



Notice of extraordinary general meeting and explanatory memorandum

Mach7 Technologies Limited

ACN 007 817 192

Date: Wednesday, 28 December 2016

Time: 11.30 am (Melbourne time)

Venue: Level 1, 61 Spring Street
Melbourne, Victoria, 3000

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is given that an Extraordinary General Meeting of Mach7 Technologies Limited ACN 007 817 192 will be held at Level 1, 61 Spring Street, Melbourne, Victoria, 3000 on Wednesday, 28 December 2016 at 11.30 am (Melbourne time).

BUSINESS OF THE MEETING

Shareholders are invited to consider the following items of business at the Meeting:

1. Ratification of previous issues of shares

| Resolution 1 | Ratification of issue of Tranche 1 Placement Shares |
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| Description | The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for an issue of shares made by the Company on under a capital raising placement, as announced to the ASX on 16 November 2016. |
| Resolution (Ordinary) | To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>“THAT for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve and ratify the issue of 133,153,137 fully paid ordinary shares in the Company on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”</i> |
| Voting Exclusion | The Company will disregard any votes cast on this resolution by any person who participated in the issue of the shares and any of their associates. However, the Company need not disregard a vote if it is cast by: (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or; (b) the person chairing the Meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides. |

| Resolution 2 | Ratification of issue of Tranche 2 Placement Shares |
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| Description | As at the date of this Notice, the Company has not yet issued the Tranche 2 Placement Shares. It is intended that these shares will be issued on or around 7 December 2016, following the 2016 Annual General Meeting. In anticipation of this, the Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 60,500,000 of the Tranche 2 Placement Shares pursuant to the Company’s 10% Placement Capacity. |
| Resolution (Ordinary) | To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>“THAT for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve and ratify the issue of 60,500,000 fully paid ordinary shares in the Company on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”</i> |

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| Voting Exclusion | <p>The Company will disregard any votes cast on this resolution by any person who participated in the issue of the shares and any of their associates. However, the Company need not disregard a vote if it is cast by:</p> <p>(a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or;</p> <p>(b) the person chairing the Meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.</p> |
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2. Approval of issue of shares to Directors under capital raising placement

| Resolution 3 | Approval of issue of shares to Dr Nigel Finch |
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| Description | The Company seeks shareholder approval for the issue of 2,500,000 fully paid ordinary shares to Dr Nigel Finch (a Non-Executive Director of the Company) or his nominee(s), under a capital raising placement, without using the Company's 15% Placement Capacity. |
| Resolution (Ordinary) | <p>To consider and, if thought fit, pass the following resolution as an ordinary resolution:</p> <p><i>"THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, shareholder approval is given for the Company to issue 2,500,000 fully paid ordinary shares to Dr Nigel Finch or his nominee(s), on the terms set out in the Explanatory Memorandum accompanying this Notice."</i></p> |
| Voting Exclusion | <p>The Company will disregard any votes cast on this resolution by Dr Nigel Finch or his nominee(s) or any other person who may obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, and any of their associates. However, the Company need not disregard a vote if it is cast by:</p> <p>(a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or;</p> <p>(b) the person chairing the Meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.</p> |

| Resolution 4 | Approval of issue of shares to Mr Nobuhiko Ito |
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| Description | The Company seeks shareholder approval for the issue of 2,500,000 fully paid ordinary shares to Mr Nobuhiko Ito (a Non-Executive Director of the Company) or his nominee(s), under a capital raising placement, without using the Company's 15% Placement Capacity. |
| Resolution (Ordinary) | <p>To consider and, if thought fit, pass the following resolution as an ordinary resolution:</p> <p><i>"THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, shareholder approval is given for the Company to issue 2,500,000 fully paid ordinary shares to Mr Nobuhiko Ito or his nominee(s), on the terms set out in the Explanatory Memorandum accompanying this Notice."</i></p> |

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| Voting Exclusion | <p>The Company will disregard any votes cast on this resolution by Mr Nobuhiko Ito or his nominee(s) or any other person who may obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, and any of their associates. However, the Company need not disregard a vote if it is cast by:</p> <p>(a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or;</p> <p>(b) the person chairing the Meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.</p> |
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| Resolution 5 | Approval of issue of shares to Mr Wayne Spittle |
| Description | The Company seeks shareholder approval for the issue of 2,500,000 fully paid ordinary shares to Mr Wayne Spittle (a Non-Executive Director of the Company) or his nominee(s), under a capital raising placement, without using the Company's 15% Placement Capacity. |
| Resolution (Ordinary) | To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, shareholder approval is given for the Company to issue 2,500,000 fully paid ordinary shares to Mr Wayne Spittle or his nominee(s), on the terms set out in the Explanatory Memorandum accompanying this Notice."</i> |
| Voting Exclusion | <p>The Company will disregard any votes cast on this resolution by Mr Wayne Spittle or his nominee(s) or any other person who may obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, and any of their associates. However, the Company need not disregard a vote if it is cast by:</p> <p>(a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or;</p> <p>(b) the person chairing the Meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.</p> |

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| Resolution 6 | Approval of issue of shares to Mr Damien Lim |
| Description | The Company seeks shareholder approval for the issue of 2,500,000 fully paid ordinary shares to Mr Damien Lim (the Company's Non-Executive Chairman) or his nominee(s), under a capital raising placement, without using the Company's 15% Placement Capacity. |
| Resolution (Ordinary) | To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, shareholder approval is given for the Company to issue 2,500,000 fully paid ordinary shares to Mr Damien Lim or his nominee(s), on the terms set out in the Explanatory Memorandum accompanying this Notice."</i> |

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| Voting Exclusion | <p>The Company will disregard any votes cast on this resolution by Mr Damien Lim or his nominee(s) or any other person who may obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, and any of their associates. However, the Company need not disregard a vote if it is cast by:</p> <p>(a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or;</p> <p>(b) the person chairing the Meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.</p> |
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| Resolution 7 | Approval of issue of shares to Mr Albert Liong |
| Description | The Company seeks shareholder approval for the issue of 2,500,000 fully paid ordinary shares to Mr Albert Liong (the Company's Managing Director and Global Chief Executive Officer) or his nominee(s), under a capital raising placement, without using the Company's 15% Placement Capacity. |
| Resolution (Ordinary) | To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, shareholder approval is given for the Company to issue 2,500,000 fully paid ordinary shares to Mr Albert Liong or his nominee(s), on the terms set out in the Explanatory Memorandum accompanying this Notice."</i> |
| Voting Exclusion | <p>The Company will disregard any votes cast on this resolution by Mr Albert Liong or his nominee(s) or any other person who may obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, and any of their associates. However, the Company need not disregard a vote if it is cast by:</p> <p>(a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or;</p> <p>(b) the person chairing the Meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.</p> |

3. Approval of issue of shares to BV Healthcare

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| Resolution 8 | Approval of issue of BV Shares |
| Description | The Company seeks shareholder approval to be able to issue fully paid ordinary shares to BV Healthcare II Pte Ltd under a capital raising placement, without using the Company's 15% Placement Capacity. |
| Resolution (Ordinary) | To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of the BV Shares to BV Healthcare II Pte Ltd or its nominee(s) on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice."</i> |

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| Voting Exclusion | <p>The Company will disregard any votes cast on this resolution by:</p> <ul style="list-style-type: none"> (a) BV Healthcare II Pte Ltd and its nominee(s); (b) any person who might obtain a benefit, except a benefit solely in the capacity of a holder of shares, if this resolution is passed; and (c) any associates of the persons named in sub-paragraphs (a) and (b). <p>However, the Company will not disregard a vote if it is cast by:</p> <ul style="list-style-type: none"> (d) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or (e) the chair of the meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides. |
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4. Share consolidation

| Resolution 9 | Consolidation |
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| Description | The Company seeks approval of shareholders to consolidate the number of Equity Securities it has on issue into a smaller number in the ratio of 10 to 1. |
| Resolution (Ordinary) | <p>To consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:</p> <p><i>“THAT for the purposes of section 254H of the Corporations Act, and for all other purposes, approval is given for the consolidation of every ten (10) fully paid ordinary shares, performance shares, and options in the Company into one (1) ordinary share, performance share or option, with fractions of a share or option being rounded to the nearest whole number, exact half shares or options being rounded up and post Consolidation holdings of less than one (1) being rounded up; such Consolidation to take effect in accordance with the timetable set out in the Explanatory Memorandum accompanying this Notice.”</i></p> <p>Note: In accordance with section 254H(4) of the Corporations Act, a copy of this Resolution 9, if passed, shall be lodged with the Australian Securities & Investments Commission within one month of the meeting.</p> |

Dated 28 November 2016

BY ORDER OF THE BOARD OF MACH7 TECHNOLOGIES LIMITED



Alyn Tai
Company Secretary

QUESTIONS FROM SHAREHOLDERS

In order to provide an equal opportunity for all shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company.

Please send your questions to:

Ms Alyn Tai, Company Secretary,
Mach7 Technologies Limited
alyn.tai@mach7t.com.au

Written questions must be received by no later than **5.00 pm (Melbourne time) on Wednesday, 21 December 2016**.

Your questions should relate to matters that are relevant to the business of the Extraordinary General Meeting, as outlined in this Notice of Meeting and Explanatory Memorandum.

During the course of the Meeting, the Chair will seek to address as many shareholder questions as reasonably practicable. However, there may not be sufficient time to answer all questions at the Meeting. Please note that individual responses may not be sent to shareholders.

VOTING INFORMATION

Entitlement to vote at the Extraordinary General Meeting

A determination has been made by the Board of the Company under regulation 7.11.37 of the *Corporations Regulations 2001* that the persons eligible to vote at the Extraordinary General Meeting are those who are registered shareholders of the Company as at **7.00 pm (Melbourne time) on Monday, 26 December 2016**, subject to any applicable voting exclusion.

Voting by proxy

- (a) A shareholder entitled to attend and vote at the Meeting may appoint one proxy or, if the shareholder is entitled to cast 2 or more votes at the meeting, 2 proxies, to attend and vote instead of the shareholder.
- (b) Where 2 proxies are appointed to attend and vote at the Meeting, each proxy may be appointed to represent a specified proportion or number of the shareholder's voting rights at the Meeting.
- (c) A proxy need not be a shareholder of the Company.
- (d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the Meeting.
- (e) A proxy form accompanies this Notice. If a shareholder wishes to appoint more than 1 proxy, they may make a copy of the proxy form attached to this Notice. For the proxy form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power or authority by **11.00 am (Melbourne time) on Monday, 26 December 2016**:
 - online: www.linkmarketservices.com.au
(select 'Voting' and follow the prompts to lodge your vote - see proxy form for further information)
 - by post: Mach7 Technologies Limited, c/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235, Australia
 - by hand: Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138; or Level 12, 680 George Street, Sydney NSW 2000 (Monday to Friday, 9.00am to 5.00pm)
 - by facsimile: +61 2 9287 0309

EXPLANATORY MEMORANDUM TO NOTICE OF EXTRAORDINARY GENERAL MEETING

1. Ratification of previous issues of shares

| Resolution 1 | Ratification of issue of Tranche 1 Placement Shares | | | | | | | | |
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| Explanation | <p>The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for previous issues of securities made by the Company during the last 12 months under the Company's capacity to issue Equity Securities under ASX Listing Rule 7.1, which provides that a company must not, subject to specified exceptions under ASX Listing Rule 7.2, issue or agree to issue Equity Securities during any 12 month period in excess of 15% of the number of ordinary shares on issue at the commencement of that 12 month period without shareholder approval (15% Placement Capacity).</p> <p>ASX Listing Rule 7.4 sets out an exception to the limitations on the Company's capacity to issue Equity Securities pursuant to its 15% Placement Capacity, by permitting the ratification of previous issues of Equity Securities which were not made under a prescribed exception under ASX Listing Rule 7.2 or with shareholder approval, provided that such issues did not breach the Company's 15% Placement Capacity. If shareholders of a company approve the ratification of such previous issues of Equity Securities at a general meeting, those Equity Securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1.</p> <p>Accordingly, if shareholders ratify the previous issue of shares made by the Company by way of approving Resolution 1, those shares will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1 and will no longer be deducted from the Company's 15% Placement Capacity.</p> | | | | | | | | |
| Reasons for Resolution 1 | <p>The effect of the ratification sought under Resolution 1 in accordance with ASX Listing Rule 7.4 is the reinstatement of the Company's 15% Placement Capacity. This will effectively enable the Company to issue further Equity Securities of up to 15% of the issued capital of the Company, if required, in the next 12 months without requiring shareholder approval.</p> | | | | | | | | |
| Information required to be provided under the ASX Listing Rules 7.5 | <p>Resolution 1 seeks shareholder ratification of the issue of the Tranche 1 Placement Shares. The 133,153,137 Tranche 1 Placement Shares were issued under the Company's 15% Placement Capacity on 18 November 2016 and 22 November 2016 to the Tranche 1 Placement Participants.</p> <p>In accordance with ASX Listing Rule 7.5, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to shareholders:</p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 35%;">No. of securities issued</td> <td>133,153,137 fully paid ordinary shares.</td> </tr> <tr> <td>Issue price per security</td> <td>\$0.04 per share.</td> </tr> <tr> <td>Recipients of issue</td> <td>The Tranche 1 Placement Participants.</td> </tr> <tr> <td>Terms of securities</td> <td></td> </tr> </table> | No. of securities issued | 133,153,137 fully paid ordinary shares. | Issue price per security | \$0.04 per share. | Recipients of issue | The Tranche 1 Placement Participants. | Terms of securities | |
| No. of securities issued | 133,153,137 fully paid ordinary shares. | | | | | | | | |
| Issue price per security | \$0.04 per share. | | | | | | | | |
| Recipients of issue | The Tranche 1 Placement Participants. | | | | | | | | |
| Terms of securities | | | | | | | | | |

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| | <p>The Tranche 1 Placement Shares are fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.</p> <p>Use of funds raised \$4,000,000 of the funds raised from the issue of the Tranche 1 Placement Shares will be used for investment into sales and marketing resources, customer support services, new product development, and working capital requirements.</p> <p>\$1,326,125 of the funds raised from the issue of the Tranche 1 Placement Shares will be used to retire existing debt.</p> <p>Voting Exclusions A voting exclusion statement applies to this item of business, as set out in the Notice.</p> |
| <p>Board Recommendation</p> | <p>The Directors believe that it is in the best interests of the Company that the Directors maintain their ability to issue up to 15% of the issued capital of the Company under ASX Listing Rule 7.1.</p> <p>The Directors consider it to be appropriate and prudent for approval to be sought at the Meeting in respect of the relevant issues of Equity Securities made by the Company in the last 12 months. The Directors believe this approval will enhance the Company's flexibility to raise equity capital, should the Directors consider that it is in the best interests of the Company to do so.</p> <p>In particular, the Directors note that if this approval is not obtained at the Meeting, the Company may be required to incur the additional costs and delay of convening another extraordinary general meeting of the Company if the Directors propose to issue Equity Securities which do not fall under an exception to the 15% rule in ASX Listing Rule 7.2.</p> <p>On the basis of the foregoing, the Directors unanimously recommend that shareholders vote in favour of Resolution 1.</p> |
| <p>Chairman's available proxies</p> | <p>The Chairman intends to vote all available proxies in favour of Resolution 1.</p> |

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| <p>Resolution 2</p> | <p>Ratification of issue of Tranche 2 Placement Shares</p> |
| <p>Explanation</p> | <p>Resolution 2 seeks shareholder ratification of the issue of the 60,500,000 Tranche 2 Placement Shares, on the assumption that the Capacity Refresh Resolutions proposed at the 2016 Annual General Meeting are passed and the Tranche 2 Placement Shares are issued.</p> <p>The 60,500,0000 Tranche 2 Placement Shares the subject of this Resolution 2 will be issued under the Company's 10% Placement Capacity prior to the Meeting.</p> |

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| <p>ASX Listing Rules</p> | <p>The Company is seeking shareholder approval under ASX Listing Rule 7.1A at the 2016 Annual General Meeting to issue shares of up to an additional 10% of its issued capital by way of placements over a 12 month period, in addition to its ability to issue Equity Securities under the its 15% Placement Capacity under ASX Listing Rule 7.1 (10% Placement Capacity).</p> <p>Assuming that the relevant resolution is passed and the 2016 Annual General Meeting and the 60,500,000 Tranche 2 Placement Shares are issued pursuant to the Company's 10% Placement Capacity, the Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the 7.1A Placement Shares.</p> |
| <p>Reasons for Resolution 2</p> | <p>The effect of ratification (in accordance with ASX Listing Rule 7.4) of the issue of the 60,500,000 shares the subject of this Resolution 2 is the reinstatement of the Company's maximum 10% Placement Capacity under ASX Listing Rule 7.1A. This will effectively enable the Company to issue further shares of up to an additional 10% of the issued capital of the Company (to the extent permitted by and subject to the conditions prescribed by ASX Listing Rule 7.1A).</p> <p>Save for as otherwise set out in this Notice, the Directors do not currently have any specific intention to make any further issue of shares under ASX Listing Rule 7.1A in the next 12 months.</p> <p>However, the Directors consider it to be appropriate and prudent for approval to be sought at the Meeting, in respect of the relevant issue of shares made by the Company in the last 12 months. The Directors believe this approval will enhance the Company's flexibility to finance its operations through raising equity capital, should the Directors consider it to be in the best interests of the Company to do so.</p> |
| <p>Information required to be provided under the ASX Listing Rules 7.5</p> | <p>In accordance with ASX Listing Rule 7.5, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to shareholders:</p> <p>No. of securities issued 60,500,000 fully paid ordinary shares.</p> <p>Issue price per security \$0.04 per share.</p> <p>Recipient of issue The Tranche 2 Placement Participants.</p> <p>Terms of securities The Tranche 2 Placement Shares are fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.</p> <p>Use of funds raised The funds raised by the issue of the 60,500,000 Tranche 2 Placement Shares the subject of Resolution 2 will be used for investment into sales and marketing resources, customer support services, new product development, and working capital requirements.</p> <p>Voting Exclusion Statement A voting exclusion statement applies to this item of business, as set out in the Notice.</p> |
| <p>Board Recommendation</p> | <p>The Directors unanimously recommend that shareholders vote in favour of this resolution.</p> |
| <p>Chairman's available proxies</p> | <p>The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.</p> |

2. Approval of issue of shares to Directors under capital raising placement

| Resolutions 3 to 7 (inclusive) | Approval of issues of shares to Directors | | | | | | | | | | | | |
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| <p>Explanation</p> | <p>Each of the Company's Directors, being Dr Nigel Finch, Mr Nobuhiko Ito, Mr Wayne Spittle, Mr Damien Lim and Mr Albert Liong (Tranche 3 Placement Participants) have agreed to support the Company's capital raising initiatives as announced to the ASX by the Company on 16 November 2016 by participating in the Tranche 3 Placement.</p> <p>Under the Tranche 3 Placement, each Director (or his nominee) will subscribe for 2,500,000 fully paid ordinary shares in the Company at \$0.04 per share, subject to shareholder approval being obtained at the Meeting.</p> | | | | | | | | | | | | |
| <p>Reason for Resolutions 3 to 7</p> | <p>ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval prior to the issue of Equity Securities to a related party of the company. Being Directors of the Company, the Tranche 3 Placement Participants are related parties of the Company by virtue of section 228(2) of the Corporations Act. Accordingly, Resolutions 3 to 7 (inclusive) seek the shareholder approval required by ASX Listing Rule 10.11 to allow the issue of shares to the Tranche 3 Placement Participants.</p> <p>If shareholder approval is given for the purposes of ASX Listing Rule 10.11, approval will not be required under ASX Listing Rule 7.1, and the Tranche 3 Placement Shares will not deplete the Company's 15% Placement Capacity.</p> | | | | | | | | | | | | |
| <p>Specific information for Resolution 3 – Approval of issue of shares to Dr Nigel Finch</p> | | | | | | | | | | | | | |
| <p>Specific information required by ASX Listing Rule 10.13</p> | <p>In accordance with ASX Listing Rule 10.13, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 10.11, the following information is provided to shareholders:</p> <table border="0"> <tr> <td data-bbox="483 1285 751 1346">Identification of recipients of Shares</td> <td data-bbox="778 1285 1174 1317">Dr Nigel Finch or his nominee(s).</td> </tr> <tr> <td data-bbox="483 1379 751 1440">Number of Shares to be issued</td> <td data-bbox="778 1379 1214 1411">2,500,000 fully paid ordinary shares.</td> </tr> <tr> <td data-bbox="483 1460 751 1520">Date for issue and allotment of Shares</td> <td data-bbox="778 1460 1430 1581">If shareholder approval is obtained for Resolution 3, the Company will issue the shares as soon as is practicable after the Meeting, or in any event no later than 1 month after the date of the Meeting.</td> </tr> <tr> <td data-bbox="483 1637 751 1697">Issue price per Share</td> <td data-bbox="778 1637 1430 1697">The shares will be issued at an issue price of \$0.04 per share.</td> </tr> <tr> <td data-bbox="483 1729 751 1760">Terms of securities</td> <td data-bbox="778 1729 1430 1821">The shares will be fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.</td> </tr> <tr> <td data-bbox="483 1852 751 1883">Use of funds raised</td> <td data-bbox="778 1852 1430 1973">The funds raised by the issue of these shares will be used for investment into sales and marketing resources, customer support services, new product development, and working capital requirements.</td> </tr> </table> | Identification of recipients of Shares | Dr Nigel Finch or his nominee(s). | Number of Shares to be issued | 2,500,000 fully paid ordinary shares. | Date for issue and allotment of Shares | If shareholder approval is obtained for Resolution 3, the Company will issue the shares as soon as is practicable after the Meeting, or in any event no later than 1 month after the date of the Meeting. | Issue price per Share | The shares will be issued at an issue price of \$0.04 per share. | Terms of securities | The shares will be fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company. | Use of funds raised | The funds raised by the issue of these shares will be used for investment into sales and marketing resources, customer support services, new product development, and working capital requirements. |
| Identification of recipients of Shares | Dr Nigel Finch or his nominee(s). | | | | | | | | | | | | |
| Number of Shares to be issued | 2,500,000 fully paid ordinary shares. | | | | | | | | | | | | |
| Date for issue and allotment of Shares | If shareholder approval is obtained for Resolution 3, the Company will issue the shares as soon as is practicable after the Meeting, or in any event no later than 1 month after the date of the Meeting. | | | | | | | | | | | | |
| Issue price per Share | The shares will be issued at an issue price of \$0.04 per share. | | | | | | | | | | | | |
| Terms of securities | The shares will be fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company. | | | | | | | | | | | | |
| Use of funds raised | The funds raised by the issue of these shares will be used for investment into sales and marketing resources, customer support services, new product development, and working capital requirements. | | | | | | | | | | | | |

Specific information for Resolution 4 – Approval of issue of shares to Mr Nobuhiko Ito

Specific information required by ASX Listing Rule 10.13

In accordance with ASX Listing Rule 10.13, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 10.11, the following information is provided to shareholders:

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| Identification of recipients of Shares | Mr Nobuhiko Ito or his nominee(s). |
| Number of Shares to be issued | 2,500,000 fully paid ordinary shares. |
| Date for issue and allotment of Shares | If shareholder approval is obtained for Resolution 4, the Company will issue the shares as soon as is practicable after the Meeting, or in any event no later than 1 month after the date of the Meeting. |
| Issue price per Share | The shares will be issued at an issue price of \$0.04 per share. |
| Terms of securities | The shares will be fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company. |
| Use of funds raised | The funds raised by the issue of the these shares will be used for investment into sales and marketing resources, customer support services, new product development, and working capital requirements. |

Specific information for Resolution 5 – Approval of issue of shares to Mr Wayne Spittle

Specific information required by ASX Listing Rule 10.13

In accordance with ASX Listing Rule 10.13, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 10.11, the following information is provided to shareholders:

| | |
|-----------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Identification of recipients of Shares | Mr Wayne Spittle or his nominee(s). |
| Number of Shares to be issued | 2,500,000 fully paid ordinary shares. |
| Date for issue and allotment of Shares | If shareholder approval is obtained for Resolution 5, the Company will issue the shares as soon as is practicable after the Meeting, or in any event no later than 1 month after the date of the Meeting. |
| Issue price per Share | The shares will be issued at an issue price of \$0.04 per share. |
| Terms of securities | The shares will be fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company. |
| Use of funds raised | The funds raised by the issue of these shares will be used for investment into sales and marketing resources, customer support services, new product development, and working capital requirements. |

| Specific information for Resolution 6 – Approval of issue of shares to Mr Damien Lim | |
|-----------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Specific information required by ASX Listing Rule 10.13 | <p>In accordance with ASX Listing Rule 10.13, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 10.11, the following information is provided to shareholders:</p> <p>Identification of recipients of Shares Mr Damien Lim or his nominee(s).</p> <p>Number of Shares to be issued 2,500,000 fully paid ordinary shares.</p> <p>Date for issue and allotment of Shares If shareholder approval is obtained for Resolution 6, the Company will issue the shares as soon as is practicable after the Meeting, or in any event no later than 1 month after the date of the Meeting.</p> <p>Issue price per Share The shares will be issued at an issue price of \$0.04 per share.</p> <p>Terms of securities The shares will be fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.</p> <p>Use of funds raised The funds raised by the issue of these shares will be used for investment into sales and marketing resources, customer support services, new product development, and working capital requirements.</p> |
| Specific information for Resolution 7 – Approval of issue of shares to Mr Albert Liong | |
| Specific information required by ASX Listing Rule 10.13 | <p>In accordance with ASX Listing Rule 10.13, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 10.11, the following information is provided to shareholders:</p> <p>Identification of recipients of Shares Mr Albert Liong or his nominee(s).</p> <p>Number of Shares to be issued 2,500,000 fully paid ordinary shares.</p> <p>Date for issue and allotment of Shares If shareholder approval is obtained for Resolution 7, the Company will issue the shares as soon as is practicable after the Meeting, or in any event no later than 1 month after the date of the Meeting.</p> <p>Issue price per Share The shares will be issued at an issue price of \$0.04 per share.</p> <p>Terms of securities The shares will be fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.</p> |

| | |
|-------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | <p>Use of funds raised The funds raised by the issue of these shares will be applied towards the Company's ongoing working capital requirements will be used for investment into sales and marketing resources, customer support services, new product development, and working capital requirements.</p> |
| General Information | |
| Voting Exclusions | Voting exclusion statements apply to Resolutions 3 to 7 (inclusive), as set out in the Notice. |
| Board Recommendation | <p>Each Director (excluding Dr Finch, Mr Ito, Mr Spittle, Mr Lim and Mr Liong with respect to Resolutions 3, 4, 5, 6, and 7 respectively) has no interest in the outcome of Resolutions 3 to 7 (inclusive), other than as existing shareholders.</p> <p>The Directors consider it to be in the best interests of the Company and its shareholders to raise capital through the issue of the 12,500,000 shares the subject of Resolutions 3 to 7 (inclusive) to the Directors or their nominees.</p> <p>On this basis, each of the Directors, with Dr Finch, Mr Ito, Mr Spittle, Mr Lim and Mr Liong abstaining from making a recommendation on Resolutions 3, 4, 5, 6 and 7 respectively, recommends that shareholders vote in favour of Resolutions 3 to 7 (inclusive).</p> |
| Chairman's available proxies | The Chairman intends to vote all available proxies in favour of Resolutions 3 to 7 (inclusive). |

3. Approval of issue of BV Shares

| | |
|--------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Resolution 8 | Approval of issue of BV Shares |
| Explanation | Resolution 8 seeks shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of 16,314,278 fully paid ordinary shares to BV Healthcare II Pte Ltd or its nominee(s). |
| Reason for Resolution 8 | The effect of Resolution 8 will be to allow the Company to issue the BV Shares during the period of 3 months after the Extraordinary General Meeting (or a longer period if allowed by ASX) without using the Company's 15 % Placement Capacity under ASX Listing Rule 7.1. |
| Specific information required by ASX Listing Rule 7.3 | <p>In accordance with ASX Listing Rule 7.3, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.1, the following information is provided to shareholders:</p> <p>Formula for determining no. of securities to be issued</p> <p>The number of BV Shares to be issued will be determined in accordance with the following formula:</p> <p>USD\$500,000 divided by the issue price of AUD\$0.04 (as converted to USD at the average exchange rate over 30 days ending on the date of issue). By way of example only, at a USD:AUD rate of 0.75:1.00, the number of shares issued to BV would equal 16,666,667.</p> |

| | |
|-------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | <p>Date by which securities will be issued</p> <p>If shareholder approval is obtained for Resolution 8, the Company will issue the BV Shares as soon as is practicable after the Extraordinary General Meeting, or in any event no later than 3 months after the date of the Extraordinary General Meeting (or such longer period of time as ASX may in its discretion allow).</p> <p>Issue price per security</p> <p>The BV Shares will be issued at an issue price of \$0.04 per share.</p> <p>Recipient of issue</p> <p>BV Healthcare II Pte Ltd or its nominee(s).</p> <p>Terms of securities</p> <p>The BV Shares are fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.</p> <p>Use of funds raised</p> <p>The funds raised from the issue of the BV Shares will be fully applied to retire existing debt owed by the Company to BV Healthcare II Pte Ltd.</p> <p>Voting Exclusion Statement</p> <p>A voting exclusion statement applies to this item of business, as set out in the Notice.</p> |
| Board Recommendation | The Directors believe that it is in the best interests of the Company to preserve its 15% Placement Capacity. The Directors unanimously recommend that shareholders vote in favour of Resolution 8. |
| Chairman's available proxies | The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 8. |

4. Share consolidation

| Resolution 9 | Consolidation |
|---------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Explanation | <p>The purpose of Resolution 9 is to enable the Company to consolidate its securities on issue into a smaller number.</p> <p>Section 254H(1) of the Corporations Act provides that the Company may convert all or any of its shares into a larger or smaller number of shares by a resolution passed at a general meeting of shareholders.</p> <p>For the reasons set out below, the Company is seeking shareholder approval of the consolidation of its issued ordinary shares, performance shares and options into a smaller number of shares and options in the ratio of 10 to 1 (Consolidation), by way of an ordinary resolution pursuant to section 254H of the Corporations Act.</p> <p>Reasons for Resolution 9</p> <p>In comparison to other companies listed on the ASX, the Company currently has a large number of shares on issue when considered in relation to the Company's market capitalisation. The consequence of this is that the market price per M7T share traded on the ASX is relatively low.</p> <p>In the interests of its shareholders, the Directors believe that the Consolidation will</p> |

establish a share price that is more appropriate for a listed entity of the Company's size.

The Board further believes that this will make the Company more attractive to potential investors. In addition, the Consolidation may have future potential cost saving benefits in terms of administrative costs.

Effect of Resolution 9 on shareholders

As at the date of this Notice, the Company has 1,087,546,278 fully paid ordinary shares on issue..

The Consolidation proposed by Resolution 9 will have the effect of reducing the number of fully paid ordinary shares on issue as at the date of this Notice to approximately 108,754,628 shares. Individual holdings will be reduced in accordance with the Consolidation ratio.

The Company also has the following performance shares on issue (pre-Consolidation):

- 150,000,000 Class A Performance Shares (**Class A**)
- 50,000,000 Class B Performance Shares (**Class B**)
- 50,000,000 Class C Performance Shares (**Class C**)
- 50,000,000 Class D Performance Shares (**Class D**)

All four classes of performance shares have varying conversion rights which are detailed below.

Class A: subject to vesting milestone that the annual reported gross revenue attributable to the Mach7 group is equal to or exceeds US\$6,000,000 for calendar year (**CY**) 2016 and the volume weighted average price (**VWAP**) of the Company's fully paid ordinary shares for any 20-day period during CY16 is equal to or exceeds \$0.20 on a pre-Consolidation basis (or \$2.00 on a post-Consolidation basis). Where the Class A Performance Shares have not converted into fully paid ordinary shares during CY16, that the annual reported gross revenue attributable to the Mach7 group is equal to or exceeds US\$6,600,000 for CY17 and the VWAP of the Company's fully paid ordinary shares for any 20 day period during CY17 is equal to or exceeds \$0.20 on a pre-Consolidation basis (or \$2.00 on a post-Consolidation basis).

Class B: subject to vesting milestone that the annual reported gross revenue attributable to the Mach7 group is equal to or exceeds US\$6,000,000 for CY16 and the VWAP of the Company's fully paid ordinary shares for any 20-day period during CY16 is equal to or exceeds \$0.25 on a pre-Consolidation basis (or \$2.50 on a post-Consolidation basis). Where the Class B Performance Shares have not converted into fully paid ordinary shares during CY16, that the annual reported gross revenue that is attributable to the Mach7 group is equal to or exceeds US\$6,600,000 for CY17 and the VWAP of the Company's fully paid ordinary shares for any 20-day period during CY17 is equal to or exceeds \$0.25 on a pre-Consolidation basis (or \$2.50 on a post-Consolidation basis).

Class C: subject to vesting milestone that the annual reported gross revenue attributable to the Mach7 group is equal to or exceeds US\$12,000,000 for CY16.

Class D: subject to vesting milestone that the annual reported gross revenue attributable to the Mach7 group is equal to or exceeds US\$20,000,000 for CY17.

The number of performance shares on issue in the Company will also be reduced by the Consolidation ratio, with the VWAP vesting targets increasing in inverse proportion to the Consolidation ratio.

As the Consolidation applies equally to all members (subject only to the rounding of fractions), it will have no material effect on the percentage interest of each member in the Company. Further, the aggregate value of each member's proportional interest in the Company will not materially change solely as a result of the Consolidation as the only anticipated changes, which will be a result of rounding, will be immaterial.

Theoretically, the market price of each share following the Consolidation should increase by 10 times its current value. Practically, the actual effect on the market price of each share will be dependent upon on a number of factors which will not be within the control of the Company. Therefore, this may result in the market price of each share following Consolidation being higher or lower than the theoretical post-Consolidation price.

Effect of Resolution 9 on option holders

The Company currently has on issue a number of options to acquire fully paid ordinary shares. In accordance with ASX Listing Rule 7.22, and the terms of issue of the options currently on issue, the Consolidation will involve a corresponding adjustment to options, having the effect that the number of options will reduce in proportion to the ordinary share capital and the exercise price of the options will increase in inverse proportion to the Consolidation ratio. For the avoidance of doubt, this means that every 10 options exercisable at \$0.05 each will instead become a single option exercisable at \$0.50, and every 10 options exercisable at \$0.10 will become a single option exercisable at \$1.00.

Fractional Entitlements

Where a particular holder's shareholding or option holding is not a multiple of 10, this will result in the holding of a fraction of a share or option following the Consolidation. It is proposed that each fraction of a share or option will be rounded to the nearest whole number after Consolidation, with exact half shares or options being rounded up and post-Consolidation holdings of less than one being rounded up.

Timetable for Consolidation

The Consolidation, if approved by shareholders, will take effect in accordance with the following proposed timetable:

| | Key event | Indicative date |
|-------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|
| | Announcement of Consolidation. The Notice of Meeting containing the proposed resolution for the Consolidation is announced to the ASX and despatched to shareholders. | 28 November 2016 |
| | Extraordinary General Meeting of shareholders. The proposed Consolidation is approved by the shareholders. | 28 December 2016 |
| | Notification to ASX that Consolidation is approved | |
| | Last day for trading in pre-consolidated shares | 10 January 2017 |
| | Trading in the consolidated shares on a deferred settlement basis commences | 11 January 2017 |
| | Last day to register transfers of shares on a pre-Consolidation basis | 12 January 2017 |
| | Consolidation effective. Registration of securities on a post-consolidation basis | 13 January 2017 |
| | Despatch of new holding statements. Deferred settlement trading ends | 19 January 2017 |
| | Normal trading starts | 20 January 2017 |
| | <p><i>*Shareholders should note the above timetable is indicative only and may be varied in consultation with ASX. Any changes to the above timetable will be released to the ASX.</i></p> <p>Holding Statements</p> <p>From the date of Consolidation, all holding statements for shares and options will cease to have any effect, except as evidence of entitlement to a certain number of shares on a post-Consolidation basis. As soon as practicable after the Consolidation takes effect but no later than within 5 business days, the Company will arrange for new holding statements to be despatched to shareholders and option holders.</p> <p>Taxation implications</p> <p>It is not considered that any taxation implications for shareholders will arise out of the Consolidation. However, shareholders are advised to seek independent tax advice in relation to the effect of the Consolidation. Neither the Company nor the Directors accept any responsibility for any individual taxation implications arising out of the Consolidation.</p> | |
| Board Recommendation | The Board believes that the Consolidation is fair and reasonable to the Company's shareholders as a whole, and unanimously recommends that shareholders vote in favour of Resolution 9. | |
| Chairman's available proxies | The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 9. | |

Definitions

| | |
|-------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 10% Placement Capacity | Means the Company's capacity to issue Equity Securities under ASX Listing Rule 7.1A. |
| 15% Placement Capacity | Means the Company's capacity to issue Equity Securities under ASX Listing Rule 7.1. |
| BV Shares | Means the fully paid ordinary shares the subject of Resolution 8 which are proposed to be issued to BV Healthcare II Pte Ltd. |
| Capacity Refresh Resolutions | Means Resolutions 6, 7 and 9 of the Notice of the Company's 2016 Annual General Meeting dated 7 November 2016, which are being proposed to shareholders at the 2016 Annual General Meeting with the intention of refreshing the Company's 15% Placement Capacity and reinstating the Company's 10% Placement Capacity. |
| Company | Means Mach7 Technologies Limited ACN 007 817 192. |
| Consolidation | Means the proposed consolidation of the Company's issued ordinary shares, performance shares and options into a smaller number of shares and options in the ratio of 10 to 1 pursuant to Resolution 9. |
| Corporations Act | Means the <i>Corporations Act 2001</i> (Cth). |
| Closely Related Party (of a member of KMP of an entity) | Has the definition given to it by section 9 of the Corporations Act, and means: <ul style="list-style-type: none"> (a) a spouse or child of the member; or (b) a child of the member's spouse; or (c) a dependant of the member or of the member's spouse; or (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or (e) a company the member controls; or (f) a person prescribed by the regulations for the purposes of this definition (nothing at this stage). |
| Director | Means a director of the board of the Company. |
| Equity Security | Means: <ul style="list-style-type: none"> (a) a share; (b) a right to a share or option; (c) an option over an issued or unissued security; (d) a convertible security; (e) any security that ASX decides to classify as an equity security. |
| Key Management Personnel or KMP | Means those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity. |
| Meeting | Means the Extraordinary General Meeting of the Company the subject of this Notice, to be held on Wednesday, 28 December 2016 at 11.30 am at Level 1, 61 Spring Street, Melbourne 3000. |
| Notice | Means this Notice of Meeting and Explanatory Memorandum. |

| | |
|-----------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Tranche 1 Placement | Means the issue of 133,153,137 fully paid ordinary shares the subject of Resolution 1 to the Tranche 1 Placement Participants on 18 November 2016 and 22 November 2016. |
| Tranche 1 Placement Participants | Means Hunter Hall International Ltd and Allarch Healthcare Technalytics FZE. |
| Tranche 1 Placement Shares | Means the 133,153,137 fully paid ordinary shares issued under the Tranche 1 Placement. |
| Tranche 2 Placement | Means the issue of 60,500,000 fully paid ordinary shares the subject of Resolution 2 to the Tranche 2 Placement Participants. |
| Tranche 2 Placement Participants | Means various professional and sophisticated investors introduced to the Company by lead manager of the Tranche 2 Placement, JM Financial Group Limited. |
| Tranche 2 Placement Shares | Means the 60,500,000 fully paid ordinary shares issued under the Tranche 2 Placement. |
| Tranche 3 Placement | Means the proposed issue of shares to Directors of the Company pursuant to Resolutions 3 to 7 (inclusive) under a capital raising placement. |
| Tranche 3 Placement Participants | Means all of the Directors of the Company, being Dr Nigel Finch, Mr Nobuhiko Ito, Mr Wayne Spittle, Mr Damien Lim and Mr Albert Liong. |

-ENDS-


LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
Mach7 Technologies Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
Telephone: +61 1300 554 474

LODGE MENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **11:30am (Melbourne time) on Monday, 26 December 2016**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:

 **ONLINE**
www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the reverse of this Proxy Form).

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

PROXY FORM

I/We being a member(s) of Mach7 Technologies Limited and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

the Chairman of the Meeting (*mark box*)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Extraordinary General Meeting of the Company to be held at **11:30am (Melbourne time) on Wednesday, 28 December 2016 at Level 1, 61 Spring Street Melbourne, Victoria, 3000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

STEP 2

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

Resolutions

| | For | Against | Abstain* | | For | Against | Abstain* |
|-------------------------------------------------------|--------------------------|--------------------------|--------------------------|-----------------|--------------------------|--------------------------|--------------------------|
| 1 Ratification of issue of Tranche 1 Placement Shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 9 Consolidation | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 Ratification of issue of Tranche 2 Placement Shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | |
| 3 Approval of issue of shares to Dr Nigel Finch | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | |
| 4 Approval of issue of shares to Mr Nobuhiko Ito | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | |
| 5 Approval of issue of shares to Mr Wayne Spittle | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | |
| 6 Approval of issue of shares to Mr Damien Lim | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | |
| 7 Approval of issue of shares to Mr Albert Liong | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | |
| 8 Approval of issue of BV Shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | |



* 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 votes will not be counted in computing the required majority on a poll.

STEP 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

