

**PROBIOMICS LIMITED**  
**ACN 084 464 193**

**NOTICE OF ANNUAL GENERAL MEETING  
AND  
EXPLANATORY STATEMENT**

For an Annual General Meeting to be held on  
23 June 2008 1.00 pm (AEDST) at  
Level 17 Board Room, BNP Paribas Centre  
60 Castlereagh Street, Sydney NSW 2000

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**This is an important document. Please read it carefully.**

**If you are unable to attend the Annual General Meeting, please complete the form of proxy enclosed and return it in accordance with the instructions set out on that form.**

## **KEY INFORMATION**

**The following information is derived from and should be read in conjunction with the full text of this notice of meeting:**

- Probiomics Limited ACN 084 464 193 (“the Company”) has entered into a conditional share sale agreement to acquire 100% of Minomic International Limited (“Minomic”) ACN 124 455 081 for price of \$12,000,000 to be satisfied by the issue of 342,857,143 Shares at 3.5 cents each issued as fully paid.
- The Company engaged Innovation Dynamics to provide an Independent Expert’s Report on whether in the opinion of Innovation Dynamics the proposed sale is fair and reasonable from the point of view of the non-associated shareholders of the Company. Innovation Dynamics has concluded that it is fair and reasonable.
- Minomic is an unlisted biotechnology company whose mission is to:
  - a) commercialise a urine based diagnostic assay, for prostate cancer;
  - b) commercialise a urine based diagnostic assay for type 2 diabetes; and
  - c) develop diagnostic imaging technology for prostate cancer using nanoparticles and monoclonal antibodies.

## **KEY RISKS**

- The commercial viability of Minomic is yet to be established and the risks specified on pages 34 to 39 of the Explanatory Statement forming part of this notice should be read in full. The following are considered the Key Risks for the successful implementation and commercialisation of the prostate cancer test the type 2 diabetes test and development of the diagnostic imaging and therapeutic applications.
  - 1) Minomic’s inability to develop a prostate cancer diagnostic assay that is significantly more sensitive and specific than the existing PSA; and
  - 2) Minomic’s inability to develop a type 2 diabetes diagnostic assay that is significantly more sensitive and specific than the existing oral glucose test.

## **LETTER TO SHAREHOLDERS**

31<sup>ST</sup> March 2008

Dear Shareholder

On 13<sup>th</sup> March 2008 the Directors of the Company announced that it had entered into a conditional share sale agreement with the shareholders of Minomic to acquire the whole of its issued capital to be satisfied by the issue of 342,857,143 fully paid ordinary Shares in the Company on various terms and conditions set out in the Notice.

### **Minomic Core Business**

Minomic's core business is to commercialise two urine based diagnostic assays, one for prostate cancer and the other for type 2 diabetes.

In addition, Minomic is engaged in developing diagnostic imaging technology and therapeutic applications for prostate cancer in collaboration with the University of New South Wales.

### **Minomic Products**

To date Minomic has no products available in the market, being at the stage of pre-commercialisation.

### **Minomic's Business Plan**

Minomic plans to commercialise the prostate cancer diagnostic assay and the type 2 diabetes diagnostic assay. It is committed to ongoing research and development to broaden its product and intellectual product portfolio.

Post completion of the share sale agreement, Minomic intends to move from its current pre-commercial activities to commercialising the diagnostic assays for prostate cancer and type 2 diabetes.

Included in Minomic's ongoing research and development are projects for diagnostic imaging of prostate cancer employing the existing intellectual property combined with nanotechnology.

### **Global Market**

Upon achieving successful implementation in Australia of the diagnostic assays for prostate cancer and type 2 diabetes Minomic expects to expand the availability of the test into other countries and gain a part of world market for urine based non invasive diagnostic assays.

### **Independent Expert's Report**

The Company engaged Innovation Dynamics to provide an Independent Expert's Report stating whether in its opinion the proposed acquisition of Minomic is fair and

reasonable to the non – associated shareholders of the Company. A full copy of that report is included with this Notice.

In the opinion of Innovation Dynamics the proposed acquisition of Minomic by the Company is on terms and conditions that are fair and reasonable to the non-associated shareholders of the Company. This summary should be read in conjunction with Innovation Dynamics' full Independent Expert's Report.

### **New Director**

Dr Bradley Walsh, a director of Minomic is proposed for appointment to the Board of Directors of the Company. If shareholders approve the proposed acquisition, Mr Bryan Gardiner will resign from the Board and Mr Patrick Ford will be appointed Chairman.

### **Other Matters**

The agreement to purchase Minomic is subject to a number of conditions precedent. It also contemplates, amongst other things, an issue of new shares in the Company.

The acquisition of Minomic and the consequent change in the Company's activities involves a number of risks to shareholders. Set out in this Notice is a list of risks associated with the transaction.

The resolutions set out in this Notice are important and affect the future of the Company. Shareholders are therefore urged to give careful consideration to the Notice and the contents of the Explanatory Statement.

Yours faithfully  
PROBIOMICS LIMITED



BRYAN GARDINER  
Chairman

## **TIME AND PLACE OF MEETING AND HOW TO VOTE**

### **Venue**

The Annual General Meeting of the shareholders of Probiomix will be held at:

Level 17 Board Room,  
BNP Paribas Centre  
60 Castlereagh Street  
Sydney, NSW 2000

Commencing  
1.00pm (AEDST)  
on 23<sup>rd</sup> June 2008

### **Determination of voting entitlement**

For the purposes of the meeting, shares will be taken to be held by the persons who are registered holders at 7.00 pm on 21<sup>st</sup> June 2008. Accordingly, transactions registered after that time will be disregarded in determining the entitlements to attend and vote at the meeting.

### **How to Vote**

You may vote by attending the meeting in person, by proxy or authorised representative.

### **Voting in Person**

To vote in person, attend the meeting on the date and time and at the place set out above.

### **Voting by Proxy**

To vote by proxy, please complete and sign the proxy form enclosed with this Notice of Annual General Meeting as soon as possible and either:

- In person

Probiomix Limited  
Suite G09  
Australian Technology Park,  
1 Central Avenue  
EVELEIGH NSW 1430

- By mail

Share Registry - Computershare Investor Services Pty Ltd  
GPO Box 242, MELBOURNE VIC 3001

- By fax

61 3 9473 2118

so that it is received not later than 11.00am AEDST 21 June 2008.

**Your proxy form is enclosed.**

**PROBIOMICS LIMITED**  
**A.B.N 97 084 464 193**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is given that the Annual General Meeting of shareholders of Probiomics Limited ("the Company") will be held at Level 17 Board Room, BNP Paribas Centre, 60 Castlereagh Street, Sydney NSW 2000 at 1.00pm AEDST on 23 June 2008.

**AGENDA**

An Explanatory Statement accompanies and forms part of this Notice.

**Chairman's Address**

**Financial Reports**

To receive and consider the financial report of the Company and the reports of the Directors and Auditors for the financial year ended 30<sup>th</sup> June 2007.

**Resolution 1 – Acquisition of Minomic International Limited**

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

**"THAT**, conditional upon the passing of all of the other resolutions proposed at the meeting at which this resolution is approved, for the purposes of Listing Rule 10.11, Sections 208 and 611 (Item 7) of the Corporations Act and for all other purposes, the allotment and issue of 342,857,143 ordinary shares in the capital of the Company issued as fully paid to the shareholders of Minomic International Limited as consideration for the acquisition of all the issued capital of Minomic International Limited is authorised and approved."

**Short Explanation:** Approval is sought under Listing Rule 10.11 and Sections 208 and 611 (Item 7) of the Corporations Act to allow the Company to issue the ordinary shares. Please refer to the Explanatory Statement for Details. If approval is given under Listing Rule 10.11, under Listing Rule 7.2 approval is not required under Listing Rule 7.1.

**Voting Exclusion:** The Company will disregard any votes cast on this resolution by a person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a security holder if the resolution is passed, and any associates of such persons. However, the Company need not disregard the 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 a proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

## **Resolution 2 – Approval of Change of Activities**

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

**“THAT**, conditional upon the passing of all of the other resolutions proposed at the meeting at which this resolution is approved, for the purpose of Listing Rule 11.1.2 and for all other purposes, the Shareholders hereby authorise and approve the Company to change the nature and scale of its activities following completion of the acquisition of Minomic International Limited, by offering health care services of diagnostic tests, initially for prostate cancer, and type 2 diabetes, utilising the Company’s funds and the funds available in Minomic International Limited.”

**Short Explanation:** Approval is sought under Listing Rule 11.1.2 to allow the Company to change the nature and scale of its activities.

**Voting Exclusion:** The Company will disregard any votes cast on this resolution by a person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed and any associates of those persons. 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 a proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

## **Resolution 3 – Election of Dr Bradley Walsh**

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

“That conditional upon the passing of all of the other resolutions proposed at the meeting at which this resolution is approved, Dr Bradley Walsh being eligible and having consented to act, be elected as a director of the Company, effective upon completion of the acquisition of Minomic International Limited.”

## **Resolution 4 – Allotment and Issue of Shares for Working Capital**

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

**“THAT**, for the purposes of Listing Rule 10.11 and 7.1, and Section 208 of the Corporations Act and for all other purposes, approval is given for the Company to allot and issue a maximum of 100,000,000 fully paid ordinary shares in the capital of the Company at an issue price of 2.0 cents per Share to parties nominated by the Directors on the terms and conditions set out in the Explanatory Statement.”

**Short Explanation:** Approval is sought under Listing Rules 10.11 and 7.1 and Section 208 of the Corporations Act to allow the Company to issue these securities. Please refer to the Explanatory Statement for details.



**Voting Exclusion:** The Company will disregard any votes cast on this resolution by a person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a security holder if the resolution is passed, and any associates of those persons. However, the Company need not disregard the 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 a proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides. Any Shareholder voting on resolution will be precluded from subscribing for shares under the Private Placement.

#### **Resolution 5 – Change of Name of the Company to Minomic International Limited**

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

**“THAT** conditional upon the passing of all of the other resolutions proposed at the meeting at which this resolution is approved, upon completion of the acquisition of Minomic the name of the Company be changed to Minomic International Limited.”

#### **Resolution 6 – Change of Auditors**

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

**“THAT**, effective upon approval of the acquisition of Minomic and the approval of the Australian Securities and Investment Commission, Ernst & Young will resign as auditors of the Company and RSM Bird Cameron will be appointed auditors of the Company.

#### **Resolution 7 – Remuneration Report**

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

**“THAT** the Remuneration Report (which forms part of the Directors' Report) for the financial year ended 30 June 2007 be adopted”.

*Note: the vote on this resolution is advisory only and does not bind the Directors or the Company.*

#### **Resolution 8 – Election of Directors**

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

**"THAT** Patrick Ford, being a director of the Company who retires in accordance with Rule 8.1(e)(2) of the Company's Constitution, and is eligible, be and is hereby re-elected as a Director of the Company".

**Dated this 31<sup>st</sup> March 2008**

**By Order of the Board**

A handwritten signature in black ink, appearing to read 'Bryan Gardiner', with a small horizontal line at the end.

**BRYAN GARDINER**  
**Chairman of Directors**

**NOTES:**

1. A shareholder of the Company who is entitled to attend and cast two or more votes at a Annual General Meeting of shareholders is entitled to appoint two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a shareholder of the Company.
2. Where a voting exclusion applies, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form to vote as the proxy decides or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

## EXPLANATORY STATEMENT

This Explanatory Statement and all attachments are important documents. They should be read carefully.

### 1 GENERAL INFORMATION

This Explanatory Statement has been prepared for the shareholders of the Company in connection with the Annual General Meeting of the Company to be held on 23 June 2008.

#### 1.1 Overview

##### 1.1.1 Background

On 13<sup>th</sup> March 2008 the Directors of the Company announced that it had entered into a conditional share sale agreement (“the Share Sale Agreement”) with the shareholders of Minomic International Limited ACN 124 455 081 (“the Vendors”) to acquire the whole of the issued capital of Minomic International Limited to be satisfied by the issue of 342,857,143 ordinary shares in the Company issued as fully paid, on various terms and conditions, including those set out below.

The issue of ordinary shares equates to a purchase price of \$12,000,000 based on a deemed issue price of 3.5 cents per Share. The issue of ordinary shares also equates to a purchase price \$411,429 based on the net tangible assets of the Company on 30 June 2007, being 0.12 cents per share.

A detailed description of Minomic International Limited ACN 124 455 081 (“Minomic”) is contained elsewhere within this Notice and also within the Independent Expert’s Report prepared by Innovation Dynamics Pty Limited.

**The proposed acquisition of Minomic and the business of Minomic contain risks. Shareholders should carefully consider the section entitled “Risks” contained within this Explanatory Statement.**

**The equity interest of existing Probiomics shareholders in the Company will be significantly diluted should Resolution 1 and all other Resolutions proposed at the Meeting be passed. This is because 342,857,143 new shares in the Company will be issued to the Vendors of Minomic as a result the equity interest of existing Probiomics Shareholders may be reduced to 34% of the total shares on issue. If the maximum number of shares are issued under the Share Purchase Plan and the Private Placement pursuant to Resolution 6, in aggregate 503,189,974 new shares will be issued. As a result, the equity interest of existing Probiomics Shareholders may be reduced to 26% of the fully diluted shares on issue, and to 25.5% if all options are issued and exercised and existing Probiomics shareholders do not subscribe to any new Shares offered in the Share Purchase Plan or Private Placement.**

### 1.1.2 Conditions Precedent to Share Sale Agreement

Completion of the Share Sale Agreement is subject to the satisfaction of conditions precedent, including the following:

- Completion of due diligence on Minomic to the satisfaction of the Company.
- Completion of due diligence on the Company to the satisfaction of the vendors of the shares in Minomic.
- The Company and the vendors of the shares in Minomic performing all necessary action for compliance by the Company and Minomic with Chapter 2E of the Corporations Act.
- Shareholder approval for:
  - (a) The acquisition of the shares in Minomic by the Company and the issue of 342,857,143 ordinary shares in the Company to the Vendors as consideration.

A purpose of the meeting is to seek this approval.

- (b) The Company changing its name to Minomic International Limited.

A purpose of the meeting is to change the name of the Company which change will become effective after the resolution is passed, notice of the change of name is lodged with ASIC, and becomes effective when ASIC alters the details of the Company's registration.

- (c) The resignation of Ernst & Young and the appointment of RSM Bird Cameron as auditors of the Company.

A purpose of the meeting is to seek approval to the change of auditors as referred to in the resolution. The change will become effective upon completion of the acquisition of Minomic.

- (d) A change in the nature and scale of activities of the Company the following completion of the acquisition of Minomic.

A purpose of the meeting is to seek this approval.

- (e) The appointment of Dr Bradley Walsh as a director of PCC with effect from completion of the acquisition of Minomic.

A purpose of the meeting is to seek this approval.

- (f) The acquisition of Minomic by the Company for the purposes of item 7 of section 611 of the Corporations Act.

### 1.1.3 Proposed Share Issue

The Company also seeks to obtain shareholder approval for an issue of a maximum of 100,000,000 fully paid ordinary shares in the Company at an issue price of 2.0 cents per Share. The issue will be made, via a private placement by the Company to raise up to \$2,000,000 working capital. The Company also announced on 13<sup>th</sup> March 2008 that it intends to raise up to \$1,058,760 from the issue of a maximum of 52,938,023 fully paid shares under a Share Purchase Plan. Funds raised from the issue will be used to meet the costs of the acquisition of Minomic and as general working capital for the Company.

### 1.1.4 Board Composition

If the acquisition is approved, a director of Minomic, Dr Brad Walsh will be appointed to the Board of Directors. Mr Bryan Gardiner will resign from the Board at the Annual General Meeting and Patrick Ford will be appointed Chairman. The background of the proposed Director named above is provided in paragraph 1.1.6 below.

### 1.1.5 Purpose of Capital Raisings

The purpose of capital raising is to:

- provide additional working capital for the Company;
- meet the costs of the Company in relation to the acquisition of Minomic; and
- provide capital to fund the Minomic diagnostic projects.

The funds available to the Company, including those funds raised by the capital raising will be broadly applied as follows:

#### **On Full Subscription of Capital Raising**

##### **Available Funds**

PCC Cash as at 31 <sup>st</sup> December 2007	\$237,556
Minomic Cash as at 31 <sup>st</sup> December 2007	\$9,809
Sales revenue	\$1,000,000
Capital raising	<u>\$3,058,760</u>
<b>TOTAL</b>	<b><u>\$4,306,125</u></b>

##### **Application of Funds**

Administration	\$600,000
Cost of acquisition of Minomic, Notice of Meeting	\$200,000
Fees payable to brokers and advisers	\$150,000
Project funding for Minomic	\$1,200,000
Working capital for Probiomics	<u>\$2,156,125</u>

TOTAL	<u>\$4,306,125</u>
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### **On Minimum Subscription of Capital Raising**

#### **Available Funds**

PCC Cash as at 31 <sup>st</sup> December 2007	\$237,556
Minomic Cash as at 31 <sup>st</sup> December 2007	\$9,809
Sales revenue	\$1,000,000
Capital raising	<u>\$2,000,000</u>
 TOTAL	 <u>\$3,247,365</u>

#### **Application of Funds**

Administration	\$600,000
Cost of acquisition of Minomic, Notice of Meeting, etc	\$200,000
Fees payable to brokers	\$100,000
Project funding for Minomic	\$1,200,000
Working capital – Probiomics	<u>\$1,147,365</u>
 TOTAL	 <u>\$3,247,365</u>

**Note:** If more than the minimum subscription is raised, the subscription receipts above the minimum will be additional working capital available to the Company. The additional funds available will be applied towards objectives shown above that cannot be achieved if only the minimum subscription is raised as determined as the discretion of the Directors.

#### **1.1.6 Details of Proposed Director**

##### **Dr Bradley Walsh**

Dr Walsh has 20 years in the business and has been associated with proteome technology since its inception. He structured the first high throughput proteome facility including staffing, design and fit-out of the laboratories. He also set up the business systems used to run the facility and managed the operations and contract activities of the facility. He has worked on commercialisation of diagnostics since 1985 and proteome technology since 1996.

#### **1.1.7 Conclusion**

The acquisition of Minomic is a significant change to the business of the Company and whilst there are considerable risks associated with the proposed Minomic business, and there can be no guarantee of successful commercialisation, the Directors nevertheless believe the acquisition has the potential to result in a significant value creation for the Company's shareholders for reasons encompassed in the Independent Expert's Report of Innovation Dynamics Pty Limited which accompanies the Notice of Meeting. The Directors consider the various contingencies, which shareholders should consider are well covered in that report.

The resolutions set out in the Notice are important and affect the future of the Company. Shareholders are therefore urged to give careful consideration to this Notice and the contents of this Explanatory Statement.

The acquisition by the Company of the whole of the issued capital of Minomic will not occur unless all the resolutions in this Notice are passed. If the resolutions are not passed the Directors will continue to seek acceptable alternative avenues for the Company's future; although no such alternative avenues have been presented or are currently being considered.

## 2 THE RESOLUTIONS

### 2.1 Resolution 1 – Acquisition of Minomic

On 13<sup>th</sup> March 2008 the Company entered into a conditional Share Sale Agreement with the shareholders of Minomic to acquire the whole of its issued capital for a purchase price of \$12,000,000 to be satisfied by the issue of new ordinary shares in the Company issued as fully paid. Shares in the Company are offered to the vendors of Minomic under the exemptions of section 708 of the Corporations Law.

Further details of Minomic and its business are provided in the Independent Expert's Report, contained within this Notice.

Dr Bradley Walsh is a vendor of shares in Minomic and is also a proposed director of the Company. Dr Walsh also has a relevant interest in the vendor Minomic. Patrick Ford is a Director of the Company and a vendor of Minomic.

The proposed issue of Shares to the vendors of Minomic, Taylor Collison Limited and Yourcfo Holdings Pty Limited, and the proposed issue of Shares in the Company pursuant to the Private Placement, referred to in the Notice of Meeting accompanying this Explanatory Statement will (if the Options are all exercised) have the effect of increasing the issued capital of the Company as follows:

Share Capital	Shares
Shares Currently on Issue	176,460,077
Shares to be issued to Minomic Vendors	342,857,143
Shares to be issued to YourCFO Holdings Pty Ltd	7,394,808
Maximum Placement under Private Placement and Share Purchase Plan	152,938,023
Total Shares	672,255,243
Options	Number
Existing Options on Issue	1,350,000
Options issued to Taylor Collison Limited <sup>1</sup>	5,000,000
Options issued to YourCFO Holdings Pty Ltd <sup>2</sup>	14,789,615
<b>TOTAL Shares &amp; Options<sup>3</sup></b>	<b>700,789,666</b>

<sup>1</sup> 4 year term to expiry, exercise price \$0.04 per share

<sup>2</sup> 3 year term to expiry, exercise price \$0.0525 per share

<sup>3</sup> 12,500,000 additional shares may be issued at \$0.04 per share upon conversion of Convertible Notes in 2008

Taylor Collison Limited may receive options pursuant to an underwriting agreement with the Company relating to the Share Purchase Plan. Yourcfo Holdings Pty Limited will receive shares and options pursuant to an agreement to provide corporate advice and general counsel services to the Company. Neither are related parties to the Company for the purposes of Part 2E of the Corporations Act.

### 2.1.1 ASX Listing Rules

Resolution 1 is required to be approved in accordance with ASX Listing Rule 10.11. The reason for an approval under ASX Listing Rule 10.11 is that some of the Vendors are intended to be appointed Directors of the Company and all of the Vendors are acting in concert with each other, and are therefore related parties to the intended appointee Directors. The Company is not seeking approval under ASX Listing Rule 7.1 because the exemption under ASX Listing Rule 7.2 applies.

The proposed issue of the Shares will be to parties comprising the vendors of Minomic (or entities controlled by them).

The following information is provided to shareholders for the purposes of obtaining shareholder approval pursuant to the ASX Listing Rules for Resolution 1:

- (a) Resolution 1 – the maximum number of Shares to be issued by the Company to the vendors of Minomic is 342,857,143.
- (b) the Shares are proposed to be issued to the vendors of Minomic in the maximum amounts set out in the table below:

<b>Vendors</b>	<b>Company Shares to be issued to Vendors</b>
	<b>Number</b>
Douglas Patrick Dallas Ford	3,712,197
Manor Grove Pty Ltd ATF Clover Cottage Family Trust	5,568,296
Nutsville Pty Ltd	18,447,579
McKell Place Nominees Pty Ltd	9,280,493
Diskdew Pty Ltd ATF P Ford Superfund	12,402,117
Norpet Superannuation Pty Ltd	5,877,652
Vic-Inns Pty Ltd	5,877,652
Andrew Reid	12,373,997



Machin Nominees Pty Ltd	4,949,603
Robert Karl & Barbera Stahl	2,468,611
Richard Hughes Superannuation Fund	4,949,603
Interepublica Pty Ltd	4,702,129
John & Rosemary Manusu	3,712,197
Inverness Group Holdings Pty Ltd	7,424,395
Richard Hughes Superannuation Fund #2	4,640,247
Mr John Darcy	928,049
Miss Gemma O'Rourke	3,712,197
Nusep Limited	55,682,960
Michael Stanford	4,640,247
Virginia Ford	2,320,123
Manor Grove Pty Ltd ATF Clover Cottage Superannuation Fund	2,320,123
M & S Fordree Superannuation Fund Pty Ltd	2,474,811
Ford Tuckfield BioFund Pty Ltd	2,474,811
Inkdon Pty Ltd	11,136,592
Minomic Pty Ltd	148,487,894
Craig Family Trust Pty Ltd	563,790
Geoffrey Randall	1,054,635
Mitrust Future Fund Pty Ltd	210,667
Ashok Jairath	463,474
<b>TOTAL</b>	<b>342,857,143</b>

- (c) the Shares will be issued on completion under the Share Sale Agreement which is to occur within 10 business days of the date on which all conditions precedent under the Share Sale Agreement are satisfied (or such later date as is agreed), but in any event not later than one (1) month after the date of the meeting in the case of related parties to the intended appointee directors. It is anticipated that the issue of the Shares to the Vendors will occur on one date;
- (d) the deemed issue price of the Shares will be 3.5 cents each. There is no cash consideration payable for the issue of the Shares;
- (e) the Shares will rank equally with the existing Shares on issue; and
- (f) there will be no funds raised from the issue of the Shares as the Shares will be issued in consideration of the acquisition of the whole of the issued capital of Minomic.

### 2.1.2 Part 2E of the Corporations Act

Part 2E of the Corporations Act regulates the provision of financial benefits to related parties by a public company. Section 208 of the Corporations Act prohibits a public company giving a financial benefit to a related party unless one of a number of exceptions applies.

A “financial benefit” is defined in the Corporations Act in broad terms and includes a public company issuing securities.

For the purpose of this meeting a “related party” includes:

- (a) a Director or proposed Director;
- (b) an entity over which a Director or proposed Director has control; and
- (c) an entity which believes, or has reasonable grounds to believe, that it is likely to become a related party in the future; and
- (d) an entity that acts in concert with a related party on the understanding that the related party will receive a financial benefit if the public company gives the entity a financial benefit.

For the purposes of Part 2E of the Corporations Act Dr Bradley Walsh is a related party of the Company by virtue of the fact that he is proposed to be appointed as a Director. As all of the Vendors are acting in concert with each other in relation to this transaction, all Vendors are therefore related parties for the purposes of this acquisition.

For the purposes of Part 2E of the Corporations Act, Mr Patrick Ford is a related party of the Company by virtue of the fact that he is a Director of the Company and a Vendor of Minomic.

Section 208 of the Corporations Act provides that for a public company to give a financial benefit to a related party of that company, the public company must:

- (a) obtain the approval of members in the way set out in Sections 217 to 227; and
- (b) give the benefit within 15 months after the approval.

The financial benefits will include certain Deeds of Indemnity, Access and Insurance which will be approved by the existing Directors and do not need shareholder approval by virtue of Section 212 of the Corporations Act.

The following information is provided to satisfy the requirements of Section 219 of the Corporations Act in relation to each recipient Vendor:

- (a) the proposed financial benefit to be given to each Vendor is the maximum number of Shares set out in the table in Section 2.1.1;

- (b) Shares are being issued to a recipient Director, Mr Patrick Ford because he is a vendor of Minomic shares;
- (c) Shares are being issued to the Vendors because they are vendors of Minomic shares;
- (d) the basis for giving the benefit to a recipient Director, Mr Patrick Ford is proportional to his holding of shares in Minomic;
- (e) the basis of the giving of the benefit to the Vendors of Minomic is proportional to their holding of shares in Minomic;
- (f) details of existing interests by the Vendors in the Company are set out in the table in section 2.1.3 at page 20 (see Column 3 of the table);
- (g) details of dilution effects on the shares held by other shareholders are set out in the table in section 2.1;
- (h) in the previous twelve months Probiomics shares have traded in a range between a low of \$0.021 and a high of \$0.060;
- (i) on the 10<sup>th</sup> March 2008 Probiomics shares closed at \$0.025;
- (j) the existing Directors, excluding Mr Patrick Ford, recommend to shareholders that they approve the resolutions proposed in this Notice as they believe that the acquisition of Minomic provides the Company with the opportunity for value accretion;
- (k) Mr. Patrick Ford, a Director of the Company is a shareholder and a Director of Minomic and therefore has an interest in the outcome of Resolution 1 and therefore abstains from making a recommendation to Shareholders; details of Patrick Ford's interests in Minomic are set out in section 2.1.1 of this Explanatory Statement;
- (l) Mr. Bryan Gardiner and Professor Ron Penny, Directors of the Company do not have an interest in the outcome of Resolution 1, except as holders Options of the Company;
- (m) additional information in relation to Resolution 1 is set out throughout this Explanatory Statement. In particular, an independent experts report has been provided which sets out a valuation of the Company and concludes that the proposed transaction is fair and reasonable to non-associated shareholders. Shareholders should therefore read this Explanatory Statement in its entirety before making a decision as to how to vote in relation to each of the Resolutions.

### **2.1.3 Section 611 of the Corporations Act**

Pursuant to Section 606(1) of the Corporations Act, a person must not acquire a relevant interest in issued voting shares in a listed company if the

person acquiring the interest does so through a transaction in relation to securities entered into by or on behalf of the person and because of the transaction, that person's or someone else's voting power in the company increases:

- (a) from 20% or below to more than 20%; or
- (b) from a starting point above 20% and below 90%.

The voting power of a person in a body corporate is determined in accordance with Section 610 of the Corporations Act. The calculation of a person's voting power in a company involves determining the voting shares in the company in which the person and the person's associates have a relevant interest.

The "associate" reference includes a reference to a person in concert with whom a primary person is acting or proposes to act.

A person has a relevant interest in securities if they:

- (a) are the holders of the securities;
- (b) have the power to exercise, or control the exercise of, a right to vote attached to the securities; or
- (c) have power to dispose of, or control the exercise of a power to dispose of, the securities.

It does not matter how remote the relevant interest is or how it arises. If two or more people conjointly exercise one of these powers, each of them is taken to have that power.

Pursuant to the terms of the Share Sale Agreement the Company has agreed to allot and issue a total of 342,857,143 Shares to the vendors of Minomic (subject to certain conditions being satisfied). The Company has agreed under the Share Sale Agreement with the vendors of Minomic the number of Shares each vendor will subscribe for. This is set out above in the table in Section 2.1.1. Under the Share Sale Agreement all of the Vendors are acting in concert with each other until the Share Sale Agreement is completed and they are respectively issued their shares in the Company, and consequently until such completion by virtue of Section 12(2)(c) of the Corporations Act they are all associates of each other. Therefore, the issue of the Company's shares under the Share Sale Agreement requires shareholder approval under Section 611 of the Corporations Act. Once completion has occurred and the Company's shares are issued to the vendors of Minomic they will then cease to act in concert and will then cease to be associates of each other as a consequence of acting in concert as a result of the Share Sale Agreement.

Information is required to be provided by shareholders under ASIC Policy Statement 74 and the Corporations Act. Shareholders are also referred to the Independent Expert's Report prepared by Innovation Dynamics.

For the purposes of the Corporations Act, the following information is disclosed:

**Identity of persons who will hold a relevant interest in the Shares to be allotted and issued**

The identities of the persons who will hold a relevant interest in issued Shares which is required to be approved for Resolution 1 are the vendors of Minomic.

The identities of the vendors of Minomic are set out in Section 2.1.1 of this Explanatory Statement. The number of issued Shares in which they will have a relevant interest is also shown in the table below.

**Shares to which the allottee will be entitled immediately before and after the allotment**

As at the date of this Notice, some of the vendors or any of their associates have a relevant interest in any fully paid ordinary shares in the capital of the Company. The vendors or their associates may take up securities pursuant to the capital raising to be approved under Resolution 4. It is anticipated that there may be some vendors who, after completion of the Share Sale Agreement, will have a relevant interest of less than 20% of the issued shares in the Company and who may choose to take up additional shares or acquire a relevant interest in further shares under the capital raising to be approved under Resolution 4. It will be the responsibility of each vendor not to apply for any shares which, if issued, would cause a breach of the Corporations Act. Subject to that restriction, the maximum number of additional fully paid ordinary shares that may be taken up by the vendors of Minomic or their associates under the Placement and the Share Purchase Plan is 152,938,023, subject to shareholder approval of Resolution 4 under the private placement. However as far as the Company is aware no agreement is existing at the date of this Explanatory Statement that any such vendors or their associates will take up any such shares. The Company will not issue any such shares if it believes to do so would cause the allottee to be in breach of the Corporations Act.

Each share carries one vote.

On completion of the Share Sale Agreement the vendors will be entitled to shares as set out in the following table:

Column 1 Vendors	Column 2 Company Shares to be issued to Vendors		Column 3 Existing Holding in PCC	Column 4 Relevant Interest /Voting Power Post Placement Issue of the minimum 75,000,000 Shares (see Notes 1 and 2)		Column 5 Relevant Interest /Voting Power Post Placement Issue of the maximum 152,938,023 Shares (see Notes 1 and 2)	
	Number	Per Centage		Number	Per Centage	Number	Per Centage
Douglas Patrick Dallas Ford	3,712,197	1.1%		3,712,197	0.6%	3,712,197	0.5%
Manor Grove Pty Ltd ATF Clover Cottage Family Trust	5,568,296	1.6%		5,568,296	0.9%	5,568,296	0.8%
Nutsville Pty Ltd	18,447,579	5.4%	1,880,952	20,328,531	3.3%	20,328,531	2.9%
McKell Place Nominees Pty Ltd	9,280,493	2.7%	3,295,000	12,575,493	2.1%	12,575,493	1.8%
Diskdew Pty Ltd ATF P Ford Superfund	12,402,117	3.6%	166,666	12,568,783	2.1%	12,568,783	1.8%
Norpet Superannuation Pty Ltd	5,877,652	1.7%		5,877,652	1.0%	5,877,652	0.8%
Vic-Inns Pty Ltd	5,877,652	1.7%		5,877,652	1.0%	5,877,652	0.8%
Andrew Reid	12,373,997	3.6%		12,373,997	2.0%	12,373,997	1.8%
Machin Nominees Pty Ltd	4,949,603	1.4%		4,949,603	0.8%	4,949,603	0.7%
Robert Karl & Barbera Stahl	2,468,611	0.7%		2,468,611	0.4%	2,468,611	0.4%
Richard Hughes Superanuation Fund	4,949,603	1.4%		4,949,603	0.8%	4,949,603	0.7%
Interepublica Pty Ltd	4,702,129	1.4%	300,000	5,002,129	0.8%	5,002,129	0.7%
John & Rosemary Manusu	3,712,197	1.1%	1,485,714	5,197,911	0.9%	5,197,911	0.7%
Inverness Group Holdings Pty Ltd	7,424,395	2.2%		7,424,395	1.2%	7,424,395	1.1%

Richard Hughes Superannuation Fund #2	4,640,247	1.4%		4,640,247	0.8%	4,640,247	0.7%
Mr John Darcy	928,049	0.3%		928,049	0.2%	928,049	0.1%
Miss Gemma O'Rourke	3,712,197	1.1%		3,712,197	0.6%	3,712,197	0.5%
Nusep Limited	55,682,960	16.2%		55,682,960	9.2%	55,682,960	8.0%
Michael Stanford	4,640,247	1.4%		4,640,247	0.8%	4,640,247	0.7%
Virginia Ford	2,320,123	0.7%		2,320,123	0.4%	2,320,123	0.3%
Manor Grove Pty Ltd ATF Clover Cottage Superannuation Fund	2,320,123	0.7%	400,000	2,720,123	0.4%	2,720,123	0.4%
M & S Fordree Superannuation Fund Pty Ltd	2,474,811	0.7%		2,474,811	0.4%	2,474,811	0.4%
Ford Tuckfield BioFund Pty Ltd	2,474,811	0.7%		2,474,811	0.4%	2,474,811	0.4%
Inkdon Pty Ltd	11,136,592	3.2%		11,136,592	1.8%	11,136,592	1.6%
Minomic Pty Ltd	148,487,894	43.3%		148,487,894	24.4%	148,487,894	21.4%
Craig Family Trust Pty Ltd	563,790	0.2%		563,790	0.1%	563,790	0.1%
Geoffrey Randall	1,054,635	0.3%		1,054,635	0.2%	1,054,635	0.2%
Mitrust Future Fund Pty Ltd	210,667	0.1%		210,667	0.0%	210,667	0.0%
Ashok Jairath	463,474	0.1%		463,474	0.1%	463,474	0.1%
<b>TOTAL</b>	<b>342,857,143</b>	<b>100.0%</b>	<b>7,528,332</b>	350,385,475	57.6%	350,385,475	50.5%

Note 1 Each share has one vote.

Note 2 The above table assumes no vendors acquire any relevant interest in any of the shares offered by Private Placement or the Share Purchase Plan. Subject to shareholder approval, the maximum number of shares to be issued by the Company under the Placement and the Share Purchase Plan (in aggregate) is 152,938,023. The vendors may, subject to the terms of the Placement, the Share Purchase Plan and the Corporations Act, subscribe for additional shares offered by the Placement or the Share Purchase Plan.

Note 3 The voting power of each Vendor considers the total number of votes attached to all the voting shares in the Company that the vendor or associates of the vendor (if any) have a relevant interest in.

Note 4 The calculations above assume that all Options listed above are on issue, and have been exercised.

Note 5 The Relevant Interest and Voting Power shown above is the position immediately following completion of the Share Sale Agreement, at which point Vendors listed above have ceased to act in concert and therefore ceased to be associates of each other as a result of the Share Sale Agreement under the Corporations Act for the purpose of determining their respective voting power entitlements.

Note 6 Mr Patrick Ford, through his own name and through Diskdew Pty Ltd, will be issued Shares under the Share Sale Agreement which will increase their relevant interest in Shares.

Note 7 The associates of Patrick Ford are: Diskdew Pty. Ltd. and Ford Tuckfield BioFund Pty Ltd.

Note 8 The associates of Hugh Tuckfield are Manor Grove Pty. Ltd. and Ford Tuckfield BioFund Pty Ltd.

Other matters required to be disclosed in accordance with Section 611 Item 7 of the Corporations Act are set out below:

- (a) *the maximum extent of the increase in the relevant allottees' voting power in the Company that would result from the acquisition:*

The increase in voting power for each vendor is the percentage set out in the table above. However, the vendors, if they so wish may be able to acquire further shares, including under the Placement, in accordance with the Corporations Act.

- (b) *the voting power that the relevant allottees would have as a result of the acquisition:*

- (c) The expected voting power for each vendor is the percentage set out in the table above. *the maximum extent of the increase in the voting power of each of the allottee's associates that would result from the acquisition:*

At completion of the Share Sale Agreement, the maximum extent of the increase in the voting power of Mr Patrick Ford's associates will be 2.3%, assuming that Mr Patrick Ford and his associates will not subscribe for additional Shares under the Placement and the share purchase plan.

At completion of the Share Sale Agreement, the maximum extent of the increase in the voting power of Mr Hugh Tuckfield's associates will be 2.2%, assuming that Mr Hugh Tuckfield's and his associates will not subscribe for additional Shares under the Placement and the share purchase plan.

- (d) *the voting power that each of the allottee's associates would have as a result of the acquisition:*

At completion of the Share Sale Agreement, the maximum extent of the increase in the voting power of Mr Patrick Ford's associates will be 2.3%, assuming that Mr Patrick Ford and his associates will not subscribe for additional Shares under the Placement and the share purchase plan.

At completion of the Share Sale Agreement, the maximum extent of the increase in the voting power of Mr Hugh Tuckfield's associates will be 2.2%, assuming that Mr Hugh Tuckfield's and his associates will not subscribe for additional Shares under the Placement and the share purchase plan.

### ***Other Required Information***

The following further information is disclosed:



- (a) it is proposed that the Company will change its activities to include the business of Minomic. This change of activities forms the subject of a separate resolution. As part of this process, it is proposed that a new director will be appointed to the Board. This appointment forms the subject of a separate resolution in the Notice. Mr Bryan Gardiner will resign on the date of completion of the Share Sale Agreement, provided that all resolutions are passed;
- (b) the Company is raising capital via the issue referred to in Resolution 4 to ensure it has funds to operate activities for the foreseeable future. The Company has no plans to raise further capital, but if it needed to do so it would consider whether such capital should be raised as debt or equity, or a mixture of debt and equity. There is no guarantee it would be able to raise additional capital in the future;
- (c) except as stated elsewhere in this Explanatory Statement there is no current intention to redeploy any fixed assets of the Company or to change the Company's existing policies in relation to financial matters or dividends. At present the company does not pay a dividend. The dividend policy of the Company will be assessed in accordance with the future profitability of the new business; and
- (d) except as stated above the Directors believe that under the proposed new Director the Minomic business will be conducted along the lines and with the objectives encompassed in the Independent Expert Report of Innovation Dynamics Pty Limited referred to in this Explanatory Statement.

#### **2.1.4 Directors Recommendations**

The Directors of the Company recommend that shareholders approve the resolutions contained within this Notice as they believe that subject to the risk factors set out in this Explanatory Statement the acquisition of Minomic will provide the Company with the opportunity of value accretion. Shareholders should read this Explanatory Statement in full, including the Independent Expert's Report referred to below to form an opinion on the merits of the proposal.

#### **2.1.5 Independent Expert's Report**

The Independent Expert's Report prepared by Innovation Dynamics sets out a detailed examination of the proposed transaction to enable shareholders to assess the merits and decide whether to approve the proposal.

To the extent that it is appropriate, the Independent Expert's Report sets out further information with respect to the proposed transactions and concludes that the acquisition of Minomic is fair and reasonable to the non-associated shareholders of the Company.

Shareholders are urged to carefully read the Independent Expert's Report to understand the scope of the report, the methodology of the valuation and the sources of information and assumptions made.

## 2.1.6 Proforma Consolidated Balance Sheet

Set out below is a statement of financial position of the Company as at 30 June 2007, together with the proforma balance sheet as at 30 June 2007 on the basis of the assumptions set out below:

### Proforma Statement of Financial Position

Consolidation of PCC and MIL  
Balance Sheet as at 30 June 2007

	PCC (\$)	MIL(\$)	Note	Acquisition adjustment	Post acquisition	Note	Placement adjustment	Post placement
<b>Current Assets</b>								
Cash & cash equivalents	298,572	479,214			777,786	2	2,358,760	3,136,546,
Trade & other receivables	91,238	54,788			146,026			146,026
Inventories	157,869	-			157,869			157,869
Prepayments	3,993	-			3,993			3,993
	551,672	534,002			1,085,674			3,444,434
<b>Non-current assets</b>								
Intangible Assets (Goodwill)			1	5,957,457	5,957,457			5,957,457
Property, plant & equipment	58,460	-			58,460			58,460
	58,460	-			6,015,917			6,015,917
Total Assets	610,132	534,002			7,101,591			9,460,351
<b>Current Liabilities</b>								
Trade & other payables	329,397	742,984			1,072,381			1,072,381
Provisions	38,223	-			38,223			38,223
Government grants	20,729	-			20,729			20,729
	388,349	742,984			1,131,333			1,131,333

<b>Non-current liabilities</b>								
Provisions	3,137	-			3,137			3,137
Total Liabilities	391,486	742,984			1,134,470			1,134,470
<b>Net Assets</b>	<b>218,646</b>	<b>(208,982)</b>			<b>5,967,121</b>			<b>8,325,881</b>
<b>Equity</b>								
Contributed equity	26,444,140	650,706	1	6,176,103	6,826,809	2	3,058,760	9,185,569
Other reserves	239,920			(239,920)	-			-
Accumulated losses	(26,465,414)	(859,688)		26,465,414	(859,688)			(859,688)
<b>Total Equity</b>	<b>218,646</b>	<b>(208,982)</b>			<b>5,967,121</b>			<b>8,325,881</b>

## Notes

<b>Note 1</b>	<b>Unit</b>	<b>\$</b>	
Probiomics outstanding shares	176,460,077	26,444,140	0.15
Minomic outstanding shares	16,000,000	650,706	0.04

Total consideration paid by PCC for Minomic (3.5 cents per share)	342,857,143	12,000,000	0.035
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Under AASB 3 reverse acquisition:

### **Calculation of shareholding stake:**

Combined entity share capital post acquisition	519,317,220		6,826,809
MIL shareholders stake	0.66		
Original PCC shareholder stake	0.34		

### **Calculating cost of business combination**

Value of Minomic shares (from acquisition of \$12mil)	0.75
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To maintain similar ownership ratio, MIL would have to issue PCC shareholders	8,234,804	6,176,103	0.75
Original MIL shareholders	16,000,000	650,706	0.04

### **Share Capital**

Share Capital	519,317,220	6,826,809	0.013
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### **Calculating goodwill**

Cost of business combination	6,176,103
Fair value of PCC's net asset	218,646
<b>Goodwill</b>	<b>5,957,457</b>

<b>Note 2</b>	<b>Unit</b>	<b>\$</b>
Share Capital	519,317,220	6,826,809
Share placement as below	152,938,023	2,858,760
	672,255,243	9,685,569

Options	13,744,808
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Share placement of 152,938,023 @ \$0.02	3,058,760
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Placement fees of 5%	(200,000)
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Other expenses	(500,000)
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2,358,760
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### **2.1.7 Restricted Securities**

The Shares issued to all of the vendors of Minomic as consideration for the purchase of Minomic will be subject to escrow for a period of up to 12 months from the date of issue of the Shares.

## **2.2 Resolution 2 – Approval of Change of Activities**

The Company is seeking to change the nature and scale of its activities following completion of the acquisition of Minomic. Under ASX Listing Rule 11.1.2, the Company must gain shareholder approval prior to a change in the nature and scale of its activities.

### **2.2.1 Business of Minomic**

In March 2007 Minomic International Limited (Minomic) was established to commercialise in vitro diagnostic products for prostate cancer and Type 2 diabetes. Minomic acquired the intellectual property pertaining to these diagnostics from Minomic Pty Ltd.

Minomic Pty Ltd was established in 2002 with a core business focus on the discovery of protein biomarkers. They developed several technology platforms to aid biomarker discovery and have expertise in the analysis of proteins in tears and urine. They have identified several molecules that may be used for the diagnosis and treatment of major diseases including diabetes, retinopathy, prostate and bladder cancer.

Minomic has a project management agreement with Minomic Pty Ltd to develop the diagnostic assays.

### **2.2.2 Business Strategy of Probiomics**

Probiomics is an Australian biotech company developing commercial applications in consumer health based on its proprietary probiotic strain.

Its flagship products include the Protract range for IBS, diarrhea and intestinal health.

Probiomics has recently signed a contract with Nestle. Under the agreement Nestle has agreed to cover the cost of all R&D, take over the production, and provide the expertise to resolve the various technical challenges that Probiomics has experienced in recent years. It is regarded as a simple and inexpensive relationship for Probiomics to manage.

Probiomics is actively pursuing other opportunities to expand the commercial applications and the revenue base of the probiotic business.

The Directors believe that the acquisition of Minomic International Limited will satisfy this objective.

## **2.3 Resolution 3 – Election of Director**

The Share Sale Agreement provides that upon completion of the acquisition of Minomic, Dr Bradley Walsh will be appointed as a Director of the Company. Accordingly, Dr Bradley Walsh is nominated as an additional Director of the Board. Mr Bryan Gardiner will retire on the date of the Annual General Meeting.

Resolution 3 seeks the election of Dr Bradley Walsh as director.

Set out at Section 1.1.6 in this Explanatory Statement is a summary of the background of Dr Bradley Walsh.

## **2.4 Resolution 4 – Allotment and Issue of Shares for Working Capital**

This resolution relates to an issue of up to 100,000,000 Shares at an issue price of 2.0 cents per Share to raise funds for the Company's working capital requirements. This offer will be made to sophisticated investors as defined by the Corporations Act as a Private Placement by the Company. Approval is being sought for the purpose of Listing Rule 7.1 for the issue of shares to these investors. As Directors and other related parties of the Company may be entitled to, and may subscribe for Shares under this issue, the Company seeks approval of this issue by shareholders in accordance with ASX Listing Rule 10.11. If approval is given under Listing Rule 10.11, under Listing Rule 7.2 approval is not required under Listing Rule 7.1.

The Shares are to be issued under a Private Placement and anyone who wishes to acquire shares will need to complete the application form. Shares in the Placement will be only offered to persons that comply with the definitions set out in section 708(8) of the Corporations Law.

No agreement is existing at the date of this Explanatory Statement that any Directors or any related parties or their associates will take up any such Shares.

Shares will be allotted to Applicants in accordance with the number of Shares applied and in the event the Offer is oversubscribed the Directors will scale back the allotment on a pro rata basis.

The Shares will rank equally with the existing Shares on issue. The vendors or their associates and persons currently holding Shares or a relevant interest in Shares may take up Shares up to the permitted limits under the Corporations Act. It is anticipated that there may be some applicants for Shares who, either at the date of the Notice of Meeting or after completion of the Share Sale Agreement, will hold less than 20% of the issued shares in the Company and who may choose to take up additional shares or acquire a relevant interest in further Shares. It will be the responsibility of each applicant not to apply for any shares which, if issued, would cause a breach of the Corporations Act. The Company will not issue any Shares to an applicant if it believes to do so would cause the applicant or any of his or its associates to be in breach of the Corporations Act.

The following information is provided to shareholders for the purposes of obtaining shareholder approval pursuant to the ASX Listing Rules for Resolution 4:

- the maximum number of Shares which may be issued to related parties of the Company is the maximum number of Shares proposed to be issued under the Placement, namely 100,000,000 Shares. The Directors (Patrick Ford, Bryan Gardiner, and Professor Ron Penny) or other related parties have not yet notified to the Company the extent of their possible participation in the Company's proposed issue of shares. The Company may not necessarily issue the full complement of Shares and may issue a lesser number;
- the Shares to related parties will be issued no later than 1 month and to unrelated parties no later than 3 months from the date of approval of the resolution.
- the Shares will be issued at 2.0 cents per share.
- the Shares issued will rank equally with the existing Shares on issue and an application will be made for official quotation on ASX of the Shares to be issued pursuant to this resolution.
- funds being raised from the issue of the Shares will be used for working capital and to advance the business of Minomic.

## **2.5 Resolution 5 – Change of Name**

A resolution changing the name of the Company to Minomic International Limited is required by Section 157 of the Corporations Act to be passed by a special resolution adopting the new name.

## **2.6 Resolution 6 – Change of Auditors**

The consent of Ernst & Young to resign as auditors of the Company has been received. RSM Bird Cameron have provided their written consent to be appointed auditors of the Company. The change in auditor will take effect upon shareholders approval of completion of the acquisition of Minomic and the approval of the Australian Securities and Investments Commission.

In accordance with section 328 of the Corporations Act 2001, Mr Patrick Ford has nominated RSM Bird Cameron as auditor. A copy of the nomination of RSM Bird Cameron as auditor is attached below.

### **Nomination of Auditor**

12th March 2008

Mr Ashok Jairath  
Company Secretary  
Suite G09  
Australian Technology Park

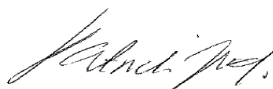


1 Central Avenue  
EVELEIGH NSW 1430

Nomination of RSM Bird Cameron as auditor of Probiomics Limited (to be renamed Minomic International Limited)

I, Patrick Ford, being a shareholder of Probiomics Limited, pursuant to section 328 of the Corporations Act 2001, nominate RSM Bird Cameron for appointment as auditor of the Company at the next Annual General Meeting of the Company.

Yours sincerely



Patrick Ford

## **2.7 Resolution 7 – Remuneration Report**

The Company's Remuneration Report for the period ended 30 June 2007 is set out on pages 6 to 8 of the 2007 Annual Report.

The Remuneration Report includes an explanation of the Company's remuneration policy and the remuneration arrangements in place for Directors and certain senior executives whose remuneration arrangements are required by law to be disclosed.

As required by the Corporations Act, a non-binding resolution to adopt the Remuneration Report is to be put to shareholders at the meeting. The vote on this resolution is advisory and does not bind the Directors or the Company.

## **2.8 Resolution 8 – Election of Directors**

### **Re-election of Patrick Ford**

Patrick Ford was appointed to the Board of Directors of the Company on 17<sup>th</sup> May 2005 and was elected a Director at an Annual General Meeting in the Company's 2005 AGM held on 24<sup>th</sup> November 2005. In accordance with clause 8.1(e)(2)(A) of the Company's Constitution, one-third of Directors must retire from office at each Annual General Meeting of the Company with the Director or Directors who have been longest in office since their last election being required to retire.

As Patrick Ford was elected at the 2005 AGM, it has been agreed among the Directors, as is allowed for under the Constitution, that Patrick Ford retire at this AGM and, being eligible, to offer himself for re-election.

## **2.9 Financial reports**

The Corporations Act and the Company's constitution require the reports of the directors and auditors; and the annual financial report, including the financial statements of the company for the year ended 30 June 2007, to be

laid before the annual general meeting. Neither the Corporations Act nor the Constitution requires a vote of shareholders on the reports or statements.

However, shareholders will be given the opportunity to raise questions or comments on the reports and statements at the meeting.

Also, a reasonable opportunity will be given to shareholders as a whole at the meeting to ask the Company's auditor questions relevant to the conduct of the audit and the preparation and content of the auditor's report.

### **3 ENQUIRIES**

Shareholders are invited to contact the Company on (02) 9209 4268 if they have any queries in respect of the matters set out in these documents.

## GLOSSARY

**Annual General Meeting** or **Meeting** means the annual general meeting of shareholders convened by this Notice.

**ASIC** means the Australian Securities and Investments Commission.

**Associate** has the meaning given to it by Division 2 of Part 1.2 of the Corporations Act.

**ASX** means ASX Limited.

**ASX Listing Rules** or **Listing Rules** means the listing rules of ASX.

**Board** means the board of Directors.

**Company** means Probiomics Limited ACN 084 464 193.

**Constitution** means the Company's constitution.

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

**Directors** means each of the persons who act as directors of the Company at the date of this Notice.

**\$** means Australian dollars.

**Explanatory Statement** means the explanatory statement that accompanies and forms part of this Notice.

**Independent Expert's Report and Valuation** means the independent expert's report prepared by Innovation Dynamics Pty Limited that is included in this Notice.

**Minomic** means Minomic International Limited ACN 124 455 081.

**Notice** or **Notice of Meeting** means the notice of Annual General Meeting accompanying this Explanatory Statement.

**Proposed Director** means Dr Bradley Walsh.

**Private Placement** means the placement by the Company relating to an offer to issue up to 100,000,000 Shares at an issue price of 2.0 cents per Share.

**Resolution** means a resolution referred to in this Notice.

**Section** means a section of the Corporations Act.

**Share** means a fully paid ordinary share in the Capital of the Company.

**Shareholders** means a person who is entered in the Company's register as a holder of the Company's shares.

**Share Purchase Plan** means the share purchase plan offered to eligible shareholders as announced by the Company on 13th March 2008.

**Share Sale Agreement** means the conditional share sale agreement dated 13<sup>th</sup> March 2008 between the vendors of Minomic and the Company.

## **RISKS**

**In this section entitled “Risks”, references to the Company assume that shareholders approved the acquisition of Minomic and all other resolutions proposed by this Notice.**

### **1. General Risks**

There are numerous widespread risks associated with investing in any form of business and with investing in the share market generally. There are also a range of specific risks associated with the Company’s proposed business and its involvement in the medical technology industry. Investment in the Company should be considered speculative.

This section identifies the Directors regard as the major risks associated with the Company’s proposed investment in Minomic and as a consequence an investment in the Company. Investors should be aware that an investment in the Company involves many risks that may be higher than risks associated with an investment in other companies. Shareholders should read the whole of this Notice in order to fully appreciate such matters and the manner in which a company intends to operate before any decision made on the resolutions.

Shareholders should be aware that there are risks associated with any share investment. The trading price of the Company’s securities is likely to be highly volatile and could be subject to wide fluctuations in response to factors such as additions or departures of key personnel, litigation, press newspaper and other media reports, actual or anticipated variations in the Company’s operating result and results of the Company’s research and developmental activities. Other general risk factors applicable to the Company are:

#### **1.1. Additional Requirements for Capital**

The Company’s capital requirements depend on numerous factors. Depending on the Company’s ability to generate income from Minomic’s products, the Company may require further financing in addition to amounts raised in the offers. Any additional equity financing will dilute shareholders, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and reduce its research and development programs as the case may be.

#### **1.2. Managing Growth**

The Company’s success will depend on its ability to expand and manage its operations and facilities. The Company will be in an expansion phase. This has resulted in, and may continue to result in, new and increased responsibilities for management and additional demands on management, operating and financial systems and resources.

If the Company is unable to successfully manage the expansion of its business, its financial condition and results of operation could be materially adversely affected.

### **1.3. Research and Development**

The Company can make no representations that any of its research and development will be successful or that the Company will develop products that are commercially exploitable.

There are many risks inherent in the development of novel medical products, particularly where these are in an early stage of Development. Projects can be delayed or fail or research may cease to be viable for a range of unexpected scientific and commercial reasons.

### **1.4. Regulatory Issues & Government Regulation**

Products derived from the Company's research and development may be subject to numerous government regulatory approvals and controls throughout the world and these will affect both the timing and the cost of bringing these products to market.

Delays or failures in obtaining regulatory approval for a product would be likely to have a serious adverse effect on the value of the Company and have a consequent impact on the financial performance of the Company.

The Company's operations are also subject to laws, regulatory restrictions and certain government directives, recommendations and guidelines relating to, amongst other things, occupational safety, laboratory practice, the use and handling of hazardous materials, prevention of illness and injury and environmental protection. There can be no assurance that future legislation will not impose further government regulation, which may adversely affect the business or financial condition of the Company.

### **1.5. Intellectual Property Rights**

Securing rights to intellectual property, and in particular to patents, is an integral part of securing potential product value in the outcomes of biotechnology research and development. Competition in retaining and sustaining protection of intellectual property and the complex nature of intellectual property can lead to expensive and lengthy patent disputes for which there can be no guaranteed outcome.

Patent applications may be rejected by the Commissioner of Patents or by third parties. The patent applications may not proceed to grant. The granting of a patent does not guarantee that the patents will not subsequently be found to be invalid by a Court, nor does the grant of a patent mean that the rights of others are not infringed or that the competitors will not develop competing intellectual property that circumvents such patents. The Company's success depends, in part, on its ability to obtain patents, maintain trade secret protection and operate without infringing the proprietary rights of third parties.

Because the patent positions of medical technology companies can be highly uncertain and frequently involve complex legal and scientific evaluation, neither the breadth of claims allowed in diagnostic screening nor their enforceability can be predicted. There can be no assurance that any patents that the Company may own or control or licence now and in the future will afford the Company commercially

significant protection of its intellectual property or its projects or have commercial application.

There is always a risk of third parties claiming involvement in technological and medical discoveries and if any such disputes arise, these could adversely affect the Company.

#### **1.6. Dependents on Outside Parties for Manufacture**

One of the Company's strategies is to form strategic business relationships with other organisations for the manufacture and distribution of the Company's products. The Company sees the manufacture and global distribution of its products as important to its overall success. There can be no assurance that the Company will be able to attract such prospective organisations and to negotiate appropriate terms and conditions with these organisations.

Failure to source and secure suitable organisations for the manufacture and distribution of the Company's products will materially affect the business and future profitability of the Company.

#### **1.7. Reliance on Key Personnel and Need to Attract Qualified Staff**

The Company is dependent on its management and its team of scientists the loss of whose services could materially and adversely affect the Company and impede the achievements of its research and development objectives.

Because of the specialised nature of the Company's business, its ability to commercialise its products and maintain its research program will depend in part upon its ability to attract and retain suitably qualified management, scientists and research people over time.

There can be no assurance that the Company will be able to attract or retain sufficiently qualified personnel on a timely basis, retain its key scientific and management personnel, or maintain its relationship with key scientific organisations.

#### **1.8. Risk of Product Liability & Uninsured Risks**

The Company's business exposes it to potential product liability risks that are inherent in the research and development, manufacturing, marketing and use of its products. It will be necessary for the Company to secure sufficient levels of insurance to cover various product liability risks in the course of maintaining its business.

However, there can be no assurance that adequate or necessary insurance coverage will be available at an acceptable cost or in sufficient amounts, if at all, or that product liability or other claims would not materially and adversely affect the business or financial condition of the Company.

### **1.9. No Profit to Date and Uncertainty of Future Profitability**

Because the Company has incurred losses to date it is not possible to evaluate its future prospects based on past performance, due to the large number of possible variables noted herein.

The Company's ability to operate profitably in the future will depend on its ability to commercialise its products with other organisations on commercial terms for onward sale to customers. This will depend on the ultimate demand for its products by consumers, which cannot be guaranteed. There is no certainty that the Company can successfully commercialise its projects.

Other factors that will determine the Company's profitability are its ability to manage its costs, to execute its development and growth strategies, economic conditions in the markets the Company operates, competitive factors and regulatory developments. Accordingly, the extent of future profits, if any, and the time required to achieve a sustained profitability is uncertain. Moreover, the level of such profitability cannot be predicted and may vary significantly from quarter to quarter.

### **1.10. Industry Risk**

The Company's current and future potential competitors include, among others, major medical technology companies, with substantially greater resources than those of the Company. There is no assurance that competitors will not succeed in developing products that are more effective or economic than the current Company products or any of those being developed by the Company or which would render the Company's products obsolete and/or otherwise uncompetitive. In addition, the Company may not be able to compete successfully against the current or future competitors where aggressive pricing policies are employed to capture market share. Such competition could result in price reductions, reduced gross margins and loss of market share, any of which could materially adversely affect the Company's future business, operating results and financial position.

### **1.11. Potential Acquisitions**

As part of its business strategy, the Company may make acquisitions of or significant investments in complementary companies, products or technologies, although no such acquisitions or investments are currently planned. Any such future transactions would be accompanied by the risks commonly encountered in making acquisitions of companies, products and technologies.

### **1.12. Probability of Achieving Profitability**

As a Company still in the pre-commercialisation stage and not yet earning material revenues, the Company's most important task is to achieve commercialisation profitably with the diagnostic tests and from other products developed through further research and development.

Virtually every person associated with the Company is a contributor to it achieving profitability. Therefore the probability of the Company achieving profitability



depends on the organisation as a whole. Failure to achieve successful commercialisation of the diagnostic tests will have a material adverse effect on the Company and its prospects.

### **1.13. Uncertain Market Acceptance of the Company's Products**

The Company believes that its long term growth and ultimate profitability will be influenced by the measure of acceptance of the Company's products worldwide, particularly in the developed markets of the US and Europe and on its ability to penetrate the medical technology markets for diagnostic testing.

There can be no assurance that the Company's products will be more widely accepted by the general population as an alternative to other methods of diagnosing prostate cancer or type 2 diabetes.

The acceptance of the Company's products may be affected adversely by concerns relating to its safety and effectiveness, the effectiveness of alternative methods of diagnosis for prostate cancer and type 2 diabetes, the lack of long term follow up data and incorrect diagnoses. There can be no assurance that long term follow up data will not reveal errors of diagnoses that may have a material adverse effect on the acceptance of the Company's products.

Any future reported adverse events or other unfavourable publicity involving consumer outcomes from the Company's products could also adversely affect its acceptance whether or not the market accepts the product. The failure of the Company's products to achieve or maintain broad market acceptance would have a material adverse effect on the Company's business, financial condition, profit results and results of operations.

The Company's ability to operate profitably will depend in part on its ability to increase demand for its products and control costs, its ability to execute development and growth strategies, economic conditions in the Company's markets, competitive factors and regulatory developments. Accordingly, the extent of future profits, if any, and the time required to achieve sustained profitability is uncertain. Moreover, the level of such profitability cannot be predicted and may vary significantly from quarter to quarter.

In addition, the Company, as a pre-commercial stage company, faces the difficulty of applying a potentially advantageous technology into a commercial business. There is no certainty that the Company can successfully "commercialise" the Company's intellectual property.

### **1.14. No Strategic Alliance Partner & Possible Termination of Strategic Alliance (including distribution) if any is set up**

The Company sees the effective distribution of the Company's products in the US and European markets as important to its prospects. The Company does not expect any technological advantage by being first to develop and introduce to the market its Company products (should it be so) to last indefinitely.

The Company aims to penetrate the medical technology market for its products through use of key strategic alliances and/or a distribution network as a means of increasing market penetration.

The Company may not be able to identify suitable candidates with whom to enter into a strategic alliance or other arrangements, which may have a material adverse effect on the Company's business, financial condition and results of operations.

### **1.15. International Markets**

There are certain risks inherent in the proposed Company international operations, such as unexpected changes in regulatory requirements (including taxation), tariffs, customs duties and other trade barriers, longer payment cycles, problems in collecting amounts receivable, political instability, war and other political risks.

Any fluctuations in currency exchange rates, foreign exchange controls that restrict or prohibit repatriation of funds, technology export and import restrictions or prohibitions, seasonal reduction in business and potentially adverse tax consequences, could adversely impact on the success of the Company's proposed international operations. Companies doing business in foreign countries may be required to obtain operating licences in new and uncertain legal environments. Such licences could prove to be difficult to obtain and retain, depending on government policies, customers, changes in political leadership and other factors.

### **1.16. General Economic Conditions**

Changes in the general economic climate in which the Company operates may adversely affect the financial performance of the Company. Factors that may contribute to that general economic climate include the level of direct and indirect competition against the Company, industrial disruption, interest rates and the rate of inflation.

## **2. Specific Risks**

The commercial viability of Minomic is yet to be established.

The following are considered the key risks for the successful implementation and commercialisation of the prostate cancer test, the type 2 diabetes test and development of the diagnostic imaging and therapeutic applications:

- Minomic's inability to develop a prostate cancer diagnostic assay that is significantly more sensitive and specific than the existing PSA;
- Minomic's inability to develop a type 2 diabetes diagnostic assay that is significantly more sensitive and specific than the existing oral glucose test; and
- Minomic's inability to develop the prostate cancer imaging technology or if it does, does not succeed in engaging an appropriate partner to commercialise the technology.

# Probiomics Limited

ABN 97 084 464 193

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## TO LODGE A PROXY FORM:

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia  
Facsimile 61 3 9473 2118

## FOR ALL ENQUIRIES CALL:

(within Australia) 1300 855 080  
(outside Australia) 61 3 9415 4000

000001 000 PCC  
MR JOHN SMITH 1  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



**FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECEIVED BY 11:00AM Saturday 21 June 2008**



YOUR SECURITYHOLDER INFORMATION IS AVAILABLE ONLINE, SIMPLY VISIT:  
**[www.investorcentre.com.au](http://www.investorcentre.com.au)**

- ☒ Review your securityholding
- ☒ Update your securityholding

### YOUR SECURE ONLINE ACCESS INFORMATION

**SRN/HIN:** I1234567890

**POST CODE:** 3030

**!** FOR SECURITY REASONS IT IS  
IMPORTANT THAT YOU KEEP  
YOUR SRN/HIN CONFIDENTIAL.

## HOW TO COMPLETE THIS PROXY FORM Please read these notes prior to completion of the voting form.

### VOTES ON ITEMS OF BUSINESS

**Voting 100% of your holding.** You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

**Voting a portion of your holding.** You may indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. The sum of the votes cast on each item or the percentages for and against an item must not exceed your voting entitlement or 100%.

**A proxy need not be a securityholder of the Company.**

### APPOINTMENT OF 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 proportion or number of votes each proxy may exercise, otherwise each proxy may exercise half of the votes. Fractions of votes will be disregarded. A separate Proxy Form should be used for each proxy. You can obtain additional forms by telephoning the company's share registry or you may copy this form. If you lodge two proxies please lodge both forms together.

### SIGNING INSTRUCTIONS

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

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

**Power of Attorney:** to sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

If a representative of a corporate securityholder or proxy is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained by telephoning the company's share registry or at [www.computershare.com](http://www.computershare.com).

**LODGEMENT OF A PROXY FORM.** This Form (and any Power of Attorney under which it is signed) must be received at an address given above no later than 50 hours before the commencement of the meeting at 1:00pm, Monday 23 June 2008. Any Proxy Form received after that time will not be valid for the scheduled meeting.

## STEP 1 APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being a member/s of Probiomix Limited hereby appoint

☐

the Chairman  
of the Meeting **OR**



Please 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, as the proxy sees fit) at the Annual General Meeting of Probiomix Limited to be held at Level 17 Board Room, BNP Paribas Centre, 60 Castlereagh Street, Sydney NSW 2000 on Monday 23 June 2008 at 1:00pm and at any adjournment of that meeting.

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**IMPORTANT: FOR ITEMS 1, 2 AND 4 BELOW** If the Chairman of the Meeting is your nominated proxy, or may be appointed by default, and you have not directed your proxy how to vote on Items 1, 2 and 4 below, please place a mark in this box. By marking this box you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of those items and that votes cast by him, other than as proxy holder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Items 1, 2 and 4 and your votes will not be counted in computing the required majority if a poll is called on these items. The Chairman of the Meeting intends to vote undirected proxies in favour of each of these items.

## STEP 2 ITEMS OF BUSINESS

**PLEASE NOTE:** If you mark the **Abstain** box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

	For	Against	Abstain
1 Acquisition of Minomic International Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval of Change of Activities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Dr Bradley Walsh	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Allotment and Issue of Shares for Working Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To change the name of the Company to Minomic International Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Change of Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 To adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Re-election of Patrick Ford	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In addition to the intention advised above, the Chairman of the Meeting intends to vote undirected proxies in favour of each of the other items of business.

## 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



I 1234567890

IND

000001 000 PCC  
MR JOHN SMITH 1  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

☐

**Change of name and/or address.** If your name and/or address is incorrect, please mark this box and make the correction on this form. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes. Please note, you cannot change ownership of your securities using this form.