section 411(4)(b) of the Corporations Act, a proposed compromise or arrangement for the purposes of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or
- (c) in any other case, a person obtains Voting Power in the Company which the Board (which for the avoidance of doubt will comprise those Directors immediately prior to the

person acquiring that Voting Power) determines, acting in good faith and in accordance with their fiduciary duties, is sufficient to control the composition of the Board.

**Relevant Person** means:

- (a) in respect of an Eligible Participant, that person; and
- (b) in respect of a nominee of an Eligible Participant, that Eligible Participant.

**Special Circumstances** means:

- (a) a Relevant Person ceasing to be an Eligible Participant due to:
  - (i) death or Total or Permanent Disability of a Relevant Person; or
  - (ii) Retirement or Redundancy of a Relevant Person;
- (b) a Relevant Person suffering Severe Financial Hardship;
- (c) any other circumstance stated to constitute “Special Circumstances” in the terms of the relevant Offer made to and accepted by the Participant; or
- (d) any other circumstances determined by the Board at any time (whether before or after the Offer) and notified to the relevant Participant which circumstances may relate to the Participant, a class of Participant, including the Participant or particular circumstances or class of circumstances applying to the Participant.

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**Schedule 2 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS PROPOSED TO BE ISSUED UNDER THE OPTION AND PERFORMANCE RIGHTS PLAN**

**1. SPECIFIC TERMS**

- (i) the maximum number of securities which Mr Cooper will acquire is 24,000,000 Performance Rights, which will be divided into 3 tranches of 8 million shares each, Each tranche will vest upon the Company's 30 day VWAP reaching certain milestones:

Tranche	Number of performance rights	Will vest if 30 day VWAP exceeds:
1	8,000,000	\$0.05
2	8,000,000	\$0.08
3	8,000,000	\$0.12

- (ii) the Performance Rights will be issued for no consideration and if they vest and are exercised, the resulting Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing ordinary shares;
- (iii) no individual has previously received securities under this scheme as this is the first time the Company has proposed an issue of securities under the Scheme
- (iv) details of any securities issued under the Performance Rights Plan will be published in each annual report of the Company relating to the period in which the securities have been issued, and approval for the issue of the securities was obtained;
- (v) the persons who are covered by Listing Rule 10.14 and are entitled to participate in OPRP are all the Directors of the Company;
- (vi) any additional persons who become entitled to participate in the Performance Rights Plan after the resolution was approved and who are not named in the notice of meeting will not participate until approval (if required under Listing Rule 10.14) is obtained;
- (vii) if approved, the Company will issue the Performance Rights within 5 Business Days of the date of this meeting; and
- (viii) no loans or other financial assistance have or will be made by the Company in connection with the issue of the relevant Performance Rights.

**2. GENERAL TERMS**

Shares issued and allotted pursuant to the exercise of the Performance Rights proposed to be issued to Craig Cooper will rank equally in all respects with the then existing Shares on issue in the capital of the Company and will be subject to the provisions of the Constitution.

Subject to the following paragraphs, a Performance Right would not confer upon Mr Craig Cooper the right to participate in new issues of securities by the Company without Mr Craig Cooper first exercising that Performance Right. However, the Company will ensure that for the purpose of determining entitlements to any such issue, the Company will notify Mr Craig Cooper of the details of any proposed new issue(s) by the relevant date for the particular issue(s) as determined in accordance with the Listing Rules.

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Adjustments to the number of Shares underlying each of the Performance Rights proposed to be issued to Mr Craig Cooper will be made in accordance with the requirement under the Listing Rules to take into account changes to the capital structure of the Company by way of pro-rata bonus and cash issues.

The terms of the Performance Rights do not prevent the Performance Rights being reconstructed as required by the Listing Rules on a reconstruction of the Company's issued capital. The rights of Mr Craig Cooper with respect to a Performance Right may be changed to the extent necessary to comply with the Listing Rules that apply to a re-organisation of capital at the time of the re-organisation.

