



Simavita releases materials for 2015 Annual General and Special Meeting

For Immediate Release:

November 13, 2015

Sydney, Australia - Simavita Limited (ASX: SVA; TSX-V: SV) ("Simavita" or the "Company") is pleased to release the materials for its 2015 Annual General and Special Meeting (the "Meeting").

It is anticipated that copies of the Notice, Management Information Circular, proxy forms and voting instruction forms (collectively, the "Meeting Materials") will be mailed to all security holders by no later than Tuesday, November 17, 2015. 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 **10.00 am** (Australian Eastern Daylight Time) on **Tuesday, December 15, 2015** at the following address:

**The offices of K&L Gates
Level 31, 1 O'Connell Street
Sydney New South Wales 2000
Australia**

This is an important meeting for Simavita and we encourage all shareholders 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.

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 digital healthcare company that has developed an innovative software platform. The first application for the platform is a world first solution for the management of urinary incontinence, with a focus on the elderly. This platform technology 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 ("TSX-V") 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 the TSX-V nor its Regulation Services Provider (as that term is defined in policies of the TSX-V) accepts responsibility for the adequacy or accuracy of this Release.



SIMAVITA LIMITED

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 at Level 31, 1 O’Connell Street, Sydney, New South Wales, 2000 Australia on Tuesday, December 15, 2015, at 10:00 a.m. (Australian Eastern Daylight Time) for the purposes of:

- (a) receiving the audited financial statements of the Company for the year ended June 30, 2015, and the report of its auditors thereon;
- (b) fixing the number of directors of the Company at six (6);
- (c) electing the directors for the ensuing year;
- (d) re-appointing PricewaterhouseCoopers, Chartered Accountants, as auditors of the Company for the ensuing year;
- (e) considering, and if thought fit, passing, with or without variation, a special resolution approving, for the purposes of ASX Listing Rule 7.1A and for all other purposes, an increase in the 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, as more particularly described in the accompanying management information circular;
- (f) considering, and if thought fit, passing, with or without variation, an ordinary resolution approving, for the purposes of ASX Listing Rule 10.17 and all other purposes, an increase in the total amount of potential aggregate directors’ fees which may be paid to non-executive directors for their services as non-executive directors of the Company (the “**Non-executive Director Fee Pool**”), from AUD\$350,000 to a maximum aggregate amount of AUD\$500,000 per annum, being an increase of the maximum aggregate of AUD\$150,000 per annum, as more particularly described in the accompanying management information circular;
- (g) considering, and if thought fit, amending the Company’s Stock Option Plan to change the common shares in respect of which options may be granted thereunder from 14,745,548 common shares to 18,449,047 common shares of the Company, as more particularly described in the accompanying management information circular; and
- (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 information circular of management 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 12, 2015 are entitled to notice of, to attend and vote at the meeting either in person or by proxy.

DATED: November 13, 2015

By Order of the Board of Directors

(Signed) “*Michael Brown*”

Michael W. Brown
Chairman

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 Inc., Proxy Department, 9th Floor, 100 University Ave., 8th Floor, Toronto, Ontario, Canada M5J 2Y1, 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.



SIMAVITA LIMITED

INFORMATION CIRCULAR

(Containing information as at November 13, 2015 unless otherwise indicated.)

SOLICITATION OF PROXIES

THIS INFORMATION CIRCULAR (“**INFORMATION CIRCULAR**”) IS FURNISHED IN CONNECTION WITH THE SOLICITATION OF PROXIES BY THE MANAGEMENT OF SIMAVITA LIMITED (THE “**COMPANY**”) FOR USE AT THE ANNUAL GENERAL AND SPECIAL MEETING OF THE SHAREHOLDERS OF THE COMPANY TO BE HELD AT THE OFFICES OF K&L GATES AT LEVEL 31, 1 O’CONNELL STREET, SYDNEY, NEW SOUTH WALES, 2000 AUSTRALIA ON TUESDAY, DECEMBER 15, 2015, AT 10:00 A.M. (AUSTRALIAN EASTERN DAYLIGHT TIME), OR AT ANY ADJOURNMENTS OR POSTPONEMENTS THEREOF (THE “**MEETING**”) FOR THE PURPOSES SET FORTH IN THE ACCOMPANYING NOTICE OF MEETING.

While it is expected that the solicitation of proxies will be primarily by mail, proxies may be solicited personally, by telephone, or by electronic means by the directors, officers and regular employees of the Company at nominal cost. All costs of the solicitation of proxies by management will be borne by the Company.

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 ACCOMPANYING FORM OF PROXY ARE DIRECTORS AND OFFICERS OF THE COMPANY AND ARE NOMINEES OF MANAGEMENT. A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON OR COMPANY, WHO NEED NOT BE A SHAREHOLDER, TO REPRESENT THE SHAREHOLDER AT THE MEETING OTHER THAN THOSE PERSONS NAMED IN THE ACCOMPANYING FORM OF PROXY AND MAY EXERCISE THAT RIGHT EITHER BY STRIKING OUT THE NAMES OF THE PERSONS NAMED IN THE ACCOMPANYING FORM OF PROXY AND INSERTING THE DESIRED PERSON’S OR COMPANY’S NAME IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY OR BY COMPLETING ANOTHER PROPER FORM OF PROXY.

THE INSTRUMENT APPOINTING A PROXY MUST BE IN WRITING AND SIGNED BY THE SHAREHOLDER OR HIS OR HER ATTORNEY DULY AUTHORIZED IN WRITING, OR, IF THE SHAREHOLDER IS A CORPORATION, SIGNED BY A DULY AUTHORIZED OFFICER OR REPRESENTATIVE OF OR ATTORNEY FOR SUCH CORPORATION. A FORM OF PROXY WILL NOT BE VALID UNLESS THE COMPLETED FORM OF PROXY AND THE POWER OF ATTORNEY OR OTHER AUTHORITY, IF ANY, UNDER WHICH IT IS SIGNED, IS DEPOSITED AT THE OFFICE OF COMPUTERSHARE INVESTOR SERVICES INC., 100 UNIVERSITY AVENUE, 8TH FLOOR, 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.

A shareholder who has given a proxy may revoke it by an instrument in writing, including a form of proxy bearing a later date, signed in the manner set forth above, and delivered to the registered office of the Company, 26th Floor, 700 West Georgia Street, Vancouver, British Columbia, V7Y 1B3, Canada, to the attention of the Corporate Secretary, at any time up to the last business day before the day set for the holding of the Meeting at which the proxy is to be used or provided at the Meeting to the Chairman of the Meeting before any vote in respect of which the proxy is to be used shall have been taken. A proxy may also be revoked in any other matter provided by law. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

USE OF PROXY AND DISCRETIONARY POWERS

IF THE INSTRUCTIONS IN THE FORM OF PROXY ARE CERTAIN, AND IF THE INSTRUMENT OF PROXY IS DULY COMPLETED AND DELIVERED AND HAS NOT BEEN REVOKED, THE SHARES REPRESENTED BY THE FORM OF PROXY WILL BE VOTED OR WITHHELD FROM VOTING IN ACCORDANCE WITH THE INSTRUCTIONS OF THE SHAREHOLDER ON ANY POLL THAT MAY BE CALLED FOR AND, IF THE SHAREHOLDER SPECIFIES A CHOICE WITH RESPECT TO ANY MATTER TO BE ACTED UPON, THE SHARES WILL BE VOTED ON ANY POLL ACCORDINGLY. WHERE NO CHOICE IS SPECIFIED BY A SHAREHOLDER ON A RESOLUTION SHOWN ON THE FORM OF PROXY, OR WHERE INSTRUCTIONS ON THE FORM OF PROXY ARE UNCERTAIN, THE PERSONS NAMED IN THE ACCOMPANYING FORM OF PROXY WILL VOTE THE SHARES REPRESENTED BY THE FORM OF PROXY AS IF THE SHAREHOLDER HAD SPECIFIED AN AFFIRMATIVE VOTE. ALL MOTIONS PROPOSED TO BE MADE AT THE MEETING REQUIRE A SIMPLE MAJORITY OF THE VOTES CAST AT THE MEETING FOR APPROVAL.

The accompanying form of proxy confers discretionary authority upon the person(s) appointed proxy thereunder to vote all shares represented by the form of proxy on any amendments or variations to the matters identified in the notice of meeting or any other matters that may properly come before the Meeting. At the time of printing this Information Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting. In the event that amendments or variations to matters identified in the notice of meeting are properly brought before the Meeting or any other matter properly comes before the Meeting, the persons named in the accompanying form of proxy will vote in accordance with their best judgment on such matters.

NOTICE TO BENEFICIAL SHAREHOLDERS

These meeting materials are being sent to both registered and non-registered shareholders. If you are a non-registered shareholder and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable regulatory requirements from the intermediary/broker holding on your behalf.

Shareholders whose common shares without par value in the capital of the Company (each a “**Common Share**”) are not registered in their own name are referred to in this information circular as “Beneficial Shareholders”. There are two kinds of Beneficial Shareholders: those who have objected to their name being made known to the Company (called “**OBOs**” for Objecting Beneficial Owners) and those who have not objected (called “**NOBOs**” for Non-Objecting Beneficial Owners).

The Company has decided to directly send proxy-related materials to its NOBOs. As a result, NOBOs can expect to receive a voting instruction form from Broadridge Investor Communication Solutions (“**Broadridge**”). These voting instruction forms are to be completed and returned to the Broadridge by

mail or by facsimile. Alternatively, NOBOs can call a toll-free number or access the Broadridge's dedicated voting website (each as noted on the voting instruction form) to deliver their voting instructions and vote the Common Shares held by them. Broadridge will tabulate the results of the voting instruction forms received from NOBOs and will provide appropriate instructions at the Meeting with respect to the Common Shares represented by voting instruction forms they receive. By choosing to send these materials to you directly, the Company (and not the intermediary/broker holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your instructions as specified in the request for voting instructions. NOBOs that wish to attend the Meeting and vote in person (or appoint someone else to attend the Meeting and vote on such NOBO's behalf) can appoint themselves (or someone else) as a proxyholder by following the applicable instructions on the voting instruction form.

With respect to OBOs, the Company does not intend to pay for intermediaries/brokers to forward to OBOs meeting materials and seek voting instructions. Accordingly, an OBO will not receive meeting materials unless the OBO's intermediary/broker assumes the cost of delivery. Every intermediary has its own mailing procedures and provides its own return instructions, which should be carefully followed by OBOs in order to ensure that their Common Shares are voted at the Meeting. Often, the form of proxy supplied to an OBO by its broker is identical to that provided to registered shareholders. However, its purpose is limited to instructing the registered shareholder how to vote on behalf of the OBO. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge. Broadridge typically prepares a special voting instruction form, mails those forms to the OBOs and asks for appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. OBOs are requested to complete and return the voting instruction form to Broadridge by mail or facsimile. Alternatively, OBOs can call a toll-free telephone number or access Broadridge's dedicated voting website (each as noted on the voting instruction form) to deliver their voting instructions and vote the Common Shares held by them. Broadridge then tabulates the results of all voting instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. The voting instruction form must be returned as directed by Broadridge well in advance of the Meeting in order to have the Common Shares voted. OBOs who receive forms of proxies or voting materials from organizations other than Broadridge should complete and return such forms of proxies or voting materials in accordance with the instructions on such materials in order to properly vote their Common Shares at the Meeting. OBOs that wish to attend the Meeting and vote in person (or appoint someone else to attend the Meeting and vote on such OBO's behalf) can appoint themselves (or someone else) as proxyholder by following the applicable voting instructions.

BENEFICIAL SHAREHOLDERS ARE NOT ENTITLED, AS SUCH, TO VOTE AT THE MEETING IN PERSON OR TO DELIVER A FORM OF PROXY. IF YOU ARE A BENEFICIAL SHAREHOLDER AND WISH TO APPOINT YOURSELF AS PROXYHOLDER TO VOTE IN PERSON AT THE MEETING OR APPOINT SOMEONE ELSE TO ATTEND THE MEETING AND VOTE ON YOUR BEHALF, PLEASE SEE THE VOTING INSTRUCTIONS YOU RECEIVED OR CONTACT YOUR INTERMEDIARY/BROKER WELL IN ADVANCE OF THE MEETING TO DETERMINE HOW YOU CAN DO SO.

BENEFICIAL SHAREHOLDERS SHOULD CAREFULLY FOLLOW THE VOTING INSTRUCTIONS THEY RECEIVE, INCLUDING THOSE ON HOW AND WHEN VOTING INSTRUCTIONS ARE TO BE PROVIDED, IN ORDER TO HAVE THEIR COMMON SHARES VOTED AT THE MEETING.

NOTICE AND ACCESS

The Company is not sending proxy-related materials to registered shareholders or Beneficial Shareholders using notice-and-access, as such term is defined in *National Instrument 54-101 - Communication with Beneficial Owners of Securities of a Reporting Issuer*.

VOTING SECURITIES

The Company is authorized to issue an unlimited number of common shares without par value. As of November 13, 2015, 92,245,233 common shares without par value were issued and outstanding. Of the 92,245,233 common shares issued and outstanding on November 13, 2015, 59,395,030 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.

The Company has fixed November 12, 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.

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 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 SECURITIES

To the knowledge of the directors and executive officers of the Company, 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 Indirectly	Percentage of Outstanding Common Shares
Dussman Pty. Ltd.	30,721,950 ⁽¹⁾	33.3%

(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 on the System for Electronic Disclosure by Insiders (SEDI) at www.sedi.ca.

ANNUAL BUSINESS TO BE CONDUCTED AT THE MEETING

Presentation of Financial Statements

The audited financial statements of the Company for the fiscal year ended June 30, 2015, together with the report of the auditors thereon, will be placed before the Meeting. A copy of the Company's financial statements and Management's Discussion and Analysis may be obtained upon request from the Corporate Secretary at Level 13, 54 Miller Street, North Sydney, New South Wales 2060 Australia, telephone +61 2 8405 6300.

Fixing the Number of Directors of the Company

At the Meeting, it is proposed that the 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 constating documents of the Company, be set at six (6). There are presently six (6) directors of the Company, each of whom will retire from office at the Meeting.

UNLESS SUCH AUTHORITY IS WITHHELD, THE PERSONS NAMED IN THE ACCOMPANYING FORM OF PROXY INTEND TO VOTE IN FAVOUR OF SETTING THE NUMBER OF DIRECTORS TO BE ELECTED AT THE MEETING AT SIX (6).

THE BOARD OF DIRECTORS RECOMMENDS THAT THE SHAREHOLDERS VOTE IN FAVOUR OF SETTING THE NUMBER OF DIRECTORS TO BE ELECTED AT THE MEETING AT SIX (6).

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 Common Shares ⁽²⁾
ARI B. BERGMAN ⁽³⁾⁽⁴⁾ Victoria, Australia	Chief Operating Officer of Wingate Investment Group's property and asset finance division	Since December 3, 2013 (director of predecessor since 2002)	787,422
WARREN R. BINGHAM ⁽³⁾ New South Wales, Australia	Chairman, CEO at MedTech International Pty. Limited	Since May 21, 2015	55,555
MICHAEL W. BROWN ⁽³⁾ Victoria, Australia	Executive Chairman of Integrated Equity Pty. Ltd.	Since January 7, 2015	210,000
DAMIEN M. HAAKMAN ⁽³⁾⁽⁴⁾ Victoria, Australia	Managing Director of a private family office	Since December 3, 2013 (director of predecessor since 2012)	30,721,950 ⁽⁵⁾
CRAIG J. HOLLAND ⁽⁴⁾ Victoria, Australia	Executive Director and owner of the Menarock Aged Care Services Group and former senior partner of Deloitte Private	Since November 14, 2014	30,000
PHILIPPA M. LEWIS New South Wales, Australia	Chief Executive Officer of the Company	Since December 3, 2013 (director of predecessor since 2008)	536,947

- (1) This information has been furnished by the respective directors individually.
- (2) The information as to Common Shares beneficially owned, controlled or directed, directly or indirectly, not being within the knowledge of the Company, has been based solely upon reports filed on the System for Electronic Disclosure by Insiders (SEDI) at www.sedi.ca.
- (3) Member of the Nomination and Remuneration Committee.
- (4) Member of the Audit and Risk Committee.
- (5) Mr. Haakman is a director, officer, and principal shareholder of Dussman Pty. Ltd. Dussman Pty. Ltd. owns 30,721,950 Common Shares directly and indirectly.

Ari B. Bergman

Ari was appointed as a Director of Simavita Holdings in 2007 and, following its acquisition by the Company, of Simavita in November 2013. He also serves as Chairman of the Company's Nomination and Remuneration Committee and as a member of its Audit and Risk Committee. Ari worked with his late father, Dr. Fred Bergman, in the early stages of development of the SIM™ technology.

Ari worked as a commercial lawyer in private practice at one of Australia's most prestigious law firms and worked for 12 years at the Spotlight Group (one of Australia's largest and most diverse private groups) as General Counsel, Company Secretary and more recently as General Manager of the family office. Ari was recently appointed by Wingate Investment Group as Chief Operating Officer of Wingate's highly successful property and asset finance division.

Ari has completed a range of post graduate studies across law, tax, and governance, including a doctorate in law from Monash University and is currently enrolled in a Masters of Business Administration at Deakin University.

Warren R. Bingham

Warren was appointed as a Non-Executive Director of the Company on May 21, 2015. He also serves as a member of the Company's Nomination and Remuneration Committee.

For more than 20 years, Warren has worked extensively in the field of medical devices and technologies, with expertise in domestic and international markets, health economics, regulatory and clinical affairs and business development. In 2001, he established the Australian subsidiary of Given Imaging Ltd., a company who pioneered the PillCam® technology. In 2004, he successfully established PillCam Capsule Endoscopy on the Medicare Benefits Scheme.

During his time at Given Imaging, Warren served on the global management team which drove the company's progression from a small, privately held, research-stage company with no revenue to a multinational, publicly traded company with revenues exceeding USD\$200 million. In February 2014, Covidien plc acquired Given Imaging Ltd. for approximately USD\$1 billion.

Warren provides consulting and advisory services to the Life Sciences and Medtech sectors and serves as Member of the Board of the ANZ Gastrointestinal International Training Association, Vice President Asia Pacific to Clinical Genomics, Chair for the AusMedtech National Advisory Group and AusMedtech Health Economics Expert Panel, strategic advisor to the Board of the Gastroenterological Nurse College of Australia, Ambassador and strategic advisor to NFP Organisation Noble Endeavours, and Alumni Ambassador for the Vinnies CEO Sleepout.

Warren has qualifications in Business Administration and post graduate qualifications in Management and is also a graduate member of the Australian Institute of Company Directors.

Michael W. Brown

Michael was appointed as a Non-Executive Director of the Company and as the Non-Executive Chairman of the Board on January 7, 2015. He also serves as a member of the Company's Nomination and Remuneration Committee.

Michael is the founder and Executive Chairman of Integrated Equity Pty. Ltd., a Melbourne-based investor and corporate advisory firm which provides services in the areas of capital raising, M&A, corporate advisory and investment management. He has had a long and successful career in funds management and has operated at the Chief Investment Officer and Managing Director levels in both the listed and private equity markets. Previously, he has established and managed independent funds management and private equity operations in partnership or within some of Australia's largest and most prominent Australian family groups. His investment experience covers all asset classes and also includes overseas investment experience.

Michael brings to Simavita a broad range of relevant knowledge and experience across areas including; corporate governance, corporate strategy, operational planning, financial forecasting and modelling, capital management, mergers and acquisitions, sustainable growth, investor relations and long-term shareholder value creation. His qualifications include a Master of Science degree as well as post-graduate qualifications and training in finance and financial markets. He is a Fellow of the Australian Institute of Company Directors and graduated from that Institute's company director course with an Order of Merit.

Damien M. Haakman

Damien was appointed as a Director of Simavita Holdings in 2012 and, following its acquisition by the Company, of Simavita in November 2013. He also serves as a member of the Company's Audit and Risk Committee.

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.

Craig J. Holland

Craig was appointed as a Non-Executive Director of the Company on November 14, 2014. He also serves as Chairman of the Company's Audit and Risk Committee.

Craig is a former senior partner of international accounting firm Deloitte, where he ran the Melbourne Tax Group within Deloitte Private. He also served on both the Melbourne and National Executive teams within Deloitte Private, and was also Deloitte Private's Chief Operating Officer prior to his retirement from Deloitte in October 2012. In 2012, Mr. Holland retired as a partner in order to pursue private business interests in the aged care sector.

Craig is an Executive Director and owner of the Menarock Aged Care Services Group, a private company based in Australia, which owns and operates 480 beds through nine residential aged care facilities in Victoria and Southern New South Wales and also serves as a non-executive director of the Good Guys Retail Group and as a non-executive director of several not for profit organizations.

He holds a Bachelor of Economics (Monash), a Masters in Taxation (UNSW), is a Certified Practising Accountant with CPA Australia, a member of the Taxation Institute of Australia and is a Graduate of the Australian Institute of Company Directors.

Philippa M. Lewis

Philippa was appointed as a Director of Simavita Holdings in 2007 and, following its acquisition by the Company, of Simavita in November 2013. She is the Chief Executive Officer of the Group and an Executive Director of the Company.

Philippa has over 30 years of local and international business experience across multiple industry sectors including retail, healthcare, construction, international technology transfer, franchising, patent management, import, distribution and manufacturing. In 2002, Philippa was recognized as one of the Zurich Business Leaders of the Year.

Prior to joining Simavita, Philippa was the Chief Executive Officer and founder of Sanicare, an Australasian import and distribution business for textile based and non-woven adult incontinence products. Under Philippa's guidance, Sanicare grew to be a market leader prior to its acquisition by a multinational FTSE-listed entity in 2005.

Philippa's academic qualifications span Business and Law. She is a member of the Australian Institute of Company Directors and the Institute of Arbitration and Mediation.

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.

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 securityholder in deciding whether to vote for a proposed director.

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.

UNLESS SUCH AUTHORITY IS WITHHELD, THE PERSONS NAMED IN THE ACCOMPANYING FORM OF PROXY INTEND TO VOTE FOR THE RE-APPOINTMENT OF PRICEWATERHOUSECOOPERS, CHARTERED ACCOUNTANTS, AS AUDITORS OF THE COMPANY, TO HOLD OFFICE UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY.

THE BOARD OF DIRECTORS RECOMMENDS THAT THE SHAREHOLDERS VOTE FOR THE RE-APPOINTMENT OF PRICEWATERHOUSECOOPERS, CHARTERED ACCOUNTANTS.

Approval of Increased Placement Capacity

General

ASX Listing Rule 7.1A enables eligible entities, after obtaining shareholder approval at an annual general meeting, to issue equity securities up to 10% of its issued and outstanding share capital through placements over a 12 month period after the annual general meeting (the “**10% Placement Facility**”). The 10% Placement Facility is in addition to the Company’s 15% placement capacity under ASX Listing Rule 7.1.

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity for the purpose of ASX Listing Rule 7.1A.

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue equity securities under the 10% Placement Facility.

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

Description of ASX Listing Rule 7.1A

Any equity securities issued under the 10% Placement Facility (the “**Placement Securities**”) must be in the same class as an existing quoted class of equity securities of the Company. The Company, as at the date of this Information Circular, has on issue one class of equity securities, being Common Shares.

The resolution required is a special resolution of shareholders whereby approval of 75% of the votes cast by shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

Calculation of Additional Capacity

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

$$\text{Additional capacity} = (A \times D) - E$$

where:

A is the number of Common Shares on issue 12 months before the date of issue or agreement to issue:

- (i) plus the number of fully paid Common Shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
- (ii) plus the number of partly paid Common Shares that became fully paid in the 12 months;
- (iii) plus the number of fully paid Common Shares issued in the 12 months with approval of holders of shares under ASX Listing Rules 7.1 and 7.4;
- (iv) less the number of fully paid Common Shares cancelled in the 12 months.

(Note that **A** has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.)

D is 10%

E is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are *not* issued with the approval of Shareholders under ASX Listing Rule 7.1 or 7.4.

Minimum Issue Price

The issue price of Placement Securities issued under ASX Listing Rule 7.1A must be not less than 75% of the VWAP of equity securities in the same class calculated over the 15 trading days immediately before:

- (a) the date on which the price at which the Placement Securities are to be issued is agreed; or
- (b) if the Placement Securities are not issued within 5 trading days of the date in paragraph (a) above, the date on which the Placement Securities are issued.

10% Placement Period

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

- (a) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (b) the date of the approval by shareholders of 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), or such longer period if allowed by Australian Securities Exchange (“**10% Placement Period**”).

The effect of this resolution will be to allow the directors to issue the Placement Securities under ASX Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under ASX Listing Rule 7.1.

Specific information required by ASX Listing Rule 7.3A

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

- (a) Minimum issue price

The minimum price the Placement Securities will be issued at is the price determined in accordance with the ASX Listing Rule 7.1A.3, as described above.

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

(b) Effect on existing (non-participating) Shareholders

If this resolution is approved by shareholders and the Company issues Placement Securities under the 10% Placement Facility, the existing shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:

- (i) the market price for the Company's equity securities may be significantly lower on the date of the issue of the Placement Securities than on the date of the annual general meeting; and
- (ii) the Placement Securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date or the Placement Securities are issued as part of consideration for the acquisition of a new asset, which may have an effect on the amount of funds raised by the issue of the Placement Securities.

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

The table also shows:

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

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Placement Securities available under the 10% Placement Facility.
- (iii) 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%.
- (iv) The table does not show an example of dilution that may be caused to a particular shareholder by reason of placements under the 10% Placement Facility, based on that shareholder's holding at the date of the annual general meeting.
- (v) The table shows only the effect of issues of Placement Securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1.
- (vi) The issue of Placement Securities under the 10% Placement Facility consists only of Common Shares.
- (vii) The issue price is AUD\$0.37, being the closing price of the Common Shares (as CDIs) on the Australian Securities Exchange on November 12, 2015.

Variable 'A' in Listing Rule 7.1A.2	(all figures in AUD\$)	\$0.185 50% decrease in Issue Price	\$0.370 Issue Price	\$0.555 50% increase in Issue Price
Current Variable 92,245,233 Common Shares	10% Voting Dilution	9,224,523 Common Shares	9,224,523 Common Shares	9,224,523 Common Shares
	Funds raised	\$1,706,537	\$3,413,074	\$5,119,610
50% increase in Current Variable 138,367,850 Common Shares	10% Voting Dilution	13,836,785 Common Shares	13,836,785 Common Shares	13,836,785 Common Shares
	Funds raised	\$2,559,805	\$5,119,610	\$7,679,416
100% increase in Current Variable 184,490,466 Common Shares	10% Voting Dilution	18,449,047 Common Shares	18,449,047 Common Shares	18,449,047 Common Shares
	Funds raised	\$3,413,074	\$6,826,147	\$10,239,221

(c) Date by which Placement Securities may be issued

The Company will only issue and allot the Placement Shares during the 10% Placement Period that is at any time up to December 15, 2016. An approval given under this Resolution for the issue of the Placement Securities will cease to be valid in the event that shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking).

(d) Purposes for which Placement Securities may be issued

The Company may seek to issue the Placement Securities for the following purposes:

- (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) the acceleration of the roll-out of the Company's current technologies in the US and European markets; (ii) development of the next generations of SIM™ and SIM™ Community Care (home-based) product; (iii) appointment of additional distributors to roll-out SIM™ Generation 4 in other European countries; (iv) acquisition and development of complimentary intellectual property and new applications of the SIM™ technology; and (v) 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 Placement Securities.

(e) Company's share allocation policy

The Company's share 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; and
- (iv) 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.

- (f) 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 last year. The total number of equity securities issued during the 12 months preceding the date of the meeting is 18,517,490, representing 25.1% 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 the meeting is set out in Schedule "A" to this management information circular.

Voting Exclusion

The Company will disregard any votes cast on this Resolution by or on behalf of a person (and any associates of such a person) who may participate in the 10% placement facility and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of shares, if this Resolution is passed. At this point in time, there are no potential allottees to whom shares may be issued under this Resolution.

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

- (a) 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
- (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.

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 RECOMMENDS THAT THE SHAREHOLDERS VOTE FOR THE INCREASED PLACEMENT CAPACITY.

Approval of Increase in Non-executive Director Fee Pool

The directors consider that the total amount of potential aggregate directors' fees which may be paid to non-executive directors for their services as non-executive directors of the Company (the "**Non-executive Director Fee Pool**"), should be increased from AUD\$350,000 to a maximum aggregate amount of AUD\$500,000 per annum, being an increase of the maximum aggregate of AUD\$150,000 per annum.

Shareholders should note that increasing the limit or cap prescribed in respect of the Non-executive Director Fee Pool does not mean that shareholders are approving an increase in the non-executive Director fees.

The Board has achieved its desire to increase the number of suitably qualified and skilled non-executive directors in the past 12 months by increasing the board from three (3) to six (6) directors. Five (5) of the current directors on the Board are non-executive and half (three (3) of the six (6) directors) of the Board are independent¹.

Additional remuneration capacity is required as a result of these appointments and to ensure the aggregate remuneration to non-executive directors is sufficient for a reasonable period to ensure the directors' fees paid are such that the Company is able to retain and attract directors of the necessary qualifications and calibre to add value to the Company.

Simavita has established a Nomination and Remuneration Committee which reviews salaries and fees for all Simavita employees (including non-executive directors).

Subsequent to the financial year ended June 30, 2015, the Board appointed two (2) remuneration consulting groups, the Hay Group and Human Resource Answers, to review the fees paid by the Company to non-executive directors. Both groups considered director fees from the perspective of what is required to attract and retain high-quality individuals, the size and complexity of the Company, and what are established fair market rates. An increase in the Non-executive Director Fee Pool to AUD\$500,000 is consistent with the recommendations of both groups.

The Hay Group has not provided any services to the Company, or to its affiliated or subsidiary entities, or to any of its directors or members of management, other than or in addition to the compensation services provided subsequent to June 30, 2015. Human Resource Answers has additionally provided general human resources advisory services to the Company during the year ended June 30, 2015, in addition to the compensation services provided subsequent to June 30, 2015.

ASX Listing Rule 10.17 requires shareholder approval to be obtained to any proposed increase in the total directors' fees. Also pursuant to that Listing Rule, the following securities were issued to non-executive directors of the Company (or to parties related to them) subsequent to the Company being admitted to the Official List of the ASX on February 20, 2014. All shares below were issued at an issue price of AUD\$0.45 per share. In respect of the shares issued to parties related to Messrs. Bergman, Brown and Haakman, shareholder approval for the issue of the shares was obtained on July 23, 2014. In respect

¹ As at the date of this Information Circular, five (5) of the six (6) directors serve as non-executive directors. Mrs. Philippa Lewis, who serves as the Company's Chief Executive Officer, is the Company's Executive Director. Two (2) of the remaining five (5) directors have a relationship which deems them to not be independent: Mr. Michael Brown, who also serves as Chairman of the Board (having provided consulting services to the Company prior to joining the Board) and Mr. Damien Haakman (being associated with the major shareholder of the Company). In relation to Mr. Brown's previous service as a consultant to the Company, this advisory relationship was terminated when Mr. Brown became a director. Furthermore, the previous advisory role has given Mr. Brown a deep understanding of the Company, its markets and its shareholder base which benefits his role as a director.

of the shares issued to parties related to Messrs. Holland and Bingham, shareholder approval for the issue of the shares was obtained on May 21, 2015.

Name of Non-Executive Director	Date of issue	Related Party to whom the Common Shares were issued	Number of Common Shares issued
ARI BERGMAN	July 30, 2014	Estley Pty. Ltd. Mirest Pty. Ltd.	55,556 5,556
MICHAEL BROWN	July 30, 2014	Michael Brown Superannuation Fund Not applicable	205,000 5,000
CRAIG HOLLAND	May 22, 2015	Jackham Investments Pty. Ltd.	30,000
WARREN BINGHAM	May 22, 2015	Not applicable	55,555
DAMIEN HAAKMAN	July 30, 2014	Dussman Pty. Ltd.	6,168,880

In accordance with ASX Listing Rule 10.17B, ASX Listing Rule 10.17 (and 10.17A) do not apply to the remuneration of an Executive Director.

ASX Voting Exclusion Statement

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on this Resolution by:

- (a) any of the directors of Simavita; and
- (b) any associate of any of the directors of Simavita.

However, Simavita need not disregard a vote if:

- (a) 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
- (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.

UNLESS SUCH AUTHORITY IS WITHHELD, THE PERSONS NAMED IN THE ACCOMPANYING FORM OF PROXY INTEND TO VOTE FOR THE INCREASE IN DIRECTORS' FEES.

THE BOARD OF DIRECTORS RECOMMENDS THAT THE SHAREHOLDERS VOTE FOR THE INCREASE IN DIRECTORS' FEES.

Amendment to Stock Option Plan

The Company's Stock Option Plan was amended and approved by shareholders on November 20, 2013 and on December 3, 2014. The Stock Option Plan is a "fixed number" stock option plan and provides that the total number of Common Shares reserved for issuance pursuant to the Stock Option Plan is 14,745,548 Common Shares.

In order to meet the objectives of the Company's compensation program, the Company has proposed that the shareholders approve an amendment to the Stock Option Plan at the Meeting to change

the Common Shares in respect of which options may be granted thereunder from 14,745,548 Common Shares to 18,449,047 Common Shares of the Company (the “**Amendment**”). As of the date of this Information Circular, a total of 10,833,164 options have been granted by the Company. Other than the Amendment, all other terms of the Option Plan will remain the same. As of the date of this Information Circular, the proposed 18,449,047 Common Shares reserved for issuance pursuant to the Stock Option Plan represents 20% of the issued and outstanding Common Shares of the Company.

