

31 December 2021

Dear Shareholder,

On behalf of the Board of Directors, it is our pleasure to invite you to attend the 2022 Extraordinary General Meeting of BTC health Limited to be held at 2:00pm (AEDT) on Monday, 31 January 2022.

In line with temporary amendments to the Meeting requirements in Australia and current regulatory guidance, the Extraordinary General Meeting will be held entirely by technology given the uncertainty and potential health risks associated with large gatherings during the COVID-19 pandemic. There will not be a physical venue for shareholders to attend.

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 Extraordinary General 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 EGM virtually via the online platform at <https://meetings.linkgroup.com/BTCEGM22>. 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 EGM using the instructions provided in the Notice of Meeting and in the Virtual Extraordinary 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 Extraordinary General Meeting and Explanatory Statement**

**2:00pm (AEDT)**

**Monday, 31 January 2022**

The Extraordinary General Meeting of BTC health Limited will be held virtually using the online platform provided by our share registry, Link Market Services, <https://meetings.linkgroup.com/BTCEGM22>. Instructions on how to attend the meeting online and vote are included in the Explanatory Statement.

This Notice of Extraordinary 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 Extraordinary General Meeting and Explanatory Statement

The Extraordinary General Meeting of BTC health Limited (Company) will be held at **2:00pm (AEDT) on Monday, 31 January 2022 (Meeting)**. The Meeting will be held online, accessible via: <https://meetings.linkgroup.com/BTCCEGM22>. 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 Saturday, 29 January 2022**.

### Agenda

#### A. ORDINARY RESOLUTION

##### 1. APPROVAL OF THE PRIOR ISSUE OF 35,714,286 SHARES TO ACQUIRE DISTRIBUTION RIGHTS TO BRONCHITOL® AND ARIDOL® - REFRESH 15% PLACEMENT CAPACITY

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

*"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve the issue of 35,714,286 fully paid ordinary shares issued to acquire the distribution rights of Bronchitol® and Aridol® in Australia, New Zealand, Malaysia, Hong Kong and Singapore, issued on 9 July 2021, on the terms and conditions set out in the Explanatory Notes.*

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

### 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 Saturday, 29 January 2022** at the Company's share registry by:

(i) Online at [www.linkmarketservices.com.au](http://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 **2:00pm (AEDT) on Saturday, 29 January 2022**. 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  
31 December 2021

## EXPLANATORY STATEMENT

The purpose of this Explanatory Statement, which forms part of the Notice of Meeting dated 31 December 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 Monday 31 January 2022** 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 Saturday 29 January 2022**.

#### Attending the Meeting

Enter <https://meetings.linkgroup.com/BTCEGM22> 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](http://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 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](http://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 Saturday 29 January 2022** will not be valid for the Meeting.

## **ORDINARY RESOLUTION 1: APPROVAL OF THE PRIOR ISSUE OF 35,714,286 SHARES TO ACQUIRE DISTRIBUTION RIGHTS TO BRONCHITOL® AND ARIDOL® - REFRESH 15% PLACEMENT CAPACITY**

Listing Rule 7.1 restricts listed companies from issuing more than 15% of their issued share capital in any 12 month period without Shareholder approval. However, Listing Rule 7.4 provides an exception to this restriction. This exception provides that where a company ratifies the previous issue of securities made pursuant to Listing Rule 7.1, those securities will be deemed to have been made with Shareholder approval for the purposes of Listing Rule 7.1 and those issues will not be taken into account when calculating the Company's 15% placement capacity. The Company issued 35,714,286 Shares on 9 July 2021 at 7 cents per share to institutional and sophisticated investors as part of a capital raise of \$2,500,000 to acquire distribution rights to Bronchitol® and Aridol®, announced to the market on 2 July 2021.

Approval of this resolution will provide the Company with flexibility to execute on its growth strategy, allowing the issue of additional equity securities into the future including in respect of any potential acquisitions that may arise, without having to obtain Shareholder approval for such issues under Listing Rule 7.1. If the Company issues further equity, the percentage holdings in the Company of Shareholders will be diluted to the extent they do not participate in that further equity issue (should it occur). The Directors consider that this potential disadvantage is outweighed by the potential advantages and benefits of the Company refreshing its placement capacity and accordingly consider that this resolution is in the best interests of Shareholders. If Shareholders do not approve this resolution and an opportunity to make an acquisition arises, the Company's ability to participate in that opportunity in a timely manner, or at all, may be constrained and the Company would be prevented from raising further capital through a placement without Shareholder approval under Listing Rule 7.1.

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

Details of the prior issue of 35,714,286 ordinary shares being ratified under this Resolution are set out below. The issue of these ordinary shares was in compliance with ASX Listing Rule 7.1 at the time of issue.

### **Background on the issue of 35,714,286 ordinary shares to acquire distribution rights to Bronchitol® and Aridol®**

On 30 June 2021, the Company announced its wholly owned investee company BioImpact Pty Ltd, had acquired exclusive distribution rights for specialty respiratory brands Bronchitol® and Aridol® from Pharmaxis (ASX: PXS) in Australia, New Zealand, Singapore, Malaysia, Hong Kong and South Korea (Bronchitol® only). The exclusive distribution agreement was effective 1 July 2021, with an initial term of 10 years and automatic renewals for subsequent 3-year terms. As financial consideration for the distribution rights, BioImpact Pty Ltd made a once-off payment of \$2,000,000 to Pharmaxis. Further details of the investment opportunity were provided to the market on 1 July 2021. On 2 July, the Company confirmed it had raised share capital totalling \$2,500,000, providing adequate funding for the one-off payment and related working capital investment.

Bronchitol® and Aridol® are speciality pharmaceutical products used with an inhalation device and together generate circa \$1.4m in annual sales to hospitals and respiratory clinics in Australia. Sales growth is forecast at 3-4% per annum at a GP margin of 45%. BioImpact has full responsibility for the promotion and sale of Bronchitol® and Aridol® to all existing customers and respiratory clinics and in due course will consider the business case for expanding into further eligible markets outside Australia.

Bronchitol® is used to treat cystic fibrosis and enables patients (6 years and over) suffering from the disease to help clear mucus from the lungs. It is an inhaled dry powder form of mannitol, which works by drawing water into the airways, making it easier to cough and improve lung function. It is funded by the Australian Federal Government and is listed on the Pharmaceutical Benefits Scheme (PBS). Bronchitol® has several advantages over other mucociliary clearance medications, being less time consuming and more convenient to use when compared to a nebulizer, increasing patient medical plan compliance and in turn improving quality of life.

Aridol®, is an innovative lung function test designed to help doctors diagnose and manage asthma by detecting active airway inflammation through measuring airway hyper-responsiveness. Clinicians rely on the Aridol® challenge test to diagnose patients with asthma, enabling an asthma management plan to be implemented.

## Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- any person who participated in the issue, 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 1 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 1; or
- the Chair as proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with a direction given to the Chair to vote on Resolution 1 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 1; and
  - the holder votes on Resolution 1 in accordance with the directions given by the beneficiary to the holder to vote in that way.

## GLOSSARY

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

<b>ASX</b>	means ASX Limited ABN 98 008 624 691 and includes any successor body.
<b>ASX Listing Rules</b>	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.
<b>Board</b>	means the board of Directors of the Company.
<b>Chair</b>	means the chair of the meeting as appointed in accordance with the Constitution
<b>Closely Related Parties</b>	has the meaning given to that term in the Corporations Act.
<b>Company</b>	means BTC health Limited ABN 45 091 979 172.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth).
<b>Director</b>	means a director of the Company.
<b>Explanatory Statement</b>	means the explanatory statement accompanying the Notice of Meeting.
<b>Group</b>	means the Company and its subsidiaries.
<b>Meeting</b>	means the Extraordinary General Meeting the subject of the Notice of Meeting and Explanatory Statement.
<b>Notice of Meeting</b>	means the notice of Extraordinary General Meeting which accompanies the Explanatory Statement.
<b>Proxy Form</b>	means the proxy form which accompanies the Notice of Meeting and Explanatory Statement.
<b>Resolution</b>	means a resolution proposed pursuant to the Notice of Meeting.
<b>Share</b>	means a fully paid ordinary share in the Company.
<b>Shareholder</b>	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](http://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

**LINK**Group

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/BTCEGM22>

## 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**

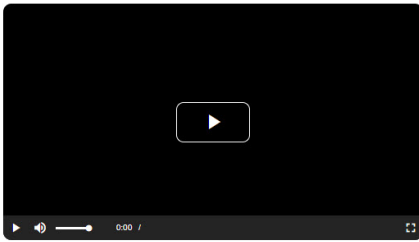
If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

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**     For     Against     Abstain

RE-ELECTION OF MR. ABC AS A DIRECTOR

**Resolution 2C**     For     Against     Abstain

RE-ELECTION OF MS XYZ AS A DIRECTOR

**Resolution 3**     For     Against     Abstain

INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT

**Resolution 4**     For     Against     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.

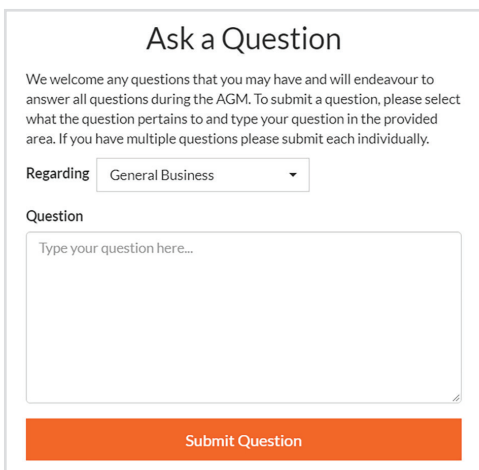
Once voting has been closed all submitted voting cards cannot be changed.

## 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.



The 'Ask a Question' form is titled 'Ask a Question' and includes a welcome message: 'We welcome any questions that you may have and will endeavour to answer all questions during the AGM. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually.' Below this, there is a 'Regarding' dropdown menu currently set to 'General Business'. Underneath is a 'Question' section with a text input field containing the placeholder 'Type your question here...'. At the bottom of the form is an orange 'Submit Question' button.

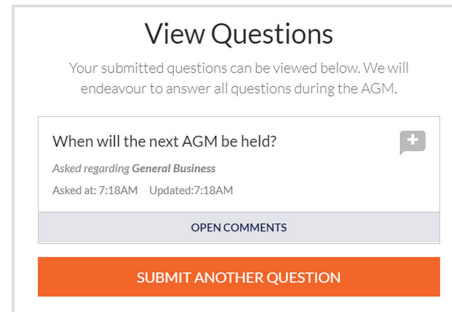
In the 'Regarding' section click on the drop down arrow and select the category/resolution for your question.

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.



The 'View Questions' box is titled 'View Questions' and contains the text: 'Your submitted questions can be viewed below. We will endeavour to answer all questions during the AGM.' Below this is a question card for 'When will the next AGM be held?'. The card includes the text 'Asked regarding General Business' and 'Asked at: 7:18AM Updated:7:18AM'. There is a plus icon in the top right corner of the card. Below the card is a grey 'OPEN COMMENTS' button and an orange 'SUBMIT ANOTHER QUESTION' button.

## 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 798 136  
International Number: +61 2 9189 1102

#### 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](mailto: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 Extraordinary General Meeting of the Company to be held at **2.00pm on Monday, 31 January 2022** (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/BTCEGM22> (refer to details in the Virtual Meeting Online Guide).

**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 executed no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an

#### Resolution

For Against Abstain\*

- 1 APPROVAL OF THE PRIOR ISSUE OF 35,714,286 SHARES TO ACQUIRE DISTRIBUTION RIGHTS TO BRONCHITOL® AND ARIDOL® - REFRESH 15% PLACEMENT CAPACITY

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------



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

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

STEP 3

BTC PRX2201N



## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

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

### APPOINTMENT OF PROXY

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

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

### 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](mailto:registrars@linkmarketservices.com.au) prior to admission in accordance with the Notice of Extraordinary General Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### 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 Saturday, 29 January 2022**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



#### ONLINE

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

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



#### 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)