

22 October 2021

Dear Shareholder,

I am pleased to provide you with details in relation to the 2021 Annual General Meeting (AGM) BTC health Limited on Tuesday, 23 November 2021 at 2.00pm (AEDT), which will be held as a virtual meeting.

In light of the current social distancing requirements, travel restrictions and limitations on public gatherings due to the COVID-19 pandemic, the Board has decided in the interests of the health and safety of shareholders, staff and other stakeholders to hold this year's Meeting virtually. Unfortunately, shareholders will not be able to physically attend the Meeting.

Additionally, the Determination issued by the Federal Treasurer permits a Notice of Meeting, and other information regarding a meeting to be provided online where it can be viewed and downloaded. Accordingly, this year the Notice of Meeting will not be mailed to shareholders. Instead, it is available for you to view and download at the company's website at: <https://btchealth.com.au>.

Your participation in the Meeting is important to us and we encourage all shareholders and proxy holders to participate in the AGM virtually via the online platform at <https://agmlive.link/BTC21>. To do this you will need a desktop or mobile/tablet device with internet access, and you will need to provide your details (including Shareholder Reference Number (SRN) or Holder Identification Number (HIN) to be verified as a security holder or proxy holder.

The online platform will allow you to listen to the proceedings, view the presentations and ask questions of the Board and vote in real-time.

We recommend logging in to the online platform at least 15 minutes prior to the scheduled start time for the AGM using the instructions provided in the Notice of Meeting and in the Virtual Annual General Meeting Online Guide, which can be accessed online <https://btchealth.com.au>

Yours faithfully



Sharon Papworth
CFO & Company Secretary
BTC health Limited



BTC health Limited

A.B.N. 45 091 979 172

Notice of Annual General Meeting and Explanatory Statement

2:00pm (AEDT)

Tuesday, 23 November 2021

The Annual General Meeting of BTC health Limited will be held virtually using the online platform provided by our share registry, Link Market Services, <https://agmlive.link/BTC21>. Instructions on how to attend the meeting online and vote are included in the Explanatory Statement.

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisors prior to voting.

Notice of Annual General Meeting and Explanatory Statement

The twentieth Annual General Meeting of BTC health Limited (**Company**) will be held at **2:00pm (AEDT) on Tuesday, 23 November 2021 (Meeting)**. The Meeting will be held online, accessible via: <https://agmlive.link/BTC21>. Instructions on how to attend the Meeting and vote are in the Explanatory Statement which forms part of this Notice of Meeting. The record date for voting at the Meeting will be **2:00pm (AEDT) on Sunday, 21 November 2021**.

Agenda

A. CHAIRMAN'S ADDRESS

B. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual Financial Statements of the Company for the year ended 30 June 2021 including the related Directors' Report and Independent Auditor's report.

C. ORDINARY RESOLUTIONS

1. ADOPTION OF REMUNERATION REPORT

To receive and consider the remuneration report of the Company, and if thought fit, pass the following resolution as a non-binding resolution:

"To adopt the Remuneration Report contained in the Directors' Report for the Company for the year ended 30 June 2021."

The Directors abstain, in the interests of good corporate governance, from making a recommendation in relation to Resolution 1.

2. RE-ELECTION OF MR. BRUCE HEWETT AS A DIRECTOR

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

"That Mr. Bruce Hewett, who retires in accordance with Articles 17.1 and 17.2 of the Constitution and having offered himself for re-election and being eligible, be re-elected as a Director of the Company."

The Directors, with Mr. Bruce Hewett, unanimously recommend that Shareholders vote in favour of Resolution 2.

3. APPROVAL OF EMPLOYEE SHARE OPTION PLAN

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

"That, for the purpose of ASX Listing Rule 7.2, Exception 13, and for all other purposes, the terms of the Employee Share Option Plan and the issue of options to acquire ordinary shares pursuant to the terms of the Employee Share Option Plan, as an exception to ASX Listing Rules 7.1 and 7.1A, be approved on the terms and conditions described in the Explanatory Statement."

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

4. ISSUE OF 6,000,000 OPTIONS TO DR. RICHARD TREAGUS, EXECUTIVE CHAIRMAN

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

"That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 6,000,000 Options to Dr. Richard Treagus (and/or his permitted nominee) on the terms and conditions described in the Explanatory Statement."

The Directors (Dr. Treagus abstaining) unanimously recommend that Shareholders vote in favour of Resolution 4.

D. SPECIAL RESOLUTION

5. REPLACEMENT OF CONSTITUTION

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

“That, with effect from the close of this Meeting, in accordance with section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to repeal its existing Constitution and adopt the New Constitution in its place in the form as signed by the Chair of the Meeting for identification purposes.”

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5.

6. APPROVAL 10% PLACEMENT CAPACITY

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

“That, for the purpose of ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totaling up to 10% of the Shares on issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Notes.”

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6.

Proxies

If you are unable to attend and vote at the Meeting and wish to appoint a person who will attend as your proxy, please complete the enclosed form of proxy.

To be valid, the proxy form and the power of attorney (if any) under which it is signed (or a certified copy of it) must be received by **not less than 48 hours** before the time for holding the Meeting (being not later than **2:00pm (AEDT) on Sunday, 21 November 2021**) at the Company's share registry by:

- (i) Online at www.linkmarketservices.com.au
- (ii) By Mail
BTC health Limited
C/- Link Market Services
Locked Bag A14
Sydney South NSW 1235
- (iii) By Fax +61 2 9287 0309.

A member entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specific proportion of the member's voting rights. A proxy need not be a member of the Company.

Where the Chair is appointed as a proxy, the Chair will vote all undirected proxies in favour of all Resolutions. If you appoint the Chair as your proxy, and you check the box consenting to the Chair voting undirected proxies, then unless you include an express voting direction on your proxy form, you will be directing, and expressly consenting to the Chair to vote in favour of all Resolutions.