Pursuant to the policies of the TSX Venture Exchange (the “**TSXV**”) and applicable securities laws, the Common Shares underlying any options granted may be restricted from trading for a period of four months from the date of grant of the option. A summary of some of the additional provisions of the Stock Option Plan are as follows:

- 1) Persons eligible to be granted options under the Stock Option Plan include employees, officers, directors, and consultants who are responsible for the continued success of the Company.
- 2) The maximum number of Common Shares that may be reserved for issuance of stock options granted under the Stock Option Plan shall not exceed a fixed number, which shall be equal to 20% of the issued capital of the Company as at the date of this Information Circular.
- 3) The option exercise price shall be determined by the Board, subject to applicable TSXV approval, at the time any option is granted. In no event shall such option exercise price be lower than the minimum exercise price permitted by the TSXV.
- 4) Once the option exercise price has been determined by the Board, accepted by the TSXV and the option has been granted, the option exercise price may be reduced upon receipt of Board approval, provided that in the case of options held by insiders of the Company, the option exercise price may be reduced only if disinterested shareholder approval is obtained.
- 5) The current policies of the TSXV provide that the exercise price for stock options must not be less than the last closing price of the Common Shares before the date of grant, less a maximum discount of 25% where the closing price was up to \$0.50, 20% where the closing price was \$0.51 to \$2.00 and 15% where the closing price was above \$2.00, subject to adjustment in the event of a recent share consolidation or announcement of material information, and subject in any event to a minimum exercise price of \$0.05 per Common Share.
- 6) The granting of stock options is restricted as follows:
 - i. the aggregate number of Common Shares that may be reserved for issuance for a stock option to any one individual in a 12-month period may not exceed 5% of the issued Common Shares at the time of grant of the stock option, unless the Company obtained the requisite disinterested shareholder approval;
 - ii. the number of options granted to a consultant in a 12-month period must not exceed 2% of the issued Common Shares at the time of grant of the stock option; and
 - iii. the aggregate number of options granted to employees involved in investor relations activities must not exceed 2% of the issued Common Shares in any 12-month period, at the time of grant of the stock option. Options issued to consultants performing investor relations activities must vest in stages over 12 months with no more than ¼ of the options vesting in any three month period.
- 7) The term for exercise of stock options for listed companies on the TSXV is a maximum of 10 years from the date of grant provided that in the event of the optionee’s death, the exercise period shall not exceed the lesser of one year from the date of the optionee’s death and the

expiry date of the stock option. Stock options may only be exercised until the earlier of the expiry date and a period set forth in the Stock Option Plan, which must be a reasonable time after the optionee ceases to be a qualified optionee.

- 8) To the extent not earlier exercised or terminated, options terminate at the earliest of: (a) the termination date specified for such option; (b) if terminated for just cause, the date of such termination for just cause; (c) if terminated for a reason other than disability, death or just cause, not more than 90 days after such termination; and (d) the date of an sale, transfer, assignment or hypothecation resulting in the option being in violation of the Stock Option Plan.
- 9) All options shall be non-assignable and non-transferable except as between an optionee and a wholly owned personal corporation, with the consent of the TSXV.
- 10) A “disinterested shareholder vote” is required to approve the decrease in the exercise price of stock options previously granted to insiders prior to the exercise of such repriced stock options; or to approve the grant to insiders, within a 12-month period, of a number of options exceeding 10% of the issued Common Shares; or the issuance to any one optionee within a 12-month period, of a number of Common Shares exceeding 5% of the issued Common Shares.

As of the date of this Circular, 10,833,164 options have been granted pursuant to the terms of the Stock Option Plan. Assuming that the Amendment is approved by the shareholders, a further 3,703,499 options, or 4.01% of the issued and outstanding common shares of the Company, as of the date of this Information Circular, will become available for grant under the Stock Option Plan. If the Amendment is not approved by the shareholders, the Company will not have the ability to grant further options over the current limit pursuant to the Stock Option Plan.

Under the policies of the TSXV, the Amendment must be approved by ordinary resolution of a majority of the votes cast by all shareholders of the Company, in person or at the Meeting, excluding votes attaching to the Common Shares beneficially owned by insiders to whom options may be issued under the Stock Option Plan and associates of those persons. The Amendment must also be approved by the TSXV. Accordingly, at the Meeting, shareholders will be asked to approve the following resolution:

“BE IT RESOLVED as an ordinary resolution of the disinterested shareholders that, subject to the approval of the TSXV:

1. the amendment to the Company’s Stock Option Plan to change the common shares in respect of which options may be granted thereunder from 14,745,548 common shares to 18,449,047 common shares of the Company be and is hereby approved; and
2. any director or officer of the Company be and is hereby authorized, for and on behalf of the Company to execute and deliver all documents and instruments and take such other actions, including making all necessary filings with applicable regulatory bodies and exchanges, as such director or officer may determine to be necessary or desirable to implement this resolution and the matters authorized hereby.”

UNLESS SUCH AUTHORITY IS WITHHELD, THE PERSONS NAMED IN THE ACCOMPANYING FORM OF PROXY INTEND TO VOTE FOR THE APPROVAL OF THE AMENDMENT TO THE COMPANY’S STOCK OPTION PLAN.

THE DIRECTORS OF THE COMPANY RECOMMEND THAT THE SHAREHOLDERS VOTE FOR THE APPROVAL OF THE AMENDMENT TO THE COMPANY’S STOCK OPTION PLAN.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Compensation Objectives

The objectives of the Company's compensation program are to provide a competitive base compensation as well as current and long-term rewards to the Named Executive Officers (as defined below) that are consistent with their individual performance and contribution to the Company's objectives.

What the Company's Compensation Program is Designed to Reward

The Company's executive compensation practices are designed to attract and retain talented personnel capable of achieving the Company's objectives. The Company also utilizes compensation programs to motivate and reward the Company's Named Executive Officers for the ultimate achievement of the Company's goals. The Company makes use of complementary short-term and long-term incentive programs intended to provide fair, competitive and motivational rewards in the short-term while ensuring that Named Executive Officer's long-term objectives remain aligned with those of the shareholders.

Each Element of the Company's Compensation Program

The Company's compensation for the Named Executive Officers is comprised of four components: (1) base salary, (2) annual cash bonuses, (3) long-term incentive in the form of stock options, and (4) termination and change of control benefits.

Base Salary

The base salary provides the Named Executive Officers with basic compensation and reflects individual responsibility, knowledge and experience, market competitiveness and the contribution expected from each individual. In setting base compensation levels each year, consideration is given to objective factors, including level of responsibility, experience and expertise, and to subjective factors, such as leadership, commitment and attitude.

Annual Cash Bonuses

Annual cash bonuses are based on quantitative and subjective criteria, including the Company's ability to pay such bonuses, individual performance, the Named Executive Officer's contributions to achieving the Company's objectives, and other competitive considerations. The Nomination and Remuneration Committee evaluates the performance of each Named Executive Officer at the end of the financial year based upon criteria established at the beginning of the financial year.

For the financial year ended June 30, 2015, the following payments, in addition to their respective base salaries and superannuation, were made to Named Executive Officers:

- **Philippa Lewis** (CEO): Mrs. Lewis received amounts totalling AUD\$197,191 which comprised a dislocation and hardship allowance of AUD\$70,000; and certain expense payment fringe benefits totalling AUD\$67,411, together with the associated fringe benefits tax of AUD\$59,780.
- **Thomas Howitt** (CFO): Mr. Howitt received a cash bonus of AUD\$10,919.
- **Christopher Southerland** (VP, US Sales and Marketing): Mr. Southerland received amounts totalling AUD\$14,296 comprising social security payments and reimbursement of medical insurance premiums.

The Company's Nomination and Remuneration Committee can exercise discretion to amend annual incentive awards absent attainment of the performance goals, or to reduce or increase the size of any amount or payout. Such discretion was not applied to any of the Named Executive Officers in respect of the previous financial year. The Nomination and Remuneration Committee can also exercise discretion to grant additional annual incentive awards to the Named Executive Officers based on such factors that the committee determines relevant. Such discretion was not applied to any of the Named Executive Officers in respect of the previous financial year.

Stock Options

This component is designed to provide the Named Executive Officers with a long-term incentive to achieve the Company's objectives and contribute to shareholder value. The use of stock options is designed to motivate and retain the Named Executive Officers in order to achieve the results that ultimately benefit the shareholders.

Grants of options pursuant to the Company's Stock Option Plan are approved by the Board of Directors, based on the recommendations of the Nomination and Remuneration Committee after considering the recommendations of the Chief Executive Officer. In granting new options, consideration is given to:

- the number and terms of options already outstanding on an individual basis;
- the limits imposed by the TSX Venture Exchange on the total number of options that may be outstanding;
- the expected impact of the role of the Named Executive Officer on the Company's performance and strategic development; and
- all other forms of compensation.

The Nomination and Remuneration Committee may not necessarily use the fair value (as determined by the Black-Scholes option pricing model) as a basis for determining the number of options to award, as the ultimate realization of the option's value may be significantly different from that determined using fair value models.

There were 1,990,000 options granted to the Named Executive Officers during the financial year ended June 30, 2015.

Benefits and Perquisites

The Company offers only limited perquisites to the Named Executive Officers, and only where the Company believes such perquisites promote the retention of the Named Executive Officers or promote the efficient performance of the Named Executive Officers' duties. Such benefits are the same as those made available to all employees.

Setting Executive Compensation

Nomination and Remuneration Committee

The Company has a Nomination and Remuneration Committee of its Board of Directors currently comprised of three directors, Messrs. Bergman (Chair), Bingham and Brown. Currently, Messrs. Bergman and Bingham are independent as defined by *National Instrument 52-110 – Audit Committees* (“**NI 52-110**”).

The (i) direct experience of each Nomination and Remuneration Committee member that is relevant to the performance of his responsibilities as a committee member and (ii) skills and experience the Nomination and Remuneration Committee have to make decisions on the suitability of the Company's compensation policies and practices, are described below:

Ari Bergman (Chair) – Mr. Bergman is a qualified lawyer with extensive commercial experience and has served in an executive capacity for a number of organizations and has provided professional advice on the areas of corporate governance and remuneration.

Warren Bingham – Mr. Bingham has 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.

Michael Brown – Mr. Brown has post-graduate qualifications and training in finance and financial markets. He is a Fellow of the Australian Institute of Company Directors and graduated from that Institute's company director course with an Order of Merit.

Roles and Responsibilities

The Mandate of the Nomination and Remuneration Committee includes discharging the responsibilities of the Board of Directors relating to compensation of the Company's senior executives. Responsibilities include reviewing and recommending to the Board:

- consultants to be appointed for the purposes of providing independent human resources advice
- reports received from such consultants
- the appointment of persons to key senior executive positions
- the terms of employment of the CEO, including compensation
- the terms of employment of other senior executives, including compensation
- annual performance appraisal of the Chief Executive Officer
- succession planning for senior executives
- the Company's Stock Option Plan and all grants
- compensation for directors

The Nomination and Remuneration Committee use the above criteria as a guide when determining the compensation for the Company's Named Executive Officers. In determining the appropriate level of compensation for the Named Executive Officers, the Nomination and Remuneration Committee also conducts an informal random survey of technology companies listed on the TSX Venture Exchange and the Australian Securities Exchange. The compensation program emphasizes individual experience and performance. As such, executives holding similar positions may receive substantially different levels of compensation. If circumstances dictate, the Nomination and Remuneration Committee will adjust certain elements of total compensation upward or downward to ensure the Company's compensation practices align with interests of the shareholders while providing fair compensation to the Company's Named Executive Officers. For example, when resources are limited, the annual cash bonus program may be reduced or eliminated.

Process

Performance, measurement and executive compensation, including any annual cash bonuses for the Chief Executive Officer, are reviewed and approved by the Board at a meeting held typically in August of each year. At these meetings, the performance of the Named Executive Officers is also reviewed. The results of the Named Executive Officers' performance and compensation review by the Board is typically communicated to key senior executives by the Chief Executive Officer in September of each year. Stock option awards are typically determined and granted by the Board in August of each year.

Compensation Consultants

During the year ended June 30, 2015, the Company's Nomination and Remuneration Committee retained a compensation consultant, Godfrey Remuneration Group Pty. Ltd., to assist the Committee in making compensation determinations and with general advice regarding Board structure and composition. The total fees paid by the Company in respect of these services were AUD\$9,350. No fees were paid to any compensation consultants during the year ended June 30, 2015.

Apart from the above, in respect of each of the Company's two most recently completed financial years, (i) no fees were billed by a compensation consultant or advisor, or any affiliates thereof, for services related to determining compensation for any of the Company's directors and executive officers, and (ii) no fees were billed for any other services provided by a compensation consultant or adviser, or any affiliates thereof.

Subsequent to the year ended June 30, 2015, the Company's Nomination and Remuneration Committee retained compensation consultants to assist the Committee in reviewing compensation determinations for NEO's for the year ending June 30, 2016.

Changes to Named Executive Officers' Compensation

There were no material actions, decisions or policies that were made after June 30, 2015, the end of the Company's most recently completed financial year, that could affect a person's understanding of the Named Executive Officers' compensation for the most recently completed financial year.

The Company has not determined if it will be making any significant changes to its compensation policies and practices in the current financial year.

Recovery of Compensation

The Nomination and Remuneration Committee has not developed a policy specifying the consequences with respect to past compensation payments or awards if misconduct or mistake by the Company or its employees will result in a restatement of its financial statements. In the event of a restatement, the Nomination and Remuneration Committee intends to develop an appropriate response in relation to past compensation payments or awards.

Financial Instruments

The Company has not implemented a policy to prohibit the Named Executive Officers and directors from purchasing financial instruments that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the Named Executive Officer or director.

- (1) The Company uses the Black-Scholes methodology to calculate the fair value of option-based awards as it is the methodology used in the Company's financial statements. For the financial years ended June 30, 2013, 2014 and 2015, no adjustments, amendments, calculations, replacements or significant modifications were made to the exercise price of options previously awarded to, earned by, or payable to a Named Executive Officer. All securities under option are exercisable into Common Shares of the Company.
- (2) Includes amounts earned for services performed during the covered financial year but paid in the subsequent financial year.
- (3) Other Compensation includes consulting and other fees paid to parties related to the respective Named Executive Officer.
- (4) Christopher Southerland was appointed Vice President, US Sales and Marketing on March 16, 2015.
- (5) Paul Won was appointed Vice President, Manufacturing and Supply Chain on October 27, 2014.

Mrs. Lewis serves as Chief Executive Officer of the Company pursuant to an employment agreement dated August 30, 2013 and subsequent amendments. Under the terms of Mrs. Lewis' employment agreement, Mrs. Lewis is currently entitled to an annual base salary of AUD\$450,000, a short term incentive payment of up to AUD\$150,000 and participation in the Company's stock option plan. Mrs. Lewis is also entitled to other standard benefits under the Company's employee benefit package, including superannuation.

Mr. Howitt serves as Chief Financial Officer of the Company pursuant to an employment agreement effective as of April 11, 2014. Under the terms of Mr. Howitt's employment agreement, Mr. Howitt is currently entitled to an annual base salary of AUD\$248,295, a potential short term incentive payment of up to AUD\$49,659 and participation in the Company's stock option plan. Mr. Howitt is also entitled to other standard benefits under the Company's employee benefit package, including superannuation.

Mr. Curran serves as Chief Technology Officer of the Company pursuant to an employment agreement effective as of May 1, 2014. Under the terms of Mr. Curran's employment agreement, Mr. Curran is currently entitled to an annual base salary of AUD\$266,900, a potential short term incentive payment of up to AUD\$66,725 and participation in the Company's stock option plan. Mr. Curran is also entitled to other standard benefits under the Company's employee benefit package, including superannuation.

Mr. Southerland serves as VP, US Sales and Marketing of the Company pursuant to an employment agreement effective as of March 16, 2015. Under the terms of Mr. Southerland's employment agreement, Mr. Southerland is currently entitled to an annual base salary of US\$250,000, a potential short term incentive payment of up to US\$75,000 and participation in the Company's stock option plan. Mr. Southerland is also entitled to other standard benefits under the Company's employee benefit package.

Mr. Won serves as VP, Manufacturing and Supply Chain of the Company pursuant to an employment agreement effective as of October 27, 2014. Under the terms of Mr. Won's employment agreement, Mr. Won is currently entitled to an annual base salary of AUD\$220,000, a potential short term incentive payment of up to AUD\$44,000 and participation in the Company's stock option plan. Mr. Won is also entitled to other standard benefits under the Company's employee benefit package, including superannuation.

See also "- Termination and Change of Control Benefits" below.

Incentive Plan Awards

The following table sets forth, for each Named Executive Officer, all option-based and share-based awards outstanding at the end of the most recently completed financial year.

Name	Option-Based Awards				Share-Based Awards		
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (AUD\$)	Option Expiration Date	Value of Unexercised In-the-Money Options (AUD\$) ⁽¹⁾	Number of Shares or Units of Shares that Have Not Vested (#)	Market or Payout Value of Share-Based Awards that Have Not Vested (AUD\$)	Market or Payout Value of Vested Share-Based Awards not Paid Out or Distributed (AUD\$) ⁽¹⁾
PHILIPPA LEWIS	1,469,166	0.41	Dec 3, 2016	Nil	Nil	Nil	245,351
	1,469,166	0.52	Dec 3, 2016	Nil	Nil	Nil	201,276
	1,469,166	0.65	Dec 3, 2016	Nil	Nil	Nil	161,608
	1,469,166	0.82	Dec 3, 2016	Nil	Nil	Nil	126,348
THOMAS HOWITT	500,000	0.52	Dec 3, 2016	Nil	Nil	Nil	68,500
	690,000	0.68	March 31, 2019	Nil	Nil	Nil	100,050
PETER CURRAN	350,000	0.70	August 31, 2018	Nil	Nil	Nil	93,450
	300,000	0.68	March 31, 2019	Nil	Nil	Nil	43,500
CHRISTOPHER SOUTHERLAND	100,000	0.51	March 31, 2019	Nil	Nil	Nil	19,000
	200,000	0.63	March 31, 2019	Nil	Nil	Nil	31,200
	200,000	0.76	March 31, 2019	Nil	Nil	Nil	25,600
PAUL WON	400,000	0.68	March 31, 2019	Nil	Nil	Nil	58,000

(1) Based upon the difference between the closing market prices of the Common Shares on the TSX Venture Exchange at the dates of grant and the exercise prices of the options.

The following table sets forth the value of option-based and share-based awards and non-equity incentive plan compensation vested or earned by the Named Executive Officers during the most recently completed financial year:

Name	Option-Based Awards – Value Vested During the Year (AUD\$) ⁽¹⁾	Share-Based Awards – Value Vested During the Year (AUD\$)	Non-equity Incentive Plan Compensation – Value Earned During the Year (AUD\$)
THOMAS HOWITT	100,050	Nil	Nil
PETER CURRAN	136,950	Nil	Nil
CHRISTOPHER SOUTHERLAND	75,800	Nil	Nil
PAUL WON	58,000	Nil	Nil

(1) The aggregate value of the option-based awards vested during the financial year is based on the difference between the closing market price of the Common Shares on the TSX Venture Exchange on the vesting date of the options and the exercise price of the options, as calculated using the Black-Scholes methodology.

All option-based and share-based awards are issued pursuant to the Company’s Stock Option Plan. A summary of certain provisions of the Stock Option Plan is described above in this Information Circular under “Amendment to Stock Option Plan”.

Termination and Change of Control Benefits

Except as described below, there are no contracts, agreements, plans or arrangements that provide for payments to a Named Executive Officer at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Company or its subsidiaries or a change in a Named Executive Officer's responsibilities (excluding perquisites and other personal benefits if the aggregate of this compensation is less than AUD\$50,000).

Under the terms of Mrs. Lewis' employment agreement, upon a termination as a result of a change in control of the Company, Mrs. Lewis is entitled to: (a) all bonuses, fees or accrued entitlements currently outstanding; (b) exercise or continuation of any outstanding options; (c) all benefits, bonuses and options that would have been payable for not less than 120 days from date of termination; and (d) 12 months base salary.

Messrs. Curran, Southerland and Won do not have any termination or change of control benefits in their employment agreements.

The following table provides a summary of the estimated cost of terminating the employment contracts of the Named Executive Officers without cause as of June 30, 2015, both without a change of control and following a change of control:

Name	Estimated cost of termination of contract by the Company without cause (without a change of control) (AUD\$)	Estimated cost of termination of contract by the Company without cause following a change of control (AUD\$)
PHILIPPA LEWIS	450,000	450,000
THOMAS HOWITT	65,550	65,550
PETER CURRAN	45,522	45,522
CHRISTOPHER SOUTHERLAND	USD20,800	USD20,800
PAUL WON	36,500	36,500

Compensation of Directors

The following table provides a summary of compensation provided to the directors of the Company, who are not Named Executive Officers, for the most recently completed financial year ended June 30, 2015. See "Summary Compensation Table" above for any compensation received by Named Executive Officers for services as a director of the Company.

Name	Fees Earned (AUD\$)	Share-Based Awards (AUD\$)	Option-Based Awards (AUD\$)⁽¹⁾	Non-Equity Incentive Plan Compensation (AUD\$)	All Other Compensation (AUD\$)	Total (AUD\$)
ARI BERGMAN	50,139	Nil	Nil	Nil	7,680	57,819
DAMIEN HAAKMAN	45,689	Nil	Nil	Nil	165,000	210,689
PETER COOK ⁽²⁾	28,787	Nil	Nil	Nil	2,735	31,522
WARREN BINGHAM ⁽³⁾	Nil	Nil	Nil	Nil	25,000	25,000
MICHAEL BROWN ⁽⁴⁾⁽⁵⁾	54,795	Nil	Nil	Nil	5,205	60,000
CRAIG HOLLAND ⁽⁶⁾	Nil	Nil	Nil	Nil	37,667	37,667

- (1) The Company has chosen the Black-Scholes methodology to calculate the grant date fair value of option-based awards as it is the methodology used in the Company's financial statements. For the financial year ended June 30, 2015, no adjustments, amendments, calculations, replacements or significant modifications were made to the exercise price of options previously awarded to, earned by, or payable to a director. All securities under options are for Common Shares of the Company. The fair value of option-based awards was determined as of the date of grant using the Black-Scholes option pricing model. The following assumptions were used for the year ended June 30, 2015: a three year term; a risk free interest rate of 2.92%; no dividend payments and 68% volatility in share price.
- (2) Mr. Cook resigned from the Board on September 12, 2014.
- (3) Mr. Bingham was appointed as a Director of the Company on May 21, 2015.
- (4) Mr. Brown was appointed as a Director of the Company and as the Chairman of its Board on January 7, 2015.
- (5) During the period from July 1, 2014 up to the date on which Mr. Brown was appointed as a Non-Executive Director of the Company, certain payments totalling AUD\$117,000 were paid by the Company to Integrated Equity Pty. Ltd., a company associated with Mr. Brown, in respect of consulting services provided to the Company in relation to its capital raising in July 2014 and other corporate matters. In addition to these payments, during the same period, a total of 500,000 options were granted to Integrated Equity Pty. Ltd., which had a total share-based payments expense of AUD\$93,500. The consulting arrangement between the Company and Integrated Equity Pty. Ltd. was terminated with effect from December 31, 2014 prior to Mr. Brown's appointment as a director.
- (6) Mr. Holland was appointed as a Director of the Company on November 14, 2014.

Ari Bergman, Damien Haakman and Warren Bingham, each a non-executive director, is paid an annual retainer of AUD\$50,000. Mr. Holland, a non-executive director who also serves as Chairman of the Company's Audit and Risk Committee, is paid an annual retainer of AUD\$60,000. Mr. Brown, a non-executive director who also serves as Chairman of the Company, is paid an annual retainer of AUD\$120,000. Directors are entitled to be reimbursed for reasonable expenses incurred by them. Directors are eligible, at the discretion of the Board of Directors, to receive compensation for their services as a director, in the form of options under the Company's Stock Option Plan.

The following table sets forth, for each director who is not also a Named Executive Officer, all option-based and share-based awards outstanding at the end of the most recently completed financial year.

Name	Option-Based Awards				Share-Based Awards		
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (AUD\$)	Option Expiration Date	Value of Unexercised In-the-Money Options (AUD\$) ⁽¹⁾	Number of Shares or Units of Shares that Have Not Vested (#) ⁽²⁾	Market or Payout Value of Share-Based Awards that Have Not Vested (AUD\$) ⁽³⁾	Market or Payout Value of Vested Share-Based Awards not Paid Out or Distributed (AUD\$)
ARI BERGMAN	500,000	0.52	Dec 3, 2016	Nil	Nil	Nil	68,500
DAMIEN HAAKMAN	Nil	Nil	Nil	Nil	Nil	Nil	Nil
PETER COOK ⁽²⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil
WARREN BINGHAM	Nil	Nil	Nil	Nil	Nil	Nil	Nil
MICHAEL BROWN	500,000	0.62	July 1, 2017	Nil	Nil	Nil	93,500
CRAIG HOLLAND	Nil	Nil	Nil	Nil	Nil	Nil	Nil

(1) Based upon the difference between the closing market prices of the Common Shares on the TSX Venture Exchange at the dates of grant, and the exercise prices of the options.

(2) Mr. Cook resigned from the Board on September 12, 2014.

The following table sets forth the value of option-based and share-based awards and non-equity incentive plan compensation vested or earned by each director who is not also a Named Executive Officer during the most recently completed financial year:

Name	Option-Based Awards – Value Vested During the Year (AUD\$) ⁽¹⁾	Share-Based Awards – Value Vested During the Year (AUD\$)	Non-equity Incentive Plan Compensation – Value Earned During the Year (AUD\$)
ARI BERGMAN	68,500	Nil	Nil
DAMIEN HAAKMAN	Nil	Nil	Nil
PETER COOK	Nil	Nil	Nil
WARREN BINGHAM	Nil	Nil	Nil
MICHAEL BROWN	93,500	Nil	Nil
CRAIG HOLLAND	Nil	Nil	Nil

(1) The aggregate value of the option-based awards vested during the financial year is based on the difference between the closing market prices of the Common Shares on the TSX Venture Exchange on the vesting dates of the options and the exercise prices of the options.

All option-based awards are issued pursuant to the Company’s Stock Option Plan. See “- Incentive Plan Awards” above.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth the compensation plans under which equity securities of the Company are authorized for issuance, as of June 30, 2015, the Company’s most recent financial year end.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by securityholders	10,390,164	AUD\$0.62	4,355,384
Equity compensation plans not approved by securityholders	3,753,955	Various	N/A
Total	14,144,119	N/A	4,355,384

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

The Audit and Risk Committee of the Company presently consists of Craig Holland (Chair), Ari Bergman and Damien Haakman.

