

30 October 2015

Dear Shareholder

Annual General Meeting of Circadian Technologies Limited

Please find attached the notice of the 2015 Annual General Meeting (AGM) for Circadian Technologies Limited (Company) to be held on Monday, 30 November 2015 at 11.00 am at Computershare Conference Centre, Yarra Falls, 452 Johnston Street, Abbotsford, Melbourne, Victoria.

In preparation for this meeting we have attached a number of important documents, including:

- Annual Report for 2015
- The Notice of the AGM that includes resolutions to approve the following:
 1. Re-election of director
 2. Adoption of remuneration report
 3. Change of the company's name
- An explanatory memorandum
- Proxy forms

The Company is at an exciting stage: Phase 1/2A clinical trials of our lead drug OPT-302 are advancing under an investigational new drug authorisation received from the US Food and Drug Administration in June 2015. The Company is sufficiently funded well beyond the expected completion and announcement of the results of these clinical trials in the second quarter of next year. We have commenced the simplification of the group's legal structure; and, if approved, the proposed name change will further strengthen our focus on ophthalmology. Our executive management team has enjoyed continuity under the leadership of CEO, Dr Megan Baldwin.

I am now in my tenth year as a director and Chair of the Company. I am cognisant of the need and importance of board renewal. If re-elected as a director at this AGM (resolution 1 in the attached notice of meeting), it is my intention to continue in office as a Director and Chair of the Company only until, or shortly after, the announcement of our Phase 1 trial results in 2016. At this time, I propose to stand down in favour of a suitable Chairman with the skills and experience appropriate for the position of the Company at the time to lead us into the next phase of our evolution.

If any shareholders are unable to attend the AGM, they are advised to complete the proxy form and lodge it with our share registry – Computershare Investor Services Pty Limited, using the reply paid envelope supplied or sending it by fax to +61 3 9473 2555 as soon as possible and in any event not later than 48 hours prior to the time appointed for the AGM.

If shareholders wish to ask questions and or seek further information on any of the matters in this letter, please call our Company Secretary, Mike Tonroe on +61 3 9286 0399.

Yours faithfully

A handwritten signature in black ink, appearing to read "Dominique Fisher". The signature is written in a cursive style with a large initial 'D' and 'F'.

Dominique Fisher
Chairman of the board of directors
Circadian Technologies Limited

Notice of annual general meeting and explanatory notes

Circadian Technologies Limited
ACN 006 340 567

Date: 30 November 2015
Time: 11.00 am (Melbourne time)
Location: Computershare Conference Centre
Yarra Falls
452 Johnston Street
Abbotsford, Melbourne, Victoria

In this document you will find:

- a notice of annual general meeting
- explanatory notes which have an explanation of and information about the resolutions set out in the notice of annual general meeting.

Enclosed separately is a proxy form with attendance and registration details.

Notice of annual general meeting

The annual general meeting of Circadian Technologies Limited (**Circadian** or **the Company**) will be held at Computershare Conference Centre, Yarra Falls, 452 Johnston Street, Abbotsford, Melbourne, Victoria on Monday, 30 November 2015 at 11.00 am (Melbourne time).

This notice of annual general meeting (**Notice**) should be read in conjunction with the accompanying notes (including in relation to the required voting majorities, Directors' recommendations and voting, voting exclusion statements, appointing the Chair as your proxy, how to vote and proxies), explanatory notes accompanying the resolutions to be put to Shareholders and the accompanying proxy form, all of which are incorporated in, and comprise part of, this Notice.

Business

1. Financial statements and reports

To receive and consider:

- (a) the financial statements;
- (b) the directors' report; and
- (c) the auditor's report

of Circadian for the year ended 30 June 2015.

2. Other business

To deal with any other business that may legally be brought before the annual general meeting in accordance with Circadian's constitution and the *Corporations Act 2001* (Cth) (**Corporations Act**).

Resolutions

3. Re-Election of Director (Resolution 1)

To consider and, if thought fit, to pass a resolution re-electing as a Director of the Company Dominique Fisher, who retires in accordance with 58.4 of the Company's constitution.

4. Adoption of remuneration report (Resolution 2)

To consider and, if thought fit, to pass a resolution adopting the remuneration report for the Company for the year ending 30 June 2015.

***Note:** In accordance with section 250R(3) of the Corporations Act, the vote on this resolution will be advisory only and will not bind Circadian or its Directors.*

5. Change of company's name (Resolution 3)

To consider and, if thought fit, to pass a special resolution to change the name of the company from Circadian Technologies Limited to Opthea Limited.

By order of the Board

30 October 2015

A handwritten signature in black ink, consisting of stylized initials 'MT' followed by a horizontal line extending to the right.

Mike Tonroe
Company Secretary

Notes

Required voting majorities

Each of Resolution 1 and 2 require a simple majority of the eligible votes cast by Shareholders present and voting at the meeting, whether in person, by proxy or attorney, or in the case of corporate Shareholders or proxies, by a natural person representative, to be cast in favour of the relevant Resolution.

Resolutions 3 is a special resolution and requires at least 75% of the eligible votes cast by Shareholders present and voting at the meeting, whether in person, by proxy or attorney, or in the case of corporate Shareholders or proxies, by a natural person representative, to be cast in favour of the relevant Resolution.

Directors' recommendations and voting

Resolution 1 – Re-election of Director

The Board of Directors recommend that all Shareholders entitled to vote, vote in favour of Resolution 1.

Resolution 2 – Adoption of remuneration report

The Board of Directors recommend that all Shareholders entitled to vote, vote in favour of Resolution 2.

Voting exclusions apply to members of the key management personnel of the Company (**KMP**) details of whose remuneration are included in the remuneration report as well as 'closely related parties' of such members. Closely related parties of a member of the KMP include certain family members, dependants as well as companies they control. Voting exclusions also apply to members of the Company's KMP and their closely related parties voting as proxies on this Resolution. See the section below headed 'Voting Exclusion Statements' for further details.

Resolution 3 – Change of company's name

The Board of Directors recommend that all Shareholders entitled to vote, vote in favour of Resolution 3.

Voting Exclusion Statements

Resolution 2 – Adoption of remuneration report

Circadian will disregard any votes cast on Resolution 2 by or on behalf of:

- (a) a member of the KMP of the Company details of whose remuneration are included in the Company's remuneration report for the year ended 30 June 2014; and
- (b) a closely related party of such a member.

However, the Company will not disregard the vote of a person described in paragraph (a) or (b) above on the Resolution if the vote is not cast on behalf of a person described in either paragraph and either:

- (a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (b) the person is the Chair of the meeting and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on the Resolution; and
 - (ii) 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 of the Company.

Resolution 2 – restrictions on KMP proxy voting

In addition to the voting restrictions specified above, a member of the KMP of the Company and any of their closely related parties must not vote as a proxy on Resolution 2, unless the proxy appointment specifies the way the proxy is to vote on the Resolution.

However, the restriction outlined in the previous paragraph does not apply if:

- (a) the proxy is the Chair of the meeting; and
- (b) the proxy 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 Company's KMP.

Appointing the Chair as your proxy

If you appoint the Chair of the meeting as your proxy and you do not specify how the Chair is to vote on a Resolution, the proxy appointment expressly authorises the Chair to exercise the proxy even if the Resolution may be connected directly or indirectly with the remuneration of a member of the KMP of the Company.

The Chair intends to vote all available and undirected proxies in favour of all Resolutions, subject to the above voting exclusions. In exceptional circumstances the Chair's intentions may change subsequently. If there is a change to how the Chair intends to vote undirected proxies, the Company will make an immediate announcement to ASX stating that fact and explaining the reasons for the change.

How to Vote

Voting entitlements

Circadian has determined that for the purposes of voting at the annual general meeting or at any adjourned meeting, Shares will be taken to be held by those persons recorded on the register of members at the Voting Entitlement Time.

Voting Entitlement Time

In accordance with Regulation 7.11.37 of the Corporations Regulations, all securities of the Company that are quoted on ASX at 11.00am Melbourne time on Saturday, 28 November 2015 being the Voting Entitlement Time, are taken, for the purposes of the above meeting, to be held by the persons who held them at that time. Only those persons will be entitled to vote at the annual general meeting on Monday, 30 November 2015.

Joint Holders

When joint holders are named in the register of members only one joint holder may vote. If more than one of the joint holders is present at the meeting, only the person whose name appears first in the register of members will be entitled to vote.

Voting in person or by attorney

Shareholders or their attorneys wishing to vote in person should attend the meeting. Attendees are asked to arrive at least 15 minutes prior to the time the meeting is to commence, so that their shareholding may be checked against the register of members and their attendance noted. Shareholders should bring their bar coded proxy form with them to assist in Shareholder identification and registration. Attorneys should bring the original or a certified copy of the power of attorney under which they have been authorised to attend and vote at the meeting.

Voting by corporate representative

Corporate Shareholders or proxies wishing to vote by corporate representative should:

- (a) obtain an appointment of corporate representative form from Computershare Investor Services Pty Limited;
- (b) complete and sign the form in accordance with the instructions on the form; and
- (c) bring the completed and signed form with them to the meeting.

Proxies

1. A Shareholder entitled to attend and vote at the meeting has a right to appoint a proxy to attend and vote in the Shareholder's place.
2. The proxy need not be a Shareholder of the Company. A proxy may be an individual or a body corporate.
3. A Shareholder who is entitled to cast two or more votes may appoint up to two proxies to attend and vote at the meeting and, in the case of such an appointment, should specify the proportion or number of votes each proxy is appointed to exercise. If no such proportion or number is specified, each proxy may exercise half of the votes. Fractions of votes will be disregarded.
4. Where a Shareholder appoints two proxies, on a show of hands neither proxy may vote if more than one proxy attends and on a poll each proxy may only exercise votes in respect of those Shares or voting rights the proxy represents.
5. A proxy may decide whether to vote on an item of business, except where the proxy is required by law or the constitution to vote, or abstain from voting, in his or her capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may only vote on the item as directed. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.
6. If the abstention box on the proxy form for any item of business is marked, the proxy will be directed not to vote on a show of hands or on a poll and the relevant Shares will not be counted in calculating the required majority on a poll.
7. Shareholders who intend to appoint the Company's Chair as proxy (including an appointment by default) should have regard to the information above under the heading 'Appointing the Chair as your proxy'.
8. The proxy form included in this Notice must be signed by the Shareholder or the Shareholder's attorney and, in the case of a joint holding, by each of the joint holders.
9. If the proxy form is signed by the Shareholder but does not name the proxy or proxies in whose favour it is given, or the proxy does not attend the meeting, the Chair may either act as proxy or complete the proxy form by inserting the name of a Director or the Company Secretary of Circadian.
10. The appointment of one or more duly appointed proxies will not preclude a Shareholder from attending this meeting and voting personally. If the member votes on a Resolution, the proxy must not vote as the member's proxy on that Resolution.
11. In the case of joint holders of Shares, if more than one holder votes at any meeting, only the vote of the first named of the joint holders in the register of members will be counted.
12. To be valid, a proxy form signed under a power of attorney or other authority (if any) must be accompanied by the signed power of attorney, or a certified copy of the power of attorney.

13. Proxies given by a corporation must be signed either under seal or under the hand of a duly authorised attorney. In addition, should the constitution of a corporation permit the execution of documents without using a common seal, the documents must be signed by two directors or a director and a company secretary, or for a proprietary company that has a sole director who is also a company secretary, that director.
14. If a body corporate is appointed as proxy, please write the full name of that body corporate (e.g. Company X Pty Ltd). Do not use abbreviations. The body corporate will need to ensure that it:
 - (a) appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D of the Corporations Act; and
 - (b) provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

If no such evidence is received before the meeting, then the body corporate (through its representative) will not be permitted to act as your proxy.

15. Shareholders wishing to vote by proxy must complete, sign, and deliver the enclosed personalised proxy form in accordance with the instructions on the form so that it is received prior to 11.00am Melbourne time on Saturday, 28 November 2015 by:
 - (a) post in the reply paid envelope provided, to:

Circadian Technologies Limited
C/- Computershare Investor Services Pty Limited
PO Box Reply Paid 242
Melbourne, Victoria, 3001;
 - (b) hand delivered, to:

Circadian Technologies Limited
C/- Computershare Investor Services Pty Limited
Yarra Falls, 452 Johnston Street
Abbotsford, Victoria, 3067;
 - (c) fax, to:

Circadian Technologies Limited
C/- Computershare Investor Services Pty Limited
on 1800 783 447 (within Australia) or;
+61 3 9473 2555 (outside Australia).

Recording devices

In the absence of special permission, the Chair will require that any recording or broadcasting device (including tape recorders, mobile telephones, still cameras and video cameras) and any article which may be dangerous, offensive or liable to cause disruption, be turned off or deposited outside the meeting.

Questions and comments by Shareholders at the meeting

1. In accordance with the Corporations Act, a reasonable opportunity will be given to Shareholders as a whole to ask questions about or to make comments upon the management of the Company including the remuneration report and the Resolutions at the meeting.
2. Shareholders may also provide written questions to the Company to be submitted no later than 5.00pm (Melbourne time) on Friday, 27 November 2015, and should be addressed as follows:
The Company Secretary
Circadian Technologies Limited
Level 0403, 650 Chapel Street
South Yarra VIC 3141
3. Any Shareholders who would like to submit a written question to Circadian's auditor, Deloitte Touche Tohmatsu (the **Auditor**), in relation to its conduct of the external audit of the Company's financial statements for the year ended 30 June 2015, or the content of its audit report, may complete the enclosed Question Form and return it:
 - (a) in the reply paid envelope by mail or delivery to:
Computershare Investor Services Pty Limited
GPO Box 242, Melbourne, Victoria, 3001, Australia; or
 - (b) by facsimile on:
1800 783 447 (within Australia); or
+61 3 9473 2555 (outside Australia).
4. Written questions to the Auditor must be received by no later than 5:00pm Melbourne time on Friday, 27 November 2015.
5. The Auditor may answer relevant submitted questions at the meeting or may table a written answer to those questions at the meeting. Any written answers tabled will be made available as soon as practicable after the meeting by posting them on the Company's website.

Definitions

Words that are defined in the Glossary have the same meaning when used in this Notice unless the context requires, or the definitions in the Glossary provide otherwise.

Explanatory notes

These explanatory notes accompany and form part of the notice of meeting.

1. Financial statements and reports

The Corporations Act requires the financial report (which includes the financial statements and directors' declaration), the directors' report and auditor's report to be laid before the annual general meeting. There is no requirement either in the Corporations Act or Circadian's constitution for Shareholders to approve the financial report, the directors' report or the auditor's report. Rather, the purpose of presenting the reports is to give Shareholders an opportunity at the meeting to ask questions and to make comments on these reports.

2. Other business

Time will be allocated in the annual general meeting to deal with any business that may legally be brought before the annual general meeting in accordance with Circadian's constitution and the Corporations Act.

3. Re-election of director

Dominique Fisher was elected to the Circadian Board by shareholders at the Company's 2012 annual general meeting.

Pursuant to article 58.4 of Circadian's constitution, a Director must retire from office at the conclusion of the third annual general meeting after the Director was last elected. Accordingly, Dominique Fisher offers herself for re-election as a Director of Circadian.

The Company is at an exciting stage: Phase 1/2A clinical trials of our lead drug OPT-302 are advancing under an investigational new drug authorisation received from the US Food and Drug Administration in June 2015. The Company is sufficiently funded well beyond the expected completion and announcement of the results of these clinical trials in the second quarter of next year. We have commenced the simplification of the group's legal structure; and, if approved, the proposed name change will further strengthen our focus on ophthalmology. Our executive management team has enjoyed continuity under the leadership of CEO, Dr Megan Baldwin.

Dominique Fisher is now in her tenth year as a Director and Chair of the Company. If re-elected as a Director at this AGM, it is Ms Fisher's intention to continue in office as a Director and Chair of the Company only until, or shortly after, the announcement of our Phase 1 trial results in 2016. At this time, Dominique proposes to stand down in favour of a suitable Chairman with the skills and experience appropriate for the position of the Company at the time to lead it into the next phase of its evolution.

Biography

Dominique Fisher was appointed a Non-executive Director of Circadian in September 2005. She became Chairman of the Board in the subsequent month and is a member of the Company's Audit and Risk and Remuneration Committees. Ms Fisher was appointed to the Australia Post Board in November 2014 and has extensive business experience in the corporate area, including the commercialisation of new technologies. Ms Fisher is principal of EC Strategies and Executive Chair of CareerLounge Pty Ltd. Her past appointments have included a Director of Pacific Brands, Insurance Australia Group, NRMA, Opera House Trust and Prostate Cancer Foundation, as well as Chair of Sky Technologies.

Other current Directorships

Dominique Fisher is currently a Director of the following companies:

Australia Post
EC Strategies Pty Ltd
CareerLounge Pty Ltd

Circadian group companies:

Ceres Oncology Pty Ltd
Circadian Shareholdings Pty Ltd
Opthea Pty Ltd
Polychip Pharmaceuticals Pty Ltd
Precision Diagnostics Pty Ltd
Syngene Ltd
Vegenics Pty Ltd

Independence

Dominique Fisher is not considered to have any interest, position or relationship that might influence or reasonably be perceived to influence in a material respect her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company and its Shareholders. Accordingly, the Board considers that Dominique Fisher is an independent director.

Recommendation

The Board supports the re-election of Dominique Fisher to the Circadian Board. The Directors recommend that all Shareholders *vote in favour of* Resolution 1.

4. Adoption of remuneration report

The remuneration report is set out on pages 9 to 18 of the 2015 annual report which is available at www.circadian.com.au and www.asx.com.au, and which has been sent to those Shareholders who have requested the annual report in hard copy form.

Please note that the Corporations Act provides that the vote on this Resolution is advisory only and does not bind the Directors or the Company. The Chair will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the remuneration report at the meeting. The Company will take the outcome of the vote on Resolution 2 into consideration and the comments made by Shareholders at the meeting when reviewing the Company's remuneration practices and policies.

In accordance with the Corporations Act, if twenty-five percent (25%) or more of the eligible votes cast are voted against the adoption of the Company's 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 that another meeting of Shareholders be held within 90 days at which all of the Company's Directors (other than the Managing Director and Chief Executive Officer) who were in office at the date of issue of the relevant second consecutive remuneration report must be put up for re-election.

Recommendation

Noting that each Director has a personal interest in his/her own remuneration from the Company, the Directors recommend that all Shareholders *vote in favour of* Resolution 2, approving the adoption of the Company's 2015 remuneration report.

5. **Change of company's name**

The Board proposes a change of name of the Company to Opthea Limited, consistent with its strategic focus on its lead molecule OPT-302 and the treatment of eye diseases. The Board recommends that such a name change makes commercial sense for effective marketing and product development and more closely aligns the principal activities of the Company with its corporate identity. The costs to the Company of making such a change are considered by the Board to be not significant.

The Corporations Act requires that a special resolution be put to the vote that the new name Opthea Limited be adopted.

Recommendation

The Directors recommend that all Shareholders vote in favour of Resolution 3, approving the change of name of the Company to Opthea Limited.

6. **Glossary**

ASX means ASX Limited ACN 008 624 691 or, as the context requires, the financial market operated by it.

Board means the Board of Directors.

Chair means the person appointed to chair the Company's annual general meeting. The Company intends to appoint the Company's current non-executive Chair (Dominique Fisher) to act as chair at this meeting.

Company means Circadian Technologies Limited ACN 006 340 567.

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

Directors means the directors of the Company and **Director** means any of them.

Glossary means this glossary.

Group means the Company and its associated bodies corporate.

Group Company means any body corporate within the Group.

Notice means this notice of annual general meeting.

Resolution means a resolution set out in this Notice.

Share means a fully paid ordinary share of the Company.

Shareholder means a holder of at least one Share.

If you have any questions about the annual general meeting, the Resolutions to be put to Shareholders or the proposals being considered, please contact the Company Secretary on +61 3 9826 0399.

Lodge your vote:



By Mail:

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

Alternatively you can fax your form to
 (within Australia) 1800 783 447
 (outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
 (custodians) www.intermediaryonline.com

For all enquiries call:

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

┌ 000001 000 CIR
 MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Proxy Form

XX

 **For your vote to be effective it must be received by 11:00am (Melbourne time) on Saturday, 28 November 2015**

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

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

Joint Holding: Where the holding is in more than one name, any of the securityholders can 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.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form ➔



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN: I9999999999



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

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

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.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Circadian Technologies 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 Circadian Technologies Limited to be held at Computershare Conference Centre, Yarra Falls, 452 Johnston Street, Abbotsford, Melbourne, Victoria on Monday, 30 November 2015 at 11.00am (Melbourne 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 Resolution 2 (except where I/we have indicated a different voting intention below) even though Resolution 2 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 Resolution 2 by marking the appropriate box in step 2 below.

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
Resolution 1	Re-election of Director - Dominique Fisher	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Change of Company's name	<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.

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / / _____