



ResApp Health Limited
ACN 094 468 318

**Notice of Annual General Meeting
And
Explanatory Statement**

**Annual General Meeting of Shareholders to be held at
Four Seasons Hotel Sydney,
199 George Street, Sydney
at 10.30am (AEDT) on Friday, 3 November 2017.**

Important

This Notice should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their professional adviser prior to voting.

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Shareholders of ResApp Health Limited ACN 094 468 318 (**Company**) will be held at the Four Seasons Hotel Sydney, 199 George Street, Sydney commencing at 10.30am (AEDT) on 3 November 2017.

Business

Item 1 – Annual Report

To receive and consider the Annual Report of the Company for the year ended 30 June 2017, which includes the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's Report.

Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, pass the following resolution as a **non-binding resolution**:

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the year ended 30 June 2017 be adopted.”

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

Voting exclusion statement

The Company will disregard any votes cast on this Resolution:

- (a) by or on behalf of a member of Key Management Personnel as disclosed in the Remuneration Report;
- (b) by or on behalf of a Closely Related Party of a member of Key Management Personnel; and
- (c) as a proxy by a member of Key Management Personnel or a Closely Related Party,

unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the Proxy Form or by the Chair pursuant to an express authorisation to exercise the proxy.

Resolution 2 – Re-election of Dr Roger Aston as a Director

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

“That Dr Roger Aston, who retires by rotation in accordance with clause 16.1 of the Constitution and who is eligible and offers himself for re-election, be re-elected as a Director.”

Resolution 3 – Approval of 10% Placement Facility

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

“That, for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities totalling up to 10% of the issued capital of the Company (at the time of 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 statement

The Company will disregard any votes cast on this Resolution by any person who may participate in an issue under the 10% Placement Facility and a person who might obtain a benefit (except a benefit solely in the capacity of a Shareholder) if the Resolution is passed, and any associate of those persons.

However, the Company need not disregard any vote if:

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

Resolution 4 – Board Spill Meeting (Contingent Resolution)

Note – the following Resolution will only be put to the Annual General Meeting if at least 25% of votes cast on Resolution 1 (Adoption of Remuneration Report) are “against” that Resolution. If less than 25% of the votes cast on Resolution 1 are against that Resolution, then there will be no second strike and Resolution 4 will not be put to the Annual General Meeting.

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

“That, for the purposes of section 250V(1) of the Corporations Act and for all other purposes:

- (a) a meeting of the Company’s members be held within 90 days of the date of this Annual General Meeting (**Spill Meeting**);*
- (b) all of the Directors in office when the Board resolution to approve the Directors’ Report for the financial year ended 30 June 2017 was passed (excluding the Managing Director, Mr Tony Keating) who remain in office as Directors at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and*
- (c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote at the Spill Meeting.”*

Voting exclusion statement

The Company will disregard any votes cast on this Resolution:

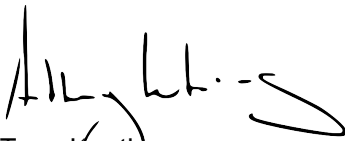
- (a) by or on behalf of a member of Key Management Personnel as disclosed in the Remuneration Report;
- (b) by or on behalf of a Closely Related Party of a member of Key Management Personnel; and
- (c) as a proxy by a member of Key Management Personnel or a Closely Related Party,

unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the Proxy Form or by the Chair pursuant to an express authorisation to exercise the proxy.

Other business

In accordance with section 250S(1) of the Corporations Act, Shareholders are invited to ask questions about or make comments on the management of the Company and to raise any other business which may lawfully be brought before the Annual General Meeting.

By Order of the Board



Tony Keating
Managing Director and Chief Executive Officer
ResApp Health Limited
20 September 2017

EXPLANATORY STATEMENT

Important information

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Annual General Meeting to be held at the Four Seasons Hotel Sydney, 199 George Street, Sydney commencing at 10.30am (AEDT) on Friday, 3 November 2017.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary. If Shareholders are in doubt as to how to vote, they should seek advice from their professional adviser prior to voting.