Assuming that Share approval is given in relation to the issue of Performance Rights to Mr Craig Cooper pursuant to Resolution 8, in the event of any reconstruction of the Company's issued capital, the Performance Rights issued to Mr Craig Cooper (**Issued Performance Rights**) will be treated in the following manner:

- in the event of a consolidation of Shares, the number of the Issued Performance Rights will be consolidated in the same ratio as the Shares;
- in the event of a subdivision of Shares, the number of the Issued Performance Rights will be subdivided in the same ratio as the Shares;
- in the event of a pro-rata cancellation of Shares, the number of the Issued Performance Rights will be reduced in the same ratio as the Shares; and
- in the event of any other reconstruction of the issued capital of the Company, the number of the Issued Performance Rights will be reconstructed (as appropriate) in a manner which will not result in any benefits being conferred on Mr Craig Cooper which are not conferred on Shareholders.

The Company will apply to ASX for, and will use its best endeavours to obtain, Official Quotation of all Shares issued and allotted on the exercise of any Issued Performance Rights, but gives no assurance or undertaking that such quotation or listing will be granted or maintained.

If the Company is liquidated, all unexercised Issued Performance Rights will lapse.

All other terms and conditions of the Performance Rights proposed to be issued to Mr Craig Cooper will be in accordance with the requirements of the Listing Rules.

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### Schedule 3 – Terms and Conditions for Options

**(a) Entitlement**

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

**(b) Issue Price**

The Options will be issued for no consideration.

**(c) Exercise Price**

The exercise price is 5 cents per Option.

**(d) Expiry Date**

Each Option will expire on 30 November 2021.

**(e) Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date.

**(f) Notice of Exercise**

The Options may be exercised during the Exercised Period by notice in writing to the Company at its registered office accompanied by the Holding Statement and payment of the required Exercise Price. All cheques must be payable to the Company and be crossed not negotiable. Payment may be made by Electronic Funds Transfer to an account specified from time to time by the Company.

**(g) Minimum Options to Exercise**

The option holder may not exercise less than 1,000 Options at any one time, unless the Option holder has less than 1,000 Options in which case the Option holder must exercise all their Options together.

**(h) Timing of Issue of Shares on Exercise**

After an Option is validly exercised, the Company must:

- i. issue and allot the Share within 5 Business Days after the end of the month during which the Option was validly exercised; and
- ii. subject to the securities of the Company being listed on the ASX and to any restrictions imposed on the Options or Shares issued on exercise of the Options under the ASX Listing Rules, do all such acts, matters and things to obtain the grant of quotation for the Shares on ASX no later than 3 Business Days after the date of issue and allotment of the Shares.

**(i) Shares issued on exercise**

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

**(j) Reconstruction of Capital**

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

**(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) Quotation of Options**

The Company will apply for quotation of the Options on the ASX.

**(m) Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX, or under applicable Australian Securities laws, or through Voluntary Agreements.

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**Annexure A – Notice of Intention to Remove PWC as Auditors and Notice of Intention to Appoint BDO**



03 April 2018

**Jarrold White**  
Company Secretary  
AtCor Medical Holdings Limited  
Suite 305, Level 3  
35 Lime Street  
SYDNEY NSW 2000

Dear Sir,

On behalf of myself, Paul Cozzi, of PO box is 156, South Bexley NSW 2207, as a member of AtCor Medical Holdings Limited, respectfully request that a general meeting of the Company be held at the first available time, and in any event no later than 2 months from the date of this notice, to consider and, if thought fit, pass the following resolutions:

1. "That the Company remove its currently appointed auditor,
2. *Sumanth Prakash of PwC Australia*"; and
3. *The being a casual vacancy, a new audit firm be appointed*
4. *as the new auditor of the Company*".

For the purposes of Section 328B(1) of the Corporations Act 2001, I hereby give you notice of the nomination of Walker Wayland, of Suite 11.01, Level 11, 60 Castlereagh Street, Sydney NSW 2000, as a proposed auditor of the Company, or failing that any other suitable firm as Resolved by the Board.

Please contact the writer should there be any queries.

Yours sincerely,



A/Prof Paul Cozzi

Associate Professor University of Notre Dame Australia  
Senior Lecturer in Surgery UNSW  
Snr. Staff Specialist – Dept. Urology, St George Hospital

Website: [www.drpaulcozzi.com](http://www.drpaulcozzi.com)

**A/Prof Paul Cozzi**  
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FAX: 02 9570 5578

Senior Staff Specialist  
St. George  
Sutherland Hospitals

Associate Professor  
University of  
Notre Dame Australia

Senior Lecturer UNSW

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Vasectomy Reversal

**Consulting at**

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Hurstville  
Miranda  
St. Leonards



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## Annexure B – Auditor's consent to appointment



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The Directors  
AtCor Medical Holdings Limited  
11/1059-1063 Victoria Road  
West Ryde, NSW 2114

20 April 2018

Dear Directors,

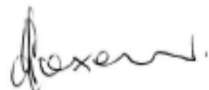
### CONSENT TO ACT AS AUDITOR OF ATCOR MEDICAL HOLDINGS LIMITED

In accordance with section 328A (1) of the Corporations Act 2001, we hereby consent to act as auditor of AtCor Medical Holdings Limited, subject to the removal of PricewaterhouseCoopers.

This consent shall remain in force until revoked by us in writing.

Yours faithfully

**BDO East Coast Partnership**



Grant Saxon

Partner

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BDO East Coast Partnership ABN 83 236 985 726 is a member of a national association of Independent entities which are all members of BDO Australia Ltd ABN 77 050 110 275, an Australian company limited by guarantee. BDO East Coast Partnership and BDO Australia Ltd are members of BDO International Ltd, a UK company limited by guarantee, and form part of the International BDO network of Independent member firms. Liability limited by a scheme approved under Professional Standards Legislation, other than for the acts or omissions of financial services licensees.


## LODGE YOUR VOTE

 **ONLINE**  
[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

 **BY MAIL**  
Atcor Medical Holdings Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia

 **BY FAX**  
02 9287 0309

 **BY HAND**  
Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138; or  
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**  
Telephone: 1800 678 246 (free call within Australia)

## LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **10:00am (AEST) on Saturday, 26 May 2018**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:

 **ONLINE**  
[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the reverse of this Proxy Form).

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

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

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

NAME SURNAME  
 ADDRESS LINE 1  
 ADDRESS LINE 2  
 ADDRESS LINE 3  
 ADDRESS LINE 4  
 ADDRESS LINE 5  
 ADDRESS LINE 6



X9999999999

## PROXY FORM

I/We being a member(s) of Atcor Medical Holdings Limited and entitled to attend and vote hereby appoint:

### APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Extraordinary General Meeting of the Company to be held at **10:00am (AEST) on Monday, 28 May 2018 at The offices of BDO, Level 11, 1 Margaret Street, Sydney NSW 2000** (the Meeting) and at any postponement or adjournment of the Meeting.

**Important for Resolution 1:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

### VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an .

#### Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Ratification of prior share issue (Placement 1) for purpose of Listing Rule 7.4: re-set of 15% threshold	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 Approve Proposed Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approve Issue of Options associated with Placement 1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 Removal of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approve Proposed Issue of Shares and Options (Placement 2)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approve Issue of Shares and Options to Related Party – Donal O'Dwyer (Placement 2)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5 Approve Proposed Issue of Options to Taylor Collision Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6 Adoption of Option and Performance Rights Plan (ORPRP)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7 Approval of performance rights to Craig Cooper	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
8 Approval of issue of shares to a Related Party – C2 Ventures Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



For personal use only

STEP 1

STEP 2

STEP 3