

**LBT INNOVATIONS LIMITED**  
**ACN 95 107 670 673**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**to be held at**

**Date:** Wednesday 18 April 2018

**Time:** 10:30am (Adelaide time)

**Place:** Thomson Geer Lawyers, Level 7, 19 Gouger Street, Adelaide, South Australia, 5000

**This is an important document and requires your attention**

If you are in any doubt about how to deal with this document, please consult your legal, financial or other professional advisor.

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

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Notice is given that an Extraordinary General Meeting of LBT Innovations Limited ACN 107 670 673 (**Company**) will be held at 10:30am (Adelaide time) on Wednesday 18 April 2018 at Thomson Geer Lawyers Level 7, 19 Gouger Street, Adelaide, South Australia.

### **AGENDA**

#### **Resolution 1 – Approval of proposed issue of Tranche 2 Securities to non-related parties**

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

*‘That, for the purposes of the ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the proposed allotment, issue and placement of up to 20,868,625 fully paid ordinary shares in the Company (**Tranche 2 Securities**) to the Non-Related Parties and on the terms and conditions specified in the Explanatory Memorandum.’*

***The directors unanimously recommend that you vote in favour of this Resolution 1***

##### Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 1 by any person who may participate in the issue of Tranche 2 Securities and any associate of such persons. However, the Company need not disregard a vote if it is cast by such a person:

- (a) as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (b) as chair of 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 2 – Approval of proposed issue of Securities to a related party (Glenn Haifer)**

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

*‘That, for the purposes of the ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the allotment, issue and placement of 1,666,667 fully paid ordinary shares in the Company to a Director of the Company, Glenn Haifer (and/or nominee), on the terms and conditions set out in the Explanatory Memorandum.’*

***The Directors, excluding Glenn Haifer, recommends that Shareholders vote in favour of this Resolution 2***

##### Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 2 by Glenn Haifer or by any associates of Glenn Haifer. However, the Company need not disregard a vote if it is cast by such a person:

- (a) as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (b) as chair of 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 3 – Approval of proposed issue of Securities to a related party (Catherine Costello)**

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

*‘That, for the purposes of the ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the allotment, issue and placement of 666,667 fully paid ordinary shares in the Company to a Director of the Company, Catherine Costello (and/or nominee), on the terms and conditions set out in the Explanatory Memorandum.’*

***The Directors, excluding Catherine Costello, recommend that Shareholders vote in favour of this Resolution 3.***

#### Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 3 by Catherine Costello or by any associates of Catherine Costello. However, the Company need not disregard a vote if it is cast by such a person:

- (a) as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (b) as chair of 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 4 – Approval of proposed issue of Securities to a related party (Brenton Barnes)**

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

*‘That, for the purposes of the ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the allotment, issue and placement of 333,334 fully paid ordinary shares in the Company to a Director of the Company, Brenton Barnes (and/or nominee), on the terms and conditions set out in the Explanatory Memorandum.’*

***The Directors, excluding Brenton Barnes, recommends that Shareholders vote in favour of this Resolution 4.***

#### Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 4 by Brenton Barnes or by any associates of Brenton Barnes. However, the Company need not disregard a vote if it is cast by such a person:

- (a) as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (b) as chair of the meeting, as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

## **Resolution 5 – Approval of proposed issue of Securities to a related party (Stephen Mathwin)**

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

*‘That, for the purposes of the ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the allotment, issue and placement of 200,000 fully paid ordinary shares in the Company to a Director of the Company, Stephen Mathwin (and/or nominee), on the terms and conditions set out in the Explanatory Memorandum.’*

***The Directors, excluding Stephen Mathwin, recommends that Shareholders vote in favour of this Resolution 5.***

### Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 5 by Stephen Mathwin or by any associates of Stephen Mathwin. However, the Company need not disregard a vote if it is cast by such a person:

- (a) as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (b) as chair of 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 proposed issue of Securities to a related party (Caroline Popper)**

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

*‘That, for the purposes of the ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the allotment, issue and placement of 100,000 fully paid ordinary shares in the Company to a Director of the Company, Caroline Popper (and/or nominee), on the terms and conditions set out in the Explanatory Memorandum.’*