The Board has determined that for the purposes of the Meeting, Shares will be taken to be held by the persons who are registered holders at **7:00pm (AEDT) on Sunday, 21 November 2021**. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

By Order of the Board



Sharon Papworth
Company Secretary
22 October 2021

EXPLANATORY STATEMENT

The purpose of this Explanatory Statement, which forms part of the Notice of Meeting dated 22 October 2021, is to provide Shareholders with an explanation of the Resolutions to be proposed and considered at the Meeting to be held at **2:00pm (AEDT) on Tuesday, 23 November 2021** and to allow Shareholders to determine how they wish to vote on these Resolutions.

HOW TO ATTEND THE VIRTUAL MEETING AND VOTE

The persons who will be entitled to attend and vote at the Meeting are those persons (or their proxies or representatives) registered as holding Shares on the Company's Share register at **2:00pm (AEDT) on Sunday 21 November 2021**.

Attending the Meeting

Enter <https://agmlive.link/BTC21> into a web browser on your computer or online device. We recommend logging in to the online platform for the Meeting at least 15 minutes prior to the scheduled start time for the Meeting.

Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) printed at the top of the Voting Form.

Proxyholders will need their proxy code which Link Market Services will provide via email no later than 24 hours prior to the Meeting.

Further information on how to participate is set out in the Online Platform Guide, which has been published as an ASX announcement and is available on the Company's website www.btchealth.com.au.

Asking questions

A discussion will be held on all items to be considered at the Meeting. The Company will endeavour to give all Shareholders a reasonable opportunity to ask questions, including an opportunity to ask questions of the Company's external auditor.

To ensure that as many Shareholders as possible have the opportunity to speak, Shareholders are requested to observe the following:

- all Shareholder questions should be stated clearly and should be relevant to the business of the Meeting, including matters arising from the Annual Report and general questions about the performance, business or management of the Company;
- if a Shareholder has more than one question on an item, all questions should be asked at one time; and
- Shareholders should not ask questions at the Meeting regarding personal matters or those that are commercial in confidence.

Voting

Shareholders may vote either by using the online platform (online voting will be open between the commencement of the Meeting and the time at which the Chair announces voting closure), or by appointing a proxy or a representative (in the case of a corporate Shareholder).

To appoint a proxy or representative, complete the enclosed Proxy Form and return it to the Company's share registry, Link Market Services, by facsimile or mail as directed on the Proxy Form, or lodge it on-line at the registry's website (www.linkmarketservices.com.au) in accordance with the instructions given (you will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website). Documents received or lodged later than **2:00pm (AEDT) on Sunday 21 November 2021** will not be valid for the Meeting.

ITEM 1: FINANCIAL STATEMENTS AND REPORTS

The Corporations Act requires the Financial Report, the Directors' Report and the Auditor's Report to be received and considered by members of the Company at the Meeting. Each of these reports are contained in the Company's 2021 Annual Report.

Neither the Corporations Act nor the Company's Constitution requires Shareholders to vote on these reports. However, in the interests of proper corporate governance, Shareholders will be given a reasonable opportunity to ask questions about, or make comments on, those reports and the business and management of the Company.

Shareholders will also be given a reasonable opportunity to ask a representative of the Company's auditor, Grant Thornton, questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of financial statements or the independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to Grant Thornton if the question is relevant to the content of the Auditor's Report for the financial year ended 30 June 2021 or the conduct of the audit of the Financial Report for that year. Relevant questions may be submitted to Sharon Papworth by emailing spapworth@btchealth.com.au. These questions must be received by the Company no later than **2:00pm (AEDT) on 21 November 2021**. At the meeting, Grant Thornton's representative will be given the opportunity to answer, or table written answers to, relevant questions.

ORDINARY RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

The Company's Remuneration Report for the financial year ended 30 June 2021 is set out on pages 7 to 10 of the Company's 2021 Annual Report, and forms part of the Directors' Report for that year.

The vote on this Resolution will be advisory only and will not bind the Directors or the Company.

If 25% or more of votes that are cast on Resolution 1 are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, at the second annual general meeting the Company will be required to put to Shareholders a resolution (**Spill Resolution**) proposing an extraordinary general meeting to consider the appointment of the Directors of the Company (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must hold the Spill Meeting within 90 days of the second annual general meeting at which all of the Company's Directors (other than the managing director at that time (if any)) will cease to hold office and may stand for re-election.

Voting Exclusion

Votes may not be cast, and the Company will disregard any votes cast, on Resolution 1:

- by or on behalf of any member of the KMP whose remuneration details are included in the Remuneration Report, or any Closely Related Parties of those persons, regardless of the capacity in which the votes are cast; or
- as a proxy by any person who is a member of the KMP as at the time the resolution is voted on at the Meeting or any Closely Related Parties of those persons,

unless the votes are cast as a proxy for a person who is entitled to vote on Resolution 1,

- in accordance with a direction in the proxy appointment;
- by the Chair in accordance with an express authorisation in the proxy appointment to cast the votes even if Resolution 1 is connected directly or indirectly with the remuneration of a KMP member.

The Chair intends to vote all undirected proxies in favour of Resolution 1.

ORDINARY RESOLUTION 2: RE-ELECTION OF MR. BRUCE HEWETT AS A DIRECTOR

ASX Listing Rule 14.4 requires that at each annual general meeting, one third of the Directors in office must stand for re-election. Directors shall not continue in office for a period in excess of three years or until the third annual general meeting following his/her appointment, whichever is the longer, without submitting themselves for re-election. Mr. Hewett retires as a Director of the Company in accordance with Article 17.1 and 17.2 of the Constitution and being eligible, offers himself for re-election.

Bruce Hewett has been a Director of the Company since 5 August 2019. He is an independent Non-Executive Director

and a member of the Audit Committee. Mr. Hewett has over 30 years' experience in the healthcare sector, graduating as a pharmacist and holding senior executive positions. Mr. Hewett holds B of App Sc (Pharma), GAICD and is a member of the Australian Institute of Company Directors.

