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Notice of Annual General Meeting

Tuesday 29 November 2016 at 10.00am (AEDT)



Notice is given that the Annual General Meeting (**AGM**) of Avexa Limited ACN 108 150 750 (**Avexa** or **Company**) will be held at the offices of Governance Institute of Australia, Level 7, 500 Collins Street, Melbourne, Victoria on Tuesday, 29 November 2016 at 10.00 AM (AEDT).

Notice of Annual General Meeting

The Explanatory Statement which accompanies, and forms part of, this Notice of Meeting more fully describes the matters to be considered at the Annual General Meeting.

Ordinary Business

Financial Statements and Reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report of Avexa for the financial year ended 30 June 2016.

Resolution 1 - Adoption of Remuneration Report

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

"That the Remuneration Report forming part of the Directors' Report for the financial year ended 30 June 2016 be adopted."

Note: The vote on this resolution is advisory only and does not bind the Company or its Directors. The Directors will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing Avexa's remuneration policies.

Voting exclusion

The Company will not accept any votes cast on Resolution 1 by or on behalf of a person who is disclosed in the Remuneration Report as one of the key management personnel of the Company (including the Directors), or a closely related party of that person (as these persons are not entitled to vote on the resolution in their own capacity) unless the vote is cast:

- (a) as a proxy for a person who is entitled to vote, in accordance with a direction on the accompanying proxy form; or
- (b) by the Chairman of the Meeting as a proxy for a person entitled to vote in accordance with an express authority to vote undirected proxies as the Chairman sees fit.

Resolution 2 - Election of Director (Mr Mark Simari)

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

"That Mr. Mark Simari, a director retiring in satisfaction of rule 5.1 and in accordance with rule 8.2 of the Company's constitution be re-elected as a director of the Company."

Note: Biographical details for Mr. Simari are set out in the attached Explanatory Statement.

Special Business

Resolution 3 – Change the name of the Company to Novita Healthcare Limited

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

"That, for the purpose of section 157(1) of the Corporations Act and for all other purposes, approval is given for the Company to change its name from Avexa Limited to Novita Healthcare Limited effective on and from the date of the Meeting."

Note: An explanation of the proposed special resolution is set out in the attached Explanatory Statement.

Resolution 4 – Change of auditor

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

"That, for the purposes of section 327B(1)(b) of the Corporations Act, RSM Australia Partners, having consented to act in accordance with section 328A of the Corporations Act, be appointed as auditor of the Company with effect from the end of this Meeting, subject to the Australian Securities and Investments Commission giving its consent to the resignation of the current auditor, KPMG."

Note: An explanation of the proposed resolution is set out in the attached Explanatory Statement.

Resolution 5 – Approval of prior share issues

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders of the Company approve the previous issue of 12,250,000 fully-paid ordinary shares in the capital of the Company on the terms and conditions set out in the Explanatory Statement.”

Note: An explanation of the proposed resolution is set out in the attached Explanatory Statement.

Voting exclusion

The Company will disregard any votes cast on Resolution 5 by or on behalf of any of the following persons:

- The sophisticated and professional investors that were clients of the financial institution that managed the placement (and their associates) and who participated in the issue and a person (and their associates) who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed.

However, the Company need not disregard a vote if:

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

Resolution 6 - Approval of Additional 10% Placement Facility

To consider, and, if thought fit, to pass with or without amendment, as a **special resolution**:

“That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, the Shareholders approve the issue of Shares up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions contained in the Explanatory Statement.”

Note: An explanation of the proposed resolution is set out in the attached Explanatory Statement.

Voting exclusion

The Company will disregard any votes cast on Resolution 7 by a person (and their associates) who may participate in the Additional 10% Placement Facility and a person (and their associates) who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if Resolution 5 is passed and, an associate of that person.

However, the Company need not disregard a vote on Resolution 7 if:

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

By order of the Board

John Osborne
Company Secretary
Date: 19 October 2016

Notes Regarding Proxies and Voting

Voting Entitlement

The Board has determined, in accordance with regulation 7.11.37 of the Corporations Regulations, that for the purpose of voting at the AGM, the shares held by each Shareholder will be as they appear on the Company's share register at **7.00 PM AEDT on Monday, 28 November 2016**. This means that if you are not the registered holder of a share at that time you will not be entitled to vote in respect of that share.

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

Voting by Proxy

IMPORTANT: The Board recommends that shareholders vote in favour of each item of business. **The Chairman intends to vote all available undirected proxies in favour of each item of business.**

Each Shareholder who is entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on behalf of that Shareholder. The proxy may be an individual or a body corporate. A proxy need not be a Shareholder.

A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. If a Shareholder appoints two proxies and the appointment does not specify the proportion, or number, of the Shareholder's votes each proxy may exercise, each proxy may exercise half the votes (disregarding fractions). If a Shareholder appoints two proxies, neither proxy may vote on a show of hands.

A proxy appointment form is enclosed with this Notice of AGM. For the appointment of a proxy to be valid, the proxy form and the power of attorney or other authority (if any) under which it is signed must be received either at Avexa's registered office or at the Company's share registry, Automic Registry Services, **no later than 24 hours prior to the AGM**, being 10:00 AM on Monday, 28 November 2016:

The completed Proxy Voting Form may be lodged:

Online: <https://investor.automic.com.au>

Email: scan to hello@automic.com.au

By facsimile: +61 2 8583 3040

By mail: Automic, PO Box 2226, Strawberry Hills NSW 2012

By delivery: Automic, Suite 310, Level 3, 50 Holt Street, Surry Hills NSW 2010

Your proxy appointment form is enclosed.

Further information for proxyholders (directed proxies)

Section 250BB(l) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution- the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on - the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair- the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- (b) the appointed proxy is not the chair of the meeting; and
- (c) at the meeting, a poll is duly demanded on the resolution; and
- (d) either of the following applies:
 - (i) the proxy is not recorded as attending the meeting;
 - (ii) the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Undirected Proxies

If you appoint the Chairman of the meeting as your proxy and do not direct the Chairman of the meeting how to vote on Resolution 1 (Adoption of Remuneration Report) (which you may do by marking any one of "For", "Against" or "Abstain" on the proxy form for this item of business), you will be expressly authorising the Chairman of the meeting to exercise your proxy even if those Items are directly or indirectly connected with the remuneration of a member of the KMP for Avexa.

Bodies corporate

A Shareholder which is a body corporate and entitled to attend and vote at the AGM, or a proxy which is a body corporate and is appointed by a Shareholder entitled to attend and vote at the AGM, may appoint an individual to act as its representative at the AGM.

If a representative of a corporate Shareholder or a corporate proxy is to attend the AGM, a certificate of appointment of the representative must be produced prior to admission to the AGM. A form of certificate of appointment can be obtained from the Company's share registry, Automic Registry Services whose contact details are shown above.

Defined Terms

Capitalised terms in this Notice of Meeting and Explanatory Statement are defined either in the "Glossary" section or where the relevant term is first used.

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Explanatory Statement (Explanation of the Proposed Resolutions)

1 Important Notices

1.1 General

The purpose of this Explanatory Statement (which accompanies, and forms part of, the Notice of AGM), is to provide Shareholders with an explanation of the business of the AGM and of the resolutions to be proposed and considered at the AGM at 10.00 AM on Tuesday, 29 November 2016 and to assist shareholders in deciding how they may wish to vote on the resolutions.

Shareholders should read this Explanatory Statement in full before making a decision on how to vote on the proposed resolutions to be considered at the AGM.

2 Agenda Item 1: Financial Statements and Reports

Pursuant to the Corporations Act, the directors of a listed company that is required to hold an Annual General Meeting must table the financial statements and reports of the company (including the Directors' Report, Remuneration Report and Auditor's Report) for the previous financial year before the members at that Annual General Meeting.

Shareholders have been provided with all relevant information concerning the Company's financial statements, the Directors' Report, Remuneration Report and Auditor's Report in the Annual Report of the Company for the year ended 30 June 2016. The Company will not provide a hard copy of the Annual Report unless specifically requested to do so. The Annual Report can also be viewed, printed and downloaded from the Company's website www.avexa.com.au. A copy of the financial statements, the Directors' Report, the Remuneration Report and the Auditor's Report will also be tabled at the meeting.

Shareholders should note that the sole purpose of tabling the financial statements and the relevant reports of the Company at the AGM is to provide shareholders with the opportunity to be able to ask questions or discuss matters arising from the financial statements and/or reports at the meeting. It is not the purpose of the meeting that the financial statements or the reports be accepted, rejected or modified in any way. Further, as it is not required by the Corporations Act, no resolution to adopt, receive or consider the Company's financial statements or the reports will be put to the shareholders at the meeting.

Shareholders will be given a reasonable opportunity at the meeting to ask questions and make comments on the financial statements and the reports. The Company's auditor will also be available to receive questions and comments from shareholders about the preparation and content of the financial statements and the Auditor's Report and the conduct of the audit generally.

Shareholders may submit written questions to the Company's auditor in advance of the meeting. Any such questions must be submitted to the Company by no later than 5.00pm on 22 November 2016, addressed to the Company Secretary, Avexa Limited, 61-63 Camberwell Road, Hawthorn East, VIC 3123 or avexa@avexa.com.au.

A reasonable opportunity will be allowed at the meeting for a representative of the Company's Auditor to answer any written questions submitted in accordance with the above procedure.

3 Resolution 1: Adoption of Remuneration Report

3.1 General

The Corporations Act requires a non-binding resolution be put to shareholders for the adoption of the Remuneration Report. The Remuneration Report is set out in the 2016 Annual Report. During this item there will be an opportunity for shareholders at the meeting to comment on or ask questions about the Remuneration Report.

Shareholder votes on this resolution is advisory only and will not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company

Board Recommendation: The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this resolution.

The Chairman of the meeting intends to vote all available proxies in favour of the adoption of the Remuneration Report.

Voting exclusion statement.

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

- A member of the Key Management Personnel (at the date of the meeting or whose Remuneration is disclosed in the Remuneration Report); and their closely related parties,

Unless the vote is cast:

- As proxy for a person entitled to vote in accordance with a direction on the Voting Form, or
- By the Chairman of the Annual General Meeting as proxy for a person entitled to vote and the Chairman has received express authority to vote undirected proxies as the Chairman sees fit.

As set out in the section on Appointing a Proxy, if you have appointed the Chairman of the meeting as your proxy and you do not mark any of 'For', "Against" or "Abstain" on the proxy form, you will be expressly authorising the Chairman to vote any proxies held by him in favour of Resolution 1 (Adoption of Remuneration Report), even if that item is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for Avexa.

The Chairman of the meeting intends to vote any available undirected proxies held by him in favour of Resolution 1 (Adoption of Remuneration Report).

4 Resolution 2: Election of Director (Mr Mark Simari)

4.1 Background

Mr Mark Simari retires in satisfaction of rule 5.1 and in accordance with 8.2 of the Constitution. In the Constitution rule 5.1 states that at each annual general meeting of the Company, 1/3 of the directors for the time being or, if their number is not 3 or a multiple of 3, then the number nearest to but not exceeding 1/3, must retire from office. Rule 8.2 means a director appointed by the directors holds office only until the termination of the next annual general meeting of the Company and is eligible for re-election at that annual general meeting.

It is noted that at the end of the 2016 Annual General Meeting, Mr Allan Tan will be retiring as a Director of the Company and will not be standing for re-election. Mr Tan has been a Director of the Company since December 2010 and his fellow Directors are most grateful his contribution to the Board and development of the Company.

4.2 Mr Simari's experience

Mr Simari joined the Board on 1 September 2016 as a Non-Executive Director of the Company and, being eligible, offers himself for election.

Mr Simari is currently Managing Director and CEO of Paragon Care Limited, a premium provider of equipment, devices and consumables for the health care industry.

Mr Simari has significant experience as a board member in privately held and ASX listed companies. As Paragon Care's Managing Director, he has been responsible for its growth strategies including multiple acquisitions, capital raising, driving the strategic and business planning processes and implementing corporate and organisational restructuring. In the short period Mr Simari has been a director he has made a valuable contribution to the development of the Company.

Board Recommendation: The Directors (with Mr Simari abstaining given his personal interest in the matter) consider that Mr Simari is an independent director and recommend that Shareholders vote in favour of Resolution 2.

Special Business

5 Resolution 3: Change the name of the Company to Novita Healthcare Limited

Section 157(1) of the Corporations Act provides that if a company wants to change its name it must pass a special resolution adopting a new name. A special resolution is a resolution that must be passed by at least 75% of the votes cast by Shareholders entitled to vote on the resolution.

Resolution 3 requests Shareholders to approve the Company adopting the name "Novita Healthcare Limited".

The proposed name change reflects the board's strategic decision to exit drug discovery and development which has been the sole focus since the spin out from AMRAD in 2004. At the 2015 AGM, shareholders overwhelmingly approved the acquisition of TAL Health which is a pivotal start to the board's decision to strategically reposition the company in the exciting e-health, 'med tech' sector of the healthcare market. The board is very confident in this new strategy and looks to build a strong portfolio of innovative healthcare solutions in e-health. The new company name, Novita Healthcare (Novita being Italian for "innovation"), will break the connection with the past, will energise a fresh start and set the future tone for the new direction.

Subject to Shareholders passing Resolution 3, the Directors' have requested ASX reserve a new code upon changing Company's name from Avexa Limited (current ASX code AVX) to Novita Healthcare Limited (Proposed new code NHL).

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

6 Resolution 4 – Change of auditor

6.1 Background

The Company's Audit & Risk Management Committee has reviewed the audit services provided to the Company, including the tenure of the current Auditor. This review included taking into account best governance practice and seeking submissions from independent audit firms.

After due consideration, the Audit & Risk Management Committee recommended to the Board that, subject to the satisfaction of all necessary regulatory approvals under the Corporations Act, RSM Australia Partners be appointed as the new auditors for the Company with effect from the end of the Meeting.

RSM Australia Partners' proposal represents better value to the Company and its Shareholders and, subject to the passing of this Resolution 4, the Board looks forward to working with them in the future.

6.2 Resignation of current auditor

The Company's current auditor, KPMG, will by the end of October 2016 have given notice to the Board of its intention to resign as auditor of the Company.

Section 329(5) of the Corporations Act provides that an auditor of a company may, by giving notice in writing to the company, resign as an auditor of the company if:

- (a) the auditor has, by notice in writing given to ASIC, applied for consent to the resignation and stated the reasons for the application and, at or about the same time as the notice was given to ASIC, notified the company in writing of the application to ASIC; and
- (b) the consent of ASIC is to be received prior to the date of the AGM.

By the end of November KPMG will have notified the Company that it has applied to ASIC for its consent to the resignation of KPMG as auditor of the Company. KPMG are expected to confirm that its application to ASIC indicated KPMG's wish that its resignation takes effect upon the close of the Meeting.

Subject to ASIC granting its approval under section 329 of the Corporations Act, the resignation of KPMG as the auditor of the Company will take effect from the close of the Meeting.

6.3 Appointment of new auditor

Section 327B of the Corporations Act provides that a public company must appoint an auditor of the company to fill any vacancy in the office of auditor at each annual general meeting. Accordingly, upon KPMG's resignation, it will be necessary for the Company to appoint a new auditor.

However, section 328B of the Corporations Act provides that a company may only appoint a firm as auditor of the company at its annual general meeting if a member of the company gives the company written notice of the nomination of the firm for appointment as auditor:

- (a) before the meeting was convened; or
- (b) not less than 21 days before the meeting.

A copy of that nomination must be sent to RSM Australia Partners, KPMG and to each person entitled to receive notice of general meetings of the Company not less than 7 days before the meeting or at the time notice of the meeting is given.

A copy of the nomination of RSM Australia Partners by Mr Garry Crole, a shareholder of the Company, is included as Annexure A to this Explanatory Statement. A copy of this nomination has been or will be provided to RSM Australia Partners and KPMG.

In addition, section 328A of the Corporations Act provides that a company must not appoint a firm as auditor of the company unless the firm has consented to act as auditor before the appointment and has not withdrawn that consent before the appointment. RSM Australia Partners has provided the Company with a consent that complies with section 328A of the Corporations Act and, as the date of this Booklet, has not withdrawn that consent.

6.4 Resolution

Resolution 4 requests Shareholders to approve the appointment of RSM Australia Partners as the auditor of the Company effective from the close of the Meeting, subject to ASIC giving its consent to the resignation of the current auditor, KPMG.

Board Recommendation: The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

7 Resolution 5 - Approval of prior share issues

7.1 General

ASX Listing Rule 7.1 limits the number of securities that a company may issue or agree to issue without shareholder approval in any 12 month period to 15% of its issued securities however Listing Rule 7.2 provides for a number of exceptions where Listing Rule 7.1 does not apply.

Listing Rule 7.4 also sets out an exception to Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

In the twelve months to end October 2016 the Company only made one issue of shares that was not approved by shareholders pursuant to Listing Rule 7.1 and was not an exception pursuant to 7.2.

On 29 February 2016 the Company issued 12.25 million fully paid shares in the capital of the Company at an issue price of \$0.040 per share to sophisticated and professional investors to raise \$490,000 before costs and fees.

Resolution 5 seeks Shareholder approval pursuant to ASX Listing Rule 7.4 for the issue of the Shares noted above.

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

7.2 Information required by ASX Listing Rule 7.5

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

Shares issue:	12,250,000
Issue price:	\$0.040 per share
Terms of securities:	Fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares
Shares issued to:	A number of sophisticated and professional investors, being clients of a financial institution that managed the placement.
Use of funds:	To provide additional working capital as advised to ASX on 3 March 2016.

The above Shares were the only Shares issued pursuant to the Company's capacity under Listing Rule 7.1.

Board Recommendation: The Board recommends that shareholders vote in favour of this Resolution 5.

8 Resolution 6 - Approval of proposed Additional 10% Placement Facility

8.1 Background

ASX Listing Rule 7.1 allows the Company to issue a maximum of 15% of its capital in any 12 month period without requiring shareholder approval. In accordance with new Listing Rule 7.1A, eligible entities (companies that are outside the S&P/ASX 300 index and that also have a market capitalisation of \$300 million or less) can issue a further 10% of share capital in 12 months on a non-pro rata basis. The Company is an eligible entity as at the date of this Notice of Meeting and must remain compliant with the requirements of Listing Rule 7.1A to be able to utilise the additional capacity to issue shares under that Listing Rule.

In the past twelve months the Company has not issue any shares under Listing Rule 7.1A.

Additional disclosure obligations are imposed when the special resolution is proposed, when securities are issued and when any further approval is sought.

8.2 Information required by ASX Listing Rule 7.3A

For the purposes of Listing Rule 7.3A the Company provides the following information.

Minimum price at which the equity securities may be issued	<p>The issue price of each Share must be no less than 75% of the volume weighted average price for the Shares calculated over the 15 trading days on which trades in that class were recorded immediately before:</p> <ol style="list-style-type: none">The date on which the price at which the securities are to be issued is agreed; orIf the securities are not issued within 5 trading days of the date in paragraph (a), the date on which the securities are issued.
Risk of economic and voting dilution	<p>An issue of shares under Listing Rule 7.1A involves the risk of economic and voting dilution for existing ordinary security holders. The risks include:</p> <ol style="list-style-type: none">The market price for Shares may be significantly lower on the issue date than on the date of the approval under Listing rule 7.1A; andThe equity securities may be issued at a price that is at a discount to the market price for the Shares on the issue date. <p>A table describing the potential dilution is set out below.</p>

Date by which the Company may issue the securities	<p>The period commencing on the date of the annual general meeting (to which this Notice relates) at which approval is obtained and expiring on the first to occur of the following:</p> <p>a. The date which is 12 months after the date of the annual general meeting at which approval is obtained; and</p> <p>b. The date of the approval by holders of the Company's ordinary securities of a transaction under Listing Rules 11.1.2 or 11.2.</p> <p>The approval under LR7.1A will cease to be valid in the event that holders of the Company's ordinary securities approve a transaction under Listing Rules 11.1.2 or 11.2.</p>
Purposes for which the equity securities may be issued, including whether the Company may issue them for non-cash consideration	<p>It is the Board's current intention that any funds raised pursuant to an issue of securities would principally include:</p> <p>a. commercialisation activities of the company including the clinical and general development the TALi Technology; and</p> <p>b. general working capital requirements.</p> <p>The Company reserves the right to issue shares for non-cash consideration, including as non-cash consideration for any acquisition.</p>
Details of the Company's allocation policy for issues under approval.	<p>The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to Listing Rule 7.1A. The identity of the allottees will be determined on a case-by-case basis having regard to the factors including but not limited to the following:</p> <p>a. The methods of raising funds that are available to the Company including but not limited to, rights issue or other issue in which existing security holders can participate;</p> <p>b. The effect of the issue of the Listing Rule 7.1A shares on the control of the Company;</p> <p>c. The financial situation and solvency of the Company; and</p> <p>d. Advice from corporate, financial and broking advisers (if applicable).</p> <p>The allottees under the Listing Rule 7.1A facility have not been determined as at the date of this Notice of Meeting but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company. Further, if the Company is successful in its acquisitive growth strategy as outlined above, it is likely that the allottees under the Listing Rule 7.1A facility will be or include the vendors of the relevant target company or companies.</p>
Previous approvals under Listing Rule 7.1A	Approval was granted at the 2015 Annual General Meeting (AGM) on 26 November 2015

8.3 Information under Listing Rule 7.3A.6

The table below provides details of the number of fully paid ordinary shares issued that has been previously approved under 7.1A:

Total shares issued in the 12 months prior to date of this Notice of Meeting is 155,797,457 new fully paid ordinary shares.

Date	Purpose	Ordinary Shares issued	Issue Price \$ per Share	Premium / (Discount) to market price	Proportion of Shares on Issue ¹
29 January 2016	Placement ²	12,250,000	0.0400	(20.0%)	25%
15 February 2016	TALi acquisition ³	27,584,420	0.0400	0.0%	56%
20 March 2016	SPP ⁴	11,583,735	0.0332	(5.3%)	24%
23 August 2016	Rights issue ⁵	104,379,302	0.0220	(21.4%)	213%

Notes:

- Total Shares on issue as at 21 October 2015 adjusted for the 1 for 20 consolidation of the Shares on issue on 10 December 2015 (49,040,973 new Shares)
- Placement to a number of sophisticated and professional investors for product development of TALi and associated activities. \$490,000 of cash raised before issue expenses.
- The acquisition of the share capital of TALi Health Pty Ltd as authorised by shareholders at the 2015 AGM held on 26 November 2015. Non-cash and value \$1,103,377.

4. Share Purchase Plan (SPP) offer to all shareholders that raised \$384,014 in cash before issue expenses for working capital purposes.
5. Partially underwritten rights issue offered to all shareholder that raised \$2,210,101 in cash before issue expenses to accelerate the launch of the TALi technology and associated activities.

8.4 Information under Listing Rule 7.3A.2

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A (2) as at the date of this Notice.

The table also shows:

- a. Two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue as at the date of this notice. 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 Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- b. Two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the approximate market price as at the date of this Notice.

Variable 'A' in 7.1A.2	Dilution			
		\$0.015 50% Decrease in Issue Price	\$0.030 Issue Price	\$0.060 50% Increase in Current Issue Price
Current Variable "A" - 204,838,430 Shares	10% Voting Dilution	20,483,843 Shares	20,483,843 Shares	20,483,843 Shares
	Funds raised	\$307,258	\$614,515	\$1,229,031
50% increase in Variable "A" - 307,257,645 Shares	10% Voting Dilution	30,725,765 Shares	30,725,765 Shares	30,725,765 Shares
	Funds raised	\$460,886	\$921,773	\$1,843,546 Shares
100% increase in Variable "A" - 409,676,860 Shares	10% Voting Dilution	40,967,686 Shares	40,967,686 Shares	40,967,686 Shares
	Funds raised	\$614,515	\$1,229,031	\$2,458,061

The table has been prepared on the following assumptions:

- a. The Company issues the maximum number of Shares available under the 10% Listing Rule 7.1A approval.
- b. No options are exercised to convert into Shares before the date of the issue of the Shares available under Listing Rule 7.1A.
- c. 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%.
- d. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of share issue under Listing Rule 7.1A, based on that Shareholder's holding at the date of the Meeting.
- e. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- f. The issue of Shares under Listing Rule 7.1A consists only of Shares. If the issue includes listed options, it is assumed that those listed options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- g. The issue price is \$0.030 being an indicative price of the Shares as at the date of this Notice of Meeting.

Board Recommendation: The Board recommends that shareholders vote in favour of this resolution.

Glossary

Unless the context requires otherwise, in the Notice of AGM and this Explanatory Statement:

AEDT means Australian Eastern Daylight savings Time.

AGM means the meeting convened by the Notice of AGM.

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX.

Auditor's Report means the auditor's report required to be prepared and laid before the AGM in accordance with section 317 of the Corporations Act.

Board means the board of Directors of Avexa.

Company or **Avexa** means Avexa Limited ACN 108 150 750.

Consolidation or **Share Consolidation** means the consolidation of the Company's Shares pursuant to which every 20 Shares in the Company is consolidated into one Share on 10 December 2015.

Constitution means the constitution of the Company.

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

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

Directors mean the directors of the Company.

Directors' Report means the directors' report required to be prepared and laid before the AGM in accordance with section 317 of the Corporations Act.

Equity Securities has the same meaning as in the Listing Rules.

Explanatory Statement means the explanatory Statement accompanying, and forming part of, the Notice of AGM.

Financial Report means the financial report required to be prepared and laid before the AGM in accordance with section 317 of the Corporations Act.

KMP means key management personnel, being those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director of the Company (whether executive or otherwise).

Listing Rules means the listing rules of ASX.

Notice means the Notice of Meeting accompany this Explanatory Statement.

Remuneration Report means the remuneration report required to be prepared in accordance with section 300A of the Corporations Act.

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

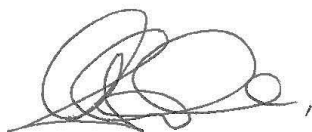
Shareholder means a shareholder in the Company.

Annexure A - Nomination of RSM Australia Partners

Company Secretary,
Avexa Limited,
61-63 Camberwell Road,
Hawthorn East, VIC 3123

Notice of Nomination

I, Garry Crole, being a member of the Company, nominate RSM Australia Partners of Level 21, 55 Collins Street Melbourne VIC 3000, to be appointed as the auditors of the Company and its controlled entities at its next Annual General Meeting to be held on 29 November 2016.



Garry Crole
145/55 Victoria
Harbour
Promenade
Docklands 3008
14 October 2016

For personal use only

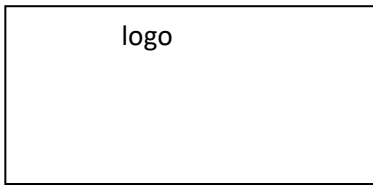
For personal use only



Avexa Limited ABN 53 108 150 750

Suite 8, Level 1, 61-64 Camberwell Road
Hawthorn East, Victoria 3123 Australia
T +61 3 8888 1040 F +61 3 8888 1049

www.avexa.com.au



logo

AVEXA LIMITED | ACN 108 150 750

AGM Registration Card

If you are attending the meeting in person, please bring this with you for Securityholder registration.

[BARCODE]

[HolderNumber]

[Name/Address 1]
[Name/Address 2]
[Name/Address 3]
[Name/Address 4]
[Name/Address 5]
[Name/Address 6]

Vote by Proxy

AVX: [BARCODE] Holder Number: [HolderNumber]



Option A – Please choose to vote online, because:

- ✓ **Save Your Money:** This company you own a part of has to spend thousands of dollars each year in print and postage costs. Online voting will reduce this unnecessary expense.
- ✓ **It's Quick and Secure:** Voting online provides you with greater privacy over your instructions, eliminates any postal delays and removes the risk of it being potentially lost in transit.
- ✓ **Receive Vote Confirmation:** Voting online is the only method which provides you with confirmation that your vote has been processed. It also allows you to amend your vote if required.



To Access online voting you can scan the barcode to the right with your tablet or mobile device or you can enter the following link into your browser. Voting online is quick and easy to do.

<https://investor.automic.com.au/#/loginsah>

Option B – Appoint a proxy, by paper:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Avexa Limited, to be held at 10.00 am (AEDT) on Tuesday 29th November 2016 at the offices of Governance Institute of Australia, Level 7, 500 Collins Street, Melbourne, Victoria hereby:

Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

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

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

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

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

Resolutions	For	Against	Abstain	Resolutions	For	Against	Abstain
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4 Change of auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Director (Mr Mark Simari)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Approval of prior share issues	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Change the name of the Company to Novita Healthcare Limited (Special Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Approval of Additional 10% Placement Facility (Special Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution 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

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2016

Email Address _____

STEP 1: Please appoint a Director

STEP 2: Voting Direction

STEP 3

Loginsah only

HOW TO COMPLETE THIS PROXY VOTING FORM

LODGING YOUR PROXY VOTE

This Proxy Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by 10.00am on Monday 28th November 2016, being **not later than 24 hours** before the commencement of the Meeting. Any Proxy Voting Forms received after that time will not be valid for the scheduled Meeting.

Proxy Voting Forms can be lodged:


ONLINE

 <https://investor.automic.com.au/#/loginsah>



Login to the Automic website using the holding details as shown on the Proxy Voting Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, shareholders will need their Holder Number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on front of the Proxy Voting form.


BY MAIL

 Automic Registry Services
PO Box 2226
Strawberry Hills NSW 2012

BY HAND

 Automic Registry Services
Level 3, 50 Holt Street, Surry Hills NSW 2010

ALL ENQUIRIES TO

 Telephone: 1300 288 664 Overseas: + 61 2 9698 5414

YOUR NAME AND ADDRESS

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

VOTING UNDER STEP 1 - APPOINTING A PROXY

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. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

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

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services on 1300 288 664 or you may copy this form.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.