

**ABN 24 605 352 510**  
**Notice of Extraordinary General Meeting**



Notice is given that the Extraordinary General Meeting (**EGM** or **the Meeting**) of Shareholders of Adherium Limited (**Adherium** or **the Company**) will be held as follows:

Date: **30 April 2021**

Time: **9:00am (AEST)**

Venue: **Zoom webcast** - register in advance to attend at  
[https://zoom.us/webinar/register/WN\\_Z7YL-taHSlmnXqUS4uOFLQ](https://zoom.us/webinar/register/WN_Z7YL-taHSlmnXqUS4uOFLQ)


**Voting in person:** Shareholders will be able to participate in the Meeting of the Company by attending via the Zoom webcast, to ask questions using the facility pursuant to the Zoom webcast and to vote either by lodging a valid proxy or voting on-line or by using the voting mechanism on the day pursuant to the Zoom webcast. To attend the live webcast you will first need to register ahead of the meeting at the following link: [https://zoom.us/webinar/register/WN\\_Z7YL-taHSlmnXqUS4uOFLQ](https://zoom.us/webinar/register/WN_Z7YL-taHSlmnXqUS4uOFLQ). Following registration, you will receive a confirmation email containing Zoom Facility attendance details, at which you will be able to view the meeting and submit questions. Please ensure you register in advance of the meeting to be able to receive the confirmation email prior to commencement of the meeting.

**All Resolutions by Poll:** All votes will be taken on a poll via proxy or online voting.

**Voting using the Online Platform during the Meeting:** Due to the virtual nature of the event, Computershare will facilitate voting during the meeting from your smartphone, tablet or computer. If you wish to cast your vote during the meeting, please ensure you have the latest versions of Chrome, Safari, Edge or Firefox, and follow the steps below to register your interest as soon as possible:

Step 1: Visit <https://web.lumiagm.com/362633296> on your computer or mobile device

Step 2: Enter username (SRN or HIN) and Password (Postcode or Country Code)

Step 3: When the poll is open, the vote icon  will be accessible by selecting the voting icon at the top of your screen.

Step 4: Select your voting option (For/Against/Abstain) for each resolution. A message will appear at the top of the screen indicating the number of resolutions that you have voted on.

Voting will close at the close of the Meeting. At the close of the Meeting, any votes you have placed will automatically be submitted to the Registry. For further instructions on how to participate online please view the online meeting user guide at <http://www.computershare.com.au/onlinevotingguide>.

**Voting by Proxy** - to vote by proxy, please complete and sign the Proxy Form enclosed and either:

- send the Proxy Form by post to Computershare, GPO Box 242, Melbourne, Victoria 3001; or
- send the Proxy Form by facsimile to Computershare on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).  
OR
- for online voting, visit [www.investorvote.com.au](http://www.investorvote.com.au) and enter the 6 digit control number 135089 and your Adherium SRN or HIN;
- for Intermediary Online voting by Custodians, please submit your votes electronically via [www.intermediaryonline.com](http://www.intermediaryonline.com);

so that it is received not later than 9:00am on Wednesday, 28 April 2021.

**Questions** – Shareholders are encouraged to submit questions ahead of the Meeting so that they are received by email to [CompanySec@adherium.com](mailto:CompanySec@adherium.com) no later than 5:00pm AEST Wednesday, 28 April 2021.

***This Notice of Extraordinary General Meeting and Explanatory Memorandum should be read in its entirety. If you are in doubt as to how to vote on any of the Resolutions, you should seek advice from your accountant, solicitor or other professional adviser without delay.***

***The formal resolutions proposed to be considered at the Meeting follow.***

## Resolutions

### 1. Resolution 1 - Ratification of prior issue of 169,899,002 Shares

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

*“That, in accordance with ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve for the purposes of ASX Listing Rule 7.1 and Listing Rule 7.1A the previous issue to sophisticated and professional investors of an aggregate of 169,899,002 Shares in the Company at \$0.015 per Share as further detailed in the attached Explanatory Memorandum.”*

#### **Voting Exclusion Statement**

ASX Listing Rules - The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) any associates of those persons.

However, the Company need not disregard a vote cast on Resolution 1 if it is cast by or on behalf of:

- (c) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- (d) the chair 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 chair to vote on the resolution as the chair 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 shareholder to vote in that way.

The Chairman will vote all undirected proxies in favour of this Resolution 1.

### 2. Resolution 2 - Approval to issue 1,030,100,998 Shares

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

*“That subject to the approval of Resolution 3, shareholders approve for the purposes of ASX Listing Rule 7.1 and for all other purposes the issue of 1,030,100,998 Shares in the Company at \$0.015 per Share on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”*

#### **Voting Exclusion Statement**

ASX Listing Rules - The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:

- (a) a 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 ordinary securities in the entity).
- (b) any associates of those persons.

However, the Company need not disregard a vote cast on Resolution 2 if it is cast by or on behalf of:

- (c) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- (d) the chair 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 chair to vote on the resolution as the chair 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 shareholder to vote in that way.

The Chairman will vote all undirected proxies in favour of this Resolution 2.

### 3. Resolution 3 - Approve the changes to the Viburnum Secured Convertible Note terms and conditions

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

*“That subject to the approval of Resolution 2, shareholders approve for the purposes of ASX Listing Rule 7.1 and for all other purposes the amendments to the Viburnum Secured Convertible Notes as set out in the Explanatory Memorandum accompanying this Notice which provide for:*

- *the issue of 238,989,991 Shares to Viburnum on the conversion of the \$3 million Viburnum Secured Convertible Notes plus interest (at an issue price of \$0.015 per Share); and*
- *the grant of up to 181,239,418 options on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”*

#### **Voting Exclusion Statement**

ASX Listing Rules - The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) any associates of those persons.

However, the Company need not disregard a vote cast on Resolution 3 if it is cast by or on behalf of:

- (c) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- (d) the chair 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 chair to vote on the resolution as the chair 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 shareholder to vote in that way.

The Chairman will vote all undirected proxies in favour of this Resolution 3.

### 4. Resolution 4 - Issue of Shares to James Ward-Lilley in Lieu of Payment of Director fees

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

*“That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue of a number of Shares to James Ward-Lilley (or his nominee) at the calendar monthly VWAP price (per relevant month) in lieu of the monthly director's fees otherwise payable to James Ward-Lilley for the corresponding month, such monthly entitlements to continue each month for the period 1 October 2020 until 31 March 2021, and otherwise on the terms and conditions set out in the Explanatory Memorandum.”*

**Corporations Act - Voting Prohibition Statement:** a vote must not be cast in favour on this Resolution 4 by, or on behalf of, a member of the Key Management Personnel (i) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member (collectively, a **KMP**) and (ii) where voting by that KMP is pursuant to a proxy, except that a KMP may cast a vote on this Resolution 4 as a proxy if either:

- (a) the KMP is acting as proxy and the proxy form specifies how the proxy is to vote; or
- (b) the KMP is the Chair of the meeting and the appointment as proxy (i) does not specify the way the proxy is to vote on the Resolution, and (ii) which expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

#### **ASX Listing Rules - Voting Exclusion Statement**

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of any person who is to receive securities in the Company pursuant to this Resolution 4, or an associate of that person. However, the Company need not disregard a vote on Resolution 4 if:

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

The Chairman will vote all undirected proxies in favour of this resolution.

## 5. Resolution 5 - Issue of Shares to Bruce McHarrie in Lieu of Payment of Director fees

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

*“That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue of a number of Shares to Bruce McHarrie (or his nominee) at the calendar monthly VWAP price (per relevant month) in lieu of the monthly director's fees otherwise payable to Bruce McHarrie for the corresponding month, such monthly entitlements to continue each month for the period 1 October 2020 until 31 March 2021, and otherwise on the terms and conditions set out in the Explanatory Memorandum.”*

**Corporations Act - Voting Prohibition Statement:** a vote must not be cast in favour on this Resolution 5 by, or on behalf of, a member of the Key Management Personnel (i) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member (collectively, a **KMP**) and (ii) where voting by that KMP is pursuant to a proxy, except that a KMP may cast a vote on this Resolution 5 as a proxy if either:

- (a) the KMP is acting as proxy and the proxy form specifies how the proxy is to vote; or
- (b) the KMP is the Chair of the meeting and the appointment as proxy (i) does not specify the way the proxy is to vote on the Resolution, and (ii) which expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

### ASX Listing Rules - Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of any person who is to receive securities in the Company pursuant to this Resolution 5, or an associate of that person. However, the Company need not disregard a vote on Resolution 5 if:

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

The Chairman will vote all undirected proxies in favour of this resolution.

## 6. Resolution 6 - Issue of Shares to William Hunter in Lieu of Payment of Director fees

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

*“That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue of a number of Shares to William Hunter (or his nominee) at the calendar monthly VWAP price (per relevant month) in lieu of the monthly director's fees otherwise payable to William Hunter for the corresponding month, such monthly entitlements to continue each month for the period 1 October 2020 until 31 March 2021, and otherwise on the terms and conditions set out in the Explanatory Memorandum.”*

**Corporations Act - Voting Prohibition Statement:** a vote must not be cast in favour on this Resolution 6 by, or on behalf of, a member of the Key Management Personnel (i) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member (collectively, a **KMP**) and (ii) where voting by that KMP is pursuant to a proxy, except that a KMP may cast a vote on this Resolution 6 as a proxy if either:

- (a) the KMP is acting as proxy and the proxy form specifies how the proxy is to vote; or
- (b) the KMP is the Chair of the meeting and the appointment as proxy (i) does not specify the way the proxy is to vote on the Resolution, and (ii) which expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

### ASX Listing Rules - Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of any person who is to receive securities in the Company pursuant to this Resolution 6, or an associate of that person. However, the Company need not disregard a vote on Resolution 6 if:

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

The Chairman will vote all undirected proxies in favour of this resolution.

