



Meeting documents

For Immediate Release:

April 23, 2015

Sydney, Australia – Simavita Limited (“**Simavita**” or the “**Company**”) (TSX-V: SV; ASX: SVA), a global leader in the digital healthcare sector, is pleased to release the Notice of Meeting and accompanying Management Information Circular in respect of a Special Meeting of shareholders of the Company that will be held at **10:00 am** (Australian Eastern Standard time) on **Thursday, May 21, 2015** at the Company’s offices on Level 13, 54 Miller Street, North Sydney NSW 2060 Australia. Samples of the proxy forms that will be sent to the holders of the Company’s common shares and CDIs are also attached.

Copies of all documents will be mailed to eligible security holders today.

For further information, see our website (www.simavita.com) or contact the persons outlined below.

Company	Media and Investor Relations
Philippa Lewis, Chief Executive Officer T: +61 2 8405 6381	Jane Lowe E: jane.lowe@irdepartment.com.au T: +61 411 117 774
Thomas Howitt, Chief Financial Officer T: + 61 418 351 127	

About Simavita

Simavita is a medical device company that has developed an innovative, world first solution for the management of urinary incontinence, with a focus on the elderly. The first product is the SIM[®] platform technology which is an instrumented incontinence assessment application that provides evidence-based incontinence management care plans to the residential aged care market.

About SIM[®]

SIM[®] is a wireless sensor technology that delivers evidence-based instrument incontinence data on individuals. SIM[®] provides user friendly tools and software to assess the incontinence condition and to help plan better outcomes. SIM[®] is used to detect, record and report incontinence events during a compulsory or recommended assessment period in residential aged care facilities to develop an evidence-based incontinence care plan.

Conducting assessments is mandatory in many countries and the incontinence assessment creates an influential element of care of each individual. For more information on Simavita or SIM[®], please visit www.simavita.com.

The TSX Venture Exchange has in no way passed upon the merits of the transactions set out herein and has neither approved nor disapproved the contents of this press release. Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this Release.



SIMAVITA LIMITED

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that a special meeting of the shareholders of Simavita Limited (the “**Corporation**”) will be held at the office of the Corporation at Level 13, 54 Miller Street, North Sydney NSW 2060, Australia on Thursday, May 21, 2015, at 10:00 a.m. (Australian Eastern Standard time) or at any adjournment or postponement thereof for the purposes of:

- (a) Resolution #1: considering, and if deemed advisable, passing, with or without variation, an ordinary resolution approving and ratifying, for the purposes of ASX Listing Rule 7.4 and all other purposes, the prior issue to professional and sophisticated investors of 18,431,935 common shares in the capital of the Corporation at an issue price of AUD\$0.45 per share, and otherwise as more particularly described in the accompanying management information circular;
- (b) Resolution #2: approving and authorizing, for the purposes of the ASX Listing Rule 10.11 and all other purposes, the issue to Jackham Investments Pty. Ltd. as trustee for Holland Family Trust (an entity associated with Mr. Craig John Holland, a Director of the Corporation) of 30,000 common shares in the capital of the Corporation at an issue price of AUD\$0.45 per share, and otherwise as more particularly described in the accompanying management information circular;
- (c) Resolution #3: approving and authorizing, for the purposes of the ASX Listing Rule 10.11 and all other purposes, the issue to Mr. Warren Ross Bingham of 55,555 common shares in the capital of the Corporation at an issue price of AUD\$0.45 per share, and otherwise as more particularly described in the accompanying management information circular;
- (d) Resolution #4: confirming the appointment of Mr. Warren Ross Bingham to the board of directors of the Corporation; and
- (e) 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 information circular of management which accompanies this notice of meeting and, together with management’s form of proxy and a CDI Voting Instruction Form, 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 Monday, April 20, 2015 are entitled to notice of, to attend and vote at the meeting either in person or by 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 attorney authorized in writing and must be delivered to: Computershare Investor Services, at 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1 Canada, fax number +1 866 249 7775 (toll-free North America) or fax number +1 416 263 9524 (America) not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of British Columbia) prior to the time set for the meeting or any adjournment or postponement thereof.

Holders of CHES Depository Interests (“**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 within Australia is (03) 9473 2555 and outside Australia is +61 3 9473 2555) so that each CDI holder may elect to direct CHESS 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. 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 (excluding Saturdays, Sundays and statutory holidays in Australia) prior to the time set for the meeting or any adjournment or postponement thereof.

