



INNOVATIVE SCIENCE • REAL VALUE

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## NOTICE OF GENERAL MEETING

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Notice is hereby given that a General Meeting of the shareholders of SciDev Ltd (**SciDev** or the **Company**) will be held as follows:

Time: 11:00am (Sydney time)

Date: Thursday, 2 August 2018

Place: The Boardroom  
Northside Conference Centre  
Corner of Oxley Street and Pole Lane  
Crows Nest NSW

This Notice of Meeting should be read in conjunction with the attached Explanatory Notes and is accompanied by a Proxy Form for those shareholders wishing to vote by proxy. Please follow the instructions on the Proxy Form carefully.

### ORDINARY BUSINESS

#### **Resolution 1: To Ratify an Issue of Shares**

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

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, shareholders approve and ratify the prior allotment and issue of 74,222,800 shares on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting."*

#### Voting Exclusion Statement for Resolution 1

In accordance with Listing Rule 14.11, the Company will disregard any votes cast on Resolution 1 by any person who participated in the issue of the Shares, or any associate of such a person.

However, in accordance with the Listing Rules, the Company need not disregard a vote if:

- it is cast by a person as a proxy for a Shareholder who is entitled to vote, in accordance with the directions on the proxy form; or
- if it is cast by the Chairman of the Meeting as proxy for a Shareholder who is entitled to vote, in accordance with the directions on the proxy form.

#### **Resolution 2: To Approve a Proposed Issue of Shares**

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

*"That, for the purposes of Listing Rule 7.3 and for all other purposes, shareholders approve the proposed allotment and issue 52,443,866 shares on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting."*

#### Voting Exclusion Statement for Resolution 2

In accordance with Listing Rule 14.11, the Company will disregard any votes cast on Resolution 2 by any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary shares in the entity) or any associate of such a person.

However, in accordance with the Listing Rules, the Company need not disregard a vote if:

- it is cast by a person as a proxy for a Shareholder who is entitled to vote, in accordance with the directions on the proxy form; or
- if it is cast by the Chairman of the Meeting as proxy for a Shareholder who is entitled to vote, in accordance with the directions on the proxy form.

### **Resolution 3: Issue of Shares to a Director – Mr Kieran Rodgers**

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

*"That, in accordance with the Company's Constitution, Listing Rule 10.11 and for all other purposes, the Company approves the issue of 16,666,667 shares to or as directed by Mr Kieran Rodgers, a Director of the Company, on the terms and conditions contained in the Explanatory Statement."*

#### Voting Exclusion Statement for Resolution 3

In accordance with Listing Rule 14.11, the Company will disregard any votes cast on Resolution 3 by Mr Rodgers, or his nominee, and by an associate of Mr Rodgers, or his nominee. However, the Company need not disregard a vote if:

- it is cast by a person as a proxy for a Shareholder who is entitled to vote, in accordance with the directions on the proxy form; or
- if it is cast by the Chairman of the Meeting as proxy for a Shareholder who is entitled to vote, in accordance with the directions on the proxy form.

### **Other Business**

To transact any other business that may be properly brought before the Meeting.

Further information in relation to these Resolutions is set out in the attached Explanatory Notes.

### **Eligibility to Vote**

For the purposes of Regulation 7.11.37 of the Corporations Act, the Directors have set 7:00pm (Sydney time) on 31 July 2018 as the time and date to determine holders of the Company's Shares for the purposes of the General Meeting. Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the General Meeting.

On a show of hands every Shareholder has one vote, and on a poll, every Shareholder has one vote for each Share held.

### **Voting Intentions of the Chairman**

The Chairman intends to vote all undirected proxies in favour of all Resolutions, unless otherwise indicated in the Notice of AGM or Explanatory Notes.

## **Proxies**

To be effective, Proxy Forms must be received by the Company at its registered office at least 48 hours before the time for holding the Meeting.

A member entitled to attend and vote is entitled to appoint not more than two persons as his / her proxy to attend and vote instead of the member. A proxy need not be a member of the Company. If more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. Unless under Power of Attorney (which should have been noted by the Company) a Proxy Form by a corporation should be executed under its common seal or in accordance with the Corporations Act.

**Dated:** 29 June 2018

By order of the Board

A handwritten signature in black ink, appearing to read 'H Roberts', with a horizontal line underneath.

**Heath L Roberts**  
Company Secretary

## EXPLANATORY NOTES

These Explanatory Notes sets out information in connection with the business to be considered at the July 2018 General Meeting of SciDev Ltd (SciDev or the Company).

### BUSINESS

#### **Resolution 1: To Ratify an Issue of Shares**

On 25 June 2018, the Company announced a placement of shares to raise \$860,000 through the issue of 143,333,333 shares at an issue price of \$0.006 per Share (the Placement). Resolution 1 seeks shareholder ratification of the issue of the 'first tranche' of shares under the Placement, comprising 74,222,800 Shares (Tranche 1 Shares)

The Placement has been carried out in order to replenish working capital as SciDev expands its mainstream business operations in Australia and to cover the costs attendant to a number of new, senior staff appointments in recent months.

The investors who have been issued Tranche 1 Shares subject of Resolution 1 are not related parties of the Company and the prior approval of shareholders was not required in respect of the issue of the Tranche 1 Shares as it did not exceed the 15% restriction imposed upon listed companies by ASX Listing Rule 7.1.

Listing Rule 7.4 provides that if issue of the Tranche 1 Shares is ratified by Shareholders, the Company will again have the flexibility to issue further securities without shareholder approval within the 15% restriction imposed upon ASX listed companies by ASX Listing Rule 7.1. In effect, by ratifying issue of the Tranche 1 Shares, the Company will 'refresh' its full placement capacity under ASX Listing Rule 7.1.

The Board believes that it is in the best interests of the Company to maintain the ability to issue up to its full placement capacity so that the Company retains financial flexibility and can take advantage of commercial and fund raising opportunities that may arise.

#### **Information for Shareholders in accordance with Listing Rule 7.4**

The following information is provided in relation to Resolution 1 in accordance with Listing Rule 7.5:

- **Number of securities allotted:** The Tranche 1 Shares consisted of the issue and allotment of 74,222,800 Shares.
- **Issue price:** Each Tranche 1 Share was issued at a price of \$0.006.
- **Term of the securities:** The Tranche 1 Shares rank equally with the existing shares on issue and coded 'SDV'.
- **Allottees:** The Tranche 1 Shares were issued to associates of Kanins Australia Pty Ltd and Mr Lewis Utting, neither of whom are related parties of the Company

#### ***Directors' recommendation***

The Directors recommend that Shareholders vote in favour of Resolution 1. Voting exclusions apply.

#### **Resolution 2: To Approve a Proposed Issue of Shares**

The Placement includes the proposed issue of 52,443,866 shares which must first be approved by shareholders and are subject of this Resolution 2 (the Non-related Tranche 2 Shares). Distinct from the Tranche 1 Shares which have already been issued, the Non-related Tranche 2 Shares may only be issued in the event shareholders approve this resolution.

As explained above, the Placement has been carried out in order to replenish working capital as SciDev expands its mainstream business operations in Australia and to cover the costs attendant to a number of new, senior staff appointments in recent months

The investors who will be issued the Non-related Tranche 2 Shares subject of this Resolution 2 are excluded offerees who are not related parties of the Company.

Listing Rule 7.3 provides that if issue of the Non-related Tranche 2 Shares is ratified by Shareholders, the Company will again have the flexibility to issue further securities without shareholder approval within the 15% restriction imposed upon listed companies by ASX Listing Rule 7.1. In effect, by approving issue of the Non-related Tranche 2 Shares, the , not only will that share issue be approved, in addition the Company will 'refresh' its full placement capacity under ASX Listing Rule 7.1.

The Board believes that it is in the best interests of the Company to maintain the ability to issue up to its full placement capacity so that the Company retains financial flexibility and can take advantage of commercial and fundraising opportunities that may arise.

#### **Information for Shareholders in accordance with Listing Rule 7.4**

The following information is provided in relation to Resolution 1 in accordance with Listing Rule 7.5:

- **Number of securities allotted:** The Non-related Tranche 2 Shares consisted of the issue and allotment of 52,443,866 Shares.
- **Issue price:** Each Non-related Tranche 2 Share will be issued at a price of \$0.006.
- **Term of the securities:** The Non-related Tranche 2 Shares will rank equally with the existing shares on issue and coded 'SDV'.
- **Allottees:** The Tranche 2 Shares will be issued to excluded offerees who are not related parties of the Company.
- Subject to shareholder approval, the Non-related Tranche 2 Shares subject of this resolution will be issued and allotted within three months of shareholder approval.

#### ***Directors' recommendation***

The Directors recommend that Shareholders vote in favour of Resolution 2. Voting exclusions apply.

#### **Resolution 3: Issue of Shares to a Director**

SciDev Director Kieran Rodgers wishes to support the Company by subscribing for \$100,000 in shares at the same price as the Placement. The proposed issue of 16,666,667 shares to Mr Rodgers must first be approved by Shareholders of the Company. The following information is provided in accordance with Listing Rules 10.11 and 10.13:

<b>Director</b>	<b>Number of Shares to be issued</b>	<b>Issue Price per Share</b>	<b>Total subscription price</b>
Mr Kieran Rodgers	16,666,667	\$0.006 per share	\$100,000

Subject to shareholder approval, the shares subject of this resolution will be issued and allotted within one month of shareholder approval. The shares, if issued, will rank equally with SciDev's fully paid ordinary shares trading on ASX and coded 'SDV'. Funds raised by the share issues will be used for general working capital, in particular expansion of SciDev's mainstream business operations in Australia and to cover the costs attendant to a number of new, senior staff appointments in recent months.

#### ***Directors' recommendation***

The Directors (Mr Rodgers abstaining) recommend that Shareholders vote in favour of Resolution 3. Voting exclusions apply.

**All Correspondence to:**

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)

☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11am on Tuesday 31 July 2018.**

### 🖥 TO VOTE ONLINE

**STEP 1: VISIT** <https://www.votingonline.com.au/scidevgm18>

**STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**

**STEP 3: Enter your Voting Access Code (VAC):**

### 📱 BY SMARTPHONE



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

#### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

#### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

**Joint Holding:** where the holding is in more than one name, all the securityholders should sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11am on Tuesday, 31 July 2018**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖥 **Online** [www.votingonline.com.au/scidevgm18](http://www.votingonline.com.au/scidevgm18)

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited  
Level 12, 225 George Street,  
Sydney NSW 2000 Australia

#### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

**Your Address**  
 This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

**PROXY FORM**

**STEP 1 APPOINT A PROXY**

I/We being a member/s of **SciDev Ltd** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the General Meeting of the Company to be held at **The Boardroom, Northside Conference Centre, corner of Oxley Street and Pole Lane Crows Nest NSW 2065 on THURSDAY, 2 AUGUST, 2018 at 11.00AM** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

**STEP 2 VOTING DIRECTIONS**  
 \* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	To Ratify an Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	To Approve a Proposed issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Issue of Shares to a Director – Mr Kieran Rodgers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**STEP 3 SIGNATURE OF SECURITYHOLDERS**  
 This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2018