



Anteo Diagnostics Limited
(ABN 75 070 028 625)

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

Date of Meeting: Monday, 11 November 2019

Time of Meeting: 2.30pm (Sydney time)

Place of Meeting: Boardroom Pty Ltd, Level 12, 225 George Street, Sydney, NSW, 2000

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Anteo Diagnostics Ltd (“Anteo” or the “Company”) for 2019 will be held on **Monday, 11 November 2019** at **2.30pm** (Sydney time) at the offices of Boardroom Pty Ltd, Level 12, 225 George Street, Sydney, NSW, 2000. The Explanatory Memorandum accompanying this Notice of Annual General Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Memorandum and Proxy Form part of this Notice.

The Directors have determined that pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) the persons eligible to vote at the Annual General Meeting are those who are registered shareholders of the Company as at 7pm (Sydney time) on Saturday, 9 November 2019.

Terms and abbreviations used in this Notice are defined in the Glossary to the Explanatory Memorandum.

ORDINARY BUSINESS

Financial Statements

To receive and consider the financial statements of the Company and its controlled entities for the year ended 30 June 2019 and the related Directors’ Report, Directors’ Declaration and Auditors’ Report.

Resolution 1 - Adoption of Directors’ Remuneration Report

“To adopt the Directors’ Remuneration Report for the year ended 30 June 2019.”

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the key management personnel of the Company (“KMP”) (as identified in the Remuneration Report and which includes all of the Directors) or their closely related parties (defined in the Corporations Act to include certain of their family members, dependents and companies they control), as well as any undirected votes given to a KMP as proxyholder. However, the Company need not disregard a vote cast by a KMP or closely related party of the KMP if:

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

Note:

In accordance with section 250R of the *Corporations Act 2001*, the vote on Resolution 1 will be advisory only and will not bind the Directors or the Company

Resolution 2 - Re-Election of Director (Geoffrey Cumming)

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

“That Geoffrey Cumming, who retires in accordance with the Company’s Constitution and, being eligible, offers himself for re-election, is hereby re-elected a director of the Company”.

Resolution 3 - Re-Election of Director (Christopher Parker)

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

“That Christopher Parker, who retires in accordance with the Company’s Constitution and, being eligible, offers himself for re-election, is hereby re-elected a director of the Company”.

Resolution 4 – Ratification of prior issue of Placement Shares (LR 7.1A)

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 99,999,508 Placement Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, 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.

Resolution 5 – Ratification of prior issue of Placement Options (LR 7.1)

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 49,999,724 Placement Options on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, 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.

Resolution 6 – Ratification of prior issue of Fee Options (LR 7.1)

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 29,211,716 Fee Options on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of the Resolution by or on behalf of the recipients of the Fee Options or any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, 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.

SPECIAL BUSINESS

Resolution 7 – Change of Company Name

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

*“That, in accordance with Section 157 of the Corporations Act 2001 (Cth), the Company adopts the new name **AnteoTech Limited** and Shareholders approve the Company changing its name to **AnteoTech Limited** with the effect from the day on which the Australian Securities and Investments Commission alters the details of the Company’s registration.”*

Resolution 8 – Approval of 10% Placement Facility

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

"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, shareholders approve the issue of equity securities up to 10% of the issued capital of the Company calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of 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 entity) or an associate of the aforementioned persons. However, the Company will not disregard a vote if:

- (a) it is cast by the 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 Chairman of the Meeting intends to vote all available undirected proxies in favour of Resolution 8.

Resolution 9 – Spill Resolution (Contingent Resolution)

Note: the following Resolution will only be put to the Annual General Meeting if at least 25% of votes cast on Resolution 1 (Adoption of Remuneration Report) are "against" that Resolution. If less than 25% of the votes cast on Resolution 1 are against that Resolution, Resolution 9 will not be put to the Annual General Meeting.

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

"That:

- (a) a general meeting of the Company (the 'spill meeting') be held within 90 days of the passing of this resolution;*
- (b) all of the directors who were directors of the Company when the Remuneration Report was passed (other than the Managing Director, if any), and who remain in office at the time of the spill meeting, cease to hold office immediately before the end of the spill meeting; and*
- (c) resolutions to appoint persons to the offices that will be vacated immediately before the end of the spill meeting be put to the vote at the spill meeting."*

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 9 by or on behalf of a member of the key management personnel of the Company ("KMP") (as identified in the Remuneration Report and which includes all of the Directors) or their closely related parties (defined in the Corporations Act to include certain of their family members, dependents and companies they control), as well as any undirected votes given to a KMP as proxyholder. However, the Company need not disregard a vote cast by a KMP or closely related party of the KMP if:

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

Dated: 1 October 2019

By order of the Board
Duncan Cornish

NOTES

Explanatory Memorandum

The Notice of Meeting should be read in conjunction with the accompanying Explanatory Memorandum.

