

Appendix 3B

New Issue Announcement, Application for Quotation of Additional Securities and Agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of Entity:

Prima Biomed Limited (ASX: PRR)

ABN:

90 009 237 889

We (the entity) give ASX the following information.

Part 1 - All Issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|---|
| 1 | +Class of +securities issued or to be issued | a) Ordinary Fully Paid Shares (PRR)

b) Convertible Securities

c) Ordinary Fully Paid Shares (PRR) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | a) 6,209,638 ordinary shares

b) \$1.25 million of convertible securities

c) 600,000 ordinary shares |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | a) + c) <u>Ordinary Shares</u>

Ordinary Shares will rank pari passu with existing Ordinary Shares. |

+ See chapter 19 for defined terms.

3 continued...

b) Convertible Securities

- The amount of the Convertible Securities is A\$1,250,000 (the **Amount**).
- The Convertible Securities do not bear interest and are unsecured.
- The Convertible Securities will be converted into Ordinary Shares on or before 29 March 2011.
- On conversion, the Convertible Securities shall convert into new Ordinary Shares of the Company determined by dividing the **Amount** to be converted, by a 10% discount to a 5 VWAP per Share during a specified period prior to the conversion date of the Convertible Securities.
- The Ordinary Shares issued upon conversion of the Convertible Securities will rank pari passu with existing Ordinary Shares.
- The Convertible Securities do not carry any voting rights at meetings of shareholders of the Company, and have no rights of participation in any rights issue undertaken by the Company prior to conversion of the Convertible Securities.

4 Do the *securities rank equally in all respects from the date of allotment with an existing *class of quoted *securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

a) + c) The Ordinary Shares rank pari passu with existing Ordinary Shares.

b) On conversion of the Convertible Securities, the Ordinary Shares issued will rank pari passu with existing Ordinary Shares.

5 Issue price or consideration

a) \$0.2013 per share

b) \$1.25 million of convertible securities

c) \$0.02 per share

6 Purpose of the issue
(If issued as consideration for the acquisition of assets, clearly identify those assets)

a) + b) The purpose for the issue is to provide funding to the Company for working capital purposes.

c) Exercise of Options

7 Dates of entering *securities into uncertificated holdings or despatch of certificates

10 January 2011

8	Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	Number	+Class
		761,911,131	Ordinary fully paid shares (PRR)
		111,785,202	Options exercisable at \$0.02 on or before 31 December 2011 (PRRO)

9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	Number	+Class – Options		
		Amount	Exercise Price	Expiration Date	ASX Code
		15,000,000	\$0.0629	20 July 2014	PRRAI
		1,547,988	\$0.1053	10 August 2014	PRRAM
		1,766,784	\$0.1325	9 September 2014	PRRAQ
		1,884,253	\$0.2231	10 October 2014	PRRAO
		1,884,253	\$0.2685	9 November 2014	PRRAS
		1,884,253	\$0.2360	8 December 2014	PRRAU
		1,061,411	\$0.2271	12 January 2015	PRRAY
		1,118,211	\$0.2345	12 February 2015	PRRAW
		1,075,269	\$0.2277	18 March 2015	PRRAZ
		1,076,095	\$0.2196	19 April 2015	PRRAA
		100,000	\$0.1000	1 February 2011	PRRAB
		2,500,000	\$0.2500	6 May 2015	PRRAC
		1,055,011	\$0.2351	19 May 2015	PRRAD
		1,144,726	\$0.2070	21 June 2015	PRRAE
		1,722,017	\$0.1605	21 July 2015	PRRAF
		1,694,915	\$0.1439	20 August 2015	PRRAK
		1,741,294	\$0.1414	22 September 2015	PRRAG
		1,540,154	\$0.1944	27 October 2015	PRRAH
		1,315,789	\$0.1893	24 November 2015	PRRAJ
		32,500,000	\$0.2000	6 December 2013	PRRAL
		2,000,000	\$0.1000	6 December 2014	PRRAL
		1,473,684	\$0.1874	4 January 2016	PRRAL
		77,086,107	Total		

Number	+Class – Convertible Securities	
Amount	Issue Price	Expiration Date
No. to be determined at conversion up to a maximum value of A\$1.25m.	The Convertible Securities shall convert into new Ordinary Shares of the Company determined by dividing the Amount to be converted, by a 10% discount to a 5 VWAP per Share during a specified period prior to the conversion date of the Convertible Securities.	29 March 2011

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Unchanged
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+ See chapter 19 for defined terms.

Part 2 - Bonus Issue or Pro Rata Issue

- | | | |
|----|--|--|
| 11 | Is security holder approval required? | |
| 12 | Is the issue renounceable or non-renounceable? | |
| 13 | Ratio in which the +securities will be offered | |
| 14 | +Class of +securities to which the offer relates | |
| 15 | +Record date to determine entitlements | |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | |
| 17 | Policy for deciding entitlements in relation to fractions | |
| 18 | <p>Names of countries in which the entity has +security holders who will not be sent new issue documents</p> <p><small>Note: Security holders must be told how their entitlements are to be dealt with.</small></p> <p><small>Cross reference: rule 7.7.</small></p> | |
| 19 | Closing date for receipt of acceptances or renunciations | |
| 20 | Names of any underwriters | |
| 21 | Amount of any underwriting fee or commission | |
| 22 | Names of any brokers to the issue | |
| 23 | Fee or commission payable to the broker to the issue | |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders | |
| 25 | If the issue is contingent on +security holders' approval, the date of the meeting | |

26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	
33	+Despatch date	

Part 3 - Quotation of Securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) ☒ Securities described in Part 1

(b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

+ See chapter 19 for defined terms.

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 ☐ A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

- 38 Number of securities for which +quotation is sought
- 39 Class of +securities for which quotation is sought
- 40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?
- If the additional securities do not rank equally, please state:
- the date from which they do
 - the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
 - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment
- 41 Reason for request for quotation now
- Example: In the case of restricted securities, end of restriction period
- (if issued upon conversion of another security, clearly identify that other security)
- 42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)
- | Number | +Class |
|----------------------|----------------------|
| <input type="text"/> | <input type="text"/> |

Quotation Agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign Here:



Company Secretary

Date: Monday, 10 January 2011

Print Name:

Phillip Hains



The CFO Solution

10. 1. 2011

+ See chapter 19 for defined terms.

ASX ANNOUNCEMENT

Notice Under Section 708A(5) of the Corporations Act [ASX Code: PRR]

Monday 10 January 2011

This notice is given under paragraph (5)(e) of section 708A of the Corporations Act.

The Following securities of the Company were issued under agreements in accordance with the terms of its convertible loan agreement with Spring Tree Special Opportunities Fund, LP, which was announced to the market on 21 July 2009.

Type:	Ordinary Shares	Unlisted Convertible Securities
Class/Description:	Ordinary (Fully Paid)	Unsecured, Non-Interest bearing, unlisted Convertible Securities.
ASX Code:	PRR	N/A
Date of Issue:	10 January 2011	On or before 29 March 2011
Number Issued:	6,209,638	No. to be issued to be determined at conversion, up to a maximum of A\$1.25m.
Issue Price per Security:	\$0.2013	The Convertible Securities shall convert into new Ordinary Shares of the Company determined by dividing the Amount to be converted, by a 10% discount to a 5 VWAP per Share during a specified period prior to the conversion date of the Convertible Securities.

The Company intends to apply to Australian Stock Exchange Limited for quotation of the above shares.

Accordingly the Company gives notice under section 708A(5)(e) of the *Corporations Act 2001* (Cth) (the "Corporations Act") that:

- the abovementioned ordinary shares were issued without disclosure to investors under Part 6D.2 of the *Corporations Act*;
- as at the date of this notice the Company has complied with:
 - the provisions of Chapter 2M *Corporations Act* as they apply to the Company; and
 - section 674 *Corporations Act*; and
- as at the date of this notice there is no "excluded information" (as defined in subsection 708A(7) of the *Corporations Act*) which is required to be disclosed by the Company.

For and on behalf of the Company,



Phillip Hains
Company Secretary