

TRUSCREEN LIMITED

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Notice is given that the Meeting will be held at:

TIME: 12:00pm

DATE: Thursday 10 September 2020

PLACE: Online at www.virtualmeeting.co.nz/tru20

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 5:00pm on Tuesday 8 September 2020.

Notice is hereby given that the Annual Meeting of Shareholders of Truscreen Limited (the "Company") will be held online at www.virtualmeeting.co.nz/tru20 on Thursday 10 September 2020 at 12.00pm.

BUSINESS OF THE MEETING

AGENDA

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Annual Report of the Company for the financial year ended 31 March 2020. A presentation will be made by Ms Victoria Potarina, Chief Executive Office of Truscreen Limited.

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

1. APPOINTMENT OF AUDITORS – ORDINARY RESOLUTION

That the Shareholders ratify the appointment of RSM Hayes Audit Auckland on 17 February 2020.

2. REMUNERATION OF AUDITORS – ORDINARY RESOLUTION

That the Board be authorised to fix the remuneration of RSM Hayes Audit Auckland the Company's auditors.

3. ELECTION OF JULIET HULL AS A DIRECTOR – LISTING RULE 2.3.1 - ORDINARY RESOLUTION

That Ms Juliet Hull, who was nominated as a non-executive director of the Company, and having consented to act, be elected as a Director of the Company.

A summary of Ms Hull qualifications and experience is included in the Explanatory Notes.

4. RE-ELECTION OF ANTHONY HO AS A DIRECTOR – LISTING RULE 2.2.1(b) - ORDINARY RESOLUTION

That Mr Anthony Ho, who retires in accordance with the provisions of the Constitution of the Company, and being eligible, offers himself for re-election, be re-elected as a Director of the Company.

5. RATIFICATION OF PRIOR ISSUE OF 34,860,021 SHARES – LISTING RULE 4.5.1(c) - ORDINARY RESOLUTION

That shareholders ratify the previous issue by the Company on 21 May 2020 of 34,860,021 ordinary fully paid shares at an issue price of 5 cents per share.

6. RATIFICATION OF PRIOR ISSUE OF 10,000,000 SHARES – LISTING RULE 4.5.1(c) - ORDINARY RESOLUTION

That shareholders ratify the previous issue by the Company on 29 May 2020 of 10,000,000 ordinary fully paid shares at an issue price of 5 cents per share.

7. RATIFICATION OF PRIOR ISSUE OF 20,000,000 SHARES – LISTING RULE 4.5.1(c) - ORDINARY RESOLUTION

That shareholders ratify the previous issue by the Company on 5 June 2020 of 20,000,000 ordinary fully paid shares at an issue price of 5 cents per share.

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 Link Market Services Investor Centre at <https://investorcentre.linkmarketservices.co.nz/voting/TRU>. You will require your CSN/Holder Number and Authorisation Code (FIN).

Alternatively, please complete and sign the enclosed Proxy Form and return to the Company's Share Registrar, Link Market Services in accordance with the instructions set out on the Proxy Form accompanying this Notice by 12.00 noon on Tuesday 8 September 2020.

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 all resolutions in favour of all of the resolutions, except those in which the Chair has an interest.

VOTING RESTRICTIONS

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.

The Chairperson shall vote any undirected proxies in favour of all of the resolutions.

The persons identified in Column 2 of the table below are unable to Vote in favour of the resolutions listed in Column 1.

| Column 1 Resolution | Column 2 Disqualified Person |
|--------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Resolutions 5, 6 and 7 | 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. |

Explanatory Notes

NZX Listing Rules (“Listing Rules”) and Companies Act (“Act”)

The Company is listed on the NZX Main Board and must comply with the Listing Rules and the Act. In addition, various provisions of the Listing Rules are included in the Constitution. The Act, the Constitution and the Listing Rules contain specific requirements which are relevant to the resolutions comprised in this Notice.

The implications of the Listing Rules, the Act and the Constitution, insofar as they relate to each resolution, are addressed in the Explanatory Notes to each resolution.

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.

AGENDA ITEM 1 - FINANCIAL STATEMENTS AND REPORTS

Whilst the consideration of the Annual Report by shareholders is not strictly required under the Act, the Board considers it good policy to table the Annual Report at the Meeting for consideration by shareholders, and for discussion where appropriate.

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 is available on its website at www.truscreen.com.

1. RESOLUTION 1 - APPOINTMENT OF AUDITORS – ORDINARY RESOLUTION

BDO resigned as the auditor and RSM Hayes Audit Auckland was appointed auditor of the Company under section 207R of the Companies Act 1993, on 17 February 2020. This resolution seeks ratification of this casual appointment by the shareholders.

2. RESOLUTION 2 - REMUNERATION OF AUDITORS – ORDINARY RESOLUTION

This resolution authorises the Board to fix the fees and expenses of the auditor.

3. RESOLUTION 3 - ELECTION OF MS JULIET HULL AS A DIRECTOR – ORDINARY RESOLUTION

3.1 Because of his growing business commitments, Mr. Kelly (Con) Hickey advised the board in early 2020 of his intention not to seek re-election at the 2020 annual general meeting of shareholders.

A nomination was received prior to closing date, for the nomination of Juliet Hull as a Director of the Company per Listing Rule 2.3.2(e). No other nominations were received.

The board has received a nomination from a shareholder to appoint Ms Juliet Hull as a Director of the Company at the annual general meeting, to fill the planned vacancy from the retirement of Mr. Hickey. The board recommends shareholders to vote in favour of this resolution.

3.2 The qualifications and material directorships of Ms Juliet Hull are outlined below:

Ms Hull has an MBA from the Macquarie Graduate School of Management, Sydney Australia, and a Bachelor of Nursing from the Auckland Technical Institute.

Ms Hull is the NZ General Manager/Country Director for Johnson & Johnson Medical in New Zealand and has held various roles in Johnson & Johnson in Australia and New Zealand since 2012.

Ms Hull has more than twenty years' experience working in Asia and Pacific markets in Healthcare, in sales, Marketing and leadership.

3.3 The Board is of the view that Mrs Juliet Hull qualifies as an "independent director" of the Company (as that term is defined in the Listing Rules).

3.4 Ms Juliet Hull is a resident of Auckland, New Zealand

4. RESOLUTION 4 - RE-ELECTION OF ANTHONY HO AS A DIRECTOR – ORDINARY RESOLUTION

4.1 In terms of the constitution of the Company and the Listing Rules, Mr Anthony Ho is required to retire from his role as a director of the Company at the Annual General Meeting. Mr Anthony Ho is eligible to be re-elected as a director at the Annual General Meeting.

4.2 The qualification and material directorships of Mr Anthony Ho is as outlined below:

Independent Non-Executive Chairman BCom *UNSW*, CA, FCIS, FAICD, FGIA

Tony has a Bachelor of Commerce degree from The University of New South Wales, Sydney, and is a Member of The Institute of Chartered Accountants in Australia and New Zealand, a Fellow of the Australian Institute of Company Directors, a Fellow of the Institute of Chartered Secretaries and Administrators, and the Governance Institute of Australia. He has also completed post graduate studies in Marketing at the University of Technology, Sydney, and a past Fellow of the Australian Marketing Institute

Tony holds numerous non-executive directorships with a number of ASX and NZX listed companies. He is currently the non-executive chairman of Bioxyne Limited (ASX:BXN), Greenland Minerals Limited (ASX:GGG), and Cannasouth Limited (NZX: CBD).

Tony was executive director of Arthur Yates & Co Limited, retiring from that position in April 2002. He was previously a director of Yates New Zealand Limited. Prior to joining commerce, Tony was a partner of Cox Johnston & Co, Chartered Accountants, which has since merged with Ernst & Young.

4.3 The Board is of the view that Mr Anthony Ho qualifies as an "independent director" of the Company (as that term is defined in the Listing Rules).

4.4 The Board (with Mr Ho abstaining) recommends that shareholders vote in favour of this resolution.

RESOLUTIONS 5, 6 AND 7.

In April/May 2020 the Company undertook a Share Purchase Plan (SPP). The SPP was substantially oversubscribed and as a consequence the company issued the following shares in June and July.

| | Shares Issued | % of issued capital before issue of shares other than SPP shares | % of issued capital after all issues |
|-----------------------------------------------|--------------------|---------------------------------------------------------------------------|-----------------------------------------|
| Opening shares on issue | 227,534,804 | | |
| Share Purchase Plan | 40,000,000 | | |
| SPP Oversubscriptions and Wholesale Placement | 34,860,021 | 13.03% | 10.48% |
| Public Pool Offer | 10,000,000 | 3.74% | 3.00% |
| Priority Offer | 20,000,000 | 7.48% | 6.00% |
| | <u>332,394,825</u> | <u>24.25%</u> | <u>19.48%</u> |

Listing Rule 4.5.1 permits an issue of shares up to 15% in any 12 month period without prior shareholder approval.

On 19 March 2020 the NZX under a class waiver from Section 4 of the NZX Listing Rules increased the placement cap under Listing Rule 4.5.1 from 15% to 25% until 31 October 2020. The Company has availed itself of the additional capacity for the Public Pool and Priority Offers in resolutions 6 and 7.

The Company relied on this class waiver to raise additional capital for further development of the business and to deal with the potential uncertainty and delay in executing its business plan in view of COVID-19.

5. RESOLUTION 5 - RATIFICATION OF PRIOR ISSUE OF 34,860,021 SHARES – ORDINARY RESOLUTION

5.1 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 28 April 2020 the Company undertook a Share Purchase Plan (SPP) seeking to raise \$2 million from the issue of 40 million new shares of 5 cents each. The SPP was oversubscribed by \$1,128,000 and the Directors determined to accept the oversubscriptions. A further \$615,000 was raised by way of a placement to Wholesale investors.

On 21 May 2020, the Company issued 34,860,021 new ordinary fully paid shares at an issue price of \$0.05 per share to raise \$1,743,000 in accordance with the 15% Rule (“SPP Oversubscription Shares + Wholesale Placement”).

The SPP Oversubscription Shares were issued to shareholders of the Company. The Wholesale Placement shares were issued to Wholesale Investors. The funds raised from the issues will be used to further the development of the TruScreen device, for marketing and general working capital.

5.2 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.

On 19 March 2020 the NZX under a class waiver increased the placement cap under Listing Rule 4.5.1 from 15% to 25% until 31 October 2020. The Company has availed itself of the additional capacity for the Public Pool and Priority Offers in resolutions 6 and 7.

The Board is seeking the ratification by shareholders of the issue of 34,860,021 shares issued.

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.

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.

6. RESOLUTION 6 - RATIFICATION OF PRIOR ISSUE OF 10,000,000 SHARES – ORDINARY RESOLUTION

6.1 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 29 May 2020, the Company issued 10,000,000 new ordinary fully paid shares at an issue price of \$0.05 per share to raise \$500,000 in accordance with the 15% Rule (“Public Pool Shares”).

The Public Pool Shares were issued to a number of Wholesale and retail investors subsequent to the Share Purchase Plan raising in May 2020. The funds raised from the issue will be used to further the development of the Truscreen device, for marketing and general working capital.

6.2 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.

On 19 March 2020 the NZX under a class waiver increased the placement cap under Listing Rule 4.5.1 from 15% to 25% until 31 October 2020. The Company has availed itself of this capacity to issue the Public Pool shares.

The Board is seeking the ratification by shareholders of the previous issue of the Public Pool 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.

6.3 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.

7. RESOLUTION 7 - RATIFICATION OF PRIOR ISSUE OF 20,000,000 SHARES – ORDINARY RESOLUTION

7.1 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 5 June 2020, the Company issued 20,000,000 new ordinary fully paid shares at an issue price of \$0.05 per share to raise \$1,000,000 in accordance with the 15% Rule (“Priority Offer Shares”).

The Priority Offer Shares were issued to a NZX market participant subsequent to the Share Purchase Plan raising in May 2020. The funds raised from the issue will be used to further the development of the Truscreen device, for marketing and general working capital.

7.2 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.

On 19 March 2020 the NZX under a class waiver increased the placement cap under Listing Rule 4.5.1 from 15% to 25% until 31 October 2020. The Company has availed itself of this capacity to issue the Priority Offer Shares.

The Board is seeking the ratification by shareholders of the previous issue of the Priority Offer 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.

7.3 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.

SCHEDULE 1 DEFINITIONS

In this Notice and Explanatory Statement:

\$ or NZ\$ means New Zealand dollars.

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

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 Limited

Constitution means the Company's constitution.

Companies Act means the *Companies Act 1993*.

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

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

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

NZX Listing Rules means the Listing Rules of NZX.

Priority Offer means the offer outlined in an announcement to the NZX on 18 May 2020

Proxy Form means the proxy form accompanying the Notice.

Public Pool Offer means the offer outlined in an announcement to the NZX on 18 May 2020.

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

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.

Share Purchase Plan means

Wholesale Investor means an investor as described in the Financial Markets Conduct Act 2013.