Eligibility to vote

In accordance with the Corporations Act and the Company's Constitution, a person's entitlement to vote at the Meeting will be determined by reference to the number of fully paid shares registered in the name of that person (reflected in the register of members) as at 7pm (Sydney time) on Saturday, 9 November 2019.

Proxy votes

A Shareholder entitled to attend and vote is entitled to appoint not more than two (2) proxies to attend and vote in their place. Where more than one (1) proxy is appointed, the appointment may specify the proportion or number of votes that the proxy may exercise, otherwise each may exercise half of the votes.

A proxy need not be a Shareholder. A form of proxy must be signed by the Shareholder or the Shareholder's attorney.

Proxies must reach the Company at least forty-eight (48) hours before the meeting at which the person named in the Proxy Form proposes to vote (i.e. not later than 2.30pm (Sydney time) on Saturday, 9 November 2019.

The address for lodgement of proxies is:

Delivery Address	Postal Address	Fax Number
Anteo Diagnostics Limited c/- Boardroom Pty Ltd Level 12, 225 George Street Sydney, NSW 2000	Anteo Diagnostics Limited c/- Boardroom Pty Ltd GPO Box 3993 Sydney NSW 2001	+61 2 9290 9655

Power of Attorney

If a proxy is signed by a Shareholder's attorney, the Shareholder's attorney confirms that he has received no revocation of authority under which the proxy is executed and the authorities under which the appointment was signed or a certified copy thereof must also be received at least forty eight (48) hours before the meeting.

Bodies Corporate

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of a company's Shareholders. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution. The documentation evidencing such appointment should be produced prior to admission to the Meeting.

Questions for the Auditor

Under section 250PA of the Corporations Act, Shareholders may submit written questions for the auditor up to five business days before the date of the Meeting. Shareholders wishing to do so may send their questions to the Company at Unit 4, 26 Brandl Street, Eight Mile Plains, QLD 4113 or Fax 07 3219 0553, and the Company will pass them on to the auditor.

2019 Annual Report

Copies of the Company's 2019 Annual Report for the financial year ending 30 June 2019 ("Annual Report") comprising the Annual Financial Reports, Directors' Report and Auditor's Report of the Company and the Company's controlled entities will be distributed to those Shareholders requesting a physical copy of these documents. The Company's Annual Report is able to be viewed at the Company's website at www.anteotech.com.

EXPLANATORY MEMORANDUM

INTRODUCTION

This Explanatory Memorandum has been prepared to assist Shareholders in considering the Resolutions set out in the Company's Notice of Meeting. This Explanatory Memorandum forms part of, and should be read in conjunction with, the Company's Notice of Meeting to be held at the offices of Boardroom Pty Ltd, Level 12, 225 George Street, Sydney, NSW, 2000 on **Monday, 11 November 2019** (Sydney time) at **2.30pm**.

Terms used in this Explanatory Memorandum are defined in the Glossary at Section 10 of this Explanatory Memorandum.

FINANCIAL STATEMENTS

The Corporations Act requires that the Financial Report (including the Directors' Report, Financial Statements and the Audit Report) be laid before the Meeting. Although not requiring a vote of Members, an opportunity will be provided for Members to ask questions on the reports, including of the Company's auditor, who will be available to answer Member questions relating to the Audit Report.

1. RESOLUTION 1 - ADOPTION OF DIRECTORS' REMUNERATION REPORT

1.1. General

The Remuneration Report is set out in the Directors' Report section of the Annual Report. The Annual Report is available to download on the Company's website, www.anteotech.com.

Under Section 250R(3) of the Corporations Act, the vote is advisory only and does not bind the Directors or the Company.

In summary the Remuneration Report:

- explains the Board's policy for determining the nature and amount of remuneration of Key Management Personnel of the Company;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- sets out remuneration details for each Key Management Personnel; and
- details and explains any performance conditions applicable to the remuneration of Key Management Personnel.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

1.2. Voting restrictions on Key Management Personnel and their proxies and Closely Related Parties

A voting exclusion statement is set out under Resolution 1 in the Notice of Meeting.

1.3. Directors' Recommendation

Noting that each director has a personal interest in their own remuneration from the Company (as described in the Remuneration Report), each Director recommends that shareholders vote in favour of adopting the Remuneration Report

2. RESOLUTION 2 - RE-ELECTION OF DIRECTOR (GEOFFREY CUMMING)

2.1. General

Under the Company's Constitution (clause 20.2), Dr Cumming retires by rotation and, being eligible, offers himself for re-election as a director.

Dr Cumming has over 20 years' experience in the healthcare and biotechnology market. Dr Cumming's roles have progressed from pure research to sales and marketing roles through to Managing Director level and Board seats.