DATED: April 21, 2015

By Order of the Board of Directors

(Signed) “*Philippa Lewis*”

Philippa M. Lewis

Chief Executive Officer and Executive Director



SIMAVITA LIMITED
INFORMATION CIRCULAR
(as at April 21, 2015)
FOR THE SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON May 21, 2015
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 (the “**Corporation**”) for use at the special meeting of common shareholders of the Corporation, to be held at the office of the Corporation at Level 13, 54 Miller Street, North Sydney NSW 2060, Australia on Thursday, May 21, 2015, at 10:00 a.m. (Australian Eastern Standard 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 Corporation and will be made primarily by mail. Directors and officers of the Corporation may without special compensation solicit proxies by telephone, facsimile or in person.

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

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the enclosed form of proxy are directors and officers of the Corporation 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, at 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1 Canada, fax number +1 866 249 7775 (toll-free North America) or fax number +1 416 263 9524 North America), 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 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 corporation, 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 Corporation is authorized to issue an unlimited number of common shares without par value. As of April 21, 2015, 92,159,678 common shares without par value were issued and outstanding. Of the 92,159,678 common shares issued and outstanding on April 21, 2015, 55,299,903 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 Corporation. There are no other classes of voting securities of the Corporation 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 shares entitled to be voted at the Meeting.

The Corporation has fixed April 20, 2015 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 Corporation 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 Corporation 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: approving and ratifying, for the purposes of ASX Listing Rule 7.4 and all other purposes, the prior issue to professional and sophisticated investors of a total of 18,431,935 common shares in the capital of the Corporation at an issue price of AUD\$0.45 per share;**

- II. **Resolution #2:** approving and authorizing, for the purposes of the ASX Listing Rule 10.11 and all other purposes, the issue to Jackham Investments Pty. Ltd. as trustee for Holland Family Trust (an entity associated with Mr. Craig John Holland, a Director of the Corporation) of 30,000 common shares in the capital of the Corporation at an issue price of AUD\$0.45 per share;
- III. **Resolution #3:** approving and authorizing, for the purposes of the ASX Listing Rule 10.11 and all other purposes, the issue to Mr. Warren Ross Bingham of 55,555 common shares in the capital of the Corporation at an issue price of AUD\$0.45 per share;
- IV. **Resolution #4:** approving the confirmation of the appointment of Mr. Warren Ross Bingham to the board of directors of the Corporation; and
- V. 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 SPECIAL 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 Corporation 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 Corporation 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.

ADVICE TO BENEFICIAL SHAREHOLDERS

The information set forth in this section is of significant importance to many shareholders of the Corporation, as a substantial number of shareholders do not hold common shares in their own name. Shareholders who do not hold their common shares in their own name (referred to in this Information Circular as “**Beneficial Shareholders**”) should note that only proxies deposited by shareholders whose names appear on the records of the Corporation as the registered holders of common shares can be recognized and acted upon at the Meeting. If common shares are listed in an account statement provided to a shareholder by a broker, then, in almost all cases, those common shares will not be registered in the shareholder’s name on the records of the Corporation. Such common shares will more likely be registered under the name of the shareholder’s broker or an agent of that broker. In Canada, the vast majority of such common shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities, which acts as nominee for many Canadian brokerage firms). Common shares held by brokers or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, a broker and its agents and nominees are prohibited from voting shares for the broker’s clients.

Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their common shares are communicated to the appropriate person.

The Corporation does not know for whom the common shares registered to CDS & Co. are held. Therefore, Beneficial Shareholders cannot be recognized by the Corporation at the Meeting. In order to ensure that their common shares are voted at the Meeting, Beneficial Shareholders should carefully follow instructions received from their broker or intermediary. Often, the form of proxy supplied to Beneficial Shareholders by their brokers is identical to that provided to registered shareholders, however, its purpose is limited to

instructing the brokers/registered shareholder how to vote on behalf of the Beneficial Shareholder, and it is often referred to as a voting instruction form (“**VIF**”). The majority of the brokers now delegate the job of obtaining instructions from clients and voting shares according to their client’s instructions to a corporation named Broadridge Financial Solutions, Inc. (“**Broadridge**”). Broadridge mails a VIF to Beneficial Shareholders in lieu of the form of proxy provided by the Corporation. The VIF will name the same individuals as the Corporation’s form of proxy to represent Beneficial Shareholders at the Meeting. Beneficial Shareholders have the right to appoint a person (who need not be a shareholder of the Corporation) other than the individuals designated in the VIF, to represent Beneficial Shareholders at the Meeting. To exercise this right, Beneficial Shareholders should insert the name of their desired representative in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge’s instructions. Broadridge then tabulates the results of all instructions received and completed in accordance with the instructions provided on the enclosed VIF and provides appropriate instructions respecting the voting of common shares of the Corporation to be represented at the Meeting. **If a Beneficial Shareholder receives a VIF from Broadridge, the VIF cannot be used to vote common shares of the Corporation directly at the Meeting – the VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have common shares of the Corporation voted.**

All references to shareholders in this Information Circular, the accompanying instrument of proxy and Notice are to shareholders of record unless specifically stated otherwise.

The Corporation is not sending proxy-related materials to registered holders or beneficial holders using notice-and-access, as such term is defined in National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”). The Corporation is sending proxy related materials directly to non-objecting beneficial owners under NI 54-101.

CDI HOLDERS MAY GIVE DIRECTIONS TO CDN

The Corporation 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 within Australia is (03) 9473 2555 and outside Australia is +61 3 9473 2555) not less than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in Australia) 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 SHARES

At April 21, 2015, the Corporation had 92,159,678 common shares issued and outstanding. To the knowledge of the directors and executive officers of the Corporation, as of the date of this Information Circular, no person or company beneficially owns, or controls or directs, directly or indirectly, voting shares

of the Corporation carrying more than ten percent (10%) of the voting rights attached to all of the issued and outstanding common shares of the Corporation other than the following:

Name of Shareholder	Number of Common Shares Beneficially Owned, or Controlled or Directed, Directly or Indirectly	Percentage of Outstanding Common Shares
Dussman Pty. Ltd.	30,721,950	33.33%

PARTICULARS OF MATTERS TO BE ACTED UPON AT THE MEETING

The Corporation announced on April 1, 2015 the proposed allotment of 18,431,935 common shares of the Corporation to be issued at a price of AUD\$0.45 per common share prior to this special meeting being held. The final proceeds raised for this first issuance of AUD\$8,294,371, arose from issuing a total of 18,431,935 common shares of the Corporation (the “**First Tranche**”) (being the subject of Resolution #1); and subject to shareholder approval, a proposed allotment of up to a maximum of 85,555 common shares of the Corporation issued at a price of AUD\$0.45 per share (the “**Second Tranche**”) (being the subject of Resolutions #2 and #3, inclusive).

The Corporation has received commitments under the Second Tranche from:

- (a) Jackham Investments Pty. Ltd. as trustee for Holland Family Trust (an entity associated with Mr. Craig John Holland, a Director of the Corporation) to contribute further capital of AUD\$13,500 for 30,000 common shares in the capital of the Corporation; and
- (b) Mr. Warren Ross Bingham to contribute further capital of AUD\$25,000 for 55,555 common shares in the capital of the Corporation,

all at the same issue price as offered under the First Tranche.

Prior to the issue of the First Tranche and the Second Tranche:

- (a) Mr. Holland (and/or associates and affiliates of his/hers) controlled none of the Corporation’s current issued common shares. As Mr. Holland is one of the Corporation’s current board members, prior disinterested shareholder approval for the allotment of the Corporation’s issued common shares is required under the ASX Listing Rules; and
- (b) Mr. Bingham (and/or associates and affiliates of his) controlled none of the Corporation’s current issued common shares. As Mr. Bingham is a proposed board member, prior disinterested shareholder approval for the allotment of the Corporation’s issued common shares is required under the ASX Listing Rules.

The matters to be considered by shareholders at the Meeting relate to:

- Resolution #1 – approval and ratification of the First Tranche;
- Resolution #2 – approval of the issue of 30,000 shares under the Second Tranche to Jackham Investments Pty. Ltd. as trustee for Holland Family Trust (being a group associated with a director of the Corporation, Mr. Holland);

- Resolution #3 – approval of the issue of 55,555 shares under the Second Tranche to Mr. Bingham); and
- Resolution #4 – approval of the appointment of Mr. Warren Ross Bingham to the board of directors of the Corporation.

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

Resolution #1 - Approval and Ratification of the First Tranche

(a) ASX Listing Rule 7.4

Resolution #1 seeks approval and ratification by the shareholders for the private placement of the First Tranche that was announced on April 1, 2015 (the "**First Tranche**") for the purposes of ASX Listing Rule 7.4. The CDIs which comprise the First Tranche were issued on April 9, 2015.

ASX Listing Rule 7.1 provides that, subject to certain exceptions, prior approval of shareholders is required for the issue of equity securities if the equity securities will, when aggregated with the equity securities issued by a company during the previous 12 months, exceed 15% of the number of equity securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 states that an issue by a company of equity securities made without prior approval under ASX Listing Rule 7.1 is treated as having been made with approval for the purpose of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 and the company shareholders subsequently approve it.

The issue of common shares to professional and sophisticated investors the subject of the First Tranche is within the Corporation's 15% placement limit under ASX Listing Rule 7.1 and prior shareholder approval is not required in relation to the issue. The purpose of seeking shareholder approval and ratification of the issue of 18,431,935 common shares in this Resolution #1 (the "**First Tranche Shares**") is to effectively reinstate the ability of the Corporation to issue that number of common shares (i.e. 13,823,951) under the ASX Listing Rules in the following 12 consecutive month period without shareholder approval.

(b) ASX Listing Rule 7.5 disclosure requirements

In accordance with the disclosure requirements of ASX Listing Rule 7.5, the following information must be provided to shareholders to enable them to consider and ratify the issue of the First Tranche Shares in Resolution #1:

- (i) the number of First Tranche Shares allotted is 18,431,935 which were issued on April 9, 2015;
- (ii) the First Tranche Shares were issued at a price of AUD\$0.45 per First Tranche Share;
- (iii) the First Tranche Shares will be allotted as fully paid and rank equally with all existing common shares on issue;
- (iv) the subscribers under the First Tranche were professional and sophisticated investors including those introduced by the corporate advisor to the issue Shaw ICS Advisory Pty. Ltd.;
- (v) the subscribers under the First Tranche are not related parties of the Corporation; and

- (vi) a total of AUD\$8,294,371 (less costs associated with the issue) was raised by the issue of the First Tranche Shares. Funds to be raised from the First Tranche will be used to: accelerate the roll-out of Simavita's current technologies in the US and European markets, appoint further distributors to roll-out SIM™ in Europe, for continued product innovation and general working capital purposes. If Resolution #1 is not passed, the First Tranche Shares will be counted towards the 15% limit under ASX Listing Rule 7.1 for a period of 12 months from the date of issue.

The proposed text of Resolution #1 is set out in the accompanying Notice.

Resolution #1 must be passed by a majority of the disinterested shareholders. Therefore, the Corporation will disregard any votes cast on Resolution #1 by:

- (i) any investor who subscribed for First Tranche Shares; and
- (ii) an associate of any person (or persons) who subscribed for First Tranche Shares.

However, the Corporation 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 Corporation unanimously recommend shareholders vote in favour of Resolution #1.

Background to Resolution #2 – Approval and Authorization of the issue of common share to Jackham Investments Pty. Ltd. as trustee for Holland Family Trust, an associate of Mr. Craig John Holland

ASX Listing Rule 10.11

As referred to above, the Corporation seeks approval from shareholders pursuant to Resolution #2 to place 30,000 common shares of the Corporation at an issue price of AUD\$0.45 per common share to a director of the Corporation, Jackham Investments Pty. Ltd. as trustee for Holland Family Trust, an associate of Mr. Craig Holland.

ASX Listing Rule 10.11 prohibits the issue of any securities by the Corporation to a director or their associates unless either is exempt under ASX Listing Rule 10.12 or prior shareholder approval is obtained (in accordance with ASX Listing Rule 10.13). Accordingly, the Corporation under Resolution #2 is seeking separate shareholder approval and authorization for the respective allotments to Jackham Investments Pty. Ltd. as trustee for Holland Family Trust.

Resolution #2 - Approval and Authorization of the issue of common shares to Jackham Investments Pty. Ltd. as trustee for Holland Family TrustAs indicated above, in order for the Company to seek shareholder approval pursuant to ASX Listing Rule 10.11, it must provide the below information in accordance with ASX Listing Rule 10.13.

ASX Listing Rule 10.13 disclosure requirements

In accordance with the requirements of ASX Listing Rule 10.13, the following information is provided to shareholders to enable them to consider and approve Resolution #2:

- (i) it is proposed subject to shareholder approval that the Corporation issue common shares to Jackham Investments Pty. Ltd. as trustee for Holland Family Trust;
- (ii) the number of common shares to be issued to Jackham Investments Pty. Ltd. as trustee for Holland Family Trust is 30,000 common shares;
- (iii) it is proposed that the common shares will be issued no later than one month after the date of shareholder approval;
- (iv) the issue price is AUD\$0.45 per common share; and
- (v) funds raised will be used to: accelerate the roll-out of Simavita's current technologies in the US and European markets, appoint further distributors to roll-out SIM™ in Europe, for continued product innovation and general working capital purposes.

The proposed text of Resolution #2 is set out in the accompanying Notice.

Pursuant to ASX Listing Rule 7.2 Exception 14, if shareholders approve Resolution #2 pursuant to ASX Listing Rule 10.11, approval for Resolution #2 is not required pursuant to ASX Listing Rule 7.1.

Resolution #2 must be passed by a majority of the disinterested shareholders. Therefore, the Corporation will disregard any votes cast on Resolution #2 by:

- (i) a person who is to receive the securities the subject of this Resolution #2 (including Mr. Holland); and
- (ii) an associate of any of the above persons.

However, the Corporation 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 Corporation (absent Mr. Holland who declared his conflict of interest) unanimously recommend that shareholders vote in favour of Resolution #2.

Background to Resolution #3 – Approval and Authorization of the issue of common share to Mr. Warren Ross Bingham

ASX Listing Rule 10.11

As referred to above, the Corporation seeks approval from shareholders pursuant to Resolution #2 to place 55,555 common shares of the Corporation at an issue price of AUD\$0.45 per common share to a proposed director of the Corporation, Mr. Warren Ross Bingham.

ASX Listing Rule 10.11 prohibits the issue of any securities by the Corporation to a director or their associates unless either is exempt under ASX Listing Rule 10.12 or prior shareholder approval is obtained (in accordance with ASX Listing Rule 10.13). Accordingly, the Corporation under Resolution #3 is seeking separate shareholder approval and authorization for the respective allotments to Mr. Bingham.

Resolution #3 - Approval and Authorization of the issue of common shares to Mr. Bingham

As indicated above, in order for the Company to seek shareholder approval pursuant to ASX Listing Rule 10.11, it must provide the below information in accordance with ASX Listing Rule 10.13.

ASX Listing Rule 10.13 disclosure requirements

In accordance with the requirements of ASX Listing Rule 10.13, the following information is provided to shareholders to enable them to consider and approve Resolution #3:

- (vi) it is proposed subject to shareholder approval that the Corporation issue common shares to Mr. Bingham;
- (vii) the number of common shares to be issued to Mr. Bingham is 55,555 common shares;
- (viii) it is proposed that the common shares will be issued no later than one month after the date of shareholder approval;
- (ix) the issue price is AUD\$0.45 per common share; and
- (x) funds raised will be used to: accelerate the roll-out of Simavita's current technologies in the US and European markets, appoint further distributors to roll-out SIM™ in Europe, for continued product innovation and general working capital purposes.

The proposed text of Resolution #3 is set out in the accompanying Notice.

Pursuant to ASX Listing Rule 7.2 Exception 14, if shareholders approve Resolution #3 pursuant to ASX Listing Rule 10.11, approval for Resolution #3 is not required pursuant to ASX Listing Rule 7.1.

Resolution #3 must be passed by a majority of the disinterested shareholders. Therefore, the Corporation will disregard any votes cast on Resolution #3 by:

- (iii) a person who is to receive the securities the subject of this Resolution #3 (including Mr. Bingham); and
- (iv) an associate of any of the above persons.

However, the Corporation need not disregard a vote if:

- (iii) 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
- (iv) 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 Corporation (absent Mr. Bingham who declared his conflict of interest) unanimously recommend that shareholders vote in favour of Resolution #3.

Resolution #4 – Confirmation of the appointment of Mr. Warren Ross Bingham to the board of directors of the Corporation

The term of office of each of the present directors expires at the close of the next annual general meeting. Each director elected at the last annual general meeting will hold office until the close of the next annual general meeting of the Corporation 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 Corporation or with the provisions of the *Business Corporations Act* (British Columbia).

In accordance with the Articles of the Corporation, the board of directors have appointed and recommend that shareholders confirm Mr. Warren Ross Bingham be appointed as a director of the Corporation to hold office until the close of the next annual general meeting.

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 Common Shares ⁽¹⁾
WARREN ROSS BINGHAM Sydney, Australia	Chairman, CEO at MedTech International Pty. Limited	N/A	Nil

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

Warren Bingham

Mr. Bingham is the founder of MedTech International Pty. Limited, a medical technologies consultancy firm specializing in leading organizations with innovative, first to market and disruptive medical technologies with their global and domestic strategic planning, in market representation and commercialization, board of director fulfillment and profitable execution. Mr. Bingham has an extensive background in the field of medical devices and imaging technologies, with expertise in domestic and international market access, health economics, product management, public relations, regulatory and clinical affairs and business development. In 2001, Mr. Bingham established the Australian subsidiary of Given Imaging Ltd, a company who revolutionised technologies for monitoring and diagnosing gastrointestinal disorders. In 2004, Mr. Bingham established PillCam Capsule Endoscopy on the medicare benefits scheme.

Mr. Bingham joined the Commercialization Advisory Board of Endogene Ltd. in May 2014. He continues to serve as Chair for the AusMedtech National Advisory Group and Chair of the AusMedtech Health Economics Expert Panel. He is also Chair of the Inaugural MedTech/Lifesciences Subcommittee of the Australia/Israel Chamber of Commerce and Israel Trade Commission, Strategic Advisor to the Board of the GENCA, Graduate Member of the AICD, Mentor at the NSW Enterprise Workshop, Ambassador and

strategic advisor to a NFP Organisation, Noble Endeavours, and past Ambassador for the Vinnies CEO Sleepout.

Mr. Bingham's qualifications include a post graduate diploma of Management from the Macquarie Graduate School of Management, and Certificate of Business Administration with Distinction from the Australian Institute of Management. He is a member of the Australian Institute of Company Directors and has completed the Institute's company director course.

The directors of the Corporation unanimously recommend shareholders vote in favour of Resolution #4.

OTHER MATTERS TO BE ACTED UPON

The Corporation will consider and transact such other business as may properly come before the Meeting or any adjournment or postponement thereof. The management of the Corporation knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting. Should any other matters properly come before the Meeting the shares represented by proxy solicited hereby will be voted on such matter in accordance with the best judgment of the persons voting by proxy.

INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND EMPLOYEES

No individual who is, or at any time during the Corporation's most recently completed financial year was, a director or executive officer of the Corporation, and no associate of any such director, executive officer is, or at any time during the Corporation's most recently completed financial year was, indebted to (i) the Corporation or any of its subsidiaries or (ii) 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 Corporation or any of its subsidiaries, other than routine indebtedness.

MANAGEMENT CONTRACTS

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

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

None of the directors or executive officers of the Corporation, none of the persons who have been directors or executive officers of the Corporation since the commencement of the Corporation's last completed financial year, and no associate or affiliate of any of the foregoing has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as disclosed elsewhere in this Information Circular, there were no material interests, direct or indirect, of any informed person of the Corporation, any director of the Corporation, or any known associates or affiliates of any informed person or director, in any transaction since the commencement of the Corporation's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries.

ADDITIONAL INFORMATION

Additional information relating to the Corporation can be obtained on the Canadian Securities Administrators' System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.

Financial information is provided in the Corporation's comparative financial statements and management's discussion and analysis for the Corporation's most recently completed financial year. Copies of the Corporation's financial statements and management's discussion and analysis are available upon request from Tom Howitt, the Corporation's Chief Financial Officer at **thowitt@simavita.com**.

APPROVAL

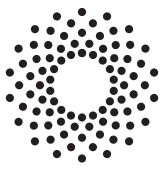
The contents of this Information Circular and the sending thereof have been approved by the Board.

DATED the 21st day of April, 2015.

“Philippa Lewis”

Philippa M. Lewis

Chief Executive Officer and Executive Director



Simavita
gracing life

ARBN 165 831 309

┌ 000001 000 SVA
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



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 Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

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

CDI Voting Instruction Form

For your vote to be effective it must be received by 10.00am (Australian Eastern Standard Time) on Tuesday, 19 May 2015

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 Monday, April 20, 2015 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 ➔

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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 Special Meeting of Simavita Limited to be held at Level 13, 54 Miller Street, North Sydney NSW 2060, Australia on Thursday, May 21, 2015, at 10:00 a.m. (Australian Eastern Standard 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

1. Approval and Ratification of the First Tranche Considering, and if deemed advisable, passing, with or without variation, an ordinary resolution approving and ratifying, for the purposes of ASX Listing Rule 7.4 and all other purposes, the prior issue to professional and sophisticated investors of 18,431,935 common shares in the capital of the Corporation at an issue price of AUD\$0.45 per share, and otherwise as more particularly described in the accompanying Management Information Circular.	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of the Issue of 30,000 Shares Under the Second Tranche to Jackham Investments Pty. Ltd., as Trustee for Holland Family Trust Approving and authorizing, for the purposes of the ASX Listing Rule 10.11 and all other purposes, the issue to Jackham Investments Pty. Ltd. as trustee for Holland Family Trust (an entity associated with Mr. Craig John Holland, a Director of the Corporation) of 30,000 common shares in the capital of the Corporation at an issue price of AUD\$0.45 per share, and otherwise as more particularly described in the accompanying Management Information Circular.	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of the Issue of 55,555 Shares Under the Second Tranche to Mr. Warren Ross Bingham Approving and authorizing, for the purposes of the ASX Listing Rule 10.11 and all other purposes, the issue to Mr. Warren Ross Bingham of 55,555 common shares in the capital of the Corporation at an issue price of AUD\$0.45 per share, and otherwise as more particularly described in the accompanying Management Information Circular.	<input type="checkbox"/>	<input type="checkbox"/>
4. Confirmation of the Appointment of Mr. Warren Ross Bingham to the Board of Directors of the Corporation Confirming the appointment of Mr. Warren Ross Bingham to the Board of Directors of the Corporation.	<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

191980A

Computershare +



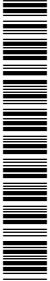
8th Floor, 100 University Avenue
Toronto, Ontario M5J 2Y1
www.computershare.com

GNSQ 000001

SAM SAMPLE
123 SAMPLES STREET
SAMPLETOWN SS X9X X9X
CANADA

Security Class
COMMON SHARES

Holder Account Number
C9999999999 IND



Fold

Form of Proxy - Special Meeting to be held on May 21, 2015

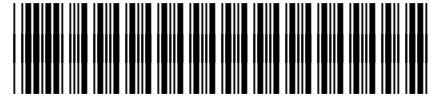
This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
5. **The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.**
6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

Fold

Proxies submitted must be received by 10:00 AM (Australian Eastern Standard Time) on May 19, 2015.



Appointment of Proxyholder

I/We being holder(s) of Simavita Limited hereby appoint: Michael Brown, or failing him, Thomas Howitt,

OR

Print the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Special Meeting of shareholders of Simavita Limited to be held at Level 13 54 Miller St North Sydney NSW 2060 Australia on May 21, 2015 at 10:00 AM (Australian Eastern Standard Time) and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

For **Against**

1. Approval and Ratification of the First Tranche

Considering, and if deemed advisable, passing, with or without variation, an ordinary resolution approving and ratifying, for the purposes of ASX Listing Rule 7.4 and all other purposes, the prior issue to professional and sophisticated investors of 18,431,935 common shares in the capital of the Corporation at an issue price of AUD\$0.45 per share, and otherwise as more particularly described in the accompanying Management Information Circular.

For **Against**

2. Approval of the Issue of 30,000 Shares Under the Second Tranche to Jackham Investments Pty. Ltd., as Trustee for Holland Family Trust

Approving and authorizing, for the purposes of the ASX Listing Rule 10.11 and all other purposes, the issue to Jackham Investments Pty. Ltd. as trustee for Holland Family Trust (an entity associated with Mr. Craig John Holland, a Director of the Corporation) of 30,000 common shares in the capital of the Corporation at an issue price of AUD\$0.45 per share, and otherwise as more particularly described in the accompanying Management Information Circular.

For **Against**

3. Approval of the Issue of 55,555 Shares Under the Second Tranche to Mr. Warren Ross Bingham

Approving and authorizing, for the purposes of the ASX Listing Rule 10.11 and all other purposes, the issue to Mr. Warren Ross Bingham of 55,555 common shares in the capital of the Corporation at an issue price of AUD\$0.45 per share, and otherwise as more particularly described in the accompanying Management Information Circular.

For **Against**

4. Confirmation of the Appointment of Mr. Warren Ross Bingham to the Board of Directors of the Corporation

Confirming the appointment of Mr. Warren Ross Bingham to the Board of Directors of the Corporation.

Authorized Signature(s) - This section must be completed for your instructions to be executed.

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.

Signature(s)

Date

DD / MM / YY