



Notice of Annual General Meeting

Wednesday 24 November 2021
at 11.30 am (Adelaide time)

SHAREHOLDERS WILL NOT BE ABLE TO ATTEND THE MEETING IN PERSON

Due to the COVID-19 pandemic the Annual General Meeting will be held as a virtual meeting via webcast. This is to comply with Australian Government regulations on gatherings and to ensure the health and safety of shareholders. Details on attending the Annual General Meeting and on online voting are contained in this Notice of Annual General Meeting.

Notice is given that the Annual General Meeting of the shareholders of Nova Eye Medical Limited (the Company) will be held virtually on an online platform commencing at 11:30am (Adelaide Time) Wednesday 24 November 2021. Details of how to participate in the live webcast are set out below.

Important Notice – changes to meeting procedure due to COVID-19

The Board advises that due to the current restrictions on public gatherings in relation to COVID-19 the Company is not able to allow shareholders to attend the Company's Annual General Meeting (**AGM**) in person. The AGM will therefore be held via a fully virtual webcast. Shareholders, proxyholders, corporate representatives and holders of powers of attorney wishing to attend the Meeting via webcast must email the Company Secretary at info@nova-eye.com by 8.30am (Adelaide time) on 24 November 2021 to register, and will then be provided with log in details, including a password for the AGM.

The Company is following the health advice of the Australian Government and has taken these steps in the interests of the health and safety of its shareholders, employees, and the broader community.

The Company appreciates the understanding of its shareholders as it navigates this difficult situation.

Voting on Resolutions

Shareholders are advised that all resolutions will be decided on a poll. Please note that you are strongly encouraged to lodge proxy votes for the AGM.

Voting will be conducted online via the Lumi platform available at <https://web.lumiagm.com/> using Meeting ID **318-084-065**

Shareholders and proxyholders will be able to vote in real time at the AGM online by:

- visiting www.web.lumiagm.com on a smartphone, tablet or computer (using the latest version of Chrome, Safari, Edge or Firefox); and
- entering the unique Meeting ID.

Online voting registration will commence 30 minutes prior to the start of the AGM. For full details on how to log on and vote online, please refer to the user guide which can be accessed at www.computershare.com.au/onlinevotingguide.

Shareholders with multiple holdings will either need to log into Lumi under each SRN or HIN to vote live at the AGM or cast their vote on other holdings ahead of the AGM via proxy vote.

Proxy votes must be received by 11.30am (Adelaide time) on Monday 22 November 2021. Instructions on how to lodge proxy votes (which include the ability to lodge proxies electronically) are set out in this Notice of Meeting.

Participation in the meeting

Shareholders are strongly encouraged to submit any questions they may have of the Company in writing to the Company Secretary at info@nova-eye.com by 1.00pm (Adelaide time) on Friday 19 November 2021. Alternatively, you may submit questions during the meeting using the Chat function on the webcast dashboard. Questions via the Chat function will be directed to the host for answering. Company will also provide Shareholders with the opportunity to ask questions during the meeting.

The Directors will be providing an address at the AGM. The address will be available on the Company's website at www.nova-eye.com/investors.

Technical Difficulties

Technical difficulties may arise during the course of the Meeting. The chair has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising his or her discretion, the chair will have regard to the number of shareholders impacted and the extent to which participation in the business of the Meeting is affected.

Where the chair considers it appropriate, the chair may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, shareholders are encouraged to lodge a proxy by 11.30am (Adelaide time) on 22 November 2021 even if they plan to attend the Meeting online.

Agenda

1— Accounts & Reports

To receive and consider the financial statements of the Company and its controlled entities for the year ended 30 June 2021 and the related Directors' Reports, Directors' Declarations and Auditor's Report.

The electronic copy of the 2021 Annual Report is available to download or view on the company website at the following address:

www.nova-eye.com/investors

The 2021 Annual Report has also been sent by post to those shareholders who have previously elected to receive a hard copy.

Note: This matter is not voted on

Resolution 1 — Adoption of Remuneration Report

To consider and, if thought fit, to pass with or without amendment, the following resolution as a non-binding resolution in accordance with section 250R (2) of the Corporations Act 2001:

“That, for the purposes of section 250R(2) of the Corporations Act, and for all other purposes, the Remuneration Report forming part of the Company's 30 June 2021 Annual Report be and is hereby adopted.”

Voting Exclusion:

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of any of the following persons:

- (i) a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report; or
- (ii) a Closely Related Party of such a member.

However, a person described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- (i) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- (ii) the person is the chair of the meeting and the appointment of the chair as proxy:
 - does not specify the way the proxy is to vote on the resolution; and
 - expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or, if
 - the Company is part of a consolidated entity, for the entity.

Resolution 2 — Re-election of Director Alex Sundich

To consider and if thought fit, pass the following Ordinary Resolution:

“That, for the purpose of clause 117 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Alex Sundich, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

Resolution 3 — Re-election of Director Mike Southard

To consider, and if thought fit, pass the following Ordinary Resolution:

“That, for the purpose of clause 117 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mike Southard, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

Resolution 4 — Refresh of Employee Incentive Plan

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

“That, for the purpose of ASX Listing Rule 7.2 (Exception 13 (b)) and for all other purposes, Shareholders approve any issue of securities under the Employee Incentive Plan known as “Nova Eye Medical Limited Employee Incentive Plan”, a summary of the rules of which are set out in the Explanatory Memorandum, as an exception to Listing Rule 7.1.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf:

- (a) any person who is eligible to participate in the Employee Incentive Plan; or
- (b) an associate of that person or those persons.

However, this does not apply to a vote cast in favour of this resolution by:

- (c) a person as proxy or attorney for a person who is entitled to vote on this resolution, in accordance with the directions given to the proxy or attorney to vote on this resolution in that way; or
- (d) the chair of the meeting as proxy or attorney for a person who is entitled to vote on this resolution, in accordance with a direction given to the chair to vote on this resolution as the chair decides; or
- (e) the holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this resolution; and
 - (ii) the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement:

Further, in accordance with the Corporations Act a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if the proxy is either:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (d) the voter is the chair and the appointment of the chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Resolution 5 — Approval of the Issue of Options to Managing Director Tom Spurling

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

“That, for the purposes of the Corporations Act 2001 and, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue to Tom Spurling or his nominees up to 700,000 Options on the terms set out in the Explanatory Statement accompanying this notice is hereby approved.”

Voting exclusion:: In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution by or on behalf of Mr. Tom Spurling or any associate of Mr Tom Spurling.

However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Restriction on proxy voting by key management personnel or closely related parties:

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote on the basis of that appointment, on this resolution if:

- (a) the proxy is either:
 - (i) a member of key management personnel; or
 - (ii) a closely related party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this resolution.

However, the above prohibition does not apply if:

- (a) the proxy is chairing the meeting; and
- (b) the appointment expressly authorises the chair to exercise the proxy even if

the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

Finally, for the purposes of Part 2D.2 the Corporations Act, a vote must not be cast on this resolution (and will be taken not to have been cast if cast contrary to this restriction) in any capacity by or on behalf of the Managing Director (Tom Spurling) or an associate of the Managing Director. However, the Managing Director or an associate of the Managing Director may vote as proxy, if the vote is cast by a person appointed by writing that specifies how the proxy is to vote on the resolution and is not cast on behalf of the Managing Director or an associate of the Managing Director.

Resolution 6 — Approval of the Issue of Options to Alex Sundich

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

“That, for the purpose of Listing Rule 10.11, sections 195(4) and 208 of the Corporations Act and for all other purposes, the issue to Mr Alex Sundich, or his nominees, for nil consideration of 350,000 Options to acquire fully paid shares in the capital of the Company, at an exercise price that is equal to 135% of the VWAP of Shares for the 7 Trading Days prior to the AGM, expiring on 23 November 2024 and on the terms and conditions outlined in the Explanatory Statement and in Annexure C is hereby approved.”

Voting exclusion: In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution by or on behalf of Mr Alex Sundich or any associate of Mr Alex Sundich.

However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 7 — Approval of the Issue of Options to Rahmon Coupe

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

“That, for the purpose of Listing Rule 10.11, sections 195(4) and 208 of the Corporations Act and for all other purposes, the issue to Mr Rahmon Coupe, or his nominees, for nil consideration of 350,000 Options to acquire fully paid shares in the capital of the Company, at an exercise price that is equal to 135% of the VWAP of Shares for the 7 Trading Days prior to the AGM, expiring

on 23 November 2024 and on the terms and conditions outlined in the Explanatory Statement and in Annexure C is hereby approved.”

Voting exclusion: In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution by or on behalf of Mr Rahmon Coupe or any associate of Mr Rahmon Coupe.

However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 8 — Approval of the Issue of Options to Mike Southard

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

“That, for the purpose of Listing Rule 10.11, sections 195(4) and 208 of the Corporations Act and for all other purposes, the issue to Mr Mike Southard, or his nominees, for nil consideration of 350,000 Options to acquire fully paid shares in the capital of the Company, at an exercise price that is equal to 135% of the VWAP of Shares for the 7 Trading Days prior to the AGM, expiring on 23 November 2024 and on the terms and conditions outlined in the Explanatory Statement and in Annexure C is hereby approved.”

Voting exclusion: In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution by or on behalf of Mr Mike Southard or any associate of Mr Mike Southard.

However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 9 — Approval of the Issue of Options to Victor Previn

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

“That, for the purpose of Listing Rule 10.11, sections 195(4) and 208 of the Corporations Act and for all other purposes, the issue to Mr Victor Previn, or his nominees, for nil consideration of 500,000 Options to acquire fully paid shares in the capital of the Company, at an exercise price that is equal to 135% of the VWAP of Shares for the 7 Trading Days prior to the AGM, expiring on 23 November 2024 and on the terms and conditions outlined in the Explanatory Statement and in Annexure C is hereby approved.”

Voting exclusion: In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution by or on behalf of Mr Victor Previn or any associate of Mr Victor Previn.

However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 10 — Amendments to Constitution

To consider and, if thought fit, pass the following resolution as a special resolution:

“That for the purposes of Section 136(2) of the Corporations Act and for all other purposes, the Constitution of the Company, be amended in the manner set out in the accompanying explanatory memorandum with effect from the close of the meeting.”

Other Business

To deal with any other business that may be properly brought forward.

Simon Gray
Company Secretary
Adelaide
Dated: 20 October 2021

NOTES

How to Vote

Please note that you are strongly encouraged to lodge proxy votes for the AGM. The AGM will commence at 11.30 AM (Adelaide time) on 24 November 2021.

Shareholders who participate in the live webcast may vote on each resolution in real time during the Meeting. Details on how to vote during the webcast are set out in the Online Shareholders' Meeting Guide which can be accessed at www.computershare.com.au/onlinevotingguide.

Voting by Proxy

To record a valid proxy vote, shareholders will need to take the following steps:

- Cast your vote online by visiting www.investorvote.com.au and following the instructions and information provided on the proxy form; or
- Complete and lodge the Proxy Form (and the power of attorney or other authority, if any under which it is signed, or a certified copy of it) at:
 - the share registry of the Company, Computershare Investor Services Pty Limited, located at GPO Box 242, Melbourne VIC 3001, or by facsimile on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or
 - Custodian voting – for Intermediary Online subscribers only (custodians), please visit www.intermediaryonline.com to submit your voting intentions.

so that it is received no later than 11.30 am (Adelaide Time) on 22 November 2021

Determination of who is entitled to vote

In accordance with Regulation 7.11.37 of the Corporations Act, the Directors have set a date and time to determine the identity of those Shareholders entitled to attend and vote at the Meeting. The time is 6.30pm (Adelaide time) on 22 November 2021.

Auditors

A representative of the Company's Auditors will be present to answer any questions on the accounts. Questions to the Auditors in writing may be forwarded to reach the Company no later than 5pm (Adelaide time) on 22 November 2021.

Annual Report

In accordance with amendments to the *Corporations Act 2001*, the Company is no longer required to provide a hard copy of the Company's Annual Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy. Shareholders who do not receive a printed copy of the Company's Annual Report may view the report on its website at www.nova-eye.com/investors.

Explanatory Memorandum

Introduction

This Explanatory Memorandum has been prepared for the information of shareholders of Nova Eye Medical Limited (the Company) in connection with the business to be conducted at the Annual General Meeting to be held at 11:30am (Adelaide time) on Wednesday 24 November 2021.

Financial Statements and Reports

The financial statements of the Company and its controlled entities for the year ended 30 June 2021 and the Directors' Report and Auditor's Report are set out in the Nova Eye Medical Limited Annual Report 2021.

Neither the Corporations Act nor the Company's Constitution requires a vote of shareholders to approve these Reports.

This item is intended to provide an opportunity for shareholders to raise questions of the Reports and on the performance of the Company generally. In addition, a reasonable opportunity will be given to members of the meeting to ask the Company's Auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

Resolution 1– Adoption of Remuneration Report

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the Notice of Annual General Meeting. The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

The Remuneration Report is in the Directors' Report section of the Company's Annual Report. By way of summary, the Remuneration Report:

- a) explains the Company's remuneration policy and the process for determining the remuneration of its Directors and key management personnel;
- b) addresses the relationship between the Company's remuneration policy and the Company's performance; and
- c) sets out remuneration details for each Director and each of the Company's key management personnel named in the Remuneration Report for the financial year ended 30 June 2021.

The Directors recommend that Shareholders vote in **FAVOUR** of Resolution 1.

Section 250R (2) of the Corporations Act 2001 (Corporations Act) requires companies to put a resolution to their members that the Remuneration Report be adopted. The vote on this resolution is advisory only, however, and does not bind the Board or the Company. The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Annual General Meeting when reviewing the Company's remuneration policies.

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Directors (other than the managing director) must go up for re-election.

The Chairman will give Shareholders a reasonable opportunity to ask questions about or to make comments on the Remuneration Report at the Annual General Meeting.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 1 (Remuneration Report) by marking either "For", "Against" or "Abstain" on the Proxy Form for Resolution 1.

If you appoint a member of the key management personnel whose remuneration details are included in the Remuneration Report (who is not the Chairman) or a closely related party of that member as your proxy, and you do not direct that person on how to vote on this Resolution 1, the proxy cannot exercise your vote and your vote will not be counted in relation to this Resolution 1.

The Chairman intends to vote all undirected proxies in favour of Resolution 1. If the Chairman of the Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the proxy form you are giving express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

Key management personnel of the Company are the Directors and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's key management personnel for the financial year to 30 June 2021. Their closely related parties are defined in the Corporations Act, and include certain of their family members, dependents, and companies they control.

Resolution 2 — Re-election of Director Alex Sundich

Clause 117 of the Constitution requires that at each annual general meeting, one-third of directors for the time being (rounded down to the nearest whole number) shall retire from office and that a Director that so retires is eligible for re-election. Additionally, Listing Rule 14.4 provides that a Director must retire from office no later than the longer of the third annual general meeting of the Company or 3 years following that Director's last election or appointment. The retirement rules do not apply to the managing director.

Mr Alexander Sundich was last re-elected as a Director at the 2018 annual general meeting. Alexander Sundich retires by rotation in accordance with the Constitution, and being eligible, offers himself for re-election as a Director.

Mr Alexander Sundich is a non-executive director of the Company. Details of the qualifications and experience of Mr Sundich is set out in the Company's 2021 Annual Report.

Board Recommendation

The Board (excluding Alex Sundich because of his interest) unanimously recommends that shareholders vote in FAVOUR of Resolution 2 to re-elect Alex Sundich as a Director.

The Chairman of the meeting intends to vote undirected proxies in **FAVOUR** of Resolution 2.

Resolution 3 — Re-election of Director Mike Southard

Clause 117 of the Constitution requires that at each annual general meeting, one-third of directors for the time being (rounded down to the nearest whole number) shall retire from office and that a Director that so retires is eligible for re-election. Additionally, Listing Rule 14.4 provides that a Director must retire from office no later than the longer of the third annual general meeting of the Company or 3 years following that Director's last election or appointment. The retirement rules do not apply to the managing director.

Mr Michael Southard was last re-elected as a Director at the 2018 annual general meeting. Michael Southard retires by rotation in accordance with the Constitution, and being eligible, offers himself for re-election as a Director.

Mr Michael Southard is a non-executive director of the Company. Details of the qualifications and experience of Mr. Southard is set out in the Company's 2021 Annual Report.

Board Recommendation

The Board (excluding Mike Southard because of his interest) unanimously recommends that shareholders vote in FAVOUR of Resolution 3 to re-elect Mike Southard as a Director

The Chairman of the meeting intends to vote undirected proxies in **FAVOUR** of Resolution 3.

Resolution 4 — Refresh of Employee Incentive Plan

4.1 Overview

An Employee Incentive Plan (Plan) was adopted by the Company at the Annual General Meeting on 28 November 2018. The Directors considered that it was desirable to establish an employee incentive plan under which eligible participants may be offered the opportunity to subscribe for Shares, Options or Performance Rights in order to increase the range of potential incentives available to them and to strengthen links with the Company and its Shareholders. A summary of the Plan is attached at Schedule 2.

ASX Listing Rule 7.1

The Awards are equity securities for the purposes of the Listing Rules. ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.2 (Exception 13(b)) sets out an exception to ASX Listing Rule 7.1 which provides that issues under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.

Any future issues of securities under the Plan to a related party or a person whose relation with the company or the related party is, in ASX's opinion, such that shareholder approval should be obtained, will require additional Shareholder approval under ASX Listing Rule 10.14 at the relevant time.

If Resolution 4 is passed or not passed

If Resolution 4 is passed, the Company will be able to issue Awards under the Plan to eligible participants over a period of 3 years. The issue of any Performance Rights or Options to eligible participants under the Plan (up to the maximum number of Securities stated in Section 8.5(c) below) will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of securities under the Plan to a related party or a person whose relationship with the company or the related party is, in ASX's opinion, such that approval should be obtained.

If Resolution 4 is not passed, the Company will be able to proceed with the issue of Awards and

securities under the Plan to eligible participants, but any issues of securities will reduce, to that extent, the Company's capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the Performance Rights or Options.

Listing Rule 7.2

Under Listing Rule 7.2 (Exception 13), for issues under an employee incentive scheme not to count towards the 15% capacity to issue share capital in a 12 month period without Shareholder approval, Shareholder approval of the employee incentive scheme is required:

- every three years; or
- if there is a material change to the terms of an approved employee incentive scheme.

The Company's current Employee Incentive Plan was approved by Shareholders at its 2018 Annual General Meeting on 28 November 2018 and Shareholder approval needs to be refreshed. In accordance with the requirements of Listing Rule 7.2 (Exception 13(b)), the following information is provided:

- a) A summary of the key terms and conditions of the Plan is set out in Schedule 2. In addition, a copy of the Plan is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the Plan will also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns.
- b) Shareholders should note that the Company has issued 2,650,229 Options and 720,000 Performance Rights under the Plan since its adoption in November 2018. Of the 2,650,229 Options issued, 509,091 were forfeited and 363,638 were cancelled leaving 1,777,500 on issue as of the date of this notice. Of the 720,000 Performance Rights issued 235,000 have converted to ordinary shares.
- c) The maximum number of Equity Securities that are issuable under the Plan, when combined with the number of Shares issued or that may be issued as a result of offers made at any time during the previous 3 years pursuant to the Plan or any other incentive scheme for which the Company relied on ASIC Class Order 14/1000, but disregarding any offer made, or Performance Rights acquired or Shares issued by way of or as a result of:
 - an offer to a person situated at the time of receipt of the offer outside Australia; or
 - an offer that did not need disclosure to investors because of section 708 of the Corporations Act (which includes offers to directors); or
 - an offer made under a disclosure document during the previous five years pursuant to the Plans or any other employee incentive scheme of the Company; but disregarding any offer made, or Share Rights acquired or Ordinary Shares issued by way of or as a result of:
 - (i) an offer to a person situated at the time of receipt of the offer outside Australia; or
 - (ii) an offer that did not need disclosure to investors because of section 708 of the Corporations Act; or
 - (iii) an offer made under a disclosure document, must not exceed 5% of the total number of issued Shares in the Company at the time of the offer of Performance Rights.

As at the date of this Notice, the Company has on issue, 485,000 Share Performance Rights and 1,777,500 Options as a result of offers made during the previous 3 years pursuant to the

Plan or any other incentive scheme for which the Company relied on ASIC Class Order 14/1000. If the Performance Rights and Options vest and are exercised, it will result in the maximum issue of 2,262,500 Shares representing approximately 1.5% of the Company's fully diluted Share capital.

This means that the maximum number of Securities that can be issued under the Plan over three years from the date of this Meeting (assuming Shareholder approval is obtained) is 5,008,640 Performance Rights and Options (being approximately 3.4% of the Company's fully diluted Share capital as at the date of this Notice).

Shareholders should be aware that the maximum number of Performance Rights or Options proposed to be issued under the Plan stated above is not intended to be a prediction of the actual number of Awards to be issued under the Plan but is specified for the purposes of setting a ceiling on the number of securities approved to be issued for the purposes of Listing Rule 7.2 (Exception 13(b)).

It is not envisaged that the maximum number of Performance Rights and Options for which approval is sought will be issued immediately following approval.

Board Recommendation

Noting that Executive Directors may have a personal interest in the outcome of this resolution 4 by virtue of them being eligible to participate in the Plan, the Board recommends that Shareholders vote in favour of resolution.

The Chairman of the meeting intends to vote undirected proxies in FAVOUR of Resolution 4.

Resolution 5 – Issue of Options to the Managing Director Tom Spurling

Resolution 5 seeks Shareholder approval of the issue of Options as an incentive to Tom Spurling (Managing Director) under the Employee Incentive Plan (which is the subject of Resolution 4).

If approval is obtained under Listing Rule 10.14, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1. Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period. In accordance with Listing Rule 7.2 (exception 14), if this Resolution is passed, the issue of unlisted Options will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the Issue Date. The Company may not issue securities (including shares, options over unissued shares and other convertible securities) to Directors and various other parties without shareholder approval. Shareholder approval is also sought for the purposes of the Corporations Act, to the extent that the issue of Options in some circumstances might be considered to be a retirement benefit for the purposes of Part 2D.2 of the Corporations Act.

In the event that Resolution 5 is not passed the issue of Options will be made in accordance with Listing Rule 7.1.

The following information is provided to Shareholders in relation to Resolution 5:

i) The director or other relevant party to whom the proposed Resolutions would permit the financial benefit to be given

The director or other relevant party is Tom Spurling or his nominees.

ii) The Nature of the financial benefit

The proposed financial benefit to be given to Tom Spurling or his nominees is the issue of 700,000 Options. The issue date is within one month of the date of the meeting, if approved.

The terms of the Options are set out in Schedule 1

iii) Directors recommendation and basis of financial benefit

The Board currently consists of Victor Previn (Chairman), Tom Spurling (Managing Director), Rahmon Coupe (Non-Executive Director) Alex Sundich (Non-Executive Director) and Mike Southard (Non-Executive Director).

By Resolution 5, the Company is proposing to issue options to Tom Spurling being 1 of the 5 Directors.

The issue of Options is in accordance with the contract for Tom Spurling's engagement as Managing Director. The purpose of the issue of the Options is to form part of an appropriate remuneration package for Tom Spurling as Managing Director and provide an incentive for ongoing commitment and service to the Company.

The number of Options to be issued to Tom Spurling and their terms were determined by the other 4 Directors, independently of Tom Spurling. The Options will be issued under the Employee Incentive Plan. The Board considers the number of the Options is appropriate in light of Tom Spurling's skill and experience and his cash remuneration as detailed below.

Under the Company's current circumstances, the Directors consider that the incentive of the issue of the Options, is a cost effective and efficient reward and incentive, as opposed to alternative forms of incentive, such as the payment of cash compensation. If the Resolution is not approved the Company will need to incentivise Mr Spurling in other ways which may include cash bonuses

The full terms of the Options are set out in Schedule 1.

The independent Directors (being the Directors other than Tom Spurling who makes no recommendation) recommend that Shareholders vote in favour of this Resolution.

Tom Spurling abstains from making a recommendation to Shareholders on Resolution 5 as he has a material personal interest in the outcome.

The Chair intends to vote all undirected proxies in favour of the Resolution.

iv) Dilution

The passing of the Resolution would have the effect of granting Tom Spurling (or his nominee) a total 700,000 Options.

If any of these Options are exercised by paying the exercise price of 0.53 cents per share. Existing shareholders will be diluted by 0.5%.

The actual dilution will depend on the extent of further equity raised by the Company (if any) and whether the Options are exercised.

v) Remuneration of the Directors

The current remuneration package received by Tom Spurling as Managing Director is \$220,000 per annum, inclusive of superannuation.

vi) Existing relevant interests

At the date of this Notice, Tom Spurling and his associates have the following relevant interest in any issued securities of the Company. These securities were purchased by Tom Spurling or his associates on market at various prices over time. Therefore, these securities were not issued pursuant to the Employee Incentive Plan.

Ordinary Shares 367,729

vii) Trading history

The following table gives details of the highest, lowest and the latest closing market price of the Company's Shares trading on the ASX since for the last 12 months to.

	Date	Closing price
Highest price	26 August 2021	46 cents
Lowest price	20 July 2021	29 cents
Latest price	30 September 2021	39 cents

viii) Valuation of the Options

The Directors have provided an indicative value to the Options by reference to the Black-Scholes valuation method. Detailed below

700,000 Options exercise price 53 cents Valuation \$42,000

Option Valuation Details

Details	
Share Price	39 cents
Strike Price	53 cents
Term	3 years
Risk free interest rate	3%
Volatility	33%

Under current accounting practices the cost of the options will be expensed to the profit and loss on their issue. Details of any +securities issued under the scheme will be published in the annual report of the entity relating to the period in which they were issued, along with a statement that approval for the issue was obtained under listing rule 10.14.

Any additional +persons covered by listing rule 10.14 who become entitled to participate in an issue of +securities under the scheme after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

Resolution 6 to 9 Issue of Options to Directors

5.1 General

The Company proposes to grant a total of 1,550,000 Options to the Company's Directors, or their nominees, for nil consideration at an exercise price that is 135% of the VWAP of Shares for the 7 Trading Days prior to the AGM, expiring on 23 November 2024. The Options are proposed to be granted to Directors as follows:

- Mr Alex Sundich 350,000
- Mr Mike Southard 350,000
- Mr Rahmon Coupe 350,000
- Mr Victor Previn 500,000

The full terms and conditions of the Options are set out in Schedule 1 to this Explanatory Statement.

The Directors consider that the grant of the Options is a cost effective and efficient means for the Company to provide a reward and incentive.

Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- (a) a related party (Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company (Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);
- (d) an associate of a person referred to in Listing Rule 10.11.1 to Listing Rule 10.11.3 (Listing Rule 10.11.4); or
- (e) a person whose relationship with the company or a person referred to in Listing Rule 10.11.1 to Listing Rule 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders, unless it obtains the approval of its shareholders.

The issue of the Options falls within Listing Rule 10.11.1 (as the non-executive Directors are related parties of the Company) and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11

Resolutions 6 to 9 seek the required Shareholder approval for the issue of the NED Options to related parties under and for the purposes of Listing Rule 10.11.

If Resolutions 6 to 9 are passed, the Company will be able to proceed with the issue of the Options to the non-executive Directors within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1. Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period. In accordance with Listing Rule 7.2 (exception 14), if this Resolution is passed, the issue of unlisted Options will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the Issue Date.

If Resolutions 6 to 9 are not passed, the Company will not be able to proceed with the issue of the Options to the non-executive Directors and the Company will consider alternative incentive strategies, including potentially increasing cash remuneration to Directors.

Each of Resolutions 6 to 9 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

Chapter 2E of the Corporations Act – related party transactions

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the public company unless either:

- (a) the giving of the financial benefit falls within one of the nominated exceptions to the provision; or
- (b) prior Shareholder approval is obtained to the giving of the financial benefit and the benefit is given within 15 months after obtaining such approval.

For the purposes of Chapter 2E, Directors, persons the Company has reasonable grounds to believe will become Directors, and persons who were a related party in the previous six months are considered to be related parties of the Company.

Resolutions 6 to 9 provide for the grant of securities to related parties which is a financial benefit requiring Shareholder approval. The Board has considered whether the proposed grant of NED Options for the benefit of non-executive Directors constitutes reasonable remuneration, given that the Options will form part of the total remuneration package for Directors. In the circumstances, the Board considers it open to conclude that the proposed benefit will not constitute reasonable remuneration and thus it is prudent to seek Shareholder approval under Chapter 2E of the Corporations Act for the proposed grant of the Options.

For the purpose of obtaining Shareholder approval, and in accordance with the requirements of Chapter 2E of the Corporations Act, and in particular section 219, the following information is provided to Shareholders to allow them to assess whether or not to approve the grant of the Options to Directors under Resolutions 6 to 9.

The identity of the related party

Subject to Shareholder approval, the Options the subject of Resolutions 6 to 9 will be granted to the Directors, or their nominees, within one month of the passing of this Resolution. The Directors are classified as a related party.

The nature of, reasons for and basis for the financial benefit

The proposed financial benefit is the grant of a total of 1,550,000 Options to Directors, or their nominees, for no issue price. Each Option will allow the Non-Executive Directors to subscribe for one ordinary fully paid Share in the Company. The Options have an exercise price that is 135% of the VWAP of Shares for the 7 Trading Days prior to the AGM, and expire on 23 November 2024. The Options are proposed to be issued for no consideration and there will be no funds raised on the issue of the Options. Funds will be raised on the exercise of the Options (if any) and used for working capital.

Directors of public companies face considerable ongoing responsibilities and challenges in their roles. The grant of these Options serves to provide a mid-term incentive for each Non-Executive Director's continuing and future efforts as a director of the Company. The Directors consider that Options are the most cost effective and efficient means to reward and align the interests of the Company's Directors with the interests of all Shareholders. To that end, the Options have an exercise price which aligns with an objective of the Company's strategy, being to increase Shareholder value. Also, to that end, each unexercised Option will lapse prior to the expiry date if a Director ceases to be an officer or employee of the Company. The issue of Options to the Directors is subject to Resolutions 6 to 9 being passed.

If the Directors are to derive any value from the Options, the market Share price must be in excess of the exercise price at the time of exercise. As the exercise price of the Options will be at a premium to the most recent closing

Options represent an incentive to the Directors to achieve this increase in the Share price, which would result in an increase in Shareholder value.

In summary Shareholders may consider that the issue of the Options proposed in Resolutions 6 to 9 could be beneficial to the Company for the following reasons:

- (a) the grant of the Options may incentivise the Directors to grow the value of the Company and assist the Company in retaining the services of the current Directors;
- (b) the payment of monetary fees alone may not be an adequate incentive to retain the Directors; and
- (c) the issue of the Options, and the subsequent potential for the acquisition of Shares, could be the most cost effective and efficient means to align the interests of the Company and its Directors, providing them with reward and incentive whilst not, for example, making cash payments which would deplete the Company's cash reserves.

Shareholders may consider that the issue of the Options proposed in Resolutions 6 to 9 could be adverse to the Company for the following reasons:

- (a) the issue of the Shares following any exercise of the Options will be dilutive to Shareholders; or
- (b) it may be perceived that the Directors receive adequate reasonable remuneration already under their respective contracts with the Company commensurate with the time commitment and responsibilities of the role; or
- (c) it may be perceived that the exercise price of the Options may lead to bias in the decision making of the Directors and compromise their objectivity.

The number of Options to be offered to each of the Non-Executive Directors has been determined based upon a consideration of:

- (a) their total remuneration;
- (b) each Director's contribution to the progression of the Company's strategic objectives;
- (c) a review of peer companies' equity-based remuneration to non-executive directors; and
- (d) the incentives which are generally perceived to be required to attract and ensure continuity of service of directors who have appropriate knowledge and expertise

Directors' interests and recommendation

Directors make no recommendation in relation to Resolutions 6 to 9 because they may all have a conflict of interest.

The Chair intends to vote all undirected proxies in favour of the Resolution.

Any other information that is reasonably required by members to make a decision and that is known to the Company or any of its officers

- a) The Directors, in conjunction with the Company's advisers, have provided an indicative value to the Options by reference to the Black-Scholes valuation method.
- b) The total value of the Options to be issued is outlined in Table 1 below. If Options granted to the Directors, or their nominees, are exercised, the effect would be to dilute the Shareholdings of the existing Shareholders.

	Options to be Issued	Estimated Valuation at date of issue ¹
Victor Previn	500,000	\$30,000
Alex Sundich	350,000	\$21,000
Rahmon Coupe	350,000	\$21,000
Mike Southard	350,000	\$21,000
	1,550,000	\$93,000

¹ Estimated Valuation

The estimated valuation has been calculated based on the following:

Method	: Black Scholes
Exercise period	: 36 months
Market price	: 39 cents/ shares based on VWAP of the 7 days prior to 30 September 2021
Strike Price	: 135% premium to 39 cents/ share (52.7) cents per share
Risk free rate:	: 3%
Volatility	: 33%

The current relevant interests in securities of the Company for each of the Non-Executive Directors is set out in the table below

Name	Shareholding	Total Remuneration*
Victor Previn	9,316,031	\$241,413
Alex Sundich	6,300,000	\$63,419
Rahmon Coupe	914,400	\$63,419
Mike Southard	20,000	\$62,610

*Including all directors fees and superannuation

Under the Australian equivalent of IFRS, the Company is required to expense the value of the Options in its profit or loss for the current financial year.

Other than as disclosed in this Explanatory Statement, the Directors do not consider that from an economic and commercial point of view there are any material costs or detriments, including opportunity costs or taxation consequences for the Company or benefits foregone by the Company, in granting the Options to the Directors or their nominees, within one month of the date of the meeting

Resolution 10 Amendments to Constitution

Under section 136(2) of the Corporations Act, a company can modify its constitution by special resolution. Accordingly, the Company seeks shareholder approval to amend its Constitution to ensure compliance with the regulatory landscape.

A copy of the Company's Constitution, with the proposed amendments highlighted, is available for viewing at www.nova-eye.com, or you can contact the Company Secretary to request a copy.

Proposed amendments

- a) Impact of COVID 19 Pandemic

The COVID-19 pandemic and the associated social distancing measures and restrictions on large gatherings have significantly impacted the Company's ability to hold a traditional AGM in person. Proposed amendments to clause 81 of the Constitution provide that, subject to the Corporations Act, the Company may hold a wholly virtual general meeting. These amendments will clarify that a general meeting may be held by the Company in one of three ways:

1. At a physical venue ('physical meeting');
2. At one or more physical venues using technology ('hybrid meeting', which is a physical meeting linked with online facilities to allow remote participation); or
3. Using virtual meeting technology only ('virtual meeting', where all members participate via online facilities).

Our intention is to meet again in person at our general meetings when it is safe and it is compliant with government recommendations to do so. In the meantime, these amendments will ensure that the Company has the flexibility to continue conducting virtual meetings if necessary.

b) Other amendments

- i) The proposed amendment to the Definitions section of the constitution is to update the name of the Australian Securities Exchange.
- ii) The proposed amendment to clause 209 is to bring the constitution into compliance with Listing Rule 15.12. This change streamlines the placement of escrow conditions for less significant security holders. The change means that escrow deeds are not required in such circumstances. The changes in the constitution are to include the following .

A holder of +restricted securities must not +dispose of, or agree or offer to +dispose of, the +securities during the escrow period applicable to those +securities except as permitted by the listing rules or ASX

If the +restricted securities are in the same +class as quoted +securities, the holder will be taken to have agreed in writing that the +restricted securities are to be kept on the entity's +issuer sponsored subregister and are to have a +holding lock applied for the duration of the escrow period applicable to those +securities

The Company will refuse to acknowledge any +disposal (including, without limitation, to register any transfer) of +restricted securities during the escrow period applicable to those +securities except as permitted by the listing rules or ASX

A holder of +restricted securities will not be entitled to participate in any return of capital on those securities during the escrow period applicable to those +securities except as permitted by the listing rules or ASX

If a holder of +restricted securities breaches a +restriction deed or a provision of the entity's constitution restricting a +disposal of those securities, the holder will not be entitled to any dividend or distribution, or to exercise any voting rights, in respect of those +securities for so long as the breach continues

+

Glossary

In this Explanatory Memorandum and Notice of Annual General Meeting the following expressions have the following meanings unless stated otherwise or unless the context otherwise requires:

Board means the board of directors of the Company;

Closely Related Party of a member of the Key Management Personnel for an entity means:

- a) a spouse or child of the member;
- b) a child of the member's spouse;
- c) a dependent of the member or of the member's spouse;
- 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;
- e) a company the member controls; or
- f) a person prescribed as such by the Corporations Regulations 2001 (Cth);

Company means Nova Eye Medical Limited ACN 007 702 927;

Constitution means the existing constitution of the Company;

Corporations Act means *Corporations Act 2001* (Cth);

Director means a director of the Company;

Key Management Personnel has the same meaning as in the accounting standards as defined in section 9 of the Corporations Act (so the term broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director, whether executive or otherwise, of the Company);

Meeting means the meeting of shareholders convened by the Notice;

Notice means the notice of meeting to which this Explanatory Memorandum is attached.

Share means a fully paid ordinary share in the Company.

Schedule 1 Terms and conditions attaching to Options

- (a) **Entitlement** - Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
- (b) **Exercise Price** - The amount payable upon exercise of each Option will be \$0.53 (Exercise Price) for the Managing Directors options and 135 percent of the VWOP for the 5 days up to the AGM.
- (c) **Expiry Date** - Each Option will expire 36 months from the date of issue (Expiry Date). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (d) **Exercise Period** - The Options are exercisable at any time on or prior to the Expiry Date (Exercise Period).
- (e) **Notice of Exercise** - The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (Notice of Exercise) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
- (f) **Exercise Date** - A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (Exercise Date).
- (g) **Timing of issue of Shares on exercise** - Within five Business Days after the Exercise Date, the Company will:
 - (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
 - (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
 - (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

- (h) **Shares issued on exercise** - Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
- (i) **Reconstruction of capital** - If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (j) **Participation in new issues** - There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
- (k) **Change in exercise price** - An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
- (l) **Transferability** - The Options are not transferable without the prior approval of the Company.

SCHEDULE 2 Summary of the Nova Eye Employee incentive plan

Summary of the Plan

Under the Plan, the Company may grant eligible participants with rights to acquire Company shares (Rights) and / or options to acquire shares (Options) (collectively, Awards), which entitles the holder to be allocated one fully paid ordinary share in the capital of the Company (Share), subject to the satisfaction of the relevant vesting conditions, and payment of the exercise price (applicable for Options), as determined by the Board. There is no amount payable by a participant to receive a grant of Awards under the Plan.

A summary of the key terms of the Plan is as follows:

Eligibility/Participation

Any employee of the Company, or its related bodies corporate who is determined by the Board to be eligible may participate in the Plan.

Grant of Awards

All Awards are to be offered to eligible participants for no consideration, unless the Board determines otherwise. The offer must be in writing and specify, amongst other things, the number of Awards for which the eligible participants may apply, the dates upon which the Awards will vest and become exercisable (if applicable), and any conditions to be satisfied before vesting, as determined by the Board.

Vesting Criteria and Dates

The EIP rules enable the Board to determine the applicable vesting criteria for a grant of Awards (which may include performance conditions, service conditions (or both)), and to set a timetable for vesting of Awards in the relevant offer document. The Board has the discretion to set performance hurdles or to link vesting solely to a defined service period in order to drive key employee retention and reward key employees over a sufficient period whereby their strategic impact can be realised. Notwithstanding this, the expiry date of the performance securities cannot be longer than 5 years from the date of issue.

Allocation of Shares

Under the EIP and subject to the Company's Share Trading Policy, upon the vesting of Awards, the Awards become exercisable and one Share will be allocated to the participant for each vested Award that is exercised subject to payment of any exercise price (applicable for Options). Under the Plan, vested Awards that are validly exercised may be satisfied by the Company with Shares acquired on-market or newly-issued Shares; or, at the Board's discretion, settled with cash of an equivalent value to the Shares that would be allocated had the Board chose to settle in Shares.

Lapse of Awards

If Awards have not vested on the vesting date, those Awards will lapse unless determined otherwise by the Board.

Awards may also lapse in other circumstances such as where the participant transfers their Awards other than in accordance with the rules of the Plan (Plan Rules), or enters, or purports to enter, into any scheme, arrangement or agreement which may alter the economic benefit to be derived from the Awards.

Rights of participants

Once Shares are allotted upon the valid exercise of vested Awards, the Shares allocated will rank equally with all other ordinary Shares on issue.

Should the Company undergo a reorganisation or reconstruction of its capital or any other such change, the terms of the Awards will be correspondingly changed to the extent necessary to comply with the ASX Listing Rules. With this exception, the terms of the exercise of each Award remains unchanged.

Lapse

If Awards have not vested on the vesting date, those Awards will lapse unless determined otherwise by the Board.

Awards may also lapse in other circumstances such as where the participant transfers their Awards.

Change of Control

In the event of a Change of Control in relation to the Company prior to the vesting of Awards, the Board has discretion to determine the applicable treatment in relation to those Awards. Such treatment may include:

- full vesting or pro-rata vesting (based on period served); or
- determine that any vesting is subject to the same or varied conditions; or
- determine that some or all of the Awards should lapse.

If the Board does not make a determination on a Change of Control, then upon a Change of Control, all unvested Awards will vest on a pro-rata basis (based on the length of service during the vesting period).

Unless the Board determines another period, vested Awards must be exercised within 30 days of the Change of Control.

Clawback

Clawback of unexercised Awards is available at the Board's discretion in the event of gross Misconduct, material misstatement, fraud or other circumstances as determined by the Board.

Assignment

The Awards granted under the Plan are not transferrable, assignable or able to be encumbered, without Board consent with the exception of certain dealings in the event of death of the participant.

Administration

The Plan will be administered by the Board (or a duly delegated authority) which has an absolute discretion to determine appropriate procedures for its administration and resolve questions of fact and formulate terms and conditions (subject to the ASX Listing Rules) in addition to those set out in the Plan Rules.

Termination and amendment

The Plan may be terminated or suspended at any time by the Board. The Plan may be amended or modified at any time by the Board except where the amendment reduces the rights of the holders of Rights, unless required by the Corporations Act or the Listing Rules, to correct any manifest error or mistake or for which the participant consents. The Board may waive or vary the application for the Plan Rules in relation to any eligible participants at any time.

A full copy of the Nova Eye Medical Limited Employee Incentive Plan is available for inspection at the Company's registered office until the date of the Meeting.

Other information and Directors' recommendation

Where new Shares may be used to satisfy Awards granted under the Plan, shareholder approval will be required before any Awards can be issued to any director or related party of the Company under the Plan.



NOVAEYE
MEDICAL

Nova Eye Medical Limited
ACN 007 702 927

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:30am (Adelaide time) Monday 22 November 2021**.

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 186094

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Nova Eye Medical Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Nova Eye Medical Limited to be held online via webcast with online voting available via <https://web.lumiagm.com> with meeting ID 318-084-065 on Wednesday, 24 November 2021 at 11:30am (Adelaide time) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 1,4,5,6,7,8 and 9 (except where I/we have indicated a different voting intention in step 2) even though Item 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 1,4,5,6,7,8 and 9 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain		For	Against	Abstain
1. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. Amendments to Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Director, Alex Sundich	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3. Re-election of Director, Mike Southard	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4. Refresh of Employee Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5. Approval of the Issue of Options to Managing Director, Tom Spurling	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6. Approval of the Issue of Options to Alex Sundich	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7. Approval of the Issue of Options to Rahmon Coupe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
8. Approval of the Issue of Options to Mike Southard	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
9. Approval of the Issue of Options to Victor Previn	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

ONLINE VOTING GUIDE

GETTING STARTED

To submit your vote online you will need to visit <https://web.lumiagm.com> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

TO LOG IN, YOU MUST HAVE THE FOLLOWING INFORMATION:

Meeting ID

Meeting ID as provided in the Notice of Meeting.

Australian Residents

- > **Username**
(SRN or HIN) and
- > **Password**
(postcode of your registered address).

Overseas Residents

- > **Username**
(SRN or HIN) and
- > **Password**
(three-character country code)
e.g. New Zealand - **NZL**;
United Kingdom - **GBR**;
United States of America - **USA**; Canada - **CAN**.

A full list of country codes is provided at the end of this guide.

Appointed Proxies

To receive your unique username and password, please contact Computershare Investor Services on +61 3 9415 4024 during the online registration period which will open 1 hour before the start of the meeting.

VOTING AT THE MEETING

1 To participate in voting during the meeting, you will be required to enter the unique 9-digit Meeting ID as provided in the Notice of Meeting.

Enter Meeting ID

JOIN MEETING

2 To proceed into the meeting, you will need to read and accept the Terms and Conditions.

← LUMI

Terms and Conditions

Prior to registering for the meeting, it is important that you read and accept the Terms & Conditions. To access the Terms & Conditions please click on the following link:

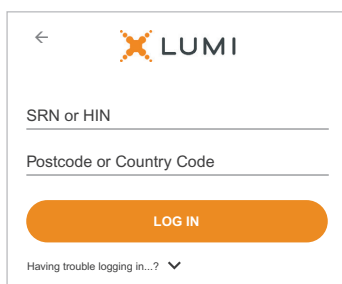
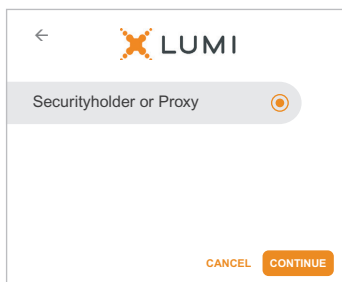
[Terms and Conditions](#)

I agree to all of the above terms and conditions

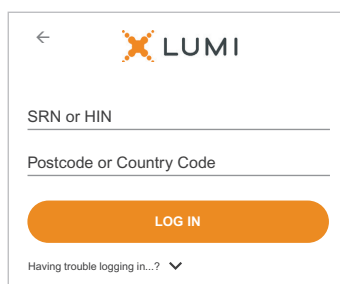
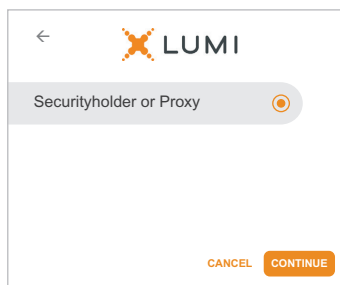
DECLINE ACCEPT

3 Select the relevant log in option to represent yourself in the meeting.

To register as a securityholder, select 'Securityholder or Proxy' and enter your SRN or HIN and Postcode or Country Code.




OR To register as a proxyholder, select 'Securityholder or Proxy' and you will need your username and password as provided by Computershare. In the 'SRN or HIN' field enter your username and in the 'Postcode or Country Code' field enter your password.



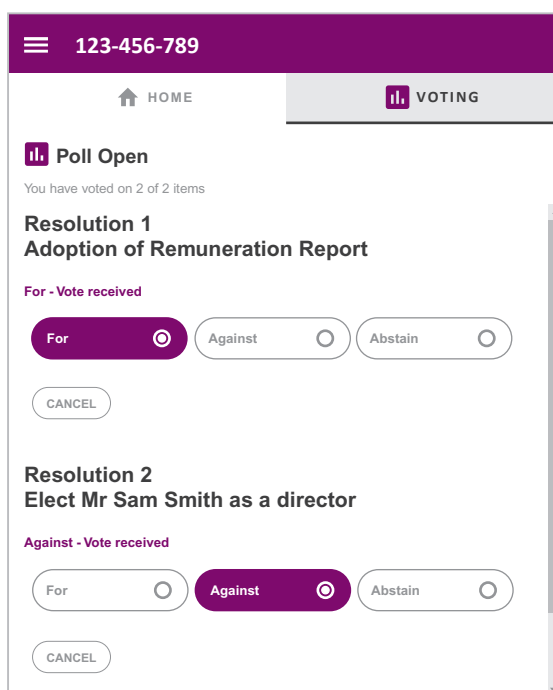
4 Once logged in, you will see the home page, which displays the meeting title and name of the registered securityholder or nominated proxy.



5 When the Chair declares the poll open:

- > A voting icon  will appear on screen and the meeting resolutions will be displayed
- > To vote, select one of the voting options. Your response will be highlighted
- > To change your vote, simply select a different option to override

The number of items you have voted on or are yet to vote on, is displayed at the top of the screen. Votes may be changed up to the time the Chair closes the poll.



Icon descriptions

 Home page icon, displays meeting information.

 Voting icon, used to vote. Only visible when the Chair opens the poll.

FOR ASSISTANCE

If you require assistance before or during the meeting please call +61 3 9415 4024

COUNTRY CODES

Select your country code from the list below and enter it into the password field.

ABW ARUBA	ECU ECUADOR	LIE LIECHTENSTEIN	SEN SENEGAL
AFG AFGHANISTAN	EGY EGYPT	LKA SRI LANKA	SGP SINGAPORE
AGO ANGOLA	ERI ERITREA	LSO LESOTHO	SGS STH GEORGIA & STH SANDWICH ISL
AIA ANGUILLA	ESH WESTERN SAHARA	LTU LITHUANIA	SHN ST HELENA
ALA ALAND ISLANDS	ESP SPAIN	LUX LUXEMBOURG	SJM SVALBARD & JAN MAYEN
ALB ALBANIA	EST ESTONIA	LVA LATVIA	SLB SOLOMON ISLANDS
AND ANDORRA	ETH ETHIOPIA	MAC MACAO	SLE SIERRA LEONE
ANT NETHERLANDS ANTILLES	FIN FINLAND	MAF ST MARTIN	SLV EL SALVADOR
ARE UNITED ARAB EMIRATES	FJI FIJI	MAR MOROCCO	SMR SAN MARINO
ARG ARGENTINA	FLK FALKLAND ISLANDS (MALVINAS)	MCO MONACO	SOM SOMALIA
ARM ARMENIA	FRA FRANCE	MDA MOLDOVA REPUBLIC OF	SPM ST PIERRE AND MIQUELON
ASM AMERICAN SAMOA	FRO FAROE ISLANDS	MDG MADAGASCAR	SRB SERBIA
ATA ANTARCTICA	FSM MICRONESIA	MDV MALDIVES	STP SAO TOME AND PRINCIPE
ATF FRENCH SOUTHERN TERRITORIES	GAB GABON	MEX MEXICO	SUR SURINAME
ATG ANTIGUA AND BARBUDA	GBR UNITED KINGDOM	MHL MARSHALL ISLANDS	SVK SLOVAKIA
AUS AUSTRALIA	GEO GEORGIA	MKD MACEDONIA FORMER YUGOSLAV REP	SVN SLOVENIA
AUT AUSTRIA	GGY GUERNSEY	MLI MALI	SWE SWEDEN
AZE AZERBAIJAN	GHA GHANA	MLT MALTA	SWZ SWAZILAND
BDI BURUNDI	GIB GIBRALTAR	MMR MYANMAR	SYC SEYCHELLES
BEL BELGIUM	GIN GUINEA	MNE MONTENEGRO	SYR SYRIAN ARAB REPUBLIC
BEN BENIN	GLP GUADELOUPE	MNG MONGOLIA	TCA TURKS AND CAICOS ISLANDS
BFA BURKINA FASO	GMB GAMBIA	MNP NORTHERN MARIANA ISLANDS	TCO CHAD
BGD BANGLADESH	GNB GUINEA-BISSAU	MOZ MOZAMBIQUE	TGO TOGO
BGR BULGARIA	GNQ EQUATORIAL GUINEA	MRT MAURITANIA	THA THAILAND
BHR SAUDI ARABIA	GRC GREECE	MSR MONTSERRAT	TJK TAJIKISTAN
BHS BAHAMAS	GRD GRENADA	MTQ MARTINIQUE	TKL TOKELAU
BIH BOSNIA & HERZEGOVINA	GRL GREENLAND	MUS MAURITIUS	TKM TURKMENISTAN
BLM ST BARTHELEMY	GTM GUATEMALA	MWI MALAWI	TLS EAST TIMOR DEMOCRATIC REP OF
BLR BELARUS	GUF FRENCH GUIANA	MYS MALAYSIA	TMP EAST TIMOR
BLZ BELIZE	GUM GUAM	MYT MAYOTTE	TON TONGA
BMU BERMUDA	GUY GUYANA	NAM NAMIBIA	TTO TRINIDAD & TOBAGO
BOL BOLIVIA	HKG HONG KONG	NCL NEW CALEDONIA	TUN TUNISIA
BRA BRAZIL	HMD HEARD AND MCDONALD ISLANDS	NER NIGER	TUR TURKEY
BRB BARBADOS	HND HONDURAS	NFK NORFOLK ISLAND	TUV TUVALU
BRN BRUNEI DARUSSALAM	HRV CROATIA	NGA NIGERIA	TWN TAIWAN
BTN BHUTAN	HTI HAITI	NIC NICARAGUA	TZA TANZANIA UNITED REPUBLIC OF
BUR BURMA	HUN HUNGARY	NIU NIUE	UGA UGANDA
BVT BOUVET ISLAND	IDN INDONESIA	NLD NETHERLANDS	UKR UKRAINE
BWA BOTSWANA	IMN ISLE OF MAN	NOR NORWAY	UMI UNITED STATES MINOR OUTLYING
CAF CENTRAL AFRICAN REPUBLIC	IND INDIA	NPL NEPAL	URY URUGUAY
CAN CANADA	IOT BRITISH INDIAN OCEAN TERRITORY	NRU NAURU	USA UNITED STATES OF AMERICA
CCK COCOS (KEELING) ISLANDS	IRL IRELAND	NZL NEW ZEALAND	UZB UZBEKISTAN
CHE SWITZERLAND	IRN IRAN ISLAMIC REPUBLIC OF	OMN OMAN	VAT HOLY SEE (VATICAN CITY STATE)
CHL CHILE	IRQ IRAQ	PAK PAKISTAN	VCT ST VINCENT & THE GRENADINES
CHN CHINA	ISL ICELAND	PAN PANAMA	VEN VENEZUELA
CIV COTE D'IVOIRE	ISM BRITISH ISLES	PCN PITCAIRN ISLANDS	VGB BRITISH VIRGIN ISLANDS
CMR CAMEROON	ISR ISRAEL	PER PERU	VIR US VIRGIN ISLANDS
COD CONGO DEMOCRATIC REPUBLIC OF	ITA ITALY	PHL PHILIPPINES	VNM VIETNAM
COG CONGO PEOPLES REPUBLIC OF	JAM JAMAICA	PLW PALAU	VUT VANUATU
COK COOK ISLANDS	JER JERSEY	PNG PAPUA NEW GUINEA	WLF WALLIS AND FUTUNA
COL COLOMBIA	JOR JORDAN	POL POLAND	WSM SAMOA
COM COMOROS	KAZ KAZAKHSTAN	PRI PUERTO RICO	YEM YEMEN
CPV CAPE VERDE	KEN KENYA	PRK KOREA DEM PEOPLES REPUBLIC OF	YMD YEMEN DEMOCRATIC YUGOSLAVIA SOCIALIST FED REP
CRI COSTA RICA	KGZ KYRGYZSTAN	PRT PORTUGAL	ZAF SOUTH AFRICA
CUB CUBA	KHM CAMBODIA	PRY PARAGUAY	ZAR ZAIRE
CXR CHRISTMAS ISLAND	KIR KIRIBATI	PSE PALESTINIAN TERRITORY OCCUPIED	ZMB ZAMBIA
CYM CAYMAN ISLANDS	KOR KOREA REPUBLIC OF	PYF FRENCH POLYNESIA	ZWE ZIMBABWE
CYP CYPRUS	KWT KUWAIT	QAT QATAR	
CZE CZECH REPUBLIC	LAO LAO PDR	REU REUNION	
DEU GERMANY	LBN LEBANON	ROU ROMANIA	
DJI DJIBOUTI	LBR LIBERIA	RUS RUSSIAN FEDERATION	
DMA DOMINICA	LIB LIBYAN ARAB JAMAHIRIYA	RWA RWANDA	
DNK DENMARK	LCA ST LUCIA	SAU SAUDI ARABIA KINGDOM OF	
DOM DOMINICAN REPUBLIC		SCG SERBIA AND MONTENEGRO	
DZA ALGERIA		SDN SUDAN	