References to “\$” in this Notice and Explanatory Statement are references to Australian currency unless otherwise stated.

1 Proxies

Please note that:

- (a) a Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company;
- (c) a Shareholder may appoint a body corporate or an individual as its proxy;
- (d) a body corporate appointed as a Shareholder’s proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder’s proxy; and
- (e) Shareholders 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. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company’s representative. The authority may be sent to the Company or its share registry in advance of the Annual General Meeting or handed in at the Annual General Meeting when registering as a corporate representative.

Members of Key Management Personnel and their Closely Related Parties will not be able to vote as proxy on Resolutions 1 and 4 unless the Shareholder directs them how to vote or, in the case of the Chair, unless the Shareholder expressly authorises him to do so. If a Shareholder intends to appoint a member of Key Management Personnel or their Closely Related Parties (other than the Chair) as its proxy, the Shareholder should ensure that it directs the proxy how to vote on Resolutions 1 and 4.

If a Shareholder intends to appoint the Chair as its proxy on Resolution 1 and 4, the Shareholder can direct the Chair how to vote by marking one of the boxes for the Resolutions (for example, if the Shareholder wishes to vote ‘for’, ‘against’ or to ‘abstain’ from voting). If a Shareholder does not direct the Chair how to vote, the Shareholder can expressly authorise the Chair to vote as the Chair thinks fit on Resolutions 1 and 4 by marking the appropriate box on the Proxy Form even though the Resolution is connected to the remuneration of members of Key Management Personnel and even if the Chair has an interest in the outcome of the Resolution.

To vote by proxy, please complete and sign the enclosed Proxy Form and return it so that it is received by no later than 10:30am (AEDT) on 1 November 2017 in accordance with the instructions set out on the Proxy Form. Proxy Forms received later than this time will be invalid.

2 Voting entitlements

In accordance with Regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth), the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of Shareholders as at 7:00pm (AEDT) on 1 November 2017. Accordingly, transactions registered after that time will be disregarded in determining Shareholders' entitlements to attend and vote at the Annual General Meeting.

3 Item 1 – Annual Report

The Annual Report, comprising the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's Report for the year ended 30 June 2017, will be laid before the Annual General Meeting.

There is no requirement for Shareholders to approve these Reports. However, the Chair will allow a reasonable opportunity for Shareholders to ask questions or make comments about these Reports and the management of the Company. Shareholders will also be given an opportunity to ask the auditor questions about the:

- (a) conduct of the audits;
- (b) preparation and content of the Auditor's Report;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) independence of the auditor in relation to the conduct of the audits.

In addition to taking questions at the Annual General Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about the content of the Auditor's Report or the conduct of the audit, may be submitted no later than 5 business days before the date of the Annual General Meeting to the Company Secretary at c/- Trident Capital, Level 24, 44 St Georges Terrace, Perth, WA 6000, or by facsimile to +61 8 9218 8875.

The Company's Annual Report is available on the Company's website at www.resapphealth.com.au.

4 Resolution 1 – Adoption of Remuneration Report

The Remuneration Report of the Company for the financial year ended 30 June 2017 is included in the Directors' Report in the Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

Section 249L(2) of the Corporations Act requires a company to inform shareholders that a resolution on the remuneration report will be put at the annual general meeting. Section 250R(2) of the Corporations Act requires a resolution that the remuneration report adopted be put to the vote. Resolution 1 seeks this approval.

In accordance with section 250R(3) of the Corporations Act, Shareholders should note that Resolution 1 is an "advisory only" resolution which does not bind the Directors. However, the Directors take the discussion at the Annual General Meeting and the outcome of the vote into account when considering the Company's remuneration practices.

Under the "two strikes" rule, the Company will be required to put a resolution to Shareholders to hold new elections of Directors if, at two consecutive annual general meetings, more than 25% of the votes cast on a resolution to adopt the Remuneration Report (such as Resolution 1) are cast against that resolution.

At the Company's annual general meeting in 2016, 26.38% of the votes were cast against the resolution to adopt the Remuneration Report. Accordingly, if 25% or more of the votes cast at the Annual General Meeting on Resolution 1 are against that Resolution to adopt the Remuneration Report, then the Company will be required to propose a resolution (the contingent resolution set out as Resolution 4) to hold another general meeting within the following 90 days (**Spill Meeting**). If Resolution 4 applies and more than 50% of Shareholders vote in favour of it, then at the Spill Meeting all Directors (other than the Managing Director) will cease to hold office immediately before the end of the Spill Meeting but may, if eligible, stand for re-election at the Spill Meeting. Following the Spill Meeting, those persons whose election or re-election as Directors is approved would (together with the Managing Director) be the Directors of the Company. For further details see Section 7 below.

Key Management Personnel, details of whose remuneration are included in the Remuneration Report, and their Closely Related Parties, are prohibited from voting on Resolution 1, except in the circumstances described in the voting exclusion set out in the Notice.

The Chair will allow a reasonable opportunity for Shareholders at the Annual General Meeting to ask about, or make comments on, the Remuneration Report.

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Board recommends that Shareholders vote in favour of the adoption of the Remuneration Report.

5 Resolution 2 – Re-election of Dr Roger Aston as a Director

In accordance with clause 16.1 of the Constitution, at every annual general meeting, one third of the Directors for the time being must retire from office by rotation and are eligible for re-election. The Directors to retire are those who have been in office for 3 years since their appointment or last re-appointment or who have been longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time, by agreement.

Dr Roger Aston retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-election.

Roger Aston, BSc (Hons) PhD has had extensive experience on boards of many pharmaceutical companies.

Dr Aston has held Directorships and Chairmanships with Clinuvel Limited (ASX:CUV), HalcyGen Limited (ASX:HGN) and Ascent Pharma Health Limited (ASX:APH). During 2007 and 2008, Dr Aston was a member of the AusIndustry Biological Committee which advised the Industry Research and Development Board. Dr Aston was Executive Chairman of Mayne Pharma Group from 2009 to 2011 and CEO of Mayne Pharma Group until 2012. Dr Aston has been a director of IDT Limited (ASX:IDT), Cynata Limited (ASX:CYP), Calzada Limited (now Polynovo Ltd) and Biolife Limited (now Immugene Limited (ASX:IMU)). Dr Aston is also a director and Chairman of Immuron Limited (ASX:IMC), Director and Chairman of Regeneus Limited (ASX:RGS), and Director of Oncosil Medical Limited (ASX:OSL). Roger Aston's principal activity is as Executive Chairman of Pharmaust Ltd (ASX:PAA).

Aspects of his experience include FDA and EU product registration, clinical trials, global licensing agreements, fundraising through private placements, and a network of contacts within the pharmaceutical, banking and stock broking sectors.

Dr Aston is both a scientist and a seasoned biotechnology entrepreneur, with a successful track record in both fields. He currently has several executive and non-executive board positions with prominent biotechnology companies.

The Directors (excluding Dr Aston) unanimously recommend that Shareholders vote in favour of Resolution 2. Resolution 2 is an ordinary resolution.

6 Resolution 3 - Approval of 10% Placement Facility

6.1 General

Listing Rule 7.1A enables eligible entities to issue Equity Securities totaling up to 10% of its issued share capital through placements over a 12 month period after the entity's annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity. The Company currently has a market capitalisation of \$48,109,890 based on a share price of \$0.073, being the closing price of Shares on the ASX on 19 September 2017.

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility. As Resolution 3 is a special resolution, at least 75% of the votes cast must be cast in favour of the Resolution in order for it to be passed.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

The Board believes that Resolution 3 is in the best interests of the Company and unanimously recommends that Shareholders vote in favour of this Resolution.