The Chair intends to vote all undirected proxies in favour of Resolution 2.

ORDINARY RESOLUTION 3: APPROVAL OF EMPLOYEE SHARE OPTION PLAN

The underlying purpose of the Employee Share Option Plan is to align executive and employee interests with the Company's interests by providing them with long term incentives in the form of share options. It is expected that this will assist the Company to attract and retain highly skilled executives and employees.

Shareholder approval is required to ensure that securities granted or issued under the Employee Share Option Plan are not counted in the Company's 15% placement capacity under 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. ASX Listing Rule 7.2, Exception 13, states that an issue of equity securities made with Shareholder approval under ASX Listing Rule 10.14 will be excluded from the calculation of the Company's 15% placement capacity for the purposes of ASX Listing Rule 7.1.

Shares issued under the plan are capped at 5% of the Company's issued capital. As at 22 October 2021, issued capital of the Company comprised 281,846,354 shares, as a result the maximum number of equity securities proposed to be issued under the scheme is capped at 14,092,317 shares. There are currently no securities issued under any plan.

A summary of the key terms and conditions of the Employee Share Option Plan is set out below:

Item	Description
Commencement Date	21 September 2021, being the day the Board approved the Employee Share Option Plan.
Eligibility	<p>The following classes of persons are eligible to participate in the Employee Share Option Plan:</p> <ul style="list-style-type: none"> • Full and part-time employees of the Group; • a Director of the Group; and • contractors (subject to obtaining regulatory relief), being persons who: <ul style="list-style-type: none"> ○ contract with the Group, or a person employed by another person who contracts with the Group, to perform work or render services, or to procure such work or services to be rendered, for the Group; and ○ has done so for the Group for more than 1 year; and ○ has worked a pro-rata equivalent of 40% or more of a comparable full time position (Eligible Employees). <p>The Board's determination as to whether a person is or is not an Eligible Employee shall be final and binding.</p>
Options	The Board may issue unlisted options which have no rights or entitlements to participate in dividends or vote at Company meetings unless and until those Options are exercised.

Maximum cap	Options issued must not exceed 5% of the Company's issued capital, measured on the date the Board determines to grant the Options.
Exercise Price	The exercise price of an Option will be determined by the Board and may be expressed as a percentage above the market price of a Share on the date the Option is granted.
Vesting Conditions	<p>The issue of an Option does not confer any right or interest, whether legal or equitable, in any Shares until the vesting conditions of such Options, as determined by the Board, are satisfied or waived, or the Options have otherwise become exercisable under the Employee Share Option Plan.</p> <p>If the Company becomes subject to a change of control, a Participant's unvested Options will be deemed to have vested.</p>
Exercise of Options	<p>Provided an Option has not vested or otherwise lapsed, an Option may be exercised by lodging with the Company:</p> <ul style="list-style-type: none"> • a written notice of exercise of Options which specifies the number of Shares in respect of which Options are being exercised; and • a payment for the exercise price of those Options multiplied by the number of Shares in respect of which Options are being exercised. <p>Once exercised, Shares issued to the Eligible Employee will rank pari passu with all existing Shares in the Company.</p>
Transfer restrictions	An Option may not be sold, transferred, mortgaged, charged or otherwise dealt with or encumbered without the prior written approval of the Board.
Lapsing of Options	<p>Options will automatically lapse on the earlier of:</p> <ul style="list-style-type: none"> • the date determined by the Board and set out in the offer; • the date on which the Eligible Employee is dismissed from his/her employment for certain reasons, such as willful misconduct, fraud and incompetence; • where the Eligible Employee is a contractor and his or her contract for services is terminated, the date on which that contract is terminated for certain reasons, including breach of contract, fraud and incompetence; or • the date which is 60 months from the issue date of those Options.
Participation in future issues	Options do not entitle the Eligible Employee to participate in new issues of Shares unless and until the Shares in respect of the Options have been issued.
Adjustments to exercise price	<p>If the Company makes a pro-rata issue of securities, the exercise price of Options on issue will be reduced in respect of each rights issue according to the formula set out in ASX Listing Rule 6.22.2.</p> <p>No Change will be made to the number of Shares to which the Eligible Employee is entitled upon exercise of the Option as a result of an adjustment for a rights issue.</p>
Bonus issues	If the Company makes a bonus issue of Shares to Shareholders and no Share has been issued in respect of an Option before the record date for determining entitlements to the issue, then the number of underlying Shares over which the Option is exercisable is increased by the number of Shares which the Eligible Employee would have received if s/he had exercised the Option before the record date for determining entitlements to the issue, in accordance with the ASX Listing Rules.

Capital reorganisations	If there is a reorganisation (including consolidation, sub-division, reduction, cancellation or return) of the share capital of the Company, then the rights of the Eligible Employee (including the number of Options to which s/he is entitled and the exercise price) are changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
Amendment	Any amendment to the Employee Share Option Plan must be made in accordance with the ASX Listing Rules.

The Chair intends to vote all undirected proxies in favour of Resolution 3.

Voting Exclusion

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

- any person who is eligible to participate in the Employee Share Option Plan, regardless of the capacity in which the votes are cast; or
- an associate of any of those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with directions given to the proxy or attorney to vote on Resolution 3 in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with a direction given to the Chair to vote on Resolution 3 as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodian or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 3; and
 - the holder votes on Resolution 3 in accordance with the directions given by the beneficiary to the holder to vote in that way.

ORDINARY RESOLUTION 4: ISSUE OF 6,000,000 OPTIONS TO DR RICHARD TREAGUS

ASX Listing Rule 10.11.1 requires Shareholder approval to be obtained where the Company issues, or agrees to issue, securities to a related party of the Company, unless an exception in ASX Listing Rule 10.12 applies. 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. ASX Listing Rule 7.2, Exception 14, states that an issue of equity securities made with Shareholder approval under ASX Listing Rule 10.11 will be excluded from the calculation of the Company's 15% placement capacity for the purposes of ASX Listing Rule 7.1.

