

Simavita

ASX ANNOUNCEMENT

Simavita releases materials for 2018 Annual General Meeting

For Immediate Release:

14 November 2018

Sydney, Australia – Simavita Limited (“**Simavita**” or the “**Company**”) (ASX: SVA) is pleased to release the materials for its 2018 Annual General Meeting (the “**Meeting**”).

Copies of the Notice, Management Information Circular, proxy forms and voting instruction forms (collectively, the “**Meeting Materials**”) were mailed to all security holders today, 14 November, 2018. The Meeting Materials are also available on SEDAR and on the Company’s website at www.simavita.com.

As detailed in the attached Notice, the Meeting will be held at **11.00 am** (Australian Eastern Daylight Time) on **Tuesday, 11 December, 2018** at the following address:

**The offices of K&L Gates
Level 31,
1 O’Connell Street, Sydney.
Australia.**

This is an important meeting for Simavita and we encourage all securityholders to vote their proxy and voting instruction forms that they will receive shortly in the mail.

For further information, please visit the Company’s profile on SEDAR (www.sedar.com) or the Company’s website (www.simavita.com) or contact the persons listed below.

Ms Peta Jurd
Chief Commercial Officer

E: pjurd@simavita.com
T: +61 421 466 653
W: Investor Centre: [Click here](#)

About Simavita

Simavita (ASX: SVA) develops and markets advanced systems associated with smart, wearable and disposable sensors for the health care industry. Our first products focus on major unmet needs for the assessment and management of incontinence. The annual global economic burden is billions of dollars for incontinence diapers alone and is increasing rapidly.

Simavita operates in Australia, Europe and North America where there is a significant and growing demand for products that deliver real clinical and cost benefits to the health care industry.

With the support of our shareholders, customers and employees, Simavita is absolutely committed to the business at hand; creating a commercially successful and growing corporation. www.simavita.com

Forward-Looking Information

This document may contain “forward-looking information” within the meaning of Canadian securities laws (“forward-looking information”). This forward-looking information is given as of the date of this document.

Forward-looking information relates to future events or future performance and reflects Simavita management’s expectations or beliefs regarding future events. Assumptions upon which such forward-looking information is based include that Simavita will be able to successfully execute on its business plans. Many of these assumptions are based on factors and events that are not within the control of Simavita and there is no assurance they will prove to be correct.

In certain cases, forward-looking information can be identified by the use of words such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “potential”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or information that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “occur” or “be achieved” or the negative of these terms or comparable terminology. By its very nature forward-looking information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Simavita to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Such factors include, among others, risks related to actual results of current business activities; changes in business plans and strategy as plans continue to be refined; other risks of the medical devices and technology industry; delays in obtaining governmental approvals or financing or in the completion of development activities; as well as those factors detailed from time to time in Simavita’s interim and annual financial statements and management’s discussion and analysis of those statements. Although Simavita has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. Simavita provides no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information

Simavita

SIMAVITA LIMITED ARBN 165 831 309

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the annual general and special meeting of the shareholders of Simavita Limited (the “**Company**”) will be held at the offices of K&L Gates, Level 31, 1 O’Connell Street Sydney, Australia on Tuesday December 11, 2018, at 11am (Australian Eastern Daylight Time) for the purposes of:

- (a) Resolution # 1 receiving the audited financial statements of the Company for the year ended June 30, 2018, and the report of its auditors thereon;
- (b) Resolution #2 fixing the maximum number of directors of the Company at five (5);
- (c) Resolution #3 electing the directors for the ensuing year;
- (d) Resolution #4 re-appointing PricewaterhouseCoopers, Chartered Accountants, as auditors of the Company for the ensuing year;
- (e) Resolution #5 considering, and if thought fit, passing, a special resolution of disinterested shareholders, approving and authorizing, that for the purposes of ASX Listing Rule 7.1A and for all other purposes, the issue of equity securities by the Company of up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions as more particularly described in the accompanying management information circular;
- (f) Resolution #6 considering, and if thought fit, passing an ordinary resolution of disinterested shareholders, that for the purposes of ASX Listing Rule 7.4, and for all other purposes, ratifying the issue on 9 October 2018 of a total of 68,499,999 securities in the Company (“**Securities**”) at an issue price of \$0.03 per Security, and otherwise as more particularly described in the accompanying management information circular;
- (g) Resolution #7 considering, and if thought fit, passing, with or without variation, an ordinary resolution of disinterested shareholders, approving and authorizing, for the purposes of the ASX Listing Rule 7.1 and all other purposes, the operation of the conversion mechanism in the Convertible Note Deed between the Company and Kapok International, such that up to AUD\$1,000,000 unsecured Convertible Notes (a form of ‘equity security’ for the purposes of the ASX Listing Rules) can be issued to Kapok International on the terms particularly described in the accompanying management information circular;
- (h) transacting such further and other business as may properly come before the said meeting or any adjournment or postponement thereof.

Specific details of the above items of business are contained in the management information circular which accompanies this notice of meeting and, together with management's form of proxy, which also accompanies this notice of meeting, form a part hereof and must be read in conjunction with this notice of meeting. Shareholders of record at the close of business on November 9, 2018 are entitled to notice of, to attend and vote at the meeting either in person or by proxy.

Upon delisting from the TSX-V, the Company applied for and was granted recognition in Canada as a designated foreign issuer in accordance with National Instrument 71-102 – Continuous Disclosure and Other Exemptions Relating to Foreign Issuers. As such, though a Canadian-incorporated entity, the Company is subject to the foreign regulatory requirements of a foreign regulatory authority, being the regulatory requirements of the Australian Securities and Investments Commission and the ASX.

A form of proxy will not be valid for the meeting or any adjournment or postponement thereof unless it is completed by the shareholder or by his attorney authorized in writing and must be delivered to: Computershare Investor Services Pty. Limited, GPO Box 242, Melbourne, Victoria 3001 Australia (the number to fax CDI Voting Instruction Forms is +61 3 9473 2555) not later than forty-eight (48) hours prior to the time set for the meeting or any adjournment or postponement thereof.

Holders of CDIs are invited to attend the meeting. CDI holders must complete, sign and return the enclosed CDI Voting Instruction Form to Computershare Investor Services Pty. Limited, GPO Box 242, Melbourne, Victoria 3001 Australia (the number to fax CDI Voting Instruction Forms +61 3 9473 2555) so that each CDI holder may elect to direct CHES Depository Nominees Pty. Ltd. ("CDN") to vote the relevant underlying common shares on his or her behalf or instruct CDN to appoint such CDI holder or his or her nominee as proxy to vote the common shares underlying the CDIs in person at the meeting. Please note that CDI holders are not entitled to vote at the meeting, however can vote their holding by completing the CDI voting instruction form in advance of the meeting. In either case, the CDI Voting Instructions Form needs to be received at the address shown on the CDI Voting Instructions Form not later than forty-eight (48) hours prior to the time set for the meeting or any adjournment or postponement thereof.

DATED: November 12, 2018

By Order of the Board of Directors

(Signed) "Michael Spooner"

Michael Spooner
Chairman

Simavita

SIMAVITA LIMITED

INFORMATION CIRCULAR (as at November 12, 2018)

FOR THE ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON TUESDAY, DECEMBER 11, 2018

PROXY SOLICITATION

PURPOSE OF SOLICITATION

This management information circular (the “**Information Circular**”) is furnished in connection with the solicitation of proxies by the management of Simavita Limited (“**Simavita**” or the “**Company**”) for use at the annual general meeting of the shareholders of the Company to be held at the offices of K&L Gates, Level 31, 1 O’Connell Street, Sydney, Australia on Tuesday, December 11 2018, at 11:00 a.m. (Australian Eastern Daylight Time) or at any adjournment or postponement thereof for the purposes set out in the accompanying notice of meeting (the “**Meeting**”).

The cost of such solicitation will be borne by the Company and will be made primarily by mail. Directors and officers of the Company may without special compensation solicit proxies by telephone, facsimile or in person.

In this Information Circular, unless otherwise stated, references to “\$” or “AUD\$” are to amounts in Australian dollars.

The Chairman intends to vote all undirected proxies in favour of all items of business.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the enclosed form of proxy are directors and officers of the Company and are nominees of management. Shareholders have the right to appoint a nominee (who need not be a shareholder) to represent them at the Meeting other than the persons designated in the enclosed form of proxy, and may do so by inserting the name of the appointed representative in the blank space provided in the form of proxy.