***The Directors, excluding Caroline Popper, recommends that Shareholders vote in favour of this Resolution 6.***

### Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 6 by Caroline Popper or by any associates of Caroline Popper. However, the Company need not disregard a vote if it is cast by such a person:

- (a) as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (b) as chair of 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 7 – Approval of proposed issue of Securities to a related party (Matthew Michalewicz)**

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

*‘That, for the purposes of the ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the allotment, issue and placement of 333,334 fully paid ordinary shares in the Company to a Director of the Company, Matthew Michalewicz (and/or nominee), on the terms and conditions set out in the Explanatory Memorandum.’*

***The Directors, excluding Matthew Michalewicz, recommends that Shareholders vote in favour of this Resolution 7.***

### Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 7 by Matthew Michalewicz or by any associates of Matthew Michalewicz. However, the Company need not disregard a vote if it is cast by such a person:

- (a) as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (b) as chair of 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.

Dated: 14 March 2018

By order of the Board



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Dan Hill

Company Secretary

## NOTES

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- 1 The Directors have determined that the shareholding of each member for the purposes of ascertaining their voting entitlements at the Extraordinary General Meeting will be as it appears in the share register at 7:00pm (Adelaide time) Monday 16 April 2018. Accordingly, those persons are entitled to attend and vote at the meeting.
- 2 If you are eligible, you may vote by attending the meeting in person or by proxy or attorney. A member who is a body corporate may appoint a representative to attend and vote on its behalf.
- 3 To vote by proxy, please complete, sign and return the enclosed proxy form in accordance with the following instructions. If you require an additional proxy form, the Company will supply it on request.
- 4 A member who is entitled to vote at the meeting, may appoint one proxy if the member is only entitled to one vote or one or two proxies if the member is entitled to more than one vote. A proxy need not be a member of the Company.
- 5 Where the member appoints 2 proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one-half of the votes, in which case any fraction of votes will be disregarded.
- 6 The proxy form must be signed by the member or the member's attorney. Proxies given by a corporation must be executed in accordance with the Corporations Act and the constitution of that corporation.
- 7 To be effective, the proxy form and the power of attorney or other authority (if any) under which it is signed or a certified copy, must be received by the Company at least 48 hours before the time for holding of the meeting or any adjourned meeting (or such lesser period as the Directors may permit):
  - 7.1 By mail c/- Computershare Investor Services Pty Limited  
GPO Box 242, Melbourne Victoria 3001
  - 7.2 Intermediaries/Custodians can vote online by visiting [www.intermediaryonline.com](http://www.intermediaryonline.com) (subscribers only).
  - 7.3 By facsimile to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).
  - 7.4 Proxies may also be lodged electronically by casting votes online at [www.investorvote.com.au](http://www.investorvote.com.au) and follow the prompts. To use this facility you will need your holder number (SRN or HIN), postcode and control number as shown on your proxy form. You will have been taken to have signed the proxy form if you lodge it in accordance with the instructions on the website.
- 8 Any proxy form received after this deadline including at the meeting will be treated as invalid.
- 9 Except in relation to resolutions connected directly or indirectly with the remuneration of a member of the key management personnel of the Company, unless a shareholder specifically directs a proxy how to vote, the proxy may vote as he or she thinks fit or abstain from voting.
- 10 Any undirected proxies held by the other directors or any other key management personnel or their closely related parties will not be voted on resolutions connected directly or indirectly with the remuneration of a member of the key management personnel of the Company.
- 11 If a shareholder appoints the Chairman of the meeting as the shareholder's proxy and does not specify how the Chairman is to vote on an item of business, the Chairman will vote, as proxy for that shareholder, in favour of that item on a poll.
- 12 Shareholders are urged to read the directions on the proxy form carefully, especially if intending to appoint the Chairman of the meeting as proxy.

## EXPLANATORY MEMORANDUM

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This explanatory memorandum has been prepared to assist shareholders with their consideration of the resolutions to be put to the Extraordinary General Meeting to be held on Wednesday 18 April 2018. These explanatory notes should be read with, and form part of, the accompanying Notice of Extraordinary General Meeting.

On 6 March 2018, the Company announced:

- it had completed a placement of Shares in the Company (Tranche 1 Securities) at an issue price of \$0.15 per Share raising \$3,774,707. The Tranche 1 Securities were issued under the Company's available capacity under ASX Listing Rule 7.1 and 7.1A.
- subject to Shareholder approval, the Company will undertake a further placement of Shares in the Company (**Tranche 2 Securities**), on the same terms and conditions as the Tranche 1 Securities, to raise up to an additional \$3,130,294, and
- subject to Shareholder approval, the Company will undertake a placement of Shares in the Company, to six Directors of the Company (**Director Securities**), on the same terms and conditions as the Tranche 1 Securities and Tranche 2 Securities, raising an additional \$495,000.

(together the **Placement**).

Together the total Placement of Shares will raise up to approximately \$7.4 million for the Company before expenses.

The Tranche 2 Securities are the subject matter of Resolution 1, and the Director Securities are the subject matter of Resolutions 2 to 7.

### Resolution 1 – Approval of proposed issue of Tranche 2 Securities to non-related parties

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Resolution 1 proposes that Shareholders approve the allotment and issue of the Tranche 2 Securities to the non-related parties, comprising the allotment of up to 20,868,625 ordinary shares.

ASX Listing Rule 7.1 provides that a listed entity must not issue equity securities that total more than 15% of its fully paid ordinary shares in a 12 month period unless such issue is approved by an ordinary resolution of shareholders. Resolution 1 seeks such approval by an ordinary resolution of Shareholders.

If Resolution 1 is passed the Tranche 2 Securities will be issued with Shareholder approval, and accordingly those securities will not be counted towards the 15% limit on the issue of securities without Shareholder approval pursuant to ASX Listing Rule 7.1 or the 10% additional placement capacity to issue securities without Shareholder approval pursuant to ASX Listing Rule 7.1A (as approved by the Shareholders at the 2017 AGM).

If Resolution 1 is not passed, the Company will not issue the Tranche 2 Securities.

#### Information required by ASX Listing Rule 7.3

The information required by ASX Listing Rule 7.3 in respect of the Tranche 2 Securities is set out below:

- (i) Maximum number of Tranche 2 Securities to be issued:

The Tranche 2 Securities comprise up to a maximum of 20,868,625 ordinary shares.

- (ii) When the securities will be issued:

The Tranche 2 Securities will be issued no later than three months from the date of this Meeting.

- (iii) Price at which the Tranche 2 Securities are to be issued:

The issue price of each Share will be \$0.15 per Share.

(iv) Names of the allottees or the basis on which allottees will be identified or selected:

The Tranche 2 Securities were nominated to be issued and allotted to various sophisticated and professional investors, identified by our Joint Managers.

Terms of the Tranche 2 Securities:

The Shares will be issued as fully paid ordinary shares in the capital of the Company and on the same terms as the Company's existing Shares.

(v) Intended use of the funds raised:

The allotment and issue of the Tranche 2 Securities will raise up to \$3,130,294, which will be used by the Company to:

- accelerate the commercialisation of APAS® Independence;
- fast track engineering plans, including partnerships with Engineering companies;
- accelerate the development and delivery of Analysis Modules (software that interprets the plates);
- cover the costs of the capital raising; and
- general working capital.

(vi) Issue date:

The Tranche 2 Securities will be issued on the business day following the day-cleared funds for the Tranche 2 Securities are received by the Company following shareholder approval. This is expected to occur on 19 April 2018.

***The directors unanimously recommend that you vote in favour of this Resolution 1.***

## **Resolutions 2 to 7 inclusive – Approval of the proposed issue of Securities to Directors**

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Resolutions 2 to 7 propose that Shareholders approve the allotment and issue of the Shares in the Company and attached Options, to the Relevant Directors (or their associates), on the same terms and conditions as the Tranche 1 and Tranche 2 Securities.

ASX Listing Rule 10.11 requires Shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the Company or a related party, is in the ASX's opinion, such that approval should be obtained from the Shareholders of the company, unless an exception in ASX Listing Rule 10.12 applies. The Relevant Directors are related parties of the Company by virtue of their position as Directors of the Company and the exceptions set out in ASX Listing Rule 10.12 do not apply.

Accordingly, Shareholder approval for the issue of the Director Securities to the Relevant Directors, is required and sought separately for each Relevant Director in Resolutions 2 to 7.

ASX Listing Rule 7.2 provides that Shareholder approval under ASX Listing Rules 7.1 is not required for the issue of securities to related parties which are approved under ASX Listing Rules 10.11 (exception 14).

If Resolutions 2, 3, 4, 5, 6 or 7 is passed Directors Securities will be issued to the Relevant Directors named in the resolutions which have been passed. As the issue of Directors Securities will be made with Shareholder approval, those Directors Securities will not be counted towards the 15% limit on the issue of securities without Shareholder approval pursuant to ASX Listing Rule 7.1 or the 10% additional placement capacity to issue securities without Shareholder approval pursuant to ASX Listing Rule 7.1A (as approved by the Shareholders at the 2017 AGM).

If Resolutions 2, 3, 4, 5, 6 or 7 is not passed, the Company will not issue Directors Securities to the Relevant Director named in the Resolution which was not passed. Resolutions 2 to 7 are not inter-conditional.



### Shareholder approval under Chapter 2E of the Corporations Act not sought

For a public company to give a financial benefit to a related party of the public company, the public company or entity must:

- obtain the approval of the public company's members in the manner set out in sections 221 to 227 of the Corporations Act; and
- give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216.

The issue of the Director Securities to the Relevant Directors falls within the definition of a "financial benefit" for the purposes of the Corporations Act, as each of the Relevant Directors who will receive Director Securities (if the Resolutions 2 to 7 are passed) are related parties of the Company.

Consequently, the issue of the Director Securities to the Relevant Directors, will for the purposes of Chapter 2E of the Corporations Act, constitute giving a financial benefit to related parties of the Company.

Section 210 of the Corporations Act provides an exemption for transactions that are on terms that would be reasonable if the Company and the related party were dealing at arm's length. The Director Securities will be offered to the Relevant Directors (or nominees) on the same terms as those applicable to the allottees (who are each non-related parties) in the placement of the Tranche 1 Securities and the Tranche 2 Securities.

As the Director Securities will be issued on the same arm's length terms as apply to the Tranche 1 Securities and Tranche 2 Securities, the exemption in section 210 of the Corporations Act applies to the participation of the Relevant Directors (or nominees) in the placement of the Director Securities. Therefore, Shareholder approval for the purposes of Chapter 2E of the Corporations Act is not being sought.

### Information required by ASX Listing Rule 10.13

The information required by ASX Listing Rule 10.13 in respect of the Director Securities to be issued to the Relevant Directors is set out below:

- (i) The names of the Relevant Directors (or nominees), and the maximum number of Director Securities to be issued to each Relevant Director (or nominees):

<b>Relevant Director</b>	<b>Resolution Number</b>	<b>Consideration</b>	<b>Shares to be issued</b>
Glenn Haifer	4	\$250,000	1,666,667
Catherine Costello	5	\$100,000	666,667
Brenton Barnes	6	\$50,000	333,334
Stephen Mathwin	7	\$30,000	200,000
Caroline Popper	8	\$15,000	100,000
Matthew Michalewicz	9	\$50,000	333,334
<b>Total</b>		<b>\$495,000</b>	<b>3,300,002</b>

- (ii) When the securities will be issued:

The Director Securities will be issued no later than one month from the date of this Meeting, and in any event on the same day as the Tranche 2 Securities are issued.

(iii) Price at which the Director Securities are to be issued:

The issue price of each Share will be \$0.15 per Share.

(iv) Terms of the Director Securities:

The Shares will be issued as fully paid ordinary shares in the capital of the Company and on the same terms as the Company's existing Shares.

(v) Intended use of the funds raised:

The allotment and issue of the Director Securities will raise up to \$495,000, which will be used by the Company to:

- accelerate the commercialisation of two products: APAS® Independence;
- fast track engineering plans, including partnerships with Engineering companies;
- accelerate the development and delivery of Analysis Modules (software that interprets the plates);
- cover the costs of the capital raising; and
- general working capital.

## **Glossary**

In this Explanatory Memorandum, the following terms have the following unless the context otherwise requires:

**ASX** means ASX Limited (ABN 98 008 624 691).

**ASX Listing Rules** means the listing rules of ASX and any other rules of ASX which are applicable while the Company is admitted to the official list of ASX, each as amended or replaced from time to time, except to the extent of any express written waiver by ASX.

**Board** means the board of Directors of the Company.

**Chair** means the chairperson of the Meeting.

**Company** or **LBT** means LBT Innovations Limited (ACN 107 670 673).

**Corporations Act** means the Corporations Act 2001 (Cth) as amended from time to time.

**Director** means a director of the Company.

**Director Securities** means the proposed issue of 3,300,002 Shares to the Relevant Directors (or their nominees), as detailed in Resolutions 2 to 7.

**Explanatory Memorandum** means the explanatory memorandum accompanying the Notice of Meeting.

**Extraordinary General Meeting or Meeting** means the extraordinary general meeting of the Company to be held at the time and place specified in the Notice of Meeting.

**Non-Related Party** means a party other than a Related Party.

**Notice of Meeting** means this document, comprising the notice of meeting, the Explanatory Memorandum, Annexure A and a proxy form.

**Option** means an unlisted option to subscribe for a Share, with the terms and conditions summarised in Annexure A.

**Related Party** has the meaning given to that term in Section 228 of the Corporations Act.

**Relevant Directors** means Glenn Haifer, Brenton Barnes, Catherine Costello, Stephen Mathwin, Caroline Popper and Matthew Michalewicz.

**Resolutions** means the resolutions to be considered by the Shareholders of the Company, as set out in this Notice of Meeting.

**Shareholder** means a holder of a Share.

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

**Trading Day** means a day determined by ASX to be a trading day in accordance with the Listing Rules.

**Tranche 1 Securities** means the 25,164,711 Shares issued on 12 March 2018 to various sophisticated and professional investors.

**Tranche 2 Securities** means the proposed issue of up to 20,868,625 Shares to various sophisticated and professional investors.



**LBT INNOVATIONS**

**LBT Innovations Limited**

ACN 107 670 673

**Lodge your vote:**



**Online:**

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



**By Mail:**

Computershare Investor Services Pty Limited  
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Victoria 3001 Australia

Alternatively you can fax your form to  
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(within Australia) 1300 729 063  
(outside Australia) +61 3 9415 4000

## Proxy Form



### Vote online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

### Your access information that you will need to vote:

**Control Number: 181437**

**SRN/HIN:**

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

**For your vote to be effective it must be received by 10:30am (Adelaide time) Monday 16 April 2018**

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions for Postal Forms

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

**Joint Holding:** Where the holding is in more than one name, all of the securityholders 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 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form** →

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of LBT Innovations Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of LBT Innovations Limited to be held at Thomson Geer Lawyers, Level 7, 19 Gouger Street, Adelaide, South Australia, 5000 on Wednesday 18 April 2018 at 10:30am (Adelaide time) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 2 to 7 (except where I/we have indicated a different voting intention below) even though Items 2 to 7 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 2 to 7 by marking the appropriate box in step 2 below.

## STEP 2 Items of Business

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

### ORDINARY BUSINESS

	For	Against	Abstain
1 Approval of proposed issue of Tranche 2 Securities to non-related parties	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval of proposed issue of Securities to a related party (Glenn Haifer)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of proposed issue of Securities to a related party (Catherine Costello)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of proposed issue of Securities to a related party (Brenton Barnes)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of proposed issue of Securities to a related party (Stephen Mathwin)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval of proposed issue of Securities to a related party (Caroline Popper)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approval of proposed issue of Securities to a related party (Matthew Michalewicz)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_

Date / / \_\_\_\_\_