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ASX code: INL

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (Meeting) of the shareholders of Intec Ltd (Intec or the Company) will be held as follows:

Time: 2:00pm (Sydney time)
Date: Wednesday, 25 January 2017
Place: The Boardroom
Northside Conference Centre
Corner of Oxley Street and Pole Lane
Crows Nest, NSW 2065

This Notice of Meeting should be read in conjunction with the attached Explanatory Notes and is accompanied by a Proxy Form for those Shareholders wishing to vote by proxy. Please follow the instructions on the Proxy Form carefully.

BUSINESS

Resolution 1 – To Ratify the Previous Issue of 44,972,800 Shares under the Placement

To consider and, if thought fit, to pass the following Resolution as an ordinary resolution:

That, for the purposes of ASX Listing Rules 7.1 and 7.4, and for all other purposes, the issue by way of the placement of 44,972,800 fully paid ordinary shares in the Company at \$0.012 per share, which raised \$539,673.60, as detailed in the ASX announcements dated 12 and 19 December 2016, and as set out in the Explanatory Notes below, be hereby approved.

Resolution 2 – To Approve the Proposed Issue of up to 80,027,200 Ordinary Shares

To consider and, if thought fit, to pass the following Resolution as an ordinary resolution:

That, for the purposes of ASX Listing Rules 7.1 and 7.3, and for all other purposes, approval be given for Intec to issue up to 80,027,200 fully paid ordinary shares in the Company at an issue price of \$0.012 per share to raise up to \$960,326.40, as detailed in the ASX announcement dated 12 December 2016. This issue will be made to professional and sophisticated investors on the terms and conditions detailed in the Explanatory Note below.

Resolution 3 – To Approve the Proposed Issue of up to 41,666,667 Ordinary Shares

To consider and, if thought fit, to pass the following Resolution as an ordinary resolution:

That, for the purposes of ASX Listing Rules 7.1 and 7.3, and for all other purposes, approval be given for Intec to issue up to 41,666,667 fully paid ordinary shares in the Company at an issue price of \$0.012 per share to professional and sophisticated investors as part of the underwriting of any shortfall under the Company's Share Purchase Plan (SPP) on the terms and conditions detailed in the Explanatory Note below.

Resolution 4 – To Approve the Issue of Shares to a Director – Kieran Rodgers

To consider and, if thought fit, to pass the following Resolution as an ordinary resolution:

That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, approval be given for the allotment and issue of 2,083,333 fully paid ordinary shares in the Company to Kieran Rodgers (and/or his nominee(s)) to raise \$25,000 on the terms and conditions detailed in the Explanatory Note below.

Resolution 5 – To Approve the Issue of Shares to a Director – Trevor Jones

To consider and, if thought fit, to pass the following Resolution as an ordinary resolution:

That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, approval be given for the allotment and issue of 2,083,333 fully paid ordinary shares in the Company to Trevor Jones (and/or his nominee(s)) to raise \$25,000 on the terms and conditions detailed in the Explanatory Note below.

Resolution 6 – To Approve the Issue of Shares to a Director – Daniel (Don) Cronin

To consider and, if thought fit, to pass the following Resolution as an ordinary resolution:

That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, approval be given for the allotment and issue of 833,333 fully paid ordinary shares in the Company to Daniel (Don) Cronin (and/or his nominee(s)) to raise \$10,000 on the terms and conditions detailed in the Explanatory Note below.

Resolution 7 – To Approve the Issue of Options to Taylor Collison Limited

To consider and, if thought fit, to pass the following Resolution as an ordinary resolution:

That, for the purposes of ASX Listing Rules 7.1 and 7.3, and for all other purposes, approval be given for the issue of 22,500,000 un-listed options over Intec shares to Taylor Collison Limited on the terms and conditions set out in the Explanatory Note below.

