

1 November 2021

Dear shareholder,

**BARD1 Life Sciences Limited 2021 Annual General Meeting – Virtual Meeting**

You are invited to attend the 2021 Annual General Meeting (AGM) of BARD1 Life Science Limited (BARD1), which is scheduled to be held at 2:00pm (AEDT) on 29 November 2021 (Meeting). Due to the continuing COVID-19 pandemic, in addition to guidelines and restrictions issued by Australian state and federal governments, the Company considers that it is appropriate to hold the AGM as a virtual meeting again this year, in a manner that is consistent with the temporary modifications to the Corporations Act 2001 (Cth).

Hard copies of the Notice of Meeting will be sent to shareholders who have elected to receive communications in hardcopy. The Notice of Meeting can be viewed and downloaded from [www.bard1.com/investors/announcements](http://www.bard1.com/investors/announcements).

Your participation in the Meeting is important to us. The Meeting will be webcast live via the Lumi online platform. You will be able to listen to the proceedings, ask questions and vote in real-time. You may attend the meeting online using your computer, your mobile phone or other device. If you use your computer to attend the meeting, you should use the Lumi platform (by entering this URL in your browser: <https://web.lumiagm.com> and entering the meeting ID 361-189-005 when prompted). If you use your mobile phone or device to attend the meeting, you should enter the URL in your browser: <https://web.lumiagm.com> and enter the meeting ID 361-189-005. Further information on how to participate in the Meeting is provided in the Notice of Meeting.

If you will not be able to attend the meeting online at the scheduled time, you can participate in the meeting by appointing a proxy to attend and vote live at the meeting.

Shareholders are encouraged to submit questions to the company in advance of the meeting by emailing the Company Secretary on [tdipietro@bard1.com](mailto:tdipietro@bard1.com). Responses will be provided at the meeting in respect of all valid questions received prior to the proxy cut-off time. The directors reserve the right not to respond to unreasonable and/or offensive questions.

You are encouraged to vote on each of the resolutions to be considered at the meeting. You may do this by voting online at [www.investorvote.com.au](http://www.investorvote.com.au) or by completing and returning the provided Proxy Form no later than 2:00pm (AEDT) on 27 November 2021 in accordance with instructions on the Proxy Form.

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Meeting documents. In order to be able to receive electronic communications from the Company in the future, please update your shareholder details online at [www.computershare.com/au](http://www.computershare.com/au).

If you are unable to access any of the Meeting documents online please contact the Company Secretary, Tony Di Pietro, via email at [tdipietro@bard1.com](mailto:tdipietro@bard1.com).

Sincerely,

Dr Geoffrey Cumming

Chairman

*Authorised for release by Company Secretary, Tony Di Pietro.*

**COMPANY CONTACTS**

**Dr Leearne Hinch**  
CEO  
E [leearne@bard1.com](mailto:leearne@bard1.com)  
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**Dr Geoff Cumming**  
Non-executive Chairman  
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## ABOUT BARD1 LIFE SCIENCES LTD

BARD1 Life Sciences Ltd (ASX:BD1) (**BARD1** or the **Company**) is an Australian diagnostics company with an innovative portfolio of diagnostic technologies and products. The Company is focused on developing and commercialising diagnostic solutions for healthcare professionals and patients. BARD1 has commercialised the hTERT test used as an adjunct to urine cytology testing for bladder cancer and the EXO-NET pan-exosome capture tool for research purposes. Our cancer diagnostic pipeline includes tests in development for ovarian and breast cancers, and research-stage projects for prostate and pancreatic cancers. For more information on BARD1, see [www.bard1.com](http://www.bard1.com) and [www.exo-net.com](http://www.exo-net.com).

## FORWARD LOOKING STATEMENTS

This announcement contains certain 'forward-looking statements' within the meaning of the securities laws of applicable jurisdictions. Forward-looking statements can generally be identified by the use of forward-looking words such as 'may', 'should', 'expect', 'anticipate', 'estimate', 'scheduled' or 'continue' or the negative version of them or comparable terminology. Any forecasts or other forward-looking statements contained in this announcement are subject to known and unknown risks and uncertainties and may involve significant elements of subjective judgment and assumptions as to future events which may or may not be correct. There are usually differences between forecast and actual results because events and actual circumstances frequently do not occur as forecast and these differences may be material. The Company does not give any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this announcement will actually occur and you are cautioned not to place undue reliance on forward-looking statements.



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## **BARD1 LIFE SCIENCES LIMITED**

**ACN 009 070 384**

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### **NOTICE OF ANNUAL GENERAL MEETING**

**The Annual General Meeting of the Company will be held  
online on Monday, 29 November 2021  
at 2.00pm (AEDT)**

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*This Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.*

*In light of restrictions on public gatherings arising from the COVID-19 pandemic that may be in place at the date of the Annual General Meeting, the Annual General Meeting will be webcast live online through <https://web.lumiagm.com/361189005>. Shareholders are encouraged to attend, vote and ask questions online using their computer or mobile device, by following the instructions outlined in this Notice of General Meeting.*

***Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on +61 410 765 631.***

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# BARD1 Life Sciences Limited

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## NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the annual general meeting of shareholders of BARD1 Life Sciences Limited (the **Company**) will be held virtually on Monday, 29 November 2021 at 2.00pm (AEDT) (**Meeting**).

In light of current circumstances resulting from the COVID-19 pandemic, the potential for continued restrictions on physical gatherings, and to ensure the safety of Shareholders and other participants, our Meeting will be held 'virtually', with Shareholders able to participate through an online platform using their computer or mobile device. Shareholders and proxyholders will be able to ask questions and vote in real time, subject to the connectivity of their devices.

The Explanatory Statement provides additional information on matters to be considered at the Meeting. The Proxy Form and Explanatory Statement form part of this Notice.

If you are unable to attend the Meeting, you are encouraged to complete and return the Proxy Form attached to this Notice.

### Voting Eligibility

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The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Saturday, 27 November 2021 at 2.00pm (AEDT).

Terms and abbreviations used in this Notice and the Explanatory Statement are defined in Schedule 1.

### How to Vote

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You may vote by attending the Meeting by virtual means, by proxy or authorised representative.

### Voting

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To vote by virtual means, attend the Meeting through <https://web.lumiagm.com/361189005>. The Meeting will commence at 2:00pm (AEDT) on Monday, 29 November 2021.

### Voting by Proxy

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A Shareholder who is entitled to cast a vote at the Meeting may appoint a proxy. A proxy need not be a Shareholder and may be an individual or body corporate. If a body corporate is appointed as a proxy it must appoint a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the Meeting.

A Shareholder who is entitled to cast two or more votes may appoint two proxies to attend the Meeting and vote on their behalf and may specify the proportion or a number of votes 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 of the votes (disregarding fractions). If you wish to appoint a second proxy, you may copy the enclosed Proxy Form or obtain a form from the registered office of the Company.

To be effective for the scheduled Meeting a proxy appointment (and any power of attorney or other authority under which it is signed or otherwise authenticated, or a certified copy of that authority) must be received at an address or fax number below no later than 2.00pm (AEDT) on 27 November 2021, being 48 hours before the time of the Meeting. Any proxy appointment received after that time will not be valid for the scheduled Meeting.

**Online**

www.investorvote.com.au

**By Mail**

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

**By Facsimile**

(within Australia) 1800 783 447  
(outside Australia) +613 9473 2555

For further information concerning the appointment of proxies and the ways in which proxy appointments may be submitted, please refer to the enclosed Proxy Form.

**Voting by Attorney**

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A Shareholder may appoint an attorney to attend and vote on their behalf. For an appointment to be effective for the Meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the Company at one of the addresses listed above for the receipt of proxy appointments at least 48 hours prior to the commencement of the Meeting.

**Corporate representative**

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If a Shareholder is a body corporate, or appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the Meeting, in accordance with section 250D of the Act; and
- provides satisfactory evidence of the appointment of its corporate representative prior to the Meeting.

If such evidence is not received prior to the Meeting, the body corporate (through its representative) will not be permitted to act on the Shareholder's behalf.

