IMUGENE LIMITED

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NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of the Company will be held at 10.30 am (AEDST) on Friday, 27 November 2009 at the Pinaroo 1 Room, The Grace Hotel, 77 York Street, Sydney NSW, 2000.

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on +61 8 9440 2660.

IMUGENE LIMITED
ABN 99 009 179 551

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of the Company will be held at 10.30 am (AEDST) on Friday, 27 November 2009 at the Pinaroo 1 Room, The Grace Hotel, 77 York Street, Sydney, NSW, 2000.("Meeting").

The Proxy Form forms part of this Notice of Annual General Meeting ("Notice").

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders of the Company at 7.00 pm on Wednesday, 25 November 2009 (AEDST).

AGENDA

Financial Report

To receive the financial report of the Company and its controlled entities for the year ended 30 June 2009 together with the directors' report in relation to that financial year and the independent auditor's report on the financial report.

1. Remuneration Report

"That the Remuneration Report of the Company and the entities it controlled during the year ended 30 June 2009 be adopted."

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

2. Re-election of Director

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

"That Dr Warwick Lamb who retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a director."

Details of Dr Lamb's experience and qualifications are provided in the Company's 2009 Annual Report.

By Order of the Board

Julie Foster
Company Secretary
26 October 2009

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's 2009 Annual General Meeting.

The purpose of this Explanatory Memorandum is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the resolutions in the accompanying Notice of Annual General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting. Capitalised terms in the Explanatory Statement are defined in the Glossary.

Financial Statements and Reports

The Corporations Act 2001 (Cth) requires the financial statements, directors' report and independent audit report of the Company for the financial year ended 30 June 2009 to be laid before the Annual General Meeting. The financial statements and reports are contained in the Company's Annual Report which is available from the Company's website (www.imugene.com.au).

The Chair will provide Shareholders with the opportunity to ask questions and make comments on the financial statements and reports.

A representative from the Company's auditor, BDO Kendalls Audit and Assurance (WA) Pty Ltd, will be present at the meeting and Shareholders will have an opportunity to ask the auditors representative questions in relation to:

- the conduct of the audit;
- the preparation and content of the independent auditor's report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

Resolution 1 - Remuneration Report

Shareholders are entitled to vote on the question of whether the Remuneration Report as contained in the Annual Report for the year ended 30 June 2009 is to be adopted.

Shareholders should note that Resolution 1 is an "advisory only" resolution which does not bind the Company.

Following consideration of the Remuneration Report, the Chair will give Shareholders a reasonable opportunity to ask about, or make comments on, the Remuneration Report.

Resolution 2 - Re - Election of Director

In accordance with Listing Rule 14.4 and clause 13.2 of the Constitution, at every Annual General Meeting, one third of the Directors (or if the number of Directors is not a multiple of 3, then such number as is appropriate to ensure that no Director other than an alternate Director or the Managing Director holds office for more than 3 years) for the time being must retire from office by rotation 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 agreement.

These requirements for a Director to retire do not apply to a Managing Director (but if there is more than one Managing Director, only one is exempt from retirement).

In determining the number and identity of the Directors to retire by rotation, the Managing Director and any Director seeking election after appointment by the Board to fill a casual vacancy are not taken into account.

Notwithstanding that, as Managing Director he is exempt from this requirement, Dr Warwick Lamb retires by rotation at this meeting and, being eligible, offers himself for re-election.

The Directors, excluding Dr Lamb, recommend that Shareholders vote in favour of this resolution.

Glossary

In this Explanatory Statement, the following terms have the following meanings unless the context otherwise requires:

AEDST	Australian Eastern Daylight Savings Time
ASIC	Australian Securities and Investments Commission
ASX	ASX Limited
Board	board of Directors
Chair	Mr Graham Dowland
Company	Imugene Limited ABN 99 009 179 551
Constitution	constitution of the Company
Corporations Act	*Corporations Act 2001 (Cth)*
Director	director of the Company
Remuneration Report	the section of the Directors' Report contained in the Annual Report entitled "Remuneration Report"
Share	fully paid ordinary share in the capital of the Company
Shareholder	Shareholder of the Company

IMUGENE LIMITED

ABN 99 009 179 551

P R O X Y F O R M

The Company Secretary
Imugene Limited

By delivery:	**By post:**	**By facsimile:**
Level 20, 77 St Georges Terrace	GPO Box 2530	+61 8 9440 2699
PERTH WA 6000	PERTH WA 6001	

I/We [1] ____

of ____

being a Shareholder/Shareholders of the Company and entitled to _____________________________________

votes in the Company, hereby appoint [2] ____

or failing such appointment the chairman of the Meeting as my/our proxy to vote for me/us on my/our behalf at the General Meeting of the Company to be held at 10.30 am on Friday, 27 November 2009 (AEDST) at the Pinaroo 1 Room, The Grace Hotel, 77 York Street, Sydney, NSW, 2000 and at any adjournment thereof in the manner indicated below or, in the absence of indication, as he thinks fit. If 2 proxies are appointed, the proportion or number of votes of this proxy is authorised to exercise is * [   ]% of the Shareholder's votes* [   ] of the Shareholder's votes. (An additional Proxy Form will be supplied by the Company, on request).

INSTRUCTIONS AS TO VOTING ON THE RESOLUTIONS

The proxy is to vote for or against or abstain from voting on the Resolutions referred to in the Notice as follows:

		For	**Against**	**Abstain**
Resolution 1	To adopt the Remuneration Report for the year ended 30 June 2009 (non-binding resolution).	☐	☐	☐
Resolution 2	Re-election of Director – Warwick Lamb	☐	☐	☐

OR

In relation to these Resolutions, if the Chairman is to be your proxy and you do ***not*** *wish to direct your proxy how to vote on the Resolution, please place a mark in this box.*

☐

By marking this box, you acknowledge that the Chairman of the meeting may exercise your proxy even if he has an interest in the outcome of these resolutions and votes cast by him other than as proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the meeting will not cast your votes on these resolutions and your votes will not be counted in computing the required majority if a poll is called on these resolutions. The Chairman intends to vote in favour of these resolutions.

IF THE CHAIRMAN IS TO BE YOUR PROXY IN RELATION TO RESOLUTIONS 1 AND 2 YOU MUST EITHER MARK THE BOXES DIRECTING YOUR PROXY HOW TO VOTE OR MARK THE BOX INDICATING THAT YOU DO NOT WISH TO DIRECT YOUR PROXY HOW TO VOTE, OTHERWISE THIS APPOINTMENT OF PROXY IN RELATION TO RESOLUTIONS 1 AND 2 WILL BE DISREGARDED.

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

Authorised signature/s This section ***must*** be signed in accordance with the instructions overleaf to enable your voting instructions to be implemented.

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

________________________	________________________	________________________
Contact Name	Contact Daytime Telephone	Date

[1]Insert name and address of shareholder [2] Insert name and address of proxy *Omit if not applicable

Proxy Notes:

A Shareholder entitled to attend and vote at the Meeting may appoint a person or a corporation as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast 2 or more votes at the Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a corporation as the Shareholder’s proxy to attend and vote for the Shareholder at that meeting, the representative of the corporation to attend the meeting must produce the appropriate Certificate of Appointment of Representation prior to admission. A form of the certificate may be obtained from the Company’s share registry.

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

Joint Holding:	where the holding is in more than one name all of the holders must sign.
Power of Attorney:	if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.
Companies:	a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the Meeting, the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company’s Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by facsimile transmission at the Perth office of the Company (Level 20, 77 St Georges Terrace, Perth, WA, 6000, or by post to GPO Box 2530, Perth, WA, 6001 or Facsimile (08) 9440 2699 if faxed from within Australia or +618 9440 2699 if faxed from outside Australia) not less than 48 hours prior to the time of commencement of the Meeting (Australian Eastern Daylight Savings Time).