Resolution 8 – To Approve the Issue of Shares to Paul Pembroke and/or his Nominee(s)

To consider and, if thought fit, to pass the following Resolution as an ordinary resolution:

That, for the purposes of ASX Listing Rules 7.1 and 7.3, and for all other purposes, approval be given to issue up to 20,000,000 fully paid ordinary shares in the Company at an issue price of \$0.012 per share to Paul Pembroke (and/or his nominee(s)) on the terms and conditions set out in the Explanatory Note below.

Resolution 9 – To Change the Name of the Company to SciDev Ltd

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

That approval be given for the name of the Company to be changed from Intec Ltd to SciDev Ltd, and for all references to the Company's name in the Constitution of the Company to be replaced with SciDev Ltd.

Other Business

To transact any other business that may be properly brought before the Meeting.

Further information in relation to these Resolutions is set out in the attached Explanatory Notes.

Voting Exclusion Statements

In respect of Resolution 1, the Company will disregard any votes cast on this Resolution by any person who participated in the issue of 44,972,800 fully paid ordinary shares in the Company and any associates of those persons. However, the Company need not disregard any vote by any such persons if it is cast by any of them as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or if it is cast by the person who is chairing the Meeting as proxy for a person who is entitled to vote in accordance with a direction on the Proxy Form to vote as the proxy decides.

In respect of Resolution 2, the Company will disregard any votes cast on this Resolution by any person, and any associates of that person, who may participate in the proposed issue, and any person who might obtain a benefit, except solely in the capacity of a holder of ordinary securities, and any associates of those persons.

In respect of Resolution 3, the Company will disregard any votes cast on this Resolution by any person, and any associates of that person, who may participate in the proposed issue, and any person who might obtain a benefit, except solely in the capacity of a holder of ordinary securities, and any associates of those persons.

In respect of Resolution 4, the Company will disregard any votes cast on this Resolution by Kieran Rodgers or any person who is to receive securities the subject of Resolution 4 and any associate of those persons, as provided for in ASX Listing Rule 10.11.

In respect of Resolution 5, the Company will disregard any votes cast on this Resolution by Trevor Jones or any person who is to receive securities the subject of Resolution 5 and any associate of those persons, as provided for in ASX Listing Rule 10.11.

In respect of Resolution 6, the Company will disregard any votes cast on this Resolution by Daniel (Don) Cronin or any person who is to receive securities the subject of Resolution 6 and any associate of those persons, as provided for in ASX Listing Rule 10.11.

In respect of Resolution 7, the Company will disregard any votes cast on this Resolution by Taylor Collison Limited or any person who is to receive securities the subject of Resolution 7 and any associate of those persons.

In respect of Resolution 8, the Company will disregard any votes cast on this Resolution by Paul Pembroke or any person who is to receive securities the subject of Resolution 8 and any associate of those persons, as provided for in ASX Listing Rule 10.11.

However, in relation to Resolutions 2 to 8 inclusive, the Company need not disregard any vote by any such persons if:

- it is cast by any of them as proxy for a person who is entitled to vote in accordance with a direction on the Proxy Form; or
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote in accordance with a direction on the Proxy Form.

Eligibility to Vote

For the purposes of Regulation 7.11.37 of the Corporations Act, the Directors have set 7:00pm (Sydney time) on 23 January 2017 as the time and date to determine holders of the Company's Shares for the purposes of the Meeting. Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

On a show of hands every Shareholder has one vote and, on a poll, every Shareholder has one vote, for each Share held.

Voting Intentions of the Chairman

The Chairman of the Meeting intends to vote all undirected proxies in favour of all Resolutions, unless otherwise indicated in the Notice of Meeting or in the Explanatory Notes.

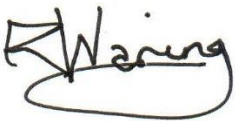
Proxies

To be effective, Proxy Forms must be received by the Company at its registered office at least 48 hours before the time for holding the Meeting.

A member entitled to attend and vote is entitled to appoint not more than two persons as his / her proxy to attend and vote instead of the member. A proxy need not be a member of the Company. If more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. Unless under Power of Attorney (which should have been noted by the Company) a Proxy Form by a corporation should be executed under its common seal or in accordance with the Corporations Act.

Dated: 22 December 2016

By order of the Board



Robert J Waring
Company Secretary

EXPLANATORY NOTES

These Explanatory Notes set out information in connection with the business to be considered at the Extraordinary General Meeting (Meeting) of Intec Ltd (Intec or the Company).

BUSINESS

The following items of ordinary business will be considered at the Meeting.

Resolution 1 – To Ratify the Previous Issue of 44,972,800 Shares under the Placement

Resolution 1 proposes the approval of the issue and allotment of the placement of 44,972,800 fully paid ordinary shares in the capital of the Company, the issue of which was announced to ASX by the Company on 12 and 19 December 2016, pursuant to ASX Listing Rule 7.1. ASX Listing Rule 7.1 allows the Board to issue up to 15% of the Company's issued capital in any 12-month period without approval of the Shareholders.

ASX Listing Rule 7.4 provides that an issue that is approved after it has been made is treated as having been made with approval for the purpose of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1. The effect of the approval is to allow the Board of the Company to issue additional securities within the 15% limit under ASX Listing Rule 7.1 immediately after the Resolution is adopted instead of having to wait until 19 December 2017 (which would be 12 months after the placement was finalised).

As announced to ASX on 19 December 2016, the Company issued 44,972,800 Shares to professional and sophisticated investors, at an issue price of \$0.012 to raise \$539,674. The Shares issued rank equally in all respects with existing Shares in the Company.

The proposed use of funds is as follows:

- exercise of the Company's option held over 50% of Science Developments Pty Ltd ACN 001 815 363 (SciDev) to move to 100% ownership of SciDev;
- replacement of certain SciDev-related finance facilities; and
- the provision of working capital.

Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 1. Voting exclusions apply.

Resolution 2 – To Approve the Proposed Issue of up to 80,027,200 Ordinary Shares

Intec announced to ASX on 12 December 2016 that it has binding commitments to raise \$960,326 through a conditional placement of 80,027,200 new fully paid ordinary shares to professional and sophisticated investors at \$0.012 per share, subject to any necessary Shareholder approval (Conditional Placement).

The proposed use of funds is as follows:

- exercise of the Company's option held over 50% of SciDev to move to 100% ownership of SciDev;
- replacement of certain SciDev-related finance facilities; and
- the provision of working capital.

Intec is now seeking Shareholder approval to issue up to a maximum number of 80,027,200 new fully paid ordinary shares in the Company, which represents approximately 23.2% of the current number of fully paid ordinary shares on issue, at an issue price of \$0.012 per share to professional and sophisticated investors. The shares are expected to be issued on or about 1 February 2017, i.e. within one month from the date of the Meeting, or such later date as ASX may permit, and, in any event, no later than three months after the date of the Meeting. The shares proposed to be issued under this Resolution will rank equally in all respects with the existing fully paid ordinary shares in the Company.

Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 2. Voting exclusions apply.

Resolution 3 – To Approve the Proposed Issue of up to 41,666,667 Ordinary Shares

Intec announced to ASX on 12 December 2016 that it has signed an underwriting agreement with Taylor Collison Limited for that firm to underwrite up to \$500,000 of any shortfall in the SPP. This represents a maximum of 41,666,667 new fully paid ordinary shares, which would be placed to professional and sophisticated investors by the Underwriter at an issue price of \$0.012 per share.

Intec is now seeking Shareholder approval to issue up to a maximum number of 41,666,667 new fully paid ordinary shares in the Company, which represents approximately 12.1% of the current total fully paid ordinary shares on issue, at an issue price of \$0.012 per share to professional and sophisticated investors. The shares are expected to be issued on or about 1 February 2017, i.e. within one month from the date of the Meeting, or such later date as ASX may permit, and, in any event, no later than three months after the date of the Meeting. The shares proposed to be issued under this Resolution will rank equally in all respects with the existing fully paid ordinary shares in the Company.

The proposed use of funds is as follows:

- exercise of the Company's option held over 50% of SciDev to move to 100% ownership of SciDev;
- replacement of certain SciDev-related finance facilities; and
- the provision of working capital.

Share Purchase Plan

To allow all Intec shareholders to participate under the same terms as the placement the subject of Resolutions 1 and 2, the Company has offered eligible Shareholders the right to subscribe for up to \$15,000 each in the Company's shares under a Share Purchase Plan (SPP) at an issue price of \$0.012 per share. The SPP is being offered to Shareholders who were on the Company's register as at 7:00pm (Sydney time) on 9 December 2016. Documentation relating to the SPP was released to ASX on 12 December 2016.

Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 3. Voting exclusions apply.

Resolution 4 – To Approve the Issue of Shares to a Director – Kieran Rodgers

ASX Listing Rule 10.11 requires a company to obtain the approval of Shareholders to issue shares to a related party of the Company. Kieran Rodgers is a related party of the Company for the purposes of Chapter 2E of the Corporations Act as he is a Director of the Company.

Subject to Shareholder approval of Resolution 2, it is proposed that Kieran Rodgers, the Managing Director of the Company, will participate in the proposed placement on the same terms as mentioned above in Resolution 2. Mr Rodgers and/or his nominee(s) will be subscribing for 2,083,333 fully paid ordinary shares in the Company at an issue price of \$0.012 to raise \$25,000. These funds will be used for the purposes outlined previously in these Explanatory Notes. The shares will be issued within one month from the date of the Meeting, or such later date as ASX may permit. The shares proposed to be issued under this Resolution will rank equally in all respects with the existing fully paid ordinary shares in the Company.

Directors' Recommendation

The Directors (except Mr Rodgers) recommend that Shareholders vote in favour of Resolution 4. Voting exclusions apply.

Resolution 5 – To Approve the Issue of Shares to a Director – Trevor Jones

ASX Listing Rule 10.11 requires a company to obtain the approval of Shareholders to issue shares to a related party of the Company. Trevor Jones is a related party of the Company for the purposes of Chapter 2E of the Corporations Act as he is a Director of the Company.

Subject to Shareholder approval of Resolution 2, it is proposed that Trevor Jones, the Chairman of the Company, will participate in the proposed placement on the same terms as mentioned above in Resolution 2. Mr Jones and/or his nominee(s) will be subscribing for 2,083,333 fully paid ordinary shares in the Company at an issue price of \$0.012 to raise \$25,000. These funds will be used for the purposes outlined previously in these Explanatory Notes. The shares will be issued within one month from the date of the Meeting, or such later date as ASX may permit. The shares proposed to be issued under this Resolution will rank equally in all respects with the existing fully paid ordinary shares in the Company.

Directors' Recommendation

The Directors (except Mr Jones) recommend that Shareholders vote in favour of Resolution 5. Voting exclusions apply.

Resolution 6 – To Approve the Issue of Shares to a Director – Daniel (Don) Cronin

ASX Listing Rule 10.11 requires a company to obtain the approval of Shareholders to issue shares to a related party of the Company. Daniel (Don) Cronin is a related party of the Company for the purposes of Chapter 2E of the Corporations Act as he is a Director of the Company.

Subject to Shareholder approval of Resolution 2, it is proposed that Daniel (Don) Cronin, a Non-Executive Director of the Company, will participate in the proposed placement on the same terms as mentioned above in Resolution 2. Mr Cronin and/or his nominee(s) will be subscribing for 833,333 fully paid ordinary shares in the Company at an issue price of \$0.012 to raise \$10,000. These funds will be used for the purposes outlined previously in these Explanatory Notes. The shares will be issued within one month from the date of the Meeting, or such later date as ASX may permit. The shares proposed to be issued under this Resolution will rank equally in all respects with the existing fully paid ordinary shares in the Company.

Directors' Recommendation

The Directors (except Mr Cronin) recommend that Shareholders vote in favour of Resolution 6. Voting exclusions apply.

Resolution 7 – To Approve the Issue of Options to Taylor Collison Limited

Taylor Collison Limited (Taylor Collison) acted as the Lead Manager for the Company's placements that are the subject of Resolutions 1 and 2. In addition, Taylor Collison has agreed to underwrite up to \$500,000 of any shortfall in the SPP – see Resolution 3. In addition to the payment of normal commercial fees for acting as Lead Manager and Underwriter, it is proposed that Taylor Collison be issued 22,500,000 un-listed options over Intec fully paid ordinary shares. The proposed options have an exercise price of \$0.025 and an expiry date of 28 November 2019.

No funds will be raised from the issue of the proposed options. Any funds raised from the exercise of the options will be used for the Company's working capital. Subject to the exercise of up to the maximum number of 22,500,000 options and payment of the exercise price, up to the maximum number of 22,500,000 fully paid ordinary shares in the Company will be issued to Taylor Collison. The shares that may be issued under this Resolution on the exercise of the options will rank equally in all respects with the existing fully paid ordinary shares in the Company.

The options are expected to be issued on or about 1 February 2017, i.e. within one month from the date of the Meeting, or such later date as ASX may permit, and in any event, no later than three months after the date of the Meeting.

Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 7. Voting exclusions apply.

Resolution 8 – To Approve the Issue of Shares to Paul Pembroke and/or his Nominee(s)

The Company has an option expiring on 28 February 2017 to acquire the remaining 50% of SciDev (SciDev Option).

As announced to ASX on 12 December 2016, it has been agreed with Paul Pembroke, the Technical Director of SciDev, and the inventor and developer of the OptiFlox® System, that he will take 60% of the consideration due to him when the Company exercises the SciDev Option by the issue and allotment of the Company's ordinary fully paid shares to Mr Pembroke and/or his nominee(s).

The Company's ordinary fully paid shares to be issued to Mr Pembroke and/or his nominee(s) will be issued at the fixed price of \$0.012 per share. It is expected that the issue of shares to Mr Pembroke and/or his nominee(s) will take place in February 2017. The remainder of the consideration will be paid in cash. The key terms of the proposed transaction are summarised below.

The consideration payable on the exercise of the SciDev Option is based on an agreed formula related to the profitability of SciDev for the half year ended 31 December 2016, with certain agreed adjustments. Based on performance to-date, it is estimated that the consideration payable on the exercise of the SciDev Option will comprise approximately \$475,000 to \$575,000 in cash, and the issue and allotment of between 17,000,000 and 20,000,000 of the Company's ordinary fully paid shares to Mr Pembroke and/or his nominee(s).

Consideration

The following is a summary of the estimated consideration payable by the Company on the exercise of the SciDev Option:

	Minimum	Maximum
The Company's ordinary fully paid shares issued and allotted	17,000,000	20,000,000
Fixed price per share	\$0.012	\$0.012
Share consideration	\$204,000	\$240,000
Cash consideration	\$475,000	\$575,000
Total consideration	\$679,000	\$815,000

ASX Listing Rule 7.1 prohibits an entity from issuing equity securities in any 12-month period that amount to more than 15% of its issued capital. An issue in excess of the 15% limit can be made with the approval of holders of ordinary shares. Accordingly, the Company is seeking the approval of Shareholders pursuant to ASX Listing Rule 7.1 to undertake the Placement.

Required Disclosure

Pursuant to, and in accordance with, ASX Listing Rule 7.3, the following information is provided in relation to the approval of Resolution 8:

<i>Maximum number of securities to be issued or formula for calculating the number of securities to be issued</i>	20,000,000 of the Company's ordinary fully paid shares.
<i>Date by which the Company will issue the securities (no later than three months from the date of the Meeting)</i>	On or before Friday, 24 March 2017, but, in any event, no later than three months from the date of the Extraordinary General Meeting.
<i>Issue Price</i>	\$0.012 per share.
<i>Allottees</i>	Mr Paul Pembroke and/or his nominee(s).
<i>Terms of the securities</i>	Shares are fully paid ordinary shares in the capital of Intec issued on the same terms and conditions as the Company's existing shares. Intec will apply to ASX to have the shares issued to Mr Paul Pembroke and/or his nominee(s) officially quoted on the ASX and these shares will rank equally with all the Company's other ordinary fully paid shares on issue.

Effect of the Resolution

Resolution 8, if passed, will allow the Company to issue up to 20,000,000 Shares to Mr Paul Pembroke and/or his nominee(s). This issue of up to 20,000,000 of the Company's ordinary fully paid shares to Mr Paul Pembroke and/or his nominee(s) will have a dilutive effect on the existing Shareholders. The exact dilutive effect will depend on whether the entire 20,000,000 Intec ordinary fully paid shares are allotted and issued. If the entire 20,000,000 shares are allotted and issued, and assuming that:

- Resolutions 2, 3, 4, 5 and 6 in this Notice of Meeting are approved by shareholders;
- the SPP raises \$500,000 resulting in the issue of 41,666,667 Intec ordinary fully paid shares; and
- no options are exercised in the interim;

then the maximum dilutive effect will equate to 4.1% of the Company's ordinary fully paid shares then on issue. Accordingly, each existing Shareholder's percentage ownership in the Company will be reduced upon the issue of the shares.

Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 8. Voting exclusions apply.

Resolution 9 – To Change the Name of the Company to SciDev Ltd

The Company submits to shareholders for consideration and adoption by way of a Special Resolution approval for the name of the Company to be changed from Intec Ltd to SciDev Ltd, and for the Company's Constitution to be updated to reflect this change of name. The proposed new name identifies the Company's operations with its main activities, which are carried out in its main operating subsidiary, Science Developments Pty Ltd. An application to reserve this name has been lodged with the Australian Securities & Investments Commission (ASIC).

Resolution 9 is a Special Resolution. A Special Resolution is only passed when at least 75% of the votes cast by shareholders entitled to vote on that resolution and who vote at the relevant meeting in person or by proxy, are cast in favour of that resolution. The proposed change of name will have no bearing on the rights and liabilities attaching to the Company's securities. If Resolution 9 is approved by Shareholders, the new name will take effect when the change is processed by ASIC. It is expected that the new name will come into effect approximately one month after being approved by Shareholders.

Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 9.

All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 2:00pm (Sydney time) on Monday, 23 January 2017.**

🖥 TO VOTE ONLINE

STEP 1: VISIT www.votingonline.com.au/intecgm2017

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the Meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the Company's securities registry or you may copy this form.

To appoint a second proxy, you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the Meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the Company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: To sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: This form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director, who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy Forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the Meeting, therefore by **2:00pm (Sydney time) on Monday, 23 January 2017.** Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the enclosed Reply Paid Envelope or:

- 🖥 **Online** www.votingonline.com.au/intecgm2017
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the Meeting please bring this form with you to assist registration.

Your Address
 This is your address as it appears on the Company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Intec Ltd** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below:

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Extraordinary General Meeting of the Company to be held at **The Boardroom, Northside Conference Centre, Corner of Oxley Street and Pole Lane, Crows Nest, NSW 2065 on Wednesday, 25 January 2017 at 2:00pm (Sydney time)** and at any adjournment of that Meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business.

STEP 2 VOTING DIRECTIONS
 * If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	To Ratify the Previous Issue of 44,972,800 Shares under the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	To Approve the Proposed Issue of up to 80,027,200 Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	To Approve the Proposed Issue of up to 41,666,667 Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	To Approve the Issue of Shares to a Director – Kieran Rodgers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	To Approve the Issue of Shares to a Director – Trevor Jones	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	To Approve the Issue of Shares to a Director – Daniel (Don) Cronin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	To Approve the Issue of Options to Taylor Collison Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	To Approve the Issue of Shares to Paul Pembroke and/or his Nominee(s)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	To Change the Name of the Company to SciDev Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS
 This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / /

