DIMERIX LIMITED

ACN 001 285 230

NOTICE OF ANNUAL GENERAL MEETING

TIME: 10 am WST

DATE: 19th October 2017

PLACE: Stantons, Level 2, 1 Walker Avenue, West Perth WA 6005

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary, Ian Hobson, on (+61 8) 9388 8290

CONTENTS PAGE

IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10 am WST on Thursday, 19th October 2017 at Stantons, Level 2, 1 Walker Avenue, West Perth WA 6005.

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 5.00 pm WST on, 17th October 2017.

VOTING IN PERSON

To vote in person, attend the Annual General Meeting at the time, date and place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 have the effect that:

- If proxy holders vote, they must cast all directed proxies as they are directed to; and

- Any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and

- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and

- if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and

- if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to Chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and

- the appointed proxy is not the Chair of the meeting; and

- at the meeting, a poll is duly demanded on the resolution; and

- either of the following applies:

    - the proxy is not recorded as attending the meeting;

    - the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

BUSINESS OF THE MEETING

AGENDA

Financial, Directors' and Auditor's Reports

To receive and consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2017, which includes the Financial Report, the Directors' Report and the Auditor's Report.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a **non-binding resolution**:

"*That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report on the terms and conditions in the Explanatory Statement.*"

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

Voting Prohibition Statement: A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

(a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or

(b) a Closely Related Party of such a member.

However, a person (the **Voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

(a) the Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or

(b) the Voter is the Chair and the appointment of the Chair as proxy:

  (i) does not specify the way the proxy is to vote on this Resolution; and

  (ii) expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company, or if the Company is part of a consolidated entity, for the entity.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – DR JAMES WILLIAMS

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

"*That,* Dr James Williams*, being a Director who was appointed by the Company on 3 July 2015 retires in accordance with Article 6.3(c) of the Constitution of the Company and being eligible, offers himself for re-election, be re-elected as a Director.*"

3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR HUGH ALSOP

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

"*That,* Mr Hugh Alsop*, being a Director who was appointed by the Company on 1 May 2017 retires in accordance with Article 6.3(j) of the Constitution of the Company and being eligible, offers himself for re-election, be re-elected as a Director.*"

4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES - LISTING RULE 7.4 (PLACEMENT MADE UNDER LISTING RULE 7.1)

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

"*That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify and approve the issue by the Company of 183,671,701 fully paid ordinary shares on the terms and conditions set out in the Explanatory Statement.*"

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person (and any associates of such a person) who participated in the Placement and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this Resolution is passed.

However, the Company will not disregard a vote if:

(a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or

(b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES - LISTING RULE 7.4 (PLACEMENT MADE UNDER LISTING RULE 7.1A)

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

"*That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify and approve the issue by the Company of 149,661,632 fully paid ordinary shares on the terms and conditions set out in the Explanatory Statement.*"

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person (and any associates of such a person) who participated in the Placement and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this Resolution is passed.

However, the Company will not disregard a vote if:

(a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or

(b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

6. RESOLUTION 6 – APPROVAL OF 10% PLACEMENT CAPACITY

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a **special resolution**:

"That, for the purpose of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the issued capital of the Company (at the time of the issue), calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the issue of Equity Securities under this Resolution and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons.

However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

7. RESOLUTION 7 – CONSOLIDATION OF CAPITAL

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

"That in accordance with Section 254H of the Corporations Act and the Constitution, and for all other purposes, approval is given that the Issued Capital of the Company shall be consolidated on the basis that:

(a) every twenty (20) Ordinary Shares be consolidated into one (1) Ordinary Share;

(b) all Options on issue be adjusted in accordance with Listing Rule 7.22.1; and

(c) all Performance Shares on issue be adjusted in accordance with Listing Rule 7.21,

*and as otherwise in accordance with the Listing Rules and as set out in the Explanatory Statement (**Consolidation**). Where this Consolidation results in a fraction of a Share, Option or Performance Share being held, the Company be authorised to round that fraction up to the nearest whole Share, Option or Performance Share."*

8. RESOLUTION 8 – ISSUE OF OPTIONS TO DIRECTOR JAMES WILLIAMS

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

"That, for the purposes of sections 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Directors to allot and issue 3,499,995 (175,000 post consolidation) Options to Dr James Williams (or nominee) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Dr Williams (or nominee) and any of his associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement: A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

(a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or

(b) a Closely Related Party of such a member.

However, a person (the **Voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

(a) the Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or

(b) the Voter is the Chair and the appointment of the Chair as proxy:

   (i) does not specify the way the proxy is to vote on this Resolution; and

   (ii) expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company, or if the Company is part of a consolidated entity, for the entity.

9. RESOLUTION 9 – ISSUE OF OPTIONS TO DIRECTOR SONIA POLI

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

"That, for the purposes of sections 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Directors to allot and issue 2,500,005 (125,000 post consolidation) Options to Sonia Poli (or nominee) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Ms Poli (or nominee) and any of her associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement: A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

(a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or

(b) a Closely Related Party of such a member.

However, a person (the **Voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

(a) the Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or

(b) the Voter is the Chair and the appointment of the Chair as proxy:

  (i) does not specify the way the proxy is to vote on this Resolution; and

  (ii) expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company, or if the Company is part of a consolidated entity, for the entity.

10. RESOLUTION 10 – ISSUE OF OPTIONS TO DIRECTOR DAVID FRANKLYN

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

"That, for the purposes of sections 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Directors to allot and issue 2,500,005 (125,000 post consolidation) Options to David Franklyn (or nominee) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Mr Franklyn (or nominee) and any of his associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement: A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

(a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or

(b) a Closely Related Party of such a member.

However, a person (the **Voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

(a) the Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or

(b) the Voter is the Chair and the appointment of the Chair as proxy:

  (i) does not specify the way the proxy is to vote on this Resolution; and

  (ii) expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company, or if the Company is part of a consolidated entity, for the entity.

11. RESOLUTION 11 – ISSUE OF OPTIONS TO DIRECTOR HUGH ALSOP

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

"That, for the purposes of sections 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Directors to allot and issue 2,500,005 (125,000 post consolidation) Options to Hugh Alsop (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Mr Alsop (or nominee) and any of his associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement: A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

(a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or

(b) a Closely Related Party of such a member.

However, a person (the **Voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

(a) the Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or

(b) the Voter is the Chair and the appointment of the Chair as proxy:

  (i) does not specify the way the proxy is to vote on this Resolution; and

  (ii) expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company, or if the Company is part of a consolidated entity, for the entity.

DATED: 7 SEPTEMBER 2017

BY ORDER OF THE BOARD

Ian Hobson
Company Secretary

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

1. FINANCIAL STATEMENTS AND REPORTS

Shareholders will be offered the opportunity to discuss the Annual Report at the Meeting. Copies of the report can be found on the Company's website at **www.dimerix.com** or by contacting the Company on (08) 9388 8290.

There is no requirement for Shareholders to approve the Annual Report.

Shareholders will be offered the following opportunities:

(a) discuss the Annual Report for the financial year ended 30 June 2017;

(b) ask questions or make comment on the management of the Company;

(c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

(a) the preparation and the content of the Auditor's Report;

(b) the conduct of the audit;

(c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and

(d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' Report contained in the Annual Report of the Company for the financial year ending 30 June 2017.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

Section 250R(2) of the Corporations Act provides that the Company is required to put the Remuneration Report to the vote of Shareholders. The Directors' Report contains a Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the executive and non-executive directors.

Section 250R(3) of the Corporations Act provides that Resolution 1 is advisory only and does not bind the Directors or the Company. Of itself, a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report.

However, the Corporations Act has been amended by the Corporations Amendment (Improving Accountability on Director and Executive Remuneration)

Act (**Director and Executive Remuneration Act**) which received the Royal Assent on 27 June 2011 and came into effect on 1 July 2011.

The Director and Executive Remuneration Act introduced new sections 250U and 250Y, among others, into the Corporations Act, giving Shareholders the opportunity to remove the Board if the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings (**Two Strikes Rule**).

Under the Two Strikes Rule, where a resolution on the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting, a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the Managing Director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

At the Company's 2016 Annual General Meeting votes cast there were less than 25% of votes cast against the adoption of the remuneration report. Accordingly, a further resolution relating to the Two Strikes Rule is not relevant for this Annual General Meeting.

In summary, if the Remuneration Report receives a 'no' vote of 25% or more at this Meeting, Shareholders should be aware that if there is a 'no' vote of 25% or more at the next annual general meeting the consequences are that all Directors (other than the Managing Director) may be up for re-election.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

The Chair intends to exercise all undirected proxies in favour of Resolution 1. If the Chair of the Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention even if Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – DR JAMES WILLIAMS

Pursuant to Article 6.3 (c) of the Company's Constitution, one third of the Directors (or the number nearest one third) must retire at each annual general meeting and are eligible for re-election. The Directors to retire are those who have been in office for 3 years since their appointment or last re-appointment or who have been longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time, by lot unless otherwise agreed. However, these requirements for a Director to retire do not apply to a Managing Director.

Accordingly, Dr Williams, is required to retire by rotation and being eligible, seeks re-election as a Director.

Resolution 2 seeks approval for the re-election of Dr Williams, who is retiring by rotation under Article 6.3(c) of the Company's Constitution. Dr William's details are set out in the annual report.

The Board (excluding Dr Williams) unanimously supports the re-election of Dr James Williams.

The Chair intends to vote all undirected proxies in favour of Resolution 2.

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR HUGH ALSOP

Mr Hugh Alsop was appointed by the directors on 1 May 2017. Pursuant to Article 6.3 (i) of the Company's Constitution, a Director appointed by the Company pursuant to Article 6.2 (b) may retire at the next general meeting of the Company and is eligible for re-election. Article 6.3 (j) of the Company's Constitution requires that unless a Director appointed under Article 6.2(b) of the Company's Constitution has retired under Article 6.3 (i), that Director must retire at the next AGM and is eligible for re-election. This requirement to retire does not apply to a Managing Director.

Resolution 3 seeks approval for the re-election of Mr Hugh Alsop, who is retiring pursuant to Article 6.3(j) of the Company's Constitution. Mr Alsop's details are set out in the annual report.

The Board (excluding Mr Alsop) unanimously supports the re-election of Mr Alsop.

The Chair intends to vote all undirected proxies in favour of Resolution 3.

5. RESOLUTIONS 4 & 5 – RATIFY PAST SHARE ISSUES

5.1 Background

On 6 February 2017, the Company issued 333,333,333 Shares at $0.006 per share to raise approximately $2,000,000 under a placement to professional and sophisticated investors, as announced to ASX on 25 January 2017 (**Placement**).

The Company issued the Shares within the 15% annual limit set out in ASX Listing Rule 7.1 and the 10% annual limit set out in ASX Listing Rule 7.1A (described below). By issuing those Shares under the Placement, the Company's capacity to issue further Equity Securities without Shareholder approval within those limits was accordingly reduced.

Resolutions 4 and 5 seek Shareholder approval for the prior issue of the 333,333,333 Shares to the placees noted above. They are proposed as ordinary resolutions and will be passed if more than 50% of the votes cast by Shareholders entitled to vote are in favour of the Resolutions. Shareholders' attention is drawn to the voting exclusion statement in relation to Resolutions 4 and 5 in the Notice.

5.2 Listing Rules 7.1, 7.1A and 7.4

ASX Listing Rule 7.1 provides that a company must not, subject to certain exceptions, issue or agree to issue more equity securities in any 12 month period other than the amount which is equal to 15% of its fully paid ordinary securities on issue at the start of that 12 month period (**15% share issue capacity**).

ASX Listing Rule 7.1A provides that certain eligible companies may seek shareholder approval at its annual general meeting (**AGM**) to issue up to a further 10% of its fully paid ordinary securities on issue at the start of the 12 month period commencing on the date of the AGM (**10% share issue capacity**). The Company is an eligible company and sought and received shareholder approval to the 10% share issue capacity at its AGM on 4 November 2016. The shareholder approval is valid until the earlier of 12 months from the date of the AGM (that is, until 4 November 2017) or, if the Company undertakes a significant transaction requiring shareholder approval under Listing Rile 11.1.2 or 11.2, the date the shareholders approve that transaction.

ASX Listing Rule 7.4 provides that an issue of securities made without approval under Listing Rule 7.1 or 7.1A will be treated as having been made with shareholder approval for the purposes of those Listing Rules if shareholders subsequently ratify it and the issue did not breach Listing Rule 7.1.

The Company is seeking shareholder approval to ratify the issue on 6 February 2017 of:

(a) 183,671,701 Shares issued under the Company's Listing Rule 7.1 capacity, and

(b) 149,661,632 Shares issued under the Company's Listing Rule 7.1A.

The Shares were issued at $0.006 per Share and rank equally with all Shares currently on issue.

The new funds were raised to continue development of the Company's lead drug candidate DMX-200.

Without Shareholder approval pursuant to Listing Rule 7.4, the issues will be counted towards the Company's 15% share issue capacity and 10% share issue capacity respectively and will therefore reduce the Company's capacity to issue securities in the future without obtaining Shareholder approval.

Accordingly, the resolutions seek Shareholder approval to allow the Company to substantially refresh its 15% share issue capacity (Resolution 4) and 10% share issue capacity (Resolution 5).

The Directors unanimously recommend that shareholders vote in favour of Resolutions 4 and 5.

6. RESOLUTION 6 – APPROVAL OF 10% PLACEMENT CAPACITY

6.1 General

ASX Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval to allow it to issue Equity Securities up to 10% of its issued capital over a period up to 12 months after the annual general meeting (**10% Placement Capacity**).

The Company is an Eligible Entity.

If Shareholders approve Resolution 6, the number of Equity Securities the Eligible Entity may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out below).

The effect of Resolution 6 will be to allow the Company to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the period up to 12 months after the Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

Resolution 6 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 6 for it to be passed.

6.2 ASX Listing Rule 7.1A

ASX Listing Rule 7.1A came into effect on 1 August 2012 and enables an Eligible Entity to seek shareholder approval at its annual general meeting to issue Equity Securities in addition to those under the Eligible Entity's 15% annual placement capacity.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

(a) is not included in the A&P/ASX 300 Index; and

(b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of $300m.

The Company is an Eligible Entity as it is not included in the A&P/ASX 300 Index and at the date of this Notice has a current market capitalisation of $20m.

The Equity Securities must be in the same class as an existing class of quoted Equity Securities. The Company currently has one class of quoted Equity Securities, being Shares (ASX Code: DXB).

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

$$(A \times D) - E$$

Where:

A is the number of Shares on issue 12 months before the date of issue or agreement:

(a) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;

(b) plus the number of partly paid shares that became fully paid in the 12 months;

(c) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;

(d) less the number of fully paid shares cancelled in the 12 months.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of Shareholders under ASX Listing Rule 7.1 or 7.4.

6.3 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 6:

(a) **Minimum Price**

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX Trading Days on which trades in that class were recorded immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed; or

(ii) if the Equity Securities are not issued within 5 ASX Trading Days of the date in paragraph (a)(i) above, the date on which the Equity Securities are issued.

(b) **Date of Issue**

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

(i) 12 months after the date of this Meeting; and

(ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking).

or such longer period if allowed by ASX (**10% Placement Capacity Period**).

(c) **Risk of voting dilution**

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 6 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the current market price of Shares and the number of Equity Securities the Company will have on issue as at the date of the Meeting.

The table also shows:

(i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company will have on issue at the date of the Meeting. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

(ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price. The voting dilution impact where the number of Shares on issue (variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue	Dilution			
	Issue Price (per Share)	$0.005 50% decrease in Issue Price	$0.009 Current Issue Price	$0.014 50% increase in Issue Price
1,829,949,652 **(Current)**	**Shares issued**	182,994,965 Shares	182,994,965 Shares	182,994,965 Shares
	Funds raised	$823,477.34	$1,646,954.69	$2,470,432.03
2,744,924,478 **(50% increase)**	**Shares issued**	274,492,448 Shares	274,492,448 Shares	274,492,448 Shares
	Funds raised	$1,235,216.02	$1,646,954.69	$3,705,648.05
3,659,899,304 **(100% increase)**	**Shares issued**	365,989,930 Shares	365,989,930 Shares	365,989,930 Shares
	Funds raised	$1,646,954.69	$3,293,909.37	$4,940,864.06

*****The number of ordinary securities on issue (variable A in the formula) could increase as a result of the issue of ordinary securities that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. The current shares on issue are the Shares on issue as at 7 September 2017.
2. The issue price set out above of $0.009 is the closing price of the Shares on the ASX on 7 September 2017.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. No Options are exercised into Shares before the date of the issue of the Equity Securities;
5. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to by reason of placements under the 10% Placement Capacity. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.

Shareholders should note that there is a risk that:

(i) the market price for the Company's Equity Securities in that class may be significantly lower on the issue date than on the date of the Meeting; and

(ii) the Equity Securities may be issued at a price that is at a discount to the market price for those Equity Securities on the date of issue or the Equity Securities are issued as part of the consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

(d) **Purpose of Issue under 10% Placement Capacity**

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

(i) as cash consideration, in which case the Company intends to use funds raised for expanding or accelerating the Company's existing business activities (including expenses associated with further development of the Company's existing assets), pursuing other acquisitions that have a strategic fit or will otherwise add value to shareholders (including expenses associated with such acquisitions) and general working capital; or

(ii) as non-cash consideration for acquisition of new assets, technology and investments, in such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

(e) **Allocation under the 10% Placement Capacity**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to:

(i) the purpose of the issue;

(ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;

(iii) the effect of the issue of the Equity Securities on the control of the Company;

(iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company; and

(v) advice from corporate, financial and broking advisers (if applicable).

The allottees of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined but may include current Shareholders or new investors (or both), none of whom will be related parties or associates of a related party of the Company.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

(f) **Previous Approval under ASX Listing Rule 7.1A**

The Company previously obtained Shareholder approval under Listing Rule 7.1A at its Annual General Meeting held on 4 November 2016.

In the 12 months preceding the date of this Notice, the Company issued a total of 379,932,301 Equity Securities which represent 25% of the total number of Equity Securities on issue at 4 November 2016. The Equity Securities issued in the preceding 12 months were as follows:

Date of Issue	Number of Equity Securities	Class of Equity Securities and summary of terms	Names of recipients or basis on which recipients determined	Issue price of Equity Securities and discount to Market Price on the trading day prior to the issue	**If issued for cash** – the total consideration, what is was spent on and the intended use of any remaining funds **If issued for non-cash consideration** – a description of the consideration and the current value of the consideration.
06/02/2017	333,333,333	Ordinary shares issued under Placement to Professional and Sophisticated Investors as announced on 25th January 2017	Professional and Sophisticated Investor clients of Westar Capital Ltd	$0.006	$2,000,000
5/04/2017	10,000,000	Options exercisable at 2 cents, expiring 31 March 2020 issued under ESOP	Employee	Nil	Non-cash consideration: $18,957 Current Value: $42,452
16/8/2017	36,598,968	Options exercisable at 2 cents, expiring 31 March 2020 issued under ESOP	Employee	Nil	Non-cash consideration: $202,881 Current Value: $202,881

Notes:

1. The value of Options is measured using the Black & Scholes option pricing model. Measurement inputs include the Share price on the measurement date, the exercise price, the term of the Option, the expected volatility of the underlying Share (based on weighted average historic volatility adjusted for changes expected due to publicly available information), the expected dividend yield and the risk free interest rate for the term of the Option.

(g) The Company's cash balance on 4 November 2016 was approximately $1.2 million. Cash raised from issues in the previous 12 months totals $2 million. The Company's cash balance at the date of this Notice is approximately $2 million. Funds expended during the 12 months have been on further developing the Company's assets and general working capital. The remaining funds are intended to be used to progress the commercialisation of the Company's assets and for general working capital.

6.4 Voting Exclusion

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 6.

7. RESOLUTION 7 – CONSOLIDATION OF CAPITAL

7.1 Introduction

The Company is seeking Shareholder approval for Resolution 7 referred to in the accompanying Notice of Meeting that proposes that the Issued Capital of the Company be altered by consolidating the existing Shares, Options and Performance Shares on a 20:1 basis.

The Consolidation will not result in any change to the substantive rights and obligations of existing Security holders. The purpose of the Consolidation of the existing Issued Capital of the Company is to reduce the number of existing shares on issue, which is considered to be a more appropriate capital structure for the Company going forward. For example, a Security holder currently holding 100,000 Securities in the Company will as a result of the Consolidation hold 5,000 Securities.

The Company's balance sheet and tax position will remain unaltered as a result of the Consolidation. However, the Company's Issued Capital shall be reduced as a result of the Consolidation as set out below.

7.2 Section 254H of the Corporations Act

Section 254H of the Corporations Act enables a Company to convert all of its ordinary securities into a smaller number of securities by a resolution passed at a general meeting. The conversion proposed by Resolution 7 is permitted under section 254H of the Corporations Act.

7.3 Treatment of fractions

The Consolidation may result in a Security holder receiving a fraction of a Security. Where this is the case, fractional entitlements will be rounded up to the nearest whole number of Securities.

If the Company reasonably believes a Security holder has attempted to obtain an advantage from this treatment of fractions, the Company will take appropriate action having regard to the Constitution. In particular, the Company reserves the right to disregard the rounding up of any fraction of Securities to the nearest whole number of Securities.

7.4 Tax implications for Security holders

Subject only to rounding, there will be no change to the proportionate interests held by each Security holder as a result of the Consolidation, which will convert on the basis of each twenty (20) Securities in the Company consolidating into one (1) Security in the Company. No capital gains tax event will occur as a result of the Consolidation and thus it is not likely that any taxation implications will arise for Security holders.

The summary in this section is general in nature. In addition, particular taxation implications depend upon the circumstances of each Security holder. Accordingly, Security holders are encouraged to seek and rely only on their own professional advice in relation to their tax position. Neither the Company, nor any of its officers, employees or advisors assumes any liability or responsibility for advising Security holders about the taxation consequences for them from the proposed Consolidation.

7.5 Holding Statements

Following the Consolidation, all holding statements for the Issued Capital will cease to have any effect, except as evidence of entitlement to a certain number of Securities (on a Post-Consolidation basis).

After the Consolidation becomes effective, the Company will arrange for new holding statements for Securities to be issued to Security holders. It is the responsibility of each Security holder to check the number of Securities held prior to disposal.

7.6 Effect on capital structure

(a) Shares

The effect on the share structure on the Company is that the number of ordinary shares on issue will be reduced from 1,829,949,652 Shares to approximately 91,497,483 Shares. Shareholders should note that the Consolidation, if implemented, will also have an effect on the price per Share.

The Consolidation will have no material effect on the percentage interest of each individual Shareholder in the Company as the Consolidation applies equally to all of the Company's Shareholders. This means that individual Shareholdings will be reduced in the same ratio as the total number of the Company's Shares (subject only to the rounding up of fractional entitlements). For example, if the Consolidation is approved and implemented, a Shareholder holding 18,299,496 Shares representing approximately 1% of the Company's issued Share capital will have approximately 9,149,748 Shares following the Consolidation, still representing approximately 1% of the Company's Issued Capital.

Correspondingly, if the Consolidation is approved and implemented, the collective value of each Shareholder's holding should not materially change (other than minor rounding changes) as a result of the Consolidation, assuming no other market impacts occur. However, the price per Share can be expected to increase to reflect the reduced number of Shares on issue.

The table below sets out the effect on the Company's Share Capital if the Consolidation is implemented.

	Pre-Consolidation	Post Consolidation
Ordinary shares	1,829,949,652	91,947,483

Notes:

1. *The above tables assume that no Options are exercised or Performance Shares converted. A summary of the terms of Options on issue or to be issued is set out in section 7.6(b) below.*
2. *The Post-Consolidation Shares on issue are approximate as fractional entitlements resulting from the Consolidation will be rounded up, so the exact number of Shares will only be known after the Consolidation.*

(b) Unlisted Options

As at the date of the Notice of Meeting, the Company has unlisted Options on issue. If the Consolidation is approved, the Options will also be reorganised in accordance with the terms and conditions of the Options and Listing Rule 7.22.1 (as applicable) on the basis that the number of Options will be consolidated in the same ratio as the Consolidation (20:1) and the exercise price is amended in inverse proportion to that ratio. The Consolidation will not result in any change to the substantive rights and obligations of existing holders of Options.

The table below sets out the pre and post Consolidation number and exercise prices of Options:

Unlisted options	Pre- Consolidation		Post-Consolidation	
Expiry date	Number of Options	Exercise price	Number of Options	Exercise price
30 June 2019	10,000,000	$0.02	500,000	$0.40
31 March 2020	10,000,000	$0.02	500,000	$0.40
1 February 2022	36,598,968	$0.02	1,829,948	$0.40

(c) **Performance Shares**

As at the date of the Notice of Meeting, the Company has Performance Shares on issue. If the Consolidation is approved, the Performance Shares will also be reorganised in accordance with the terms and conditions of the Performance Shares and Listing Rule 7.21 (as applicable) on the basis that the number of Performance Shares will be consolidated in the same ratio as the Consolidation (20:1). The Consolidation will not result in any change to the substantive rights and obligations of existing holders of Performance Shares.

The table below sets out the pre and post Consolidation number of Performance Shares:

	Pre-Consolidation	Post Consolidation
Class C Performance Shares	75,000,040	3,750,002

Note: The Performance Shares are convertible to ordinary Shares on a 1:1 basis subject to the achievement of numerous performance milestones. For further details, refer to the Annual Report.

7.7 Indicative Timetable for Capital Consolidation

The Consolidation will take effect in accordance with the following timetable (as set out in Appendix 7A, paragraph 8, of the Listing Rules):

Event	Anticipated Date
Company Announces Consolidation, Notice of Meeting sent to Shareholders	13 September 2017
Shareholder Meeting Company notifies ASX that Shareholders have approved the Consolidation	19 October 2017
Last Date for trading in pre-Consolidation Securities	20 October 2017
Trading would normally commence in the reorganised Shares on a deferred settlement basis	23 October 2017
Last day for the Company to register transfers on a Pre-Consolidation basis	24 October 2017
First day for the Company to send notice to each Shareholder of the change in their details of their holdings First day to register Shares on a post- Consolidation basis and first day for issue of holding statements.	25 October 2017
Securities registered on a post-Consolidation basis. Deferred settlement market ends. First day to register transfers on a post- Consolidation basis and first day for issue of holding statements. Last day for Company to send notice to each Shareholder of Pre and Post-Consolidation holdings.	31 October 2017

The above dates are indicative only and are subject to change.

7.8 No other material information

There is no other material information known to the Company's Directors which may be reasonably expected affect Shareholders' decision making as to whether or not to vote in favour of Resolution 6 other than what is set out in these Meeting Materials and has been previously disclosed to Shareholders.

7.9 Recommendation

The Board unanimously recommends that eligible Shareholders vote in favour of Resolution 7. Each Director intends to vote all shares they own or control the right to vote in favour of Resolution 7. The Chair intends to vote undirected proxies in favour of Resolution 7.

8. RESOLUTIONS 8, 9, 10 AND 11 – ISSUE OF OPTIONS TO DIRECTORS

8.1 General

Resolutions 8, 9, 10 and 11 seek Shareholder approval for the grant of unlisted Options (**Related Party Options**) to each of James Williams, Sonia Poli, David Franklyn and Hugh Alsop (or nominees) on the terms set out in Annexure A to preserve cash resources, to compensate them for modest director fees and to incentivise them.

The quantity and exercise price of the Related Party Options are provided on both a Pre-Consolidation and Post-Consolidation basis depending on whether or not Resolution 7 is approved by Shareholders.

8.2 Shareholder Approval (Corporations Act)

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

(a) obtain the approval of the public company's members in the manner set out in Sections 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

The grant of the Related Party Options constitutes giving a financial benefit and each of each of James Williams, Sonia Poli, David Franklyn and Hugh Alsop (or nominees) are related parties of the Company by virtue of their positions as a Director of the Company.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of the Related Party Options because the agreement to grant the Related Party Options is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

Shareholder approval is also being sought under section 195 of the Corporations Act, which provides that a director of a public company may not vote or be present during, meetings of directors when matters in which that director holds a "material personal interest" are being considered, except in certain circumstances or unless non-interested directors pass a resolution approving the interested directors' participation. Section 195(4) provides that if there are not enough directors to form a quorum for a directors meeting because of this restriction, one or more of the directors may call a general meeting for the purposes of passing a resolution to deal with the matter.

For the avoidance of doubt, and for the purpose of transparency and best practice corporate governance, the Company is seeking approval under section 195(4) of the Corporations Act for the issue of the Related Party Options.

8.3 Shareholder Approval (Listing Rule 10.11)

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to 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 unless an exception in ASX Listing Rule 10.12 applies.

As the grant of the Related Party Options involves the issue of securities to related parties of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

Pursuant to and in accordance with the requirements of ASX Listing Rule 10.13, the following information is provided in relation to the proposed grant of Related Party Options:

(a) the related parties are James Williams, Sonia Poli, David Franklyn and Hugh Alsop who are related parties by virtue of being directors of the Company (each a **Related Party**);

(b) the maximum number of Related Party Options to be issued on the date of issue is 11,000,010 Pre-Consolidation and 550,000 Post-Consolidation calculated as follows:

Related Party Name	Pre-Consolidation Options	Post-Consolidation Options
James Williams	3,499,995	175,000
Sonia Poli	2,500,005	125,000
David Franklyn	2,500,005	125,000
Hugh Alsop	2,500,005	125,000
Total	**11,000,010**	**550,000**

(c) the Related Party Options will be granted to each Related Party no later than 1 month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Related Party Options will be issued on one date;

(d) the Related Party Options will be granted for nil cash consideration, accordingly no funds will be raised;

(e) the exercise and deemed issue price of the Related Party Options is 2 cents Pre-Consolidation and 30 cents Post-Consolidation per share;

(f) the expiry date of the Related Party Options is 20 April 2021;

(g) the other terms and conditions of the Related Party Options are set out in Annexure A;

The Directors consider the value of the Related Party Options to be reasonable remuneration. Set out below is the information relevant to the Directors assessment that the Related Party Options are reasonable remuneration:

(a) the Pre-Consolidation value of the Related Party Options using a Black Scholes methodology is set out as follows:

Details	Input
Share price (Pre-Consolidation)	$0.01
Exercise Price (Pre-Consolidation)	$0.02
Risk Free Rate (RBA 180 day Rate)	1.92%
Volatility (Annualised)	90%
Start Date	20 October 2017
Expiry Date	20 April 2021
Vesting	6 months from date of issue
Value per Option	**$0.0047**

(b) the total value of the Related Party Options to be issued to each Director is therefore:

Director	Options to be issued on approval of Resolutions 8,9,10 & 11		Total Value of options at $0.0047 per Option (Pre-Consolidation)
	Pre-Consolidation	Post-Consolidation	
James Williams	3,499,995	175,000	$16,450
Sonia Poli	2,500,005	125,000	$11,750
David Franklyn	2,500,005	125,000	$11,750
Hugh Alsop	2,500,005	125,000	$11,750
Total	**11,000,010**	**550,000**	**$51,700**

(c) the relevant interest of the Directors in Pre-Consolidation Securities of the Company are set out in section 8.3(e) below;

(d) the remuneration and emoluments from the Company to each of the directors in the previous financial year and the proposed remuneration and emoluments for the current financial year are set out below, inclusive of superannuation(disregarding the proposed grant of the Related Party Options)

Director	Remuneration FY 2017	Remuneration FY 2018
James Williams	$109,500	$65,700
Sonia Poli	$50,000	$45,000
David Franklyn	$45,000	$45,000
Hugh Alsop	$7,500	$45,000

(e) the dilution effect if the Related Party Options granted to the Related Parties are exercised is set out in below on the basis of pre-consolidation shares and performance shares currently on issue;

Director	**Shareholding on Date of Issue of this Notice of Meeting**	**Performance Shareholding on Date of Issue of this Notice of Meeting**	**Options to be issued on approval of Resolutions 8,9,10 & 11**	**Total potential Shareholding***	**% of Fully diluted equity securities****
James Williams	33,293,382	2,420,283	3,499,995	39,213,660	2.0%
Sonia Poli	2,600,000		2,500,005	5,100,005	0.3%
David Franklyn	3,311,443	275,954	2,500,005	6,087,402	0.3%
Hugh Alsop			2,500,005	2,500,005	0.1%

*Fully diluted Pre-Consolidation holdings assuming approval of Resolutions 8, 9, 10 and 11, the Options are exercised and the Performance Shares convert to ordinary shares on achieving the relevant milestones.

**Based on 1,829,949,652 Pre-Consolidation ordinary shares currently on issue and assumes no other Options are exercised or Performance Shares convert to ordinary shares.

(f) the market price for Shares during the term of the Related Party Options would normally determine whether or not the Related Party Options are exercised. If, at any time any of the Related Party Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Related Party Options, there may be a perceived cost to the Company. The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out as follows:

	Price $	**Date**
Highest	0.017	18 July 2017
Lowest	0.005	24 March 2017
Last	0.009	7 September 2017

(g) the primary purpose of the proposed issue of Related Party Options to the Directors is to incentivise the Directors (given their modest cash remuneration) and preserve cash resources of the Company. No funds will be raised from this option issue;

(h) each Director declines to make a recommendation to Shareholders in relation to Resolutions 8, 9, 10 and 11 due to their material personal interest in the outcome of the Resolutions on the basis that each Director is to be issued Related Party Options should Resolutions 8, 9, 10 and 11 be passed; and

(i) the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 8, 9, 10 and 11.

The Chair intends to exercise all undirected proxies in favour of Resolutions 8, 9, 10 and 11. If the Chair of the Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolutions 8, 9, 10 and 11, by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention even if Resolutions 8, 9, 10 and 11 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

GLOSSARY

$ means Australian dollars.

10% Placement Capacity has the meaning given in section 6 of this Notice.

Annual General Meeting or **Meeting** means the meeting convened by this Notice.

Annual Report means the Directors' Report, the Financial Report and Auditor's Report in respect to the financial year ended 30 June 2017.

ASIC means the Australian Securities and Investments Commission.

Auditor's Report means the auditor's report on the Financial Report.

ASX means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of Directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chairperson of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

(a) a spouse or child of the member;

(b) a child of the member's spouse;

(c) a dependent of the member or the member's spouse;

(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;

(e) a company the member controls; or

(f) a person prescribed by the *Corporations Regulations 2001* (Cth).

Company means Dimerix Limited (ACN 001 285 230).

Consolidation means the Company's capital consolidation as described in Resolution 7, and otherwise on the terms set out in the Explanatory Statement.

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a current director of the Company.

Directors' Report means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Eligible Entity means an entity that, at the date of the relevant general meeting:

(a) is not included in the A&P/ASX 300 Index; and

(b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of $300m.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

Issued Capital means the ordinary shares, performance shares and options of the Company currently on issue.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Notice or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Ordinary Securities has the meaning set out in the ASX Listing Rules.

Performance Shares means the performance shares currently on issue by the Company, the terms of which are set out in the Company's Annual Report.

Post-Consolidation means after the Consolidation occurs.

Pre-Consolidation means before the Consolidation occurs.

Proxy Form means the proxy form accompanying the Notice.

Related Party means a director and their associates of the Company;

Related Party Options means the options proposed to be issued to the directors as set out in this notice of meeting and on the terms set out in Annexure A.

Remuneration Report means the remuneration report set out in the Directors' Report.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

Security means security in the Issued Capital of the Company.

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

Shareholder means a holder of a Share.

Trading Day means a day determined by the ASX to be a trading day in accordance with the Listing Rules.

Variable A means "A" as set out in the calculation in section 6 of this Notice.

WST means Western Standard Time as observed in Perth, Western Australia.

ANNEXURE A

Terms and Conditions of Related Party Options

(a) **Entitlement**

The Options entitle the holder to subscribe for one Share upon the exercise of each Option.

(b) **Exercise price**

Pre-Consolidation, the exercise price of each Option will be 2 cents per share. Post-Consolidation, the exercise price of each Option will be 30 cents per share (**Exercise Price**).

(c) **Expiry date**

The expiry date of each Option is 20 April 2021 (**Expiry Date**).

(d) **Vesting**

All options vest on 20 February 2018. Unvested options lapsed should the holder cease to be a director prior to the vesting date,

(e) **Notice of exercise**

The Options may be exercised by notice in writing to DXB and payment of the Exercise Price for each Option being exercised. Any notice of exercise of an Option received by the Company (**DXB**) will be deemed to be a notice of the exercise of that Option as at the date of receipt.

(f) **Shares issued on exercise**

Shares issued on exercise of the Options will rank equally with the other issued Shares.

(g) **Quotation of Shares on exercise**

Application will be made by DXB to ASX for official quotation of the Shares issued upon the exercise of the Options.

(h) **Timing of issue of Shares**

After an Option is validly exercised, DXB must as soon as possible:

(i) allot and issue the Share; and

(ii) do all such acts matters and things to obtain:

(A) the grant of quotation for the Share on ASX no later than 5 days from the date of exercise of the Option; and

(B) receipt of cleared funds equal to the sum payable on the exercise of the Options.

(i) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and the holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options.

However, DXB will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least ten Business days after the issue is announced. This will give the holders of Options the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

(j) **Adjustment for bonus issues of Shares**

If DXB makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

(i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and

(ii) no change will be made to the Exercise Price.

(k) **Adjustment for rights issue of Shares**

If DXB makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the Exercise Price of an Option will be reduced according to the following formula:

$$\text{New exercise price} = O - \frac{E\,[P - (S+D)]}{N+1}$$

Where:

O = the old Exercise Price of the Option.

E = the number of underlying Shares into which one Option is exercisable.

P = average market price per Share weighted by reference to volume of the underlying Shares during the 5 trading days ending on the day before the ex rights date or ex entitlements date.

S = the subscription price of a Share under the pro rata issue.

D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).

N = the number of Shares with rights or entitlements that must be held to receive a right to one new Share.

(l) **Adjustments for reorganisation**

If there is any reconstruction of the issued share capital of DXB, the rights of the Option holder may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

(m) **Unlisted Options**

DXB will not apply for quotation of the Options.

(n) **Options transferable**

The Options are transferable subject to compliance with the Corporations Act 2001.

(o) **Lodgement instructions**

Cheques shall be in Australian currency made payable to DXB and crossed "Not Negotiable". The application for Shares on exercise of the Options with the appropriate remittance should be lodged at DXB's share registry.

DIMERIX LIMITED | ABN 18 001 285 230

AGM Registration Card

If you are attending the meeting in person, please bring this with you for Securityholder registration.

DXB: Vote by Proxy

Holder Number:

Option A – Please choose to vote online, because:

- ✓ **Save Your Money:** This company you own a part of has to spend thousands of dollars each year in print and postage costs. Online voting will reduce this unnecessary expense.
- ✓ **It's Quick and Secure:** Voting online provides you with greater privacy over your instructions, eliminates any postal delays and removes the risk of it being potentially lost in transit.
- ✓ **Receive Vote Confirmation:** Voting online is the only method which provides you with confirmation that your vote has been processed. It also allows you to amend your vote if required.

To Access online voting you can scan the barcode to the right with your tablet or mobile device or you can enter the following link into your browser. Voting online is quick and easy to do.

https://investor.automic.com.au/#/loginsah

STEP 1: Please appoint a Proxy

Option B – Appoint a proxy, by paper:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of the Company, to be held at **10.00am (WST) on Thursday, 19 October 2017 at Stantons, Level 2, 1 Walker Avenue, West Perth WA 6005** hereby:

Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by ticking the "for"," against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS
Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 8, 9, 10 and 11 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 8, 9, 10 and 11 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2: Voting Direction

	Resolutions	For	Against	Abstain
1	ADOPTION OF REMUNERATION REPORT			
2	RE-ELECTION OF DIRECTOR – DR JAMES WILLIAMS			
3	RE-ELECTION OF DIRECTOR – MR HUGH ALSOP			
4	RATIFICATION OF PRIOR ISSUE OF SHARES - LISTING RULE 7.4 (PLACEMENT MADE UNDER LR7.1)			
5	RATIFICATION OF PRIOR ISSUE OF SHARES – LISTING RULE 7.4 (PLACEMENT MADE UNDER LR7.1A)			
6	APPROVAL OF 10% PLACEMENT CAPACITY			
7	CONSOLIDATION OF CAPITAL			
8	ISSUE OF OPTIONS TO DIRECTOR JAMES WILLIAMS			
9	ISSUE OF OPTIONS TO DIRECTOR SONIA POLI			
10	ISSUE OF OPTIONS TO DIRECTOR DAVID FRANKLYN			
11	ISSUE OF OPTIONS TO DIRECTOR HUGH ALSOP			

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name.. Contact Daytime Telephone.................................... Date / / 2017

Email Address ____________________

HOW TO COMPLETE THIS PROXY VOTING FORM

LODGING YOUR PROXY VOTE

This Proxy Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by 10.00am (WST) on Tuesday, 17 October, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting Forms received after that time will not be valid for the scheduled Meeting.

Proxy Voting Forms can be lodged:

ONLINE
https://investor.automic.com.au/#/loginsah

Login to the Automic website using the holding details as shown on the Proxy Voting Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, shareholders will need their Holder Number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on front of the Proxy Voting form.

BY MAIL
Automic Registry Services
PO Box 2226
Strawberry Hills NSW 2012

BY HAND
Automic Registry Services
Level 3, 50 Holt Street, Surry Hills NSW 2010

ALL ENQUIRIES TO
Telephone: 1300 288 664 Overseas: + 61 2 9698 5414

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: **https://investor.automic.com.au/#/home** Shareholders sponsored by a broker should advise their broker of any changes.

VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. 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 item 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 the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services on 1300 288 664 or you may copy this form.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

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

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

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at https://automic.com.au.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

OTHER RESOLUTIONS

Should any resolution, other than those specified in this Proxy Voting Form, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.