## 7. Resolution 7 - Issue of Shares to Jeremy Curnock Cook in Lieu of Payment of Director fees

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

*“That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue of a number of Shares to Jeremy Curnock Cook (or his nominee) at the calendar monthly VWAP price (per relevant month) in lieu of the monthly director's fees otherwise payable to Jeremy Curnock Cook for the corresponding month, such monthly entitlements to continue each month for the period 1 October 2020 until 31 March 2021, and otherwise on the terms and conditions set out in the Explanatory Memorandum.”*

**Corporations Act - Voting Prohibition Statement:** a vote must not be cast in favour on this Resolution 7 by, or on behalf of, a member of the Key Management Personnel (i) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member (collectively, a **KMP**) and (ii) where voting by that KMP is pursuant to a proxy, except that a KMP may cast a vote on this Resolution 7 as a proxy if either:

- (a) the KMP is acting as proxy and the proxy form specifies how the proxy is to vote; or
- (b) the KMP is the Chair of the meeting and the appointment as proxy (i) does not specify the way the proxy is to vote on the Resolution, and (ii) which expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

### ASX Listing Rules - Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of any person who is to receive securities in the Company pursuant to this Resolution 7, or an associate of that person. However, the Company need not disregard a vote on Resolution 7 if:

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

The Chairman will vote all undirected proxies in favour of this resolution.

## 8. Resolution 8 - Issue of Shares to Matthew McNamara in Lieu of Payment of Director fees

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

*“That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue of a number of Shares to Matthew McNamara (or his nominee) at the calendar monthly VWAP price (per relevant month) in lieu of the monthly director's fees otherwise payable to Matthew McNamara for the corresponding month, such monthly entitlements to continue each month for the period 1 October 2020 until 31 March 2021, and otherwise on the terms and conditions set out in the Explanatory Memorandum.”*

**Corporations Act - Voting Prohibition Statement:** a vote must not be cast in favour on this Resolution 8 by, or on behalf of, a member of the Key Management Personnel (i) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member (collectively, a **KMP**) and (ii) where voting by that KMP is pursuant to a proxy, except that a KMP may cast a vote on this Resolution 8 as a proxy if either:

- (a) the KMP is acting as proxy and the proxy form specifies how the proxy is to vote; or
- (b) the KMP is the Chair of the meeting and the appointment as proxy (i) does not specify the way the proxy is to vote on the Resolution, and (ii) which expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

### ASX Listing Rules - Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of any person who is to receive securities in the Company pursuant to this Resolution 8, or an associate of that person. However, the Company need not disregard a vote on Resolution 8 if:

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

The Chairman will vote all undirected proxies in favour of this resolution.

## 9. Resolution 9 - Issue of Shares to Bryan Mogridge in Lieu of Payment of Director fees

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

*“That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue of a number of Shares to Bryan Mogridge (or his nominee) at the calendar monthly VWAP price (per relevant month) in lieu of the monthly director's fees otherwise payable to Bryan Mogridge for the corresponding month, such monthly entitlements to continue each month for the period 1 October 2020 until 31 January 2021, and otherwise on the terms and conditions set out in the Explanatory Memorandum.”*

**Corporations Act - Voting Prohibition Statement:** a vote must not be cast in favour on this Resolution 9 by, or on behalf of, a member of the Key Management Personnel (i) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member (collectively, a **KMP**) and (ii) where voting by that KMP is pursuant to a proxy, except that a KMP may cast a vote on this Resolution 9 as a proxy if either:

- (a) the KMP is acting as proxy and the proxy form specifies how the proxy is to vote; or
- (b) the KMP is the Chair of the meeting and the appointment as proxy (i) does not specify the way the proxy is to vote on the Resolution, and (ii) which expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

### **ASX Listing Rules - Voting Exclusion Statement**

The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of any person who is to receive securities in the Company pursuant to this Resolution 9, or an associate of that person. However, the Company need not disregard a vote on Resolution 9 if:

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

The Chairman will vote all undirected proxies in favour of this resolution.

### **Other business**

To consider any other business that may lawfully be brought forward in accordance with the Constitution of the Company or the law.

### **Other information**

An Explanatory Memorandum accompanies and forms part of this Notice of Extraordinary General Meeting.

All Shareholders should read the Explanatory Memorandum carefully and in its entirety. Shareholders who are in doubt regarding any part of the business of the Meeting should consult their financial or legal adviser for assistance.

### **Voting by proxy**

Any Shareholder entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of that Shareholder.

The proxy does not need to be a Shareholder of the Company.

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 no proportion or number is specified, each proxy may exercise half of the Shareholder's votes.

With respect to Resolutions 4-9, if a Shareholder appoints the Chairman of the Meeting as proxy and does not direct the Chairman how to vote on either of those Resolutions, the Shareholder authorises the Chairman to vote in accordance with his voting intention as stated in this Notice of Meeting, namely in favour of each of those Resolutions, even if he is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Proxies must be:

- (a) lodged at the Company's share registry, Computershare Investor Services Pty Limited; or
- (b) faxed to the fax number specified below.

