
ADVERTITAS LIMITED

ACN 156 377 141

NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 9.00am (WST)

DATE: Tuesday, 18 February 2020

PLACE: Technology Park Function Centre, 2 Brodie Hall Drive, Bentley,
Western Australia

The business of the Meeting affects your shareholding and your vote is important.

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

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 Shareholders at 9.00am (WST) on 16 February 2020.

BUSINESS OF THE MEETING

AGENDA

RESOLUTION 1: RATIFICATION OF PRIOR ISSUE – 17,765,581 SHARES

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 17,765,581 Shares on 18 December 2019 at \$0.17 per Share on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those persons. However, this does not apply to a vote cast in favour of this Resolution by:

- 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
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the direction given to the chair to vote on the Resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

RESOLUTION 2: APPROVAL OF ISSUE OF SHARES VIA PLACEMENT TO MR MATHEW RATTY (OR HIS NOMINEE)

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

“That pursuant to ASX Listing Rule 10.11 and for all other purposes, approval be given to issue 1,470,589 Shares to Mr Mathew Ratty (or his nominee) at an issue price of \$0.17 per Share, on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour on this Resolution by or on behalf of Mr Mathew Ratty or an associate of Mr Ratty (or their nominees). However, this does not apply to a vote cast in favour of this Resolution by:

- 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
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the direction given to the chair to vote on the Resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

RESOLUTION 3: APPROVAL OF ISSUE OF SHARES VIA PLACEMENT TO MR MARK MCCONNELL (OR HIS NOMINEE)

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

"That pursuant to ASX Listing Rule 10.11 and for all other purposes, approval be given to issue 1,470,589 Shares to Mr Mark McConnell (or his nominee) at an issue price of \$0.17 per Share, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour on this Resolution by or on behalf of Mr Mark McConnell or an associate of Mr McConnell (or their nominees). However, this does not apply to a vote cast in favour of this Resolution by:

- 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
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the direction given to the chair to vote on the Resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Dated: 15 January 2020

By order of the Board



**Susan Hunter
Company Secretary**

VOTING INSTRUCTIONS

Voting in person

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

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9473 2500.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE – 17,765,581 SHARES

1.1 General

On 18 December 2019, the Company issued 17,765,581 Shares at \$0.17 each in a placement to institutional and sophisticated investors to raise approximately \$3,020,149 (before costs) as announced to ASX on 12 December 2019.

The 17,765,581 Shares were issued pursuant to the Company's capacity under ASX Listing Rule 7.1.

Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the 17,765,581 Shares.

1.2 ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

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

By ratifying the issue of Shares the subject of Resolution 1, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval. If the ratification of the issue of 17,765,581 Shares the subject of Resolution 1 is not passed by shareholders, it will reduce the Company's capacity to issue equity securities without shareholder approval under Listing Rule 7.1 for the 12 months following the issue of the Shares.

1.3 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the issue of the 17,765,581 Shares:

- (a) 17,765,581 Shares were issued on 18 December 2019.
- (b) The issue price was \$0.17 per Share.
- (c) The Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (d) The Shares were issued to new and existing institutional and sophisticated investors. The subscribers were not related parties of the Company.

- (e) The funds raised from this placement will be used to expand the Company's North American sales team, which is a strategic priority for the Company, for increased marketing efforts, as well as for general working capital requirements.
- (f) The Directors recommend that Shareholders vote in favour of this Resolution.

2. RESOLUTIONS 2 AND 3 – APPROVAL OF ISSUE OF SHARES VIA PLACEMENT TO MR MATHEW RATTY (OR HIS NOMINEE) AND MR MARK MCCONNELL (OR HIS NOMINEE)

2.1 General

On 12 December 2019, the Company announced a placement to raise approximately \$3.5 million (before costs) at \$0.17 per Share to institutional and sophisticated investors including \$500,000 from certain Directors of the Company. The written undertaking by certain Directors to participate in the placement is subject to Shareholder approval pursuant to Resolutions 2 and 3.

Resolutions 2 and 3 seek Shareholder approval for the purposes of Listing Rule 10.11 to approve the issue of a total of 2,941,178 Shares to Directors Mr Mathew Ratty and Mr Mark McConnell (or their nominees) at \$0.17 per Share.

2.2 ASX Listing Rule 10.11

Listing Rule 10.11 provides that a company must not issue equity securities to a Related Party without the approval of shareholders. Pursuant to Listing Rule 7.2 exception 14, where approval under Listing Rule 10.11 is obtained, approval is not required under Listing Rule 7.1 and the issue of securities will not be included in the Company's 15% limit.

If Resolutions 2 and 3 are not passed by Shareholders, the Company will not be able to proceed with the issue of the 1,470,589 Shares to each of Mr Mathew Ratty and Mr Mark McConnell (or their nominees) at \$0.17 per Share and the funds raised of up to \$500,000 through issue of these shares will not be received by the Company.

2.3 Resolution 2 - Approval of Issue of Shares via Placement to Mr Mathew Ratty (or his nominee)

Resolution 2 seeks Shareholder approval for the purposes of Listing Rule 10.11 to approve the issue of 1,470,589 Shares to Mr Mathew Ratty (or his nominee) at \$0.17 per Share.

In accordance with Listing Rule 10.13 the following information is provided in relation to Resolution 2:

- (a) The related party is Mr Mathew Ratty who is a related party by virtue of being a Director.
- (b) The maximum number of Shares to be issued is 1,470,589 Shares.
- (c) The issue price will be \$0.17 per Share.
- (d) The Shares will rank equally in all respects with the existing Shares on issue.
- (e) The Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or

modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same day.

- (f) The funds raised from this issue will be used to expand the Company's North American sales team, which is a strategic priority for the Company, for increased marketing efforts, as well as for general working capital requirements.
- (g) An appropriate voting exclusion statement is included in the Notice of General Meeting.

The Directors (other than Mr Mathew Ratty who has an interest in the Resolution) recommend that the Shareholders vote in favour of this Resolution.

2.4 Resolution 3 - Approval of Issue of Shares via Placement to Mr Mark McConnell (or his nominee)

Resolution 3 seeks Shareholder approval for the purposes of Listing Rule 10.11 to approve the issue of 1,470,589 Shares to Mr Mark McConnell (or his nominee) at \$0.17 per Share.

In accordance with Listing Rule 10.13 the following information is provided in relation to Resolution 3:

- (a) The related party is Mark McConnell who is a related party by virtue of being a Director.
- (b) The maximum number of Shares to be issued is 1,470,589 Shares.
- (c) The issue price will be \$0.17 per Share.
- (d) The Shares will rank equally in all respects with the existing Shares on issue.
- (e) The Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same day.
- (f) The funds raised from this issue will be used to expand the Company's North American sales team, which is a strategic priority for the Company, for increased marketing efforts, as well as for general working capital requirements.
- (g) An appropriate voting exclusion statement is included in the Notice of General Meeting.

The Directors (other than Mr Mark McConnell who has an interest in the Resolution) recommend that the Shareholders vote in favour of this Resolution.

GLOSSARY

\$ means Australian dollars.

General Meeting or **Meeting** means the meeting convened by the Notice.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Chair means the chair of the Meeting.

Company means Adveritas Limited (ACN 156 377 141).

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

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

Shareholder means a registered holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.



AV1

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?

**Phone:**

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

**Online:**

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9.00am (WST) Sunday, 16 February 2020.**

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.

ATTENDING THE MEETING

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

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Online:

Lodge your vote online at 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: 999999****SRN/HIN: I9999999999****PIN: 99999**

For Intermediary Online subscribers (custodians) go to 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.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Adveritas 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 General Meeting of Adveritas Limited to be held at Technology Park Function Centre, 2 Brodie Hall Drive, Bentley, Western Australia on Tuesday, 18 February 2020 at 9.00am (WST) and at any adjournment or postponement of that meeting.

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
1 Ratification of prior Issue - 17,765,581 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval of Issue of Shares via Placement to Mr Mathew Ratty (or his Nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of Issue of Shares via Placement to Mr Mark McConnell (or his Nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / /

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Computershare +