

# ACN 084 464 193

# NOTICE OF GENERAL MEETING TO BE HELD AT 11 AM (SYDNEY TIME) ON 3 AUGUST 2017 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 11 AM (SYDNEY TIME) ON 1 AUGUST 2017



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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**

11 am (Sydney Time) on 1 Date and time for lodgement of proxies: August 2017

11 am (Sydney Time) on 3 Date and time of Meeting:

August 2017

Page 1 Bioxyne Notice of GM

# NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a 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, Sydney, New South Wales, Australia on 3 August 2017 at 11am (Sydney Time).

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

#### **ORDINARY BUSINESS**

#### 1 RESOLUTION 1 - RATIFICATION OF ISSUE OF 2,257,390 SHARES

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

"That, for the purposes of ASX Listing Rule 7.4 and all other purposes, Shareholders ratify the allotment and issue of 2,257,390 Shares on the terms and conditions set out in the Explanatory Memorandum."

# 2 RESOLUTION 2 - RATIFICATION OF ISSUE OF PLACEMENT SHARES

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

"That, for the purposes of ASX Listing Rule 7.4 and all other purposes, Shareholders ratify the allotment and issue of 28,106,524 Shares on the terms and conditions set out in the Explanatory Memorandum."

#### 3 RESOLUTION 3 - APPROVAL OF PERFORMANCE RIGHTS PLAN

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

"That for the purposes of ASX Listing Rule 7.2 Exception 9(b) and for all other purposes, shareholders approve the Performance Rights Plan, and the grant of performance rights and issue of Shares on vesting of performance rights under the Performance Rights Plan, on the terms and conditions set out in the Explanatory Memorandum".

# 4 RESOLUTION 4 - APPROVAL TO ISSUE PERFORMANCE RIGHTS TO MR N H CHUA

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

"That for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the grant to Mr N H Chua of up to 40,000,000 performance rights and issue of Shares to him on vesting of those performance rights under the Performance Rights Plan, on the terms and conditions set out in the Explanatory Memorandum".

#### 5 RESOLUTION 5 - 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 1,000,000 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 6 - APPROVAL TO ISSUE OPTIONS - MR MAXWELL PARKIN

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 Maxwell Parkin (or his nominee) who is a Director of the Company on the terms and conditions set out in the Explanatory Memorandum."

#### 7 RESOLUTION 7 - RATIFICATION OF ISSUE OF OPTIONS TO UNDERWRITER

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

"That, for the purposes of ASX Listing Rule 7.4 and all other purposes, Shareholders ratify the allotment and issue of 4,000,000 Options to Veritas Securities Limited on the terms and conditions set out in the Explanatory Memorandum."

# 8 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. Ratification of 2,257,390 shares	Mr K S Chia;					
	Any of his associates					
2. Ratification of issue of	<ul> <li>Any shareholder who participated in the issue;</li> </ul>					
28,106,524 shares	Any of their associates					
3. Approval of performance rights plan	<ul> <li>The Directors of the Company and an associate of a Director;</li> </ul>					
	<ul> <li>As a proxy by a member of the key management personnel of the Company (KMP) or a Closely Related Party<sup>1</sup> (such as close family members and any controlled companies) of a member of the KMP.</li> </ul>					
4. Approval of issue of performance rights to Mr N H Chua	<ul> <li>The Directors of the Company and an associate of a Director;</li> <li>As a proxy by a member of the key management personnel of the Company (KMP) or a Closely Related Party<sup>1</sup> (such as close family members and any controlled companies) of a member of the KMP.</li> </ul>					
5. Approval of issue of options - Dr Peter French	<ul><li>Dr Peter French</li><li>Any of his associates.</li></ul>					
6. Approval of issue of options - Mr	Mr Maxwell Parkin					
Maxwell Parkin	Any of his associates.					
7. Ratification of issue of options	Veritas Securities Limited					
to Veritas Securities Limited	Any of their 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.

<sup>1</sup>A 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 7pm (Sydney Time) on 29 July 2017.

#### 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 3 August 2017 at 11am, 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 11 am (Sydney Time) on 1 August 2017.

#### **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 3,4,5 and 6.
- (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 resolutions 3,4, 5 and 6 notwithstanding that these resolutions concern Directors of the Company. 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 11am on 1 August 2017 in one of the following 3 ways:

• By mail to: Computershare Investor

Services

GPO Box 242 Melbourne

VIC 3001 Australia

By facsimile: 1800 783 447 (within Australia) or +61 3 9473 2555 (outside

Australia)

• Online: For Intermediary Online subscribers only (custodians)

www.intermediaryonline.com

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

30 June 2017

#### EXPLANATORY MEMORANDUM

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 3 August 2017 at 11am (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. Resolution 1 - Ratification of issue of 2,257,390 shares

# 1.1 Background

Under Resolution 1, the Company seeks Shareholder ratification of the issue by the Company of 2,257,390 shares to the vendors of the product development and direct sales business in New Zealand. These shares were issued within the Company's existing capacity under ASX Listing Rule 7.1.

# 1.2 Listing Rules 7.1

ASX Listing Rule 7.1 provides, in summary, that a listed company must not, subject to specified exceptions, issue equity securities in any 12 month period which, when aggregated with the equity securities issued by a company during the previous 12 months, will exceed 15% of the total number of fully paid ordinary shares on issue in the company at the beginning of the 12 month period, except with the prior approval of Shareholders.

ASX Listing Rule 7.4 provides that an issue by a company of equity securities made without approval under ASX Listing Rule 7.1A is treated as having been made with approval for the purposes of ASX Listing Rule 7.1A if the issue did not breach ASX Listing Rule 7.1A and the company's members subsequently approve it.

While the outcome of Resolution 1 will have no effect on the issue of the options in question, Shareholder approval will restore the Company's ability to issue further equity securities under ASX Listing Rule 7.1 in the next 12 months from the date of issue, to the extent of the 2,257,390 shares issued.

#### 1.3 ASX Listing Rules Disclosure Requirements

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

- (a) The maximum number of securities the entity issued

  The maximum number of securities issued was 2,257,390
- (b) The date by which the entity will issue the equity securities

  The Shares were issued on 19 April 2017.

(c) The issue price of the securities

2,257,390 shares were issued at a deemed price of \$0.019 per share

(d) The names of the allottees (if known) or the basis upon which the allottees will be identified or selected

The shares were issued to Mr K S Chia - 2,257,390.

The shares were not issued to related parties of the Company, or their Associates.

(e) The terms of the securities

The Shares issued are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

(f) The intended use of the funds raised

No funds were raised through the issue. The shares were issued as consideration for the acquisition of a direct selling business in New Zealand.

(g) The dates of allotment or a statement that allotment will occur progressively

The shares were issued on 19 April 2017.

(h) Voting Exclusion

A voting exclusion statement forms part of this Notice.

#### 1.4 Directors' Recommendation

The Board recommends that Shareholders vote in favour of Resolution 1.

#### 2.0 Ratification of Prior Issue of 28,106,524 Shares

#### 2.1 Background

Under Resolution 2, the Company seeks Shareholder ratification of the issue by the Company of 28,106,524 shares in a Placement as announced to the ASX on 21 April 2017.

Of the placement shares, 4,500,000 shares were placed with an associate of Mr Maxwell Parkin before he became a Director of the Company and 2,000,000 were placed with an associate of Mr N H Chua before he became a Director of the Company.

The placement was undertaken by Veritas Securities Limited. Mr Patrick Ford is a director and shareholder of Veritas Securities Limited.

# 2.2 Listing Rules 7.1

ASX Listing Rule 7.1 provides, in summary, that a listed company must not, subject to specified exceptions, issue equity securities in any 12 month period which, when aggregated with the equity securities issued by a company during the previous 12 months, will exceed 15% of the total number of fully paid ordinary shares on issue in the company at the beginning of the 12 month period, except with the prior approval of Shareholders.

ASX Listing Rule 7.4 provides that an issue by a company of equity securities made without approval under ASX Listing Rule 7.1 is treated as having been made with approval for the purposes of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 and the company's members subsequently approve it.

While the outcome of Resolution 2 will have no effect on the issue of the options in question, Shareholder approval will restore the Company's ability to issue further equity securities under ASX Listing Rule 7.1 in the next 12 months from the date of issue, to the extent of the 28,106,524 shares issued.

# 2.3 ASX Listing Rules Disclosure Requirements

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

- (i) The maximum number of securities the entity issued
  - The maximum number of securities issued was 28,106,524
- (j) The date by which the entity will issue the equity securities
  - The Shares were issued on 21 April 2017.
- (k) The issue price of the securities
  - 28,106,524 shares were issued at a deemed price of \$0.019 per share
- (l) The names of the allottees (if known) or the basis upon which the allottees will be identified or selected
  - The shares were issued to clients of Veritas Securities Limited and associates of Mr Maxwell Parkin and Mr N H Chua.
  - The shares were not issued to related parties of the Company, or their Associates, other than as outlined above.
- (m) The terms of the securities
  - The Shares issued are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (n) The intended use of the funds raised

\$534,024 was raised through the issue, before costs. The funds will be used to further develop the products and sales channels of the direct sales business

(o) The dates of allotment or a statement that allotment will occur progressively

The shares were issued on 21 April 2017.

(p) Voting Exclusion

A voting exclusion statement forms part of this Notice.

#### 2.4 Directors' Recommendation

The Board recommends that Shareholders vote in favour of Resolution 2.

# Resolution 3 - Approval of performance rights plan

#### 3.1 Introduction

3.

Resolution 3 seeks Shareholder approval to adopt the executive performance rights plan (EPRP or Plan) as summarised in this Explanatory Statement, and for the grant of rights and issue of securities under the EPRP. The EPRP will allow the Board to grant performance rights to eligible employees in accordance with the terms and conditions set out in the EPRP (Performance Rights). Performance Rights will be part of an eligible employee's remuneration by the Company.

The purpose of the EPRP is to provide performance incentives for eligible employees, with the aim being to drive long term performance for all Shareholders by fostering a culture of employee share ownership and retention of key employees. No Performance Rights have previously been issued under the EPRP. The first issue of Performance Rights proposed under the EPRP is to Mr N H Chua as part of his remuneration package.

ASX Listing Rule 7.1 restricts the number of securities a listed entity can issue without shareholder approval. However, ASX Listing Rule 7.2 sets out a number of exceptions to ASX Listing Rule 7.1. ASX Listing Rule 7.2 Exception 9(b) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if within three years before the date of issue holders of ordinary securities have approved the issue of securities under the employee incentive scheme as an exception to ASX Listing Rule 7.1.

#### 3.2 EPRP summary

#### 3.2.1 Eligibility

The Board, or a delegation of the Board, being the Nominations & Remuneration Committee (**Plan Committee**) may make offers to eligible employees to be granted Performance Rights in accordance with the Plan. To be eligible to be issued Performance Rights, a person must be a full or part time employee, or consultant or contractor (approved by the Board) of

Bioxyne or any subsidiary of Bioxyne. On the issue of a Performance Right to an eligible employee, the eligible employee becomes a participant (**Participant**). Participants will be able to exercise Performance Rights to acquire Shares.

#### 3.2.2 Offer

No Performance Rights may be issued to a person under the Plan unless the person remains an Employee as at the date of issue.

The Board, or Plan Committee, will determine:

- (a) the number of Performance Rights to be offered to an eligible executive;
- (b) the exercise price in respect of a Performance Right;
- (c) the performance conditions applicable to each Performance Right; and
- (d) any exercise conditions in respect of a Performance Right.

The Board, or Plan Committee, has the discretion to reduce or waive any exercise conditions attaching to Performance Rights.

#### 3.2.3 Plan Limit

No grant of a Performance Right may be made under the Plan if the number of unissued Shares the subject of the Performance Right grant when aggregated with:

- (I) the number of Shares which would be issued were each outstanding offer with respect to Shares, and any other offer for units of Shares, Performance Rights and options to acquire unissued Shares, being an offer made or option or right acquired pursuant to the Plan or any other employee share or option or rights scheme extended only to employees or directors of the Company or an Associated Body Corporate, to be accepted or exercised; and
- (II) the number of Shares issued during the previous five years pursuant to the Plan or any other employee share or option scheme extended only to employees or directors of the Company or an Associated Body Corporate;

but disregarding any offer made, or option or right acquired or Share issued by way of or as a result of:

- (III) an offer to a person situated at the time of receipt of the offer outside Australia;
- (IV) an offer that did not need disclosure to investors because of section 708 of the Corporations Act;
- (V) an offer that did not require the giving of a Product Disclosure Statement because of section 1012D of the Corporations Act; or
- (VI) an offer made under a disclosure document or Product Disclosure Statement.

would exceed 10% of the total number of issued Shares as at the time of the grant of the Performance Right.

#### 3.2.4 Vesting of Performance Rights

A Performance Right granted under the Plan (which has not otherwise lapsed) will vest if all Performance conditions (if any) applicable to that Performance Right have been satisfied or waived by the Board, or otherwise in the discretion of the Board.

# 3.2.5 Exercise of Performance Rights

No Performance Right may be exercised unless the Participant has completed one years service.

Upon receiving notice from the Board, or Plan Committee, that a Performance Right held by the Participant has vested:

- (a) the Participant will be deemed to have immediately validly exercised all vested Performance Rights to the extent that such Performance Rights do not require payment of an Exercise Price; or
- (B) where an Exercise Price is payable, the Participant will be entitled to exercise the Performance Right so vested provided that the following conditions are satisfied:
  - (i) the Performance Right has not lapsed;
  - (ii) the Performance Right is exercised during the Exercise Period for that Performance Right; and
  - (iii) the relevant performance conditions (if any) for the Performance Right have been satisfied.
  - (iv) The Participant exercises a specified number of Performance Rights.

#### 3.2.6 Lapse of Performance Rights

The Performance Right lapses on the earlier of:

- (a) the exercise of the Performance Right
- (b) the end of the Performance Period in the event the Performance conditions have not been met;
- (c) a determination of the Board, or Plan Committee, of misconduct by the Participant (including fraudulent or dishonest behaviour, or behaviour which is in breach of the Participant's obligations to the Company);
- (d) when the Participant dies;
- (e) on the termination of Participant's employment with the Company (in this case, the Performance Right will lapse at the end of the Exercise Period) or where the Participant purports to trade a Performance Right in breach of the terms of the EPRP.

#### 3.2.7 Transfer of Performance Rights

A Performance Right granted under the Plan must not be traded unless;

- (i) the prior written consent of the Board is obtained;
- (ii) by force of law upon death to the Participant's legal personal representative or upon bankruptcy to the Participant's trustee in bankruptcy.

A Performance Right may, with the written approval of the Board, be exercised by the legal personal representative of the Participant in the event of the Participant's death.

#### 3.2.8 Restrictions on the disposal of Shares

Performance Shares must not be disposed of or dealt with in any way by that Participant until the earlier of:

- (i) the date six months after the date on which a Participant ceases to be employed by a Group Company;
- (ii) the date on which a change of control event occurs;
- (iii) the day immediately following the date on which the EPRP is suspended or terminated;
- (iv) a date otherwise determined by the Board, in its sole discretion, in respect of that Participant;
- (v) the date on which any withdrawal request is approved by the Board; and
- (vi) the fifteenth anniversary of the date of grant of the Performance Right pursuant to which the Participant acquired the relevant Share.

#### 3.2.9 Amendment of Rules

Subject to the ASX Listing Rules, the Board may amend the Rules of the Performance Plan.

#### 3.3.0 Inspection of the Plan

Please contact the Company Secretary if you would like to inspect a full copy of the Plan.

#### 3.3.1 Directors' Recommendation

The Directors may participate in the EPRP (subject to Shareholder approval).

Accordingly, the Directors make no recommendation to Shareholders in respect of voting on Resolution 3.

# 4. Resolution 4 - Approval to issue performance rights to Mr N H Chua

#### 4.1 Background

This resolution is conditional on shareholders approving the Bioxyne EPRP and issue of securities under the Plan under resolution 3 outlined above.

ASX Listing Rule 10.14 provides that the acquisition of securities under an employee incentive scheme by a director requires shareholder approval. Shareholder approval is therefore sought for the issue of up to a maximum of 40,000,000 Rights (*Rights*) under the Plan to Mr N H Chua, the Managing Director of the Company, and to the issue of shares on the exercise of such of those Rights which vest upon satisfaction of the applicable vesting conditions.

Mr N H Chua is the Managing Director responsible for the development of the Company.

In deciding on the quantum of Rights to be issued to Mr N H Chua, the Board considered that the number of shares equivalent to 100% of his base salary over a period of 3 years, based on a share price of 2 cents (being the 30 day VWAP at the date of Board approval of the offer of Rights) would be appropriate. Given the Company's circumstances and having regard to the performance hurdles on vesting of the Rights, the Board considers that the allocation of Rights is reasonable and appropriate.

#### 4.2 Other Information for the purposes of Listing Rule 10.15

The Rights and Shares are to be issue to Mr N H Chua, the Managing Director of the Company.

The maximum number of Rights and Shares which may be issued to Mr N H Chua is 40,000,000.

No consideration is payable for the Rights, or upon issue of shares upon satisfaction of the vesting conditions associated with the Rights. Subject to the satisfaction of the vesting conditions described below and any adjustments made in accordance with the Rights Plan, Mr N H Chua will receive one share in the Company for each Right granted.

To be eligible to participate in the Rights Plan, a person must be a full or part time employee, contractor or consultant (approved by the Board) of the Company or any subsidiary of the Company or a director.

A voting exclusion statement is included in the Notice of Meeting to which this Explanatory Statement relates.

No loan will be made to the Director in connection with the acquisition of the Rights.

If the resolution is passed, the Rights will be issued to Mr N H Chua as soon as practicable following shareholder approval, and in any event, not more than one month following the date of the Meeting.

#### 4.3 Additional Information

The Rights are subject to the following Vesting Conditions which must be satisfied to the satisfaction of the Board (in its discretion), or waived by the Board:

- (a) Mr Chua remaining employed by the Company or one of its subsidiaries for the duration of the Performance Period; and
- (b) Mr Chua meeting the following performance hurdles during the Performance Period, in respect of the percentage of Rights allocated to each hurdle:
  - (1) For the year ended 30 June 2018 8 million shares on the basis of:
    - i) Share price hurdle, if the Volume Weighted Average Price is 2.5 cents for 10 consecutive days in the year to 30 June 2018, the provision of (a)(ii) shall apply.
    - ii) If Export Sales exceed A\$1.5m then 6 million shares plus 4 shares for every A\$ of export revenue up to \$2million.

- iii) The maximum performance shares issued shall be 8 million shares
- (2) For the year ended 30 June 2019 12 million shares on the basis of:
  - i) Share price hurdle, if the Volume Weighted Average Price is 4.5 cents for 10 consecutive days in the twenty four months preceding 30 June 2019, the provision of (b)(ii) shall apply.
  - (ii) If Export Sales exceed A\$3m then 9 million shares plus 3 shares for every A\$1 of sales up to A\$4million.
  - (iii) The maximum performance shares issued shall be 12 million shares
  - iv) Where cumulative Export Sales for the two years ended 30 June 2019 is more than \$6 million; any vesting shortfall of Performance Rights pursuant to clause 6.2 (a) (ii) and 6.2 (b) (ii) shall vest.
  - v) For the avoidance of doubt the maximum vesting of shortfall per 6.2 (b) (iii) and 6.2 (a) (ii) and 6.2 (b) (ii) shall be 20,000,000 Performance Rights.
- (3) For the year ended 30 June 2020 20 million shares on the basis of:
  - (i) Share price hurdle, if the Volume Weighted Average Price is 6.5 cents for 10 consecutive days in the thirty six months ended 30 June 2020, the provision of (c)(ii) shall apply,.
  - ii) If export sales exceed A\$6m then 15 million shares plus 2.5 shares for every A\$1 of sales up to A\$8million.
  - iii) The maximum performance shares issued shall be 20 million

The Performance Period commences on 1 July 2017 and ends on 30 June 2020.

The Rights expire at 5.00pm (Sydney time) on 30 November 2020. Rights will expire before this date if Vesting Conditions are not satisfied or waived.

Performance will be assessed by the Board or a subcommittee of the board formed for this purpose.

Disposal of Shares allocated following the vesting of Performance Rights will be subject to prior approval of the Company's Board (excluding the Executive Director) and will be subject to observance of the Company's Share Trading Policy in dealing with Shares.

No shares will be issued to satisfy the exercise of Rights if this were to result in the Company exceeding the 10% cap as provided for in the Plan Rules.

Details of any securities issued under the Rights Plan and whether approval for the issue of securities was obtained under Listing Rule 10.14, will be published in each annual report of the Company relating to a period in which securities have been issued.

A summary of the Plan Rules may be requested by contacting the Company Secretary.

#### 4.4 Recommendation of Directors

The Directors may participate in the EPRP (subject to Shareholder approval).

Accordingly, the Directors make no recommendation to Shareholders in respect of voting on Resolution 4.

#### 5. Resolution 5 - Approval to issue share options to Dr Peter French

#### 5.1 Background

Resolution 5 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 Annexure A to this Explanatory Memorandum.

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 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 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 French who is a Director of the Company, or his nominees.

(a) The maximum number of securities to be issued

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

Dr French is to be issued:

1,000,000 Class A Options

(b) 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.

(c) 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.

(d) The intended use of funds

No funds will be raised by the grant of the Options. If all of the Options are exercised, \$23,400 of additional funding will be raised for the Company which will be used for working capital purposes.

(e) The terms of the securities

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

(f) 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 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.

#### 6. Resolution 6 - Approval to issue share options to Mr Maxwell Parkin

#### 6.1 Background

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

Full terms of the Options are set out in Annexure A to this Explanatory Memorandum.

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 Parkin) 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 Maxwell Parkin 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:

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

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

(c) The maximum number of securities to be issued

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

Mr Maxwell Parkin is to be issued:

1,000,000 Class A Options

(d) 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.

(e) The issue price of the securities

The Options will be issued to Mr Parkin 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.

(f) The intended use of funds

No funds will be raised by the grant of the Options. If all of the Options are exercised, \$23,400 of additional funding will be raised for the Company which will be used for working capital purposes.

(g) The terms of the securities

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

(h) Voting exclusion statement

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

#### 6.4 Directors' Recommendation

The Board, excluding Mr Maxwell Parkin, 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.

# 7. Resolution 7 - Ratification of Issue of Options to Underwriters

# 7.1 Background

The Company issued 4,000,000 unlisted Options to acquire 4,000,000 Shares with an exercise price of 1 cent each and an expiry date of 15 December 2017 to Underwriters, Veritas Securities Limited, for services rendered in connection with the recent rights issue.

The Company now seeks Shareholder approval to ratify the issue of 4,000,000 Options so as to refresh the Company's 15% discretionary capacity under ASX Listing Rule 7.1.

#### 7.2 ASX Listing Rule Requirements

ASX Listing Rule 7.1 provides, in summary, that a listed company may not issue equity securities in any 12 month period which, when aggregated with the equity securities issued by a company during the previous 12 months, will exceed 15% of the total number of fully paid ordinary shares on issue in the company at the beginning of the 12 month period, except with the prior approval of Shareholders.

ASX Listing Rule 7.4 provides that an issue by a company of equity securities made without approval under ASX Listing Rule 7.1 is treated as having been made with approval for the purposes of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 and the company's members subsequently approve it.

While the outcome of Resolution 7 will have no effect on the issue of the Options in question, Shareholder approval will restore the Company's ability to issue further equity securities under ASX Listing Rule 7.1 in the next 12 months from the date of issue, to the extent of the 4,000,000 Options.

# 7.3 ASX Listing Rule Disclosure Requirements

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

# (a) Number of securities allotted

The total number of Options issued was 4,000,000 which, if exercised, will result in the issue of 4,000,000 Shares.

(b) Issue price of securities

The Options were issued for no consideration for services rendered.

#### (c) Terms of the securities

The Options are unlisted and expire on 15 December 2017. Shares that are issued upon the exercise of the Options will rank equally with all other Shares on issue and in all other respects the rights and entitlements of the holders of the Shares will be identical to the rights and entitlements of the holders of then currently issued Shares. The detailed terms of the Options are set out in Annexure B.

(d) Names of the allottees or basis on which allottees were determined

The 4,000,000 Options were issued to Veritas Securities Limited. Veritas Securities Limited is not a related party of the Company.

(e) The use or intended use of the funds raised

No funds were raised through the issue of the options. Up to \$40,000 will be raised by the issue of Shares pursuant to the exercise of the Options.

The funds raised from the exercise of the Options will be used to develop the direct sales business.

#### 7.4 Directors' recommendation

The Directors recommend that Shareholders vote in favour of Resolution 7 as it will allow the Company greater flexibility to issue further securities which could assist the Company to raise capital and to preserve cash resources.

#### **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 general meeting convened by the Notice;
- "Notice" means this notice of 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.

#### **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.
- (d) The Class A Option exercise price is A\$0.0234 per Class A 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.
- (I) 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.
- (m) The Directors will not seek quotation of the Annexure A 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.

#### 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) The Class B Options are exercisable at any time up until 5.00pm on 15 December 2017 (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 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\$0.01 per Class b 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 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 Annexure 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.

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# **Bioxyne Limited**

ABN 97 084 464 193



BXN

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

# 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

**Proxy Form** XX

★☆ For your vote to be effective it must be received by 11:00am (Sydney time) on Tuesday, 1 August 2017

\*\*August 2017

#### 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

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: 19999999999



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

ı	Change of address. If incorrect,
L	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



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LND

Proxy Form
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Please mark **X** to indicate your directions

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Resolution 4	Approval to	Issue	Performand	ce Righ	nts to Mr N H	Chua						
Resolution 5	Approval to	Issue	Options – [	Or Pete	r French							
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**Director/Company Secretary** 



Contact

Name

**Sole Director and Sole Company Secretary** 

Contact

Daytime

Telephone

Director