Previously Managing Director of Roche Diagnostic Systems – Oceania Regional Centre, where he transformed a loss-making business to one achieving over 30% compound annual growth over a four-year period and the highest

profitability levels in Roche's global organisation. Dr Cumming was also Managing Director and CEO of an Australian based biotechnology company commercialising a range of products in cancer diagnosis and treatments. During his tenure he was responsible for taking research from Sydney University through to product registration. This involved capital raising, managing Intellectual Property, investor relations and forging links with relevant international partners.

Dr Cumming has been a Director of the Company since April 2009 and is a Non-Executive Director of ASX listed Sienna Cancer Diagnostics Limited.

Dr Cumming serves on the Company's Audit & Risk Management Committee and Remuneration & Nomination Committee.

2.2. Directors' Recommendation

The Directors (other than Dr Cumming) unanimously recommend that Shareholders vote in favour of the re-election of Dr Cumming.

3. RESOLUTION 3 - RE-ELECTION OF DIRECTOR (CHRISTOPHER PARKER)

3.1. General

Clause 19.4 of the Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Mr Christopher Parker was appointed as a director of the Company on 23 April 2019 and retires in accordance with clause 19.4 of the Constitution and, being eligible, seeks re-election from Shareholders.

Mr Parker has 20 years of experience in both domestic and international life sciences sectors predominantly through a career with Roche Diagnostics ("Roche"), an internationally renowned pharmaceutical and diagnostics company. In his final role with Roche, before retiring in the second half of 2017, he was Managing Director for UK & Ireland and Management Centre European Agents where he had responsibility for all diagnostic products in the Roche portfolio and an annual budget of £250 million. Prior to this he held various roles in general management, marketing and business development in Canada, Asia and Australia targeting the centralised laboratory, decentralised point-of-care, molecular diagnostics and applied sciences markets.

Mr Parker served as the Company's CEO since April 2018 until his appointment as director.

3.2. Directors' Recommendation

The Directors (other than Mr Parker) unanimously recommend that Shareholders vote in favour of the re-election of Mr Parker.

4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES (LR 7.1A)

4.1. General

On 6 June 2019 the Company completed a Renounceable Rights Issue and a Placement, as follows:

	Funds Raised	Shares Issued	Options Issued
Rights Issue	\$2,551,465	231,951,315	115,975,579
Placement	\$1,099,995	99,999,508	49,999,724
Underwriting fees	-	-	29,211,716

The 99,999,508 Shares were issued pursuant to the Company's capacity under ASX Listing Rule 7.1A (which had been approved by Shareholders at the annual general meeting held on 16 November 2018).

Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Placement Shares under Listing Rule 7.1A (**Ratification**).

4.2. ASX Listing Rule 7.1A

ASX Listing Rule 7.1A provides that in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue during the period for which the approval is valid a number of quoted equity securities which represents

10% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period as adjusted in accordance with the formula in ASX Listing Rule 7.1A.2.

Where an eligible entity obtains shareholder approval to increase its placement capacity under ASX Listing Rule 7.1A then any ordinary securities issued under that additional placement capacity:

- (a) will not be counted in variable "A" in the formula in ASX Listing Rule 7.1A; and
- (b) are counted in variable "E",

until their issue has been ratified under ASX Listing Rule 7.4 (and provided that the previous issue did not breach ASX Listing Rule 7.1A) or 12 months has passed since their issue.

By ratifying the issue the subject of Resolution 4, the base figure (i.e. variable "A") from which the Company's 15% and 10% annual placement capacities are calculated will be a higher number, which in turn will allow a proportionately higher number of securities to be issued in future without prior Shareholder approval.

4.3. Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) 99,999,508 Shares were issued pursuant to ASX Listing Rule 7.1A (Resolution 4);
- (b) The issue price was \$0.011 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 Shares;
- (d) the Shares were issued to sophisticated and professional investors to whom, under section 708 of the Corporations Act, a disclosure document under Chapter 6D of the Corporations Act was not required to be given, and none of whom was a related party of the Company, at the time of the placement; and
- (e) the funds raised under the Placement, along with funds raised under the Rights Issue, are intended to be used as follows:

Use of Funds	\$
Battery anode R&D and Battery Composite commercialisation	1,600,000
POC Business Development and Global distribution expansion	1,200,000
Strengthen patents and IP protection	500,000
Expand manufacturing capacity	300,000
Corporate costs	1,300,000
Working capital	830,000
Costs of the offer	270,000

4.4. Directors' Recommendation

None of the Directors have a material personal interest in the subject matter of this Resolution. The Board recommends that Shareholders vote in favour of this Resolution as it will enable the Company to fund its ongoing operations and commitments.

5. RESOLUTION 5 - RATIFICATION OF PRIOR ISSUE OF PLACEMENT OPTIONS (LR 7.1)

5.1. General

On 6 June 2019 the Company completed a Renounceable Rights Issue and a Placement, as follows:

	Funds Raised	Shares Issued	Options Issued
Rights Issue	\$2,551,465	231,951,315	115,975,579
Placement	\$1,099,995	99,999,508	49,999,724
Underwriting fees	-	-	29,211,716

The 49,999,724 Options, issued as part of the Placement, were issued for nil consideration on a 1:2 basis to participants of the Placement and are exercisable at \$0.02 each on or before 6 December 2020. The Placement Options were issued pursuant to the Company's capacity under ASX Listing Rule 7.1.

Resolution 5 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Placement Options issued under Listing Rule 7.1 (**Ratification**).

5.2. ASX Listing Rule 7.1

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

By ratifying this issue under Resolution 5, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

5.3. Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- 49,999,724 Options were granted pursuant to ASX Listing Rule 7.1 (Resolution 5);
- the Options were granted for nil consideration;
- the terms and conditions are set out in Annexure A to this Notice;
- the Options were granted to sophisticated and professional investors to whom, under section 708 of the Corporations Act, a disclosure document under Chapter 6D of the Corporations Act was not required to be given, and none of whom was a related party of the Company, at the time of the placement; and
- nil funds were raised from the grant of the Options.

5.4. Directors' Recommendations

None of the Directors have a material personal interest in the subject matter of this Resolution. The Board recommends that Shareholders vote in favour of this Resolution as it will enable the Company to fund its ongoing operations and commitments.

6. RESOLUTION 6 - RATIFICATION OF PRIOR ISSUE OF FEE OPTIONS (LR 7.1)

6.1. General

On 6 June 2019 the Company completed a Renounceable Rights Issue and a Placement, as follows:

	Funds Raised	Shares Issued	Options Issued
Rights Issue	\$2,551,465	231,951,315	115,975,579
Placement	\$1,099,995	99,999,508	49,999,724
Underwriting fees	-	-	29,211,716

Pursuant to the Rights Issue and Placement, the Company engaged CPS Capital Investments Pty Ltd (**CPS**) as Underwriter to the Rights Issue. As part of this arrangement, the Company issued CPS with 29,211,716 Options as payment for their underwriting the offer (**Fee Options**). These Fee Options were issued for nil consideration and are exercisable at \$0.02 each on or before 6 December 2020. The Fee Options were issued pursuant to the Company's capacity under ASX Listing Rule 7.1.

Resolution 6 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Fee Options issued under Listing Rule 7.1 (**Ratification**).

6.2. ASX Listing Rule 7.1

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

By ratifying this issue under Resolution 6, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

6.3. Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) 29,211,716 Options were granted pursuant to ASX Listing Rule 7.1 (Resolution 6);
- (b) the Options were granted for nil consideration;
- (c) the terms and conditions of the Options are set out in Annexure A to this Notice;
- (d) the Options were granted to CPS Capital Investments Pty Ltd, their nominees, and their associated entities; and
- (e) nil funds were raised from the grant of the Options.

6.4. Directors' Recommendations

None of the Directors have a material personal interest in the subject matter of this Resolution. The Board recommends that Shareholders vote in favour of this Resolution as it will enable the Company to fund its ongoing operations and commitments.

7. RESOLUTION 7 – CHANGE OF COMPANY NAME

7.1. General

The proposed change of name pursuant to Resolution 7 is to AnteoTech Limited. The Company is no longer just focussing on exploiting the Company's intellectual property as a diagnostic tool in the Life Science sector only. Its technologies have wider application and your Directors believe that the change of name better reflects the evolution and focus of the Company as technology company. The name change will deliver a simpler and clearer message for customers and investment markets.

The Corporations Act requires that this resolution be passed as a Special Resolution. Accordingly, in order for the resolution to be passed, at least 75% of the votes cast by members entitled to vote on the resolution must be in favour of the resolution.

7.2. Recommendation

The Directors unanimously recommend that Shareholders vote in favour of this Special Resolution.

8. RESOLUTION 8 – APPROVAL OF 10% PLACEMENT FACILITY

8.1. General

Listing Rule 7.1A permits an "eligible entity" which has obtained shareholder approval by special resolution passed at an annual general meeting to issue "equity securities" (as defined in the Listing Rules and which includes shares and options to acquire shares) up to 10% of its issued share capital through placements over a maximum 12-month period after the relevant annual general meeting (the **10% Placement Facility**).

The issue of equity securities under the 10% Placement Facility would be in addition to the Company's ability to issue equity securities without Shareholder approval under Listing Rule 7.1. Broadly, Listing Rule 7.1 permits the Company to issue up to 15% of its issued equity capital without Shareholder approval over a 12-month period.

An "eligible entity" for the purposes of Listing Rule 7.1A is an entity that, as at the date of the relevant special resolution under that Rule, is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. If the special resolution were voted on at the date of the Notice, the Company would satisfy the eligible entity requirements, and the Directors believe that the Company would continue to satisfy those requirements on the date of the Meeting.

Whilst the Company has no current intention to raise capital via this 10% Placement Facility, the directors are of the opinion that it is prudent to have such a facility in place to provide flexibility on capital raising alternatives should they be required in the coming 12 months. The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue equity securities under the 10% Placement Facility.