Evidence of appointment can be sent prior to the Meeting by:

- **email (preferred) to:** info@bard1.com;
- **post to:** Computershare Investor Services Pty Limited, GPO Box 242 Melbourne Victoria 3001; or
- **fax to:** (within Australia) 1800 783 447  
(outside Australia) +613 9473 2555

**Attendance, voting and participation at the meeting in light of COVID-19**

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Shareholders who wish to attend the Meeting will only be able to do so virtually through <https://web.lumiagm.com/361189005>.

Shareholders who wish to participate in the Meeting online may do so:

- from their computer, by entering the URL into their browser: <https://web.lumiagm.com> and entering the Meeting ID 361-189-005 when prompted; and
- from their mobile device by either entering the URL in their browser: <https://web.lumiagm.com> and entering the Meeting ID 361-189-005 when prompted.

Attending the Meeting online enables Shareholders to view the Meeting live and to cast votes on Resolutions at the appropriate times while the Meeting is in progress.

Please note that if you have previously submitted a Proxy Form and you elect to vote online at the Meeting, your proxy's authority to vote will be revoked for any Resolutions where you have cast an online vote. For further instructions on how to participate online please view the online meeting user guide attached to this Notice of Meeting.

To ensure all votes cast are duly counted, voting on each Resolution will be by way of a poll rather than a show of hands.

**If you have any questions regarding any resolution you are encouraged to submit them by email to info@bard1.com 48 hours prior to commencement of the Meeting.** The Company will endeavour to respond to all relevant questions or themes before or at the Meeting.

# AGENDA

## **GENERAL BUSINESS OF THE MEETING**

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### **Annual Report**

To receive and consider the Annual Report of the Company for the financial year ended 30 June 2021, including the financial report, the declaration of the directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

Shareholders will be offered the opportunity to discuss the Annual Report at the Meeting. Copies of the report can be found on the Company's website [www.bard1.com](http://www.bard1.com) or by contacting the Company on +613 9548 7586.

There is no requirement for Shareholders to approve the Annual Report.

Shareholders will be offered the following opportunities:

- (a) discuss the Annual Report for the financial year ended 30 June 2021;
- (b) ask questions about, or make comments on, the management of the Company;
- (c) ask questions about, or make comments on, the Remuneration Report; and
- (d) ask the auditor questions about:
  - (i) the conduct of the audit;
  - (ii) the preparation and content of the Auditor's Report;
  - (iii) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
  - (iv) the independence of the auditor in relation to the conduct of the audit.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- (a) the content of the Auditor's Report; and
- (b) the conduct of the audit of the Financial Report,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

## **ORDINARY BUSINESS OF THE MEETING**

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### **Resolution 1 - Adoption of Remuneration Report**

To consider and, if thought fit, to pass with or without amendment, as a **non-binding advisory resolution** the following:

*"That for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the Company and its controlled entities for the year ended 30 June 2021 is approved and adopted."*

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

#### **Voting Prohibition**

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the voter) described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (b) the voter is the Chairman and the appointment of the Chairman as proxy:
  - (i) does not specify the way the proxy is to vote on Resolution 1; and
  - (ii) expressly authorises the Chairman to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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### **Resolution 2 - Election of Robert (Max) Johnston as Non-executive Director**

To consider and, if thought fit, to pass with or without amendment, as an **ordinary resolution** the following:

*"That, pursuant to and in accordance with Listing Rule 14.5, article 6.3 of the Constitution and for all other purposes, Mr Robert (Max) Johnston, Director, retires and being eligible, is elected as a Director on the terms and conditions in the Explanatory Statement."*

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### **Resolution 3 – Approval of 10% Placement Capacity**

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

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

#### **Voting Exclusion**

The Company will disregard any votes cast in favour of the Resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of Shares) or an associate of that person (or those persons).

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

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

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## **Resolution 4A and 4B – Ratification of issue of Placement Shares, Placement Options and Share Purchase Plan (SPP) Options**

### **Resolution 4A: Ratification of issue of Placement Shares and Placement Options**

To consider and, if thought fit, to pass with or without amendment, as an **ordinary resolution** the following:

*“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of the Placement Shares and Placement Options on the terms and conditions as more fully described in the Explanatory Memorandum accompanying this Notice of this Meeting.”*

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

- (a) a person who participated in the issue (or where applicable, is a counterparty to the agreement being approved) which is the subject of the Resolution; or
- (b) an associate of that person (or those persons).

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

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

### **Resolution 4B: Ratification of issue of SPP Options**

To consider and, if thought fit, to pass with or without amendment, as an **ordinary resolution** the following:

*“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of the SPP Options on the terms and conditions as more fully described in the Explanatory Memorandum accompanying this Notice of this Meeting.”*

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## **Resolution 5 – Consolidation of performance shares and the issue of one ordinary share to the beneficiaries of performance shares.**

To consider and, if thought fit, to pass with or without amendment, as an **ordinary resolution** the following:

*"That, with effect on and from 7.00pm (Melbourne time) on the day that is three business days after the date this Resolution is passed (such day, **Effective Date**), for the purposes of section 254H of the Corporations Act and all other purposes, all of the issued Performance Shares in the Company are converted into one Share ranking equally in all respects with every other Share then on issue provided that, where, as at 7.00pm (Melbourne time) on the Effective Date, there are two or more holders of such Performance Shares, all of the Performance Shares held by each such holder are by force of this Resolution converted with effect on and from that time into one Share held by that holder."*

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## **Resolutions 6A to 6D – Issue of options to Non-executive Directors.**

### **Resolution 6A: Issue of Options to Dr Geoffrey Cumming**

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

*"That the Company approves, for the purpose of ASX Listing Rule 10.14 and for all other purposes, the issue of 500,000 Options to Dr Geoffrey Cumming or his nominee(s), as more fully described in the Explanatory Memorandum."*

### **Resolution 6B: Issue of Options to Mr Robert Max Johnston**

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

*"That the Company approves, for the purpose of ASX Listing Rule 10.14 and for all other purposes, the issue of 500,000 Options to Mr Robert Max Johnston or his nominee(s), as more fully described in the Explanatory Memorandum."*

### **Resolution 6C: Issue of Options to Mr Philip Powell**

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

*"That the Company approves, for the purpose of ASX Listing Rule 10.14 and for all other purposes, the issue of 500,000 Options to Mr Philip Powell or his nominee(s), as more fully described in the Explanatory Memorandum."*

### **Resolution 6D: Issue of Options to Professor Allan Cripps**

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

*"That the Company approves, for the purpose of ASX Listing Rule 10.14 and for all other purposes, the issue of 500,000 Options to Professor Allan Cripps or his nominee(s), as more fully described in the Explanatory Memorandum."*

### **Voting Prohibition**

The Company will disregard any votes cast in favour of the above Resolutions by or on behalf of:

- (a) Resolution 6A:
  - (i) Dr. Geoffrey Cumming; or
  - (ii) an associate of Dr. Geoffrey Cumming.

- (b) Resolution 6B:
  - (i) Mr. Robert Max Johnston; or
  - (ii) an associate of Mr. Robert Max Johnston.
- (c) Resolution 6C:
  - (i) Mr. Philip Powell; or
  - (ii) an associate of Mr. Philip Powell.
- (d) Resolution 6D:
  - (i) Prof. Allan Cripps; or
  - (ii) an associate of Prof. Allan Cripps.

However, this does not apply to a vote cast in favour of Resolutions 6A to 6D by:

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

Additionally, a person who is appointed as proxy in relation to Resolutions 6A – 6D and who is a member of Key Management Personnel or any of their Closely Related Parties must not vote as proxy unless:

- (a) the appointment specifies the way the proxy is to vote on Resolutions 6A – 6D; or
- (b) the person is Chairman of the Meeting; and
- (c) the appointment expressly authorises the Chairman of the Meeting to exercise the proxy even if the Resolutions are connected directly or indirectly with the remuneration of a Key Management Personnel.

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## Resolution 7 – Change of Company Name

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

*“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 to Inoviq Ltd.”*

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## **Resolution 8 – Ratification of the Auditor – Grant Thornton Audit Pty Ltd**

To consider and, if thought fit, to pass with or without amendment, as an **ordinary resolution** the following:

*“That pursuant to section 327B of the Corporations Act and for all other purposes, Grant Thornton Audit Pty Ltd is appointed as the Company’s auditor, having been nominated for appointment, and consenting to act as auditor.”*

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## **OTHER BUSINESS**

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To transact any other business which may be properly brought before the Meeting in accordance with the Constitution and the Corporations Act.

### **BY ORDER OF THE BOARD**

**Tony Di Pietro**  
**CFO & Company Secretary**  
**Dated 1 November 2021**

# EXPLANATORY STATEMENT

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## 1. Introduction

This Explanatory Statement has been prepared for the information of Shareholders of BARD1 Life Sciences Limited ACN 009 070 384 (**Company**) in connection with the business to be conducted at the annual general meeting of the Company to be held virtually on Monday, 29 November 2021 at 2.00pm (AEDT).

This Explanatory Statement should be read in conjunction with and forms part of this Notice. The purpose of this Explanatory Statement is to provide information to Shareholders in deciding whether or not to pass the Resolutions.

This Explanatory Statement is an important document. It should be read carefully. The Directors recommend Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

A Proxy Form accompanies and forms part of this Notice.

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## 2. Proxies

A Proxy Form accompanies this Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, to sign and return the Proxy Form to the Company in accordance with its instructions. Lodgment of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

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## 3. Annual Report

Shareholders will be offered the opportunity to discuss the Annual Report at the Meeting. Copies of the report can be found on the Company's website [www.bard1.com](http://www.bard1.com) or by contacting the Company on +613 9548 7586.

There is no requirement for Shareholders to approve the Annual Report. Shareholders will be offered the following opportunities to:

- (a) discuss the Annual Report for the financial year ended 30 June 2021;
- (b) ask questions about, or make comments on, the management of the Company;
- (c) ask questions about, or make comments on, the Remuneration Report;
- (d) ask the auditor questions about:
  - (i) the conduct of the audit;
  - (ii) the preparation and content of the Auditor's Report;
  - (iii) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
  - (iv) the independence of the auditor in relation to the conduct of the audit.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- (a) the content of the Auditor's Report; and
- (b) the conduct of the audit of the Financial Report,

may be submitted no later than 5 business days before the Meeting to the Company Secretary via email at [tdipietro@bard1.com](mailto:tdipietro@bard1.com).

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#### **4. Resolution 1 – Adoption of Remuneration Report**

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to a vote of Shareholders.

The Directors' Report for the year ended 30 June 2021 contains a Remuneration Report which sets out the policy for the remuneration of the Directors and executives of the Company. Section 250R(3) of the Corporations Act expressly provides that the vote on the Resolution is advisory only and does not bind the Directors or the Company. The Board will, however, take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors of the Company. The Remuneration Report is part of the Directors' Report contained in the Annual Financial Report of the Company for the financial year.

Under the Corporations Act, if the remuneration report for a company receives a "no" vote of 25% or more at two consecutive annual general meetings of the company (and at the first of those annual general meetings a Spill Resolution (as defined below) was not put to vote), a Resolution must be put to the Shareholders of that company at the second annual general meeting as to whether a further general meeting should be held within 90 days. At that second annual general meeting, all directors (other than the managing director, if applicable) in office where a remuneration report resolution was put to a vote, must stand for re-election (**Spill Resolution**).

If you choose to appoint a proxy you are encouraged to direct your proxy how to vote on Resolution 1 by marking either "For", "Against" or "Abstain" on the Proxy Form for this item of business.

If you appoint a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report or a Closely Related Party of that member as your proxy, and you do not direct that person on how to vote on this Resolution 1, the proxy cannot exercise your vote and your vote will not be counted in relation to this Resolution 1.

If you appoint the Chairman as your proxy, and you do not direct the Chairman on how to vote on this Resolution 1, then by signing and returning the Proxy Form you are giving express authorisation for the Chairman to vote in accordance with his or her intentions. The Chairman intends to vote all undirected proxies **FOR** Resolution 1 even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

##### **Previous Voting Results**

At the Company's previous Annual General Meeting the votes cast against the Remuneration Report considered at that Annual General Meeting represented 5.9% of votes cast. Accordingly, a Spill Resolution is not relevant for this Meeting.

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#### **5. Resolution 2 – Election of Mr Robert (Max) Johnston as a Director**

##### **5.1 Background**

In accordance with Listing Rule 14.5 an entity which has directors must hold an election of directors at each annual general meeting.

Article 6.3(c) of the Constitution requires that, if the Company has more than 3 directors, one third of all Directors (rounded down to the nearest whole number) must retire at each

annual general meeting. Article 6.3(e) of the Constitution states that the Directors to retire under Article 6.3(c) are:

- (a) those who have held their office as Director the longest period of time since their last election or appointment to that office; and
- (b) if two or more Directors have held office for the same period of time, those Directors determined by lot, unless those Directors agree otherwise.

Both Mr Philip Powell and Mr Robert (Max) Johnston were appointed to the Board on 17 June 2019. Their appointment to the Board was ratified by members at the 2019 Annual General Meeting. Mr Powell and Mr Johnston have held office for the longest period of time since their last election. Mr Robert (Max) Johnston has nominated himself as the director to seek re-election at the Meeting per Resolution 2.

Mr Johnston held the position of President and Chief Executive Officer of Johnson & Johnson Pacific, a division of the world's largest medical, pharmaceutical and consumer healthcare company for 11 years. Prior to joining Johnson & Johnson, Mr Johnston's career also included senior roles with Diageo and Unilever in Australia, Africa, and Europe. Mr Johnston has also held several prominent industry roles as a past President of ACCORD Australasia Limited, a former Vice Chairman of the Australian Food and Grocery Council and a former member of the board of the Australian Skills Management Institute (ASMI). Mr Johnston has had extensive overseas experience during his career in leading businesses in both Western and Central Eastern Europe and Africa as well as the Asia-Pacific region. Mr Johnston is currently Non-Executive Chairman of AusCann Group Holdings Ltd (ASX: AC8) and a Non-Executive Director of Medical Developments International Ltd (ASX: MVP). He was a former Non-Executive Director of Enero Group Limited (ASX: EGG) and PolyNovo Ltd (ASX: PNV), and a former Non-Executive Chairman of Probiotec Ltd (ASX: PBP).

The Board considers that Mr Johnston is an independent director.

Resolution 2 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 2.

## **5.2 Directors' Recommendation**

The Board (other than Mr Robert (Max) Johnston recommends Shareholders vote in favour of Resolution 2.

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## **6. Resolution 3 – Approval of 10% Placement Capacity**

### **6.1 Background**

Listing Rule 7.1A provides that an Eligible Entity (defined below) may seek Shareholder approval at its annual general meeting to allow it to issue Equity Securities up to 10% of its issued capital through placements over a 12 month period after the annual general meeting (**10% Placement Capacity**). The 10% Placement Capacity is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An entity will be eligible to seek approval under Listing Rule 7.1A if (a) the entity has a market capitalisation of \$300 million or less; and (b) the entity is not included in the S&PASX 300 Index (**Eligible Entity**). The Company is an Eligible Entity for the purposes of Listing Rule 7.1A as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of less than \$300 million.

If Shareholders approve Resolution 3, the number of Equity Securities to be issued under the 10% Placement Capacity will be determined in accordance with the formula set out in Listing Rule 7.1A.2 (as set out below).

The Company is putting Resolution 3 to Shareholders to seek approval to issue additional Equity Securities under the 10% Placement Capacity. It is anticipated that funds raised by the issue of Equity Securities under the 10% Placement Capacity would be applied as set out in this Resolution below.

The Chairman intends to exercise all available proxies in favour of Resolution 3.

## 6.2 Listing Rule 7.1A

The effect of Resolution 3 will be to permit the Company to issue the Equity Securities under Listing Rule 7.1A during the Placement Period (as defined below), without subsequent Shareholder approval and without using the Company's 15% placement capacity under Listing Rule 7.1. Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing quoted class of Equity Securities of the Company. As at the date of this Notice the Company has two classes of quoted Equity Securities on issue, being the Shares (ASX Code: BD1) and Options (BD1O).

As at the date of this Notice, the Company has 91,934,920 Shares on issue. Shareholders should note that the calculation of the number of Equity Securities permitted to be issued under the 10% Placement Capacity is a moving calculation and will be based on the formula set out in Listing Rule 7.1A at the time of issue of the Equity Securities.