A form of proxy will not be valid for the Meeting or any adjournment or postponement thereof unless it is completed by the shareholder or by his or her attorney authorized in writing and must be delivered to: Computershare Investor Services Pty. Limited, GPO Box 242, Melbourne, Victoria 3001 Australia (the number to fax CDI Voting Instruction Forms is +61 3 9473 2555), not later than forty-eight (48) hours prior to the time set for the Meeting or any adjournment or postponement thereof.

In addition to revocation in any other manner permitted by law, a shareholder who has given a proxy may revoke it as to any matter upon which a vote has not already been cast pursuant to the authority conferred by the proxy. A proxy may be revoked by either executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the shareholder or by his or her authorized attorney in writing, or, if the shareholder is a Company, under its corporate seal by an officer or attorney duly authorized, and by depositing the proxy bearing a later date with Farris, Vaughan, Wills & Murphy, LLP (Attn: Denise C. Nawata) located at 700 West Georgia Street, 25th Floor, Vancouver, British Columbia, V7Y 1B3, Canada, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of British Columbia, Canada) prior to the time set for the Meeting or any adjournment or postponement at which the proxy is to be used, or by depositing the revocation of proxy with the chairman of such meeting on the day of the meeting, or any adjournment or postponement of the Meeting.

VOTING SHARES

The Company is authorized to issue an unlimited number of common shares without par value. As of November 12, 2018 414,444,801 common shares without par value were issued and outstanding. Of the 414,444,801 common shares issued and outstanding on November 12, 2018, 414,444,801 common shares were held by CHESS Depository Nominees Pty. Ltd. (“CDN”), a wholly-owned subsidiary of the Australian Securities Exchange (the “ASX”), on behalf of holders of CHESS Depository Interests (“CDIs”). CDN has issued CDIs that represent beneficial interests in the common shares held by CDN. CDIs are traded on the electronic transfer and settlement operated by the ASX.

All references in this Information Circular to outstanding common shares include common shares held by CDN and all references to holders of common shares include CDI holders.

Each common share entitles the holder to one vote on all matters to come before the Meeting. No group of shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the common shares of the Company. There are no other classes of voting securities of the Company outstanding.

The quorum for the Meeting is two persons who are, or who represent by proxy, shareholders who, in the aggregate, hold at least 5% of the issued common shares entitled to be voted at the Meeting. If there is only one shareholder entitled to vote at a meeting of shareholders:

- (a) the quorum is one person who is, or who represents by proxy, that shareholder; and
- (b) that shareholder, present in person or by proxy, may constitute the meeting.

The Company has fixed November 9, 2018 as the record date for determination of the persons entitled to receive notice of and vote at the Meeting. Only a shareholder of record as of the record date is entitled to receive notice of and vote at the Meeting.

VOTING OF PROXIES

This section only applies to the holders of common shares of the Company that are not represented by CDIs. Holders of CDIs should refer to the section in this Information Circular headed “*CDI Holders May Give Direction to CDN*”.

The persons named in the enclosed form of proxy are directors and/or officers of the Company and have indicated their willingness to represent the shareholder who appoints them as proxy. Each shareholder may instruct his proxy how to vote his common shares by completing the enclosed form of proxy.

The person indicated in the enclosed form of proxy shall vote the common shares in respect of which they are appointed in accordance with the direction of the shareholder appointing them.

In the event of an absence of direction to vote the common shares in respect of which they are appointed, the management appointees named in the accompanying proxy will vote such common shares in favour of:

- I. **Resolution #1:** receiving the audited financial statements of the Company for the year ended June 30, 2018, and the report of its auditors thereon;
- II. **Resolution #2:** fixing the maximum number of directors of the Company at five (5);
- III. **Resolution #3:** electing the directors for the ensuing year;
- IV. **Resolution #4:** re-appointing PricewaterhouseCoopers, Chartered Accountants, as auditors of the Company for the ensuing year;
- V. **Resolution #5:** approving and authorizing, that for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Company have the additional capacity for issues of equity securities up to an aggregate 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2;
- VI. **Resolution #6:** for the purposes of ASX Listing Rule 7.4, and for all other purposes, ratifying the issue on 9 October 2018 of a total of 68,499,999 securities in the Company ("**Securities**") at an issue price of \$0.03 per Security;
- VII. **Resolution #7:** approving and authorizing, for the purposes of the ASX Listing Rule 7.1 and all other purposes, the operation of the conversion mechanism in the Convertible Note Deed between the Company and Kapok International, such that up to AUD\$1,000,000 unsecured Convertible Notes (a form of 'equity security' for the purposes of the ASX Listing Rules) can be issued to Kapok International on the terms particularly described in the accompanying management information circular; and
- VIII. transacting such further and other business as may properly come before the Meeting or any adjournment or postponement thereof.

THE ENCLOSED FORM OF PROXY CONFERS DISCRETIONARY AUTHORITY UPON THE PERSON INDICATED IN THE PROXY WITH RESPECT TO AMENDMENTS OR VARIATIONS TO MATTERS IDENTIFIED IN THE NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING OF SHAREHOLDERS (THE "NOTICE") AND WITH RESPECT TO OTHER MATTERS WHICH MAY PROPERLY COME BEFORE THE MEETING.

At the time of printing of the Information Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting other than the matters referred to in the Notice and the Information Circular. If any matters which are not now known to the directors and executive officers of the Company should properly come before the Meeting, the persons named in the accompanying form of proxy will vote on such matters in accordance with their best judgment.

CDI HOLDERS MAY GIVE DIRECTIONS TO CDN

The Company will permit CDI holders to attend the Meeting. Each CDI holder has the right to:

- (a) direct CDN how to vote in respect of their CDIs; or
- (b) instruct CDN to appoint the CDI holder or a person nominated by the holder as the holder's proxy for the purposes of attending and voting at the Meeting.

If you are a CDI holder and you wish to direct CDN how to vote in respect of your CDIs or appoint yourself or a nominee as your proxy, you should read, complete, date and sign the accompanying CDI voting instruction form and deposit it with Computershare Investor Services Pty. Limited, GPO Box 242, Melbourne, Victoria 3001 Australia (the number to fax CDI Voting Instruction Forms is +61 3 9473 2555) not later than 11:00am (Sydney time) on December 7, 2018, forty-eight (48) hours prior to the time set for the Meeting or any adjournment or postponement at which the proxy is to be used.

PRINCIPAL HOLDERS OF VOTING SECURITIES

To the knowledge of the directors and executive officers of the Company, as at the date of this proxy solicitation no person beneficially owns, or controls or directs, directly or indirectly, Common Shares carrying 10% or more of the voting rights attached to the issued and outstanding Common Shares of the Company other than the following:

Name of Shareholder	Number of Common Shares Beneficially Owned, or Controlled or Directed, Directly or	Percentage of Outstanding Common Shares
Dussman Pty. Ltd.	78,160,131 ⁽¹⁾	24.62%
Chevron Corporation Pty Ltd Parmelia Pty Ltd	52,178,317	12.59%
TIGA Trading Pty Ltd	48,212,657 ⁽¹⁾	11.63%

⁽¹⁾ The information as to the class and number of voting securities beneficially owned, or controlled or directed, directly or indirectly, not being within the knowledge of the Company has been based solely upon reports filed pursuant to the substantial shareholder disclosure rules of the ASX.

ANNUAL BUSINESS TO BE CONDUCTED AT THE MEETING

Resolution #1: Presentation of Financial Statements

The audited financial statements of the Company for the fiscal year ended June 30, 2018, together with the report of the auditors thereon, will be placed before the Meeting. A copy of the Company's financial statements may be obtained upon request from the Corporate Secretary at Level 2, 54 Miller Street, North Sydney, New South Wales 2060 Australia, telephone +61 2 8405 6300 or at www.simavita.com.

Resolution #2: Fixing the Number of Directors of the Company

At the Meeting, it is proposed that the maximum number of directors of the Company to be elected at the Meeting to hold office until the next annual meeting or until their successors are elected or appointed, subject to the constituent documents of the Company, be set at five (5). There are presently three (3) directors of the Company, each of whom will retire from office at the Meeting.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT THE SHAREHOLDERS VOTE IN FAVOUR OF SETTING THE MAXIMUM NUMBER OF DIRECTORS TO BE ELECTED AT THE MEETING AT FIVE (5).

Resolution #3: Election of Directors

The term of office of each of the present directors expires at the close of the Meeting. Each director elected will hold office until the close of the next annual general meeting of the Company or until his or her successor is duly elected or appointed, unless his or her office is earlier vacated in accordance with the Articles of the Company or with the provisions of the *Business Corporations Act* (British Columbia).

