

## ASX Release

### NOTICE of ANNUAL GENERAL MEETING

Novita Healthcare Limited (ASX: NHL) (“**Novita**” or the “**Company**”), is pleased to lodge its Notice of Annual General Meeting is to be held on Thursday, 29 November 2018 at the offices of RSM Australia Pty Ltd, Level 21, 55 Collins Street, Melbourne, Victoria at 10.00 AM (AEDT).

Novita's newly appointed Chair, Sue MacLeman, released the following statement:

Dear Shareholders,

With the lodgement of the Novita's Notice of Annual General Meeting I am pleased to use this opportunity to formally introduce myself as the new Chair of Novita's Board of Directors. Since joining the Company last month, I have been impressed by the dedication and enthusiasm of the Novita team, and I am excited about the journey and opportunities ahead as we embark on the commercialisation of the TALI technologies. These technologies assist in the treatment of cognitive problems such as attention difficulties in early childhood.

By way of background I bring to Novita more than 30 years' experience as a pharmaceutical, biotechnology and medical technology executive with senior roles in corporate, medical, commercial and business development. These include serving as CEO and Board member of several ASX and NASDAQ listed companies in the sector and I am currently Chair MTPConnect (Medical Technology and Pharmaceuticals Industry Innovation Growth Centre MTPII-GC Ltd), Chair, Anantara Lifesciences Ltd, Non-Executive Director Oventus Medical Ltd and veski. I am also fortunate to also be appointed to a number of academic and Federal government advisory committees.

I will be standing for election at the forthcoming Annual General Meeting and further detail on my background may be found in the Explanatory Statement in the Notice.

On behalf of the Board, I invite those shareholders who can make it along to our Annual General Meeting. This year it will be held in Melbourne at the offices of RSM Australia Pty Ltd, Level 21, 55 Collins Street, Melbourne, Victoria from 10.00 AM (AEDT) on Thursday, 29 November 2018.

I look forward to the opportunity of meeting as many shareholders as possible at either at the Annual General Meeting or at other times.

Kind regards



Sue MacLeman  
Chair

## **ABOUT NOVITA HEALTHCARE**

Novita Healthcare is an emerging health sector technology company targeting developmental delay in children through its breakthrough technology TALI. TALI Train, which is TALI health's flagship application uses proprietary software algorithms to monitor and assist in the treatment of cognitive problems such as attention difficulties in early childhood.

## **CONTACTS**

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### **Sue MacLeman**

Chair and Non-executive Director  
Novita Healthcare  
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## **Novita Healthcare Limited**

ACN 108 150 750

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### **NOTICE OF MEETING AND EXPLANATORY STATEMENT**

**Thursday, 29 November 2018 at 10.00 AM  
(AEDT)**

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**Notice is given that the 2018 Annual General Meeting of Shareholders (AGM) of Novita Healthcare Limited ACN 108 150 750 (Novita or the Company) will be held at the offices of RSM Australia Pty Ltd, Level 21, 55 Collins Street, Melbourne, Victoria on Thursday, 29 November 2018 at 10.00 AM (AEDT)**

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This Notice of Meeting 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. Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on 1300 082 013 or at [info@novitahealthcare.com.au](mailto:info@novitahealthcare.com.au)

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## 1. NOTICE OF MEETING

**NOTICE IS GIVEN** that an Annual General Meeting (AGM) of the Shareholders of Novita Healthcare Limited (ACN 108 150 750) (“the Company” or “Novita”) will be held at 10:00 AM (AEDT) on Thursday, 29 November 2018 at the offices of RSM Australia Pty Ltd, Level 21, 55 Collins Street, Melbourne, Victoria for the purposes of transacting the following business.

The Explanatory Statement and Proxy Form accompanying this Notice of Meeting are hereby incorporated in and comprise part of this Notice of Meeting.

### 1. ORDINARY BUSINESS

#### 1.1. Financial Statements and Reports

To receive and consider the Financial Report, the Directors’ Report and the Auditor’s Report of Novita Healthcare Limited for the financial year ended 30 June 2018.

**Note:** No resolution will be required to be passed on this matter

#### 1.2. 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 2018 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 Novita’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.

#### 1.3. Resolution 2 – Election of Director (Ms. MacLeman).

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

*“That Ms. Sue MacLeman, a director retiring in accordance with rule 8.2 of the Company’s constitution, be elected as a director of the Company.”*

**Note:** Biographical details for Ms. MacLeman are set out in the attached Explanatory Statement.

#### 1.4. Resolution 3 – Re-election of Director (Mr. Harcourt).

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

*“That Mr. Jefferson Harcourt, a director retiring in satisfaction of rule 5.1 and 5.2 of the Company’s constitution, be re-elected as a director of the Company.”*

**Note:** The Biographical details for Mr. Harcourt are set out in the attached Explanatory Statement.

## 1.5. Resolution 4 – 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 prior issue of 89,861,033 new fully paid ordinary Shares in the capital of the Company, on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”*

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

### **Voting exclusion**

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of any person who participated in the issue. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides

## 1.6. Resolution 5 – Approval of Additional 10% Placement Facility

To consider and, if thought fit, to pass the following resolution as 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 special resolution is set out in the attached Explanatory Statement.

**Voting Exclusion:** The Company will disregard any votes cast in favour of Resolution 5 by a person (and their associates) who is expected to participate in the Additional 10% Placement Facility and a person (and their associates) who will obtain a material benefit as a result of the proposed issue. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides

### **By order of the Board**

**John Osborne**  
**Company Secretary**  
**Date: 11 October 2018**

## 2. PROXIES AND VOTING NOTES

### 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 Annual General Meeting (AGM) of Shareholders, the shares held by each Shareholder will be as they appear on the Company's share register at 7.00 PM AEDT on Tuesday, 27 November 2018. 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 you will need to attend the AGM on the date, time 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 proxy appointed by a corporate body must be executed in accordance with the Corporations Act and any representatives of a corporate body wishing to attend and vote at the AGM on behalf of the corporate body must have a certificate of appointment.

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 Meeting. 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 Novita'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 (AEDT) on Wednesday, 28 November 2018:

The completed Proxy Voting Form may be lodged:

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

Email: scan to meetings@automic.com.au

By facsimile: +61 2 8583 3040

By mail: Automic, GPO Box 5193, Sydney NSW 2001

By delivery: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

Your proxy appointment form is enclosed.

### 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 Key Management Personnel for Novita.

### Defined Terms

Capitalised terms in this Notice of Meeting and Explanatory Statement are defined either in the "Glossary" in section 4 or where the relevant term is first used.

## 3. EXPLANATORY STATEMENT

**Important Notices.** The purpose of this Explanatory Statement (which accompanies, and forms part of, the Notice of Meeting), 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 (AEDT) on Thursday, 29 November 2018 and to assist shareholders in deciding how they may wish to vote on the resolutions.

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

### EXPLANATORY NOTES FOR EACH RESOLUTION FOLLOWS

#### 3.1. Note - 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 2018. 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.novitahealthcare.com.au](http://www.novitahealthcare.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 2018, addressed to the Company Secretary, Novita Healthcare Limited, Suite G02, 1 Crescent Road, Glen Iris VIC 3146 or [info@novitahealthcare.com.au](mailto:info@novitahealthcare.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.

#### 3.2. Note on Resolution 1- Adoption of Remuneration Report

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 2018 Annual Report. During this item of business 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.

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 Novita.

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

### 3.3. Note on Resolution 2 - Election of Director (Ms. Sue MacLeman).

#### Background

Ms. Sue MacLeman was appointed to the Board as an independent, non-executive director on 6 September 2018 in accordance with rule 8.1 of the Constitution permitting the directors to appoint a person qualified to be a director, either to fill a casual vacancy or as an addition to the existing directors. However, Rule 8.2 states that 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. Ms. MacLeman being eligible, offers herself for election.

#### Ms. MacLeman’s experience

Ms. Sue MacLeman (BPharm, MMktg, MLaws, GAICD) has more than 30 years’ experience as a pharmaceutical, biotechnology and medical technology executive with senior roles in corporate, medical, commercial and business development. Sue has also served as CEO and Board member of several ASX and NASDAQ listed companies in the sector and is currently Chair and Non-Executive Director of MTPConnect (Medical Technology and Pharmaceuticals Industry Innovation Growth Centre MTPII-GC Ltd), and Anantara Lifesciences Ltd, Non-Executive Director Oventus Medical Ltd and veski. Sue is also appointed to a number of academic and government advisory committees. Her broad commercial experience is underpinned by graduate qualifications in pharmacy and post graduate qualifications in commercial law, corporate governance, business administration and marketing.

**Board Recommendation:** The Directors (with Ms. MacLeman abstaining given his personal interest in the matter) recommend that Shareholders vote in favour of Resolution 2.

### 3.4. Note on Resolution 3 – Re-election of Director (Mr. Jefferson Harcourt).

#### Background

Ms. Jefferson Harcourt retires in satisfaction of rule 5.1 of the Constitution that states that at each annual general meeting of the Company, one third (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. Additionally, rule 5.2 of the Constitution states that no director may retain office for more than 3 years, or past the third annual general meeting following the director’s appointment, whichever is the longer, without submitting himself or herself for re-election. Mr. Harcourt joined the Board on 26 February 2016 as a Non-Executive Director of the Company and, being eligible, offers himself for election.

#### Mr. Harcourt’s experience

Jefferson Harcourt (B Eng. (Hons), GAICD) founded Grey Innovation, a technology commercialisation company based in Melbourne with a presence in Singapore and Europe, 20 years ago. Grey partners with Universities and research institutes to develop innovative technologies in Health, Security & Safety and Environmental fields, encompassing Internet of Things and Big Data.

Jefferson is a Director of listed and non-listed companies including; Novita Healthcare, GreyScan, Eco Detection and Firefly Health. Jefferson’s successful business model is to translate research into new technologies and new technology companies, raising capital and commercialising the technology.

The Company has a contract with Grey Innovation, to undertake product development, software engineering, and regulatory compliance services for the development and commercialisation of the Company’s TALI Technology. Mr Harcourt, because of the relationship between the Company and Grey Innovation, could not be considered an independent non-executive director however this lack of independence can be appropriately managed and he is otherwise able to act in the best interests of the Company and its shareholders. The Board consider Jefferson’s skills and expertise, particularly in relation to product commercialisation are on-going value to the Company.

**Board Recommendation:** The Directors (with Mr. Harcourt abstaining given his personal interest in the matter) recommend that Shareholders vote in favour of Resolution 3.

### 3.5. Note on Resolution 4 - Approval of Prior Issue of Shares

#### General

ASX Listing Rule 7.1, subject to specified exceptions in Listing Rules 7.2, and 7.4 limits the number of securities that a company may issue or agree to issue without shareholder approval in any 12 months period to 15% of its issued securities. In addition, Listing Rule 7.1A conditionally enables eligible ASX listed companies to issue a further 10% of share capital in a 12 months period. Listing Rule 7.4 provides an exception to Listing Rule 7.1 whereby a company in general meeting may approve the previous issue of securities made pursuant to Listing Rule 7.1 and those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

In the twelve months to end October 2018 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 Listing Rule 7.2.

On 25 July 2018 the Company issued 89.9 million fully paid shares in the capital of the Company at an issue price of \$0.031 per share to sophisticated and professional investors to raise \$2.8 million before costs and fees to fund the commercial growth of the Company’s digital therapeutic products based upon the TALI Technologies’, the prospective subscription for shares in HealthcareLink and general working capital purposes as outlines in the announcement to ASX on 20 July 2018.

Resolution 4 seeks Shareholder approval, pursuant to ASX Listing Rule 7.4, for the prior 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 the 15% annual placement capacity set out in ASX Listing Rule 7.1 and up to a 10% conditional placement capacity set out in ASX Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

#### Information required by ASX

Pursuant to and in accordance with ASX Listing Rules 7.1, 7.4 and 7.5, the following information is provided in relation to the approval of prior issues:

Resolution 4	Placement issue
Shares Issued	89,861,033
Issue price (per Share)	\$0.031
Terms of Shares	Rank equally with existing ordinary shares
Persons to whom Shares issue to	A number of sophisticated and professional investors, being clients of Shaw and Partners, the financial institution that managed the placement.

<b>Resolution 4</b>	<b>Placement issue</b>
Use of funds raised	To fund the commercial growth of the Company's digital therapeutic products based upon the TALI Technologies', the prospective subscription for shares in HealthcareLink and general working capital purposes as outlines in the announcement to ASX on 20 July 2018.
Voting exclusion statement	A voting exclusion statement is included in the Notice of Meeting accompanying the Explanatory Statement

The above Shares were the only Shares issued pursuant to the Company's capacity under Listing Rule 7.1 and 7.1A as at the date of this Notice.

**Board Recommendation:** The Board recommends that shareholders vote in favour of Resolution 4.

### 3.6. Note on Resolution 5 - Approval of Additional 10% Placement Facility

#### Background

ASX Listing Rule 7.1 allows the Company to issue a maximum of 15% of its capital in any 12 months period without requiring shareholder approval. In addition, Listing Rule 7.1A, enables eligible entities (companies that are outside the S&P/ASX 300 index and that also have a market capitalisation of \$300 million or less) to 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.

Approval under Listing Rule 7.1A requires a special resolution be passed and for a special resolution to pass, at least 75% of the votes cast must be in favour

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

In the past twelve months the Company issued 35,944,413 shares at \$0.031 per share under Listing Rule 7.1A. This issue of new shares formed part of the 89.9 million new fully paid shares issued on 25 July 2015 at \$0.031 per share noted in the Note on Resolution 4 above. The balance of 53.9 million shares were issued within the 15% of issued capital permitted under Listing Rule 7.1.

#### 1.1 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"> <li>The date on which the price at which the securities are to be issued is agreed; or</li> <li>If the securities are not issued within 5 trading days of the date in paragraph (a), the date on which the securities are issued.</li> </ol> <p>The shares issued on 25 July 2015 and at an issue price (\$0.0310 per share) that was 90% of the 15 day VWAP calculated for the trading days for NHL up to the date on which the price at which the securities are to be issued was agreed (\$0.0346).</p>
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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"> <li>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; and</li> <li>The equity securities may be issued at a price that is at a discount to the market price for the Shares on the issue date.</li> </ol> <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> <ol style="list-style-type: none"> <li>The date which is 12 months after the date of the annual general meeting at which approval is obtained; and</li> <li>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.</li> </ol> <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> <ol style="list-style-type: none"> <li>to fund the commercial growth of the Company's digital therapeutic products based upon the TALI Technologies';</li> <li>potential further capital contributions to the Company's proposed investment in HealthcareLink as detailed in the announcement on 19 July 2018; and</li> <li>general working capital requirements.</li> </ol> <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> <ol style="list-style-type: none"> <li>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;</li> <li>The effect of the issue of the Listing Rule 7.1A shares on the control of the Company;</li> <li>The financial situation and solvency of the Company; and</li> <li>Advice from corporate, financial and broking advisers (if applicable).</li> </ol> <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 2017 Annual General Meeting (AGM) on 30 October 2017

## 1.2 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 89,861,033 new fully paid ordinary shares, being equal to 25% of the shares on issue as at 31 October 2017.

Date	Purpose	Ordinary Shares issued	Issue Price \$ per Share	Premium / (Discount) to market price	Proportion of Shares on Issue
25 July 2018	Placement <sup>1</sup>	30,689,095	\$0.0310	-11.4%	25%
25 July 2018	Placement <sup>2</sup>	53,916,620	\$0.0310	-11.4%	25%
	<b>Total</b>	<b>89,861,033</b>			

Notes:

1. Placement pursuant to Listing Rule 7.1A to a number of sophisticated and professional investors, being clients of Shaw and Partners the Lead Manager for the placement raising \$2.8 million before issue expenses to fund the commercial growth of the Company's digital therapeutic products based upon the TALI Technologies', the prospective subscription for shares in HealthcareLink and general working capital purposes as outlines in the announcement to ASX on 20 July 2018.
2. Placement pursuant to Listing Rule 7.1, detail as for note 1 above.
3. The Placement of 89.9 million shares pursuant to Listing Rules 7.1 and 7.1A raised a total of \$2.8 million. Placement expenses paid were \$0.2 million, operational expenditure since the end of July 2018 approximately \$1.0 million, a further \$0.5 million on the TALI Detect project and received operational income of approximately \$0.1 million. In addition, the Company received \$0.2 million as part of the Australian Government CRC grant announced on 6 December 2017 for the TALI Detect project. The remaining balance of the Placement proceeds and existing cash resources prior to the issue total over \$2.5 million at the end of September 2018 and will be used for marketing and sales activities for TALI Train locally and overseas, TALI Detect pilot programs and the \$0.4 million capital subscription to HealthcareLink as part of divestment of Newly Pty Ltd.

### 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			
		\$0.017	\$0.034	\$0.068
Shares on issue.		50% Decrease in Issue Price	Issue Price	100% Increase in Issue Price
Current Variable “A” - 449,305,165	10% Voting Dilution	44,930,517	44,930,517	44,930,517
	Funds raised	\$763,819	\$1,527,638	\$3,055,275
50% increase in Variable “A” - 673,957,747	10% Voting Dilution	67,395,775	67,395,775	67,395,775
	Funds raised	\$1,145,728	\$2,291,456	\$4,582,913
100% increase in Variable “A” - 898,610,330	10% Voting Dilution	89,861,033	89,861,033	89,861,033
	Funds raised	\$1,527,638	\$3,055,275	\$6,110,550

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 \$0.034 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 Resolution 5.

## 4. GLOSSARY

<b>\$</b>	Australian Dollars
<b>AEDT</b>	Australian Eastern Daylight Saving Time (Melbourne, ACT and Sydney time)
<b>AGM</b>	the Meeting convened by this Notice of AGM.
<b>ASIC</b>	Australian Securities and Investments Commission
<b>Associate and Related Party</b>	have the meanings they have in the Corporations Act.
<b>ASX</b>	ASX Limited (ACN 008 624 691) or the financial market operated by it, as the context requires.
<b>Auditor's Report</b>	the auditor's report required to be prepared and laid before the AGM in accordance with section 317 of the Corporations Act.
<b>Board</b>	the board of Directors of the Company.
<b>Company or Novita</b>	Novita Healthcare Limited ACN 108 150 750
<b>Constitution</b>	the constitution of the Company.
<b>Corporations Act</b>	Corporations Act 2001 (Cth).
<b>Directors</b>	the directors of the Company
<b>Directors' Report</b>	the directors' report required to be prepared and laid before the AGM in accordance with section 317 of the Corporations Act.
<b>Explanatory Statement or Explanatory Notes</b>	the explanatory memorandum to the Notice of Meeting.
<b>Financial Report</b>	the financial report required to be prepared and laid before the AGM in accordance with section 317 of the Corporations Act.
<b>Listing Rules</b>	ASX Listing Rules.
<b>Meeting</b>	The AGM to be convened on 29 November 2018 by this Notice.
<b>Meeting Time and Date</b>	10:00 AM (AEDT) on Thursday, 29 November 2018.
<b>New Shares</b>	Shares offered under this Offer Document.
<b>Notice or Notice of Meeting</b>	this notice of the Annual General Meeting of Shareholders including the Explanatory Statement
<b>Remuneration Report</b>	the remuneration report required to be prepared in accordance with section 300A of the Corporations Act.
<b>Share</b>	a fully paid ordinary share in the capital of the Company.
<b>Share Registry</b>	Automatic Registry Services, Level 5, 126 Phillip Street, Sydney NSW 2000.
<b>Shareholder</b>	a holder of Shares in the Company as recorded on the Share Registry.

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

[EntityRegistrationDetailsLine1Envelope]  
[EntityRegistrationDetailsLine2Envelope]  
[EntityRegistrationDetailsLine3Envelope]  
[EntityRegistrationDetailsLine4Envelope]  
[EntityRegistrationDetailsLine5Envelope]  
[EntityRegistrationDetailsLine6Envelope]

## [HolderNumber]

Holder Number:  
[HolderNumber]

## Vote by Proxy: NHL

Your proxy voting instruction must be received by **10.00am (AEDT) on Wednesday, 28 November 2018**, being **not later than 24 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

### SUBMIT YOUR PROXY VOTE ONLINE

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

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



### SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

#### YOUR NAME AND ADDRESS

The name and address shown above is 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.

#### 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.

#### POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.





