Notice of 2023 and 2024

Annual General Meeting

 **ONCOLOGY RESEARCH INTERNATIONAL LIMITED**

ACN 067 964 621

**Notice of Annual General Meeting**

**ONCOLOGY RESEARCH INTERNATIONAL LIMITED**

**ACN 067 964 621**

2.30pm WST on 25 March 2025

To be held at

Level 1, 389 Oxford Street

Mount Hawthorn WA 6016

A copy of the Oncology Research International Limited 2023 and 2024 Annual Reports will be distributed prior to the meeting.

**The business of the Meeting affects your shareholding and your vote is important.**

**The General Meeting will be an in-person meeting. The Annual General Meeting will be held at Level 1, 389 Oxford Street, Mount Hawthorn WA 6016.**

**This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.**

**Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary, Jay Stephenson, on 0412 474 180.**

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**IMPORTANT INFORMATION**

##### TIME AND PLACE OF MEETING

Notice is given that the Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 2.30pm (WST) on 25 March 2025.

##### YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

##### VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7:00pm (WST) on 24 March 2025.

##### VOTING IN PERSON

To vote in person, attend the Meeting at the time, date and place set out above.

##### VOTING BY PROXY

The Company encourages all Shareholders to submit a proxy vote ahead of the Meeting.

To vote by proxy, please complete and sign the enclosed Proxy Form and return it by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, members are advised that:

* each member has a right to appoint a proxy;
* the proxy need not be a member of the Company; and
* a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member’s votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Sections 250BB and 250BC of the Corporations Act provide that the chair of an annual general meeting can vote undirected proxies in a shareholder vote on the remuneration report where the shareholder provides express authorisation.

A body corporate appointed as a member's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Annual General Meeting. The appointment of the representative must comply with the requirements under Section 250D of the Corporations Act. The representative will need to provide evidence of appointment as corporate representative to the company's Share Registry prior to the Annual General Meeting / by emailing evidence of appointment to jay.stephenson@foresthouse.com.auor sending evidence by fax to facsimile number +61 8 9481 1947 , including any authority under which the appointment is signed, unless such evidence has previously been given to the Company.

Further details are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

* the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
* if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
* if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
* if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

* an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
* the appointed proxy is not the chair of the meeting;
* at the meeting, a poll is duly demanded on the resolution; and
* either of the following applies:
	+ the proxy is not recorded as attending the meeting; or
	+ the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

## BUSINESS OF THE MEETING

##### AGENDA

1. **FINANCIAL STATEMENTS AND REPORTS**

To receive and consider the annual financial reports of the Company for the financial years ended 30 June 2023 and 30 June 2024 together with the Directors’ report and auditor’s report.

1. **RESOLUTION 1 – RE-ELECTION OF DIRECTOR – HELENA WAYTE**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purpose of the Constitution and for all other purposes, Mrs Helena Wayte, a Director, retires, and being eligible, is re-elected as a Director.”*

1. **RESOLUTION 2 – RE-ELECTION OF DIRECTOR – STEFANY WAYTE**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purpose of the Constitution and for all other purposes, Ms Stefany Wayte, a Director, retires, and being eligible, is re-elected as a Director.”*

1. **RESOLUTION 3 – RE-ELECTION OF DIRECTOR – ANTHONY CAMPBELL**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purpose of the Constitution and for all other purposes, Mr Anthony Campbell, a Director, retires, and being eligible, is re-elected as a Director.”*

##### DATED: 16 February 2025

**BY ORDER OF THE BOARD**

Jay Stephenson

**Company Secretary**

## EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

##### PART A ORDINARY BUSINESS OF THE AGM

1. **FINANCIAL STATEMENTS AND REPORTS**

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial years ended 30 June 2023 and 30 June 2024 together with the declaration of the Directors, the Directors’ report and the auditor’s report.

The Company will not provide a hard copy of the Company’s annual financial report to Shareholders unless specifically requested to do so. The Company’s annual financial report has been attached to this Notice of Meeting and can be requested by email from jay.stephenson@foresthouse.com.au.

1. **RESOLUTION 1-3 - RE-ELECTION OF DIRECTORS**

#### General

Clause 59 of the Constitution the Director who has held office longest since the last Annual General Meeting must retire at the Meeting.

Since there has not been an AGM since 2022, all directors will now seek re-election from Shareholders.

Resolutions 1 to 3 are ordinary resolutions.

#### Qualifications

**Mrs Helena Wayte**

BA, Grad Dip Human Resources Management

Mrs Wayte obtained her Bachelor of Arts degree psychology major in 1969 from the University of Toronto. She also holds a Graduate Diploma in Human Resources Management from Edith Cowan University in Perth. She has extensive experience in management and training with major telecommunications companies and in the management and operation of successful health care clinics in Canada and Australia.

**Ms Stefany Wayte**

Bachelor of Laws (Hons) and Bachelor of Arts WA

Ms Wayte is an executive Director. Ms Wayte was appointed as Chief Executive Officer and joined the Board on 10 November 2022. A qualified Solicitor, Ms Wayte has over 20 years’ experience working in law, business development, stakeholder engagement, strategic partnerships, government, and private consulting. She is admitted to the Supreme Court of WA as a solicitor. and holds a. Ms Wayte has worked in capital raising, IPO and ASX listings, commercialisation, and partnerships, specifically relating to new product development and has extensive experience in stakeholder engagement and creating strategic alliances.

**Mr Anthony Campbell**

Bachelor of Business

Mr Campbell is an executive Director. Mr Campbell was appointed as Chief Financial Officer and appointed to the Board on 10 November 2022. Anthony has been a director of previous non-listed public company for 2 years and a director of Pty Ltd companies for 37 years. Anthony has been a Registered Tax Agent for 32 years and has run his own Practice for 33 years having been exposed to all facets of Business and personal tax and lodging over 57000 returns. Anthony is a member of the NTAA and was a fellow member previously. Anthony is an inventor, builder, novelist and entrepreneurial Accountant. Anthony has raised funds for the company to cover Patents and running costs, including preparing the Bas’s and Tax Returns and found a new auditor at a huge saving in fees.

#### Board Recommendation

The Board (with Mrs Helena Wayte abstaining) supports the re-election of Mrs Helena Wayte and recommends that Shareholders vote in favour of Resolution 1.

The Board (with Ms Stefany Wayte abstaining) supports the re-election of Ms Stefany Wayte and recommends that Shareholders vote in favour of Resolution 2.

The Board (with Mr Anthony Campbell abstaining) supports the re-election of Mr Anthony Campbell and recommends that Shareholders vote in favour of Resolution 3.

# GLOSSARY

**$** means Australian dollars.

**Annual General Meeting** or **Meeting** means the meeting convened by this Notice.

**ASIC** means the Australian Securities and Investments Commission.

**Board** means the current board of Directors of the Company.

**Business Day** means Monday to Friday inclusive, except New Year’s Day, Good Friday, Easter Monday, Christmas Day, Boxing Day.

**Chair** means the chair of the Meeting.

**Closely Related Party** of a member of the Key Management Personnel means:

1. a spouse or child of the member;
2. a child of the member’s spouse;
3. a dependent of the member or the member’s spouse;
4. 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 dealing with the entity;
5. a company the member controls; or
6. a person prescribed by the *Corporations Regulations 2001* (Cth).

**Company** means Oncology Research International Limited (ACN 067 964 621).

**Constitution** means the Company’s constitution. **Corporations Act** means the *Corporations Act 2001* (Cth). **Directors** means the current directors of the Company.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

**Notice** or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement and the Proxy Form.

**Proxy Form** means the proxy form accompanying the Notice.

**Resolutions** means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a holder of a Share.

##### PROXY FORM

**ONCOLOGY RESEARCH INTERNATIONAL LIMITED**

**ACN 067 964 621**

##### ANNUAL GENERAL MEETING

|  |  |  |
| --- | --- | --- |
| I/We |  |  |
|  |  |  |
| of: |  |  |
| being a Shareholder entitled to attend and vote at the Meeting, hereby appoint: |
| Name: |  |  |
| **OR:** |  | the Chair of the Meeting as my/our proxy. |

or failing the person so named or, if no person is named, the Chair, or the Chair’s nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 2.30PM (WST) on 25 March 2025 at Level 1, 389 oxford Street Mount Hawthorn WA 6016, and at any adjournment thereof.

**AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS**

**Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default).**

**CHAIR’S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES**

**The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution.**

|  |  |  |  |
| --- | --- | --- | --- |
| **Voting on business of the Meeting** | **FOR** | **AGAINST** | **ABSTAIN** |
| RESOLUTION 1 | RE-ELECTION OF DIRECTOR – MRS HELENA WAYTE |  |  |  |
| RESOLUTION 2 | RE-ELECTION OF DIRECTOR – MS STEFANY WAYTE |  |  |  |
| RESOLUTION 3 | RE-ELECTION OF DIRECTOR – MR ANTHONY CAMPBELL |  |  |  |

**Please note**: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

|  |  |  |
| --- | --- | --- |
| **If two proxies are being appointed, the proportion of voting rights this proxy represents is:** |  | **%** |
| **Signature of Shareholder(s):** |  |  |  |  |
| **Individual or Shareholder 1** |  | **Shareholder 2** | **Shareholder 3** |  |
|  |  |  |  |  |
| Sole Director/Company Secretary**Date:** |  | Director | Director/Company | Secretary |
| **Contact name:** |  | **Contact ph (daytime):** |  |  |
| **E-mail address:** | **Consent for contact by e-mail in relation to this Proxy Form:** | **YES NO** |

###### Instructions for completing Proxy Form

1. (**Appointing a proxy**): A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder’s votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. (**Direction to vote**): A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. (**Signing instructions**):
	* (**Individual**): Where the holding is in one name, the Shareholder must sign.
	* (**Joint holding**): Where the holding is in more than one name, all of the Shareholders should sign.
	* (**Power of attorney**): If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
	* (**Companies**): Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. (**Attending the Meeting**): Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy’s authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. (**Return of Proxy Form**): To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
6. post to Forest House, Unit 6, 389 Oxford Street, Mount Hawthorn WA 6016 or
7. email to the Company at jay.stephenson@foresthouse.com.au

so that it is received not less than 48 hours prior to commencement of the Meeting.

**Proxy Forms received later than this time will be invalid.**