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

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

Where:

- A is the number of Shares on issue 12 months before the date of issue or agreement:
- (i) plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
  - (ii) plus the number of partly paid shares that became fully paid in the previous 12 months;
  - (iii) plus the number of Shares issued in the previous 12 months with approval of holders of Shares under Listing Rules 7.1 and 7.4. This does not include an issue of Shares under the entity's 15% placement capacity without shareholder approval; and
  - (iv) less the number of Shares cancelled in the previous 12 months;
- D is 10%; and
- E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of ordinary securities under ASX Listing Rule 7.1 or 7.4.

The table in Section 6.3 below demonstrates various examples as to the number of Equity Securities that may be issued under the 10% Placement Capacity.

Resolution 3 is a special resolution, requiring approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) in order to be passed.

## 6.3 Specific information required by Listing Rule 7.3A

The information below in relation to this Resolution 5 is provided to Shareholders for the purposes of Listing Rule 7.3A.

- (a) **Minimum Price:** The Equity Securities will be issued at an issue price of not less than 75% of the volume weighted average price for the Company's Equity Securities in that class over the 15 Trading Days on which shares in that class were recorded immediately before:
- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
  - (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) **Risk of economic and voting dilution:** If Resolution 3 is approved by

Shareholders and the Company issues Equity Securities under the 10% Placement Capacity, the existing Shareholders' economic and voting interests in the Company will be diluted. There is also a risk that the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting and the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date of the Equity Securities.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the current market price of Shares and the current number of Equity Securities on issue as at the date of this Notice.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

The table shows:

- (i) examples of where variable "A" is at its current level and where variable "A" has increased by 50% and by 100% based on the number of ordinary securities the Company has on issue;
- (ii) 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 or ratified at a future Shareholders' meeting; and
- (iii) the voting dilutionary effect will always be 10% if the maximum number of Equity Securities that may be issued under the 10% Placement Capacity are issued.

Variable 'A'	Number of Shares issued and funds raised under the 10% Placement Capacity and dilution effect	Dilution		
		\$0.58 Issue Price at half the current market price	\$1.15 Issue Price at current market price <sup>#</sup>	\$2.30 Issue Price at double the current market price
Current Variable A <b>91,934,920</b> Shares	Shares issued – 10% voting dilution	9,193,492	9,193,492	9,193,492
	Funds raised	<b>\$5,332,225</b>	<b>\$10,572,516</b>	<b>\$21,145,032</b>
50% increase in current Variable A <b>137,902,380</b> Shares	Shares issued – 10% voting dilution	13,790,238	13,790,238	13,790,238
	Funds raised	<b>\$7,998,338</b>	<b>\$15,858,774</b>	<b>\$31,717,547</b>
100% increase in current variable A <b>183,869,840</b> Shares	Shares issued – 10% voting dilution	18,386,984	18,386,984	18,386,984
	Funds raised	<b>\$10,664,451</b>	<b>\$21,145,032</b>	<b>\$42,290,063</b>

<sup>#</sup> The market value of one Company share at market close on 7 October 2021.

The table above uses the assumptions below:

- (a) There are currently 91,934,920 Shares on issue.
- (b) Resolution 3 is passed by Shareholders.
- (c) The issue price set out above is the closing price of the Shares on the ASX on 7 October 2021.
- (d) The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.

- (e) The calculations above do not show the dilution that any particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- (f) This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
- (g) No Options are exercised before the date of the issue of the Equity Securities.
- (h) The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. If the issue of Equity Securities includes quoted Options, for the purposes of the above table, it is assumed that those quoted Options are exercised.
- (i) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1 or ratified under Listing Rule 7.4.

The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

- (c) **Period for which the approval will be valid:** Approval of the 10% Placement Capacity will be valid from the date of the Meeting and will expire on the earlier of:
  - (i) the date that is 12 months after the date of the Meeting;
  - (ii) the date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), after which date, an approval under Listing Rule 7.1A ceases to be valid; and
  - (iii) the time and date of the Company's next annual general meeting,**(Placement Period).**
- (d) **Purpose for which the funds may be used:** The Company may seek to issue the Equity Securities under the 10% Placement Capacity for the following purposes:
  - (i) for development of its existing assets;
  - (ii) to acquire new assets or investments; and/or
  - (iii) general working capital purposes.

If Shareholder approval is not obtained, the Company will need to consider other means of funding the above which may not be as effective and efficient.
- (e) **Specific disclosure requirements:** When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it will give to ASX:
  - (i) the information required by Listing Rules 7.1A.4(a); and
  - (ii) a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with Listing Rule 7.1A.4(b).
- (f) **Allocation policy:** The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:
  - (i) the prevailing market conditions at the time of the issue;
  - (ii) the purpose of the issue;
  - (iii) the ability of the Company to raise funds at the time of the proposed issue of Equity Securities and whether the raising of any funds under such placement could be carried out by

alternative means such as an entitlements offer, a placement and another offer where existing Shareholders may participate;

- (iv) the dilutionary effect of the proposed issue of the Equity Securities on existing Shareholders at the time of the proposed issued of Equity Securities;
- (v) the effect of the issue of the Equity Securities on the control of the Company;
- (vi) the circumstances of the Company, including, but not limited to the financial situation and solvency of the Company; and
- (vii) advice from its professional advisers, including corporate, financial and broking advisers (if applicable).

The Company notes that:

- (i) the Board has formed no specific intentions to offer any placement to any existing Shareholders, class of Shareholders or any new investors;
- (ii) the Board will always consider, prior to making any placement, whether the raising of funds could be achieved by means of an entitlements issue to existing Shareholders; and
- (iii) if any issue is announced, the Company will disclose its reasons for undertaking that particular issue rather than an entitlements issue to existing Shareholders, should that occur.

The recipients under the 10% Placement Capacity have not been determined as at the date of this Notice. They may, however, include current Shareholders, substantial Shareholders and/or new investors none of whom will be related parties (or their associates) of the Company.

Further, if the Company is successful in acquiring new assets or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new assets or investments.

- (g) **Voting exclusion:** A voting exclusion statement is included in the Notice.

However, the Company has not approached, and has not yet determined to approach, any particular existing Shareholders or an identifiable class of existing Shareholders to participate in an offer under the 10% Placement Capacity, and therefore no Shareholder will be excluded from voting on Resolution 3.

#### 6.4 Directors' Recommendation

The Board recommends Shareholders vote in favour of this Resolution.

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## 7. RESOLUTIONS 4A and 4B – Ratification of issue of Placement Shares, Placement Options and SPP Options

### 7.1 Background

The Company is seeking the approval of Shareholders for the purposes of ASX Listing Rule 7.4 and for all other purposes, in respect of the issue of the Placement Shares, Placement Options and SPP Options (together, **Securities**) which were announced to ASX on 23 July 2021.

The table below sets out the information required by ASX Listing Rule 7.5 regarding Shareholder approval of the Securities.

<b>Persons to whom the issues were made</b>	Placement Shares and Placement Options - Sophisticated and professional investors under a private placement announced to ASX on 23 July 2021.
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	SPP Options - Each eligible Shareholder who applied for SPP Options under the Prospectus.
<b>Date of issue and number of Placement Shares</b>	9,677,420 Placement Shares on 30 July 2021
<b>Date of issue of and number of Placement Options and SPP Options</b>	1,071,279 SPP Options on 24 August 2021 4,838,686 Placement Options on 24 August 2021
<b>Issue price per Placement Share</b>	A\$1.55 per Placement Share
<b>Issue price per Placement Option and SPP Option</b>	Each Placement Option and each SPP Option had a nil issue price
<b>Exercise price per Placement Option and SPP Option</b>	Each Placement Option and each SPP Option has an exercise price of A\$2.32
<b>Class and material terms of shares issued</b>	Placement Shares rank equally with all other existing Shares
<b>Material terms of Options issued</b>	Shareholders received one free Option for every two Shares issued under the Share Purchase Plan and Share Placement. Each Option is exercisable into one Share at an exercise price of A\$2.32 and will expire at 5:00pm on 24 August 2023
<b>Use of the funds raised</b>	The funds raised will be used to: <ul style="list-style-type: none"> <li>• accelerate the development and commercialisation of the Company's cancer diagnostics pipeline; and</li> <li>• fund the development and commercialisation of the SubB2M tests for ovarian and breast cancer, and EXO-NET products.</li> </ul>

The issue of the above Securities was within the 15% limitation imposed by ASX Listing Rule 7.1.

Under ASX Listing Rule 7.1, the Company may issue equity securities up to 15% of its share capital in any 12 month rolling period without shareholder approval, unless an exception in ASX Listing Rule 7.2 applies.

ASX Listing Rule 7.4 permits a company to obtain subsequent approval of a prior issue of securities from its shareholders. Such subsequent approval means the prior issue of securities is treated as having been made with shareholder approval for the purposes of ASX Listing Rule 7.1. This approval refreshes the Company's ability in the future to issue up to 15% of its share capital without obtaining prior Shareholder approval to the extent of the number of Securities being approved under these Resolutions.

If these Resolutions are not passed, the issue of Securities noted above will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 months following the issue date for those Securities.

As noted above, Shareholder approval is now being sought for the purposes of ASX Listing Rule 7.4.

Generally, shareholders who received SPP options would be excluded from voting on Resolution 4B however the Company has been granted a waiver by ASX from Listing Rule 7.5.8 to permit it to not exclude the votes of any person who participated in the SPP.

## **7.2 Directors' Recommendation**

The Board recommends Shareholders vote in favour of Resolutions 4A and 4B.

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## **8. RESOLUTION 5 – Consolidation of Performance Shares and the issue of a Share to the beneficiaries of Performance Shares.**

### **8.1 Background**

In 2016, the Company issued to a small number of parties 7,233,441 Performance Shares as part consideration for the acquisition of BARD1AG, a fully owned subsidiary of the Company.

Each of the Performance Shares were to convert into a similar number of Shares subject to the achievement of certain milestones relating to the Company's lung cancer test before the expiry date of 9 June 2021 (Expiry Date). Due to a failure to meet these milestones by the Expiry Date, each Performance Share will not be converted to one Share and instead and, in accordance with the terms of issue of the Performance Shares, all would be converted into one Share. However, as there is one than one holder of the Performance Shares this Resolution is required to allow each holder to received one Share.

Accordingly, on the date which is 3 business days after the date this Resolution is passed, for the purposes of section 254H of the Corporations Act and all other purposes, all of the issued Performance Shares in the Company are proposed to be converted into one Share ranking equally in all respects with every other Share then on issue provided that, where, as at 7.00pm (Melbourne time) on the Effective Date, there are two or more holders of such Performance Shares, all of the Performance Shares held by each such holder are by force of this Resolution converted with effect on and from that time into one Share held by that holder.

As previously announced to the ASX on 24 February 2021, two of the Performance Shareholders have initiated legal proceedings in the Supreme Court of Victoria. The Company disputes the basis of the claim and has filed a comprehensive defence to the claim, as announced to the ASX on 4 June 2021. Regardless of the outcome of this matter this Resolution enables the conversion of the Performance Shares into one Share for each holder. It is expect that a total of four Shares will be issued.

### **8.2 Directors' Recommendation**

The Board recommends Shareholders vote in favour of this Resolution.

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## **9. RESOLUTION 6A to 6D – Issue of Options to non-executive Directors.**

### **9.1 Background**

The Board considers that it is important to ensure that the Company remains globally competitive in terms of the benefits made available to Directors so that the Company can continue to attract and retain candidates of high calibre and experience. The Board considers that the grant of Options to non-executive Directors is an important component of providing competitive benefits.

While a potential disadvantage to Shareholders approving this Resolution is the dilution of their shareholding if the Options are exercised in the future, the Board believes that the issue of the Options is in the best interests of the Company as a whole, and is a prudent means of conserving the Company's available cash. Further, any dilution would be minimal.

It should be noted that the Directors are not seeking Shareholder approval to be issued any

SPP Options that they would otherwise have been entitled to as participants in the Share Purchase Plan.

ASX Listing Rule 10.15 requires that the meeting documents concerning a proposed resolution to approve an issue of securities to Directors in accordance with ASX Listing Rule 10.14 must include the information below.

<b>The name and category which the person falls within in Listing Rule 10.14.1 – 10.14.3 and why</b>	Dr Geoffrey Cumming (Non-Executive Chairman) and/or his nominee	Mr Robert Max Johnston (Non-Executive Director) and/or his nominee	Mr Philip Powell (Non-Executive Director) and/or his nominee	Prof Allan Cripps (Non-Executive Director) and/or his nominee
<b>The number and class of securities proposed to be issued to the person</b>	250,000 Tranche 1 Options 250,000 Tranche 2 Options	250,000 Tranche 1 Options 250,000 Tranche 2 Options	250,000 Tranche 1 Options 250,000 Tranche 2 Options	250,000 Tranche 1 Options 250,000 Tranche 2 Options
<b>If the person is a director, the details (including the amount) of the director's current total remuneration package</b>	Dr Geoffrey Cumming's current total remuneration package consists of A\$75,000 in directors' fees and A\$7,500 in superannuation	Mr Robert Max Johnston's current total remuneration package consists of A\$50,000 in directors' fees and A\$5,000 in superannuation	Mr Philip Powell's current total remuneration package consists of A\$50,000 in directors' fees and A\$5,000 in superannuation	Prof Allan Cripps' current total remuneration package consists of A\$50,000 in directors' fees and A\$5,000 in superannuation
<b>The number of securities that have previously been issued to the person under the scheme and the average acquisition price (if any) paid by the person for those securities</b>	Dr Geoffrey Cumming was issued 52,000 Options under the Option Plan on 28 July 2020. These were issued for nil consideration and with an exercise price of A\$1.19. Dr Cumming was issued these options as replacement options for the options he held in Sienna Cancer Diagnostics Limited, per the terms of the Merger Implementation Agreement with	Nil	Nil	Nil

	Sienna Cancer Diagnostics Ltd.			
<b>If the securities are not fully paid ordinary shares, a summary of the material terms of the securities, an explanation of why that type of security is being used and the value attributed to that security and its basis</b>	<p>The material terms of the Options are set out in the table below.</p> <p>Options have been selected as the instrument for the incentive plan because they conserve cash and align with Shareholder interests.</p> <p>A binomial calculation as at 19 October 2021 valued tranche 1 options at A\$0.41 per option* and tranche 2 at A\$0.50 per option#.</p>	<p>The material terms of the Options are set out in the table below.</p> <p>Options have been selected as the instrument for the incentive plan because they conserve cash and align with Shareholder interests.</p> <p>A binomial calculation as at 19 October 2021 valued tranche 1 options at A\$0.41 per option* and tranche 2 at A\$0.50 per option#.</p>	<p>The material terms of the Options are set out in the table below.</p> <p>Options have been selected as the instrument for the incentive plan because they conserve cash and align with Shareholder interests.</p> <p>A binomial calculation as at 19 October 2021 valued tranche 1 options at A\$0.41 per option* and tranche 2 at A\$0.50 per option#.</p>	<p>The material terms of the Options are set out in the table below.</p> <p>Options have been selected as the instrument for the incentive plan because they conserve cash and align with Shareholder interests.</p> <p>A binomial calculation as at 19 October 2021 valued tranche 1 options at A\$0.41 per option* and tranche 2 at A\$0.50 per option#.</p>
<b>The date or dates on or by which the Company will issue the securities to the person under the scheme which must not be later than 3 years after the date of this meeting</b>	If this Resolution is approved by Shareholders, the relevant Options will be issued as soon as practicable after the Meeting and no later than one calendar month after it.	If this Resolution is approved by Shareholders, the relevant Options will be issued as soon as practicable after the Meeting and no later than one calendar month after it.	If this Resolution is approved by Shareholders, the relevant Options will be issued as soon as practicable after the Meeting and no later than one calendar month after it.	If this Resolution is approved by Shareholders, the relevant Options will be issued as soon as practicable after the Meeting and no later than one calendar month after it.
<b>The price at which the Company will issue the securities to the person under the scheme</b>	See table below	See table below	See table below	See table below

<b>A summary of the material terms of the scheme</b>	See Schedule 2 for a summary of the Option Plan rules	See Schedule 2 for a summary of the Option Plan rules	See Schedule 2 for a summary of the Option Plan rules	See Schedule 2 for a summary of the Option Plan rules
<b>No loans</b>	No loans are proposed in connection with the proposed issue of Options.	No loans are proposed in connection with the proposed issue of Options.	No loans are proposed in connection with the proposed issue of Options.	No loans are proposed in connection with the proposed issue of Options.
<b>Additional disclosures</b>	<p>If this Resolution is not passed, the Company will not be able to proceed with the issue of Options noted above to Mr Geoffrey Cumming and the Company will consider alternative means of providing remuneration incentives to Mr Geoffrey Cumming.</p> <p>Details of any securities issued under the scheme will be published by the Company in its annual report relating to the relevant period in which they are issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.</p> <p>Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of</p>	<p>If this Resolution is not passed, the Company will not be able to proceed with the issue of Options noted above to Mr Robert Max Johnston and the Company will consider alternative means of providing remuneration incentives to Mr Robert Max Johnston.</p> <p>Details of any securities issued under the scheme will be published by the Company in its annual report relating to the relevant period in which they are issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.</p> <p>Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of</p>	<p>If this Resolution is not passed, the Company will not be able to proceed with the issue of Options noted above to Mr Philip Powell and the Company will consider alternative means of providing remuneration incentives to Mr Philip Powell.</p> <p>Details of any securities issued under the scheme will be published by the Company in its annual report relating to the relevant period in which they are issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.</p> <p>Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the scheme after</p>	<p>If this Resolution is not passed, the Company will not be able to proceed with the issue of Options noted above to Prof Allan Cripps and the Company will consider alternative means of providing remuneration incentives to Prof Allan Cripps.</p> <p>Details of any securities issued under the scheme will be published by the Company in its annual report relating to the relevant period in which they are issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.</p> <p>Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of</p>

	securities under the scheme after this Resolution is approved by Shareholders and who are not named in this Notice will not participate until Shareholder approval is obtained under Listing Rule 10.14.	securities under the scheme after this Resolution is approved by Shareholders and who are not named in this Notice will not participate until Shareholder approval is obtained under Listing Rule 10.14.	this Resolution is approved by Shareholders and who are not named in this Notice will not participate until Shareholder approval is obtained under Listing Rule 10.14.	securities under the scheme after this Resolution is approved by Shareholders and who are not named in this Notice will not participate until Shareholder approval is obtained under Listing Rule 10.14.
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\* Binomial calculation inputs: Underlying share price (at 19 October 2021) - A\$1.06, volatility percentage – 107.81% and risk free rate – 4.25% and days to expiry – 711.

# Binomial calculation inputs: Underlying share price (at 19 October 2021) - A\$1.06, volatility percentage – 107.81% and risk free rate – 4.25% and days to expiry – 1,077.

**Table 1: Proposed Director Options**

Tranche	Number of Options	Share price Hurdle (\$)	Exercise price per Option	Earliest date for exercising	Expiry date
1	250,000	\$ 2.32	\$2.32	Immediately following Shareholder approval	30 September 2023
2	250,000	\$ 3.00	\$3.00	Immediately following Shareholder approval	30 September 2024
<b>Total</b>	<b>500,000</b>				

Vesting conditions and hurdles:

- Options convert to Shares at a ratio of 1:1.
- For the options to vest (be exercisable) the 7 day volume weighted price of the company's Shares must reach \$2.32 for tranche 1 and \$3.00 for tranche 2.
- The Options are being issued under the Option Plan rules.

## 9.2 Director' Recommendation

The Board recommends Shareholders vote in favour of Resolutions 6A to 6D with the relevant Directors abstaining in respect of the Resolutions relating to themselves.

## 10. RESOLUTION 7 – Change of Company Name.

### 10.1 Background

In accordance with section 157(1)(a) of the Corporations Act, the Company submits to Shareholders for consideration and adoption by way of a special resolution that the name of the Company be changed to Inoviq Ltd.

The Board recommends a change of company name (from 'BARD1 Life Sciences Ltd' to 'Inoviq Ltd') to better reflect the strategic vision, broader intellectual property assets and expanded product portfolio of the company since its acquisition of Sienna Cancer Diagnostics Ltd on 28 July 2020. The name change (to 'Inoviq') represents the evolution of the Group's expanded focus on developing and commercialising accurate diagnostic and exosome-based healthcare solutions to improve patient outcomes. The name BARD1 Life Sciences is closely linked to the

(founding) BARD1 technology acquired by the Company in June 2016 and no longer reflects the Group's broader interests across its BARD1, SubB2M, NETs and hTERT technologies. The new name ('Inoviq' Limited) future-proofs the continued growth and expansion of our business, capabilities and product portfolio as we build a leading healthcare company.

The ASX ticker, IIQ, is available and has been reserved, to better align with the company name and provide easier recognition for market participants and followers of the Company.

Resolution 7 is a special resolution and, therefore, requires approval of 75% of the votes cast by Shareholders present and eligible to vote.

In accordance with section 157(3) of the Corporations Act, the change of name will take effect when ASIC alters the details of the Company's registration.

## **10.2 Directors' Recommendation**

The Board recommends Shareholders vote in favour of this Resolution.

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## **11. RESOLUTION 8 – Ratification of the Auditor – Grant Thornton Audit Pty Ltd.**

### **11.1 Background**

On 7 December 2020, the Board appointed Grant Thornton Audit Pty Ltd as auditor of the Company.

Following the above appointment and in accordance with section 327A(2) of the Corporations Act, Grant Thornton Audit Pty Ltd holds office as auditor of the Company until this Meeting. In accordance with section 327B(1)(b) of the Corporations Act, the Company now seeks Shareholder approval for the ongoing appointment of Grant Thornton Audit Pty Ltd as auditor of the Company and its controlled entities.

In accordance with section 328B of the Corporations Act, a written notice nominating Grant Thornton Audit Pty Ltd as the Company's auditor has been given to the Company by Mr Peter Gunzburg, shareholder. A copy of this notice is included with this Notice of Meeting.

Grant Thornton Audit Pty Ltd has provided to the Company, and has not withdrawn, its written consent to act as the Company's auditor in accordance with section 328A(1) of the Corporations Act.

### **11.2 Directors' Recommendation**

The Board recommends Shareholders vote in favour of this Resolution.

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## Schedule 1 - Definitions

In the Notice and this Explanatory Statement:

**10% Placement Capacity** has the meaning given in Section 6.1.

**AEDT** means Australian Eastern Daylight Savings Time.

**Annual General Meeting** or **Meeting** means the annual general meeting the subject of this Notice.

**Annual Report** means the Annual Report of the Company for the financial year ended 30 June 2021, including the Financial Report, the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

**Auditor's Report** means the auditor's report on the Financial Report.

**Board** means the board of Directors.

**Chairman** means the person appointed to chair the Meeting.

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member; or
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

**Company** means Bard1 Life Science Limited ACN 009 070 384.

**Company Group** means the Company and any subsidiary of the Company or each or any combination of them as the context requires.

**Constitution** means the constitution of the Company.

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

**Directors** mean the directors of the Company.

**Directors' Report** means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.

**Equity Security** has the same meaning as in the Listing Rules.

**Explanatory Statement** means this explanatory statement.

**Financial Report** means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

**Group** means the Company and any subsidiary of the Company.

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise), or if the Company is part of a consolidated entity, of an entity within the consolidated group.

**Listing Rules** means the Listing Rules of the ASX.

**Meeting** has the meaning given in the introductory paragraph of this Notice.

**Notice** means this notice of annual general meeting of the Company including the Explanatory Statement and schedules.

**Option** means an option to acquire a Share by way of issue.

**Option Plan** means the Company's incentive option plan.

**Performance Share** means a performance share in the Company which is convertible into a Share.

**Placement Shares** means the Shares which were issued under the Company's placement announced to ASX on 23 July 2021.

**Placement Options** means the options over unissued Shares which attached to every two Shares that were issued under the Company's placement announced to ASX on 23 July 2021 and otherwise issued on the terms contained in the Prospectus.

**Prospectus** means the Company's prospectus dated 30 July 2021.

**Proxy Form** means the proxy form which accompanies this Notice.

**Remuneration Report** means the remuneration report of the Company contained in the Directors' Report.

**Resolution** means a resolution referred to in this Notice.

**Schedule** means a schedule to this Notice.

**Section** means a section of this Explanatory Statement.

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

**Shareholder** means a registered holder of at least one Share.

**Share Purchase Plan** means the Company's share purchase plan under the Prospectus.

**SPP Options** means the options over unissued Shares which attached to every two Shares that were issued under the Share Purchase Plan and otherwise issued on the terms contained in the Prospectus.

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

**VWAP** means volume weighted average market price.

## Schedule 2 – Summary of Option Plan rules

The principle terms of the BARD1 Incentive Option Plan (**Option Plan**) are summarised below.

### 1. Invitation

#### 1.1 Eligibility

Only Eligible Employees may participate in the Plan.

#### 1.2 Invitation

The Board may, from time to time and at its absolute discretion, invite an Eligible Employee to participate in the Plan.

#### 1.3 Terms of Invitation

Subject to the Plan Rules, an Invitation may be issued to an Eligible Employee on such terms and conditions as the Board determines at its absolute discretion.

### 2. Application

Upon submitting an Application Form an Eligible Employee is deemed to have agreed to be bound by:

- a) the Invitation;
- b) the Plan Rules; and
- c) all Applicable Laws.

### 3. Issue of Options

#### 3.1 Eligible Employee becomes Participant

On the issue of Options to an Eligible Employee, the Eligible Employee becomes a Participant and is bound by the Plan Rules.

#### 3.2 Rights attaching to Options

The Options:

- a) do not confer any rights on the Participant either as a member or creditor of the Company;
- b) are unlisted;
- c) are unsecured;
- d) are not transferrable except at the approval of the Board; and
- e) must not be sold, assigned or otherwise disposed of or encumbered by the Participant.

### 4. Vesting of Options

#### 4.1 Vesting Conditions

The Options shall Vest subject to the Vesting Conditions (if any) set out in the Invitation being met.

#### 4.2 Board may accelerate Vesting

Notwithstanding any Vesting Conditions set out in the Invitation not being met, the Board may determine in its absolute discretion to Vest all or some of the Unvested Options.

#### 4.3 Buy back or cancel Vested Options

Subject to paragraph 8 below, the Company may buy back or cancel some or all of the Vested Options in exchange for the Option Market Value.

#### 4.4 Unvested Options

If some or all of the Options do not Vest by the end of the Vesting Period, those Unvested Options will lapse immediately.

### 5. Exercise of Options

#### 5.1 How to exercise Options

Subject to any Exercise Restrictions, on receipt of a Vesting Notice, the Participant may exercise the Vested Options during the Exercise Period:

- a) by giving the Company a signed Exercise Notice; or
- b) in such other way as determined by the Board, at its absolute discretion, and as set out in the Invitation.

## **5.2 Bound by Exercise Restrictions**

If a Participant purports to exercise an Option in contravention of any applicable Exercise Restriction, the Option will be deemed to have been exercised on the first date the Exercise Restriction ceases to apply, subject to payment of the relevant Exercise Price.

## **5.3 Payment of Exercise Price**

The Company shall instruct the Participant within ten business days:

- a) that payment is required and, if so, the due date for payment and the method for the Participant making payment; or
- b) if the Company is to satisfy the exercised Options in cash in accordance with paragraph 8 below.

## **5.4 Failure to pay Exercise Price**

If the Participant fails to pay the Exercise Price for any of the Option Shares in respect of which Vested Options have been exercised within the time frame, and in the manner, instructed by the Company, the Participant's entitlement to such Option Shares will lapse even though the Expiration Date of the Vested Options may not have passed.

## **5.5 Unexercised Vested Options**

If some or all of the Vested Options are not exercised by the end of the Expiration Date, those Vested Options will lapse immediately.

## **6. Delivery**

### **6.1 Delivery of Option Shares**

Subject to any Applicable Laws, as soon as reasonably practicable following receipt of an Exercise Notice and payment of the Exercise Price by the Participant, the Company will, or will cause the relevant party to, deliver to the extent that it has accepted such Exercise Notice, that number of Option Shares that have been exercised.

### **6.2 Holding of Options and Option Shares**

The Board may determine at its absolute discretion how Options and Option Shares are to be held under the Plan.

### **6.3 Nominee**

A Participant is not permitted to have Option Shares issued, allotted or transferred to any other person or associated body corporate unless the Board, at its absolute discretion, determines otherwise.

## **7. Rights and obligations in respect of Option Shares**

### **7.1 Dividends and voting rights**

Subject to the terms of any Invitation, a Participant is entitled to:

- a) receive any Dividend or other distribution or entitlement; and
- b) exercise any voting rights,

in respect of Option Shares held by that Participant.

### **7.2 Option Shares to rank equally**

Option Shares will rank equally with all existing Shares from the date of delivery of such Option Shares to the Participant.

### **7.3 Quotation**

If other Shares are officially quoted on an Approved Stock Exchange (such as the ASX) at the time of issue, the Company must, within any time frame required by the Listing Rules, apply for official quotation of any Option Shares issued or delivered under the Plan.

### **7.4 Transaction costs**

The Company may, but is not required to, bear all brokerage, commission or other transaction costs (if any) payable by a Participant in relation to the delivery under the Plan of Option Shares.

## **8. Cash settlement**

### **8.1 General**

Provided such discretion was stated in the Invitation, exercised Options may be satisfied at the absolute discretion of the Company in cash rather than Option Shares by payment to the Participant of the Cash Equivalent Value.

## **8.2 Board discretion**

The Board retains its absolute discretion as to how the Cash Equivalent Value is determined.

## **9. Lapse or clawback for fraud or breach**

### **9.1 Board discretion to lapse**

Where, in the opinion of the Board, a Participant has committed an act which:

- a) constitutes fraud, or dishonest or gross misconduct in relation to the affairs of any member of the Company Group;
- b) brings any member of the Company Group into disrepute;
- c) is in breach of their obligations to the Company Group;
- d) fails to perform any other act reasonably and lawfully requested of the Participant; or
- e) has the effect of delivering a strong Company Group performance in a manner which is unsustainable or involves unacceptably high risk,

the Board may make a determination to ensure that no unfair benefit is obtained by the Participant.

### **9.2 Clawback**

Where, in the opinion of the Board:

- a) an Option which would not have otherwise Vested, Vests or may Vest, as a result directly or indirectly of:
  - i. the fraud, dishonestly or breach of obligations (including, without limitation, a material misstatement of financial information) of any person; or
  - ii. any other action or omission (whether intentional or inadvertent) of any person,the Board may make a determination to ensure that no unfair benefit is obtained by any Participant; or
- b) an Option that may otherwise have Vested, has Unvested directly or indirectly as a result of any circumstance referred to in this paragraph 9.2, the Board may reconsider the level of satisfaction of the applicable Vesting Conditions and may:
  - i. reinstate and Vest any Option that may have lapsed to the extent that the Board determines appropriate in the circumstances;
  - ii. make a new issue of Options that reflect the terms of the original Options; or
  - iii. a combination of the above.

## **10. Disposal Restrictions may apply**

### **10.1 Disposal Restrictions**

- a) The Board may, at its absolute discretion, determine that Disposal Restrictions apply to some or all Options or Option Shares and may determine the terms and conditions of such Disposal Restrictions.
- b) If Disposal Restrictions apply to Options or Option Shares, a Participant must not dispose of or otherwise deal with, or purport to deal with or encumber, the relevant Options or Option Shares for the period the Disposal Restrictions apply unless otherwise as required or approved by the Board.

### **10.2 Arrangements to enforce Disposal Restrictions**

The Company is entitled to make any arrangements it considers necessary to enforce any Disposal Restrictions and Participants are bound by those arrangements and must take any steps reasonably required by the Company.

## **11. Employment**

### **11.1 Termination of employment**

Where a Participant terminates employment with the Company Group, the Options and Option Shares will be treated in accordance with the Plan Rules and Invitation.