**not later than 9:00am (AEST) on Wednesday, 28 April 2021.**

Address (hand deliveries): Computershare Investor Services Pty Limited  
Yarra Falls, 452 Johnson Street,  
Abbotsford, Victoria, 3067

Address (postal deliveries): C/- Computershare Investor Services Pty Limited, GPO Box 242, Melbourne  
VIC 3001, Australia

Fax number for lodgement: (within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

The Proxy Form has been enclosed. Please read all instructions carefully before completing the Proxy Form.

### **Bodies Corporate**

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of the Company's Shareholders. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a Resolution. The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

### **Online Voting**

You can lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au)

### **Custodian Voting**

Custodians who are subscribers of Intermediary Online, please submit your votes electronically via [www.intermediaryonline.com](http://www.intermediaryonline.com)

### **Entitlement to vote**


In accordance with Section 1074E(2)(g)(i) of the Corporations Act and Regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the meeting all shares will be taken to be held by the persons who held them as registered Shareholders at 7:00pm (AEST) on Wednesday 28 April 2021. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

### **Voting using the Online Platform during the Meeting**

Due to the virtual nature of the event, Computershare will facilitate voting during the meeting from your smartphone, tablet or computer. If you wish to cast your vote during the meeting, follow the steps below to register your interest as soon as possible:

Step 1: Visit <https://web.lumiagm.com/362633296> on your desktop or mobile device

Step 2: Enter username (SRN or HIN) and Password (Postcode or Country Code)

Step 3: When the poll is open, the vote icon  will be accessible by selecting the voting icon at the top of your screen.

Step 4: Select your voting option (For/Against/Abstain) for each resolution. A message will appear at the top of the screen indicating the number of resolutions that you have voted on.

Voting will close at the close of the Meeting. At the close of the Meeting, any votes you have placed will automatically be submitted to the Registry.

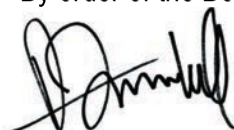
### **All Enquiries**

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

### **Voting Intentions**

Subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of all Resolutions on the agenda. In respect of undirected proxies, subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of all Resolutions on the agenda.

By order of the Board



**Rob Turnbull**  
**Joint Company Secretary**  
**31 March 2021**

This Explanatory Memorandum sets out further information regarding the proposed Resolutions to be considered by Shareholders of Adherium Limited (**Adherium** or **the Company**) at the Extraordinary General Meeting to be held commencing at 9:00am (AEST) on Friday, 30 April 2021.

The Directors recommend that Shareholders read this Explanatory Memorandum before determining whether or not to support the Resolutions.

## **1. Resolution 1 – Ratification of prior issue of 169,899,002 Shares**

### **1.1 Background**

As announced on 18 March 2021, the Company received commitments from sophisticated and professional investors for a placement of 169,899,002 Shares (**Tranche 1 Placement Shares**) at \$0.015 each to raise approximately \$2,500,000, which funding was received on 24 March 2021 (**Tranche 1 Placement**). The Company issued the Tranche 1 Placement under its available capacity under Listing Rules 7.1 and 7.1A as follows:

- (a) Listing Rule 7.1 – 101,939,401 Shares, and
- (b) Listing Rule 7.1A – 67,959,601 Shares

### **1.2 ASX Regulatory Requirements**

Under Listing Rule 7.1, a company may issue up to 15% of its ordinary share capital in any 12-month rolling period without shareholder approval. Under Listing Rule 7.1A, a company may issue up to a further 10% of its ordinary share capital in any 12-month rolling period without shareholder approval for that particular issue, provided that the Company has secured shareholder approval for this additional 10% at its most recent annual general meeting. The Company secured shareholder approval for this additional 10% capacity at its 2020 Annual General Meeting.

Listing Rule 7.4 permits a company to obtain ratification from its shareholders in relation to a prior share issue (that was made that without being in breach of Listing Rule 7.1 or Listing Rule 7.1A), and thereby refresh its ability in the future to issue further shares (equivalent in number to the share issue being ratified by this resolution) without obtaining prior shareholder approval. An approval under Listing Rule 7.4 of an issue made under Listing Rule 7.1A will also be excluded from variable E in rule 7.1A.2.

The issue of the Tranche 1 Placement Shares was within the 15% and 10% limitations imposed by ASX Listing Rules 7.1 and 7.1A respectively, however the Company is now seeking shareholder ratification and approval for the issue of these Tranche 1 Placement Shares.

### **1.3 ASX Listing Rule 7.5**

ASX Listing Rule 7.5 requires that the meeting documents concerning a proposed resolution to ratify an issue of securities in accordance with ASX Listing Rule 7.4 must include the following information:

- (a) The names of the allottee:

*The Shares were allotted to wholesale or sophisticated investors introduced to the Company by MST Financial Pty Ltd, and the following existing shareholders by direct subscription with the Company:*

- *Trudell Medical Limited*
- *K One W One Limited*
- *Cleary Wealth Management Limited.*

*None of the allottees are a related party of the Company.*

- (b) The number of securities the entity issued:

*A total of 169,899,002 Shares in the capital of the Company, of which - 101,939,401 were issued under its Listing Rule 7.1 capacity; and*



67,959,601 were issued under its Listing Rule 7.1A capacity.