6.2 Description of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

As at the date of this Notice of Annual General Meeting, the only quoted Equity Securities that the Company has on issue are its 659,039,602 Shares.

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

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

A is the number of shares on issue 12 months before the date of issue or agreement:

- (A) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (B) plus the number of partly paid shares that became fully paid in the 12 months;
- (C) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- (D) less the number of fully paid shares cancelled in the 12 months.

Note that "A" has the same meaning as in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

(d) **Listing Rule 7.1 and Listing Rule 7.1A**

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 6.2(c) above).

(e) **Minimum Issue Price**

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades 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 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) **10% Placement Period**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; and
- (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),

or such longer period if allowed by ASX (**10% Placement Period**).

6.3 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades 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 5 ASX trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

- (b) If Resolution 3 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:
- (i) 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 Annual General Meeting; and
 - (ii) 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 or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

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

The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Variable A in Listing Rule 7.1A.2		Dilution		
		\$0.0365 50% decrease in Market Price	\$0.073 Current Market Price	\$0.146 100% increase in Market Price
Current Variable A 659,039,602	10% Voting Dilution	65,903,960 Shares	65,903,960 Shares	65,903,960 Shares
	Funds raised	\$2,405,495	\$4,810,98	\$9,621,978
50% increase in current Variable A 988,559,403	10% Voting Dilution	98,855,940 Shares	98,855,940 Shares	98,855,940 Shares
	Funds raised	\$3,608,242	\$7,216,484	\$14,432,967
100% increase in current Variable A 1,318,079,204	10% Voting Dilution	131,807,920 Shares	131,807,920 Shares	131,807,920 Shares
	Funds raised	\$4,810,989	\$9,621,978	\$19,243,956

The table has been prepared on the following assumptions:

- 1 The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- 2 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%.
- 3 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 Facility, based on that Shareholder's holding at the date of the Annual General Meeting.
- 4 The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

5 The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
6 The issue price is \$0.073, being the closing price of Shares on the ASX on 19 September 2017.

- (c) The Company will only issue the Equity Securities during the 10% Placement Period. The approval under Resolution 3 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities or Listing Rule 11.2 (disposal of main undertaking).
- (d) The Company may seek to issue the Equity Securities for the following purposes:
 - (i) non-cash consideration for the acquisition of new assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
 - (ii) cash consideration. In such circumstances, the Company may use the funds raised towards its existing projects and/or for acquisition of new assets or investments (including expenses associated with such acquisitions) and general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.

- (e) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the persons to whom the Equity Securities will be issued will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
 - (i) the purpose of the issue;
 - (ii) the methods of raising funds that are available to the Company including, but not limited to, rights issue or other issue in which existing security holders can participate;
 - (iii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iv) the financial situation and solvency of the Company;
 - (v) prevailing market conditions; and
 - (vi) advice from corporate, financial and broking advisers (if applicable).

The persons issued securities under the 10% Placement Facility have not been determined as at the date of this Notice of Annual General Meeting but are likely to be investors which are sophisticated and/or professional investors for the purposes of section 708 of the Corporations Act. No Equity Securities will be issued under Listing Rule 7.1A to related parties of the Company.

If the Company is successful in acquiring new assets or investments, it is likely that the persons issued securities under the 10% Placement Facility will be the vendors of the new assets or investments.

- (f) The Company obtained Shareholder approval under Listing Rule 7.1A at its last annual general meeting held on 2 November 2016.
- (g) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

- (h) During the 12 months preceding the date of the Annual General Meeting the Company has or will have issued a total of 23,850,000 equity securities, representing 3.45% of the total number of equity securities on issue at the commencement of that 12 month period.

Date of issue	<ul style="list-style-type: none"> (i) Unlisted Director Options – 10 November 2016 (\$0.45, 10 November 2019) (ii) Unlisted Director Options – 10 November 2016 (\$0.75, 10 November 2019) (iii) Shares issued on exercise of Unlisted Options – 16 December 2016 (iv) Unlisted Employee Incentive Options – 14 February 2017 (\$0.45; 31 October 2020) (v) Unlisted Employee Incentive Options – 14 February 2017 (\$0.45; 12 December 2020) (vi) Unlisted Employee Incentive Options – 13 March 2017 (\$0.45; 13 March 2021) (vii) Unlisted Employee Incentive Options – 1 May 2017 (\$0.45; 1 May 2021) (viii) Unlisted Employee Incentive Options – 21 July 2017 (\$0.45; 1 June 2020) (ix) Unlisted Employee Incentive Options – 21 July 2017 (\$0.75; 1 June 2020)
Number issued	<ul style="list-style-type: none"> (i) 7,200,000 (ii) 7,400,000 (iii) 5,250,000 (iv) 250,000 (v) 500,000 (vi) 500,000 (vii) 250,000 (viii) 1,000,000 (ix) 1,500,000
Class of Security	<ul style="list-style-type: none"> (i) Unlisted Director Options (\$0.45, 10 November 2019) (ii) Unlisted Director Options (\$0.75, 10 November 2019) (iii) Fully paid ordinary shares (iv) Unlisted Employee Incentive Options (\$0.45; 31 October 2020) (v) Unlisted Employee Incentive Options (\$0.45; 12 December 2020) (vi) Unlisted Employee Incentive Options (\$0.45; 13 March 2021) (vii) Unlisted Employee Incentive Options (\$0.45; 1 May 2021) (viii) Unlisted Employee Incentive Options (\$0.45; 1 June 2020) (ix) Unlisted Employee Incentive Options (\$0.75; 1 June 2020)
Persons who received securities	<ul style="list-style-type: none"> (i) Directors of the Company (ii) Directors of the Company (iii) Optionholder of unlisted options (iv) Employee of the Company (v) Employee of the Company (vi) Employee of the Company (vii) Employee of the Company (viii) Employee of the Company (ix) Employee of the Company
Price (per Share)	<ul style="list-style-type: none"> (i) Nil (ii) Nil (iii) \$0.026

Discount to market	(iv) Nil
	(v) Nil
Non cash consideration	(vi) Nil
	(vii) Nil
	(viii) Nil
	(ix) Nil
	(i) Not applicable
	(ii) Not applicable
	(iii) 91.3%
	(iv) Not applicable
	(v) Not applicable
(vi) Not applicable	
(vii) Not applicable	
(viii) Not applicable	
(ix) Not applicable	
Current value of non-cash consideration	(i) Part consideration of directors' remuneration
	(ii) Part consideration of directors' remuneration
	(iii) Not applicable
	(iv) Part consideration of employees' remuneration
	(v) Part consideration of employees' remuneration
	(vi) Part consideration of employees' remuneration
	(vii) Part consideration of employees' remuneration
	(viii) Part consideration of employees' remuneration
	(ix) Part consideration of employees' remuneration
Total cash consideration	(i) \$153,182
	(ii) \$112,760
	(iii) Not applicable
	(iv) \$6,265
	(v) \$12,971
	(vi) \$13,630
	(vii) \$6,815
	(viii) \$4,531
	(ix) \$3,086
For the purposes of this section, the Company has valued Options using the Black & Scholes method.	
Total cash consideration	(i) Nil
	(ii) Nil
	(iii) \$136,500
	(iv) Nil
	(v) Nil
	(vi) Nil
	(vii) Nil
	(viii) Nil

Amount of cash spent	(ix)	Nil
	(i)	Not applicable
	(ii)	Not applicable
	(iii)	0%
	(iv)	Not applicable
	(v)	Not applicable
	(vi)	Not applicable
	(vii)	Not applicable
	(viii)	Not applicable
	(ix)	Not applicable
Use of cash	(i)	Not applicable
	(ii)	Not applicable
	(iii)	General working capital
	(iv)	Not applicable
	(v)	Not applicable
	(vi)	Not applicable
	(vii)	Not applicable
	(viii)	Not applicable
	(ix)	Not applicable

7 Resolution 4 – Board Spill Meeting (Contingent Resolution)

7.1 General

Resolution 4 (**Spill Resolution**) is a contingent Resolution and will only be put to the Annual General Meeting and voted on if 25% or more of the votes cast on Resolution 1 are cast against the adoption of the Remuneration Report, which means the Company receives a “second strike”. If less than 25% of votes cast are against the Remuneration Report at this Annual General Meeting, then there will be no “second strike” and Resolution 4 will not be put to the Annual General Meeting.

If put, the Spill Resolution will be considered as an ordinary resolution. If this Spill Resolution is passed and becomes effective, then it will be necessary for the Board to convene a further general meeting of Shareholders (**Spill Meeting**) within 90 days of this Annual General Meeting in order to consider the composition of the Board.

7.2 Mechanics of the potential Spill Meeting

Shareholders should note the following if the Spill Resolution is approved and a Spill Meeting is required to be held by the Company.

- (a) All of the Directors who remain in office as Directors at the time of the Spill Meeting and who were in office when the Board resolution to approve the Directors’ Report was passed (but excluding the Managing Director), being each of:
- (i) Dr Roger Aston;
 - (ii) Mr Brian Leedman; and
 - (iii) Mr Chris Ntoumenopoulos,

(**Relevant Directors**) will automatically cease to hold office immediately before the end of the Spill Meeting however they may stand for re-election and be re-elected at the Spill

Meeting. For the avoidance of doubt, this includes Dr Roger Aston, despite Dr Aston already being subject to election at this Annual General Meeting.

- (b) No voting exclusions will apply to any resolutions appointing Directors at a Spill Meeting. Accordingly, there is no barrier for any Shareholder exercising their voting rights to support the re-appointment of the existing Directors at the subsequent Spill Meeting. If the Spill Resolution is passed, each of the Relevant Directors intends to stand for re-election at the Spill Meeting and if such Spill Meeting is held, may vote its own Shares in support of its reappointment.
- (c) Shareholders will be able to put forward their own nominees for consideration and potential election at the Spill Meeting.

The Corporations Act requires the Company to have a minimum of three Directors (including at least two Directors who ordinarily reside in Australia). If, following the Spill Meeting, the Company has fewer than three Directors (including the Managing Director), then the persons with the highest percentage of votes in favour of their election at the Spill Meeting are taken to be appointed, even if less than half the votes cast on the Resolution were in favour of their appointment. If two or more persons have the same percentage of votes in favour of their appointment, the other Directors will choose one of those persons as the appointed Director.

The 3rd edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations recommends that a listed entity should have a board of an appropriate size, composition, skills and commitment to enable it to discharge its duties effectively. The board also should be large enough to comprise a variety of perspectives and skills, and to represent the best interests of the Company as a whole. The skills and experience matrix of the current members of the Board may not be reflected in the Board elected as a result of the Spill Meeting.

7.3 Consequences of voting "for" the Spill Resolution

The impact of the Spill Resolution on the composition of the Board should be considered carefully by Shareholders. If the Spill Resolution is put to the Annual General Meeting and passes:

- (a) the Company will need to incur expenses (including legal, printing, mail out and registry costs);
- (b) the Spill Meeting is likely to disrupt the Board and the Company's focus away from core business operations due to the necessary diversion of resources and time toward organising the Spill Meeting;
- (c) there will be uncertainty as to the composition and continuity of the Board until the Spill Meeting is held. Such uncertainty may create instability within the Company and may have a negative effect on the Company's share price, and potentially on its operations; and
- (d) it is possible that the Relevant Directors will be re-elected at the Spill Meeting. Shareholders are urged not to vote "for" the Spill Resolution as a mere protest, with no intention of voting against the re-election of the Relevant Directors at the Spill Meeting, given the negative consequences of voting "for" the Spill Resolution set out above.

7.4 Board Comment and Recommendation

If Resolution 4 is put to Shareholders and you support your current Directors and wish them to continue as Directors, you should vote against the Spill Resolution (Resolution 4).