On 21 September 2021, and subject to obtaining Shareholder approval at this Meeting, the Board agreed to issue 6,000,000 options to Dr. Richard Treagus, the Company's Executive Chairman. Dr. Richard Treagus, being a Director of the Company, is a related party of the Company for the purposes of ASX Listing Rule 10.11.1. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

If Shareholder approval is obtained, Dr. Treagus will be issued 6,000,000 options and those securities will not be included in the calculation of the Company's 15% placement capacity for the purposes of ASX Listing Rule 7.1. The issue of Shares on exercising those options will also be excluded from the Company's 15% placement capacity. If Shareholder approval is not obtained, Dr. Treagus will not be issued with options and the Company will consider other forms of equity remuneration.

Resolution 4 is not conditional on Resolution 3 being passed. If Resolution 4 is not passed, Dr. Treagus will not be issued with options.

Section 208 of the Corporations Act

In accordance with section 208 of the Corporations Act, to give a financial benefit to a related party (including Directors), the Company must obtain Shareholder approval unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act.

The Board considers that Shareholder approval under section 208 of the Corporations Act is not required as the exception in section 211 of the Corporations Act applies. The options to be issued to Dr. Treagus are considered to be reasonable remuneration for the purposes of section 211 of the Corporations Act.

Information required by ASX Listing Rule 10.13

ASX Listing Rule 10.13 requires the following further information to be included in relation to the options to be granted to Dr. Richard Treagus under ASX Listing Rule 10.11:

- Shareholder approval is being sought for the grant of 6,000,000 options to Dr. Richard Treagus;
- Dr. Treagus, being a Director of the Company, is a related party for the purposes of ASX Listing Rule 10.11.1;
- Provided Shareholder approval is obtained, the maximum number of options which Dr. Treagus may receive is 6,000,000 which, subject to the vesting conditions outlined below, will result in the issuance of 6,000,000 Shares in the Company;
- The Company will issue the options to Dr. Treagus on a date which will be no later than 1 month after the date of this Meeting;
- The Company will issue the 6,000,000 options to Dr. Treagus for nil consideration but will, subject to the vesting conditions outlined below, receive the exercise price per option. Options exercised will be fully funded by Dr. Treagus;
- The options are being issued as part of Dr. Treagus' remuneration package;
- Dr. Treagus' current total remuneration package comprises \$400,000 fixed remuneration (base pay, superannuation, non-monetary benefits) per annum; comprising Chairman Fees of \$40,000 pr annum and Executive Fees of \$360,000 per annum. A short term incentive comprising 100% of Dr. Treagus' Executive fees may be earned in addition to the fixed remuneration, provided all objectives set by the Board have been achieved. The objectives set by the Board relate directly to the Company's growth plans and therefore successful achievement of these objectives is expected to deliver incremental value to Shareholders; and
- A summary of the material terms of the options is as follows:

Item	Description
Options	The Board has resolved to issue 6,000,000 unlisted options to Dr. Treagus.
Exercise Price	The exercise price of Dr. Treagus' Options is the greater of \$0.12 per Option or the 10-day volume weighted average of the Company's Shares prior to the date of the Meeting, plus a 30% premium.
Vesting Conditions	Subject to Dr. Treagus' continuing employment with the Company or as otherwise determined by the Board, the terms and conditions of Dr. Treagus' options require that: <ul style="list-style-type: none"> • 2,000,000 options vest immediately; • 2,000,000 options vest on the first anniversary of Shareholder approval being obtained under Resolution 4, being 23 November 2022; and • 2,000,000 options vest on the second anniversary of Shareholder being obtained under Resolution 4, being 23 November 2023. If the Company becomes subject to a change of control, unvested Options will be deemed to have vested.
Lapsing of Options	Dr. Treagus' options must be exercised within 5 years of the grant or the date on which Shareholder approval is obtained under Resolution 4. Vested options will not lapse on cessation of services unless deemed otherwise by the Board.
Transfer restrictions	Dr. Treagus' options may not be sold, transferred, mortgaged, charged or otherwise dealt with or encumbered without the prior written approval of the Board.
Participation in future issues	Dr. Treagus' options do not entitle him to participate in new issues of Shares unless and until the Shares in respect of the options have been

	issued.
Adjustments to exercise price	<p>If the Company makes a pro-rata issue of securities, the exercise price of Dr. Treagus' options on issue will be reduced in respect of each rights issue according to the formula set out in ASX Listing Rule 6.22.2.</p> <p>No change will be made to the number of Shares to which Dr. Treagus is entitled upon exercise of the option as a result of an adjustment for a rights issue.</p>
Bonus issues	<p>If the Company makes a bonus issue of Shares to Shareholders and no Share has been issued in respect of an option before the record date for determining entitlements to the issue, then the number of underlying Shares over which the option is exercisable is increased by the number of Shares which Dr. Treagus would have received if s/he had exercised the option before the record date for determining entitlements to the issue, in accordance with the ASX Listing Rules.</p>
Capital reorganisations	<p>If there is a reorganisation (including consolidation, sub-division, reduction, cancellation or return) of the share capital of the Company, then the rights of Dr. Treagus (including the number of options to which s/he is entitled and the exercise price) are changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.</p>

The Chair intends to vote all undirected proxies in favour of Resolution 4.

Voting Exclusion

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

- Dr. Richard Treagus or any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of Shares in the Company); or
- any associates of those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with directions given to the proxy or attorney to vote on Resolution 4 in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with a direction given to the Chair to vote on Resolution 4 as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodian or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 4; and
 - the holder votes on Resolution 4 in accordance with the directions given by the beneficiary to the holder to vote in that way.

