

Form 603

Corporations Act 2001 Section 671B

Notice of initial substantial holder

To Company Name	Bioxyne Limited
ACN	084 464 193

1. Details of substantial holder (1)

Name	Fleming SG Capital Special Opportunities Pty Ltd <Fleming SG Special Opportunities A/C>
ACN/ARSN (if applicable)	140 720 387

The holder became a substantial holder on 18/07/2014

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully Paid Ordinary Shares	39,868,277	39,868,277	19.90%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Fleming SG Capital Special Opportunities Pty Ltd <Fleming SG Special Opportunities A/C>	Full Title	39,868,277 Fully Paid Ordinary Shares

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Fleming SG Capital Special Opportunities Pty Ltd <Fleming SG Special Opportunities A/C>	Fleming SG Capital Special Opportunities Pty Ltd <Fleming SG Special Opportunities A/C>	Fleming SG Capital Special Opportunities Pty Ltd <Fleming SG Special Opportunities A/C>	39,868,277 Fully Paid Ordinary Shares

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Fleming SG Capital Special Opportunities Pty Ltd <Fleming SG Special Opportunities A/C>	18/07/2014	\$ 598,024	Nil	39,868,277 Fully Paid Ordinary Shares

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Fleming SG Capital Special Opportunities Pty Ltd <Fleming SG Special Opportunities A/C>	Substantial Shareholder

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Stewart McIntosh	Level 9, 105 St Georges Tce, Perth, WA, 6000

Signature

print name

Stewart McIntosh

capacity Director

sign here

date 21/07/2014