If it is required to be put to the Annual General Meeting, the Board unanimously recommends that Shareholders vote **AGAINST** Resolution 4.

GLOSSARY

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

AEDT	Australian Eastern Daylight Time
Annual General Meeting	the annual general meeting of the Shareholders convened by the Notice of Meeting.
Annual Report	the Company's annual report for the year ended 30 June 2017 comprising the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's report.
ASIC	the Australian Securities and Investments Commission.
Associate	has the meaning set out in sections 11-17 of the Corporations Act.
ASX	ASX Limited (ACN 008 624 691) trading as the Australian Securities Exchange.
Listing Rules	the official listing rules of the ASX.
Board	the board of Directors.
Chair	the chair of the Annual General Meeting.
Closely Related Party	a closely related party to Key Management Personnel as defined in Section 9 of the Corporations Act.
Corporations Act	the <i>Corporations Act 2001</i> (Cth).
Director	a director of the Company.
Explanatory Statement	this Explanatory Statement accompanying the Notice of Meeting.
Key Management Personnel	the key management personnel of the Company as defined in section 9 of the Corporations Act and Australian Accounting Standards Board accounting standard 124, being those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).
Notice or Notice of Meeting	the notice convening the Annual General Meeting accompanying this Explanatory Statement.
Option	an option to acquire a Share.
Proxy Form	the proxy form attached to this Notice.
Remuneration Report	the section of the Directors' Report in the Annual Report of the Company entitled "Remuneration Report".
Resolution	a resolution to be considered at the Annual General Meeting or contained in the Notice of Meeting.
Share	a fully paid ordinary share in the capital of the Company.
Shareholder	a holder of a Share.

Full Name(s) of Registered Holding

Account Designation

Registered Address

Postcode	

Securityholder Reference Number (SRN)
Or Holder Identification Number (HIN)

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LODGE YOUR VOTE

- 🖨️
ONLINE
www.linkmarketservices.com.au
- ✉️
BY MAIL
 ResApp Health Limited
 C/- Link Market Services Limited
 Locked Bag A14
 Sydney South NSW 1235 Australia
- 📠
BY FAX
 +61 2 9287 0309
- 👤
BY HAND
 Link Market Services Limited
 1A Homebush Bay Drive, Rhodes NSW 2138
- 📞
ALL ENQUIRIES TO
 Telephone: +61 1300 554 474

PROXY FORM

I/We being a member(s) of ResApp Health Limited and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

the Chair of the Meeting (mark box) **OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:30am (AEDT) on Friday, 3 November 2017 at the Four Seasons Hotel Sydney, 199 George Street, Sydney (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolutions 1 and 4: If the Chair of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chair of the Meeting to exercise the proxy in respect of Resolutions 1 and 4, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business except Resolution 4 where undirected proxies will be voted against the resolution (if it is put to the meeting).

STEP 2

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an .

Resolutions	For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Dr Roger Aston as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Board Recommendation: The Board recommends shareholders vote **AGAINST** resolution 4.

	For	Against	Abstain*
4 Board Spill Meeting (Contingent Resolution)	<input type="checkbox"/>	<input style="border: 2px solid #ccc;" type="checkbox"/>	<input type="checkbox"/>

Note – Resolution 4 will only be put to the Annual General Meeting if at least 25% of votes cast on Resolution 1 (Adoption of Remuneration Report) are “against” that Resolution. If less than 25% of the votes cast on Resolution 1 are against that Resolution, then there will be no second strike and Resolution 4 will not be put to the Annual General Meeting.

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

STEP 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

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



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

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

DEFAULT TO CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:30am (AEDT) on Wednesday, 1 November 2017**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

www.linkmarketservices.com.au

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



BY MAIL

ResApp Health Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* During business hours (Monday to Friday, 9:00am–5:00pm)



COMMUNICATION PREFERENCE

We encourage you to receive all your shareholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**