- (c) The date the securities were issued:  
*24 March 2021.*
- (d) The issue price of the securities:  
*\$0.015 per Share, resulting in the receipt by the Company of total subscription funds of \$2,548,485.*
- (e) The intended use of the funds raised:  
*For general working capital.*
- (f) If the securities were issued under an agreement, a summary of the material terms of the agreement  
*Not applicable.*

#### **1.4 Consequences if Resolution 1 is not approved (re ASX Listing Rule 14.1A)**

Where Resolution 1 is not passed (that is not approved by the requisite majority of shareholders), the issue of the shares which are the subject of Resolution 1 will still be valid - however until 18 March 2022 those shares will reduce the Company's capacity which would otherwise be available if shareholders had passed Resolution 1.

## **2. Resolution 2 – Approval to issue 1,030,100,998 Shares**

### **2.1 Background**

In addition to the allotment of Shares the subject of Resolution 1 above, the Company has also entered into binding subscription agreements, subject to shareholder approval, for the proposed issue of up to 1,030,100,998 additional new Shares in the Company at \$0.015 per Share ("**Conditional Allotment**").

The Shares the subject of the Conditional Allotment under Resolution 2 exceed the Company's remaining 25% capacity (under ASX Listing Rules 7.1 and 7.1A) after the allocation of the new Shares which are the subject of Resolution 1 above.

Accordingly the Company is now seeking Shareholder approval for the purposes of Listing Rule 7.1, for the issue of the new Shares the subject of Resolution 2 to the sophisticated and professional investors who have agreed to subscribe for the Conditional Allotment.

Shareholders should also note that the capital raising the subject of Resolution 2 is also conditional on the conversion of the Viburnum Secured Convertible Note (which is the subject of Resolution 3 as outlined below).

### **2.2 Regulatory requirements for subscription**

ASX Listing Rule 7.1 sets out the regulatory requirements that must be satisfied in relation to the issue of securities under Resolution 2. ASX Listing Rule 7.1 prohibits the Company issuing shares in excess of 15% of the existing share capital in a 12 consecutive month period without prior shareholder approval.

The Company seeks Shareholder approval to issue up to 1,030,100,998 additional new Shares in the Company credited as fully paid at the issue price of \$0.015 per Share.

ASX Listing Rule 7.3 requires that a notice of meeting pursuant to which Shareholders are requested to consider approving an issue of shares pursuant to ASX Listing Rule 7.1 must include certain specified information in relation to the securities to be issued, as follows.

- (i) The names of the persons to whom the Company will issue the securities (or the basis on which the persons were identified or selected):

*Wholesale and sophisticated investors (as defined in sections 708(8) and 708(11) of the Corporations Act introduced by MST Financial Pty Ltd, and the following shareholders and new investors by direct subscription with the Company:*

- *Phillip Asset Management Limited as trustee of the BioScience Managers Translation Fund 1*
- *Trudell Medical Limited*
- *K One W One Limited*
- *Cleary Wealth Management Limited*
- *Planet Innovation Pty Ltd.*

(ii) Number and class of securities to be issued:

*Up to 1,030,100,998 ordinary shares (credited as fully paid).*

(iii) If the securities are not fully paid ordinary securities, a summary of the material terms of the securities:

*The Shares to be issued if Resolution 2 is passed will be fully paid ordinary shares in the Company ranking equally with all existing ordinary shares.*

(iv) Date which the securities are to be issued:

*Within 3 months after the date of Shareholder approval.*

(v) The issue price or other consideration the Company will receive for the issue of the securities:

*\$0.015 per Share.*

(vi) The purpose of the issue, including the intended use of the funds raised by the issue:

*For general working capital.*

(vii) The summary of the material terms of the Subscription Agreement:

*Please see the summary referred to in section 2.1 above.*

(viii) If the securities are being issued under or to fund a reverse takeover, information about the reverse takeover:

*The Shares subject of Resolution 2 are not being issued under or to fund a reverse takeover.*

## **2.3 Consequences if Resolution 2 is not approved (re ASX Listing Rule 14.1A)**

Where Resolution 2 is not passed (that is not approved by the requisite majority of shareholders), the Company will not be able to proceed with the issue of the new shares which are the subject of Resolution 2 (and which constitute the "Conditional Allotment" as referred to above). Shareholders should also note that Resolution 3 is conditional on the passing of Resolution 2. Therefore if Resolution 2 is not passed, Resolution 3 will also not have been passed.

## **2.4 Recommendation**

The Company's Board believes that an issue of shares to the wholesale and sophisticated investors noted in section 2.2 above on the terms described in this Explanatory Memorandum is of significant benefit to the Company to provide working capital for the Company's immediate requirements.

The Directors unanimously recommend that Shareholders vote in favour of this Resolution 2.