SPECIAL RESOLUTION 5: REPLACEMENT OF CONSTITUTION

Section 136(2) of the Corporations Act provides that a company may modify or repeal its constitution or a provision of its constitution by special resolution of shareholders.

The Constitution was adopted on 29 May 2000 and has not been updated for 21 years. In light of various changes

to the applicable regulatory requirements (including Corporations Act and ASX Listing Rules), as well as developments in corporate governance practices for ASX listed companies, the Directors believe that it is appropriate to revise and update the Constitution.

Resolution 5 is a special resolution which means at least 75% of votes cast by Shareholders entitled to vote must be in favour of Resolution 5. Resolution 5 seeks Shareholder approval to repeal the current Constitution of the Company and replace it with a new constitution for the Company (**New Constitution**).

The Directors believe that it is preferable to replace the existing Constitution with the New Constitution rather than to amend specific clauses of the existing Constitution. The New Constitution is broadly consistent with the provisions of the current Constitution. While many of the proposed changes are administrative or minor in nature, the principal differences between the current Constitution and the New Constitution are outlined below.

The Directors believe that the amendments contained in the New Constitution will not have a significant impact on Shareholders.

A copy of the New Constitution is available for review by Shareholders at the Company's website www.btcheath.com.au. A copy of the New Constitution can also be sent to Shareholders upon email request to the Company Secretary spapworth@btchealth.com.au. Shareholders are invited to contact the Company if they have any questions pertaining to the New Constitution.

Restricted Securities

The New Constitution complies with the changes to ASX Listing Rule 15.12 which took effect from 1 December 2019. As a result of these changes, Clause 7 of the New Constitution provides that if, at any time, any of the share capital of the Company is classified by the ASX as restricted securities, then despite any other provision of the New Constitution:

- a holder of restricted securities must not dispose of, or agree or offer to dispose of, the restricted securities during the escrow period applicable to those restricted securities except as expressly permitted by the ASX Listing Rules or ASX;
- if the restricted securities are in the same class as shares quoted on the ASX, the holder will be taken to have agreed in writing that the restricted securities are to be kept on the Company's issuer sponsored subregister and to have a holding lock applied for the duration of the escrow period applicable to those restricted securities;
- the Company must refuse to acknowledge a disposal (including, without limitation, registering a transfer) of restricted securities during the escrow period applicable to those restricted securities except as expressly permitted by the ASX Listing Rules or the ASX;
- a holder of restricted securities will not be entitled to participate in any return of capital on those restricted securities during the escrow period applicable to those restricted securities except as expressly permitted by the ASX Listing Rules or the ASX; and
- if a holder of restricted securities breaches a restriction agreement or a provision of this constitution restricting a disposal of those restricted securities, the holder of the restricted securities is not entitled to any dividend or distribution, or to exercise any voting rights, in respect of those restricted securities for so long as the breach continues.

ASX will require certain significant holders of restricted securities and their controllers (such as related parties, promoters, substantial holders, service providers and their associates) to execute a formal escrow agreement in the form Appendix 9A. However, for less significant holdings (such as non-related parties and non-promoters), ASX will permit the Company to issue restriction notices to holders of restricted securities in the form of the new Appendix 9C advising them of the restriction rather than requiring signed restriction agreements.

ASX Listing Rule 15.12 will apply to the Company if it issues restricted securities in the future. While the Company presently does not have any restricted securities on issue and has no current intention to issue restricted securities, the ASX Listing Rules require such provisions appear in a listed company's constitution.

Marketable parcels

Article 10.5 and Schedule 1 of the current Constitution outlines how the Company can manage Shareholders which represent less than a "marketable parcel", being a shareholding that is less than \$500 based on the closing price of the Company's Shares on ASX at the relevant time.

Some of the provisions in Schedule 1 are outdated and do not reflect current market practice. For example, the

current Constitution requires that, within 7 days of notifying the Shareholder that the Company proposes to sell its non-marketable parcel of Shares, the Company publish a notice in an Australian newspaper specifying its intention to sell the Shares, the number of Shares being sold and identifying the name of the relevant Shareholder.

Clause 16 of the New Constitution simplifies the process of selling shareholdings which represent less than a marketable parcel, in line with the requirements of ASX Listing Rules and current market practice. The New Constitution gives the Directors the additional power, in compliance with ASX Listing Rule 15.13A, to sell securities comprising less than a marketable parcel if that holding was created by the transfer of a parcel of securities that was less than a marketable parcel at the time the transfer document was initiated or, in the case of a paper-based transfer document, at the time it was lodged with the Company.

Electronic execution of documents

The Company may execute copies or counterparts of documents by electronic signature.

Virtual meetings

On 13 August 2021, new legislation came into effect which permits companies to hold virtual meetings until 31 March 2022.

In light of these recent changes, Clause 20 of the New Constitution clarifies that the Company may:

- hold a general meeting by virtual means, provided Members are given a reasonable opportunity to participate in the meeting; and
- distribute documents for general meetings by electronic communication (unless Shareholders have opted-in to receive a hard copy).

These provisions, together with the direct voting provisions, will enable Shareholders to participate online and be counted as “present” for a quorum.

Direct voting

Clause 21.8 of the New Constitution permits the Company to enable Shareholders to vote directly on resolutions considered at a general meeting by submitting their vote electronically or by other means at that meeting.

The Directors will have absolute discretion as to how such direct voting may occur. The existing Constitution does not allow for direct voting.

No Fee

Article 8.9 of the current Constitution sets out the matters for which the Company will and will not charge a fee for registering a transfer of Shares. Under Clause 15.4 of the New Constitution, the Company will not charge any fees on the transfer of securities.

Director – Cessation of Appointment

Article 18.4 of the current Constitution provides that a person will cease to be a Director where that person is an executive Director and ceases to be an employee of the Company or a related body corporate of the Company. This provision has not been included in the New Constitution. Clause 24.10 of the New Constitution sets out the circumstances in which a person will automatically cease to be a Director.