The effect of Resolution 4 will be to allow the Directors to issue equity securities under Listing Rule 7.1A during a maximum period of 12 months after the Meeting without subsequent Shareholder approval and in addition to the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 4 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

8.2. Description of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue equity securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any equity securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of equity securities of the Company. The Company, as at the date of the Notice, has on issue three classes of equity securities, being quoted Shares, quoted options to subscribe for Shares and unquoted options to subscribe for Shares.

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during a period of up to 12 months after the date of the annual general meeting (see paragraph (f) below – "10% Placement Period"), a number of equity securities calculated in accordance with the following formula:

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

A is the number of fully paid ordinary shares on issue 12 months before the date of issue or date of agreement to issue:

- plus the number of fully paid ordinary shares issued in the 12 months under an exception in Listing Rule 7.2;
- plus the number of partly paid ordinary shares that became fully paid in the 12 months;
- plus the number of fully paid ordinary shares issued in the 12 months with approval of holders of ordinary shares under Listing Rule 7.1 or 7.4;
- less the number of fully paid ordinary shares cancelled in the 12 months.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

(d) Listing Rules 7.1 and 7.1A

The ability of an entity to issue equity securities under Listing Rule 7.1A is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

At the date of the Notice, the Company has the capacity to issue:

- (i) 224,146,110 equity securities under Listing Rule 7.1; and
- (ii) subject to Shareholder approval under Resolution 8, 149,430,740 equity securities under Listing Rule 7.1A.

The actual number of equity securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to section (c) above).

(e) Minimum Issue Price

The issue price of Shares issued under Listing Rule 7.1A must be not less than 75% of the VWAP (volume weighted average price) of Shares calculated over the 15 ASX trading days on which trades in Shares were recorded immediately before:

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

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting; and
- (ii) the date of the approval by shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(the 10% Placement Period).

8.3. Information required by Listing Rule 7.3A

Listing Rule 7.3A sets out a number of matters which must be included in a notice of meeting seeking an approval under Listing Rule 7.1A. The following information is provided for that purpose.

(a) Minimum Price

See section 8.2(e) above.

(b) Risk of dilution

Any issue of Shares under the 10% Placement Facility will dilute the interests of Shareholders who do not receive any Shares under the issue.

There is a risk that:

- (i) the market price for the relevant equity securities may be significantly lower on the date of the issue of the equity securities than on the date of the Meeting; and
- (ii) the equity securities may be issued at a price that is at a discount to the market price for the relevant equity securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the equity securities.

The table below shows the potential dilution of existing Shareholders on the basis of an issue price of \$0.013 per Share (being the market price of Shares as at 25 September 2019 and the current value for the variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of the Notice.

The table also shows:

- (i) two examples where variable "A" (being the number of Shares on issue) has increased, namely by 50% and by 100%. Variable "A" could increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the assumed issue price of \$0.013 per Share has changed: one, where it has decreased by 50% and two, where it has increased by 100%.

		50% decrease in Issue Price (\$0.0065)	Issue Price (\$0.013)	100% increase in Issue Price (\$0.026)
Current Variable "A"	10 % voting dilution	149,430,740	149,430,740	149,430,740
	Funds raised	\$971,300	\$1,942,600	\$3,885,199
50% increase in current Variable "A"	10 % voting dilution	224,146,110	224,146,110	224,146,110
	Funds raised	\$1,456,950	\$2,913,899	\$5,827,799
100% increase in current Variable "A"	10 % voting dilution	298,861,480	298,861,480	298,861,480
	Funds raised	\$1,942,600	\$3,885,199	\$7,770,398

The table has been prepared on the following assumptions:

- (i) There are currently 1,494,307,400 Shares on issue.
- (ii) The issue price is \$0.013 being the closing price of the Shares on ASX on 25 September 2019.
- (iii) The Company issues the maximum number of equity securities available under the 10% Placement Facility.
- (iv) No options are exercised into Shares before the date of the issue of the equity securities.

- (v) The 10% dilution reflects the aggregate percentage voting dilution against the issued share capital at the time of issue. This is why the dilution is shown in each example as 10%.
- (vi) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- (vii) The table shows only the effect of issues of equity securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (viii) The issue of equity securities under the 10% Placement Facility consists only of Shares. If the issue of equity securities includes options, it is assumed that those options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.

(c) Issue Dates

The Company will only issue and allot the equity securities under the 10% Placement Facility during the 10% Placement Period.

(d) Purpose of Issues

The Company may seek to issue equity securities under the 10% Placement Facility for cash consideration in which case the Company intends to use the funds raised for further development of its existing products and/or to potentially fund the development of existing products into new markets of interest and general working capital.

The Company may also seek to issue equity securities under the 10% Placement Facility for non-cash consideration should an appropriate value transaction arise.

