

1 June 2017

ASX Announcement (ASX:BXN)

Share Sale Facility for Unmarketable Share Parcels

Bioxyne Limited (the **Company** or **Bioxyne**) is pleased to advise that it is implementing a share sale facility for shareholders to sell their small shareholding without incurring any brokerage or handling costs.

This facility is available to shareholders who at 7:00pm (Sydney time) on 31 May 2017 (**Record Date**) were holders of ordinary shares in Bioxyne valued at less than \$500 based on a price of \$0.016 per share, being the closing price of shares on the Australian Securities Exchange on the Record Date.

A copy of the correspondence being sent to eligible shareholders is attached.

For further information please contact:

Guy Robertson, Company Secretary
T: (02) 9078 8180 M: 0407 983 270
E: guy.robertson@bioxyne.com



Dear Bioxyne Shareholder

Share sale facility for holders of less than a marketable parcel of Bioxyne shares

Bioxyne Limited (**Bioxyne** or the **Company**) is pleased to offer eligible shareholders the opportunity to sell their small shareholding without incurring any brokerage or handling costs.

This offer applies to shareholders who at 7:00pm (Sydney time) on 31 May 2017 (**Record Date**) were holders of ordinary shares in Bioxyne valued at less than \$500 (**less than a marketable parcel**) based on a price of \$0.016 per share, being the closing price of shares on the Australian Securities Exchange (**ASX**) on the Record Date.

Bioxyne is offering this facility as it provides the following benefits:

- Bioxyne shareholders of a less than a marketable parcel have the opportunity to sell their shares without incurring a brokerage or handling cost which, in proportion to the value of their holding, may otherwise render a sale unattractive or uneconomical; and
- The expense and administration involved in maintaining shareholders with less than a marketable parcel, such as the cost of printing and mailing shareholder notices and share registry costs, is reduced. As at the date of this letter, the Company has 1,622 shareholders of which 1,267 hold less than a marketable parcel of shares that in aggregate represent approximately 0.68% of Bioxyne's issued share capital.

Based on a price of \$0.016 per share, being the closing price of Bioxyne shares on the ASX on the Record Date, a holding of equal to or less than 31,249 shares represented less than a marketable parcel. Our records show that you hold less than a marketable parcel of shares as at the Record Date, and accordingly your shareholding is eligible for this facility. You may choose to sell your holding or retain your existing holding.

Pursuant to clause 14.2 of Bioxyne's Constitution and the ASX Listing Rule 15.13, the Company may notify eligible shareholders that it intends to sell their holding unless they complete and return the enclosed Share Retention Form by 5.00 pm (Sydney time) on Friday 14 July 2017 (**Closing Date**). This letter and the Share Retention Form which accompanies this letter, satisfy the notice requirements under ASX Listing Rule 15.13 and clause 14.2 of Bioxyne's Constitution.

Your options

As a shareholder who holds a less than a marketable parcel of Bioxyne shares, your options are described below:



1. Sell your holding

If you wish to sell your Bioxyne shares without incurring brokerage or handling costs, you do not need to take any action. Bioxyne is authorised under clause 14.4 of its Constitution to sell your shares following the Closing Date if the value of your shares remains at less than \$500 at the Closing Date (based on the closing price of Bioxyne shares on that day).

Your shares will be pooled with other shares under this facility and sold as soon as practicable after the Closing Date in the manner described below.

In the interests of providing shareholders who are eligible to participate in the facility with certainty as to the proceeds they will receive from the sale of their shares, the Directors have appointed Veritas Securities Limited¹ (**Veritas**) as broker and underwriter to the share sale facility, and have negotiated with Veritas a fixed sale price of \$0.016, being the closing price of shares on the ASX on the Record Date (**Sale Price**). After the Closing Date, Veritas will sell all shares available under the facility either on or off market; to the extent that there are any shares remaining under the facility which remain unsold, Veritas (and/or its nominees) may subscribe for the remaining shares.

Accordingly, the price you will receive for each share sold through this facility will be \$0.016 per share. All participants who have their shares sold will receive the same sale price per share. You should note that there is a risk that the market value of your shares may increase between the Record Date and Closing Date, due to an increase in the Bioxyne share price. Consequently, the sale proceeds which you receive (based on the fixed Sale Price) may be less than the market value of your shares at that time.

Sale proceeds will be paid to you in Australian dollars either by cheque or direct credit as per your existing direct credit instruction recorded on the register as soon as practicable following the sale of your shares. Payment is expected to be remitted within 15 business days of the Closing Date. A transaction confirmation statement will be sent to you confirming the number of your shares sold and the price and total sale proceeds you have received.

If your shares are held in a CHESS holding, Bioxyne may, after the Closing Date initiate a holding adjustment to move your shares to the issuer sponsored subregister for the purpose of this facility.

Any tax consequences arising from the sale of your shares will be your responsibility. If the market value of your shares increases between the record date and closing date, due to the increase in Bioxyne's share price, so that at the closing date the value of your shares previously identified by Bioxyne as being a less than a marketable parcel is no longer less

¹ Mr Patrick Ford a Director of the Company is a shareholder in Veritas.



than \$500 (i.e. their value becomes equal to or greater than \$500), Bioxyne will not sell your shares.

2. Retain your existing holding

If you wish to retain your existing holding then you must do one of the following:

- Complete and return the attached Share Retention Form to Computershare Investor Services Pty Limited GPO Box 2115 Melbourne Victoria 3001 Australia, so that it is received by the Closing Date of 5.00 pm (Melbourne time) on Friday 14 July 2017;
- Make your own arrangements outside this facility to purchase additional Bioxyne shares so that the value of your registered holding is at least \$500 on the Closing Date.
- If you hold Bioxyne shares in multiple holdings (i.e. in more than one shareholder reference number (SRN) or holder identification number (HIN), arrange to have those holdings merged into one holding with a value of at least \$500 so that this is reflected on Bioxyne's share register at 7:00pm (Sydney time) on the Closing Date.

If you successfully take one of these steps, Bioxyne will not be entitled to sell your shares.

Important Information

Bioxyne reserves the right to extend the dates referred to in this letter by notice to the ASX.

Bioxyne is not bound to sell any or all of the shares that may be available for it to sell under this facility. None of Bioxyne, the broker/underwriter appointed to sell the shares, nor any other person involved in the facility shall be liable for failure to sell the shares at a particular price. The price of Bioxyne shares is subject to change and an up-to-date price can be obtained from the ASX website (www.asx.com.au) under the code "BXN".

Bioxyne does not make any recommendation or provide any advice to you regarding whether to sell your holding under this facility or retain your existing holding.

If you are in doubt about what to do, you should consult your legal, financial or taxation advisor.

If you have any queries, please contact the Company on +61 2 9078 8180 between the hours of 8.30am and 6.00pm (Sydney time) Monday to Friday.

Guy Robertson
Company Secretary
On Behalf of the Board of Bioxyne Limited



About Bioxyne

Bioxyne Limited (ASX:BXN) is an Australian life sciences and health products company with a focus on immune health and immunotherapeutic products.

Through our recent acquisition in New Zealand, now trading as Bioxyne International, we are further developing a range of existing functional foods and beauty products containing ingredients sourced exclusively from New Zealand, for our direct sales channel.

Bioxyne has a strategic investment in the consumer dietary supplements and functional foods markets through its proprietary probiotic, *Lactobacillus fermentum* PCC®. Bioxyne is a company creating value for consumers and investors by delivering safe and effective solutions.

Bioxyne's focus is currently on the company's probiotic business and proprietary product *Lactobacillus fermentum* PCC® which is supported by a manufacturing and distribution agreement with Chr. Hansen (Denmark) a global leader in the manufacturing of natural food additives and supplements products for the food, health, pharmaceutical and agriculture industries.

Bioxyne also has a distribution agreement with Nu-Skin Enterprises (USA) a successful worldwide multilevel marketing company who pride themselves in offering only quality solutions to their customers.

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