## **12. New issues, reorganisation of capital and Change of Control Event**

### **12.1 New issues**

ASX Listing Rule 6.22.3 but not ASX Listing Rule 6.22.2 applies to Options unless the relevant Invitation states otherwise.

### **12.2 Reorganisation of capital**

- a) ASX Listing Rule 7.22 applies to Options.
- b) The Company may alter the rights of any Participant to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation of the share capital of the Company.

### 12.3 Change of Control Event

If a Change of Control Event occurs prior to the Vesting of Options, the Board may, at its absolute discretion and by notice to the Participant:

- a) determine that some or all of the Options will Vest based on the extent to which any applicable Vesting Conditions have been satisfied;
- b) buy back or cancel some or all of the Options for Consideration;
- c) provide for the issue of new options in substitution for some or all of the Options;
- d) arrange for some or all of the Options to be acquired by a new holding entity (where applicable) for consideration; or
- e) take any combination of the above steps.

### 13. Suspension or termination of Plan

- a) The Board may:
  - i) from time to time suspend the operation of the Plan; or
  - ii) at any time terminate the operation of the Plan.
- b) The Plan terminates and is to be wound up if an order is made or an effective resolution is passed for the winding up of the Company other than for the purpose of amalgamation or reconstruction.
- c) The suspension or termination of the Plan must not prejudice the existing rights (if any) of Participants.

### 14. Limitations on capital

The Company will comply with such legal and regulatory limits (including those imposed by the Applicable Laws), which limit the percentage of the capital of the Company that may be available under the Plan from time to time as determined by the Board to be appropriate.

### 15. Amendments to the Plan

#### 15.1 Board may amend

Subject to paragraph 15.2 below, the Board may at any time by written instrument or by resolution of the Board, amend all or any of the provisions of the Plan Rules.

#### 15.2 No alteration to existing rights

Any amendment to the provisions of the Plan Rules must not materially alter the rights of any Participant under the Plan prior to the date of the amendment, unless the amendment is introduced primarily:

- a) to correct any manifest error or mistake;
- b) in accordance with paragraph 9 above; or
- c) to enable the Plan or the Company to comply with any applicable local laws or any required policy of a local regulatory body.

### 16. Definitions

The following definitions apply in relation to the summary above (in addition to the definitions in Schedule 1 of this Notice:

**Applicable Law** means any one or more or all, as the context requires of:

- a) the laws of Western Australia;
- b) the Corporations Act;
- c) the Tax Act;
- d) the Listing Rules
- e) any practice note, policy statement, regulatory guide, class order, declaration, guideline, policy, procedure, ruling, judicial interpretation or other guidance note made to clarify, expand or amend (a), (b), (c) and (d) above;
- f) the Constitution; and
- g) any other legal requirement that applies to the Plan.

**Application Form** means an application form in respect of an Invitation in the form approved by the Board from time to time.

**Approved Stock Exchange** has the same meaning as in section 995.1 of the *Income Tax Assessment Act 1997* (which includes the ASX).

**Cash Equivalent Value** means, per Option, a cash amount equal to the Option Share Market Value of the Option Share that would otherwise have been issued to the Participant at the date of exercise, less the Exercise Price of the Option.

**Change of Control Event** means respect of the Company:

- a) the merger or consolidation of the Company into another company;
- b) the acquisition of a minimum 50% ownership in the company by a party or parties who are

- associated as defined in the Corporations Act;
- c) a listing of the Company on another Approved Stock Exchange; or
  - d) any similar event that the Board determines at its absolute discretion.

**Disposal Restrictions** means any restrictions on the disposal or transfer of the Options or Option Shares, as specified in the Plan Rules or in an Invitation.

**Eligible Employee** means an Employee selected by the Board at its absolute discretion to participate in the Plan.

**Employee** means:

- a) a full-time or part-time employee of any company in the Company Group;
- b) a director who is not employed in an executive capacity by any company in the Company Group; or
- c) a consultant to any company in the Company Group.

**Exercise Notice** means a duly completed and executed notice of exercise of an Option by a Participant, in the form approved by the Board from time to time.

**Exercise Period** in relation to an Option, means the period commencing on the date on which an Option Vests and ending on the Expiration Date.

**Exercise Price** means the Exercise Price (if any) as specified in the Plan Rules or in an Invitation.

**Exercise Restrictions** means restrictions on the ability of a Participant to exercise a Vested Option, as specified in the Plan Rules or in an Invitation.

**Expiration Date** means the maximum term of the Options as specified in the Invitation.

**Invitation** means an invitation from the Board to an Eligible Employee to participate in the Plan.

**Listing Rules** means the listing rules of any Approved Stock Exchange on which the Company is admitted to the official list, including the ASX Listing Rules.

**Option** means an option to subscribe for one fully paid Option Share.

**Option Market Value** means the market value of the Option as determined at the discretion of the Board.

**Option Share** means a Share issued as a result of the exercise by the Participant of an Option and Option Shares has the corresponding meaning.

**Option Share Market Value** means the market value of the Option Share as determined at the discretion of the Board.

**Participant** means an Eligible Employee who has been issued Options under the Plan.

**Plan** means the plan constituted by the Plan Rules.

**Plan Rules** means the rules of the Plan, as amended from time to time.

**Tax Act** means the *Income Tax Assessment Act 1936* (Cth) or the *Income Tax Assessment Act 1997* (Cth) or both, as the context requires.

**Unvested** means not Vested.

**Vest** means the right to exercise an Option subject to Exercise Restrictions upon meeting any Vesting Conditions and **Vested** and **Vesting** has the corresponding meaning.

**Vesting Conditions** means any conditions imposed on the vesting of the Options, as specified in the Plan Rules or in an Invitation, the meeting (or otherwise) of which will be notified to the Participant.

**Vesting Notice** means a notice, in the form approved by the Board from time to time, in respect of the satisfaction or waiver of the Vesting Conditions and delivered by the Board to a Participant.

**Vesting Period** means the prescribed period for satisfaction of a Vesting Condition, as specified in the Plan Rules or in an Invitation.

## Schedule 3 – Auditor Nomination

20 October 2021

Mr Tony Di Pietro  
Company Secretary  
BARD1 Life Sciences Ltd  
23 Normanby Road  
NOTTING HILL VIC 3168

Dear Tony

**NOTICE OF NOMINATION OF AUDITOR**

I am a shareholder of BARD1 Life Sciences Ltd (**Company**), holding 1,000,000 fully paid ordinary shares in the Company.

I give the Company notice under section 328B(1) of the *Corporations Act 2001* (Cth) of my nomination of Grant Thornton Audit Pty Ltd, 727 Collins Street, Melbourne, Victoria 3008, for appointment as auditor of the Company at the Annual General Meeting of the Company scheduled for 29 November 2021.

Yours sincerely



Mr Peter Gunzburg  
Beneficiary of shareholding in the name of Supergun Pty Ltd





LIFE SCIENCES LIMITED

ABN 58 009 070 384

## Need assistance?



**Phone:**

1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **2:00pm (AEDT) on Saturday, 27 November 2021.**

# Proxy Form

## 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.

## PARTICIPATING IN THE MEETING

### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 106035**

**SRN/HIN:**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



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

**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

XX

I/We being a member/s of BARD1 Life Sciences 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 Annual General Meeting of BARD1 Life Sciences Limited to be held as a virtual meeting on Monday, 29 November 2021 at 2:00pm (AEDT) 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 Resolutions 1 and 6A to 6D (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 6A to 6D 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 Resolutions 1 and 6A to 6D by marking the appropriate box in step 2.

## 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.

		For	Against	Abstain			For	Against	Abstain
1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6C	Issue of Options to Mr Philip Powell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Election of Robert (Max) Johnston as Non-executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6D	Issue of Options to Professor Allan Cripps	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7	Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4A	Ratification of issue of Placement Shares and Placement Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8	Ratification of the Auditor – Grant Thornton Audit Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4B	Ratification of issue of SPP Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
5	Consolidation of performance shares and the issue of one ordinary share to the beneficiaries of performance shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
6A	Issue of Options to Dr Geoffrey Cumming	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
6B	Issue of Options to Mr Robert Max Johnston	<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.

## Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

