

BIOXYNE LIMITED

ABN 97 084 464 193

Notice of Extraordinary General Meeting

and

Explanatory Memorandum

THIS GENERAL MEETING IS TO BE HELD AT 10:00AM (SYDNEY TIME) ON 23 December 2013
AT

Institute of Chartered Accountants Australia,
The Fraser Room, Level 1/33 Erskine Street, Sydney NSW 2000.

TO BE VALID, PROXY FORMS MUST BE COMPLETED AND RETURNED TO THE COMPANY BY
NO LATER THAN 10:00AM (SYDNEY TIME) ON 21 December 2013.

TABLE OF CONTENTS

PART A: LETTER FROM THE CHAIRMAN	1
PART B: ABOUT THESE DOCUMENTS	2
PART C: IMPORTANT INFORMATION	2
PART D: NOTICE OF EXTRAORDINARY GENERAL MEETING.....	4
PART E: RESOLUTIONS OF EXTRAORDINARY GENERAL MEETING	6
PART F: EXPLANATORY MEMORANDUM.....	8
PART G: TRANSACTION FUNDING PLACEMENT	22
PART H: TFP OPTION TERMS.....	23
PART I: GLOSSARY	24
PROXIES AND PROXY FORMS.....	

PART A: LETTER FROM THE CHAIRMAN

22 November 2013

Dear Fellow Shareholder,

On 20 February 2013 we announced to the ASX a placement of shares raising \$508,371 (Transaction Funding Placement) to fund the then proposed acquisition of Vitality Devices Pty Limited (VITALITY). On 23 May 2013, we announced of the termination of the proposed VITALITY transaction. Notwithstanding the termination, there remain certain commitments emanating from the Transaction Funding Placement.

An Extraordinary General Meeting of Shareholders is now convened on 23 December 2013 to seek shareholders' approval to complete outstanding matters pertaining to the Transaction Funding Placement as well as the payment of outstanding fees to directors and the chief executive officer by way of shares in lieu of fees.

The Transaction Funding Placement raised \$508,371 and the terms of the placement were 23,107,772 shares at \$0.022 cents plus a 1 for 2 free attaching Option (exercisable at \$0.04 cents expiry 31 March 2015) to professional and sophisticated investors. Of this total amount \$277,200 was sub-underwritten by Phillip Asset Management (**PAM**) (subject to Shareholder approval of Resolution 1), and participated in by the Patrick Ford Superannuation Fund (**PFord Super**) which is a related party of Director Mr Patrick Ford (subject to Shareholder approval of Resolution 2). The issue of these shares and options to PAM and PFord Super and to all other shareholders who participated in the Transaction Funding Placement require your approval as shareholders of each of the resolutions detailed in the enclosed Notice of Meeting.

Bioxyne Limited has to honour its commitments to those shareholders who supported the Company in the Transaction Funding Placement. On behalf of the board, I urge shareholders to approve Resolutions 1 to 4, as the funds raised from the Transaction Funding Placement have been expended on the terminated VITALITY transaction.

Recommendation of Directors

Except where a Director has a personal interest in the outcome of a Resolution and hence declines to make any recommendation – as set out in **Part C, Section 1** and **Part D, Section 5** – each of the current Directors, being myself, Patrick Ford and Jeremy Curnock Cook;

- recommends, in our respective capacities as directors of the Company, that you vote in favour of each of the Resolutions (see further **Part C, Section 1**); and
- confirms that we will be casting, and will be procuring our Associates to cast, all the votes that we are entitled to cast on our respective Shares, in favour of each of the Resolutions.

If you are unable to personally attend the Meeting, you are encouraged to complete the enclosed Proxy Form. The signed Proxy Form should be returned as instructed in the Notice **by no later than 10:00AM (Sydney time), 21 December 2013**. For details regarding voting by proxy please refer to the Notice of Meeting and instructions on the back of the Proxy Form. If you plan to attend the Meeting, please bring a copy of the Proxy Form with you to facilitate registration.

Yours faithfully,

Tony Ho

Non-Executive Chairman

PART B: ABOUT THESE DOCUMENTS

Shareholders in Bioxyne Limited ABN 97 084 464 193 (**Company**) are requested to consider and vote upon each of the Resolutions set out in the Notice.

You can vote by:

- attending and voting at the Meeting; or
- appointing someone as your proxy to attend and vote at the Meeting on your behalf, by completing and returning the Proxy Form **DIRECTLY** to the Company or its share registry in the manner set out on the Proxy Form. The Company or its share registry must receive your duly completed Proxy Form by no later than 10:00AM (**Sydney time**) on **21 December 2013**.

A glossary of the key terms used throughout this document (including the Proxy Form) is contained in **Part I** of this Document.

PART C: IMPORTANT INFORMATION

Section 1: Recommendation of Directors

Except where a Director has a personal interest in the outcome of a Resolution, each of the current Directors – being Tony Ho (Chairman), Patrick Ford and Jeremy Curnock Cook:

- recommends, in their respective capacities as directors of the Company, that Shareholders vote in favour of each of the Resolutions; and
- confirms, in their respective capacities as a Shareholder or an Associate of a Shareholder, that they will be casting, and will be procuring their Associates to cast, all the votes that they are respectively entitled to cast, in favour of each of the Resolutions.

For the reasons outlined in **Part F**, Tony Ho will not be making any recommendation, and neither Mr Ho nor any of his Associates will be permitted to vote, in relation to:

- Resolution 5, which relates to the proposed issue of Shares to Mr Ho in lieu of his directors' fees;
- Resolution 6, which relates to the proposed issue of Shares to fellow Director, Mr Ford, in lieu of his directors' fees; or
- Resolution 7, which relates to the proposed issue of Shares to fellow Director, Mr Curnock Cook, in lieu of his directors' fees.

For the reasons outlined in **Part F**, Patrick Ford is not making any recommendation, and neither Mr Ford nor any of his Associates will be permitted to vote, in relation to:

- Resolution 2, which relates to the proposed issue of Shares and Options to an Associate of Mr Ford pursuant to its subscription under the Transaction Funding Placement;
- Resolution 4, which relates to the proposed issue of TFP Placement Options to Sophisticated Investors and Professional Investors (including Veritas, but excluding PAM and PF Super) under the Transaction Funding Placement;
- Resolution 5, which relates to the proposed issue of Shares to fellow Director and Chairman, Mr Ho, in lieu of his directors' fees;
- Resolution 6, which relates to the proposed issue of Shares to Mr Ford in lieu of his directors' fees; or
- Resolution 7, which relates to the proposed issue of Shares to fellow Director, Mr Curnock Cook, in lieu of his directors' fees.

For the reasons outlined in **Part F**, Jeremy Curnock Cook (a nominee of PAM on the Board) is not making any recommendation, and neither Mr Curnock Cook nor any of his Associates will be permitted to vote, in relation to:

- Resolution 1, which relates to the proposed issue of Shares and Options to PAM pursuant to its subscription under the Transaction Funding Placement;
- Resolution 3, which relates to the proposed ratification of the issue of Shares subscribed for under the Transaction Funding Placement;
- Resolution 5, which relates to the proposed issue of Shares to fellow Director and Chairman, Mr Ho, in lieu of his directors' fees;
- Resolution 6, which relates to the proposed issue of Shares to fellow Director, Mr Ford, in lieu of his directors' fees; or
- Resolution 7, which relates to the proposed issue of Shares to Mr Curnock Cook in lieu of his directors' fees.

1.1 Access to Funding

PAM and PFord Super have supported the Company by underwriting the Transaction Funding Placement. These funds have since been utilised to fund costs which were incurred in proceeding with the VITALITY transaction at the time. Given that the funds raised under the Transaction Funding Placement have been expended, the Company is not in a position to repay the monies raised and spent to PAM and PFord Super.

In addition it is noted that the Company is likely to require access to further funding through further equity issues and that unless the Resolutions are passed the Company:

- cannot refresh its 15% equity issue cap or issue any shares for working capital without shareholder approval;
- is unable to issue shares to PAM and PFord Super which means that future funding from these sources is unable to proceed upon.

1.2 Inability to Fund Future Operations

As at the date of this Document, Bioxyne's activities have whilst resulting in revenue from the sale of its Probiotic product have not generated any significant profits that allow enough working capital for expansion or addition of further scope or products to the Bioxyne business.

PART D: NOTICE OF EXTRAORDINARY GENERAL MEETING

BIOXYNE LIMITED (ABN 97 084 464 193)

Notice is hereby given that the extraordinary general meeting of the members of **Bioxyne Limited (ABN 97 084 464 193) (Company)** will be held at the place, date and time set out below, for the purpose of considering and voting upon the Resolutions set out in **Part E** of this Document.

Section 1: Venue

The extraordinary general meeting of members of the Company will be held at:

Institute of Chartered Accountants Australia
The Fraser Room
Level 1/33 Erskine Street
Sydney NSW 2000

Section 2: Time and Date

The meeting will commence at 10:00AM (Sydney time) on 23 December 2013.

Section 3: How to Vote

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

Voting in Person

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

Voting by Proxy

To vote by proxy, please complete and sign the Proxy Form enclosed with this Document as soon as possible and **either** send, deliver, or mail the duly completed Proxy Form to:

Computershare Investor Services Pty Limited

- by mail

Computershare Investor Services Pty Limited

GPO Box 242, Melbourne, VIC 3001 AUSTRALIA

or - by facsimile:

(within Australia) 1800 783 447

(outside Australia)+61 3 9473 2555

so that it is received no later than 10:00AM (Sydney time) on 21 December 2013.

Complete details on how to vote by proxy are set out on the back of your Proxy Form.

Please read this Document carefully and in its entirety, determine how you wish to vote in relation to each and every of the Resolutions and then cast your vote accordingly, either in person or by proxy. If you do not understand any part of this Document, or are in any doubt as to the course of action you should follow, you should contact your financial or other professional adviser immediately.

Section 4: Determination of Membership and Voting Entitlement for the Purpose of the Meeting

For the purpose of determining a person's entitlement to attend and vote at the Meeting and in accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), a person will be recognised as a member and the holder of Shares if that person is registered as a holder of Shares at 7:00 pm (Sydney time) on 21 December 2013.

Section 5: Voting Exclusion Statement

In accordance with the Corporations Act and the Listing Rules, the following persons must not cast any votes on the following Resolutions, and the Company will disregard any votes cast on that Resolution by:

Resolution(s)	Excluded Voters
1	the person proposing to make the acquisition contemplated under the relevant Resolution, the persons from whom the acquisition is to be made (if applicable) and any Associate of any of the foregoing persons
2, 5, 6, 7, 8	the person who is to receive any securities in relation to the Company if the relevant Resolution is approved, and any Associate of that person
3	a person who participated in the issue of securities contemplated under the relevant Resolution, and any Associate of any such person
4	any person who may participate in the issue of securities contemplated under the relevant Resolution, any person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, and any Associate of any of the foregoing persons

However, the Company need not disregard a vote on a Resolution if it is cast by:

- (a) a person as proxy for a person who is entitled to vote on that Resolution, in accordance with the directions on the relevant Proxy Form; or
- (b) the Chair of the Meeting as proxy for a person who is entitled to vote on that Resolution, in accordance with the directions on the relevant Proxy Form to vote as the proxy decides.

Section 6: Proxies

A Shareholder, entitled to attend and vote at this Meeting pursuant to the Constitution, is entitled to appoint no more than two proxies. Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the member's voting rights. A proxy need not be a Shareholder. Any instrument of proxy deposited or received by the Company in which the name of the appointee is not filled in, shall be deemed to be given in the favour of the Chair of the Meeting.

The instrument appointing a proxy must be lodged, and any power of attorney or an office copy of a notary certified copy thereof under which an attorney for a member appoints a proxy must be lodged by no later than 10:00AM 21 December 2013 (Sydney time) in accordance with the instructions provided in the Proxy Form.

The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney or if such appointor is a corporation, under the hand of its attorney or the hand of a person duly authorised by the corporation. The Proxy Form which accompanies this Notice may be used.

The Chair intends to vote all undirected proxies in favour of each of the relevant Resolutions.

PART E: RESOLUTIONS OF EXTRAORDINARY GENERAL MEETING

RESOLUTION 1: ISSUE OF SHARES AND OPTIONS TO PAM UNDER TRANSACTION FUNDING PLACEMENT

To consider and, if thought fit, pass, with or without amendment, the following as an **ordinary** resolution:

“Subject to all other Essential Resolutions being approved, that for the purposes of section 611 (Item 7) of the Corporations Act and for all other purposes, approval is given for the Company to issue and allot:

- (a) 12,600,000 Shares, at an issue price of \$0.022 per Share; and*
- (b) 6,300,000 attaching Options for no additional cash consideration, exercisable at \$0.04 each on or before 31 March 2015,*

to PAM and otherwise on the terms and conditions of the Transaction Funding Placement as detailed at Part G.”

RESOLUTION 2: ISSUE OF SHARES AND OPTIONS TO ASSOCIATE OF DIRECTOR UNDER TRANSACTION FUNDING PLACEMENT

To consider and, if thought fit, pass, with or without amendment, the following as an **ordinary** resolution:

“Subject to all other Essential Resolutions being approved, that for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue and allot:

- (a) 1,500,000 Shares, at an issue price of \$0.022 per Share; and*
- (b) 750,000 attaching Options for no additional cash consideration, exercisable at \$0.04 each on or before 31 March 2015,*

to PF Super, and otherwise on the terms and conditions of the Transaction Funding Placement as detailed at Part G.”

RESOLUTION 3: ISSUE OF SHARES UNDER TRANSACTION FUNDING PLACEMENT

To consider and, if thought fit, pass, with or without amendment, the following as an **ordinary** resolution:

“That for the purposes of Listing Rule 7.4 and for all other purposes, the Shareholders ratify the issue and allotment by the Company of 9,007,772 Shares, at an issue price of \$0.022 per Share, to Sophisticated Investors or Professional Investors (excluding PAM and PF Super), and otherwise on the terms and conditions of the Transaction Funding Placement as detailed at Part G.”

RESOLUTION 4: ISSUE OF OPTIONS UNDER TRANSACTION FUNDING PLACEMENT

To consider and, if thought fit, pass, with or without amendment, the following as an **ordinary** resolution:

“That for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue and allot 6,503,886 Options to Sophisticated Investors or Professional Investors (excluding PAM and PF Super), each exercisable at \$0.04 each on or before 31 March 2015 and for no additional cash consideration, and otherwise on the terms and conditions of the Transaction Funding Placement as detailed at Part G and detailed option terms at Part H.”

RESOLUTION 5: ISSUE OF SHARES TO ANTHONY HO IN PART PAYMENT OF DIRECTORS' FEES

To consider and, if thought fit, pass, with or without amendment, the following as an **ordinary** resolution:

*"That for the purposes of Listing Rule 10.11, Chapter 2E of the Corporations Act, and for all other purposes, approval is given for the Company to issue and allot an aggregate of 7,653,500 Shares to Anthony Ho or his nominee, at an issue price of \$0.006 per Share, in lieu of the payment to the Chairman of part of his directors' fees, in respect of the period from 1 December 2012 to 31 October 2013 (both inclusive), and otherwise in accordance with the terms and conditions set out in **Part F** of the Notice of Meeting."*

RESOLUTION 6: ISSUE OF SHARES TO PATRICK FORD IN PART PAYMENT OF DIRECTORS' FEES

To consider and, if thought fit, pass, with or without amendment, the following as an **ordinary** resolution:

*"That for the purposes of Listing Rule 10.11, Chapter 2E of the Corporations Act, and for all other purposes, approval is given for the Company to issue and allot an aggregate of 4,547,220 Shares to Patrick Ford or his nominee, at an issue price of \$0.006 per Share, in lieu of the payment to Mr Ford of part of his directors' fees, in respect of the period from 1 December 2012 to 31 October 2013 (both inclusive), and otherwise in accordance with the terms and conditions set out in **Part F** of the Notice of Meeting."*

RESOLUTION 7: ISSUE OF SHARES TO JEREMY CURNOCK COOK IN PART PAYMENT OF DIRECTORS' FEES

To consider and, if thought fit, pass, with or without amendment, the following as an **ordinary** resolution:

*"That for the purposes of Listing Rule 10.11, Chapter 2E of the Corporations Act, and for all other purposes, approval is given for the Company to issue and allot an aggregate of 4,732,794 Shares to Jeremy Curnock Cook or his nominee, at an issue price of \$0.006 per Share, in lieu of the payment to Mr Curnock Cook of part of his directors' fees, in respect of the period from 12 December 2012 to 31 October 2013 (both inclusive), and otherwise in accordance with the terms and conditions set out in **Part F** of the Notice of Meeting."*

RESOLUTION 8: ISSUE OF SHARES TO CHIEF EXECUTIVE OFFICER

To consider and, if thought fit, pass, with or without amendment, the following as an **ordinary** resolution:

*"That for the purposes of Listing Rule 10.11, Chapter 2E of the Corporations Act, and for all other purposes, approval is given for the Company to issue and allot an aggregate of 6,250,000 Shares to Dr Phillip Comans or a nominee, at an issue price of \$0.006 per Share, in lieu of the payment to him of part of his remuneration as the current Chief Executive Officer of the Company, in respect of the period from 1 December 2012 to 31 October 2013 (both inclusive), and otherwise in accordance with the terms and conditions set out in **Part F** of the Notice of Meeting."*

By order of the Board

Jarrold White

Company Secretary

Dated: 22 November 2013

PART F: EXPLANATORY MEMORANDUM

Resolution 1 – Issue of Shares and Options to PAM under Transaction Funding Placement

Background to approval

Under the Transaction Funding Placement, completed 20 February 2013, PAM applied for 12,600,000 Shares, at an issue price of \$0.022 per Share, and 6,300,000 attaching Options for no additional cash consideration, each exercisable into one Bioxyne Share at \$0.04 per Option on or before 31 March 2015 (collectively, **PAM Placement Securities**).

Listing Rule 7.1

Listing Rule 7.1 limits the ability of a listed entity to, in a 12 month period, issue or agree to issue equity securities in excess of 15% of the total number of ordinary securities on issue at the beginning of that 12 month period (**15% Threshold**), unless the issue is approved by shareholders or otherwise comes within one of the exceptions to Listing Rule 7.1.

It is an exception to the requirement to obtain shareholder approval under Listing Rule 7.1 where the approval of shareholders has been obtained for the purposes of section 611 (Item 7) of the Corporations Act (see Listing Rule 7.2, Exception 16).

Corporations Act, section 611 (Item 7)

Section 606 of the Corporations Act essentially restricts a person (**Acquirer**) acquiring a relevant interest in the voting power of a company that is greater than 20% (**20% Restriction**).

One of the prescribed exemptions from the 20% Restriction is where members of the company approve the acquisition by the Acquirer of a relevant interest or a further relevant interest in the company, with the effect that, after the completion of the relevant transaction, the Acquirer will hold an aggregate relevant interest of more than 20% in the voting power of the target company.

As at the date of this Document, and taking into account the dilutionary impact of the Transaction Funding Placement, PAM already holds 19.23% (on an undiluted basis) of the total number of Shares. Upon passage of Resolution 1, PAM's relevant interest in the Company will increase to 25.02% (on an undiluted basis). However, given that Resolution 1 is followed by other resolutions for the issue of shares, PAM's relevant interest will immediately decrease from 25.02% to 24.81% (on an undiluted basis) upon the issue of Shares to PF Super as contemplated under Resolution 2.

Accordingly, the issue of the PAM Placement Securities to PAM under the Transaction Funding Placement will require the prior approval of Shareholders in accordance with section 611 (Item 7) of the Corporations Act and the associated ASIC Regulatory Guides.

Disclosure

In accordance with the notice requirements of section 611 (Item 7) of the Corporations Act, Shareholders are advised that:

- (a) all PAM Transaction Funding Placement Securities will be acquired by PAM; and
- (b) assuming Resolution 1 is approved in accordance with its terms, and prior to the approval of Resolution 2:
 - (i) the maximum extent by which the aggregate voting power of PAM (and each of its Associates) in the Company will increase as a result of the issue of the PAM Placement Securities, on an undiluted basis is 5.79% (from 19.23% to 25.02%); and
 - (ii) upon the issue of the PAM Transaction Funding Placement Securities, PAM (and each of its Associates) will have a total voting power in the Company of 25.02% (on an undiluted basis).

However, the relative level of PAM's relevant interest in the Shares would:

- (a) decrease (from 25.02% to 24.81%, on an undiluted basis), if the issue of Shares and Options to PF Super as contemplated under Resolution 2 is approved and those Shares and Option are issued pursuant to the terms of Resolution 2;
- (b) further decrease (from 24.81% to 21.94%, on an undiluted basis), if the issue of the shares issued to Directors and Officer is approved (see Resolutions 5 to 8).

For further information in relation to the Transaction Funding Placement, see **Part G** of this Document. The material terms and conditions of issue of the Options proposed to be issued to PAM per Resolution 1 are summarised at **Part H** of this Document

Voting Exclusion Statement

In accordance with section 611 (Item 7) of the Corporations Act, the Company will disregard any votes cast on Resolution 1 by PAM and any of its Associates.

However, the Company will not disregard a vote cast on Resolution 1 if it is cast by:

- a person as a proxy for a person who is entitled to vote, in accordance with the directions on a Proxy Form; or
- the Chair of the Meeting as a proxy for a person who is entitled to vote on Resolution 1, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Directors Recommendation

Each of Tony Ho and Patrick Ford recommends that Shareholders vote in favour of Resolution 1.

Jeremy Curnock Cook, a nominee of PAM on the Board, declines to make a recommendation to Shareholders in relation to Resolution 1 due to his personal interest in the outcome of Resolution 1.

Resolution 2 – Issue of Shares and Options to Associate of Director under Transaction Funding Placement

Background to approval

Under the Transaction Funding Placement, completed 20 February 2013, P Ford Superannuation Pty Ltd <Patrick Ford Super Fund A/C> (**PF Super**), an Associate of Patrick Ford, a current Director, subscribed for 1,500,000 Shares, at an issue price of \$0.022 per Share, and 750,000 attaching Options for no additional cash consideration, each exercisable into one Bioxyne Share at \$0.04 per Option on or before 31 March 2015 (collectively, **PF Placement Securities**).

Listing Rule 10.11

Listing Rule 10.11 states that an ASX-listed entity must not issue or agree to issue equity securities to any of the following persons without the approval of holders of ordinary securities:

- a related party; or
- a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained.

Patrick Ford, by virtue of being a director of the Company, is a related party of the Company.

If shareholder approval of a proposed issue is obtained under Listing Rule 10.11, further approval of that proposed issue is not required under Listing Rule 7.1 (see Listing Rule 7.2, Exception 14).

Therefore, by Shareholders approving Resolution 2, none of the PF Placement Securities, nor any of the Shares issued upon the exercise of the Options issued as part of the PF Placement Securities, will, upon their issue and allotment, be counted as a new issue for the purposes of determining whether or not the Company has exceeded the 15% Threshold.

Chapter 2E Corporations Act

Under the Corporations Act, the provision of any financial benefit to a related party requires shareholder approval in accordance with the procedure set out in Part 2E.1 of that Act, unless one of a number of exceptions applies. Part 2E.1 of the Corporations Act applies to the issuance of securities to a related party. A "related party" (as defined in the Act) includes the Directors of the Company. With respect to Resolution 2 relating to the issuance of Transaction Funding Placement Shares and free attaching options to **PF Super**, the related party of Director Mr Patrick Ford, are being issued on the same terms as other participants in the Transaction Funding Placement. Hence the Board is of the view that the Transaction Funding Placement Shares and free attaching options to be issued meet the "arm's length terms" criteria of Section 210 of the Corporations Act. Accordingly, the Board considers that the "arms length" exemption applies in these circumstances and shareholder approval is not being sought for the purpose of Chapter 2E of the Corporations Act.

Disclosure

In accordance with the notice requirements of Listing Rule 10.13, Shareholders are advised that:

- (a) the PF Placement Securities will be issued to PF Super, which is an Associate of Mr Ford;
- (b) if Resolution 2 and each other Essential Resolution is approved in accordance with its terms, the maximum number of Shares to be issued to PF Super is 1,500,000 Shares and the maximum number of Options to be issued to PF Super is 750,000 Options;
- (c) the terms and conditions of issue of the Shares proposed to be issued to PF Super under Resolution 2 will, upon their issue and allotment, be identical to the terms and conditions of issue of all other Shares;
- (d) the material terms and conditions of issue of the Options proposed to be issued to PF Super under Resolution 2 are summarised at **Part H** of this Document. In particular, those Options will be exercisable on the following terms:
 - (i) *exercise price*: \$0.04 per Option; and
 - (ii) *expiry date*: 31 March 2015
- (e) all PF Placement Securities will be issued and allotted on a date no later than 1 month after the date of the Meeting. This issue and allotment is currently scheduled to occur on 23 December 2013;
- (f) the consideration payable by PF Super for the Shares subscribed for under the Transaction Funding Placement is \$0.022 per Share. That consideration has been paid in full and was held on trust by the Company, pending approval of Resolution 2 in accordance with their respective terms. No additional cash consideration is or will become payable for the Options to be issued and allotted to PF Super under the Transaction Funding Placement; and
- (g) the funds raised from PF Super's application for the issue and allotment of the PF Placement Securities (\$33,000) are being applied, and will continue to be applied, to fund the costs of the Company in implementing the VITALITY transactions and for general working capital purposes. Those funds, which were initially held in escrow pending Shareholder approval of the issue of the PF Placement Securities, were released to the Company as an advance of funds by PF Super.

For further information in relation to the Transaction Funding Placement, see **Part G** of this Document.

Voting Exclusion Statement

In accordance with Listing Rule 14.11.1, the Company will disregard any votes cast on Resolution 2 by PF Super and any Associate of PF Super.

However, the Company will not disregard a vote cast on Resolution 2 if it is cast by:

- a person as a proxy for a person who is entitled to vote, in accordance with the directions on a Proxy Form; or
- the Chair of the Meeting as a proxy for a person who is entitled to vote on Resolution 2, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Directors Recommendation

Each of Tony Ho and Jeremy Curnock Cook recommends that Shareholders vote in favour of Resolution 2.

Patrick Ford declines to make a recommendation to Shareholders in relation to Resolution 2 due to his personal interest in the outcome of Resolution 2.

Resolution 3 – Issue of Shares under Transaction Funding Placement

Background to approval

The Company conducted the Transaction Funding Placement on or around 20 February 2013, pursuant to which it:

- issued and allotted an aggregate of 9,007,772 Shares, at an issue price of \$0.022 per Share (each a **TFP Placement Share**); and
- subject to the approval of Resolution 4, will issue and allot an aggregate of 6,503,886 attaching Options for no additional cash consideration, exercisable at \$0.04 each on or before 31 March 2015 (these Options are the subject of Resolution 4 below),

to Sophisticated Investors and Professional Investors (excluding PAM and PF Super), on the terms and conditions of the Transaction Funding Placement.

Listing Rule 7.4

As noted in connection with Resolution 1 in this **Part F** above, an ASX-listed company is not permitted to issue or agree to issue equity securities equal to more than the 15% Threshold, in a 12 month period, subject to certain permitted exceptions.

In calculating the 15% Threshold, the company is entitled to deduct any ordinary securities issued in the relevant 12 month period that are ratified under Listing Rule 7.4.

Under Listing Rule 7.4, an issue of securities made without shareholder approval under Listing Rule 7.1 will be treated as having been made with shareholder approval for the purposes of that Listing Rule, if the original issue did not breach the 15% Threshold and shareholders subsequently approve that issue.

The Company confirms that the issue of the TFP Placement Shares that are the subject of this Resolution 3, to Sophisticated Investors and Professional Investors (excluding PAM and PF Super) has not breached the 15% Threshold. By obtaining the approval of Shareholders under Resolution 3, those TFP Placement Shares will not be counted as a new issue for the purposes of determining whether or not the Company has exceeded the 15% Threshold.

Disclosure

In accordance with the notice requirements of Listing Rule 7.5, Shareholders are advised that:

- (a) an aggregate of 9,007,772 TFP Placement Shares have been issued and allotted (excluding PAM and PF Super) pursuant to the Transaction Funding Placement;
- (b) the TFP Placement Shares have been issued and allotted for a price of \$0.022 each;
- (c) the terms and conditions of issue of the TFP Placement Shares are identical to the terms and conditions of issue of all other Shares. The material terms and conditions and conditions of issue of TFP Placement Shares under the Constitution are summarised in **PART G** of this Document;
- (d) the allottees of the TFP Placement Shares are as follows:
 - (i) Taycol Nominees Pty Ltd – 2,500,000 TFP Placement Shares;
 - (ii) Jamel Investments Pty Ltd – 455,000 TFP Placement Shares;
 - (iii) Enswell Pty Limited <Enswell Super fund A/c> - 1,000,000 TFP Placement Shares;
 - (iv) Kevin and Vikki Ho <Nathan Ho Account> - 2,000,000 TFP Placement Shares;
 - (v) Bluestar Management Pty Limited <Super Fund A/c> - 1,000,000 TFP Placement Shares;
 - (vi) McKell Place Nominees Pty Limited – 552,772 TFP Placement Shares;
 - (vii) Ginta Pty Limited - 500,000 TFP Placement Shares; and
 - (viii) Anne Jeffs - 1,000,000 TFP Placement Shares,(each, a **TFP Placement Allottee**); and
- (e) the funds raised under the issue and allotment of the TFP Placement Shares the subject of this Resolution 3 (being a total of \$198,171) are being applied, and will continue to be applied, to fund the costs of the Company in implementing the VITALITY transactions and for general working capital purposes of the Company.

Voting Exclusion Statement

In accordance with Listing Rule 14.11.1, the Company will disregard any votes cast on Resolution 3 by any TFP Placement Allottee or any Associate of any TFP Placement Allottee.

However, the Company will not disregard a vote cast on Resolution 3 if it is cast by:

- a person as a proxy for a person who is entitled to vote, in accordance with the directions on a Proxy Form; or
- the Chair of the Meeting as a proxy for a person who is entitled to vote on Resolution 3, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Directors Recommendation

Each of Tony Ho, Patrick Ford and Jeremy Curnock Cook recommends that Shareholders vote in favour of Resolution 3.

Resolution 4 – Issue of Options under Transaction Funding Placement

Background to approval

As noted in connection with Resolution 3 in this **Part F**, the Company has completed the Transaction Funding Placement and:

- has issued and allotted the TFP Placement Shares (as defined in connection with Resolution 3 above); and
- subject to the approval of this Resolution 4, will issue and allot an aggregate of 1 attaching Option for every 2 TFP Placement Shares issued, being 6,503,886 attaching Options, for no additional cash consideration and each exercisable into 1 Bioxyne Share at \$0.04 per Option on or before 31 March 2015 (each a **TFP Placement Option**),

to Sophisticated Investors and Professional Investors (excluding PAM and PF Super), on the terms and conditions of the Transaction Funding Placement.

Listing Rule 7.1

As noted in connection with Resolution 1 of this **Part F**, Listing Rule 7.1 provides that a listed entity may not, in a 12 month period, issue or agree to issue equity securities equal to more than the 15% Threshold, unless the issue is approved by shareholders or otherwise comes within one of the exceptions to Listing Rule 7.1.

Resolution 4 is seeking the approval of Shareholders to the issue of those TFP Placement Options to Sophisticated Investors and Professional Investors in accordance with the terms and conditions of the Transaction Funding Placement. For the avoidance of doubt, the TFP Placement Options do not include those Options subscribed for by PAM and PF Super pursuant to the Transaction Funding Placement, the approval of which is contemplated under the approvals sought under Resolution 1 and Resolution 2 respectively.

By Shareholders approving Resolution 4, none of the TFP Placement Options, nor any of the Shares issued upon the exercise of the TFP Placement Options, will, upon their issue and allotment, be counted as a new issue for the purposes of determining whether or not the Company has exceeded the 15% Threshold.

Disclosure

In accordance with the notice requirements of Listing Rule 7.3, Shareholders are advised that:

- (a) the maximum aggregate number of TFP Placement Options to be issued is 6,503,886;
- (b) all TFP Placement Options will be issued and allotted on a date no later than 3 months after the date of the Meeting. This issue and allotment is currently scheduled to occur on Monday 23 December 2013;
- (c) the TFP Placement Options are being issued to subscribers for Shares under the Transaction Funding Placement for no additional cash consideration. One attaching TFP Placement Option is to be issued for every two TFP Placement Shares subscribed for under the Transaction Funding Placement;
- (d) the allottees of the TFP Placement Options are as follows:
 - (i) Taycol Nominees Pty Ltd – 1,250,000 TFP Placement Options;
 - (ii) Jamel Investments Pty Ltd – 227,500 TFP Placement Options;
 - (iii) Enswell Pty Limited <Enswell Super fund A/c> - 500,000 TFP Placement Options;
 - (iv) Kevin and Vikki Ho <Nathan Ho Account> - 1,000,000 TFP Placement Options;
 - (v) Bluestar Management Pty Limited <Super Fund A/c> - 500,000 TFP Placement Options;
 - (vi) McKell Place Nominees Pty Limited – 276,386 TFP Placement Options;
 - (vii) Ginta Pty Limited - 250,000 TFP Placement Options; and
 - (viii) Anne Jeffs - 500,000 TFP Placement Options.

In addition, 2,000,000 TFP Placement Options will be issued to Veritas as part consideration for arranging the placement of the TFP Placement Shares and TFP Placement Options to investors other than PAM. It should be noted that Patrick Ford, a Director, is also a director and minority shareholder of Veritas;

- (e) the material terms and conditions of issue of the TFP Placement Options are summarised in **Part H** of this Document. In particular, the TFP Placement Options will be exercisable on the following terms:

- (i) *exercise price*: \$0.04 per TFP Placement Option; and
- (ii) *expiry date*: 31 March 2015; and
- (f) no additional cash consideration will be received by the Company on or in consideration of the issue and allotment of the TFP Placement Options.

Voting Exclusion Statement

In accordance with Listing Rule 14.11.1, the Company will disregard any votes cast on Resolution 4 by:

- any person who may participate in the proposed issue contemplated under Resolution 4;
- any person who may obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if Resolution 4 is approved; and
- any Associate of any of the aforementioned persons.

However, the Company will not disregard a vote cast on Resolution 4 if it is cast by:

- a person as a proxy for a person who is entitled to vote, in accordance with the directions on a Proxy Form; or
- the Chair of the Meeting as a proxy for a person who is entitled to vote on Resolution 4, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Directors Recommendation

Each of Tony Ho and Jeremy Curnock Cook recommends that Shareholders vote in favour of Resolution 4.

Patrick Ford declines to make a recommendation to Shareholders in relation to Resolution 4 due to his personal interest in the outcome of Resolution 4.

Resolution 5 – Issue of Shares to Anthony Ho in part payment of Directors’ Fees

Background to approval

Anthony (Tony) Ho, the Chairman of the Company, is entitled to receive fees in the amount of \$60,000 per annum (plus superannuation) for his services as a Non-Executive Director and Chairman on the Board. Given the limited cash resources of the Company, each Director (including Mr Ho) has agreed to receive half of his fees in Bioxyne Shares and the remainder in cash up to 1 June 2013.

Following the termination of the VITALITY transaction Directors resolved to receive their fees 100% in equity until further notice starting from 1 June 2013. Hence for the period from 1 June 2013 through to 31 October 2013 Directors fees are to be discharged in equity (subject to shareholder approval) to conserve the Company’s cash resources.

The Company is seeking the approval of Shareholders to issue and allot to Mr Ho (or his nominee) of 7,653,500 Shares, in satisfaction of fees payable to Mr Ho for his services as Chairman for the period from 1 December 2012 to 31 October 2013 (both inclusive). That number of Shares has been calculated based on an issue price agreed between the Company and Mr Ho of \$0.006 per Share.

Chapter 2E Corporations Act

Chapter 2E of the Corporations Act requires shareholder approval where a public company seeks to give a “financial benefit” to a “related party”. Mr Ho is considered to be a related party within the meaning of the Corporations Act.

In accordance with the requirements of Chapter 2E of the Corporations Act, and in particular, section 219 of the Corporations Act, the following information is provided to Shareholders to enable them to assess the issuance of shares to Mr Ho in exchange for discharging company obligations of Directors fees owed:

- (a) Mr Ho is a related party of the Company to whom approval of proposed issue of shares at Resolution 5 which if approved would permit financial benefits to be given;
- (b) the nature of the financial benefit to be given to a Participating Director (or their nominee) is the issue of, and subscription for, up to 7,653,500 shares at an issue price of \$0.006;
- (c) the maximum number of Shares to be offered to Mr Ho will be 7,653,500 shares based on an issue price of \$0.006. The issue price of \$0.006 has been agreed between the Company and the Directors as being fair and reasonable given recent trading history and a fair assessment of market price. The last

traded price at 18 November 2013 was \$0.005, which means that \$0.006 represents a 20% premium to current market value;

- (d) the company provides the following information regarding company share price and trading history in the past 12 months:
- 52 week highest price: \$0.03;
 - 52 week lowest price: \$0.003;
 - Latest closing price: \$0.005.
- (e) For resolutions 5, 6 and 7 the Company provides the following information about each Directors existing interest in the company and impact on existing shares on issue of the new share issues at resolution 5 – 7 for existing shareholders:

Director	Existing Shares on Issue at Notice Date Directly and Indirectly Held/Controlled	Shares Issued Pursuant to Resolutions 1 to 3	New Shares to be Issued	Total Shares Held if Resolutions Passed	Dilution based on shares on issue at notice date	Dilution assuming resolutions 1 to 3 Passed for issue of TFP Securities
Anthony Ho	440,000	-	7,653,500	8,093,500	4.69%	4.32%
Jeremy Curnock Cook	31,355,427	12,600,000	4,732,794	48,688,221	2.90%	2.67%
Patrick Ford	596,801	1,500,000	4,547,220	6,644,021	2.79%	2.57%
Total	32,392,228	14,100,000	16,933,514	63,425,742	10.38%	9.56%

Listing Rule 10.11

As noted in connection with Resolution 2 in this **Part F** above, Listing Rule 10.11 requires an ASX-listed entity to obtain the prior approval of the holders of its ordinary securities where it proposes to issue equity securities to a related party.

Mr Ho, by virtue of being a director of the Company, is a related party of the Company.

If shareholder approval of a proposed issue is obtained under Listing Rule 10.11, further approval of that proposed issue is not required under Listing Rule 7.1 (see Listing Rule 7.2, Exception 14).

Disclosure

In accordance with the disclosure requirements of Listing Rule 10.13, Shareholders are advised that, after approval of Resolution 5 in accordance with its terms:

- in satisfaction of fees payable to Tony Ho for his services as Chairman in respect of the period from 1 December 2012 to 31 October 2013, Mr Ho, is entitled to be issued with 7,653,500 Shares;
- all of the Shares contemplated under Resolution 5 will be issued and allotted to Mr Ho (or his nominee) on a date no later than 1 month after the date of the Meeting. This issue and allotment is currently scheduled to occur on Monday 23 December 2013;
- all of the Shares contemplated under Resolution 5 will be issued and allotted on the basis of an issue price of \$0.006 per Share. Upon the issue and allotment of those Shares to Mr Ho (or his nominee), Mr Ho will have foregone any entitlement to receive that part of his directors' fees that was otherwise "payable" to him, in respect of the applicable period referred to in paragraph (a) above. No cash consideration is or will become payable for the Shares to be issued and allotted if this Resolution 5 is approved in accordance with its terms;
- the terms and conditions of issue of the Shares contemplated under Resolution 5 will, upon their issue and allotment, be identical to the terms and conditions of issue of all other Shares; and
- no funds will be raised as a result of the issue and allotment of the Shares contemplated under Resolution 5 to Mr Ho.

Voting Exclusion Statement

In accordance with Listing Rule 14.11.1, the Company will disregard any votes cast on Resolution 5 by Tony Ho or any Associate of Mr Ho.

However, the Company will not disregard a vote cast on Resolution 5 if it is cast by:

- a person as a proxy for a person who is entitled to vote, in accordance with the directions on a Proxy Form; or
- the Chair of the Meeting as a proxy for a person who is entitled to vote on Resolution 5, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Directors Recommendation

Each of Tony Ho, Patrick Ford and Jeremy Curnock Cook declines to make a recommendation to Shareholders in relation to Resolution 5 due to their respective personal interests in the outcome of Resolution 5.

Resolution 6 – Issue of Shares to Patrick Ford in part payment of Directors’ Fees

Background to approval

Patrick Ford, a current Director of the Company, is entitled to receive fees in the amount of \$40,000 per annum (plus superannuation) for his services as a Non-Executive Director on the Board. Given the limited cash resources of the Company, each Director (including Mr Ford) has agreed to receive half of his fees in Bioxyne Shares and the remainder in cash up to 1 June 2013.

Following the termination of the VITALITY transaction Directors resolved to receive their fees 100% in equity until further notice starting from 1 June 2013. Hence for the period from 1 June 2013 through to 31 October 2013 Directors fees are to be discharged in equity (subject to shareholder approval) to conserve the Company’s cash resources.

The Company is seeking the approval of Shareholders to issue and allot to Mr Ford (or his nominee) of 4,547,220 Shares, in satisfaction of fees payable to Mr Ford for his services as a Director for the period from 1 December 2012 to 31 October 2013 (both inclusive). That number of Shares has been calculated based on an issue price agreed between the Company and Mr Ford of \$0.006 per Share.

Chapter 2E Corporations Act

Chapter 2E of the Corporations Act requires shareholder approval where a public company seeks to give a “financial benefit” to a “related party”. Mr Ford is considered to be a related party within the meaning of the Corporations Act.

In accordance with the requirements of Chapter 2E of the Corporations Act, and in particular, section 219 of the Corporations Act, the following information is provided to Shareholders to enable them to assess the issuance of shares to Mr Ford in exchange for discharging company obligations of Directors fees owed:

- Mr Ford is a related party of the Company to whom approval of proposed issue of shares at Resolution 6 which if approved would permit financial benefits to be given;
- the nature of the financial benefit to be given to a Participating Director (or their nominee) is the issue of, and subscription for, up to 4,547,220 shares at an issue price of \$0.006;
- the maximum number of Shares to be offered to Mr Ford will be 4,547,220 shares based on an issue price of \$0.006. The issue price of \$0.006 has been agreed between the Company and the Directors as being fair and reasonable given recent trading history and a fair assessment of market price. The last traded price at 18 November 2013 was \$0.005, which means that \$0.006 represents a 20% premium to current market value;
- the company provides the following information regarding company share price and trading history in the past 12 months:
 - 52 week highest price: \$0.03;
 - 52 week lowest price: \$0.003;
 - Latest closing price: \$0.005.
- For resolutions 5, 6 and 7 the Company provides the following information about each Directors existing interest in the company and impact on existing shares on issue of the new share issues at resolution 5 – 7 for existing shareholders:

Director	Existing Shares on Issue at Notice Date Directly and Indirectly Held/Controlled	Shares Issued Pursuant to Resolutions 1 to 3	New Shares to be Issued	Total Shares Held if Resolutions Passed	Dilution based on shares on issue at notice date	Dilution assuming resolutions 1 to 3 Passed for issue of TFP Securities
Anthony Ho	440,000	-	7,653,500	8,093,500	4.69%	4.32%
Jeremy Curnock Cook	31,355,427	12,600,000	4,732,794	48,688,221	2.90%	2.67%
Patrick Ford	596,801	1,500,000	4,547,220	6,644,021	2.79%	2.57%
Total	32,392,228	14,100,000	16,933,514	63,425,742	10.38%	9.56%

Listing Rule 10.11

As noted in connection with Resolution 2 in this **Part F** above, Listing Rule 10.11 requires an ASX-listed entity to obtain the prior approval of the holders of its ordinary securities where it proposes to issue equity securities to a related party.

Mr Ford, by virtue of being a director of the Company, is a related party of the Company.

If shareholder approval of a proposed issue is obtained under Listing Rule 10.11, further approval of that proposed issue is not required under Listing Rule 7.1 (see Listing Rule 7.2, Exception 14).

Disclosure

In accordance with the disclosure requirements of Listing Rule 10.13, Shareholders are advised that, after approval of Resolution 6 in accordance with its terms:

- in satisfaction of fees payable to Patrick Ford for his services as a Director in respect of the period from 1 December 2012 to 31 October 2013, Mr Ford, is entitled to be issued with 4,547,220 Shares;
- all of the Shares contemplated under Resolution 6 will be issued and allotted to Mr Ford (or his nominee) on a date no later than 1 month after the date of the Meeting. This issue and allotment is currently scheduled to occur on Monday 23 December 2013;
- all of the Shares contemplated under Resolution 6 will be issued and allotted on the basis of an issue price of \$0.006 per Share. Upon the issue and allotment of those Shares to Mr Ford (or his nominee), Mr Ford will have foregone any entitlement to receive that part of his directors' fees that was otherwise "payable" to him, in respect of the applicable period referred to in paragraph (a) above. No cash consideration is or will become payable for the Shares to be issued and allotted if this Resolution 6 is approved in accordance with its terms;
- the terms and conditions of issue of the Shares contemplated under Resolution 6 will, upon their issue and allotment, be identical to the terms and conditions of issue of all other Shares; and
- no funds will be raised as a result of the issue and allotment of the Shares contemplated under Resolution 6 to Mr Ford.

Voting Exclusion Statement

In accordance with Listing Rule 14.11.1, the Company will disregard any votes cast on Resolution 6 by Patrick Ford or any Associate of Mr Ford.

However, the Company will not disregard a vote cast on Resolution 6 if it is cast by:

- a person as a proxy for a person who is entitled to vote, in accordance with the directions on a Proxy Form; or
- the Chair of the Meeting as a proxy for a person who is entitled to vote on Resolution 6, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Directors Recommendation

Each of Tony Ho, Patrick Ford and Jeremy Curnock Cook declines to make a recommendation to Shareholders in relation to Resolution 6 due to their respective personal interests in the outcome of Resolution 6.

Resolution 7 – Issue of Shares to Jeremy Curnock Cook in part payment of Directors' Fees

Background to approval

Jeremy Curnock Cook, a current Director of the Company, is entitled to receive fees in the amount of \$40,000 per annum (plus superannuation) for his services as a Non-Executive Director on the Board. Given the limited cash resources of the Company, each Director (including Mr Curnock Cook) has agreed to receive half of his fees in Bioxyne Shares and the remainder in cash up to 1 June 2013.

Following the termination of the VITALITY transaction Directors resolved to receive their fees 100% in equity until further notice starting from 1 June 2013. Hence for the period from 1 June 2013 through to 31 October 2013 Directors fees are to be discharged in equity (subject to shareholder approval) to conserve the Company's cash resources.

The Company is seeking the approval of Shareholders to issue and allot to Mr Curnock Cook (or his nominee) of 4,732,794 Shares, in satisfaction of fees payable to Mr Curnock Cook for his services as a Director for the period from 12 December 2012 to 31 October 2013 (both inclusive). That number of Shares has been calculated based on an issue price agreed between the Company and Mr Curnock Cook of \$0.006 per Share.

Chapter 2E Corporations Act

Chapter 2E of the Corporations Act requires shareholder approval where a public company seeks to give a "financial benefit" to a "related party". Mr Curnock Cook is considered to be a related party within the meaning of the Corporations Act.

In accordance with the requirements of Chapter 2E of the Corporations Act, and in particular, section 219 of the Corporations Act, the following information is provided to Shareholders to enable them to assess the issuance of shares to Mr Curnock Cook in exchange for discharging company obligations of Directors fees owed:

- (a) Mr Curnock Cook is a related party of the Company to whom approval of proposed issue of shares at Resolution 6 which if approved would permit financial benefits to be given;
- (b) the nature of the financial benefit to be given to a Participating Director (or their nominee) is the issue of, and subscription for, up to 4,732,794 shares at an issue price of \$0.006;
- (c) the maximum number of Shares to be offered to Mr Curnock Cook will be 4,732,794 shares based on an issue price of \$0.006. The issue price of \$0.006 has been agreed between the Company and the Directors as being fair and reasonable given recent trading history and a fair assessment of market price. The last traded price at 18 November 2013 was \$0.005, which means that \$0.006 represents a 20% premium to current market value;
- (d) the company provides the following information regarding company share price and trading history in the past 12 months:
 - a. 52 week highest price: \$0.03;
 - b. 52 week lowest price: \$0.003;
 - c. Latest closing price: \$0.005.
- (e) For resolutions 5, 6 and 7 the Company provides the following information about each Directors existing interest in the company and impact on existing shares on issue of the new share issues at resolution 5 – 7 for existing shareholders:

Director	Existing Shares on Issue at Notice Date Directly and Indirectly Held/Controlled	Shares Issued Pursuant to Resolutions 1 to 3	New Shares to be Issued	Total Shares Held if Resolutions Passed	Dilution based on shares on issue at notice date	Dilution assuming resolutions 1 to 3 Passed for issue of TFP Securities
Anthony Ho	440,000	-	7,653,500	8,093,500	4.69%	4.32%
Jeremy Curnock Cook	31,355,427	12,600,000	4,732,794	48,688,221	2.90%	2.67%
Patrick Ford	596,801	1,500,000	4,547,220	6,644,021	2.79%	2.57%
Total	32,392,228	14,100,000	16,933,514	63,425,742	10.38%	9.56%

Listing Rule 10.11

As noted in connection with Resolution 2 in this **Part F** above, Listing Rule 10.11 requires an ASX-listed entity to obtain the prior approval of the holders of its ordinary securities where it proposes to issue equity securities to a related party.

Mr Curnock Cook, by virtue of being a director of the Company, is a related party of the Company.

If shareholder approval of a proposed issue is obtained under Listing Rule 10.11, further approval of that proposed issue is not required under Listing Rule 7.1 (see Listing Rule 7.2, Exception 14).

Disclosure

In accordance with the disclosure requirements of Listing Rule 10.13, Shareholders are advised that, after approval of Resolution 7 in accordance with its terms:

- in satisfaction of half of the fees payable to Jeremy Curnock Cook for his services as a Director in respect of the period from 12 December 2012 to 31 October 2013, Mr Curnock Cook, is entitled to be issued with 4,732,794 Shares;
- all of the Shares contemplated under Resolution 7 will be issued and allotted to Mr Curnock Cook (or his nominee) on a date no later than 1 month after the date of the Meeting. This issue and allotment is currently scheduled to occur on Monday 23 December 2013;
- all of the Shares contemplated under Resolution 7 will be issued and allotted on the basis of an issue price of \$0.006 per Share. Upon the issue and allotment of those Shares to Mr Curnock Cook (or his nominee), Mr Curnock Cook will have foregone any entitlement to receive that part of his directors' fees that was otherwise "payable" to him, in respect of the applicable period referred to in paragraph (a) above. No cash consideration is or will become payable for the Shares to be issued and allotted if this Resolution 7 is approved in accordance with its terms;
- the terms and conditions of issue of the Shares contemplated under Resolution 7 will, upon their issue and allotment, be identical to the terms and conditions of issue of all other Shares; and
- no funds will be raised as a result of the issue and allotment of the Shares contemplated under Resolution 7 to Mr Curnock Cook.

Voting Exclusion Statement

In accordance with Listing Rule 14.11.1, the Company will disregard any votes cast on Resolution 7 by Jeremy Curnock Cook or any Associate of Mr Curnock Cook.

However, the Company will not disregard a vote cast on Resolution 7 if it is cast by:

- a person as a proxy for a person who is entitled to vote, in accordance with the directions on a Proxy Form; or
- the Chair of the Meeting as a proxy for a person who is entitled to vote on Resolution 7, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Directors Recommendation

Each of Tony Ho, Patrick Ford and Jeremy Curnock Cook declines to make a recommendation to Shareholders in relation to Resolution 7 due to their respective personal interests in the outcome of Resolution 7.

Resolution 8 – Issue of Shares to Chief Executive Officer

Background to approval

Dr Phillip Comans, the Chief Executive officer (CEO) of the Company, earns an annual salary of \$180,000 per annum, which up until 1 April 2013 equated to a monthly payment of \$15,000 that is taken in the following manner:

- \$10,000 in cash; and
- \$5,000 in Bioxyme Shares.

From 1 April 2013 the CEO agreed, and the Board resolved for CEO fees to be paid based on a time spent basis in order to conserve the Company's cash balance, in addition to a reduced equity payment of \$2,500 per month until further notice starting from 1 April 2013. For the avoidance of doubt the revised CEO remuneration was introduced to reduce the cash burden to the Company. As at 31 October 2013 the CEO has rendered no invoices for cash payment for time spent between 1 April 2013 and 31 October 2013 inclusive.

Shares issued or to be issued to Dr Comans on this basis are hereafter referred to as **PC Remuneration Shares**. The number of PC Remuneration Shares has been calculated based on an issue price agreed between the Company and Dr Comans of \$0.006 per Share.

The Company is seeking the approval of Shareholders to the issue and allot to Dr Phillip Comans (or his nominee) of 6,250,000 Shares, in satisfaction of a portion of the fees payable to Dr Phillip Comans for his services as CEO for the period from 1 December 2012 to 31 October 2013 (both inclusive). That number of Shares has been calculated based on an issue price agreed between the Company and Dr Comans of \$0.006 per Share.

Chapter 2E Corporations Act

Chapter 2E of the Corporations Act requires shareholder approval where a public company seeks to give a "financial benefit" to a "related party". Dr Comans is considered to be a related party within the meaning of the Corporations Act.

In accordance with the requirements of Chapter 2E of the Corporations Act, and in particular, section 219 of the Corporations Act, the following information is provided to Shareholders to enable them to assess the issuance of shares to Dr Comans in exchange for discharging company obligations of fees owed for his services as Company CEO:

- (a) Dr Comans is a related party of the Company to whom approval of proposed issue of shares at Resolution 8 which if approved would permit financial benefits to be given;
- (b) the nature of the financial benefit to be given to a Participating Officeholder (or their nominee) is the issue of, and subscription for, up to 6,250,000 shares at an issue price of \$0.006;
- (c) the maximum number of Shares to be offered to Dr Comans will be 6,250,000 shares based on an issue price of \$0.006. The issue price of \$0.006 has been agreed between the Company and the Directors as being fair and reasonable given recent trading history and a fair assessment of market price. The last traded price at 18 November 2013 was \$0.005, which means that \$0.006 represents a 20% premium to current market value;
- (d) the company provides the following information regarding company share price and trading history in the past 12 months:
 - a. 52 week highest price: \$0.03;
 - b. 52 week lowest price: \$0.003;
 - c. Latest closing price: \$0.005.
- (e) For resolutions 5, 6, 7 and 8 the Company provides the following information about each Related Party's existing interest in the company and impact on existing shares on issue of the new share issues at resolutions 5 – 8 for existing shareholders:

Director	Existing Shares on Issue at Notice Date Directly and Indirectly Held/Controlled	Shares Issued Pursuant to Resolutions 1 to 3	New Shares to be Issued	Total Shares Held if Resolutions Passed	Dilution based on shares on issue at notice date	Dilution assuming resolutions 1 to 3 Passed for issue of TFP Securities
Anthony Ho	440,000	-	7,653,500	8,093,500	4.69%	4.32%
Jeremy Curnock Cook	31,355,427	12,600,000	4,732,794	48,688,221	2.90%	2.67%
Patrick Ford	596,801	1,500,000	4,547,220	6,644,021	2.79%	2.57%
Phillip Comans	13,585,626	-	6,250,000	19,835,626	3.83%	3.53%
Total	45,977,854	14,100,000	23,183,514	83,261,368	14.22%	13.09%

Listing Rule 10.11

As noted in connection with Resolution 2 in this **Part F** above, Listing Rule 10.11 requires an ASX-listed entity to obtain the prior approval of the holders of its ordinary securities where it proposes to issue equity securities to a related party.

Dr Comans, by virtue of being the Chief Executive Officer of the Company, is a related party of the Company.

If shareholder approval of a proposed issue is obtained under Listing Rule 10.11, further approval of that proposed issue is not required under Listing Rule 7.1 (see Listing Rule 7.2, Exception 14).

Disclosure

In accordance with the disclosure requirements of Listing Rule 10.13, Shareholders are advised that, after approval of Resolution 8 in accordance with its terms:

- it is proposed to issue and allot 6,250,000 PC Remuneration Shares to Dr Comans, in respect of the period of his employment by the Company from 1 December 2012 to 31 October 2013 (both inclusive);
- all PC Remuneration Shares will be issued and allotted on a date no later than 1 month after the date of the Meeting. This issue and allotment is currently scheduled to occur on Monday 23 December 2013;
- all PC Remuneration Shares will be issued and allotted on the basis of an issue price of \$0.006 per Share. Upon the issue and allotment to Dr Comans of those PC Remuneration Shares, Dr Comans will have foregone any entitlement to receive that part of his salary that was otherwise "payable" to him, in respect of the period referred to in paragraph (a) above. No cash consideration is or will become payable for the PC Remuneration Shares to be issued and allotted if this Resolution 8 is approved in accordance with its terms;
- the terms and conditions of issue of the PC Remuneration Shares will, upon their issue and allotment, be identical to the terms and conditions of issue of all other Shares; and
- no funds will be raised as a result of the issue and allotment of the PC Remuneration Shares.

Voting Exclusion Statement

In accordance with Listing Rule 14.11.1, the Company will disregard any votes cast on Resolution 8 by Dr Comans or any Associate of Dr Comans.

However, the Company will not disregard a vote cast on Resolution 8 if it is cast by:

- a person as a proxy for a person who is entitled to vote, in accordance with the directions on a Proxy Form; or
- the Chair of the Meeting as a proxy for a person who is entitled to vote on Resolution 8, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Directors Recommendation

Each of Tony Ho, Patrick Ford and Jeremy Curnock Cook recommends that Shareholders vote in favour of Resolution 8.

As required under the Corporations Act and Listing Rules, copies of the Notice of Meeting and Explanatory Statement were lodged with ASIC and ASX before being sent to members.

PART G: TRANSACTION FUNDING PLACEMENT (TFP)

On 20 February 2013, the Company raised a total of \$508,371 by way of a placement of Shares and 1 for 2 free attaching Options to Professional Investors and Sophisticated Investors, to fund the costs of the Company in connection with the VITALITY transactions and for general working capital purposes.

The Shares under the Transaction Funding Placement were offered at an issue price of \$0.022 per Share. The Options under the Transaction Funding Placement were offered to subscribers under the Transaction Funding Placement for no additional cash consideration.

The Options under the Transaction Funding Placement are each exercisable into one Bioxyne Share at \$0.04 per Option and have an expiry date of 31 March 2015.

As stated in the Company's announcement to the ASX dated 20 February 2013, PAM applied for the issue of \$277,200 worth of Shares, and attaching Options, under the Transaction Funding Placement (**PAM Placement Securities**).

Those funds were initially held in escrow pending Shareholder approval of the issue of the PAM Placement Securities, but were subsequently released by PAM to the Company as an advance of funds to fund placement costs and working capital requirements. Upon the issue of the PAM Placement Securities following passage of Resolution 1, that advance will be deemed to be repaid and discharged by Bioxyne in full, and the subscription money for the PAM Placement Securities will be deemed to be paid in full by PAM.

The funds raised by the Company from PF Super's application to subscribe for Shares and attaching Options under the Transaction Funding Placement (\$33,000) (**PF Placement Securities**) were similarly released by PF Super to the Company as an advance of funds.

That advance will be deemed to be repaid and discharged by Bioxyne in full, and the subscription money for the PF Placement Securities will be deemed to be paid in full by PF Super, upon the passage of Resolution 2.

As a result of the subscription by each of PAM and PF Super under the Transaction Funding Placement, the relevant interest of PAM in the Company will increase from 19.23% to 24.81% (see disclosure in **Part F** in connection with Resolution 1 and Resolution 2).

PART H: TFP OPTION TERMS

Material Terms and Conditions of Bioxyne Options Issuable in Resolution 1, 2 and 4

1 Specific Terms

Subject to the passing of the relevant Resolution, the Options proposed to be issued pursuant to the Resolutions will be issued and allotted on the following material terms:

- *Entitlement*

Each Option entitles the holder to be issued and allotted one Share upon exercise of that Option and payment to the Company of the exercise price.

- *Exercise price*

The exercise price will be \$0.04 per Option.

- *Exercise period*

Each Option will expire at midnight, Australian Eastern Standard Time, on 31 March 2015.

2 General Terms

Shares issued and allotted pursuant to the exercise of Options will rank equally in all respects with the then existing Shares, and will be subject to the provisions of the Constitution.

Subject to the following paragraphs, an Option does not confer upon the holder the right to participate in any new issues of securities by the Company without that holder having first exercised that Option in accordance with its terms. However, the Company will ensure that for the purpose of determining entitlements to any such issue, the Company will notify the holder of an Option of the details of the new issue by the relevant date for the particular issue as determined in accordance with the Listing Rules.

Adjustments to the number of Shares underlying each Option and/or the exercise price applicable to each Option (**Exercise Price**) will be made in accordance with the requirements of the Listing Rules to take account of changes to the capital structure of the Company as a result of pro-rata, bonus or cash issues.

The terms of the Options do not prevent the Options being reconstructed as required by the Listing Rules on a reconstruction of the Company's issued capital. The rights of a holder of an Option may be altered to the extent necessary to comply with any Listing Rules that apply to a re-organisation of capital, at the time of that re-organisation.

In the event of any reconstruction of the Company's issued capital, Options will be treated in the following manner:

- in the event of a consolidation of Shares, the number of Options will be consolidated in the same ratio as the Shares and the Exercise Price will be amended in inverse proportion to that ratio;
- in the event of a subdivision of Shares, the number of Options will be subdivided in the same ratio as the Shares and the Exercise Price will be amended in inverse proportion to that ratio;
- in the event of a pro-rata cancellation of Shares, the number of Options will be reduced in the same ratio as the Shares and the Exercise Price will be amended in inverse proportion to that ratio; and
- in the event of any other reconstruction of the issued capital of the Company, the number of Options or the Exercise Price or both will be reconstructed (as appropriate) in a manner which will not result in any benefits being conferred on the holders of the Options which are not conferred on Shareholders.

The Company will apply to the ASX for, and will use its best endeavours to obtain, Official Quotation of all Shares issued and allotted on the exercise of an Option, but gives no assurance or undertaking that such quotation will be granted or maintained.

If the Company is liquidated, all unexercised Options will lapse.

All other terms and conditions of the Options will be in accordance with the requirements of the Listing Rules.

PART I: GLOSSARY

For the purposes of this Document, the following terms have the meanings prescribed below:

\$	Australian dollar.
€	Euro.
15% Threshold	the prohibition under Listing Rule 7.1, which prohibits the Company (subject to certain exceptions) from, during a rolling 12 month period, issuing or agreeing to issue equity securities representing more than 15% of its total issued ordinary shares as at the beginning of that 12 month period, without prior shareholder approval.
ASIC	Australian Securities & Investments Commission.
Associate	has the meaning given to that term in section 12(2) of the Corporations Act.
ASX	ASX Limited ACN 008 624 691 or any securities exchange market operated by it, as the context requires.
Board or Bioxyne Board	the board of Directors, as constituted from time to time.
Business Day	a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Sydney in the state of New South Wales, Australia.
Company or Bioxyne	Bioxyne Limited ACN 084 464 193.
Constitution	constitution of the Company.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	a director of the Company as at the date of the Notice, being Tony Ho (Non-Executive Chairman), Patrick Ford and Jeremy Curnock Cook.
Independent Directors	Tony Ho and Patrick Ford.
Listing Rule	the listing rules of the ASX as amended from time to time.
Meeting	the Extraordinary General Meeting referred to in the Notice.
Notice or Notice of Meeting	the Notice of Extraordinary General Meeting set out in Parts E, F, G, and H of this Document.
Official Quotation	official quotation of a security on a marked operated by ASX.
Operating Rules	the settlement operating rules and requirements of the ASX, as amended from time to time.
Option or Bioxyne Option	the right to acquire a Share.
PAM	Phillip Asset Management Ltd ACN 064 847 669 as trustee for IB Australian Bioscience Fund I.
PF Super	P Ford Superannuation Pty Ltd ACN 124 092 931 <Patrick Ford Super Fund A/C>, an Associate of Patrick Ford, a Director.
Professional Investor	a person within the meaning of section 708(11) of the Corporations Act.
Proxy Form	the proxy form attached to this Document.

Related Party	has the meaning given to that term in section 228 of the Corporations Act.
Relevant interest	has the meaning given to that term in sections 608 and 609 of the Corporations Act.
Resolution	a resolution set out in the Notice.
Share or Bioxyne Share	a fully paid ordinary share in the issued capital of the Company, and Shareholding has the corresponding meaning.
Shareholder	a registered holder of Shares.
Sophisticated Investor	a person within the meaning of section 708(8) of the Corporations Act.
TFP Placement Options	the 6,503,886 Options, exercisable at \$0.04 each on or before 31 March 2015 issued and allotted under the Transaction Funding Placement, for no additional cash consideration.
TFP Placement Shares	the 9,007,772 Shares issued and allotted under the Transaction Funding Placement, at an issue price of \$0.022 per Share.
Veritas	Veritas Securities Limited ACN 117 124 535.
VITALITY	VITALITY Devices Pty Ltd ACN 155 305 196.
Voting power	has the meaning given in section 610 of the Corporations Act.

Bioxyne Limited

ABN 97 084 464 193

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

└ 000001 000 BXN
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form

This proxy form relates to the Extraordinary General Meeting of Bioxyne Limited ("Company") to be held at the Institute of Chartered Accountants Australia, The Fraser Room, Level 1/33 Erskine Street, Sydney 2000 on Monday, 23 December 2013 at 10:00am (Sydney time) ("Meeting"). If you wish to attend and vote at the meeting by proxy, then, for your vote to be effective this proxy form must be completed and received by 10:00am (Sydney time) on Saturday, 21 December 2013.

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy on how to vote by marking one of the boxes opposite each item of business. If you do not mark a box, your proxy may vote as they choose. If you mark more than one box on an item, your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the Meeting and vote on a poll. If you appoint two proxies, you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of all your votes. When appointing a two proxies, write both names and the percentage of votes or number of securities for each proxy in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

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

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

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

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the Meeting, you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

Comments & Questions: If you have any comments or questions for the Company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form ➔



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com



Review your securityholding



Update your securityholding

Your secure access information is:

SRN/HIN: I999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

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



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

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

☐

the Chairman
of the Meeting **OR**



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of Bioxyne Limited to be held at the Institute of Chartered Accountants Australia, The Fraser Room, Level 1/33 Erskine Street, Sydney NSW 2000 on Monday, 23 December 2013 at 10:00 am (Sydney time) and at any adjournment or postponement of that meeting.

Important : If the Chairman of the Meeting is your proxy and you have not directed him/her how to vote on any or all resolutions below, please mark the box in this section. 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 these Items and your votes will not be counted in computing the required majority if a poll is called on this Item. The Chairman of the Meeting intends to vote undirected proxies in favour of all the items of business.

☐

I/We acknowledge that the Chairman of the Meeting may exercise my proxy even if he/she has an interest in the outcome of these Items and that votes cast by him/her, other than as proxy holder, would be disregarded because of that interest.

STEP 2 Items of Business



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

	For	Against	Abstain
1 Issue of Shares and Options to PAM under Transaction Funding Placement	☐	☐	☐
2 Issue of Shares and Options to Associate of Patrick Ford (non executive Director) under Transaction Funding Placement	☐	☐	☐
3 Ratification of issue of Shares (other than those the subject of Resolution 1 and Resolution 2) issued under Transaction Funding Placement	☐	☐	☐
4 Issue of Options (other than those the subject of Resolution 1 and Resolution 2) issued under Transaction Funding Placement	☐	☐	☐
5 Issue of Shares to Anthony Ho in part payment of directors' fees	☐	☐	☐
6 Issue of Shares to Patrick Ford in part payment of directors' fees	☐	☐	☐
7 Issue of Shares to Jeremy Curnock Cook in part payment of directors' fees	☐	☐	☐
8 Issue of remuneration Shares to Chief Executive Officer	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item 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

Contact
Name

Contact
Daytime
Telephone

Date ____ / ____ / ____

B X N

1 5 7 7 6 2 A

Computershare +