### 3. Resolution 3 – Approve the changes to the Viburnum Secured Convertible Note terms and conditions

#### 3.1 Background

As announced to the ASX market on 26 October 2020 the Company entered into a secured convertible note agreement with Viburnum Funds (**Viburnum**) under which Viburnum advanced to the Company \$3 million (**Viburnum Secured Convertible Notes**).

On 18 March 2021, subject to the Company shareholders' approval, the Company and Viburnum have agreed to amend the Viburnum Secured Convertible Notes to provide -

- to automatically convert \$3.58 million of Secured Convertible Notes (being principal of \$3 million plus interest) at the same issue price (being \$0.015 per Share) and the same time as under the capital raise which is the subject to Resolutions 1 and 2 above, by the issue of 238,989,991 fully paid Shares; and
- in consideration of the variation of the Secured Convertible Notes to provide for the automatic conversion mechanism referred to above; at closing of the capital raising to issue to Viburnum (in addition to the 238,989,991 Shares issued on conversion of the Viburnum Secured Convertible Notes) -
  - (a) 25,000,000 options with an exercise price of \$0.02 and an expiry date being the second anniversary of the grant date;
  - (b) 25,000,000 options with an exercise price of \$0.03 and an expiry date being the second anniversary of the grant date;
  - (c) 25,000,000 options with an exercise price of \$0.04 and an expiry date being the second anniversary of the grant date; and
  - (d) that number of options equal to the \$3 million plus accrued interest up to the date of the automatic conversion referred to above divided by \$0.03 (subject to a maximum of 106,239,418 options) with an exercise price of \$0.03 and an expiry date of 25 October 2022,

and otherwise on terms and conditions consistent with the ASX listing rules.

While the issue of the Viburnum Secured Convertible Note was originally ratified by Adherium shareholders at the general meeting on 30 November 2020, the amendment now provides for a change in the conversion terms (and as a result the number of Adherium shares which could be issued on conversion, together with the new options also to be granted, has increased) and for that reason, the amendment is subject to prior Adherium shareholder approval at this meeting.

Shareholders should also note that the capital raising which is the subject of Resolution 2 is conditional on Adherium shareholders also approving Resolution 3 (to provide for the conversion of the Viburnum Secured Convertible Notes) - primarily because the subscribers under Resolution 2 wanted the comfort that the Viburnum Secured Convertible Notes would be converted at the same time and at the same price as the capital raising the subject of Resolution 2.

#### 3.2 Regulatory requirements for subscription

ASX Listing Rule 7.1 sets out the regulatory requirements that must be satisfied in relation to the issue of securities under Resolution 3. ASX Listing Rule 7.1 prohibits the Company issuing shares in excess of 15% of the existing share capital in a 12 consecutive month period without prior shareholder approval.

ASX Listing Rule 7.3 requires that a notice of meeting pursuant to which Shareholders are requested to consider approving an issue of shares pursuant to ASX Listing Rule 7.1 must include certain specified information in relation to the securities to be issued, as follows.

- (i) The names of the persons to whom the Company will issue the securities (or the basis on which the persons were identified or selected):

*Viburnum Funds Pty Ltd*

- (ii) Number and class of securities to be issued:

*It is proposed that subject to Adherium shareholder approval that on closing the capital raising the subject of Resolution 2. Adherium in converting the \$3.58 million of Viburnum Secured Convertible Notes would issue to Viburnum (or its nominee) -*

- *238,989,991 ordinary Shares (credited as fully paid) in Adherium;*
- *25,000,000 options with an exercise price of \$0.02 and an expiry date being the second anniversary of the grant date;*
- *25,000,000 options with an exercise price of \$0.03 and an expiry date being the second anniversary of the grant date;*
- *25,000,000 options with an exercise price of \$0.04 and an expiry date being the second anniversary of the grant date; and*
- *that number of options equal to the \$3 million plus accrued interest up to the date of the automatic conversion divided by \$0.03 (subject to a maximum of 106,239,418 options) with an exercise price of \$0.03 and an expiry date of 25 October 2022,*

*and otherwise on terms and conditions consistent with the ASX listing rules.*

- (iii) If the securities are not fully paid ordinary securities, a summary of the material terms of the securities:

*The Shares will be fully paid ordinary shares in the Company and the options are on the terms outlined in paragraph (ii) above. The Options will not be quoted.*

- (iv) Date which the securities are to be issued:

*Within 3 months after the date of Shareholder approval.*

- (v) The issue price or other consideration the Company will receive for the issue of the securities:

*On issue, the Viburnum Secured Convertible Notes will be discharged (removing Adherium's liability to pay interest and repay the principal of \$3 million). The Options are granted for no additional consideration but if exercised Adherium would receive the exercise price under the relevant Option.*

- (vi) The purpose of the issue, including the intended use of the funds raised by the issue:

*The original \$3 million paid by Viburnum to Adherium in consideration of the issue of the Viburnum Secured Convertible Notes was used for working capital to assist in the Company's planned device and sensor development and commercialisation. On conversion of the Viburnum Secured Convertible Notes, no additional cash funds will be received by Adherium but the Company will have extinguished the debt due to Viburnum under the Viburnum Secured Convertible Notes.*

- (vii) The summary of the material terms of the Subscription Agreement:

*Please see the summary referred to in section 3.1 above.*

- (viii) If the securities are being issued under or to fund a reverse takeover, information about the reverse takeover:

*The Shares and Options the subject of Resolution 3 are not being issued under or to fund a reverse takeover.*

### 3.3 Consequences if Resolution 3 is not approved (re ASX Listing Rule 14.1A)

Where Resolution 3 is not passed (that is not approved by the requisite majority of shareholders), the Company will not be able to proceed with the proposed variation of the Viburnum Secured Convertible Notes and the Company will have a repayment obligation under the Viburnum Secured Convertible Notes Viburnum Secured Convertible Notes of 25 October 2022. Shareholders should also note that Resolution 2 is conditional on the passing of Resolution 3. Therefore if Resolution 3 is not passed, Resolution 2 will also not have been passed.

### 3.4 Recommendation

The Company's Board believes that conversion of the Viburnum Secured Convertible Notes and the issue of the new Adherium Shares and Adherium Options on the terms described above in this Explanatory Memorandum is of significant benefit to the Company. As noted the capital raising the subject of Resolution 2 is also conditional on shareholders approving Resolution 3.

The Directors unanimously recommend that Shareholders vote in favour of this Resolution 3.

## 4. Resolutions 4 to 9 – Approval of proposed Share issues to Directors in lieu of cash payment of Director's Fees.

### 4.1 Background

As part of a general costs saving initiative and to align with shareholder interests the Board members agreed to have their Directors Fees from 1 October 2020 paid in Shares instead of cash, where the number of Shares to be issued is calculated by reference to the monthly VWAP of Shares as traded on the ASX (**Monthly VWAP**) corresponding to the calendar month for which the fees have accrued. The Monthly VWAP for a particular month is the issue price of the Shares to be issued to the Directors.

This agreement by the Directors and the Company was stated to be subject to Shareholder approval, hence resolutions 4 to 9 being put to Shareholders. No Shares (in lieu of Director's fees) have been issued yet.

Upon Shareholder approval, the aggregate notional Share allocations for the months of October 2020 through to March 2021 will be issued.

The Monthly VWAP for each calendar month from October 2020 through to March 2021 are as follows:

Table 4.1

Calendar Month	Issue Price (Monthly VWAP)
October 2020	\$0.02461
November 2020	\$0.02741
December 2020	\$0.02666
January 2021	\$0.02491
February 2021	\$0.02055
March 2021*	\$0.01765

\* ASX Listing Rules require the maximum number of Shares to be issued to be specified. Accordingly, shareholder approval is sought on the basis of using the VWAP to 29 March 2021 for determining the applicable number of Shares issued for March 2021.

Based on the above Monthly VWAP figures, below is a table showing, for the months October 2020 through to March 2021 (inclusive) the Directors, which upon Shareholder Approval, have agreed for their director's fees to be taken as Shares instead of in cash payments (**Directors Fees Shares**) and the total number of Shares that have accrued for that period for each Director:

Table 4.2:

<b>Resolution</b>	<b>Director</b>	<b>Monthly Director's Fees, to be taken as Shares</b>	<b>Aggregate Directors Fees Shares deferred (not yet issued) for the period October 2020 to March 2021</b>
4	James Ward-Lilley	\$8,333.33	2,167,412
5	Bruce McHarrie	\$4,166.67	1,083,705
6	William Hunter	\$4,166.67	1,083,705
7	Jeremy Curnock Cook	\$4,166.67	1,083,705
8	Matthew McNamara	\$4,166.67	1,083,705
9	Bryan Mogridge	\$4,166.67	644,877

For Bryan Mogridge, accrued Director fees are to his retirement as a director on 29 January 2021.

## 4.2 Regulatory Requirements

ASX Listing Rule 10.11 provides that a listed company must not, without the approval of ordinary shareholders, issue equity securities to a related party. A "related party" (as defined in the ASX Listing Rules) includes the directors of the listed company. If shareholder approval is received pursuant to this resolution, approval is not required under Listing Rule 7.1.

The Company has not sought shareholder approval under Chapter 2E of the Corporations Act for a 'related party' transaction as the Board believes that the proposed issues to Directors, being at a monthly VWAP price, is on reasonable commercial terms.

### Reason for issue

The deferral of director fees, and for the deferral to be satisfied through the issue of Shares, was implemented as part of a general costs saving and to align with shareholder interests.

### Board recommendations

- The Board (except for James Ward-Lilley) unanimously recommends that shareholders vote in favour of Resolution 4.
- The Board (except for Bruce McHarrie) unanimously recommends that shareholders vote in favour of Resolution 5.
- The Board (except for William Hunter) unanimously recommends that shareholders vote in favour of Resolution 6.
- The Board (except for Jeremy Curnock Cook) unanimously recommends that shareholders vote in favour of Resolution 7.
- The Board (except for Matthew McNamara) unanimously recommends that shareholders vote in favour of Resolution 8.

- The Board unanimously recommends that shareholders vote in favour of Resolution 9.

### 4.3 ASX Listing Rules

ASX Listing Rule 10.11 provides that a listed company must not, without the approval of ordinary shareholders, issue equity securities to a related party. A "related party" (as defined in the ASX Listing Rules) includes the directors of the listed company.

ASX Listing Rule 10.13 requires that the notice in relation to a proposed resolution to approve an issue of securities to a related party, include the following information:

- (a) The names of the person to whom the securities will be issued  
*As listed in Table 4.2 above.*
- (b) The maximum number of securities to be issued to the respective Directors  
*The Director Fees Shares issued for the period October 2020 through to March 2021 will total 7,147,109, as listed in Table 4.2 above. The number of Shares to be issued is calculated by dividing the amount of Directors Fees for a particular month (as shown in Table 4.2) by the monthly volume weighted average price of Shares as traded on the ASX corresponding to that calendar month. For the month of March 2021, the number of Directors Fees Shares to be issued has been determined based on the monthly volume weighted average price of Shares as traded on the ASX for the period 1 March 2021 to 29 March 2021.*
- (c) The date by which the entity will issue the securities:  
*No later than 1 month after the date of this Extraordinary General Meeting.*
- (d) The issue price of the securities and a statement of the terms of the issue:  
*For the months October 2020 through to March 2021, the issue prices are as listed in Table 4.1 above.*
- (e) The intended use of the funds raised  
*There will be no funds raised from the issue of the Shares, but there will be a saving on the Company's cash resources in the amount of \$8,333 per month with respect to the Chairman and \$4,167 per month for each other non-executive Director for every month for which the Directors Fees Shares are issued.*

The Chairman of the meeting intends to vote undirected proxies in favour of Resolutions 4-9.

### 4.4 Consequences if Resolutions 4 to 9 are not approved (re ASX Listing Rule 14.1A)

Where Resolutions 4 to 9 are not passed (that is not approved by the requisite majority of shareholders), the Company will not be able to issue shares to its directors in lieu of accrued director fees and those deferred director fees will be immediately payable in cash by the Company.

## 5. Further information

The Directors are not aware of any other information which is relevant to the consideration by members of the proposed resolutions set out in the notice of general meeting.

The Directors recommend members read these explanatory notes in full and, if desired, seek advice from their own independent financial or legal adviser as to the effect of the proposed resolutions before making any decision in relation to the proposed resolutions

**Glossary**

In this Explanatory Memorandum, and the Notice of Meeting:

**ASX** means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by the ASX.

**ASX Listing Rules** or **Listing Rules** means the Listing Rules of the ASX as amended from time to time.

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

**Company** means Adherium Limited.

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

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

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

**Explanatory Memorandum** means this explanatory memorandum which forms part of the Notice of Meeting.

**Extraordinary General Meeting / EGM** means the extraordinary general meeting of the Company to be held at 9:00am AEST on 30 April 2021 pursuant to the Notice of Meeting.

**Key Management Personnel** or **KMP** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board, namely 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) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group..

**Meeting** means the Extraordinary General Meeting of the Company the subject of this Notice of Meeting scheduled to occur on Friday, 30 April 2021.

**Monthly VWAP** means the volume weighted average of prices of Shares as traded on the ASX for each calendar month.

**Notice of Meeting** or **Notice** means this notice of the Extraordinary General Meeting.

**Proxy Form** means the proxy form accompanying this Notice of Meeting.

**Resolution** means the resolutions referred to in the Notice of Meeting.

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

**Share** means an ordinary share in the capital of the Company.






Adherium Limited  
ABN 24 605 352 510

ADR

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



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:00am (AEST) on Wednesday, 28 April 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](http://www.investorcentre.com) under the help tab, "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: 999999**  
**SRN/HIN: I999999999**  
**PIN: 99999**

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.

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

XX

I/We being a member/s of Adherium Limited hereby appoint

the Chairman of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of Adherium Limited to be held as a virtual meeting on Friday, 30 April 2021 at 9:00am (AEST) 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 4, 5, 6, 7, 8 and 9 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 4, 5, 6, 7, 8 and 9 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 4, 5, 6, 7, 8 and 9 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
Resolution 1	Ratification of prior issue of 169,899,002 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval to issue 1,030,100,998 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approve the changes to the Viburnum Secured Convertible Note terms and conditions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Issue of Shares to James Ward-Lilley in Lieu of Payment of Director fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Issue of Shares to Bruce McHarrie in Lieu of Payment of Director fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Issue of Shares to William Hunter in Lieu of Payment of Director fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Issue of Shares to Jeremy Curnock Cook in Lieu of Payment of Director fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Issue of Shares to Matthew McNamara in Lieu of Payment of Director fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Issue of Shares to Bryan Mogridge in Lieu of Payment of Director fees	<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

ADR

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Computershare