The following table, for each person proposed to be nominated by management for election as a director, states his or her name, his or her province or state, and country of residence, his or her principal occupation, business or employment, the period or periods during which he or she served as a director of the Company, and the number of common shares of the Company beneficially owned, or controlled or directed, directly or indirectly, by him or her as at the date hereof:

Name, Province or State, and Country of Residence⁽¹⁾	Principal Occupation, Business or Employment, and if not Previously Elected as a Director, Principal Occupation, Business or Employment During the Past Five Years⁽¹⁾	Previous Service as a Director	Number of CDIs⁽¹⁾
MICHAEL R. SPOONER Queensland, Australia	Chairman	Since April 27, 2016	NIL
GARY W. PACE California, United States of America	Company Director	Since April 27, 2016	NIL
DAMIEN M. HAAKMAN Victoria, Australia	Company Director	November 2013 to February 2016	5,000 Beneficial interest in 101,628,274

⁽¹⁾ This information has been furnished by the respective directors individually.

Michael Spooner

Mr Spooner was appointed as Chairman of Simavita in April 2016. Since 2004, Mr Spooner has served on the Board of Directors of Mesoblast Limited. During this period, he has filled various roles including as Chairman from the date of the ASX public listing of Mesoblast Limited in 2004 until 2007, Chair of its Audit and Risk Committee as well as a member of its Remuneration Committee. He is also the Non-Executive Chairman of MicrofluidX since February 2018.

Over the past several years Mr Spooner has served on the Board of Directors in various capacities at several Australian and international biotechnology companies, including BiVacor Pty Ltd (2009-2013), Advanced Surgical Design & Manufacture Limited (2010-2011), Peplin, Inc. (2004-2009), Hawaii Biotech, Inc. (2010-2012), Hunter Immunology Limited (2007-2008), and Ventracor Limited (2001- 2003). Prior to returning to Australia in 2001, he spent much of his career internationally where he served in various roles including as a partner to PA Consulting Group, a United Kingdom-based management consultancy and a Principal Partner and Director of Consulting Services with PricewaterhouseCoopers (Coopers & Lybrand) in Hong Kong. In addition, Mr Spooner has owned and operated several international companies providing services and has consulted to a number of American and Asian public companies.

Gary W. Pace

Dr Gary W Pace was appointed as Director of Simavita in April 2016. Dr Pace has more than 40 years of experience in the development and commercialization of advanced life sciences and related technologies, spanning biotechnology, pharmaceuticals, medical devices, and food industries. He is a serial entrepreneur and has held senior positions in small to and large-scale life sciences ventures and companies in Australia, the USA and Europe.

Also he has long-term board level experience with multi- billion and small cap companies with an in depth knowledge of all aspects of technical operations, compensation and corporate governance. Dr Pace has contributed to the development of the biotechnology industry through honorary university appointments and industry and government committees. In 2003 Dr. Pace was awarded a Centenary Medal by the Australian Government “for service to Australian society in research and development” and in 2011 was awarded Director of the Year (corporate governance) by the San Diego Directors Forum.

Dr. Pace is currently a Director of three public companies: ResMed (NYSE, RMD); Pacira Pharmaceuticals Inc (NASDAQ: PCRX) and Antisense Therapeutics (ASX: ANP) as well as several private companies.

Dr. Pace holds a B.Sc. (Hons I) from the University of New South Wales and a Ph.D. from the Massachusetts Institute of Technology where he was a Fulbright Fellow and General Foods Scholar. He has authored or co-authored over 50 research and review papers, 24 patents, and co-authored the book “In Search of Health and Fitness.” Also he has held visiting academic positions at the Massachusetts Institute of Technology and the University of Queensland. Dr. Pace is an elected Fellow of the Australian Academy of Technological Sciences and Engineering.

Damien M. Haakman

Damien is the Managing Director of a private family office. He manages and invests in a portfolio including commercial property, property development joint ventures, and mezzanine finance and bridging loans as well as investments in start-up and pre-listed companies. Damien’s background includes; due diligence work, forecasting, market assumptions and trends. He has a keen interest and is following the growing wearable technology space as well as the Internet of Things (IoT). Both sectors having substantial future growth with impacts in many areas.

Damien is a member of the Australian Institute of Company Directors.

Damien was previously a Director of Simavita Holdings Limited from 2012 until February 2016 and a Director of Simavita Limited from the time of its ASX listing in November 2013 until 2016.

UNLESS SUCH AUTHORITY IS WITHHELD, THE PERSONS NAMED IN THE ACCOMPANYING FORM OF PROXY INTEND TO VOTE FOR THE ELECTION OF THE NOMINEES WHOSE NAMES ARE SET FORTH HEREIN. MANAGEMENT DOES NOT CONTEMPLATE THAT ANY OF THESE NOMINEES WILL BE UNABLE TO SERVE AS A DIRECTOR. IF, PRIOR TO THE MEETING, ANY OF THE NOMINEES ARE UNABLE OR DECLINE TO SO SERVE, THE PERSONS NAMED IN THE ACCOMPANYING FORM OF PROXY WILL VOTE FOR ANOTHER NOMINEE IF PRESENTED IN THEIR DISCRETION.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT THE SHAREHOLDERS VOTE IN FAVOUR OF RESOLUTION #3.

To the knowledge of management, no proposed director is, at the date hereof, or has been, within ten years before the date hereof, a director, chief executive officer or chief financial officer of any company that: (i) was subject to a cease trade order or similar order, or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or (ii) was subject to a cease trade or similar order, or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

To the knowledge of management, no proposed director or a holding company of such proposed director: (i) is, as at the date hereof, or has been within ten years before the date hereof, a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (ii) has, within the ten years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold assets of the proposed director.

To the knowledge of management, no proposed director or a holding company of such proposed director has been subject to: (i) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

Resolution #4: Appointment of Auditors

PricewaterhouseCoopers, Chartered Accountants, are the Company's current auditors. At the Meeting, the shareholders will be called upon to re-appoint PricewaterhouseCoopers as auditors of the Company, to hold office until the next annual general meeting of the Company. PricewaterhouseCoopers was first appointed as auditor of the Company on May 2, 2014.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT THE SHAREHOLDERS VOTE IN FAVOUR OF RESOLUTION #4.

Resolution #5: Approval of Increased Placement Capacity

ASX Listing Rule 7.1A enables mid to small cap listed companies to seek shareholder approval by special resolution to have the capacity to issue equity securities (as defined in the ASX Listing Rules) equivalent to an additional 10% of the number of ordinary securities on issue by way of placement over a 12-month period ("**10% Placement Facility**"). This is in addition to the existing 15% placement capacity permitted by ASX Listing Rule 7.1.

A company is eligible to seek shareholder approval for this additional placement capacity if it satisfies both of the following criteria at the date of the Meeting:

- (i) it has a market capitalisation of \$300 million or less; and
- (ii) it is not included in the S&P/ASX 300 Index.

The Company currently satisfies both the above criteria, and it is anticipated that it will satisfy both these criteria at the date of the Meeting.

Accordingly, Resolution #5 is seeking approval of ordinary shareholders by special resolution to give the Company the capacity to issue up to such number of equity securities as calculated under the formula in ASX Listing Rule 7.1A.2, at an issue price as permitted by ASX Listing Rule 7.1A.3 to such persons as the Board may determine, on the terms as described in this Explanatory Memorandum. The Company is not obliged to issue any of these securities - the effect of passing the resolution is to give the Company the capacity to do so.

As of the date of this Information Circular, the Company has on issue 414,444,801 CDIs and the Company will upon approval of this resolution #5 (assuming resolution 6 is approved by shareholders) have the capacity to issue:

- (i) 62,166,720 equity securities under ASX Listing Rule 7.1; and
- (ii) 41,444,480 equity securities under ASX Listing Rule 7.1A.

The actual number of equity securities that the Company will have the capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (and ASX Listing Rule 7.1 as applicable).

The effect of Resolution #5 will be to allow the Directors to issue equity securities under ASX Listing Rule 7.1A during a 10% placement period, without using the Company's 15% placement capacity under ASX Listing Rule 7.1 and without needing to seek shareholder approval under Chapter 7 of the ASX Listing Rules with respect to that 10% placement number of equity securities. Any equity securities issued pursuant to Resolution #5 must be in an existing quoted class.

For the purposes of ASX Listing Rule 7.3A, the following information is provided:

- The minimum price at which the equity securities will be issued will be no less than 75% of the volume weighted average price for securities in that class calculated over the 15 trading days on which trades are recorded immediately before:
 - (i) the date on which the price at which the shares are to be issued is agreed; or
 - (ii) if the shares are not issued within 5 trading days of the date in paragraph the date on which the shares are issued.
- If Resolution #5 is approved by shareholders and the Company issues equity securities under the 10% Placement Facility, the existing shareholders face the risk of economic and voting dilution as a result of the issue of equity securities which are the subject of this Resolution, to the extent that such equity securities are issued, including:
 - (i) the market price of equity securities may be significantly lower on the issue date than on the date on which this approval is obtained; and
 - (ii) the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date.

which may have an effect on the amount of funds raised by the issue of the equity securities.