Approval of Chair

Under Article 13.2(b) of the current Constitution and subject to the Corporations Act, no person may move any resolution in respect of special business at an annual general meeting of the Company unless the approval of the chairperson is obtained. This provision has been deleted in its entirety and does not appear in Clause 19.11 of the New Constitution.

Election of Chair

Article 13.4 of the current Constitution provides that, where the chairperson or deputy chairperson is not present, the Directors present at a Shareholder meeting will elect a chairperson by majority. Members only have the right to appoint the chairperson if no Directors are present.

Under Clause 20.4 of the New Constitution, if neither the chairperson nor the deputy chairperson are present at the meeting, the Shareholders present and entitled to vote will elect a Director (or if no Director is present, a Shareholder)

to chair the meeting.

Removal of Secretary

Article 25 of the current Constitution provides that the Company Secretary may only be removed by the Directors.

To reflect the circumstances in which Directors may cease their appointment, Clause 31.3 of the New Constitution provides that the Company Secretary will automatically cease to hold office where, among other matters:

- the person is not permitted by the Corporations Act to be the Company Secretary;
- the person is convicted of an indictable offence;
- the person resigns by notice in writing to the Company;
- the person is removed from office by the Board.

Transmission of Securities

Under the current Constitution, the Directors may retain dividends payable on a Share until a transmittee of those Shares (for example, on the death of the registered holder) becomes registered as a member of the Company. Under Clause 17.3 of the New Constitution, the transmittee has, whether or not registered as the holder of the relevant Shares, the same dividend, meeting, voting and other rights as the original Shareholder.

Indemnities and Insurance

Article 35 of the current Constitution sets out the Company's obligation to indemnify certain officers, including its Directors and Company Secretary, against certain liabilities (including legal costs) and to pay insurance premiums to insure those persons. As the Company has deeds of indemnity, insurance and access in place with each relevant officer, Clause 41 of the New Constitution reflects a simplified form of Article 35.

Dividend Plans

Under the current Constitution, the Board is entitled to establish dividend reinvestment plans and bonus share plans. Clause 36.1 of the New Constitution adds that the Board may establish a plan whereby Shareholders may elect that cash dividends not be paid and that instead cash dividends or other distribution (including an issue or transfer of shares) be received from the Company, a related body corporate or any other entity determined by the Board.

Other updates

The provisions of the Constitution have been amended to reflect current market practices or for clarification. These changes are generally administrative or minor in nature. For example, the New Constitution updates certain terminology used in the Constitution to reflect current nomenclature, such as the change from "Corporations Law" to "Corporations Act" and "SCH Business Rules" to "ASX Settlement Rules".

Many of the provisions in the New Constitution reflect the substance of the corresponding provisions in the Company's existing Constitution and therefore have not been described in this Explanatory Memorandum. Shareholders should review the New Constitution carefully prior to voting on Resolution 5.

SPECIAL RESOLUTION 6: APPROVAL 10% PLACEMENT CAPACITY

ASX Listing Rule 7.1A provides that an "eligible entity" may seek shareholder approval, by special resolution passed at an annual general meeting, to allow it to issue equity securities up to 10% of its issued capital over a period up to 12 months after the annual general meeting (**10% Placement Capacity**). The 10% Placement Capacity is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1. This means that, if Resolution 6 is approved, the Company will be able to issue equity securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the period up to 12 months after the date of this Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity under ASX Listing Rule 7.1.

Resolution 6 is a special resolution which means at least 75% of votes cast by Shareholders entitled to vote must be in favour of Resolution 6.

ASX Listing Rule 7.1A

An entity will be an "eligible entity" and therefore able to seek approval under ASX Listing Rule 7.1A if:

- the entity is not included in the A&P/ASX 300 Index; and
- the entity has a maximum market capitalization (excluding restricted securities and securities quoted on a

deferred settlement basis) of \$300 million.

The Company is an “eligible entity” as it is not included in the A&P/ASX 300 Index and at the date of this Notice of Meeting has a current market capitalization of less than \$300m.

Any equity securities the Company issues under its 10% Placement Capacity must be in the same class as an existing class of quoted equity securities. As at the date of this Notice of Meeting, the Company has only one class of quoted equity securities, being fully paid ordinary shares with equal voting rights (ASX:BTC).

As at the date of this Notice of Meeting, the Company has 281,846,354 Shares on issue. Subject to Shareholders approving Resolution 6, the exact number of Shares that the Company may issue under ASX Listing Rule 7.1A will be calculated according to the following formula:

Formula for calculating 10% Placement Capacity

Where:

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

- A** is the number of Shares on issue 12 months before the date of issue or agreement:
- (a) plus the number of fully paid shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
 - (b) plus the number of partly paid shares that became fully paid in the 12 months;
 - (c) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under ASX Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity’s 15% placement capacity without shareholder approval;
 - (d) less the number of fully paid shares cancelled in the 12 months.
- Note that A has the same meaning in ASX 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 ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of Shareholders under ASX Listing Rule 7.1 or 7.4.

Notice requirements for approval under ASX Listing Rule 7.1A

ASX Listing Rule 7.3A requires the following further information to be included in relation to Resolution 6:

a) Minimum Price

The minimum price at which the equity securities may be issued is 75% of the volume weighted average price of equity securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the equity securities are to be issued is agreed; or
- (ii) if the equity securities are not issued within 10 ASX Trading Days of the date in paragraph (i) above, the date on which the equity securities are issued.

b) Date of Issue

The equity securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting;
- (ii) the time and date of the entity’s next annual general meeting;
- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company’s activities) or 11.2 (disposal of the Company’s main undertaking) or such longer period if allowed by ASX (**10% Placement Capacity Period**).

Shareholder approval under ASX Listing Rule 7.1A does not lapse if the Company's market capitalization subsequently exceeds \$300 million or if it is included in the S&P/ASX 300 Index at some time during the 10% Placement Capacity Period provided that the Company meets those criteria on the date of this Meeting.

c) Risk of economic and voting dilution

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

If Resolution 6 is approved by Shareholders and the Company issues the maximum number of equity securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

Variable 'A' in Listing Rule 7.1A.2		\$ 0.0435 50% decrease in Issue Price	\$ 0.087 Issue Price	\$ 0.1305 50% increase in Issue Price
Current Variable A 281,846,354	10% Voting Dilution	28,184,635 Shares	28,184,635 Shares	28,184,635 Shares
	Funds raised	\$ 1,226,032	\$ 2,452,063	\$ 3,678,095
50 % increase in current Variable A 422,769,531	10% Voting Dilution	42,276,953 Shares	42,276,953 Shares	42,276,953 Shares
	Funds raised	\$ 1,839,047	\$ 3,678,095	\$ 5,517,142
100% increase in current Variable A 563,692,708	10% Voting Dilution	56,369,271 Shares	56,369,271 Shares	56,369,271 Shares
	Funds raised	\$ 2,452,063	\$ 4,904,127	\$ 7,356,190

This table shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2 (and extracted above), on the basis of the current market price of Shares and the number of equity securities the Company will have on issue as at the date of the Meeting.

The table also shows:

- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company will have on issue at the date of the Meeting. The number of ordinary securities on issue may increase as a result of issues of ordinary securities 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 ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price. The voting dilution impact where the number of Shares on issue (variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

The table above uses the following assumptions:

- The current Shares on issue as at 15 October 2021.
- The issue price set out above of \$0.087 is the closing price of the Shares on the ASX on 15 October 2021.
- The Company issues the maximum possible number of equity securities under the 10% Placement Capacity.
- No Options are exercised into Shares before the date of the issue of the equity securities;
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The calculations above do not show the dilution that any one particular Shareholder will be subject to by reason of placements under the 10% Placement Capacity. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.

Shareholders should note that there is a risk that:

- the market price for the Company's equity securities in that class may be significantly lower on the issue date than on the date of the Meeting; and
- the equity securities may be issued at a price that is at a discount to the market price for those equity securities

on the date of issue or the equity securities are issued as part of the consideration for the acquisition of a new asset, which may have an effect on the amount of funds raised by the issue of the equity securities.

Purpose of issue under 10% Placement Capacity

The Company may issue equity securities under the 10% Placement Capacity for the following purposes:

- i. as cash consideration, in which case the Company intends to use funds raised for expanding or accelerating the Company's existing business activities (including expenses associated with further development of the Company's existing assets), pursuing other acquisitions that have a strategic fit or will otherwise add value to shareholders (including expenses associated with such acquisitions) and general working capital; or
- ii. as non-cash consideration for acquisition of new assets, technology and investments, in such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A(4) and 3.10.5A upon issue of any equity securities.

d) Allocation under the 10% Placement Capacity

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

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

The allottees of the equity securities to be issued under the 10% Placement Capacity have not yet been determined but may include current Shareholders or new investors (or both), none of whom will be closely related parties or associates of a closely related party of the Company.

If Shareholders do not elect to approve Resolution 6, the Company will be limited to issue securities using the Company's 15% annual placement capacity granted under ASX Listing Rule 7.1.

e) Previous approval under ASX Listing Rule 7.1A

The Company has previously obtained Shareholder approval under ASX Listing Rule 7.1A at its annual general meeting held on 24 November 2020, however did not issue equity securities under the 10% Placement Capacity.

The Chair intends to vote all undirected proxies in favour of Resolution 6.

GLOSSARY

Terms used in this Notice of Meeting and Explanatory Statement have the following meanings:

Article	means an article of the current Constitution.
ASX	means ASX Limited ABN 98 008 624 691 and includes any successor body.
ASX Listing Rules	means the listing rules of ASX and any other rules of ASX which are applicable while the Company is admitted to the official list of ASX.

Board	means the board of Directors of the Company.
Chair	means the chair of the meeting as appointed in accordance with the Constitution
Clause	means a clause of the New Constitution.
Closely Related Parties	has the meaning given to that term in the Corporations Act.
Company	means BTC health Limited ABN 45 091 979 172.
Constitution	means the Company's current constitution.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company.
Employee Share Option Plan	means the employee share option plan the Company proposes Shareholders adopt under Resolution 3.
Explanatory Statement	means the explanatory statement accompanying the Notice of Meeting.
Group	means the Company and its subsidiaries.
KMP	has the meaning given to that term in the Corporations Act.
Meeting	means the Annual General Meeting the subject of the Notice of Meeting and Explanatory Statement.
New Constitution	means the new constitution to be approved or rejected by Shareholders under Resolution 5, attached as Annexure A to the Explanatory Statement.
Notice of Meeting	means the notice of Annual General Meeting which accompanies the Explanatory Statement.
Options	means the options issued under the Employee Share Option Plan.
Proxy Form	means the proxy form which accompanies the Notice of Meeting and Explanatory Statement.
Resolution	means a resolution proposed pursuant to the Notice of Meeting.
Share	means a fully paid ordinary share in the Company.
Shareholder	means the holder of a Share in the Company.

Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible. Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up
- Microsoft Edge - 92.0 and after

To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide

Welcome to the Link Meeting 2021

LINKGroup

Please register your details to participate

Full Name

Mobile (e.g. 022 123 1234)

Email

I am a...

I have read and accept the [Terms & Conditions](#)

REGISTER AND WATCH AGM

Help Number: 1800 990 363

Step 1

Open your web browser and go to <https://meetings.linkgroup.com/BTC21>

Step 2

Log in to the portal using your full name, mobile number, email address, and participant type.

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

- On the left – a live audio webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.

Voting Card

Please provide your Shareholder or Proxy details

SHAREHOLDER DETAILS

Shareholder Number

Post Code

SUBMIT DETAILS AND VOTE

OR

PROXY DETAILS

Proxy Number

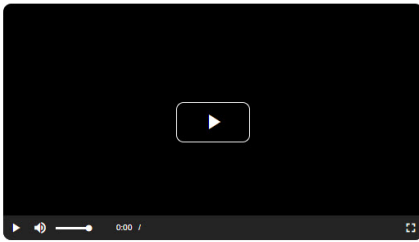
SUBMIT DETAILS AND VOTE

If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



The presentation will begin at XX:XX am/pm ZONE



+
Get a Voting Card

?
Ask a Question

Downloads

- Speakers Bio
- Sustainability Report
- Notice of meeting
- Online Guide

ABC COMPANY PTY LTD X123456789

Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the Unitholder's voting instructions.

Full Vote Partial Vote

Resolution 2B	<input checked="" type="radio"/> For	<input type="radio"/> Against	<input type="radio"/> Abstain
RE-ELECTION OF MR. ABC AS A DIRECTOR			
Resolution 2C	<input checked="" type="radio"/> For	<input type="radio"/> Against	<input type="radio"/> Abstain
RE-ELECTION OF MS XYZ AS A DIRECTOR			
Resolution 3	<input checked="" type="radio"/> For	<input type="radio"/> Against	<input type="radio"/> Abstain
INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT			
Resolution 4	<input checked="" type="radio"/> For	<input type="radio"/> Against	<input type="radio"/> Abstain
ADOPTION OF REMUNERATION REPORT			
SUBMIT VOTE			

Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

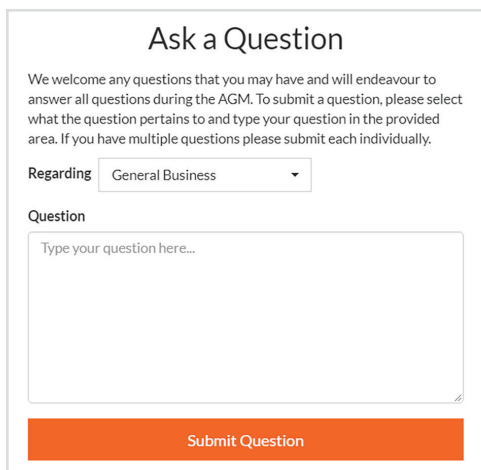
Once voting has been closed all submitted voting cards cannot be changed.

2. How to ask a question

Note: Only securityholders are eligible to ask questions.

If you have yet to obtain a voting card, you will be prompted to enter your securityholder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The 'Ask a Question' box will then pop up with two sections for completion.



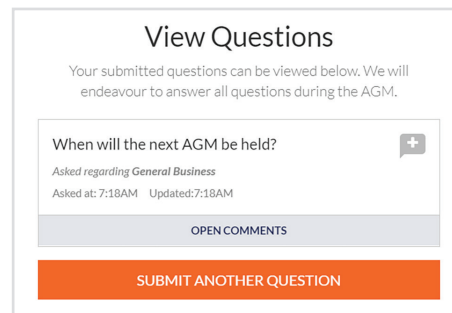
In the 'Regarding' section click on the drop down arrow and select the category/resolution for your question.

Click in the 'Question' section and type your question and click on 'Submit'.

A 'View Questions' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



3. Downloads

View relevant documentation in the Downloads section.

4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

5. Phone Participation

What you will need

- a) Land line or mobile phone
- b) The name and securityholder number of your holding/s
- c) To obtain your unique PIN, please contact Link Market Services on +61 1800 990 363.

Joining the Meeting via Phone

Step 1

From your land line or mobile device, call:
Conference Call Number: 1800 316 941
International Number: +61 2 9000 2112

Step 2

You will be greeted with a welcome message and provided with instructions on how to participate in the Meeting. Please listen to the instructions carefully.

At the end of the welcome message you will be asked to provide your PIN by the moderator. This will verify you as a securityholder and allow you to ask a question on the resolutions at the Meeting.

Step 3

Once the moderator has verified your details you will be placed into a waiting room where you will hear music playing.

Note: If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to ask a question.

Step 4

At the commencement of the Meeting, you will be admitted to the Meeting where you will be able to listen to proceedings.

Asking a Question

Step 1

When the Chairman calls for questions on each resolution, you will be asked to **press *1** on your keypad should you wish to raise your hand to ask a question.

Step 2

Please advise if your question relates to an item of business or General Business. The moderator will make a note and ask if you have any additional questions.

Step 3

When it is time to ask your question, the moderator will introduce you to the meeting, your line will be unmuted and you can then start speaking.

Note: If at any time you no longer wish to ask your question, you can lower your hand by **pressing *2** on your key pad. If you have also joined the Meeting Online, we ask that you mute your laptop, desktop, tablet or mobile device while you ask your question.

Step 4

Your line will be muted once your question has been answered.

Contact us

Australia
T +61 1800 990 363
E info@linkmarketservices.com.au


LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
BTC health Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
Telephone: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of BTC health 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 and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

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 Annual General Meeting of the Company to be held at **2:00pm on Tuesday, 23 November 2021** (the Meeting) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://meetings.linkgroup.com/BTC21> (refer to details in the Virtual Meeting Online Guide).

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.

STEP 1

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 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Replacement of Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-Election of Mr Bruce Hewett as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Approval 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of Employee Share Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Issue of 6,000,000 options to Dr. Richard Treagus, Executive Chairman	<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 poll and your votes will not be counted in computing the required majority on a poll.

STEP 2

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).

STEP 3

BTC PRX2101N



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 and email address 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:

- (a) 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
- (b) 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 virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

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 below by **2:00pm on Sunday, 21 November 2021**, 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

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 front of the Proxy Form).



BY MAIL

BTC health Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions