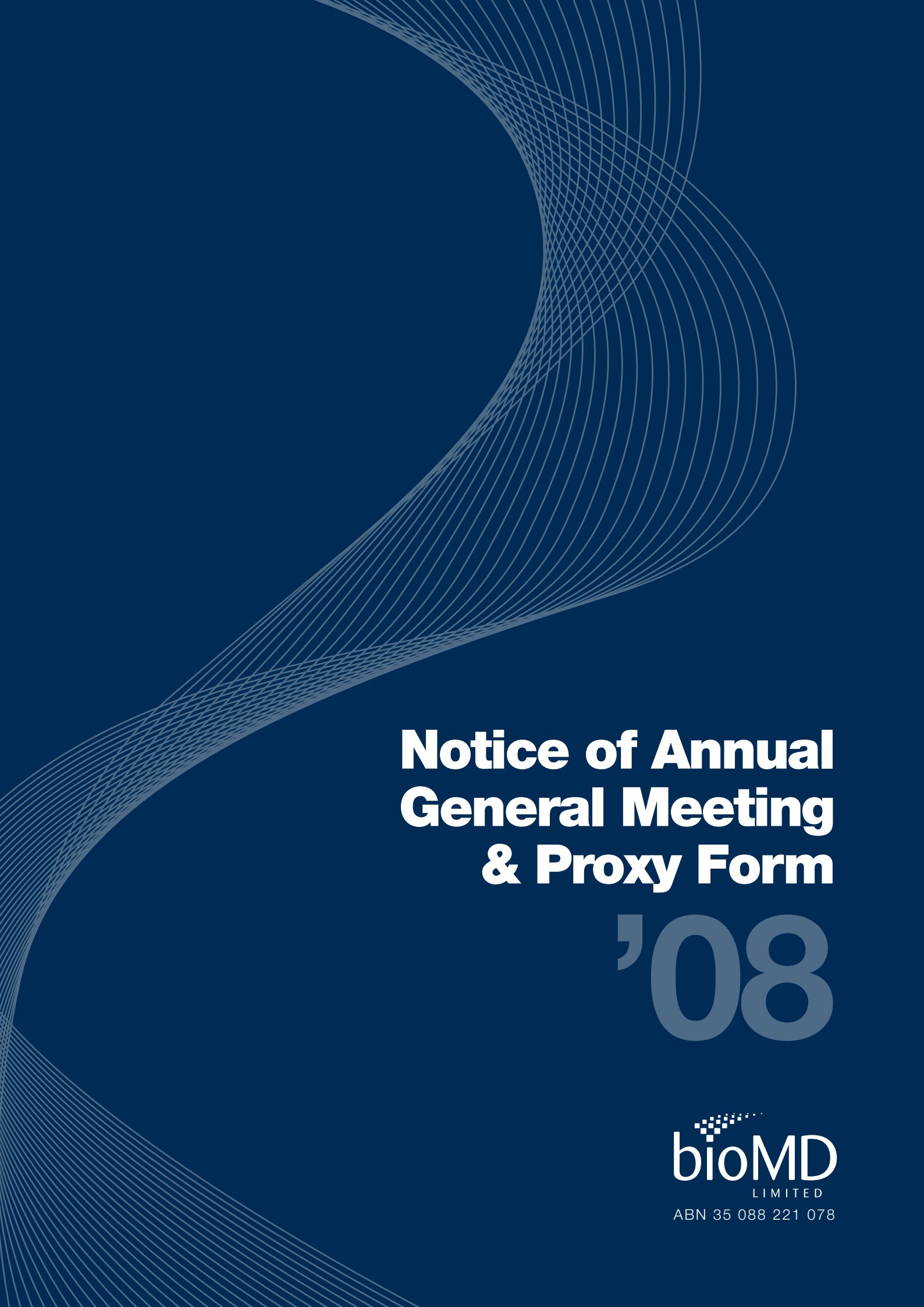




Notice of Annual General Meeting & Proxy Form

'08


bioMD
LIMITED

ABN 35 088 221 078

Meeting to be Held

10.00am

Wednesday 12 November 2008

at The Terrace Room, Somerset St Georges Terrace Hotel
185 St Georges Terrace, Perth Western Australia

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Shareholders of bioMD Limited (ACN 088 221 078) ("Company") will be held at 10.00 am on Wednesday 12 November 2008 at The Terrace Room, Somerset St Georges Terrace Hotel, 185 St Georges Terrace, Perth, Western Australia 6000.

Business

Resolution 1 – Adopt the Remuneration Report for the year ended 30 June 2008

To consider, and if thought appropriate, pass the following Ordinary Resolution:

"That the Remuneration Report in the 2008 Annual Report of the Company be adopted."

(Note: The vote on this resolution is advisory and does not bind the Directors or the Company.)

Resolution 2 – Re-election of Director

To consider, and if thought appropriate, pass the following Ordinary Resolution:

"That Mr Robert Towner, having retired in accordance with Clause 15.2 of the Company's Constitution, being eligible, be re-elected as a Director of bioMD Limited."

Explanatory Statement

This Notice of Annual General Meeting should be read in conjunction with the accompanying Explanatory Statement, which forms part of this Notice.

Entitlement To Vote

For the purposes of the meeting and in accordance with regulation 7.11.37 of the *Corporations Regulations 2001*, it has been determined shares in the Company will be taken to be held by the persons who are registered holders as at 10.00am WST on 10 November 2008. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

How To Vote

If you wish to vote on the resolutions contained in this notice, you should either attend the meeting in person, or appoint a proxy or proxies to attend on your behalf. In relation to the appointment of proxies, refer to the notes on proxies at the end of the Proxy Form. A body corporate may appoint a representative to attend in accordance with the *Corporations Act 2001*. An executed notice evidencing the appointment of the person attending is required when registering at the General Meeting.

To be valid, proxy forms (enclosed) for use at the meeting must be completed and returned to the Company no later than 10.00 am (WST) on 10 November 2008.

By Order of the Board



C L Bentley
Company Secretary

28 August 2008

Explanatory Statement

This Explanatory Statement provides information to shareholders for the Annual General Meeting of shareholders of bioMD Limited to be held on 12 November 2008 at 10.00 am at The Terrace Room, Somerset St Georges Terrace Hotel, 185 St Georges Terrace, Perth and it should be read in conjunction with the accompanying Notice of Annual General Meeting.

Resolution 1

Adoption of Remuneration Report

Pursuant to Section 250R(2) of the *Corporations Act 2001*, members are required to vote on a resolution to adopt the Remuneration Report included in the Company's Annual Report. Notwithstanding that the resolution is non-binding on the Company, it provides feedback to Directors from the shareholders with respect to remuneration issues.

The remuneration report is set out within the Directors' Report in the bioMD 2008 Annual Report. It is also available on bioMD's website www.biomd.com.au.

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

Resolution 2

Election of Director

In accordance with Clause 15.2 of the Company's Constitution, one-third of the Directors shall retire from office. Any retiring Director is eligible for re-election.

In this instance, Mr Robert Towner retires and, being eligible, offers himself for re-election.

Mr Towner was appointed a Director of the Company on 13 July 2003. Mr Towner is also currently a Director of Kratos Energy Limited.

Mr Towner's interests in shares and options at the date of this Notice are:

11,611,721 ordinary shares in bioMD Limited

3,086,708 options over ordinary shares in bioMD Limited

Messrs Scott and Bennett recommend that shareholders vote in favour of Resolution 2.

Explanatory Statement cont

Scrutineer

A representative of bioMD's external auditor, BDO Kendalls Audit & Assurance (WA) Pty Ltd (BDO), will act as scrutineer for any polls that may be required at the meeting.

Questions and Comments by Shareholders at the Meeting

In accordance with the *Corporations Act 2001*, a reasonable opportunity will be given to shareholders, as a whole, to ask questions or make comments on the management of bioMD at the meeting.

Similarly, a reasonable opportunity will be given to shareholders to ask bioMD's external auditor, BDO, questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and contents of the audit report;
- (c) the accounting policies adopted by bioMD in relation to the preparation of its financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to BDO if the question is relevant to the content of BDO's audit report or the conduct of its audit of bioMD's financial report for the year ended 30 June 2008.

Relevant written questions for BDO must be received no later than 5.00pm (WST) on Wednesday 5 November 2008. A list of those relevant questions will be made available to shareholders attending the meeting. BDO will either answer questions at the meeting or table written answers to them at the meeting. If written answers are tabled at the meeting, they will be made available to shareholders as soon as practicable after the meeting.

Please send any written questions for BDO:

- by facsimile to +61 8 9322 3433; or
- to our postal address at PO Box 7209, Cloisters Square Perth WA 6850; or
- via email to: info@biomd.com.au

by no later than 5.00pm (WST) on Wednesday 5 November 2008.

Explanatory Statement cont

Glossary

“ACN” means Australian Company Number;

“ASX” means Australian Securities Exchange Limited;

“Company” means bioMD Limited ACN 088 221 078;

“Corporations Act” means The Corporations Act 2001 (Commonwealth);

“Directors” means the directors of the Company;

“Listing Rules” means the Listing Rules of ASX;

“Meeting” means the Meeting of the Company to be held on 12 November 2008;

“Notice” means the notice of meeting that accompanies this Explanatory Statement;

“Share” means an ordinary share in bioMD Limited.



ABN 35 088 221 078

Proxy Form

All correspondence to:
The Secretary,
bioMD Limited
PO Box 7209, Cloisters Square,
Western Australia 6850

REGISTERED NAME AND ADDRESS [Block letters please]

Name

Address

APPOINTMENT OF PROXY

I/We being a member(s) of bioMD Limited pursuant to my/our right to appoint not more than two proxies, appoint:

☐

**The Chairman of
the Meeting**
(mark with an "X")

OR

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Shareholder) you are appointing as your proxy.

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 bioMD Limited to be held at 10.00am on Wednesday 12 November 2008 at The Terrace Room, Somerset St Georges Terrace Hotel, 185 St Georges Terrace, Perth, and at any adjournment of that meeting.

VOTING DIRECTIONS TO YOUR PROXY

Please mark "X" in the boxes below to indicate your directions

Resolution

1. Adopt Remuneration Report

For

☐

Against

☐

Abstain*

☐

2. Re-elect Mr Robert Towner as a Director

☐☐☐

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolutions 1 and 2 above.

(*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.)

APPOINTMENT OF A SECOND PROXY

I/We wish to appoint a second proxy:

☐

Mark with an 'X' if
you wish to appoint
a second proxy

AND

%

OR

State the percentage of your voting rights or the
number of securities for this Proxy Form.

PLEASE SIGN HERE

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Shareholder 1

Individual/Sole Director and Sole
Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

In addition to signing the Proxy Form in the above box(es) please provide the information below in case we need to contact you.

CONTACT NAME

CONTACT DAYTIME TELEPHONE

DATE

Instructions for completing the Proxy Form

1. YOUR ADDRESS

This is your address as it appears on the share register of bioMD Limited.

Please note, you cannot change ownership of your securities using this Proxy Form. Please contact the Share Registry, Computershare Investor Services Pty Limited on 1300 850 505. Shareholders sponsored by a broker should advise your broker of any changes.

2. APPOINTMENT OF A PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the full name of that individual or body corporate in the space provided. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the Company. Do not write the name of the issuer company or the registered shareholder in the space.

3. VOTING ON ITEMS OF BUSINESS

You may direct your proxy how to vote by placing a mark in one of the three boxes for each resolution. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given resolution, your proxy may vote as he or she chooses. If you mark more than one box on a resolution your vote on that item will be invalid.

4. 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 wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form.

To appoint a second proxy you must:

- (a) indicate that you wish to appoint a second proxy by marking the box;
- (b) on each of the first Proxy Form and second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded;
- (c) return both forms together in the same envelope.

5. SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

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 shareholders should sign.
Power of Attorney:	If you are signing under a Power of Attorney, you must lodge an original or certified photocopy of the appropriate Power of Attorney with your completed form.
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, a Director must sign this form 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 shareholder 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 from the Company's share registry or at www.computershare.com.

6. LODGEMENT OF A PROXY

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address below not later than **10.00am** (WST) on 10 November 2008 (48 hours before the commencement of the meeting). Any Proxy Form received after that time will not be valid for the scheduled meeting.

Hand deliveries: Level 11, 225 St Georges Terrace, Perth Western Australia 6000

Postal address: The Secretary, bioMD Limited, PO Box 7209, Cloisters Square, WA 6850

Fax Number: +61 8 9322 3433