- The following table gives examples of the potential dilution of existing ordinary Shareholders on the basis of the current market price of CDIs and the current number of CDIs for variable "A", calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of the 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 ASX Listing Rule 7.1; and

- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

No. of Securities on Issue ¹	Dilution			
	Issue price (per Share)	\$0.015 50% decrease in Issue Price	\$0.03 Issue Price	\$0.06 100% increase in Issue Price
414,444,801 (Current)	Shares issued	41,444,480	41,444,480	41,444,480
	Funds raised	\$621,667	\$1,243,334	\$2,486,669
621,667,202 (50% increase)	Shares issued	62,166,720	62,166,720	62,166,720
	Funds raised	\$932,501	\$1,865,002	\$3,730,003
828,889,602 (100% increase)	Shares issued	82,888,960	82,888,960	82,888,960
	Funds raised	\$1,243,334	\$2,486,669	\$4,973,337

The table has been prepared on the following assumptions:

- (i) Resolution #5 is approved;
 - (ii) the Company issues the maximum number of equity securities available under the 10% Placement Facility under ASX Listing Rule 7.1A;
 - (iii) no unlisted Options are exercised before the date of issue of equity securities under ASX Listing Rule 7.1A
 - (iv) 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%;
 - (v) 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 AGM;
 - (vi) the table shows only the effect of issues of equity securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1;
 - (vii) the issue of equity securities under the 10% Placement Facility consists only of common shares; and
 - (viii) the issue price is AUD\$0.03 per CDI, being the closing price of CDIs on ASX on October 26, 2018.
- If any of the common shares (and corresponding CDIs) being approved by this Resolution are issued, they will be issued during the placement period, that is, within 12 months of the date of this AGM (i.e. before December 11, 2019). An approval obtained under Resolution #5 will cease to be available if, and as from the date, ordinary Shareholders approve a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking) prior to December 11, 2019.

¹ Variable "A" in Listing Rule 7.1A.2

- The shares (and corresponding CDIs), if issued pursuant to the 10% Placement Facility, may be issued for the following purposes of:
 - (i) non-cash consideration for the possible acquisition of assets which are complimentary to the Company's business. In such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3; or
 - (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards: (i) commercialization of AlertPLUS™; and (ii) for general working capital purposes.
- The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon issue of any equity securities.
- Company's common share/CDI allocation policy

The Company's common share/CDI 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 allottees of Placement Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, issues in which existing security holders can participate;
- (ii) the effect of the issue of the Placement Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company;
- (iv) the need for any working capital; and
- (v) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

- Information required under ASX Listing Rule 7.3A.6

The Company obtained shareholder approval under ASX Listing Rule 7.1A at its annual general meeting held on December 15, 2017. The total number of equity securities issued during the 12 months preceding the date of this meeting is 104,545,207 equity securities, representing 33.73% of the total number of equity securities on issue at the commencement of that 12 month period. The details of all issues of equity securities by the Company during the 12 months preceding the date of this meeting is set out in Schedule "A" to this Information Circular.

Voting Exclusion

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution #5 by or on behalf of a person who is expected to participate in and a person who will obtain a material benefit, except a benefit solely by reason of being a holder of shares / CDIs in the Company, or any associates of those persons.

However, the Company need not disregard a vote on this Resolution if:

- (i) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) 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.

As at the date of this Notice of Meeting, there are no potential allottees to whom shares may be issued under this resolution. On that basis, no shareholders are currently excluded from voting.

UNLESS SUCH AUTHORITY IS WITHHELD, THE PERSONS NAMED IN THE ACCOMPANYING FORM OF PROXY INTEND TO VOTE FOR THE INCREASE IN CAPACITY OF THE COMPANY TO ISSUE EQUITY SECURITIES UP TO 10% OF THE ISSUED AND OUTSTANDING CAPITAL OF THE COMPANY (AT THE TIME OF THE ISSUE) CALCULATED IN ACCORDANCE WITH THE FORMULA PRESCRIBED IN ASX LISTING RULE 7.1A.2.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT THE SHAREHOLDERS VOTE IN FAVOUR OF RESOLUTION #5.

Resolution #6: Ratification of Securities issued

Background about the Placement

On October 3, 2018 the Company announced details of a placement to institutional and sophisticated investors to subscribe from treasury Simavita CDIs at a price of \$0.03 per share, to raise approximately \$1,975,000 (**Placement**).

The Placement of 68,499,999 CDIs were issued on October 9, 2018 under the Company's 15% placement capacity in accordance with ASX Listing Rule 7.1 and the Company's 2017 approved additional 10% placement capacity in accordance with ASX Listing Rule 7.1A.

The funds raised from the Placement are being used to maintain working capital to seek to achieve the Company's key objectives. In particular, the Company aims to focus upon delivering its strategy of cheap, easy to use, continence sensor technology, particularly to mass markets in key geographies. Simavita will similarly aim to enter into partnership agreements with large manufacturing firms to deliver this technology.

Specific information about Resolution 6 (Placement)

Under ASX Listing Rule 7.1, a company must obtain shareholder approval to the extent it wants to issue more than 15% of its ordinary securities in the next 12 months.

ASX Listing Rule 7.4.2 provides that shareholders may approve an issue of securities after the fact so that the securities already issued are regarded as having been made with prior shareholder approval for the purpose of ASX Listing Rule 7.1 or ASX Listing Rule 7.1A.

The Company is seeking approval for the purposes of ASX Listing Rule 7.4 to enable the Company to refresh its issuing capacity under Listing Rule 7.1, thereby providing the Company with the flexibility to issue further securities under ASX Listing Rule 7.1 if the need arises.

The Placement was made within the 15% limit permitted under ASX Listing Rule 7.1 and within the 10% limit permitted under ASX Listing Rule 7.1A, and without shareholder approval. Accordingly, Resolution 6 is proposed for the purpose of ratifying the issue of the Placement and thereby refreshing the Company's ability to issue securities in the future of the same number as ratified pursuant to this resolution (up to the 15% limit). For the purposes of ASX Listing Rule 7.5, the following information is provided:

- the number of securities issued under the Placement was 68,499,999. This issue comprised (i) 49,225,054 CDIs were issued under Listing Rule 7.1; (ii) 2,666,666 CDIs were issued for non cash consideration (for payment of fees) under Listing Rule 7.1 and (iii) 16,608,279 CDIs were issued under Listing Rule 7.1A.
- the securities issued under the Placement were issued at a price of A\$0.03 per security.
- Securities under the Placement have been issued to:
 - a range of institutional and professional investors who qualify under the requirements of section 708 of the Corporations Act (as investors to whom disclosure is not required by the Company pursuant to Chapter 6 of the Corporations Act); and
 - No Directors or other related parties participated in the Placement.
- the Securities issued under the Placement were fully paid CDIs which rank equally with all other existing securities from the date of issue.
- the funds raised from the Placement are being used by the Company to enable the Company to focus upon delivering its strategy of cheap, easy to use, continence sensor technology, particularly to mass markets in key geographies. Simavita will similarly aim to enter into partnership agreements with large manufacturing firms to deliver this technology.

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 6 by or on behalf of any person who participated in the Placement and any associates of those persons. However, the Company need not disregard a vote cast 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 directions 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 BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT THE SHAREHOLDERS VOTE IN FAVOUR OF RESOLUTION #6.

Resolution 7 – Approval of the issue of Convertible Notes

Background to the Financing

On October 3, 2018 the Company announced the agreement to issue up to AUD\$1,000,000 of unsecured Convertible notes (“**Convertible Notes**”), subject to shareholder approval, to a professional and sophisticated investor (the “**Financing**”), being Kapok International, (the “**Noteholder**”). The conditions determining the actual number of Notes that will be subscribed is described in the “summary” section below.

Until the Company obtains shareholder approval, pursuant to this Meeting, the Convertible Notes will not be issued. The issue of the Convertible Notes is subject to prior shareholder approval. The conditions of the Convertible Notes are prescribed by the Convertible Note Terms contained in the Convertible Note Deed entered into between the Company and the Noteholder.

The entry into the Convertible Note Deed is the result of arm’s length negotiations conducted between the Company (through the Independent Chairman of the Board of Directors, Michael Spooner (the “**Independent Director**”)) and the Noteholder.

