



ACN 084 464 193

**NOTICE OF ANNUAL GENERAL MEETING TO BE HELD
AT 12 NOON (SYDNEY TIME) ON 24 NOVEMBER 2016
IN THE BOARD ROOM OF RSM AUSTRALIA PTY LIMITED LEVEL 13
60 CASTLEREAGH STREET SYDNEY NSW 2000**

IF YOU ARE IN ANY DOUBT ABOUT THE ACTION YOU SHOULD TAKE, PLEASE CONSULT YOUR STOCKBROKER,
SOLICITOR, ACCOUNTANT, OR OTHER PROFESSIONAL ADVISER.
TO BE VALID, FORMS OF PROXY FOR USE AT THE MEETING MUST BE COMPLETED AND RETURNED TO THE COMPANY NO
LATER THAN 12 NOON (SYDNEY TIME) ON 22 NOVEMBER 2016

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IMPORTANT NOTICE

You should read the Notice of Meeting in its entirety before making a decision as to how to vote at the Meeting. A copy of the Notice of Meeting has been lodged with ASX.

KEY DATES

Date and time for lodgement of proxies:	12 noon (Sydney Time) on 22 November 2016
Date and time of Meeting:	12 noon (Sydney Time) on 24 November 2016

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the shareholders of Bioxyne Limited (ACN 084 464 193) will be held in the Board Room of RSM Australia at Level 13, 60 Castlereagh Street, New South Wales, Australia on 24 November 2016 at 12noon (Sydney Time).

The “**Explanatory Memorandum**” provides additional information on matters to be considered at the Annual General Meeting and forms part of this Notice. Terms and abbreviations used in this Notice are defined in the Glossary.

ORDINARY BUSINESS

1 ANNUAL ACCOUNTS

To receive and consider the reports of the Directors and the Auditors, the Statement of Financial Performance, Statement of Financial Position, and the Statement of Cash Flows for the year ended 30 June 2016.

2 RESOLUTION 1 - REMUNERATION REPORT

To receive and consider the Remuneration Report for the year ended 30 June 2016 in accordance with Section 250R(2) of the *Corporations Act 2001* and if thought fit to pass, with or without amendment, the following Ordinary Resolution:

“That the Remuneration Report and the amounts paid to the Directors and Officers of the Company as set out in the Directors’ report be adopted”.

3 RESOLUTION 2 - RE-ELECTION OF DIRECTOR - MR GEORGE CAMERON-DOW

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an Ordinary Resolution:

“That, for the purpose of clause 8.1(e)(2) of the Company’s Constitution and for all other purposes, Mr George Cameron-Dow, a Director who retires by rotation, be re-elected as a Director of the Company.”

4 RESOLUTION 3 - RE-ELECTION OF DIRECTOR - DR PETER FRENCH

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an Ordinary Resolution:

“That Dr Peter French, who was appointed by the Directors to fill a casual vacancy, retires in accordance with clause 8.1(e)(1) of the Company’s Constitution, and being eligible, is re-elected as a Director of the Company.”

5 RESOLUTION 4 - APPROVAL TO ISSUE OPTIONS - DR PETER FRENCH

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

"That, for the purposes of ASX Listing Rule 10.11 and all other purposes, approval is given for the Company to allot and issue up to 6,000,000 Options to Dr Peter French (or his nominee) who is a Director of the Company on the terms and conditions set out in the Explanatory Memorandum."

6 RESOLUTION 5 - APPROVAL TO ISSUE OPTIONS - MR ANTHONY HO

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

"That, for the purposes of ASX Listing Rule 10.11 and all other purposes, approval is given for the Company to allot and issue 1,500,000 Options to Mr Ho (or his nominee) who is a Director of the Company on the terms and conditions set out in the Explanatory Memorandum."

7 RESOLUTION 6 - APPROVAL TO ISSUE OPTIONS - MR PATRICK FORD

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

"That, for the purposes of ASX Listing Rule 10.11 and all other purposes, approval is given for the Company to allot and issue 1,250,000 Options to Mr Ford (or his nominee) who is a Director of the Company on the terms and conditions set out in the Explanatory Memorandum."

8 RESOLUTION 7 - APPROVAL TO ISSUE OPTIONS - MR GEORGE CAMERON-DOW

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

"That, for the purposes of ASX Listing Rule 10.11 and all other purposes, approval is given for the Company to allot and issue 1,000,000 Options to Mr Cameron-Dow (or his nominee) who is a Director of the Company on the terms and conditions set out in the Explanatory Memorandum."

SPECIAL BUSINESS

9 RESOLUTION 8 - APPROVAL OF 10% PLACEMENT CAPACITY

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

"That, for the purposes of ASX Listing Rule 7.1A and all other purposes, approval is given for the Company to allot and issue Equity Securities up to 10% of the Company's issued share capital (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum."

10 VOTING EXCLUSION STATEMENTS

Under ASX Listing Rule 14.11, the Company will disregard any votes cast on the Resolutions by the following persons:

RESOLUTION	PERSONS EXCLUDED FROM VOTING
1. Remuneration Report	<ul style="list-style-type: none">• A member of the Key Management Personnel (KMP), details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2016; or• A closely related party of a KMP¹
4. Issue of options Dr French	<ul style="list-style-type: none">• Dr French• Any of his associates
5. Issue of options Mr Ho	<ul style="list-style-type: none">• Mr Ho• Any of his associates
6. Issue of options Mr Ford	<ul style="list-style-type: none">• Mr Ford• Any of his associates
7. Issue of options Mr Cameron-Dow	<ul style="list-style-type: none">• Mr Cameron-Dow• Any of his associates
8. Approval of 10% Placement Capacity	<ul style="list-style-type: none">• Any person who may participate in the proposed issue;• Any person who might obtain a benefit (other than a benefit solely in the capacity of a holder of ordinary shares) if the resolution is passed; and• Any of their respective associates.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions 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 to vote as the proxy decides.

¹A closely related party of a member of the Key Management Personnel means any of the following:

- a spouse, child or dependent of the member;
- a child or dependent of the member's spouse;
- anyone else who is one of the member's family and may be expected to influence, or be influenced by, the member in the member's dealings with the Company;
- a company the member controls; or
- a person prescribed by regulations (as at the date of this notice of meeting, no additional persons have been prescribed by regulation).

Determination of Membership and Voting Entitlement

For the purpose of determining a person's entitlement to vote at the Meeting, a person will be recognised as a Shareholder and the holder of Shares if that person is registered as a holder of those Shares at 12noon (Sydney Time) on 22 November 2016.

How to Vote

You may vote at the Meeting by attending the Meeting in person or by proxy.

- To vote in person you must attend the Meeting on 24 November 2016 at 12 noon, which is to be held in the Board Room in the Offices of RSM Bird Cameron Level 13, 60 Castlereagh Street, Sydney.
- If you wish to vote by proxy, your proxy form must be received by the Company no later than 12 noon (Sydney Time) on 22 November 2016.

Proxies

Please note that:

- (a) A Shareholder entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of the Shareholder;
- (b) Where the Shareholder is entitled to cast two or more votes, the Shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise;
- (c) If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholders votes each proxy may exercise half of the votes. Any fractions of votes brought about by the apportionment of a proxy will be disregarded;
- (d) A proxy need not be a Shareholder;
- (e) If your proxy chooses to vote, he/she must vote in accordance with your directions. If you have directed your proxy to vote, and they fail to attend the meeting or they choose not to vote on a poll, then the Chairman of the meeting will vote your proxies as directed by you.
- (f) If you do not mark a box, your proxy may vote as they choose on that item. However, if you intend to appoint a member of the KMP as your proxy, please ensure that you direct them how to vote on resolutions 1 and 4 through 7.
- (g) If the Chairman of the Meeting is your proxy (or he becomes your proxy by default), you will be taken to have expressly authorised him to exercise your proxy in relation to resolution 1 (Adoption of the Remuneration Report), and Resolutions 4 to 7 (Issue of options to Directors) even though the Chairman is, and those items are, connected directly or indirectly with the remuneration of a member of the key management personnel of the Bioxyne Group. Shareholders will be informed of the proxy position and the manner in which the Chairman intends to vote undirected proxies at the meeting.
- (h) Any instrument of proxy deposited or received at the registered office of the Company in which the name of the appointee is not filled in, will be deemed to be given in favour of the Chairman of the Meeting;
- (i) Completed proxy forms (together with any authority under which the proxy was signed or a certified copy of the authority) must be returned before 12 noon on 22 November 2016 in one of the following 3 ways:

- By mail to: Computershare Investor Services
GPO Box 242 Melbourne
VIC 3001
Australia
- By facsimile: Computershare Investor Services
+61 (0) 3 9473 2555
- By email: info@bioxyne.com

At the meeting, the Chairman will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the management of the Company and the Remuneration Report. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's auditor, RSM Australia, questions about the content of its report, and the conduct of its audit of the Company, for the year.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms.

Enquiries

If you have any questions in relation to the Resolutions to be considered at the Meeting, please call the Company Secretary, Mr Guy Robertson on +61 2 9078 7671.



By order of the Board
Guy Robertson
Company Secretary
19 October 2016

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business specified to be conducted at the General Meeting to be held in the Board Room of RSM Australia at Level 13, 60 Castlereagh Street, Sydney NSW 2000 on 24 November 2016 at 12 noon (Sydney Time).

The Directors recommend that Shareholders read this Explanatory Memorandum in full in conjunction with the accompanying Notice of which this Explanatory Memorandum forms a part.

1. Annual Report

As required under Section 317 of the Corporations Act, the annual financial report (which includes the financial statements and Directors' declarations) for the year ended 30 June 2016 will be tabled at the Annual General Meeting.

Shareholders will be given the opportunity to ask questions and make comments about the reports or the Company generally, but there will be no formal resolution submitted to the Meeting.

2. Resolution 1 - Adoption of Remuneration Report (non-binding vote)

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

If at least 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report at the Annual General Meeting, and then again at the Company's 2017 annual general meeting, the Company will be required to put to Shareholders a resolution proposing the calling of a general meeting to consider the appointment of directors of the Company (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the general meeting (**Spill Meeting**) within 90 days of the Company's 2017 annual general meeting. All of the Directors who were in office when the Company's 2017 Directors' report was approved, other than the managing director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as Directors is approved will be the Directors of the Company.

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2016.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

Proxy Restrictions

If the Chairman of the Meeting is your proxy (or he becomes your proxy by default), you will be taken to have expressly authorised him to exercise your proxy in relation to resolution 1 (Adoption of the Remuneration Report) even though the Chairman is, and those items are, connected directly or indirectly with the remuneration of a member of the key management personnel of the Bioxyne Limited. Shareholders will be informed of the proxy position and the manner in which the Chairman intends to vote undirected proxies at the meeting.

Definitions

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

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

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001 (Cth)*.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2016.

Directors' Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Board recommends that Shareholders vote in favour of this resolution.

3. Resolution 2 - Re-election of Director - Mr George Cameron-Dow

Pursuant to clause 8.1(e)(2) of the Company's Constitution, Mr Cameron-Dow retires at the 2016 Annual General Meeting but, being eligible, offers himself for re-election.

A brief profile of Mr Cameron-Dow is set out in the Annual Report of the Company.

Directors' Recommendation

The Board (other than Mr Cameron-Dow) recommends that Shareholders vote in favour of this resolution.

4. Resolution 3 - Re-election of Director - Dr Peter French

Pursuant to clause 8.1(e)(1) of the Company's Constitution, Dr Peter French, who was appointed during the year must retire at the 2016 Annual General Meeting but, being eligible, offers himself for re-election.

A brief profile of Dr Peter French is set out in the Annual Report.

Directors' Recommendation

The Board (other than Dr Peter French) recommends that Shareholders vote in favour of this resolution.

5. Resolution 4 - Approval to Issue Options Dr Peter French

5.1 Background

Resolution 4 seeks the approval of Shareholders to the issue of Options to Dr Peter French, (and/or his nominees), who is a Director.

Full terms of the Options are set out in Annexures A B & C to this Explanatory Memorandum. On 14 June 2016 the Company announced to the ASX details of the equity based remuneration for Dr. Peter French for joining the Company as Scientific Director. The indicative price used at that time was based on an uplift of the 30 days VWAP applicable at that time. The terms of the options have been varied to take into account a higher uplift to the 30 days VWAP as at 12 October 2016, reflecting more accurately the trading history.

The Options will be issued for services and no cash funds will be raised by the Company from their issue. Any funds received on the exercise of the Options will be used for working capital purposes.

5.2 ASX Listing Rule & Corporations Act Disclosure Requirements

The Directors (other than Dr French) consider that the Options are reasonable remuneration and no approval will be sought under Chapter 2E of the Corporations Act.

ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval by ordinary resolution prior to the issue of securities, such as the Options proposed to be issued pursuant to Resolution 4, to a related party of the Company. If approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

The Company requires shareholder approval to issue the Options to Dr Peter French as, for the purposes of ASX Listing Rule 10.11, the Director is a related party of the Company.

5.3 ASX Listing Rule Requirements

The following information is provided to members for the purpose of Listing Rule 10.13:

(a) The name of the person to whom securities will be issued

The Options will be granted to Dr Peter French who is a Director of the Company, or his nominees.

(b) The maximum number of securities to be issued

The maximum number of Options to be issued is 6,000,000. The maximum number of Shares to be issued if the Options all become exercisable and are exercised is 6,000,000.

Dr French is to be issued:

1,000,000 Class A Options

2,000,000 Class B Options; and

3,000,000 Class C Options.

(c) The date by which the Company will issue the securities

The Options will be issued no later than one month after the date of the Meeting.

(d) The issue price of the securities

The Options will be issued to Dr French as part of his remuneration and incentive package with the Company and in consideration of his services to the Company. No cash consideration will be paid by the Director on the grant of the Options.

(e) The intended use of funds

No funds will be raised by the grant of the Options. If all of the Options are exercised, \$166,080 of additional funding will be raised for the Company which will be used for working capital purposes.

(f) The terms of the securities

The terms and conditions of the Options are set out in Annexures A, B & C.

(g) Voting exclusion statement

A voting exclusion statement forms part of the notice of meeting.

5.4 Directors' Recommendation

The Board, excluding Dr French, recommends that Shareholders vote in favour of Resolution 4 as the issue of the proposed Options will provide an appropriate level of remuneration and an incentive to this person in their work for the Company.

6. Resolution 5 - Approval to Issue Options Mr Anthony Ho

6.1 Background

Resolution 5 seeks the approval of Shareholders to the issue of Options to Mr Ho, (and/or his nominees), who is a Director.

Full terms of the Options are set out in Annexure A to this Explanatory Memorandum. On 14 June 2016 the Company announced to the ASX details of the equity based remuneration for Mr. Anthony Ho, chairman of the Company. The indicative price used at that time was based on an uplift of the 30 days VWAP applicable at that time. The terms of the options have been varied to take into account a higher uplift to the 30 days VWAP as at 12 October 2016, reflecting more accurately the trading history.

The Options will be issued for services and no cash funds will be raised by the Company from their issue. Any funds received on the exercise of the Options will be used for working capital purposes.

6.2 ASX Listing Rule & Corporations Act Disclosure Requirements

The Directors (other than Mr Ho) consider that the Options are reasonable remuneration and no approval will be sought under Chapter 2E of the Corporations Act.

ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval by ordinary resolution prior to the issue of securities, such as the Options proposed to be issued pursuant to Resolution 5, to a related party of the Company. If approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

The Company requires shareholder approval to issue the Options to Mr Anthony Ho as, for the purposes of ASX Listing Rule 10.11, the Director is a related party of the Company.

6.3 ASX Listing Rule Requirements

The following information is provided to members for the purpose of Listing Rule 10.13:

(a) The name of the person to whom securities will be issued

The Options will be granted to Mr Ho who is a Director of the Company, or his nominees.

(b) The maximum number of securities to be issued

The maximum number of Options to be issued is 1,500,000 Class A Options. The maximum number of Shares to be issued if the Options all become exercisable and are exercised is 1,500,000.

(c) The date by which the Company will issue the securities

The Options will be issued no later than one month after the date of the Meeting.

(d) The issue price of the securities

The Options will be issued to Mr Anthony Ho as part of his remuneration and incentive package with the Company and in consideration of his services to the Company. No cash consideration will be paid by the Director on the grant of the Options.

(e) The intended use of funds

No funds will be raised by the grant of the Options. If all of the Options are exercised, \$35,032 of additional funding will be raised for the Company which will be used for working capital purposes.

(f) The terms of the securities

The terms and conditions of the Options are set out in Annexure A.

(g) Voting exclusion statement

A voting exclusion statement forms part of the notice of meeting.

6.4 Directors' Recommendation

The Board, excluding Mr Anthony Ho, recommends that Shareholders vote in favour of Resolution 5 as the issue of the proposed Options will provide an appropriate level of remuneration and an incentive to this person in their work for the Company.

7. Resolution 6 - Approval to Issue Options Mr Patrick Ford

7.1 Background

Resolution 6 seeks the approval of Shareholders to the issue of Options to Mr Ford, (and/or his nominees), who is a Director.

Full terms of the Options are set out in Annexure A to this Explanatory Memorandum. On 14 June 2016 the Company announced to the ASX details of the equity based remuneration for Mr. Patrick Ford, chairman of the Audit Committee. The indicative price used at that time was based on an uplift of the 30 days VWAP applicable at that time. The terms of the options have been varied to take into account a higher uplift to the 30 days VWAP as at 12 October 2016, reflecting more accurately the trading history.

The Options will be issued for services and no cash funds will be raised by the Company from their issue. Any funds received on the exercise of the Options will be used for working capital purposes.

7.2 ASX Listing Rule & Corporations Act Disclosure Requirements

The Directors (other than Mr Ford) consider that the Options are reasonable remuneration and no approval will be sought under Chapter 2E of the Corporations Act.

ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval by ordinary resolution prior to the issue of securities, such as the Options proposed to be issued pursuant to Resolution 6, to a related party of the Company. If approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

The Company requires shareholder approval to issue the Options to Mr Patrick Ford as, for the purposes of ASX Listing Rule 10.11, the Director is a related party of the Company.

7.3 ASX Listing Rule Requirements

The following information is provided to members for the purpose of Listing Rule 10.13:

(a) The name of the person to whom securities will be issued

The Options will be granted to Mr Patrick Ford who is a Director of the Company, or his nominees.

(b) The maximum number of securities to be issued

The maximum number of Options to be issued is 1,250,000 Class A Options. The maximum number of Shares to be issued if the Options all become exercisable and are exercised is 1,250,000.

(c) The date by which the Company will issue the securities

The Options will be issued no later than one month after the date of the Meeting.

(d) The issue price of the securities

The Options will be issued to Mr Ford as part of his remuneration and incentive package with the Company and in consideration of his services to the Company. No cash consideration will be paid by the Director on the grant of the Options.

(e) The intended use of funds

No funds will be raised by the grant of the Options. If all of the Options are exercised, \$29,194 of additional funding will be raised for the Company which will be used for working capital purposes.

(f) The terms of the securities

The terms and conditions of the Options are set out in Annexure A.

Voting exclusion statement

A voting exclusion statement forms part of the notice of meeting.

7.4 Directors' Recommendation

The Board, excluding Mr Patrick Ford, recommends that Shareholders vote in favour of Resolution 6 as the issue of the proposed Options will provide an appropriate level of remuneration and an incentive to this person in their work for the Company.

8. Resolution 7 - Approval to Issue Options Mr George Cameron-Dow

8.1 Background

Resolution 7 seeks the approval of Shareholders to the issue of Options to Mr Cameron-Dow, (and/or his nominees), who is a Director.

Full terms of the Options are set out in Annexure A to this Explanatory Memorandum. On 14 June 2016 the Company announced to the ASX details of the equity based remuneration for Mr. George Cameron-Dow a director of the Company. The indicative price used at that time was based on an uplift of the 30 days VWAP applicable at that time. The terms of the options have been varied to take into account a higher uplift to the 30 days VWAP as at 12 October 2016, reflecting more accurately the trading history.

The Options will be issued for services and no cash funds will be raised by the Company from their issue. Any funds received on the exercise of the Options will be used for working capital purposes.

8.2 ASX Listing Rule & Corporations Act Disclosure Requirements

The Directors (other than Mr Cameron-Dow) consider that the Options are reasonable remuneration and no approval will be sought under Chapter 2E of the Corporations Act.

ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval by ordinary resolution prior to the issue of securities, such as the Options proposed to be issued pursuant to Resolution 7, to a related party of the Company. If approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

The Company requires shareholder approval to issue the Options to Mr Cameron-Dow as, for the purposes of ASX Listing Rule 10.11, the Director is a related party of the Company.

8.3 ASX Listing Rule Requirements

The following information is provided to members for the purpose of Listing Rule 10.13:

(a) The name of the person to whom securities will be issued

The Options will be granted to Mr George Cameron-Dow who is a Director of the Company, or his nominees.

(b) The maximum number of securities to be issued

The maximum number of Options to be issued is 1,000,000 Class A Options. The maximum number of Shares to be issued if the Options all become exercisable and are exercised is 1,000,000.

(c) The date by which the Company will issue the securities

The Options will be issued no later than one month after the date of the Meeting.

(d) The issue price of the securities

The Options will be issued to Mr George Cameron-Dow as part of his remuneration and incentive package with the Company and in consideration of his services to the Company. No cash consideration will be paid by the Director on the grant of the Options.

(e) The intended use of funds

No funds will be raised by the grant of the Options. If all of the Options are exercised, \$23,355 of additional funding will be raised for the Company which will be used for working capital purposes.

(f) The terms of the securities

The terms and conditions of the Options are set out in Annexure A.

(g) Voting exclusion statement

A voting exclusion statement forms part of the notice of meeting.

8.4 Directors' Recommendation

The Board, excluding Mr George Cameron-Dow, recommends that Shareholders vote in favour of Resolution 7 as the issue of the proposed Options will provide an appropriate level of remuneration and an incentive to this person in their work for the Company.

SPECIAL BUSINESS

9.0 Resolution 8 - Approval of 10% Placement Capacity

9.1 Background

ASX Listing Rule 7.1A enables eligible entities to issue Equity Securities (as that term is defined in the ASX Listing Rules) up to 10% of their issued capital through placements over a twelve month period after the Annual General Meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1.

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The effect of Resolution 8 will be to allow the Directors to issue the Equity Securities under ASX Listing Rule 7.1A during the 10% Placement Period separate to the Company's 15% placement capacity under ASX Listing Rule 7.1.

As at the date of this Notice of Meeting the Company has the capacity to issue 30,363,915 shares under listing rule 7.1 and 20,242,610 shares under listing rule 7.1A as outlined in the Appendix 3B lodged with the ASX on 5 May 2016.

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility. Resolution 8 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The exact number of Equity Securities (if any) to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1.A.2 (refer to Section 12.2 (c) below). The Company may use funds raised from any 10% Placement Facility for funding specific projects and/or general working capital. It may also use the 10% Placement Facility for non cash consideration purposes such as joint venture or project acquisitions (although the Company presently has no intention to do so).

The Directors of the Company believe that Resolution 8 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this resolution.

9.2 ASX Listing Rule 7.1.A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has one class of Equity Securities being Shares.

(c) Formula for calculating 10% Placement Facility

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$(A \times D) - E$

A is the number of shares on issue 12 months before the date of the issue or agreement:

- (i) plus the number of fully paid shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
- (ii) plus the number of partly paid shares that became fully paid in the 12 months;
- (iii) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under ASX Listing Rules 7.1 and 7.4;
- (iv) less the number of fully paid shares cancelled in the 12 months.

Note: A has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under ASX Listing Rules 7.1 or 7.4.

(d) ASX Listing Rule 7.1 and ASX Listing Rule 7.1A

The ability of an entity to issue Equity Securities under ASX Listing Rule 7.1A is in addition to the entity's 15% placement capacity under ASX Listing Rule 7.1.

The actual number of Equity Securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to Section 2(c) above).

(e) Minimum Issue Price

The issue price of Equity Securities issued under ASX Listing Rule 7.1A must be not less than 75% of the volume weighted average price of Equity Securities in the same class calculated over the 15 Trading Days (as defined in the ASX Listing Rules) immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of the approval by shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

(the 10% Placement Period)

9.3 Specific Information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

(a) Minimum Price

Any Equity Securities issued will be issued at an issue price of not less than 75% of the volume weighted average price for the Company's Equity Securities over the 15 Trading Days immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(b) Risk of Voting Dilution

If Resolution 8 is approved by the Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company would be diluted as shown in the below table (in the case of unlisted options, only if the unlisted options are exercised). There is a risk that:

(i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and

(ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A(2) as at the date of this Notice of Meeting.

The table also shows:

(i) two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary shares the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro-rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

(ii) two examples of where the price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable "A" in ASX Listing Rule 7.1A.2	Issue Price (per Share)	Dilution		
		50% decrease in Deemed Price .01 cents	Deemed Price .02 cents	100% Increase in Deemed Price cents 0.04
Current Variable A 202,426,101 Shares	10% Voting Dilution	20,242,610 shares	20,242,610 shares	20,242,610 shares
	Funds Raised	\$202,426	\$404,852	\$809,704
50% increase in current Variable A 303,639,152 shares	10% Voting Dilution	30,363,915 shares	30,363,915 shares	30,363,915 shares
	Funds Raised	\$303,639	\$607,278	\$1,214,556
100% increase in current Variable A 404,852,202 Shares	10% Voting Dilution	40,485,220 shares	40,485,220 shares	40,485,220 shares
	Funds Raised	\$ 404,852	\$809,704	\$1,619,408

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum securities available under the ASX Listing Rule 7.1A being 10% of the Company's shares on issue at the date of the Meeting;
- (ii) No unlisted options are exercised into fully paid ordinary securities before the date of the issue of securities under ASX Listing Rule 7.1A. The Company has 917,000 unlisted options on issue at the date of this Notice of Meeting;

- (iii) The table does not demonstrate an example of dilution that may be caused to a particular shareholder by reason of placements under ASX Listing Rule 7.1A, based on that shareholder's holding at the date of the Meeting;
- (iv) The table only demonstrates the effect of issues of securities under ASX Listing Rule 7.1A. It does not consider placements made under ASX Listing Rule 7.1, the "15% rule";
- (v) The price of ordinary securities is deemed for the purposes of the table above to be \$0.02 cents, being the closing price of the Company's listed securities on ASX on 29 September 2016 (**Deemed Price**). The Deemed Price is indicative only and does not consider the 25% discount to market that the securities may be placed at;
- (vi) The table does not demonstrate the effect of listed options being issued under ASX Listing Rule 7.1A. It only considers the issue of the fully paid ordinary securities.
- (vii) The table does not take into account resolutions to be put before this meeting.

(c) Date of Issue

The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 8 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities or ASX Listing Rule 11.2 (disposal of main undertaking).

(d) Purpose of the Issue under the 10% Placement Capacity

The Company may seek to issue the Equity Securities for the following purposes:

- (i) non-cash consideration including for joint venture, licensing or collaboration agreements or the acquisition of new projects (although the Company presently has no proposal to do so). In such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3; or
- (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards general working capital.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

(e) Allocation Policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice of Meeting but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company were to pursue an acquisition and were it to be successful in acquiring new resources assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new resources assets or investments.

(e) Previous Approval

The Company previously obtained Shareholder approval under ASX Listing Rule 7.1A. at the Annual General Meeting dated 20 November 2015.

The Company has not issued securities under ASX Listing Rule 7.1A during the year. The details of all issues of Equity Securities by the Company during the 12 months preceding the date of the Meeting is set out in schedule 1 to this Explanatory Memorandum.

The Company issued 2,083,000 shares during the twelve months preceding the date of this meeting representing 1% of the total shares on issue at the commencement of the twelve month period. No options were issued during the twelve months preceding the date of this meeting.

(f) Voting Exclusion Statement

A voting exclusion statement is included in the Notice of Meeting to which this Explanatory Memorandum relates. At the date of that Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

The Directors unanimously recommend Shareholders vote in favour of Special Resolution 8.

GLOSSARY

The following is a glossary of various words and their meanings used in the Notice and Additional Information:

"Associate" has the meaning given by Sections 10 to 17 of the Corporations Act;

"ASX" means ASX Limited ACN 008 624 691;

"Board" means the Board of Directors of the Company;

"Business Day" has the same meaning as in the Listing Rules;

"Company" means Bioxyne Limited (ABN 97 084 464 193) of Level 25, 31 Market Street, Sydney, NSW 2000;

"Constitution or Existing Constitution" means the constitution of the Company;

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

"Director" means a director of the Company;

"Equity Securities" has the same meaning as in the Listing Rules;

"Explanatory Memorandum" means the explanatory notes and additional information to the Resolutions in the Notice;

"Fully Paid Share" means a fully paid ordinary share in the issued capital of the Company;

"Key Management Personnel" has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

"listed" means that the company has applied for listing of the relevant security on the Australian Securities Exchange and has been successful in securing the listing;

"Listing Rules" means the listing rules issued and enforced by the ASX as amended from time to time;

"market price" has the same meaning as defined in the Listing Rules;

"Meeting" means the annual general meeting convened by the Notice;

"Notice" means this notice of annual general meeting;

"Officer" has the same meaning as in the Corporations Act;

"Related Parties" means, in respect of an individual, an Associate of that individual or which is a company, trust, person or superannuation scheme for the benefit of any member of the family of that individual;

"Resolution" means each resolution to be considered at the Meeting;

"Share" means an ordinary share in the issued capital of the Company; and

"Shareholder" means the holder of a Share.

SCHEDULE 1 - INFORMATION REQUIRED BY LISTING RULE 7.3A.6 – RESOLUTION 8

	Issue 1
Date of issue:	5 May 2016
Number issued:	2,083,000
Class/Type of equity security:	Ordinary
Summary of terms:	The shares are fully paid ordinary shares in the capital of the Company ranking equally with existing fully paid ordinary shares on issue.
Names of persons who received securities or basis on which those persons was determined:	Directors on exercise of options
Price:	\$0.021
Discount to market price (if any):	None

	Issue 1
<i>For cash issues</i>	
Total cash consideration received:	
Amount of cash consideration spent:	

Use of cash consideration:	
Intended use for remaining amount of cash (if any):	

<i>For non-cash issues</i>	
Non-cash consideration paid:	\$43,743
Current value of that non-cash consideration:	\$43,743

ANNEXURE/CLASS A OPTION TERMS AND CONDITIONS

The terms and conditions of the Options the subject of Resolutions and are as follows:

- (a) Each Option entitles the holder to acquire one (1) Share.
- (b) The Class A Options are exercisable at any time up until 5.00pm on 24 November 2019 (**Class A Option Exercise Period**) by completing an exercise form and delivering it together with the payment for the number of Shares in respect of which the Class A Options are exercised to the registered office of the Company or to the share registry of the Company.
- (c) The Class A Option exercise price is A\$0.0234 per Class A Option.
- (d) On and from the relevant Options vesting date, the Options will (subject to the Corporations Act) be freely transferable in whole or in part at any time prior to expiry.
- (e) Shares issued on the exercise of an Option will be issued not more than fourteen (14) days after receipt of a properly executed exercise notice and application moneys. Shares allotted pursuant to the exercise of an Option will rank equally with the then issued fully paid ordinary shares of the Company in all respects. Official quotation of those Shares on the ASX will be sought.
- (f) Option holders shall only be permitted to participate in a new issue of securities on the prior exercise of Options in which case Option holders shall be afforded the minimum notice period required by the Listing Rules prior to the record date (to determine entitlements to the issue) to exercise their Options.
- (g) In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of Option holders will be changed to the extent necessary to comply with the ASX Listing Rules applying to the reconstruction of capital at the time of the reconstruction.
- (h) If there is a bonus issue to Shareholders, the number of Shares over which an Option is exercisable may be increased by the number of Shares which the holder of an Option would have received if the Option had been exercised before the record date for the bonus issue.
- (i) In the event that a pro rata issue (except a bonus issue) is made to the holders of the underlying securities in the Company, the exercise price of the Option may be reduced in accordance with the ASX Listing Rules.
- (j) Reminder notices will be forwarded to Option holders prior to the expiry of an Options. Options not exercised before the expiry of the Option exercise period will lapse.
- (k) The Options will be recorded on the Company's register of Option holders maintained at the share registry. The register will be open for inspection by

the Annexure A Option holders free of charge. Shares to be allotted on exercise of Options will be recorded on the Company's share register.

- (l) The Directors will not seek quotation of the Class A options on the ASX.
- (m) The Option holder, if appearing on the Company's register of Option holders at the relevant date, will be entitled to receive and will be sent all reports and accounts required to be laid before Shareholders in general meeting and all notices of general meetings and will have the right to attend but shall have no right to vote at such meetings.

ANNEXURE/CLASS B OPTION TERMS AND CONDITIONS

The terms and conditions of the Options the subject of Resolutions and are as follows:

- (a) Each Option entitles the holder to acquire one (1) Share.
- (b) Options will vest in accordance with the following matrix:

Achievement of 2017 Budgeted NPAT	Options Vesting %	Options to Issue
<75% budgeted NPAT	NIL	NIL
>75% budgeted NPAT	40%	800,000
Achievement of NPAT or >100% achievement of NPAT	100%	2,000,000

- (c) The Class B Options are exercisable at any time up until 5.00pm on 24 November 2020 (**Class B Option Exercise Period**) by completing an exercise form and delivering it together with the payment for the number of Shares in respect of which the Class B Options are exercised to the registered office of the Company or to the share registry of the Company.
- (d) The Class B Option exercise price is A\$0.026 per Class B Option.
- (e) On and from the relevant Options vesting date, the Options will (subject to the Corporations Act) be freely transferable in whole or in part at any time prior to expiry.
- (f) Shares issued on the exercise of an Option will be issued not more than fourteen (14) days after receipt of a properly executed exercise notice and application moneys. Shares allotted pursuant to the exercise of an Option will rank equally with the then issued fully paid ordinary shares of the Company in all respects. Official quotation of those Shares on the ASX will be sought.
- (g) Option holders shall only be permitted to participate in a new issue of securities on the prior exercise of Options in which case Option holders shall be afforded the minimum notice period required by the Listing Rules prior to the record date (to determine entitlements to the issue) to exercise their Options.
- (h) In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of Option holders will be changed to the extent necessary to comply with the ASX Listing

Rules applying to the reconstruction of capital at the time of the reconstruction.

- (i) If there is a bonus issue to Shareholders, the number of Shares over which an Option is exercisable may be increased by the number of Shares which the holder of an Option would have received if the Option had been exercised before the record date for the bonus issue.
- (j) In the event that a pro rata issue (except a bonus issue) is made to the holders of the underlying securities in the Company, the exercise price of the Option may be reduced in accordance with the ASX Listing Rules.
- (k) Reminder notices will be forwarded to Option holders prior to the expiry of an Options. Options not exercised before the expiry of the Option exercise period will lapse.
- (l) The Options will be recorded on the Company's register of Option holders maintained at the share registry. The register will be open for inspection by the Annexure B Option holders free of charge. Shares to be allotted on exercise of Options will be recorded on the Company's share register.
- (m) The Directors will not seek quotation of the Class B options on the ASX.
- (n) The Option holder, if appearing on the Company's register of Option holders at the relevant date, will be entitled to receive and will be sent all reports and accounts required to be laid before Shareholders in general meeting and all notices of general meetings and will have the right to attend but shall have no right to vote at such meetings.

ANNEXURE/CLASS C OPTION TERMS AND CONDITIONS

The terms and conditions of the Options the subject of Resolutions and are as follows:

- (a) Each Option entitles the holder to acquire one (1) Share.
- (b) Options will vest in accordance with the following matrix:

Achievement of 2018 Budgeted NPAT	Options Vesting %	Options to Issue
<75% budgeted NPAT	NIL	NIL
>75% budgeted NPAT	50%	1,500,000
Achievement of NPAT or >100% achievement of NPAT	100%	3,000,000

- (b) The Class C Options are exercisable at any time up until 5.00pm on 24 November 2021 (**Class C Option Exercise Period**) by completing an exercise form and delivering it together with the payment for the number of Shares in respect of which the Class C Options are exercised to the registered office of the Company or to the share registry of the Company.
- (d) The Class C Option exercise price is A\$0.0303 per Class C Option.
- (f) On and from the relevant Options vesting date, the Options will (subject to the Corporations Act) be freely transferable in whole or in part at any time prior to expiry.
- (f) Shares issued on the exercise of an Option will be issued not more than fourteen (14) days after receipt of a properly executed exercise notice and application moneys. Shares allotted pursuant to the exercise of an Option will rank equally with the then issued fully paid ordinary shares of the Company in all respects. Official quotation of those Shares on the ASX will be sought.
- (g) Option holders shall only be permitted to participate in a new issue of securities on the prior exercise of Options in which case Option holders shall be afforded the minimum notice period required by the Listing Rules prior to the record date (to determine entitlements to the issue) to exercise their Options.
- (h) In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of Option holders will be changed to the extent necessary to comply with the ASX Listing

Rules applying to the reconstruction of capital at the time of the reconstruction.

- (i) If there is a bonus issue to Shareholders, the number of Shares over which an Option is exercisable may be increased by the number of Shares which the holder of an Option would have received if the Option had been exercised before the record date for the bonus issue.
- (j) In the event that a pro rata issue (except a bonus issue) is made to the holders of the underlying securities in the Company, the exercise price of the Option may be reduced in accordance with the ASX Listing Rules.
- (k) Reminder notices will be forwarded to Option holders prior to the expiry of an Options. Options not exercised before the expiry of the Option exercise period will lapse.
- (l) The Options will be recorded on the Company's register of Option holders maintained at the share registry. The register will be open for inspection by the Annexure C Option holders free of charge. Shares to be allotted on exercise of Options will be recorded on the Company's share register.
- (m) The Directors will not seek quotation of the Class C options on the ASX.
- (n) The Option holder, if appearing on the Company's register of Option holders at the relevant date, will be entitled to receive and will be sent all reports and accounts required to be laid before Shareholders in general meeting and all notices of general meetings and will have the right to attend but shall have no right to vote at such meetings.

Bioxyne Limited

ABN 97 084 464 193

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

BXN

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 12 noon (Sydney Time) on Tuesday, 22 November 2016

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, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

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

XX

I/We being a member/s of Bioxyne 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 Bioxyne Limited to be held at the Board Room of RSM Australia at Level 13, 60 Castlereagh Street, NSW on Thursday, 24 November 2016 at 12 noon (Sydney 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 Item 1,4,5,6,7 (except where I/we have indicated a different voting intention below) even though Item 1,4,5,6,7 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 Item 1,4,5,6,7 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
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director - Mr George Cameron-Dow	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Director - Dr Peter French	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval to issue options - Dr Peter French	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval to issue options - Mr Anthony Ho	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval to issue options - Mr Patrick Ford	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approval to issue options - Mr George Cameron-Dow	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Business	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Approval of 10% Placement Capacity	<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

B X N

2 0 4 3 3 9 A

Computershare +

Bioxyne Limited

ABN 97 084 464 193

All general correspondence to:
Computershare Investor Services Pty Limited
GPO Box 2975 Melbourne
Victoria 3001 Australia
Enquiries (within Australia) 1300 855 080
(outside Australia) 61 3 9415 4000
Facsimile 61 3 9473 2500
www.investorcentre.com/contact
www.computershare.com

BXNRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Bioxyne Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

Bioxyne Limited

