



TRUSCREEN GROUP LIMITED

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

Notice is given that the Meeting will be held at:

TIME: 11AM NZ Time

DATE: 15 July 2025

PLACE: Online at www.virtualmeeting.co.nz/trusm25

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

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.

Persons eligible to vote at the Meeting are those who are registered Shareholders at 11:00am NZST on 13 July 2025.

NOTICE OF SPECIAL MEETING

Notice is hereby given that a Special Meeting of shareholders of Truscreen Group Limited (NZX/ASX: TRU) (the **Company**, **TRU**, or **Truscreen**) will be held online at www.virtualmeeting.co.nz/trusm25 at 11am NZ Time on Tuesday, 15 July 2025. The Special Meeting will be held as a virtual meeting only and no physical place of meeting will be made available.

BUSINESS OF THE MEETING

AGENDA

- A. Chair's Address
- B. Shareholder Discussion
- C. Resolutions

To consider and, if thought fit, pass the following ordinary resolutions (which are more fully outlined in the Explanatory Notes):

Terms capitalised but otherwise not defined in these resolutions have the meaning given to them in Schedule 1.

Capital Raising - Placement

1. RATIFICATION OF PRIOR ISSUE OF 80,670,455 SHARES – LISTING RULE 4.5.1(C) - ORDINARY RESOLUTION

That the previous issue under NZX Listing Rule 4.5.1 of 80,670,455 ordinary fully paid shares in the Company at an issue price of NZ\$0.022 per share on 10 June 2025 be approved and ratified for all purposes, including NZX Listing Rule 4.5.1(c).

2. APPROVAL OF THE ISSUE OF 26,363,636 PLACEMENT SHARES – LISTING RULE 4.2 - ORDINARY RESOLUTION

That Shareholders approve the issue by the Company of 26,363,636 ordinary fully paid shares at an issue price of NZ\$0.022 per share, in accordance with Listing Rule 4.2 and the terms outlined in the Explanatory Notes.

3. APPROVAL OF THE ISSUE OF 80,670,455 PLACEMENT OPTIONS – LISTING RULE 4.2 - ORDINARY RESOLUTION

That Shareholders approve the issue of 1:1 Options attached to each of the 80,670,455 fully paid ordinary Shares of the Company issued to select institutional and other select investors under the Placement in accordance with NZX Listing Rule 4.2 and on the terms as set out in the Explanatory Notes.

4. APPROVAL OF THE ISSUE OF 26,363,636 PLACEMENT OPTIONS – LISTING RULE 4.2 - ORDINARY RESOLUTION

That Shareholders approve the issue of 1:1 Options attached to each of the 26,363,636 fully paid ordinary Shares of the Company issued to select institutional and other select investors in accordance with Resolution 2, in accordance with NZX Listing Rule 4.2 and on the terms as set out in the Explanatory Notes.

Capital Raising - Share Purchase Plan

5. APPROVAL OF THE ISSUE OF 28,191,169 SPP SHARES – LISTING RULE 4.2 - ORDINARY RESOLUTION

That Shareholders approve the issue by the Company of **28,191,169** ordinary fully paid shares at an issue price of \$0.02 per share, in accordance with Listing Rule 4.2, and on the terms outlined in the Explanatory Notes.

6. APPROVAL OF THE ISSUE OF UP TO 55,490,771 SPP OPTIONS – LISTING RULE 4.2 - ORDINARY RESOLUTION

That Shareholders **approve the issue of 1:1 Options attached to each of the 55,490,771 fully paid ordinary Shares of the Company to existing Shareholders of the Company under the SPP** in accordance with NZX Listing Rule 4.2 and the terms as set out in the Explanatory Notes.

7. APPROVAL OF THE ISSUE OF 28,191,169 SPP OPTIONS – LISTING RULE 4.2 - ORDINARY RESOLUTION

That Shareholders approve the **issue of 1:1 Options attached to each of the 28,191,169 fully paid ordinary Shares of the Company to existing Shareholders of the Company in accordance with Resolution 5**, in accordance with NZX Listing Rule 4.2 and the terms as set out in the Explanatory Notes.

Capital Raising – Broker Options

8. APPROVAL OF ISSUE OF 25,000,000 BROKER OPTIONS – LISTING RULE 4.2 - ORDINARY RESOLUTION

That Shareholders approve the issue by the Company of 25,000,000 Broker Options, in accordance with Listing Rule 4.2, and on the terms outlined in the Explanatory Notes.

By Order of the Board of Directors

Anthony Ho
Chairman

VOTING BY PROXY

All shareholders of the Company entitled to attend and vote at the meeting, may attend the meeting, or are entitled to appoint a proxy to attend and vote on their behalf.

A proxy appointment and vote can be completed online at the MUFG Pension & Corporate Markets Investor Centre at vote.cm.mpms.mufg.com/TRU.

Holders on the New Zealand register will be required to enter their Holder Number and Authorisation Code (FIN) to complete the online validation process to securely appoint a proxy online. Holders on the Australian register will be required to enter their Holder Number (HIN) and postcode or country of residence to complete the online validation process to securely appoint a proxy online.

Alternatively, please complete and sign the enclosed Proxy Form and return to the Company's Share Registrar, MUFG Pension & Market Services in accordance with the instructions set out on the Proxy Form accompanying this Notice by 11:00am New Zealand time on Sunday, 13 July 2025.

Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- Shareholders may appoint the Chair as their proxy; and
- the proxy need not be a Shareholder.

Shareholders and their proxies should be aware that

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Directed proxies means the proxy holder will vote on each resolution as directed by the Shareholder. In the event the Shareholder does not indicate how the proxy holder should vote on each resolution, and the Shareholder appoints the Chair as their proxy, the Chair will vote in favour of all of the resolutions, except those in which the Chair has an interest or is otherwise restricted from voting on.

VOTING RESTRICTIONS

In accordance with Listing Rule 6.3.1, the persons identified in Column 2 of the table below are unable to Vote in favour of the resolutions listed in Column 1.

Those persons who are prohibited from voting on a resolution may not act as a discretionary proxy in respect of a resolution, but may vote in accordance with express instructions.

Column 1 Resolution	Column 2 Disqualified Person
Resolution 1 Rule 4.5.1(c)	Any person who has been issued, or has acquired, the Equity Securities which are subject to ratification by that resolution, and any Associated Person of that person
Resolutions 2, 3, 4, 5, 6 and 7 Rule 4.2.1	Any person to whom it is proposed to issue the new Equity Securities referred to in the resolution, and any Associated Person of that person.
Resolution 8 Rule 4.2.1	Spark Plus Pte Ltd, SP Corporate Advisory Pty Ltd and GBA Capital Pty Ltd, and any Associated Person of those persons.

Explanatory Notes

This Notice of Special Meeting does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in any jurisdiction. This Notice of Special Meeting has been prepared in compliance with New Zealand law and NZX Listing Rules solely for purposes of seeking shareholder approval of various components of the Company's capital raising.

BACKGROUND ON CAPITAL RAISE STRUCTURE

The Company announced a capital raise on 29 May 2025 (ASX/NZX announcement 29 May 2025), comprised of a Share Placement and a Share Purchase Plan (the **Offer**).

The Capital Raising comprises the following components:

1. **Placement:** A placement to institutional and other select investors in New Zealand and Australia to raise up to NZ\$1,780,230 (A\$1,633,239) by the issue of up to 80,919,555 new ordinary shares in TruScreen (**Shares**) at an issue price of NZ\$0.022 (A\$0.02) per Share, with the ability to accept oversubscriptions (at the Board's discretion and subject to Shareholder approval) (**Placement**).
2. **Share Purchase Plan:** A share purchase plan to provide eligible shareholders the opportunity to purchase up to NZ\$50,000 (A\$45,000) worth of new Shares per eligible shareholder at an issue price of the lower of (i) NZ\$0.022 / A\$0.02 per SPP Share; and (ii) a price equal to a 2.5% discount to the VWAP of TruScreen shares traded on the NZX and ASX during the 5 trading days up to, and including, the end of the SPP offer period (**SPP**).
3. The Company sought to raise up to an aggregate of NZ\$1,220,796 (A\$1,119,996) under the SPP, with the ability to accept oversubscriptions (at the Board's discretion and subject to Shareholder approval). The SPP is not underwritten.
4. **Options:** Subject to Shareholder approval, Shares issued under the Placement and the SPP will carry attaching options with an exercise price of NZ\$0.022 (A\$0.02) and an exercise period of 12 months from the date of issue of the initial Share (**Options**). The Options are being offered at a ratio of one option for every one Share subscribed for and issued under the Placement and SPP. The terms of the Options are as set out in Schedule 2.
5. **Broker Options:** Subject to shareholder approval, the Company also intends to issue up to 25,000,000 options to the joint lead managers of the Offer (SP Corporate Advisory Pty Ltd and GBA Capital Pty Ltd) in consideration for services provided (Broker Options).

The Company advised in an announcement dated 2 June 2025 that it has received firm commitments for a Share Placement of \$2,354,750 or 107,034,091 shares. Of these shares, 80,670,455 shares have been issued under the Company's 15% placement capacity (being 14.54% of the shares on issue). The Company is seeking ratification of the Placement of these shares which were made on 10 June 2025. In addition, the Company is seeking approval for the balance of 26,363,636 ordinary shares to be issued under the Share Placement.

The Company launched a Share Purchase Plan (see SPP Offer Booklet lodged with NZX/ASX on 29 May 2025), on 3 June 2025 providing eligible shareholders on the record date of 28 May 2025, the opportunity to purchase up to NZ\$50,000 (A\$45,000) worth of new Shares per eligible shareholder at an issue price of the lower of (i) NZ\$0.022 / A\$0.02 per SPP Share; and (ii) a price equal to a 2.5% discount to the VWAP of TruScreen shares traded on the NZX and ASX during the 5 trading days up to, and including, the end of the SPP offer period, being 23 June 2025.

The Company is limited under the NZX Listing Rules to raising an aggregate of NZ\$1,220,796 (being 55,490,771 Shares or 10% of Shares on issue, as required by Rule 4.3.1 (c) of the Listing Rules).

The Company received demand for a further **28,191,169** Shares under the Share Purchase Plan offer. The Board has resolved to accept applications for SPP shares in excess of the 10% limit outlined above. The Company is seeking Shareholder approval for the additional Shares subscribed for under the SPP.

Each new share issued under the SPP will also be entitled to one free attaching Option as outlined above, subject to shareholder approval.

The Company is seeking approval for the issue of Options under the Offer pursuant to NZX Listing Rule 4.2.1. Specifically, Shareholders are asked to approve the issue of Options up to the number of Placement and SPP shares subscribed for under the Offer (being a maximum of **28,191,169** Options).

Each share issued under the Offer will, if approved by Shareholders, entitle the Shareholder to a 1:1 attaching Option at the price paid for the Shares under the initial Placement or SPP. Each Option will be valid for 12 months from the date of issue of the underlying attaching share.

In the event a shareholder does not participate in the Share Placement or SPP, the shareholder will suffer a dilution of 34.4% on the existing capital on issue. A dilution table is outlined below:

TRUSCREEN GROUP LIMITED								
DILUTION IMPACT OF CAPITAL RAISE								
		Shares on	Share Placement	Placement		SPP	Total Issues	Total Diltuio
		Issue	15% Capacity	Resolution 2	SPP 10%	Additional		After Issue
Shares		554,907,719	80,670,455	26,363,636	55,490,771	28,191,169	190,716,031	745,623,750
% of shares on issue before issue		34.4%	14.5%	4.8%	10.0%	5.1%		
Fully diluted including options**		68.7%	29.1%	9.5%	20.0%	10.2%		
% of shares on issue after issue			10.82%	3.54%	7.44%	3.78%	25.58%	25.58%
Fully diluted includin options**			21.64%	7.07%	14.88%	7.56%	51.16%	51.16%

Offer of Options in respect of the Capital Raise

The Offer of Options pursuant to the capital raise is designed to raise capital in the long-term best interests of the Company and, by extension, its Shareholders. The increased capital allows the Company to continue to develop its presence in the Asia-Pacific and expand throughout the global market.

The Offer of Options would allow the Company to raise additional capital over the next 12 months, without incurring the additional costs of advisors' fees and internal compliance costs.

Proceeds from the Offer will be used to:

- Grow and increase TruScreen's presence in the Chinese market;
- Distribute Dalton Bio IVD HPV DNA products;
- Execute public cervical cancer screening programs in Vietnam, Zimbabwe and Uzbekistan;
- Continue to develop the growing public cervical cancer screening sales channel with key NGOs and Ministries of Health;
- Develop Indonesian and ASEAN markets;
- Develop Indian market; and
- Provide additional working capital.

The issuance of Options is subject to shareholder approval by Ordinary Resolution under NZX Listing Rule 4.2.1, which is sought at the Special Meeting.

Waiver of NZX Listing Rules

Under NZX Listing Rule 4.19.1, an issuer making an offer of financial products which are intended to be quoted must allot such financial products no later than 10 Business Days after the final closing date of the offer. Given that any oversubscriptions cannot be allotted until approved by shareholders at the special meeting, TruScreen would be in breach of this rule. NZRegCo, the market regulator of the NZX, has accordingly granted a waiver to TruScreen from NZX Listing Rule 4.19.1, such that TruScreen is not required to comply with NZX Listing Rule 4.19.1 when making the offer (**Waiver**). A condition of the Waiver is that the allotment of any oversubscribed shares must occur no later than 2 Business Days after the shareholder approval is obtained at the meeting of shareholders.

Interdependence

In the event that resolution 2 is not passed, resolution 4 will not be put to the meeting.

In the event that resolution 5 is not passed, resolution 7 will not be put to the meeting.

Timetable

The timetable for the raise and allotment of shares remains as announced on 29 May 2025 and outlined below:

EVENT	DATE
SPP Record Date	7:00pm NZT / 5:00pm AEST, Wednesday 28 May
Announcement of Placement and SPP Opening date for Placement	Thursday 29 May
Completion of Placement and announcement of Placement results	Monday 2 June
Opening date for SPP	Tuesday 3 June
Issue of Shares under the Placement	Tuesday 10 June
Commencement of trading of Placement Shares on NZX and ASX	Wednesday 11 June
Closing date for SPP	7:00pm NZT / 5:00pm AEST, Monday 23 June
Announcement of the results of the SPP	Monday 30 June
Despatch of Notice of Meeting to Shareholders	Monday 30 June
Special Meeting	Tuesday 15 July
Issue of (i) Oversubscribed Shares; and (ii) Options Approved at Special Meeting	By 7:00pm NZT on Thursday 17 July

Nature of Resolutions

The resolutions which are to be considered at the Meeting are all ordinary resolutions. An ordinary resolution is a resolution passed by a simple majority of votes of shareholders of the Company, entitled to vote and voting.

These Explanatory Notes have been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. **RESOLUTION 1: RATIFICATION OF PRIOR ISSUE OF 80,670,455 SHARES – ORDINARY RESOLUTION**

- 1.1 Listing Rule 4.5 (the **15% Rule**) permits the Company to issue ordinary shares without approval from the Company's shareholders in certain limited circumstances.

On 10 June 2025, the Company issued 80,670,455 new ordinary fully paid shares (or 14.54% of the current issued capital) at an issue price of NZ\$0.022 per share to raise \$1,780,230 (before costs) in accordance with the 15% Rule (**Placement Shares**).

The Placement Shares were issued to Institutional and Wholesale investors.

The funds raised from the Placement will be used to:

- Grow and increase TruScreen's presence in the Chinese market;
- Distribute Dalton Bio IVD HPV DNA products;
- Execute public cervical cancer screening programs in Vietnam, Zimbabwe and Uzbekistan;
- Continue to develop the growing public cervical cancer screening sales channel with key NGOs and Ministries of Health;
- Develop Indonesian and ASEAN markets;
- Develop Indian market; and
- Provide additional working capital.

- 1.2 Listing Rule 4.5.1(c) allows the Company to renew its capacity to issue ordinary shares within the 15% Rule, when it has been used, by obtaining subsequent ratification of the issue from shareholders of the Company.

The Board is seeking the ratification by shareholders of the previous issue of the Placement Shares.

The effect of this Resolution will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in Listing Rule 4.1.2 without the requirement to obtain prior Shareholder approval. The Board notes TruScreen has no current intention to undertake a further capital raise.

- 1.3 In the event the Resolution is not passed the Company will be restricted from issuing Equity Securities under Rule 4.5.1 for the 12 months following the Placement..

2. **RESOLUTION 2: APPROVAL OF ISSUE OF ADDITIONAL 26,363,636 PLACEMENT SHARES – LISTING RULE 4.2 - ORDINARY RESOLUTION**

- 2.1 The Company received subscriptions for 26,363,636 Shares in excess of the Company's 15% Rule capacity in the Placement, as outlined in 1.1 above.

Shareholder approval is sought, as part of the oversubscription facility of the capital raising, under Listing Rule 4.2 for the issue of 26,363,636 Additional Placement Shares.

- 2.2 The funds to be raised from the issue, \$580,000 (26,363,636 Shares at NZ\$0.022 per share) will be used as outlined in 1.1 above.

The Shares will be issued within 2 days following Shareholder approval.

The Shares will be issued to Wholesale and Institutional investors.

The effect of this Resolution will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in Listing Rule 4.1.2 without the requirement to obtain prior Shareholder approval.

- 2.3 In the event the Resolution is not passed and the Company has received the funds from investors the Company will return the funds to investors within 5 business days.

Further, the Company will be restricted from issuing Equity Securities other than in accordance with Rule 4.1.2 or Rule 4.2.

3. **RESOLUTION 3 : APPROVAL OF THE ISSUE OF 80,670,455 PLACEMENT OPTIONS – LISTING RULE 4.2 - ORDINARY RESOLUTION**

- 3.1 As outlined under the Capital Raise Structure, above, under the Offer shareholders have been offered one free Option for every new share subscribed for.

Shareholders are asked to separately approve the issue of 1:1 Options attached to each of

80,670,455 fully paid ordinary Shares of the Company issued to select wholesale and institutional investors under the Placement; and

in accordance with NZX Listing Rule 4.2 (the **Placement Options**).

The Placement Options will be issued on the terms as set out in Schedule 2 of this Notice of Meeting. Each of the Options has an exercise price of NZ\$0.022 (A\$0.02) and an expiry date 12 months from date of issue.

Shareholder approval is sought under Listing Rule 4.2.1 for the issue of 80,670,455 Placement Options.

- 3.2 The Options will be issued within 2 days following Shareholder approval.

The Options will be issued to participants (Wholesale and Institutional investors) in the Offer on the basis of one Option for every new Share subscribed for.

In the event the Options were exercised they would raise approximately NZ\$1.8 million. The funds raised would be used as outlined in 1.1.

The effect of this Resolution will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in Listing Rule 4.1.2 without the requirement to obtain prior Shareholder approval.

- 3.3 In the event the Resolutions are not passed the Company will not issue the proposed Options to the Placement subscribers.

4. RESOLUTION 4: APPROVAL OF THE ISSUE OF 26,363,636 PLACEMENT OPTIONS – LISTING RULE 4.2 - ORDINARY RESOLUTION

- 4.1 As outlined under the Capital Raise Structure, above, under the Offer shareholders have been offered one free Option for every new share subscribed for.

Shareholders are asked to separately approve the issue of 1:1 Options attached to each of :

26,363,636 fully paid ordinary Shares of the Company issued to select wholesale and institutional investors in accordance with Resolution 2,

in accordance with NZX Listing Rule 4.2 (the **Placement Options**).

The Placement Options will be issued on the terms as set out in Schedule 2 of this Notice of Meeting. Each of the Options has an exercise price of NZ\$0.022 (A\$0.02) and an expiry date 12 months from date of issue.

Shareholder approval is sought under Listing Rule 4.2.1 for the issue of 26,363,636 Placement Options.

- 4.2 The Options will be issued within 2 days following Shareholder approval.

The Options will be issued to participants (Wholesale and Institutional investors) in the Offer on the basis of one Option for every new Share subscribed for.

In the event the Options were exercised they would raise approximately NZ\$0.6 million. The funds raised would be used as outlined in 1.1.

The effect of this Resolution will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in Listing Rule 4.1.2 without the requirement to obtain prior Shareholder approval.

- 4.3 In the event the Resolutions are not passed the Company will not issue the proposed Options to the Placement subscribers.

5. RESOLUTION 5: APPROVAL OF ISSUE OF 28,167,792 ADDITIONAL SPP SHARES – LISTING RULE 4.2 - ORDINARY RESOLUTION

- 5.1 The Company received applications from Shareholders wishing to participate in the Share Purchase Plan for **28,167,792** Shares in excess of the limit of 10% of shares on issue, under the NZX Listing Rules.

The Board has resolved to accept the applications for these additional Shares, the issue of which is subject to shareholder approval

Shareholder approval is sought, as part of the oversubscription facility of the capital raising, under Listing Rule 4.2 for the issue of **28,167,792** Shares.

- 5.2 The funds to be raised from the issue, **\$563,356** (**28,167,792** Shares at NZ\$0.02 per share) will be used as outlined in 1.1 above.

The Shares will be issued within 2 days following Shareholder approval.

The Shares will be issued to shareholders who have made application for shares under the SPP, with no Shareholder application in excess of NZ\$50,000 (A\$45,000).

The effect of this Resolution will be to allow the Company to satisfy the Shareholder demand under the SPP.

- 5.3 In the event the Resolution is not passed the Company will be restricted from issuing Equity Securities other than in accordance with Listing Rule 4.1.2.

In the event the Resolution is not passed and the Company has received the funds from investors the Company will return the funds to investors within 5 business days”

6. RESOLUTION 6 : APPROVAL OF ISSUE OF SPP OPTIONS – ORDINARY RESOLUTION

- 6.1 As outlined under the Capital Raise Structure, above, under the Offer shareholders have been offered one free option for every new share subscribed for.

Shareholders are asked to separately approve the issue of 1:1 Options attached to each of the:

- A. 55,490,771 fully paid ordinary Shares of the Company issued to participants in the Share Purchase Plan; and

in accordance with NZX Listing Rule 4.2 (the **SPP Options**).

The SPP Options will be issued on the terms as set out in Schedule 2 of this Notice of Meeting. Each of the Options has an exercise price of NZ\$0.022 (A\$0.02) and an expiry date 12 months from date of issue.

Shareholder approval is sought under Listing Rule 4.2.1 for the issue of **55,490,771** SPP Options.

- 6.2 The Options will be issued within 2 days following Shareholder approval.

The Options will be issued to participants in the Offer on the basis of one Option for every new Share subscribed for.

In the event the Options were exercised they would raise approximately NZ\$**1,220,797** . The funds raised would be used as outlined in 1.1.

- 6.3 In the event the Resolutions are not passed the Company will be restricted from issuing Equity Securities other than in accordance with Listing Rule 4.1.2.

7. RESOLUTION 7: APPROVAL OF ISSUE OF SPP OPTIONS – ORDINARY RESOLUTION

- 7.1 As outlined under the Capital Raise Structure, above, under the Offer shareholders have been offered one free option for every new share subscribed for.

Shareholders are asked to separately approve the issue of 1:1 Options attached to each of the: **28,167,792** fully paid ordinary Shares of the Company issued to participants in accordance with Resolution 5,

in accordance with NZX Listing Rule 4.2 (the **SPP Options**).

The SPP Options will be issued on the terms as set out in Schedule 2 of this Notice of Meeting. Each of the Options has an exercise price of NZ\$0.022 (A\$0.02) and an expiry date 12 months from date of issue.

Shareholder approval is sought under Listing Rule 4.2.1 for the issue of **28,167,792** SPP Options.

- 7.2 The Options will be issued within 2 days following Shareholder approval.

The Options will be issued to participants in the Offer on the basis of one Option for every new Share subscribed for.

In the event the Options were exercised they would raise approximately NZ\$**619,691**. The funds raised would be used as outlined in 1.1.

- 7.3 In the event the Resolutions are not passed the Company will be restricted from issuing Equity Securities other than in accordance with Listing Rule 4.1.2.

8. RESOLUTION 8: APPROVAL OF ISSUE OF 25,000,000 BROKER OPTIONS – LISTING RULE 4.2 - ORDINARY RESOLUTION

8.1 General

The Company entered into an agreement with SP Corporate Advisory Pty Ltd and GBA Capital Ltd (**Brokers**) to act as Joint Lead Managers on the Placement.

As part of the arrangement with the Brokers, the Board agreed to issue to the Brokers 10,000,000 Options, plus 10 Options for every dollar raised, capped at 25,000,000. Given the success of the Placement, the Board now seeks approval to issue 25,000,000 Options to the Brokers.

The split of the Options between the Brokers has been determined based on their contribution to the capital raise. SP Corporate Advisory Pty Ltd will receive 11.78 million options and GBA Capital Pty Ltd 2.24 million Options.

The Options will be issued to the Brokers as part consideration for their contribution to the capital raising Placement.

- No consideration is payable by the Brokers for the Options.
- The issue of the Options will be within 2 days following Shareholder approval.
- The 25,000,000 Broker Options issued will rank equally in this class and in the event exercised will convert to ordinary shares which will rank equally with all ordinary shares on issue.

8.2 Value of the Options

The value of the Options using the Black & Scholes valuation method is NZ\$253,000, using an exercise price of NZ\$0.022, an expiry date one year from date of issue, current share price of NZ\$0.024, and volatility of 100%.

In the event the Options are exercised they will raise NZ\$550,000. The funds will be used further the growth of the business outlined in 1.1 above.

8.3 Dilutionary impact of exercise of Options

Broker Options

The Options proposed to be issued to Brokers represent 3.9% of the total share capital on issue as at the date of this Notice.

8.4 *Consequence if resolution is not passed*

In the event Resolution is not passed the Options will not be issued and the Company may need to renegotiate with the brokers a cash settlement.

SCHEDULE 1 DEFINITIONS

In this Notice and Explanatory Statement:

\$ or NZ\$ means New Zealand dollars.

ASX means Australian Securities Exchange.

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, and any other day that NZX declares is not a business day.

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

Company means Truscreen Group Limited

Constitution means the Company's constitution.

Companies Act means the *Companies Act 1993*.

Directors means the current directors of the Company.

Explanatory Notes/Statement means the explanatory notes/statement accompanying the Notice.

Equity Securities has the meaning giving in the NZX/ASX Listing Rules.

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

NZX means NZX Limited or the financial market operated by NZX Limited, as the context requires.

NZX Listing Rules means the Listing Rules of NZX.

Option means an option to purchase one Share.

Proxy Form means the proxy form accompanying the Notice.

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

Related Party means as defined in S291A of the New Zealand Companies Act 1993.

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

Special Meeting or Meeting means the meeting convened by the Notice.

VWAP means Volume Weighted Average Price.

SCHEDULE 2

The principal terms of the Options are as follows:

- (a) Each Option entitles the holder to acquire one (1) Share.
- (b) The Options are exercisable at any time up until 5.00pm on the date twelve months from date of issue (**Option Exercise Period**) by completing an exercise form and delivering it together with the payment for the number of Shares in respect of which the Options are exercised to the registered office of the Company or to the share registry of the Company.
- (c) The Options vest on date of Grant (**Option Vesting Date**).
- (d) The Options exercise price is NZ\$0.022 (A\$0.02) cents per option.
- (e) The Options are not transferable.
- (f) Shares issued on the exercise of an Option will be issued not more than fourteen (14) days after receipt of a properly executed exercise notice and application moneys. Shares allotted pursuant to the exercise of an Option will rank equally with the then issued ordinary shares of the Company in all respects. Official quotation of those Shares on the NZX will be sought.
- (g) The Option holders shall only be permitted to participate in a new issue of securities on the prior exercise of Options in which case the Option holders shall be afforded the period of at least nine (9) business days prior to and inclusive of the record date (to determine entitlements to the issue) to exercise their Options.
- (h) In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the Option holders will be changed to the extent necessary to comply with the NZX Listing Rules applying to the reconstruction of capital at the time of the reconstruction.
- (i) If there is a bonus issue to Shareholders, the number of Shares over which the Option is exercisable may be increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue.
- (j) In the event that a pro rata issue (except a bonus issue) is made to the holders of the underlying securities in the Company, the exercise price of the Option may be reduced in accordance with the NZX Listing Rules.
- (k) Reminder notices will be forwarded to the Option holders prior to the expiry of the Options. Options not exercised before the expiry of the Option Exercise Period will lapse.
- (l) The Options will be recorded on the Company's register of Option holders maintained at the share registry. The register will be open for inspection by the Option holders free of charge. Shares to be allotted on exercise of Options will be recorded on the Company's share register.
- (m) The Options will not be listed on the NZX.
- (n) The Option holder, if appearing on the Company's register of Option holders at the relevant date, will be entitled to receive and will be sent all reports and accounts required to be laid before Shareholders in general meeting and all notices of general meetings and will have the right to attend but shall have no right to vote at such meetings.

LODGE YOUR PROXY

Online:

vote.cm.mpms.mufg.com/TRU

Scan & email:

meetings.nz@cm.mpms.mufg.com

Mail:

Use the reply paid
envelope or address to:
MUFG Pension & Market Services
PO Box 91976
Auckland 1142

Deliver:

MUFG Pension & Market Services
Level 30, PwC Tower,
15 Customs Street West, Auckland 1010

Scan this QR code with your smartphone and vote online



General Enquiries

+64 9 375 5998 | enquiries.nz@cm.mpms.mufg.com

CSN/Holder Number:

* *

PROXY FORM/ADMISSION CARD FOR TRUSCREEN GROUP LIMITED'S 2025 SPECIAL MEETING

The Special Meeting of TruScreen Group Limited (TruScreen) will be held online at www.virtualmeeting.co.nz/trusm25 on **Tuesday, 15 July 2025 commencing at 11:00am (Auckland time)**.

If you will attend the Meeting online, you will require your CSN/Holder Number for verification purposes.

If you will not attend the Meeting online but wish to be represented by proxy, please complete and return this form (in accordance with the lodgement instructions above) to TruScreen's share registry, MUFG Pension & Market Services, by no later than **11:00am, Sunday, 13 July 2025**.

You can also appoint your proxy and vote online by going to vote.cm.mpms.mufg.com/TRU or by scanning the QR code above with your smartphone.

Appointment of proxy

A shareholder entitled to attend and vote is entitled to appoint a proxy or, in the case of a corporate shareholder, a representative to attend online and vote instead of him/her and that proxy or representative need not also be a shareholder. The Chair of the meeting is willing to act as proxy for any shareholder who wishes to appoint him for that purpose. If you appoint the Chair and you do not indicate how the Chair should vote, the Chair will vote in favour of the resolutions, unless specifically excluded from voting on a resolution.

Voting of your holding

Direct your proxy how to vote by making the appropriate election, either online or on this Proxy Form, in respect of each resolution. If you return this form without directing the proxy how to vote on any particular matter, the proxy may vote as he/she thinks fit or abstain from voting. If you make more than one election in respect of a resolution your vote will be invalid on that resolution. If you expressly appoint the Chair of the Meeting as your proxy and elect to give him discretion on how to vote on a resolution, you acknowledge that he will exercise your vote in favour of all of the resolutions, except those in which the Chair has an interest or is otherwise restricted from voting on.

Voting restrictions

Any person who has been issued, or has acquired, the Equity Securities which are subject to ratification by that resolution, and any Associated Person of that person are not entitled to vote in respect of **Resolution 1**.

Any person to whom it is proposed to issue the new Equity Securities referred to in the resolution, and any Associated Person of that person are not entitled to vote in respect of **Resolutions 2,3,4,5,6, and 7**.

Spark Plus Pte Ltd, SP Corporate Pty Ltd and GBA Capital Pty Ltd, and any Associated Person of those persons are not entitled to vote in respect of **Resolution 8**.

Those persons who are prohibited from voting on a resolution may not act as a discretionary proxy in respect of a resolution but may vote in accordance with express instructions.

Attending the meeting

If you propose to attend the Special Meeting in person, please bring this Proxy Form to the meeting to assist with your registration. All shareholders must register with MUFG Pension & Market Services prior to entering the meeting room.

Signing instructions for proxy forms

Individual

This Proxy Form must be signed by the shareholder or his/her/its attorney duly authorised in writing.

Joint Holding

In the case of a joint shareholding, this Proxy Form may be signed by either of the joint shareholders (or their duly authorised attorney).

Power of Attorney

This Proxy Form and the power of attorney or other authority, if any, under which it is signed, or a copy of that power or authority certified by a Solicitor, Justice of the Peace or Notary Public must be deposited or mailed to be received at the office of MUFG Pension & Market Services, in any manner as per the instructions below, not later than **11:00am on Sunday, 13 July 2025**.

Corporate Shareholder

In the case of a corporate shareholder, this Proxy Form must be signed by a director or a duly authorised officer acting under the express or implied authority of the shareholder, or an attorney duly authorised by the shareholder.

Go online to vote.cm.mpms.mufg.com/TRU to appoint your proxy

PROXY/CORPORATE REPRESENTATIVE FORM

* *

STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being a shareholder(s) of TruScreen Group Limited hereby appoint:

_____ of _____
(full name of proxy) (e-mail address)

Or

_____ of _____
(full name of proxy) (e-mail address)

as my/our proxy to vote for me/us on my/our behalf at the Special Meeting of the Company to be held, online at 11:00am on Tuesday, 15 July 2025 and at any adjournment of that meeting and to vote on any resolutions to amend any of the resolutions, on any resolution so amended, and on any other resolution proposed at the meeting (or any adjournment thereof). Unless otherwise instructed as above, the proxy will vote as he/she thinks fit or abstain from voting on each such resolution. The proxy is appointed only in respect of the above meeting or any adjournment thereof.

STEP 2: ITEMS OF BUSINESS – PROXY VOTING INSTRUCTIONS

Complete this part if you have appointed a proxy above and you want to direct the proxy as to how the proxy should vote.

Please note: For each resolution you must tick one box. If you mark the abstain box for an item, you are directing your proxy not to vote on your behalf during polling and your votes will not be counted computing the required majority, for that item.

ORDINARY BUSINESS

To consider and, if thought fit, pass the following ordinary resolutions:

	For	Tick (✓) in box to vote Against	Abstain	Discretion
1. That the previous issue under NZX Listing Rule 4.5.1 of 80,670,455 ordinary fully paid shares in the Company at an issue price of NZ\$0.022 per share on 10 June 2025 be approved and ratified for all purposes, including NZX Listing Rule 4.5.1(c).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That Shareholders approve the issue by the Company of 26,363,636 ordinary fully paid shares at an issue price of NZ\$0.022 per share, in accordance with Listing Rule 4.2 and the terms outlined in the Explanatory Notes.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. That Shareholders approve the issue of 1:1 Options attached to each of the 80,670,455 fully paid ordinary Shares of the Company issued to select institutional and other select investors under the Placement in accordance with NZX Listing Rule 4.2 and on the terms as set out in the Explanatory Notes.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. That Shareholders approve the issue of 1:1 Options attached to each of the 26,363,636 fully paid ordinary Shares of the Company issued to select institutional and other select investors in accordance with Resolution 2, in accordance with NZX Listing Rule 4.2 and on the terms as set out in the Explanatory Notes.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. That Shareholders approve the issue by the Company of 28,191,169 ordinary fully paid shares at an issue price of \$0.02 per share, in accordance with Listing Rule 4.2, and on the terms outlined in the Explanatory Notes.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. That Shareholders approve the issue of 1:1 Options attached to each of the 55,490,771 fully paid ordinary Shares of the Company to existing Shareholders of the Company under the SPP in accordance with NZX Listing Rule 4.2 and the terms as set out in the Explanatory Notes.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. That Shareholders approve the issue of 1:1 Options attached to each of the 28,191,169 fully paid ordinary Shares of the Company to existing Shareholders of the Company in accordance with Resolution 5, in accordance with NZX Listing Rule 4.2 and the terms as set out in the Explanatory Notes.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. That Shareholders approve the issue by the Company of 25,000,000 Broker Options, in accordance with Listing Rule 4.2, and on the terms outlined in the Explanatory Notes.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3: SIGN: SIGNATURE OF SHAREHOLDER(S) This section must be completed

Shareholder 1

or duly authorised officer or attorney

Shareholder 2

or duly authorised officer or attorney

Shareholder 3

or duly authorised officer or attorney

Contact Name _____ Contact Daytime Telephone _____ Date _____

Electronic Investor Communications: If you received the Notice of Meeting and Proxy Form by mail and wish to receive your future investor communications by email please provide your email address below.