Except for Mr. Haakman, who is an insider by virtue of being a principal of Dussman Pty. Ltd., an insider of the Company, all current members of the Audit and Risk Committee are independent as defined by *National Instrument 52-110 – Audit Committees* (“**NI 52-110**”).

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:

Craig Holland (Chair) – Mr. Holland is a former partner of International Chartered Accounting firm Deloitte. He is a qualified CPA, a Fellow of the Taxation Institute of Australia and a Graduate of the Australian Institute of Company Directors. He holds a Bachelor of Economics degree and a Masters of Tax. He has many years of relevant financial experience across a number of different industries.

Ari Bergman – Mr. Bergman is a qualified lawyer who holds a doctorate in trust and corporate law, has extensive commercial experience and has served in an executive capacity for a number of organizations, and has provided professional advice on the areas of corporate governance and remuneration.

Damien Haakman – Mr. Haakman is the Managing Director of a significant private family office. His background includes due diligence work, forecasting, market assumptions and trends and he has a keen interest in the technology sector including the impacts of new disruptive technologies and their effects on their market.

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 De Visser Gray LLP and BDO East Coast Partnership (the Company and its preceding entities' former auditors until May 2, 2014) and PricewaterhouseCoopers, the Company's current auditors, in respect of the years ended June 30, 2015 and 2014:

Fee Category	Fees Paid (AUD\$)	
	2015	2014
Audit Fees	\$128,480	\$125,480
Audit-Related Fees ⁽¹⁾	\$-	\$61,095
All Other Fees	\$-	\$47,051
Totals	\$128,480	\$233,626

(1) "Audit Related Fees" include all fees paid to BDO East Coast Partnership for advice in relation to the Company's acquisition of Simavita Holdings Limited.

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 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 13, 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 13th day of November, 2015.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) Michael Brown
Chairman

SCHEDULE "A"

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

	Issue 1	Issue 2
Date of issue	April 9, 2015	May 22, 2015
Number issued	18,431,935	85,555
Class and terms of equity security	Common shares and CDIs	Common shares and CDIs
Names of persons who received securities or basis on which those persons was determined	All securities were issued to sophisticated investors who under section 708 of the Corporations Act and did not require a disclosure document	All securities were issued to sophisticated investors who under section 708 of the Corporations Act and did not require a disclosure document
Price	AUD\$0.45	AUD\$0.45
Discount to market price on date of issue (if any)	AUD\$0.08	AUD\$0.15
<i>For cash issues:</i>		
Total cash consideration received (before costs)	AUD\$8,294,371	AUD\$38,500
Amount of cash consideration spent	The cash received was added to the Company's existing cash reserves and used to fund working capital expenses	The cash received was added to the Company's existing cash reserves and used to fund working capital expenses
Use of cash consideration	Refer note below	Refer note below
Intended use for remaining amount of cash (if any)	Refer note below	Refer note below

Use of funds:

- (i) acceleration of the roll-out of the Company's current technologies in the US and European markets;
- (ii) development of the next generations of SIM™ and SIM™ Community Care (home-based) product;
- (iii) appointment additional distributors to roll-out SIM™ Generation 4 in other European countries;
- (iv) acquisition and development of intellectual property and new applications of the SIM™ technology; and
- (v) for general working capital purposes.

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> <p>(i) the identity of directors that are independent, and</p> <p>(ii) the identity of directors who are not independent, and the basis for that determination.</p>	<p>The board facilitates its exercise of independent supervision over management by virtue of (i) half of the directors being “independent” as that term is defined in NI 58-101, and (ii) the independent directors holding regular meetings at which the non-independent director and members of management are not in attendance.</p> <p>Each of the current directors of the Company, other than Philippa Lewis, Michael Brown and Damien Haakman, is “independent” as that term is defined in NI 58-101.</p> <p>Philippa Lewis is not “independent” as that term is defined in NI 58-101 by virtue of being the Chief Executive Officer of the Company.</p> <p>Michael Brown is not “independent” as that term is defined in NI 58-101 by virtue of receiving more than Cdn\$75,000 in direct compensation from the Company during a 12 month period within the last three years.</p> <p>Damien Haakman is not “independent” as that term is defined in NI 58-101 by virtue of being a principal of Dussman Pty. Ltd., an insider of the Company.</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>None</p>	<p>Issuer</p> <hr/> <p>N/A</p>

CORPORATE GOVERNANCE DISCLOSURE REQUIREMENT	OUR CORPORATE GOVERNANCE PRACTICES
<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 ensures 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>
<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 board has already approved a number of corporate governance documents and is preparing a written Code of Ethics which all directors and senior management will be required to sign. It will deal with conflicts, corporate assets, confidentiality, compliance with laws and regulations and reporting of illegal or unethical behavior.</p>
<p>5. Nomination of Directors – Disclose what steps, if any, are taken to identify new candidates for board nomination, including:</p> <p>(i) who identifies new candidates, and</p> <p>(ii) the process of identifying new candidates.</p>	<p>The Company’s Nomination and Remuneration Committee, composed of a majority of independent directors, is responsible for recommending to the board changes in the size and composition of the board and proposing new director candidates where appropriate.</p> <p>In identifying new candidates, the Company’s Nomination and Remuneration Committee 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 Nomination and Remuneration Committee also considers whether or not each new candidate can devote sufficient time and resources to his or her duties as a board member.</p>

CORPORATE GOVERNANCE DISCLOSURE REQUIREMENT	OUR CORPORATE GOVERNANCE PRACTICES
<p>6. Compensation – Disclose what steps, if any, are taken to determine compensation for the directors and Chief Executive Officer, including:</p> <p>(i) who determines compensation, and</p>	<p>The amount and form of director and senior executive compensation is reviewed periodically by the Company’s Nomination and Remuneration Committee, with any resultant recommendations made to the full board.</p>
<p>(ii) the process of determining compensation.</p>	<p>With respect to the process for determining compensation for the Chief Executive Officer, see “Executive Compensation – Compensation Discussion and Analysis”.</p> <p>With respect to the process for determining compensation for directors, the Nomination and Remuneration Committee is mandated with ensuring that such compensation is competitive with similar companies and reviewed annually.</p> <p>Where necessary, the Nomination and Remuneration Committee is authorized to engage and compensate any outside advisor that it determines to be necessary to carry out its duties.</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 Company has established a Nomination and Remuneration Committee. The Nomination and Remuneration Committee’s function include those described in items 5 and 6 above, as well as, corporate governance in general. There are no other committees of the board other than the Audit and Risk Committee and the Nomination and Remuneration Committee.</p>
<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 Company’s Chair is mandated with managing the process of appraising the performance of the board and reporting thereon, no less than once each year, to the board. In addition, the Chair is mandated with discussing with each board member individually his or her performance at least once each year.</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, including the TSX Venture Exchange 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, management discussion and 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.

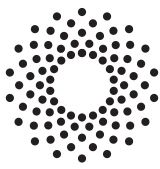
The Committee shall have authority to obtain external professional advice, including taking a second opinion in relation to relevant accounting matters, at the Company's expense. The purpose and cost of such requests shall be reported to and approved by the Board.

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.



Simavita
gracing life

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 Intermediary Online subscribers only
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For all enquiries call:

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



┌ 000001 000 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 10:00 a.m. (Australian Eastern Daylight Time) on Thursday, 10 December 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 12 November 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 ➔



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 at Level 31, 1 O'Connell Street, Sydney, New South Wales, 2000 Australia on Tuesday, December 15, 2015 at 10:00 a.m. (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	Abstain	Against
1. Number of Directors To set the number of Directors at 6.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Election of Directors			
01. Ari B. Bergman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
02. Warren R. Bingham	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
03. Michael W. Brown	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
04. Damien M. Haakman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
05. Craig J. Holland	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
06. Philippa M. Lewis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Appointment of Auditors Re-Appointment of PricewaterhouseCoopers, Chartered Accountants as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of Increased Placement Capacity Approving, for the purposes of ASX Listing Rule 7.1A and for all other purposes, an increase in the 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, as more particularly described in the accompanying management information circular.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval of Increase in Directors' Fees Approving, for the purposes of ASX Listing Rule 10.17 and all other purposes, an increase in the total amount of potential aggregate directors' fees which may be paid to non-executive directors for their services as non-executive directors of the Company, from AUD\$350,000 to a maximum aggregate amount of AUD\$500,000 per annum, being an increase of the maximum aggregate of AUD\$150,000 per annum, as more particularly described in the accompanying management information circular.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Amendment of Stock Option Plan Amending the Company's Stock Option Plan to change the common shares in respect of which options may be granted thereunder from 14,745,548 common shares to 18,449,047 common shares of the Company, as more 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

206981A

Computershare