The Company will comply with the disclosure obligations under the Listing Rules upon issue of any equity securities under the 10% Placement Facility.

(e) Allocation policy

The Company's allocation policy for the issue of equity securities under the 10% Placement Facility is dependent on the prevailing market conditions at the time of any proposed issue. The identity of the allottees of the equity securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the purpose of the issue;
- (ii) alternative methods of raising funds that are available to the Company, including a rights issue or other issue in which existing security holders can 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 situation and solvency of the Company; and
- (v) advice from corporate, financial and broking advisers (if applicable).

The allottees of any equity securities that may be issued under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing substantial Shareholders and/or new shareholders who are not related parties or associates of a related party of the Company. Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the allottees under the 10% Placement Facility will be the vendors of the new resources, assets or investments.

(f) Previous approvals under Listing Rule 7.1A

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at the 2018 Annual General Meeting (**Previous Approval**).

Pursuant to ASX Listing Rule 7.3A.6(a), the Company has issued equity securities in the 12 months preceding the date of the Meeting. The total number of equity securities issued by the Company in the 12 months preceding the

Meeting and the percentage they represent of the total number of equity securities on issue at the commencement of that 12 month period are as follows:

	Equity Securities	
Number of equity securities on issue at commencement of 12-month period	1,152,756,577	Ordinary Shares
	18,800,000	Unquoted Options
	1,171,556,577	Total Equity Securities
Changes in equity securities prior 12-month period	341,550,823	Ordinary Shares
	195,187,019	Quoted Options
	(10,800,000)	Unquoted Options
	33,000,000	Unquoted Options
	569,737,842	Total (net) Equity Securities issued
Number of equity securities on issue as at 25 September 2019	1,494,307,400	Ordinary Shares
	195,187,019	Quoted Options
	41,000,000	Unquoted Options
	1,730,494,419	Total Equity Securities
Percentage previous issues represent of total number of equity securities on issue at commencement of 12-month period	47.71% increase in Equity Securities	

As required by ASX Listing Rule 7.3A.6(b), details of equity securities issued in previous 12 months are as follows:

A. Issue of Ordinary Shares	
Class/Type of equity security	Fully Paid Ordinary Shares
Summary of terms	Shares rank pari passu with all other Shares on issue in the Company
Names of persons who received securities or basis on which those persons was determined	Shares issued to various staff members as bonus
Date of Issue	17-Dec-18
Number Issued	7,000,000
Price at which equity securities were issued	Shares issued for nil consideration
Discount to market price (if any)	N/A
B. Issue of Unlisted Options	
Class/Type of equity security	Unlisted Options
Summary of terms	Unlisted Options exercisable at 0.01 cents each on or before 23-Apr-23, vesting as follows: <ul style="list-style-type: none"> - 3,000,000 (30-day VWAP of 3.710c) - 6,000,000 (30-day VWAP of 5.566c) - 6,000,000 (30-day VWAP of 9.276c)
Names of persons who received securities or basis on which those persons was determined	Shares issued to various staff members as bonus
Date of Issue	29-Apr-19
Number Issued	15,000,000
Price at which equity securities were issued	Unlisted Options issued for nil consideration
Discount to market price (if any)	N/A

C. Issue of Rights Issue Shares	
Class/Type of equity security	Fully Paid Ordinary Shares
Summary of terms	Shares rank pari passu with all other Shares on issue in the Company
Names of persons who received securities or basis on which those persons was determined	Participants in the Company's Renounceable Rights Issue
Date of Issue	6-Jun-19
Number Issued	231,951,315
Price at which equity securities were issued	\$0.011 per share
Discount to market price (if any)	15.38% discount to the closing price on 6-Jun-19 of \$0.013

D. Issue of Rights Issue Quoted Options	
Class/Type of equity security	Quoted Options
Summary of terms	Quoted Options exercisable at \$0.02 each on or before 6-Dec-20
Names of persons who received securities or basis on which those persons was determined	Participants in the Company's Renounceable Rights Issue
Date of Issue	6-Jun-19
Number Issued	115,975,579
Price at which equity securities were issued	Quoted Options issued for nil consideration
Discount to market price (if any)	N/A

E. Issue of Placement Shares	
Class/Type of equity security	Fully Paid Ordinary Shares
Summary of terms	Shares rank pari passu with all other Shares on issue in the Company
Names of persons who received securities or basis on which those persons was determined	Sophisticated and professional investors who participated in the private placement
Date of Issue	6-Jun-19
Number Issued	99,999,508
Price at which equity securities were issued	\$0.011 per share
Discount to market price (if any)	15.38% discount to the closing price on 6-Jun-19 of \$0.013

F. Issue of Placement Quoted Options	
Class/Type of equity security	Quoted Options
Summary of terms	Quoted Options exercisable at \$0.02 each on or before 6-Dec-20
Names of persons who received securities or basis on which those persons was determined	Sophisticated and professional investors who participated in the private placement
Date of Issue	6-Jun-19
Number Issued	49,999,724
Price at which equity securities were issued	Quoted Options issued for nil consideration
Discount to market price (if any)	N/A

G. Issue of Fee Quoted Options	
Class/Type of equity security	Quoted Options
Summary of terms	Quoted Options exercisable at \$0.02 each on or before 6-Dec-20
Names of persons who received securities or basis on which those persons was determined	Issued to the Underwriter of the Rights Issue as part of their fee arrangements.
Date of Issue	6-Jun-19
Number Issued	29,211,716
Price at which equity securities were issued	Quoted Options issued for nil consideration
Discount to market price (if any)	N/A

H. Issue of Ordinary Shares	
Class/Type of equity security	Fully Paid Ordinary Shares
Summary of terms	Shares rank pari passu with all other Shares on issue in the Company
Names of persons who received securities or basis on which those persons was determined	Shares issued to various staff members as bonus
Date of Issue	9-Jul-19
Number Issued	2,600,000
Price at which equity securities were issued	Shares issued for nil consideration
Discount to market price (if any)	N/A

I. Issue of Unlisted Options	
Class/Type of equity security	Unlisted Options
Summary of terms	Unlisted Options exercisable at 0.01 cents each on or before 8-Apr-23, vesting as follows: <ul style="list-style-type: none"> - 3,000,000 (30-day VWAP of 2.300c) - 3,000,000 (30-day VWAP of 2.834c) - 6,000,000 (30-day VWAP of 4.251c) - 6,000,000 (30-day VWAP of 7.086c)
Names of persons who received securities or basis on which those persons was determined	Shares issued to various staff members as bonus
Date of Issue	8-Aug-19
Number Issued	18,000,000
Price at which equity securities were issued	Unlisted Options issued for nil consideration
Discount to market price (if any)	N/A

(g) Voting Exclusion Statement

A voting exclusion statement is included in the Notice.

At the date of the Notice, the Company has not approached nor intends to approach any particular existing Shareholder or security holder or an identifiable class of existing security holders to participate in the issue of any equity securities, and the Company has not formed an intention in relation to how it will decide which parties it might approach to participate in any issue of equity securities that might be made under the 10% Placement Facility. Assuming that remains the case at the time of the Meeting (which the Directors currently believe will be the case) no Shareholder's votes will be excluded under the voting exclusion in the Notice.

8.4. Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 8.

9. RESOLUTION 9 – SPILL RESOLUTION (Contingent)

9.1. General

This is a contingent item of business.

At the Company's 2018 Annual General Meeting, the Company's Remuneration Report was passed (by simple majority) by a show of hands. However, as more the 25% of the shareholders voted against the adoption of the Remuneration Report a first strike was noted. If at least 25% of the votes validly cast on Resolution 1 to adopt the Remuneration Report are cast against that report's adoption, the Company will receive a 'second strike' for the purposes of section 250V(1) of the Corporations Act. In these circumstances, the Company will be required to put Resolution 9 to the Meeting proposing the calling of a general meeting to consider the election of directors of the Company (**Spill Resolution**). If less than 25% of the votes validly cast on Resolution 1 are against the resolution, the Spill Resolution will not be put to the Meeting.

For the Spill Resolution to be passed at the meeting, more than 50% of the votes validly cast on the resolution must be in favour of it.

If the Spill Resolution is passed at the Meeting, it will have the effect outlined below:

(a) *Spill Meeting*

The Company would be required to hold another meeting of shareholders (called a 'spill meeting') within 90 days after the Spill Resolution is passed, to consider the composition of the Board. If a spill meeting is required, details of the meeting would be notified to shareholders in due course.

If, at the spill meeting all of the directors are removed (other than the Managing Director, if any) then the remaining positions (other than that of the Managing Director, if any) will be filled by ordinary resolution. If less than three directors (including the Managing Director, if any) are elected to the Board, then those individuals with the highest percentages of votes favouring their appointment cast at the spill meeting on the resolution for their appointment (even if less than half the votes cast on the resolution were in favour of their appointment) will be elected to make up the Board. If two or more individuals have the same percentage of votes, the remaining director or directors can choose which individual is appointed as a director, and this appointment must be confirmed at the company's next AGM.

(b) *Directors Automatically Cease*

If a spill meeting is held, as there is no Managing Director of the Company, all directors will automatically cease to hold office at the end of the spill meeting unless they are willing to stand for re-election, and are re-elected, at that meeting.

(c) *Elected Directors*

If Messrs Geoffrey Cumming and Christopher Parker are re-elected directors at the meeting under Resolutions 2 and 3, respectively, they will still need to be re-elected at any spill meeting to remain in office after that time.

(d) *Factors to Consider*

In deciding how to vote on Resolution 9, the Board suggests that shareholders take the following factors into account:

- i. Substantial additional costs will be incurred if the Company is required to call and hold a spill meeting.
- ii. Holding a spill meeting will create further disruption and uncertainty for the Company. The Board considers that uncertainty in the renewal of the Company's prospects would not be in the best interests of the Company or its shareholders.

9.2. Recommendation

Each director recommends that shareholders vote against the Spill Resolution if it is required to be put to the vote at the Meeting.

10. Glossary

ASX means Australian Securities Exchange Limited.

Auditor's Report means the auditor's report in the Financial Report.

Board means the board of directors of the Company.

Company or **Anteo** means Anteo Diagnostics Limited (ABN 75 070 028 625).

Constitution means the Company's constitution.

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

Directors mean the current directors of the Company.

Directors' Report means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

ESOP means the Company's Officer's, Employee and Consultants Share Option Plan.

Explanatory Memorandum means the explanatory memorandum accompanying the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Listing Rules means the ASX Listing Rules.

Meeting means the meeting convened by the Notice.

Notice means the Notice of Meeting accompanying this Explanatory Memorandum.

Proxy Form means the proxy form for the General Meeting accompanying the Notice.

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

Shareholders means a shareholder of the Company.

Appendix A – Option Terms

Placement Options and Fee Options were issued subject to the following terms:

- (a) The Options were issued for nil consideration.
- (b) Each Option entitles the holder to be issued one Share.
- (c) The exercise price of the Options is \$0.02 each.
- (d) The expiry date of an Option is 18 months from issue.
- (e) The Options may be exercised at any time prior to the expiry date, in whole or in part, upon payment of the exercise price per Option.
- (f) The Company would apply for quotation of the Options on the official list of the ASX.
- (g) The Options are freely transferable subject to any restriction or escrow arrangements imposed by the Corporations Act and the ASX Listing Rules.
- (h) The holder of an Option may not exercise less than 25,000 Options at any one time unless the holder has less than 25,000 Options in which event the Holder must exercise all of the Options together.
- (i) The Company will provide to each Option holder a notice that is to be completed when exercising the Options (Notice of Exercise). Options may be exercised by the Option holder in whole or in part by completing the Notice of Exercise and forwarding the same to the Share Registry to be received prior to the expiry date. The Notice of Exercise must state the number of Options exercised, the consequent number of Shares to be issued and the identity of the proposed subscribers. The Notice of Exercise by an Option holder must be accompanied by payment in full for the relevant number of Shares being subscribed, being an amount of the exercise price per Share.
- (j) All Shares issued upon the exercise of the Options will rank equally in all respects with the Company's then issued Shares. The Company must apply to the ASX in accordance with the Listing Rules for all Shares pursuant to the exercise of Options to be admitted to quotation.
- (k) There are no participating rights or entitlements inherent in the Options and the holders will not be entitled to participate in new issues or pro-rata issues of capital to Shareholders during the term of the Options. Thereby, the Option holder has no rights to a change in:
 - (i) the exercise price of the Option; or
 - (ii) period of exercise of the Option; or
 - (iii) except in the event of a Bonus Issue (defined below), a change to the number of underlying securities over which the Option can be exercised.
- (l) The Company will ensure, for the purposes of determining entitlements to any issue, that Option holder will be notified of a proposed issue after the issue is announced.

This will give Option holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in such issues.
- (m) If from time to time on or prior to the Expiry Date the Company makes a bonus issue of securities to holders of Shares in the Company (Bonus Issue), then upon exercise of his or her Options a holder will be entitled to have issued to him or her (in addition to the Shares which he or she is otherwise entitled to have issued to him or her upon such exercise) the number of securities which would have been issued to him or her under that Bonus Issue if the Options had been exercised before the record date for the Bonus Issue.
- (n) In the event of any reconstruction (including consolidation, subdivisions, reduction or return) of the authorised or issued capital of the Company, all rights of the Option holder shall be reconstructed (as appropriate) in accordance with the ASX Listing Rules.



All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 2:30pm (Sydney Time) on Saturday 9 November 2019.**

TO VOTE ONLINE

- STEP 1:** VISIT <https://www.votingonline.com.au/anteoagm2019>
- STEP 2:** Enter your Postcode OR Country of Residence (if outside Australia)
- STEP 3:** Enter your Voting Access Code (VAC):

BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **2:30pm (Sydney Time) on Saturday 9 November 2019.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 💻 **Online** <https://www.votingonline.com.au/anteoagm2019>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Anteo Diagnostics Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **Boardroom Pty Limited, Grosvenor Place, Level 12, 225 George Street, Sydney NSW 2000 on Monday, 11 November, 2019 at 2:30pm (Sydney Time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of Resolutions 1-8 and AGAINST Resolution 9. If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-Election of Director (Geoffrey Cumming)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-Election of Director (Christopher Parker)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of prior issue of Placement Shares (LR 7.1A)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of prior issue of Placement Options (LR 7.1)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Ratification of prior issue of Fee Options (LR 7.1)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Spill Resolution (Contingent Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2019