

RHYTHM BIOSCIENCES LIMITED
ACN 619 459 335
NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting ("**Meeting**") of the shareholders of Rhythm Biosciences Limited ACN 619 459 335 ("**the Company**") will be held by virtual technology on Tuesday 25 August 2020 at 11.00am (Melbourne time).

IMPACTS OF COVID-19 ON THE MEETING

The health and safety of members and personnel, and other stakeholders, is the highest priority and the Company is acutely aware of the current circumstances resulting from COVID-19, in particular in Victoria. While the COVID-19 situation remains volatile and uncertain, based on the best information available to the Board at the time of the Notice, the Company intends to conduct the Meeting virtually via Zoom.

Shareholders are strongly encouraged to vote by lodging a directed proxy appointing the Chair as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice (being 11.00am, Friday 21 August 2020). Instructions for lodging proxies are included on your personalised proxy form.

Arrangements for attendance by Zoom, with the ability to ask questions, can be made by contacting Adrien Wing, Company Secretary, by email at amwing@northernstargroup.com.au at least two business days before the meeting. Where applicable, arrangements may be made for direct voting at the meeting by shareholders, proxies, corporate representatives and holders of powers of attorney.

In addition, the Company is happy to accept and answer questions submitted at least two business days prior to the Meeting by email to amwing@northernstargroup.com.au. The Company reserves the right to not respond to any unreasonable and/or offensive questions at its discretion.

Because the conditions and potential restrictions and other requirements for meetings relating to COVID-19 are rapidly changing, if it becomes necessary or appropriate to make alternative arrangements to those set out in this Notice of General Meeting the Company will announce the alternative arrangements to ASX. Shareholders are encouraged to check for announcements at the ASX website www.asx.com.au, search code "RHY".

Further details in respect of each of the Resolutions proposed in this Notice of General Meeting ("**Notice**") are set out in the Explanatory Memorandum ("**Memorandum**") accompanying this Notice. The details of Resolutions contained in the Memorandum should be read together with, and form part of, this Notice.

AGENDA

RESOLUTION 1: RATIFICATION OF PRIOR ISSUE OF SHARES

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, shareholders ratify the prior issue of 15,112,500 fully paid ordinary shares at an issue price of \$0.06 (6 cents) per share to unrelated sophisticated and professional investors as described in the Memorandum which accompanied and formed part of this Notice."

Voting Exclusion Statement - Resolution 1

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved and any associate of those persons.

However, this does not apply to a vote cast in favour of this Resolution 1 by:

- *a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or*
- *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*
- *a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*

- *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*
- *the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

RESOLUTION 2: APPROVAL FOR ISSUE OF SHARES – OTTO BUTTULA

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 25,000,000 fully paid ordinary shares at an issue price of \$0.06 (6 cents) per share to Otto Buttula (and/or his nominee(s)) as described in the Memorandum which accompanied and formed part of this Notice.”

ASX Voting Exclusion Statement - Resolution 2

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) and any associate of those persons.

However, this does not apply to a vote cast in favour of this Resolution 2 by:

- *a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or*
- *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*
- *a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
 - *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*
 - *the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

OTHER BUSINESS

To consider any other business that may be brought before the Meeting in accordance with the Constitution of the Company and the Corporations Act.

By the order of the Board



Adrien Wing
Company Secretary

Dated: 23 July 2020

The accompanying Proxy Instructions and Memorandum form part of this Notice.

PROXY AND VOTING INSTRUCTIONS

Proxy Instructions

A member who is entitled to vote at a meeting may appoint:

- one proxy if the member is only entitled to one vote; and
- one or two proxies if the member is entitled to more than one vote.

Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the member's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes in which case any fraction of votes will be disregarded.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be lodged with the Company's share registry not less than 48 hours before the time for holding the Meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

The proxy form must be signed by the member or his/her attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by the Corporations Act. A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation.

The proxy may, but need not, be a member of the Company.

A proxy form is attached to this Notice.

Proxy lodgement

Proxies may be lodged using any of the following methods

(i) By Post:

Rhythm Biosciences Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South, NSW 1235, Australia

(ii) By facsimile: +61 2 9287 0309

(iii) By Hand:

Link Market Services Limited
1A Homebush Bay Drive
Rhodes, NSW 2138, Australia

(iv) Online:

Lodge online at www.linkmarketservices.com.au, instructions as follows

Select 'Investor Login' and in the 'Single Holding' section enter 'Rhythm Biosciences Limited' or the ASX code 'RHY' in the Issuer name field, your Holder Identification Number (**HIN**) or the Security Reference Number (**SRN**) (which is shown on the front of your proxy form), postcode and security code which is shown on the screen and click 'Login'. Select the 'Voting' tab and then follow the prompts.

You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website.

If you sign the proxy form and do not appoint a proxy, you will have appointed the Chair of the meeting as your proxy.

Corporate Representatives

Any corporation which is a member of the Company may authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the chairperson of the Meeting) a natural person to act as its representative at any general meeting.

Voting Entitlement

For the purposes of the Corporations Act and Corporations Regulations shareholders entered on the Company's Register of Members as at 7.00pm (Melbourne time) on Friday 21 August 2020 are entitled to attend and vote at the meeting.

On a poll, members have one vote for every fully paid ordinary share held. Holders of options are not entitled to vote.

How the Chair Will Vote Undirected Proxies

The Chair of the Meeting will vote undirected proxies in favour of all of the proposed Resolutions.

RHYTHM BIOSCIENCES LIMITED
ACN 619 459 335
("the Company")
GENERAL MEETING
EXPLANATORY MEMORANDUM

This Memorandum has been prepared for the information of members of Rhythm Biosciences Limited A.C.N. 619 459 335 (the "**Company**") in connection with the business to be conducted at a General Meeting ("**Meeting**") of Shareholders of the Company to be held by virtual technology on Tuesday 25 August 2020 at 11.00am (Melbourne time).

Please refer to the note on the front cover of the Notice of General Meeting regarding COVID-19 related restrictions, lodging proxies and/or attending the Meeting by Zoom.

Shareholders are strongly encouraged to lodge their directed proxy forms in accordance with the instructions set out therein to vote before the Meeting.

This Memorandum should be read in conjunction with, and forms part of, the accompanying Notice.

ORDINARY BUSINESS

BACKGROUND

On 23 July 2020, the Company announced that it was proposing to issue 40,112,500 fully paid ordinary shares (**Placement Shares**) at an issue price of \$0.06 (6 cents) per Placement Share to raise up to \$2,406,750 million before costs (**Placement**). The Placement comprises the issues of Placement Shares described below and as provided for in the announcement released by the Company to the ASX on 23 July 2020:

Resolution 1

The Company received binding irrevocable commitments from sophisticated and professional investors to subscribe for 15,112,500 Placement Shares at an issue price of \$0.06 (6 cents) per Placement Share to raise approximately \$906,750 before costs (**Investor Placement**).

The Company managed the Placement. Details of the participants of the Placement are as follows:

Investor Name	No. of Placement Shares	Current Shareholding (including Placement Shares)
JAWAF Enterprises Pty Ltd	3,000,000	3,000,000
Mowbrick Pty Ltd	500,000	2,150,000
CPS Capital Group (and/or nominees)	2,779,166	2,779,166
Candour Asset Management Pty Ltd	1,000,000	1,000,000
Sarah Cameron	833,334	3,008,334
Rojo Nero Capital Pty Ltd	4,166,668	4,166,668
Stephen Marton	833,333	833,333
Jowett Superannuation Fund	833,333	833,333
Cecilie Smith	583,333	583,333
Craig Thiessen	416,667	416,667
Caro Superannuation Fund	166,666	166,666
	15,112,500	18,937,500

The Investor Placement Shares are proposed to be issued on or about 30 July 2020 (and in any event prior to the date of the Meeting) and the Company will release an Appendix 2A upon issue of these Investor Placement Shares. These Investor Placement Shares are to be issued under the placement capacity available to the Company under ASX Listing Rule 7.1. The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the prior issue of the 15,112,500 Investor Placement Shares under Resolution 1.

Resolution 2

It is proposed that Otto Buttula (and/or his nominee) shall subscribe (either himself or via nominee(s)) for 25,000,000 of Placement Shares, representing an investment of \$1,500,000 (**Director Placement Shares**).

Otto Buttula as Chairman, is a related party of the Company under the ASX Listing Rules and the Corporations Act. Accordingly, the proposed issue of the Director Placement Shares to him is subject to shareholder approval under ASX Listing Rule 10.11 which is sought under Resolution 2.

Resolution 1 – Ratification of prior issue of shares

Resolution 1 seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 15,112,500 Investor Placement Shares at an issue price of \$0.06 (6 cents) per Placement Share to sophisticated, professional and other investors exempt from the disclosure requirements of Chapter 6D of the Corporations Act, which has raised approximately \$906,750 before costs.

The Investor Placement Shares are proposed to be issued on or about 30 July 2020 (and in any event prior to the date of the Meeting). The Company will release an Appendix 2A upon issue of these Investor Placement Shares. These Investor Placement Shares are to be issued without shareholder approval under the placement capacity available to the Company under ASX Listing Rule 7.1.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions including ASX Listing Rule 7.2, issue or agree to issue during any twelve (12) month period any equity securities, or other securities with rights to conversion to equity, if the number of those securities exceeds 15% of the share capital of the Company at the commencement of that twelve (12) month period.

ASX Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities, or an agreement to issue securities, made pursuant to ASX Listing Rule 7.1 (provided the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been issued or agreed to be issued with shareholder approval for the purposes of ASX Listing Rule 7.1.

If shareholders pass Resolution 1, the issued Investor Placement Shares the subject of Resolution 1 will be treated as not having used placement capacity of the Company under the ASX Listing Rules and the Company will be able to issue equity securities using the refreshed placement capacity (by 15,112,500 Shares) without shareholder approval. If shareholders do not pass Resolution 1 the issued Placement Shares the subject of Resolution 1 will continue to use the placement capacity that is available to the Company under the ASX Listing Rules.

The following information is provided in accordance with the requirements of ASX Listing Rule 7.5:

- The Investor Placement Shares will be issued to the following sophisticated, professional and other investors exempt from the disclosure requirements of Chapter 6D of the Corporations Act:

Investor Name	No of Shares	Subscription Amount
JAWAF Enterprises Pty Ltd	3,000,000	\$180,000
Mowbrick Pty Ltd	500,000	\$30,000
CPS Capital Group (and/or nominees)	2,779,166	\$166,750
Candour Asset Management Pty Ltd	1,000,000	\$60,000
Sarah Cameron	833,334	\$50,000

Rojo Nero Capital Pty Ltd	4,166,668	\$250,000
Stephen Marton	833,333	\$50,000
Jowett Superannuation Fund	833,333	\$50,000
Cecilie Smith	583,333	\$35,000
Craig Thiessen	416,667	\$25,000
Caro Superannuation Fund	166,666	\$10,000
	15,112,500	\$906,750

- The total number of securities issued was 15,112,500 fully paid ordinary shares (**Placement Shares**).
- Investor Placement Shares have the same terms and rights as, and will rank equally with, the Company's other fully paid ordinary shares.
- Investor Placement Shares are expected to be issued on or about 30 July 2020 (and in any event prior to the date of the Meeting).
- The Investor Placement Shares will be issued at \$0.06 per Share to raise a total of approximately \$906,750 before costs. Funds raised will be used to continue the development of the Company's ColoSTAT^R business
- The Investor Placement Shares were issued to each investor pursuant to the terms of a separate written binding commitment agreement to subscribe for the Investor Placement Shares, each of which agreements having the same terms. A summary of the agreements, which agreements are the same for each investor, is as follows:
 - a. Each Investor is to subscribe for the number of Investor Placement Shares specified in the table above at the issue price of \$0.06 per Share,
 - b. The Company and each investor have provided the other with representations and warranties customary for such a placement, and
 - c. the Company paid each investor a commitment fee equal to 5% of their respective sums subscribed
- A voting exclusion for Resolution 1 is contained in the Notice accompanying this Memorandum.

Directors recommendation

The Directors unanimously recommend that shareholders vote in favour of Resolution 1.

Resolution 2 – Approval for Issue of Shares – Otto Buttula

ASX Listing Rules – Resolution 2

ASX Listing Rule 10.11 requires a company to obtain shareholder approval by ordinary resolution prior to the issue of securities to persons of influence over the Company, including a related party of that Company, an associate of that related party and a person whose relationship with the Company or the related party is such that the ASX believes the proposed issue should be approved by shareholders. For the purpose of Listing Rule 10.11, a related party of the Company includes a director of the Company, another entity which controls the Company, directors of another entity which controls the Company, any person who believes or has reasonable grounds to believe that they are likely to fall into any of the preceding categories at any time in the future.

Shareholder approval is being sought for the purposes of Listing Rule 10.11 for Resolution 2 and as such shareholder approval is not required for the purposes of ASX Listing Rule 7.1.

If shareholders pass Resolution 2, Otto Buttula (and/or his respective nominee(s)) will be required to subscribe for 25,000,000 Shares (**Director Placement Shares**). The issue of Director Placement Shares under Resolution 2 will increase Mr Buttula's relevant in the Company's Shares from 1.49%, prior to the proposed issue of new shares to 13.61%, assuming all new share issues are completed as outlined. The placement to Mr Buttula will also have the effect of increasing the Company's capacity to issue equity securities under ASX Listing Rule 7.1 (and, subject to the relevant shareholder approval being held at the time, ASX Listing Rule 7.1A). If shareholders do not pass Resolution 2 then the Company will not be able to issue the Director Placement Shares to Otto Buttula (and/or his respective nominee(s)) under this Resolution 2.

ASX Listing Rule 10.13 requires the meeting documents concerning a proposed resolution to approve an issue of securities in accordance with ASX Listing Rule 10.11 must include specific information which is set out below with respect to Resolution 2:

- The proposed recipients, maximum number of securities that they may acquire and the maximum subscription amount for the acquisition of those securities for whom approval under ASX Listing Rule 10.11 is sought under Resolution 2 is set out in the table below:

Subscriber *	Number of Shares	Subscription amount
Otto Buttula	25,000,000	\$1,500,000

**may be issued to a nominee(s) of a subscriber*

- Otto Buttula is the Chairman and a Director of the Company.
- Director Placement Shares are fully paid ordinary shares and have the same terms and rights as, and will rank equally with, the Company's other fully paid ordinary shares.
- The Company proposes issuing the Director Placement Shares the subject of Resolution 2 shortly following the Meeting and in any event no later than 1 month after the date of the Meeting.
- Director Placement Shares will have a subscription price of \$0.06 (6 cents) each.
- An amount of \$1,500,000 will be raised from the issue of Director Placement Shares under Resolution 2. Funds raised will be used to continue the development of the Company's ColoSTAT^R business.
- The issue is not intended to remunerate or incentive the director
- The Director Party Placement Shares are to be issued to Otto Buttula pursuant to the terms of a written binding commitment to subscribe for the Director Placement Shares. A summary of the material terms of the commitment agreement is as follows:
 - Otto Buttula is to subscribe, or procure the subscription by his nominee, of \$1,500,000 for the issue of 25,000,000 shares at the issue price of \$0.06 per Share,
 - Mr Buttula's obligation to subscribe, and the Company's obligation to issue, the 25,000,000 Director Placement Shares is subject to prior shareholder approval (being the approval sought under this Resolution 2)(**Shareholder Approval**),
 - Mr Buttula is required to subscribe for the Director Placement Shares within 7 days after Shareholder Approval is obtained,
 - The Company and Mr Buttula each provided the other with representations and warranties customary for such a placement, and in any case the same as provided by the Company and the subscribers for the Investor Placement Shares (the subject of Resolution 1), and
 - the Company is to pay Otto Buttula a placement commitment fee equal to 5% of the sum to be subscribed for the Director Placement Shares

- A voting exclusion for Resolution 2 is contained in the Notice accompanying this Memorandum.

Director recommendation

The Board (with Mr Buttula abstaining, due to his interest in the outcome of the resolution) unanimously recommends that Shareholders vote in favour of Resolution 2 as they all believe the passing of the resolution is in the best interests of the Company. None of the directors, other than Mr Buttula, has an interest in the outcome of the resolution.

Subject to the voting exclusions and restrictions above, the Chairman intends to vote available undirected proxies in favour of Resolution 2.

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Rhythm Biosciences Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



X999999999999

PROXY FORM

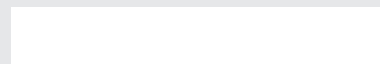
I/We being a member(s) of Rhythm Biosciences Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY



the Chairman of the
Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting
as your proxy, please write the name of the person or
body corporate you are appointing as your proxy



or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the General Meeting of the Company to be held at **11:00am (Melbourne time) on Tuesday, 25 August 2020 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

The health and safety of members and personnel, and other stakeholders, is the highest priority and the Company is acutely aware of the current circumstances resulting from COVID-19, in particular in Victoria. While the COVID-19 situation remains volatile and uncertain, based on the best information available to the Board at the time of the Notice, the Company intends to conduct the Meeting virtually via Zoom. Please refer to the Notice for details as to how to register to attend the virtual meeting. Shareholders are strongly encouraged to lodge their directed proxies appointing the Chair as early as possible and in any event prior to the cut-off of proxy voting as set out in the Notice (being **11:00am, Sunday 23 August 2020**).

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

For Against Abstain*

- 1 Ratification of Prior Issue of
Shares

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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- 2 Approval for Issue of Shares –
Otto Buttula

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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* 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 votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)



Joint Shareholder 2 (Individual)



Joint Shareholder 3 (Individual)



Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

RHY PRX2001A



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (Melbourne time) on Sunday, 23 August 2020**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MAIL

Rhythm Biosciences Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* During business hours (Monday to Friday, 9:00am–5:00pm)



COMMUNICATION PREFERENCE

We encourage you to receive all your shareholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).