Events Leading to the Convertible Note Financing

At the time of the entry into the Convertible Note Deed, the Company had less than one month's funding available to it (based on its historical cash burn) and was facing serious financial challenges. The Company's CDI price had also materially deteriorated during this period – which made fund raising more problematic.

When the Noteholder expressed interest in supporting the Company in the Convertible Note financing, Messrs. Pace and Bingham appointed the Independent Chairman of the Board, Michael Spooner, to negotiate the terms of that financing. Ultimately the conversion price (where shareholders approve the issue of the Convertible Notes) of AUD\$0.03 per CDI represents no discount to the last closing price of \$0.03 on September 24, 2018.

Importantly the Independent Director negotiated with the Noteholder that where shareholder approval is obtained, the Convertible Notes will automatically convert – effectively capitalizing a debt and relieving the Company of the obligations of repayment under the Convertible Notes where shareholders pass **Resolution 7** as outlined in this notice of meeting. While this conversion of the Notes would increase the Noteholder's voting percentage in the Company to 33,888,889 or 7.5% of the Company's issued and outstanding capital as of the date of this information circular– this was in the opinion of the Independent Directors a better outcome than having the Company subject to an unsecured debt which would otherwise be repayable on January 31, 2019. Further where the Convertible Notes are issued with approval of shareholders, it was also felt that would place the Company in a better position to raise further capital in the future.

There is no guarantee that shareholders will approve the issue of the Convertible Notes – in which case no notes will be issued and the Company will not have available the funding (AUD\$1.0 million) to be subscribed once the Convertible Note is issued.

Applicability of the Corporations Act 2001 (Cth.) of Australia

The Company is incorporated in British Columbia, Canada and is registered as a "foreign company" under Chapter 5B of the Corporations Act (Australia). The Company is not subject to a number of provisions of the Corporations Act including chapter 6 of the Corporations Act and in particular the 20% prohibition rule contained in section 606 of the Corporations Act and the substantial shareholder notification provisions contained in section 671B of the Corporations Act. The Company is however subject to the jurisdiction of the Australian Takeovers Panel.

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 7 by or on behalf of any person, and any associates of those persons, who is expected participated 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 Company). However, the Company need not disregard a vote cast 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 directions 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.

Recommendation of the Independent Directors

In making its determinations and recommendations, the Independent Directors considered and relied upon a number of substantive factors, observed that a number of procedural safeguards were and are present to permit the Independent Directors to represent effectively the interests of the Company and the Company's shareholders, and considered a variety of uncertainties, risks and other potentially negative factors concerning the Financing (which the Independent Directors concluded were outweighed by the potential benefits of the Financing).

Having undertaken a thorough review of, and carefully considered, information concerning the Company and upon consideration of all of the Company's alternatives, and after consulting with the Company's Australian and Canadian legal advisors, the Independent Directors have unanimously determined that the Convertible Note financing is in the best interests of the Company (considering the interests of all affected stakeholders) and **unanimously recommends that the Board approve the Financing and recommends that Shareholders vote in favour of the Convertible Note financing.**

Some of the key factors considered as a part of the evaluation and approval process included but not limited to the following:

- The current financial position of the Company, as well as the financial position, opportunities and the outlook for future potential and operating performance of the Company and the business currently operated by the Company.
- Estimated cash flow projections for the Company.
- Current price of the Company's CDIs on the ASX market.
- Alternatives available to the Company (including the potential adverse impact on the value of the Company's assets if the group was placed into administration).
- The uncertainty created by the current global economic slowdown disruption to capital markets and its effects on the Company's ability to obtain additional financing for working capital, capital expenditures, general corporate and other purposes or to fund future operations on favourable terms or at all.

Based on the Company's current financial position, the Board believes that there is significant uncertainty as to whether the Company would have sufficient funding if shareholder/CDI holder approval of Resolution 7 is not forthcoming. The Company is unlikely to have sufficient funds to be able to meet its ongoing commitments in respect of its assets and debts. In these circumstances, the Board believes that it is highly likely that the Company will become insolvent. If shareholders/CDI holders do not approve the issue of the Convertible Notes, the Company believes it would need to call an immediate trading halt in the Company's securities until such time as it could secure alternative funding.

Summary

Resolution #7 addresses the issue of the Convertible Notes and the summary below is provided in respect of the Resolution.

The key terms from the Convertible Note Deed are summarised as follows:

Term	Description
Use of Funds:	Company's working capital purposes.
Interest:	Coupon rate of 10% per annum, with all interest payable upon the Maturity Date.
Maturity Date:	The Maturity Date is January 31, 2019 however under the terms of the Note Deed the Notes will automatically convert on December 31, 2018. The principal amount plus accrued interest is repayable earlier on the occurrence of an event of default (including shareholders not approving the convertibility of the Debt Notes).
Security:	The Notes are unsecured.
Amount:	The Convertible Note agreement enables the holders, at their option, to subscribe for less than an investment of \$1,000,000 by the amount of any share placement in excess of \$2,000,000 as from 2 October 2018 that may occur up to the date of the Annual General Meeting.

Term	Description
Requisite Approvals	The Convertible Notes will not be issued unless and until the Company obtains all Requisite Approvals. "Requisite Approvals" comprise: <ul style="list-style-type: none"> (a) shareholder and CDI holder approvals under the applicable listing rules of the ASX; (b) ASX final approvals or consents; and (c) Australian and Canadian corporate law approvals required under applicable law, regulation or policy requirements,
Convertible Notes	Subject to obtaining all Requisite Approvals (including shareholder approval), the Convertible Notes will be automatically converted into CDIs on December 31, 2018. <u>If the applicable shareholder and CDI holder approvals are not obtained at the Meeting (item (a) the above section – 'Requisite Approvals'), an Event of Default will be deemed to have occurred immediately.</u> For all other Requisite Approvals (items (b) and (c) the above section – 'Requisite Approvals'), if such approvals are not obtained within 70 days of the Completion Date or such later date approved by the Noteholders (Approval Period), then that failure to obtain the Requisite Approvals before the expiry of the Approval Period shall be regarded as an Event of Default
Conversion	The Convertible Notes automatically convert into CDIs (in the event shareholder approval is obtained) into that number of CDIs calculated by dividing the sum of the principal amount paid under the Convertible Notes plus accrued interest; by the Conversion Price (\$0.03). The Noteholder may at any time prior to December 31, 2018 elect to convert all of the issued Convertible Notes (together with accrued but unpaid interest) into CDIs at the Conversion Price.
Repayment:	Repayment is due on the occurrence of an Event of Default. If repayment is due to the occurrence of an Event of Default the Company must redeem the relevant Notes the subject of a Default Redemption Notice by paying the Principal outstanding plus Accrued Interest (including interest at the annual rate of 12% as from the date of service of the default redemption notice)
Events of default:	The Convertible Note Deed also includes customary events of default including – <ul style="list-style-type: none"> • the Company breaches a material term of the Deed; • any warranty is materially misleading or untrue; • occurrence of an insolvency event; • failure to obtain a Requisite Approval (including shareholder approval) within the time periods; • Court judgement in excess of \$100,000 is obtained against the Company

Further information necessary for shareholder approval of the resolutions is set forth below:

Resolution #7 relates to the proposed issue of Convertible Notes in an amount of up to AUD\$1,000,000 to Kapok International for the purposes of ASX Listing Rule 7.1 as announced on October 3, 2108.

The above description of ASX Listing Rule 7.1 with respect to Resolution #6 applies equally to Resolution #7. As the issue of Convertible Notes to Kapok International would exceed the Company's 15% placement limit under ASX Listing Rule 7.1, shareholder approval is required in relation to the Conversion Mechanism that converts Debt Notes into Convertible Notes.

ASX Listing Rule 7.3 disclosure requirements

In accordance with the disclosure requirements of ASX Listing Rule 7.3, the following information must be provided to shareholders to enable them to consider and approve the Conversion Mechanism and the resultant issue of the Convertible Notes in Resolution #7:

- (i) the maximum number of Convertible Notes that may be issued is a maximum of 1,000,000 Notes (which on conversion would convert into a maximum of 33,333,333 CDIs);
- (ii) the Convertible Notes will be issued in accordance with the terms of the Convertible Note Deed (expected to be the trading day following the AGM date or such later date as may be agreed in writing by the parties), but in any case, within 3 months after the date of shareholder approval.;
- (iii) the Convertibles Notes will be issued in consideration for an aggregate investment amount of up to AUD\$1,000,000.;
- (iv) the terms of the issue are set out above under the heading "Summary";
- (v) any CDIs issued on conversion will rank equally with the existing quoted CDIs of the Company;
- (vi) it is expected that monies raised upon the issue of the Convertible Notes will be used by the Company for its general working capital requirements; and
- (vii) the Convertible Notes will be issued to Kapok International.

The proposed text of Resolution #7 is set out in the accompanying Notice.

Resolution #7 must be passed by a simple majority of the disinterested shareholders. Therefore, the Company will disregard any votes cast in favour of Resolution #7 by or on behalf of

- (i) Kapok International and a person, and any associates of those persons, who is expected participated 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 Company); and
- (ii) an associate or affiliate of any person (or persons).

However, the Company need not disregard a vote if:

- (i) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the direction on the form of proxy; or
- (ii) 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 DIRECTORS OF THE COMPANY UNANIMOUSLY RECOMMEND SHAREHOLDERS VOTE IN FAVOUR OF RESOLUTION #7

INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND EMPLOYEES

No director, executive officer or employee of the Company, no former director, executive officer or employee of the Company, no proposed nominee for election as a director of the Company, and no associate of any such director, executive officer or proposed nominee is, or at any time during the Company's most recently completed financial year was, indebted to the Company or indebted to another entity where such indebtedness is or has been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company, other than routine indebtedness.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the knowledge of management of the Company, no person who is an informed person of the Company, nor any proposed director of the Company, nor any associate or affiliate of any such informed person or proposed director, has any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company and that, directly or indirectly, involves remuneration for services.

MANAGEMENT CONTRACTS

There are no management functions of the Company which are to any substantial degree performed by a person other than the directors or executive officers of the Company.

CORPORATE GOVERNANCE

Disclosure of the Company's corporate governance practices within the context of *National Instrument 58-101 – Disclosure of Corporate Governance Practices ("NI 58-101")* is attached as Schedule "B" to this information circular.

AUDIT AND RISK COMMITTEE INFORMATION

Charter of the Audit and Risk Committee

The terms of reference of the Audit and Risk Committee of the Company are attached as Schedule "C" to this information circular.

Composition of the Audit and Risk Committee

All of the Directors currently conduct the function of the Audit and Risk Committee.

Relevant Education and Experience

The education and experience of each Audit and Risk Committee member of the Company that is relevant to the performance of his or her responsibilities as an Audit and Risk Committee member is described below:

Michael Spooner – Mr. Spooner has a Bachelor of Commerce and is a Chartered Accountant. He was previously a partner to PA Consulting Group, a United Kingdom-based management consultancy and a Principal Partner and Director of Consulting Services with PricewaterhouseCoopers (Coopers & Lybrand) in Hong Kong.

Dr Gary Pace - Dr Pace holds a B.Sc. (Hons I) from the University of New South Wales and a Ph.D. from the Massachusetts Institute of Technology where he was a Fulbright Fellow and General Foods Scholar. He has long-term board level experience with multi-billion and small cap companies with an in depth knowledge of all aspects of technical operations, Compensation and Corporate Governance. In 2011 he was awarded Director of the Year (corporate governance) by the San Diego Directors Forum.

Audit and Risk Committee Oversight

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Audit and Risk Committee of the Company to nominate or compensate an external auditor not adopted.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year did the Company rely upon an exemption from the provisions of NI 52-110 (i) for *de minimis* non-audit services or (ii) granted by applicable securities regulatory authorities.

Prior Approval Policies and Procedures

The Audit and Risk Committee's charter provides that it is responsible for ensuring that the independent auditor is not engaged for any activities not allowed by any of the Canadian provincial securities commissions, or any securities exchange on which the Company's shares are traded. Further to this, the Audit and Risk Committee have put in place a policy on the "Engagement of Independent Auditor for Non-audit services". The policy states that the Audit and Risk Committee must authorize by resolution any non-audit services; provided, however, that any independent Audit and Risk Committee member can approve an engagement of the auditor for non-audit services requested by management provided the engagement is presented for approval at the next full meeting of the Audit and Risk Committee.

External Auditor Service Fees (by category)

The following table sets forth, by category, the fees billed by PricewaterhouseCoopers, the Company's current auditors, in respect of the years ended June 30, 2018 and 2017:

Fee Category	Fees Paid (AUD\$)	
	2018	2017
Audit Fees	\$100,000	\$115,000
All Other Fees	\$55,080	-
Totals	\$155,080	\$115,000

Exemption

As a "venture issuer", as defined in NI 52-110, the Company is exempt from the requirements in Part 3 of NI 52-110 relating to the composition of audit committees and Part 5 of NI 52-110 relating to certain reporting obligations.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on the ASX at www.asx.com.au and also on SEDAR at www.sedar.com. Financial information is provided in the Company's comparative financial statements and management's discussion and analysis for the Company's most recently completed financial year. Copies of the Company's financial statements and management's discussion and analysis are available upon request from the Corporate Secretary at Level 2, 54 Miller Street, North Sydney, New South Wales 2060, Australia, telephone +61 2 8405 6300.

OTHER BUSINESS

Management of the Company knows of no matters to come before the Meeting other than those referred to in the notice of meeting accompanying this Information Circular. However, if any other matters properly come before the Meeting, the persons named in the form of proxy accompanying this information circular will vote the same in accordance with their best judgment on such matters.

DATED at North Sydney, Australia this 12th day of November,
2018.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) Michael Spooner Chairman

SCHEDULE A

INFORMATION REQUIRED BY LISTING RULE 7.3A.6(b)

	Issue 1	Issue 2	Issue 3
Date of issue	December 22, 2017	February 15, 2018	May 3, 2018
Number issued	4 Convertible Notes	3,080,000 Options	3 Convertible Notes
% of the total number of equity securities on issue as at 11 December 2017 (12 months prior to this meeting)	10.8%		
Class and terms of equity security	Convertible notes – will convert at \$0.04 per CDI or a lesser amount if conversion is triggered by a capital raising at a less than \$0.04. Interest rate of 10% pa and mature on earlier of 31 July 2018 or Company’s next capital raising.	Options over CDIs – exercisable at \$0.05 on or before 14 February, 2025, vesting on satisfaction of agreed performance conditions.	Convertible notes – will mandatorily convert at \$0.04 where subsequent financing event at \$0.05; noteholder may elect to convert prior to Maturity Date of 31 March 2019 at \$0.04; noteholder may elect to convert where a subsequent financing at less than \$0.05 & conversion price will be lesser of \$0.04 and the price of the subsequent financing; where noteholder elects to convert notes on maturity date the conversion price is the lower of \$0.04 or the 10 day VWAP for period immediately preceding 31 March 2019. Interest rate of 10% pa.
Names of persons who received securities or basis on which those persons was determined	Noteholders – Dussman Pty Ltd \$800,000; Parmelia Pty Ltd \$300,000; Inspiration Superannuation Fund \$200,000 and Jolimont Lodge Pty Ltd \$50,000.	Issue of options to employees approved by the Board in accordance with Stock Option Plan	Noteholders – Kapok International \$1,000,000; Parmelia Pty Ltd \$200,000; and Jolimont Lodge Pty Ltd \$200,000.
Price	AUD\$0.04	AUD\$0.05	AUD\$0.04 subject to adjustment
Discount to market price on date of issue (if any)	None	None	None
For cash issues:			
Total cash consideration received (before costs)	AUD\$1,350,000	N/A	AUD\$1,400,000
Amount of cash consideration spent	AUD\$1,350,000	N/A	AUD\$1,400,000
Use of cash consideration	Working capital	N/A	Working capital
Intended use for remaining amount of cash (if any)	N/A	N/A	N/A

	Issue 4	Issue 5	Issue 6
Date of issue	June 5, 2018	August 1, 2018	October 9, 2018
Number issued	50,000 Options	36,045,208 CDIs	68,499,999 CDIs
Class and terms of equity security	Options over CDIs	CDIs	CDIs
Names of persons who received securities or basis on which those persons was determined	Issue of options to employees in accordance with Stock Option Plan.	Issue of CDIs following conversion of Convertible Notes including accrued interest. Details of recipients included in Issue 1 above CDIs issued rank equally with all other CDIs on issue	Issue of CDIs to sophisticated and professional investors CDIs issued rank equally with all other CDIs on issue
Price	AUD\$0.05	AUD\$0.04	AUD\$0.03
Discount to market price on date of issue (if any)	N/A	N/A	Nil
<i>For cash issues:</i>			
Total cash consideration received (before costs)	N/A	N/A	\$1,975,000
Amount of cash consideration spent	N/A	N/A	Nil
Use of cash consideration	N/A	N/A	N/A
Intended use for remaining amount of cash (if any)			Working capital

SCHEDULE B

CORPORATE GOVERNANCE DISCLOSURE

CORPORATE GOVERNANCE DISCLOSURE REQUIREMENT	OUR CORPORATE GOVERNANCE PRACTICES	
<p>1. Board of Directors – Disclose how the board of directors (the “board”) facilitates its exercise of independent supervision over management, including:</p> <ul style="list-style-type: none"> (i) the identity of directors that are independent, and (ii) the identity of directors who are not independent, and the basis for that determination. 	<p>The board facilitates its exercise of independent supervision over management by virtue of all of the directors being “independent” as that term is defined in NI 58-101</p>	
<p>2. Directorships – If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.</p>	<p>Director</p> <hr/> <p>Michael Spooner</p> <p>Gary W. Pace</p>	<p>Issuer</p> <hr/> <p>Mesoblast Limited (ASX: MSB)</p> <p>ResMed (NYSE, RMD); Pacira Pharmaceuticals Inc (NASDAQ: PCRX); Antisense Therapeutics (ASX: ANP)</p>
<p>3. Orientation and Continuing Education — Describe what steps, if any, the board takes to orient new board members, and describe any measures the board takes to provide continuing education for directors.</p>	<p>When a new nominee is identified, the board ensure that a program of orientation and education is provided for the nominee, including provision of a complete corporate history, including copies of past minutes of meetings of the board as well as information regarding the Company’s business and operations.</p> <p>All of the members of the Board of Directors have extensive business experience and, in some cases, have been, or are currently, executive officers or directors of other public companies.</p>	

CORPORATE GOVERNANCE DISCLOSURE REQUIREMENT	OUR CORPORATE GOVERNANCE PRACTICES
<p>4. Ethical Business Conduct — Describe what steps, if any, the board takes to encourage and promote a culture of ethical business conduct.</p>	<p>The Company has developed a Code of Conduct (the “Code”) which has been endorsed by the Board and which applies to all Directors. The Code is regularly reviewed and updated as necessary to ensure it reflects the highest standards of behaviour and professionalism and the practices necessary to maintain confidence in the Group’s integrity and to take into account the legal obligations and reasonable expectations of the Company’s stakeholders.</p> <p>In summary, the Code requires that at all times Directors and employees act with the utmost integrity, objectivity and in compliance with the letter and the spirit of the law and the Company’s policies.</p>
<p>5. Nomination of Directors — Disclose what steps, if any, are taken to identify new candidates for board nomination, including:</p> <ul style="list-style-type: none"> (i) who identifies new candidates, and (ii) the process of identifying new candidates. 	<p>The Board considers the competencies and skills that it considers to be necessary for the board, as a whole, to possess, the competencies and skills that it considers each existing director to possess, and the competencies and skills each new candidate will bring to the board. The Board also considers whether or not each new candidate can devote sufficient time and resources to his or her duties as a board member.</p>
<p>6. Compensation — Disclose what steps, if any, are taken to determine compensation for the directors and CEO, including:</p> <ul style="list-style-type: none"> (i) who determines compensation, and (ii) the process of determining compensation. 	<p>Non-executive directors are paid their fees out of the maximum aggregate amount approved by security holders for the remuneration of non-executive directors. Non-executive directors do not receive performance based bonuses, however have been granted options as a recognition of their contribution to the Company. Non-executive directors are entitled to statutory superannuation</p>
<p>7. Other Board Committees — If the board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.</p>	<p>The only standing committee of the Company is the Audit and Risk Committee, which is effectively, the entire Board.</p>

CORPORATE GOVERNANCE DISCLOSURE REQUIREMENT	OUR CORPORATE GOVERNANCE PRACTICES
<p>8. Assessments — Disclose what steps, if any, that the board takes to satisfy itself that the board, its committees, and its individual directors are performing effectively.</p>	<p>The Board undertakes an ongoing self-assessment of its collective performance and the performance of the Chairman, in addition to a formal assessment process that is undertaken annually. The assessments also consider the adequacy of the Company’s induction and continuing education processes, access to information and the support provided by the Secretary.</p> <p>Members of the Executive Team are invited to contribute to the above appraisal process. The results and any action plans are documented together with specific performance goals which are agreed for the coming year. The Chairman undertakes an assessment of the performance of each Director and meets with him or her to discuss the results of the assessment.</p>

SCHEDULE C

SIMAVITA LIMITED

AUDIT AND RISK COMMITTEE CHARTER

The Board of Directors of Simavita Limited has resolved to establish an Audit and Risk Committee (the “Committee”) with the following terms of reference:

1. Objectives

- a. To assist the Board in fulfilling its responsibilities relating to accounting and reporting practices.
- b. To improve the credibility and objectivity of the Company’s financial and other reports.
- c. To oversee the Company’s financial reporting process on behalf of the Board.
- d. To strengthen the Company’s systems of internal controls, risk management and compliance with applicable laws and regulations.

2. Roles and Responsibilities

The operation of the Committee shall be subject to and in compliance with the provisions of the articles of the Company and the requirements of any regulatory agency as may from time to time apply to the Company, and the rules and regulations of the Canadian provincial and federal securities regulatory authorities, in all cases as may be modified or supplemented, each as in effect from time to time, subject to any permitted exceptions or exemptions thereunder (the “Rules”). Any action by the Board with respect to any of the matters set forth below shall not be deemed to limit or restrict the authority of the Committee to act under this Charter, unless the Board specifically limits such authority.

To implement the Committee’s purpose, the Committee shall, to the extent the Committee deems necessary or appropriate, be charged with the following duties and responsibilities. The Committee may supplement and, except as otherwise required by the Rules, deviate from these activities as appropriate under the circumstances but with the approval of the Board.

2.1 Risk Management and Internal Control

The Committee shall:

- Ensure Management has identified an appropriate “Risk Profile” for the business.
- Ensure that Management has appropriate processes for identifying, assessing and responding to risks in a manner that is in accordance with the organisation’s risk appetite and that those processes are operating effectively and have been assessed by the Risk Sub Committee.
- Understand the process that exists to ensure the internal control systems implemented by Management for the approval of transactions and the accurate recording and processing of financial data are followed and the process for identifying, reporting and correcting departures is adequate.
- Understand the controls and processes implemented by Management to ensure that the financial statements derived from the underlying financial systems, comply with the relevant standards and requirements and are subject to appropriate Management review.
- Evaluate the overall effectiveness of the internal control and risk management frameworks and consider whether Management has implemented recommendations made by the Audit Committee and the External Auditors.

- Consider how Management is held to account for the security of computer systems and applications and the contingency plans for processing financial information in the event of systems breakdown or to protect against computer fraud or misuse.
- Ensure there is an appropriate risk management function capable of operating independently.

2.2 Financial Reporting

The Committee shall:

- Gain an understanding of the current areas of greatest financial risk and how these are being managed.
- Review significant accounting and reporting issues including recent professional and regulatory pronouncements and understand their impact on financial reports.
- Understand the periodic financial reporting process implemented by Management and review the interim financial statements and annual financial statements.
- Meet with Management and the External Auditor to review financial statements, analyses and interim profit or loss press releases before the Company publicly discloses this information.
- Meet with Management and the External Auditor to review key accounting policies and decisions and the results of the audit.
- Ensure that significant adjustments, unadjusted differences, disagreements with management and critical accounting policies and practice are discussed with the External Auditor.

2.3 Compliance with Laws, Regulations, Internal Policies and Industry Standards

The Committee shall:

- Review the effectiveness of the system for monitoring compliance with laws, regulations, internal policies and industry standards and the results of Management's investigation and follow-up (including disciplinary action) of fraudulent acts or non-compliance.
- Obtain regular updates from Management about compliance matters that may have a material impact on the Company's financial statements, strategy, operations or reputation.
- Be satisfied that all regulatory compliance matters relating to the business of the Company have been considered in the preparation of the financial statements.
- Review the findings of any material examinations by the regulators (including ASIC, SRO, ATO, ACCC, ASX, TSX-V or the British Columbia Securities Commission).
- Review and approve the policies, processes and framework for identifying analysing and addressing complaints (including whistleblowing) and review material complaints and their resolution.

2.4 Working with the External Auditor

The Committee shall:

- Review the professional qualification of the External Auditor (including background and experience of the audit partner and auditing personnel).
- Consider the independence of the External Auditor and any potential conflicts of interest. Review, on an annual basis, the performance of the External Auditor and make recommendations to the Board for the appointment, reappointment, or termination of the appointment of the External Auditor and recommend to the Board the compensation of the external auditor.
- Review the External Auditor's proposed audit scope and approach for the current year in light of the Company's circumstances and changes in regulatory and other requirements.
- Discuss with the External Auditor any audit problems encountered in the normal course of the audit work including any restriction on audit scope or access to information.
- Ensure that significant findings and recommendations made by the External Auditor and Management's proposed response are received, discussed and acted on appropriately.
- Discuss with the External Auditor the appropriateness of the accounting policies applied in the Company's financial reports and whether they are considered to be aggressive, balanced or conservative.
- Meet separately with the External Auditor at least once per year to discuss any matters that the Audit and Risk Committee or External Auditor believes should be discussed privately. Ensure the External Auditor has access to the Chairman of the Audit and Risk Committee when required.
- Satisfy itself that the procedures for engaging the provision of non-audit services by the External Auditor does not compromise the independence of the Auditor and, where applicable, to ensure the framework for pre-approval of audit and non-audit services preserves the required independence of the External Auditor.
- Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former External Auditor of the Company.

2.5 Reporting Responsibilities

The Committee shall:

- Regularly update the Board about the Committee's activities and make appropriate recommendations.
- Ensure the Board is aware of matters that may significantly affect the financial condition or affairs of the Company.
- Prepare any reports required by law or requested by the Board, such as a report on the Committee's activities and duties to be included in the section on corporate governance in the annual report.
- Provide to the Board, the minutes of each Audit and Risk Committee meeting immediately after each quarterly Audit and Risk Committee meeting with the Chairman of the Audit and Risk Committee to provide a report to the Board at the Board Meeting immediately following the last Audit and Risk Committee meeting.

2.6 Evaluating Performance

The Committee shall:

- Evaluate its own performance of individual members and collectively on an annual basis in line with the Board's evaluation of performance process.
- Assess the achievement of the duties specified in the Committee's Charter and report the findings to the Board.

2.7 Review of the Audit Committee Charter

The Committee shall:

- Review the Audit and Risk Committee Charter annually and discuss required changes with the Board.
- Ensure that the Charter is approved and re-approved by the Board annually.

3. Role of Management

3.1 Preparation of financial statements and periodic reports

It shall be Management's responsibility to prepare the Company's financial statements and periodic reports and the responsibility of the auditors to audit those financial statements.

It is not the duty of the Committee to:

- Plan or conduct audits;
- Determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles; or
- Ensure compliance with laws and regulations and the Company's policies generally.

3.2 Management of risk

It is the responsibility of the Chief Executive Officer, Chief Financial Officer and other members of senior management to avoid and minimize the Company's exposure to risk.

While the Audit and Risk Committee is responsible for reviewing with Management the guidelines and policies to govern the process by which risk assessment and management is undertaken, the Audit and Risk Committee is not the sole body responsible.

4. Organisation

4.1 Membership

The Committee shall consist of not less than three non-executive directors (a minimum of two who must be independent directors) appointed by the Board.

All members shall meet the financial literacy requirements of the Rules (i.e. be able to read and understand financial statements) and at least one member should have relevant financial expertise and experience.

The Chief Financial Officer can attend each Audit and Risk Committee meeting at the invitation of the Chairman of the Audit and Risk Committee.

A quorum for each meeting of the Audit and Risk Committee shall be two and meetings shall not proceed in the absence of a quorum.

The membership of the Audit and Risk Committee shall be reviewed by the Board each year and any vacancies occurring on the Committee shall be filled by the Board. The Board shall appoint one of the members to be Chairman of the Audit and Risk Committee.

4.2 Meetings

The Committee shall hold at least four meetings each financial year to review and recommend for approval to the Board the Company's interim and annual financial statements.

Other meetings can be convened from time to time as requested by the Chairman of the Audit and Risk Committee, or another member, or the Company's auditor. A regular schedule of meetings shall be developed at the commencement of each financial year and circulated to all Members so as to ensure that the Committee fully discharges its responsibilities on a timely basis.

Meetings shall be conducted formally with agendas and supporting papers sent out in advance and detailed minutes taken. Papers shall be maintained at the same standard as those of the full Board. The Committee shall decide the minimum notice to be given for meetings and the arrangements for making Committee papers available to members in advance of meetings.

The Company's external auditor shall have the right to attend meetings of the Audit and Risk Committee and to be invited to make presentations to the Committee. Committee members may meet independently of Management and/or the External Auditors as they see fit.

The Chairman of the Audit and Risk Committee shall meet with the External Auditor at least once per year without management present.

4.3 Authority and Access

The Committee shall have authority to require the attendance of the Company's External Auditors and such members of Management as it needs to fulfil its responsibilities. It shall have authority to require the presentation of any Company documents it requires to discharge its duties. In exercising its abovementioned authority, the Committee will follow the Company policy and protocols with respect to access to Management.

The Committee shall have authority to obtain external professional advice, including taking a second opinion in relation to relevant accounting matters, at the Company's expense. The purpose and cost of such requests shall be reported to and approved by the Board.

The Chairman of the Committee will appoint a member of the committee to act as secretary to the Committee.

4.4 Reporting

The Committee's proceedings shall be recorded in minutes which shall be included in the papers prepared for the Board meeting immediately following each meeting of the Audit and Risk Committee.

The Chairman of the Audit and Risk Committee shall present a report on each Audit and Risk Committee meeting to the Board at the next Board meeting held immediately after each Audit and Risk Committee meeting.

REVIEWED: March 2018



ARBN 165 831 309

Lodge your vote:



By Mail:

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

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For all enquiries call:

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

SVA

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

CDI Voting Instruction Form



**For your vote to be effective it must be received by
11:00am (Australian Eastern Daylight Time) on Friday, 7 December 2018**

How to Vote on Items of Business

Each CHESS Depository Interest (CDI) is equivalent to one common share in the capital of Simavita Limited (the **Company**), so that every 1 (one) CDI registered in your name on 9 November 2018 entitles you to one vote.

You can vote by completing, signing and returning your CDI Voting Instruction Form. This form gives your voting instructions to CHESS Depository Nominees Pty Ltd, which will vote the underlying shares on your behalf. You need to return the form no later than the time and date shown above to give CHESS Depository Nominees Pty Ltd enough time to tabulate all CHESS Depository Interest votes and to vote on the underlying shares.

Capitalised terms in this voting instruction form have the same meaning given to those terms in the Company's information circular, unless the context requires otherwise.

Signing Instructions

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 Australian registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Only duly authorised officer/s can sign on behalf of a company. Please sign in the boxes provided, which state the office held by the signatory, ie Sole Director, Sole Company Secretary or Director and Company Secretary. Delete titles as applicable.

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

Turn over to complete the form ➔



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN: I9999999999



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

CDI Voting Instruction Form

Please mark to indicate your directions

STEP 1 CHESSE Depository Nominees Pty Ltd will vote as directed

XX

Voting Instructions to CHESSE Depository Nominees Pty Ltd

I/We being a holder of CHESSE Depository Interests of Simavita Limited hereby direct CHESSE Depository Nominees Pty Ltd to vote the shares underlying my/our holding at the Annual General and Special Meeting of Simavita Limited to be held at the offices of K&L Gates, Level 31, 1 O'Connell Street, Sydney NSW 2000, Australia on Tuesday, December 11 2018 at 11:00am (Australian Eastern Daylight Time) and at any adjournment or postponement of that meeting.

By execution of this CDI Voting Form the undersigned hereby authorises CHESSE Depository Nominees Pty Ltd to appoint such proxies or their substitutes to vote in their discretion on such business as may properly come before the meeting.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing CHESSE Depository Nominees Pty Ltd or their appointed 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
2. Number of Directors To set the number of Directors at 5	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of Directors			
01. Michael R. Spooner	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
02. Gary W. Pace	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
03. Damien M. Haakman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Appointment of Auditors Re-appointing PricewaterhouseCoopers, Chartered Accountants, as auditors of the Company for the ensuing year			<input type="checkbox"/>
			<input type="checkbox"/>
5. Approval of Increased Placement Capacity Approving and authorizing, that for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Company have the additional capacity for issues of equity securities up to an aggregate 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Ratification of Securities issued Ratifying the issue on 9 October 2018 of a total of 68,499,999 securities in the Company (" Securities ") at an issue price of \$0.03 per Security	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval and Authorization of the operation of the Conversion Mechanism in respect of AUD\$1,000,000 of unsecured Convertible Notes Approving and authorizing, for the purposes of the ASX Listing Rule 7.1 and all other purposes, the operation of the conversion mechanism in the Unsecured Note Deed between the Company and Kapok International, such that up to AUD\$1,000,000 unsecured Convertible Notes (a form of 'equity security' for the purposes of the ASX Listing Rules) can be issued to Kapok International on the terms particularly described in the accompanying management information circular	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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 / /

SVA

999999A

Computershare