

NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of members of NuSep Ltd (Company) will be held at 22 Rodborough Rd, Frenchs Forest at 10 am on Monday, 30 June 2008.

Terms used in this Notice, including in the resolutions set out below, have the meanings ascribed to those terms in Section 1 of the Explanatory Statement which accompanies and forms part of this Notice of Meeting.

BUSINESS

The resolutions set out below (**Resolutions**) relate to the issue of up to 122,937,500 ordinary shares pursuant to a Share Purchase Plan. The terms and conditions of the Share Purchase Plan are set out in the Offer Document that will be sent to Shareholders.

The Explanatory Statement describes the proposals in more detail and contains other important information in relation to the Resolutions.

Resolutions

Resolution 1 – Approval for issue of ordinary shares

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

"That, for the purposes of Listing Rule 7.1 of the ASX Listing Rules, and for all other purposes, approval is given for the Directors to allot and issue up to 122,937,500 ordinary shares at an issue price of 8 cents per share, in accordance with the Share Purchase Plan for the purposes and on the terms and conditions set out in the Offer Document."

Resolution 2 – Approval for issue of ordinary shares to the Directors pursuant to the Share Purchase Plan in their capacity as shareholders of Nusep.

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

"That, for the purposes of Listing Rule 10.11 of the ASX Listing Rules, and for all other purposes, approval is given for the Company to issue up to 625,000 ordinary shares to the Directors of the Company, their associates or any other related party, pursuant to the Share Purchase Plan on the terms and conditions set out in the Offer Document."

(a) Voting Exclusion

The Company will disregard any votes cast on Resolution 2 by:

- (i) all Directors; and
- (ii) any associate of the Directors.

The Company need not disregard a vote on Resolution 2 if:

- (i) 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
- (ii) 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.

The references to "associate" means associates for the purposes of section 11 and sections 13 to 17 of the Corporations Act (applying section 13 as if it was not confined to associate references occurring in Chapter 7 of the Corporations Act).

The Company will not disregard a vote on a Resolution 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.

NOTES

Who may vote

Under Regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)*, the Directors have determined that for the purposes of the meeting all ordinary shares in the Company will be taken to be held by the persons who held them as registered shareholders at 5pm AEST on 27 June 2008 (**Register Date**).

All holders of ordinary shares in the Company as at the Register Date are entitled to attend and vote at the meeting subject to the voting exclusion statement.

Proxies

Please note that:

- a member who is entitled to attend and cast a vote at the meeting may appoint a person as the member's proxy (**Proxy**) to attend and vote for the member at the meeting;
- the appointment may specify the proportion or number of votes that the Proxy may exercise;
- a member who is entitled to cast 2 or more votes at the meeting 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 each Proxy may exercise, each Proxy may exercise half of the votes;
- if the member appoints one proxy only, that proxy is entitled to vote on a show of hands. If a member appoints 2 Proxies, only one proxy is entitled to vote on a show of hands;
- where 2 Proxies are appointed, any fractions of votes resulting from the appointment of 2 Proxies will be disregarded;
- a Proxy need not be a member of the Company; and
- a Form of Proxy accompanies this Notice of Meeting.

Unless the member specifically directs the Proxy how to vote, the Proxy may vote as he or she thinks fit or abstain from voting.

If you wish to appoint a Proxy, you should complete the attached "Form of Proxy" and comply with the instructions set out in that form relating to lodgement of the form with the Company.

The Form of Proxy must be signed by the member or his or her attorney duly authorised in writing or, if the member is a corporation, either signed by an authorised officer or attorney of the corporation or otherwise signed in accordance with the Corporations Act.

If any attorney or authorised officer signs the Form of Proxy on behalf of a member, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the Form of Proxy.

The Form of Proxy (together with any relevant authority) must be received NOT LATER THAN 48 hours before the time scheduled for the commencement of the meeting (or any adjournment of that meeting).

The completed Form of Proxy may be:

- mailed to the address on the Form of Proxy; or
- faxed to NuSep Ltd, attention Prakash Patel, Company Secretary, on facsimile number (02) 8977 9099.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to assist Shareholders of the Company in understanding the business to be put to Shareholders for their consideration at a general meeting to be held at 10am on Monday, 30 June 2008 (**Meeting**).

2. Definitions

ASX means the ASX Limited and includes any successor body.

Corporations Act means the *Corporations Act 2001 (Cth)*.

Directors means Mr Nicholas Caré, Mr John Manus, Dr Choon Huat Lee, Dr Chenicheri Hariharan Nair and Mr Iain Sorrell in their capacity as director of the Company.

Listing Rule means the official ASX Listing Rules.

Offer Document means the document sent to Shareholders containing all of the terms and conditions of the Share Purchase Plan.

Register Date means 5pm AEST 27 June 2008.

Share Purchase Plan means the offer made to all Shareholders to participate in a share purchase plan for the purchase of up to \$5,000 of shares in the Company at 8 cents per share.

Shareholders means persons who held shares as registered shareholders as at the Register Date.

Any capitalised terms found in this Explanatory Statement and not included in this Section 1 have the same meaning as those defined terms contained in the Offer Document.

3. Resolution

Resolution 1

The Company is proposing to offer a share purchase plan to facilitate a capital raising of up to \$9.835 million by way of a Share Purchase Plan. Under the terms of the Share Purchase Plan, the Shareholders are each invited to purchase up to \$5,000 of shares at a price of 8 cents per share.

Listing Rule 7.1 states that the Company must not (subject to certain exceptions) issue or agree to issue securities where such issue would cause the number of securities issued in the past 12 months to exceed 15% of its fully paid ordinary securities on issue 12 months before the date of the issue, without the prior approval of Shareholders.

The exception to Listing Rule 7.1 which may be applied to share purchase plans (Listing Rule 7.2, Exception 15) arises in situations where the ordinary shares issued under the share purchase plan are not greater than 30% of the number of fully paid ordinary shares already issued and the issue price of the shares is at least 80% of the average market price for ordinary shares in the last 5 days before announcing the offer.

As the Share Purchase Plan will likely exceed 15% of the Company's existing issued share capital and, due to the volume and price of the shares that will be issued under the Share Purchase Plan, it will not fall within the exception outlined above. Accordingly, Shareholder

approval is required for the issue and allotment of the ordinary shares under the Share Purchase Plan.

By obtaining the approval of the Shareholders before any issue of the shares under the Share Purchase Plan, the Company is complying with the Listing Rules and will retain the flexibility to make future issues of securities up to the 15% threshold.

Listing Rule 7.3 requires that the following information be provided to Shareholders:

Maximum number of securities the entity may issue:	Up to a maximum of 122,937,500 ordinary shares
Date by which the shares will be issued:	The Shares will be issued no later than 1 month after the date of this Meeting. It is proposed that if the issue is approved, the allotment will take place on 7 July 2008
Issue Price:	\$0.08 per ordinary share
Basis on which investors will be identified or selected:	All Shareholders
Terms of securities:	The terms of the Company's ordinary shares are set out in the Company's constitution
Intended use of the funds raised:	The funds raised will be used to: 1. Expand sales with a view of achieving profitability on a monthly basis by: ▪ Expanding the sales and marketing of the precast gels, particularly in the US; ▪ Growing the sales of the MF10 proteomics instrument; and ▪ Expanding NuSep's product range by introducing new and innovative products; 2. Complete the development and achieve initial sales of the SpermSep CS10 by: ▪ Undertaking the next clinical trial of the SpermSep CS10 instrument in order to commercialise this unit in the IVF market; and ▪ Completing the development and launch of the SpermSep CS10 instrument for sale in the ICSI market.
Date of Allotment:	It is proposed that if the issue is approved, the allotment will take place on 7 July 2008

Resolution 2

Allowing Directors to take up their Share Purchase Plan entitlement as shareholders of NuSep - Listing Rule 10.11

This resolution is conditional on Resolution 1 being passed.

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, an entity must not issue equity securities (including shares) to any of the following persons without the approval of holders of ordinary securities by ordinary resolution:

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

Under the ASX Listing Rules, Directors are classified as related parties. For this reason the Company is seeking approval from shareholders to allow the Directors of NuSep to take up their normal entitlement as shareholders. Should shareholders approve this resolution, the Directors will take up their entitlement based on their NuSep shareholding on the same basis as ordinary shareholders.

The exception to Listing Rule 10.11 that applies to share purchase plans (Listing Rule 10.12, Exception 8) arises in situations where the ordinary shares issued are not greater than 30% of the number of fully paid ordinary shares already on issue and the issue price of the shares is at least 80% of the average market price for shares in the last 5 days before announcing the offer.

As the Share Purchase Plan is likely to be outside this exception, both in terms of the volume and price of the shares that will be issued under the Share Purchase Plan, Listing Rule 10.11 applies. Accordingly, in order for the Directors to participate in the Share Purchase Plan (in their capacity as Shareholders) and in order to comply with Listing Rule 10.11, it is necessary to obtain the approval of Shareholders by way of an ordinary resolution.

Listing Rule 10.13 requires that the following information be provided to Shareholders:

Name of Person	Mr Nicholas Caré, Mr John Manusu, Dr Choon Huat Lee, Dr Chenicheri Hariharan Nair and Mr Iain Sorrell and their associates
Maximum number of securities that may be issued to the people:	Up to a maximum of 625,000 ordinary shares
Date by which the shares will be issued:	The Shares will be issued no later than 1 month after the date of this Meeting. It is proposed that if the issue is approved, the allotment will take place on 7 July 2008
Issue Price:	\$0.08 per ordinary share
Terms of securities:	The terms of the Company's ordinary shares are set out in the Company's constitution

Intended use of the funds raised:

The funds raised will be used to:

1. Expand sales with a view of achieving profitability on a monthly basis by:

- Expanding the sales and marketing of the precast gels, particularly in the US;
- Growing the sales of the MF10 proteomics instrument; and
- Expanding NuSep's product range by introducing new and innovative products;

2. Complete the development and achieve initial sales of the SpermSep CS10 by:

- Undertaking the next clinical trial of the SpermSep CS10 instrument in order to commercialise this unit in the IVF market; and
- Completing the development and launch of the SpermSep CS10 instrument for sale in the ICSI market.

General Meeting

PROXY FORM

Appointment of Proxy

If you intend to appoint a proxy to attend the NuSep Ltd General Meeting on your behalf, please complete this form and submit it in accordance with the instructions set out on the following page.

I/We being a shareholder/shareholders of NuSep Ltd pursuant to my/our right to appoint not more than two proxies, appoint

☐ The Chairman of the Meeting (mark with an "X") **OR** Write here the name of the person you are appointing if this person is **someone other than** the Chairman of the Meeting.

or failing him/her

Write here the name of the other person you are appointing.

or failing him/her, (or if no proxy is specified above), the Chairman of the meeting, as my/our proxy to vote for me/us and on my/our behalf at the General Meeting to be held at the at NuSep Ltd's registered office at **22 Rodborough Road, Frenchs Forest on Monday 30 June 2008 at 10 am** and at any adjournment of that meeting.

This proxy is to be used in respect of _____ % of the ordinary shares I/we hold.

☐ If the Chair of the meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of the resolutions please place a mark in the box. By marking this box, you acknowledge that the Chair of the meeting may exercise your proxy even if they have an interest in the outcome of the resolutions and votes cast by the Chair of the meeting for the resolutions 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 Chair will not cast your votes on the resolutions and your votes will not be counted in calculating the required majority if a poll is called on these resolutions. The Chair intends to vote 100% of all open proxies in favour of all resolutions.

Voting directions to your proxy – please mark ☒ to indicate your directions

RESOLUTION	For	Against	Abstain*
1. Approval for issue of ordinary shares	☐	☐	☐
2. Approval for issue of ordinary shares to Directors pursuant to the Share Purchase Plan	☐	☐	☐

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

PLEASE SIGN HERE

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

Executed in accordance with section 127 of the Corporations Act:

Individual or Shareholder 1

Joint Shareholder 2

Joint Shareholder 3

Sole Director & Sole Company Secretary

Director

Director / Company Secretary

Dated this

day of

2008

Contact Name

Contact Business Telephone / Mobile

INSTRUCTIONS FOR COMPLETING PROXY FORM

1. Your pre-printed name and address is as it appears on the share register of the Company. If you are Issuer Sponsored and this information is incorrect, please make the correction on the form, sign and return it. Security holders sponsored by a broker on the CHES subregister should advise their broker of any changes. Please note, you cannot change ownership of your securities using this form.
2. Completion of a proxy form will not prevent individual shareholders from attending the Meeting in person if they wish. Where a shareholder completes and lodges a valid proxy 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.
3. A shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment do not specify this proportion, each proxy may exercise half of the votes.
4. A proxy need not be a shareholder of the Company.
5. 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.
6. If a representative of a company shareholder is to attend the Meeting, a properly executed original (or certified copy) of the appropriate "Certificate of Appointment of Corporate Representative" should be produced for admission to the Meeting. Previously lodged "Certificates of Appointment of Corporate Representative" will be disregarded by the Company.
7. If a representative as Power of Attorney of a shareholder is to attend the meeting, a properly executed original (or originally certified copy) of an appropriate Power of Attorney should be produced for admission to the Meeting. Previously lodged Powers of Attorney will be disregarded by the Company.

8. Signing Instructions

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

- Individual:** Where the holding is in one name, the holder must sign.
- Joint Holding:** Where the holding is in more than one name, all of the shareholders should sign.
- Power of Attorney:** If you are signing under a Power of Attorney, you must lodge an original or certified photocopy of the appropriate Power of Attorney with your completed Proxy Form.
- Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person.
- If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone.
- Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

9. Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address below not later than **10 am AEST on 28 June 2008** being 48 hours before the time the General Meeting is to be held. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Postal address:

NuSep Ltd
PO Box 6126
Frenchs Forest
NSW 2086

In person at:

NuSep Ltd
22 Rodborough Road
Frenchs Forest
NSW 2086

Fax number:

(02) 8977 9099