



ACN 084 464 193

**NOTICE OF ANNUAL GENERAL MEETING TO BE HELD
AT 12 NOON (SYDNEY TIME) ON 28 NOVEMBER 2017
IN THE BOARD ROOM OF RSM AUSTRALIA PTY LIMITED LEVEL 13
60 CASTLEREAGH STREET SYDNEY NSW 2000**

IF YOU ARE IN ANY DOUBT ABOUT THE ACTION YOU SHOULD TAKE, PLEASE CONSULT YOUR STOCKBROKER,
SOLICITOR, ACCOUNTANT, OR OTHER PROFESSIONAL ADVISER.
TO BE VALID, FORMS OF PROXY FOR USE AT THE MEETING MUST BE COMPLETED AND RETURNED TO THE COMPANY NO
LATER THAN 12 NOON (SYDNEY TIME) ON 26 NOVEMBER 2017

TABLE OF CONTENTS

| | |
|---|-----------|
| KEY DATES | 1 |
| NOTICE OF ANNUAL GENERAL MEETING | 2 |
| 1 ANNUAL ACCOUNTS | 2 |
| 2 RESOLUTION 1 - REMUNERATION REPORT | 2 |
| 3 RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR ANTHONY HO | 2 |
| 4 RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR N H CHUA | 2 |
| 5 RESOLUTION 4 – RE-ELECTION OF DIRECTOR – MR MAXWELL PARKIN | 3 |
| 6 RESOLUTION 5 – APPROVAL OF 10% PLACEMENT CAPACITY | 3 |
| 7 VOTING EXCLUSION STATEMENTS | 3 |
| 8 EXPLANATORY MEMORANDUM | 6 |
| GLOSSARY | 15 |

IMPORTANT NOTICE

You should read the Notice of Meeting in its entirety before making a decision as to how to vote at the Meeting. A copy of the Notice of Meeting has been lodged with ASX.

KEY DATES

| | |
|---|--|
| Date and time for lodgement of proxies: | 12 noon (Sydney Time) on 26 November 2017 |
| Date and time of Meeting: | 12 noon (Sydney Time) on 28 November 2017 |

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the shareholders of Bioxyne Limited (ACN 084 464 193) will be held in the Board Room of RSM Australia at Level 13, 60 Castlereagh Street, New South Wales, Australia on 28 November 2017 at 12 noon (Sydney Time).

The “**Explanatory Memorandum**” provides additional information on matters to be considered at the Annual General Meeting and forms part of this Notice. Terms and abbreviations used in this Notice are defined in the Glossary.

ORDINARY BUSINESS

1 ANNUAL ACCOUNTS

To receive and consider the reports of the Directors and the Auditors, the Statement of Financial Performance, Statement of Financial Position, and the Statement of Cash Flows for the year ended 30 June 2017.

2 RESOLUTION 1 - REMUNERATION REPORT

To receive and consider the Remuneration Report for the year ended 30 June 2017 in accordance with Section 250R(2) of the *Corporations Act 2001* and if thought fit to pass, with or without amendment, the following Ordinary Resolution:

“That the Remuneration Report and the amounts paid to the Directors and Officers of the Company as set out in the Directors’ report be adopted”.

3 RESOLUTION 2 - RE-ELECTION OF DIRECTOR - MR ANTHONY HO

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

“That, for the purpose of clause 8.1(e)(2) of the Company’s Constitution and for all other purposes, Mr Anthony Ho, a Director who retires by rotation, be re-elected as a Director of the Company.”

4 RESOLUTION 3 - RE-ELECTION OF DIRECTOR - MR N H CHUA

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

“That Mr N H Chua, who was appointed by the Directors to fill a casual vacancy, retires in accordance with clause 8.1(e)(1) of the Company’s Constitution, and being eligible, is re-elected as a Director of the Company.”

5 RESOLUTION 4 - RE-ELECTION OF DIRECTOR - MR MAXWELL PARKIN

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

"That Mr Maxwell Parkin, who was appointed by the Directors to fill a casual vacancy, retires in accordance with clause 8.1(e)(1) of the Company's Constitution, and being eligible, is re-elected as a Director of the Company."

SPECIAL BUSINESS

6 RESOLUTION 5 - APPROVAL OF 10% PLACEMENT CAPACITY

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

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

7 VOTING EXCLUSION STATEMENTS

Under ASX Listing Rule 14.11, the Company will disregard any votes cast on the Resolutions by the following persons:

| RESOLUTION | PERSONS EXCLUDED FROM VOTING |
|---------------------------------------|---|
| 1. Remuneration Report | <ul style="list-style-type: none">• A member of the Key Management Personnel (KMP), details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2017; or• A closely related party of a KMP¹ |
| 8. Approval of 10% Placement Capacity | <ul style="list-style-type: none">• Any person who may participate in the proposed issue;• Any person who might obtain a benefit (other than a benefit solely in the capacity of a holder of ordinary shares) if the resolution is passed; and• Any of their respective associates. |

However, the Company need not disregard a vote if:

- it is cast by a person as 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.

¹A closely related party of a member of the Key Management Personnel means any of the following:

- a spouse, child or dependent of the member;
- a child or dependent of the member's spouse;
- anyone else who is one of the member's family and may be expected to influence, or be influenced by, the member in the member's dealings with the Company;
- a company the member controls; or
- a person prescribed by regulations (as at the date of this notice of meeting, no additional persons have been prescribed by regulation).

Determination of Membership and Voting Entitlement

For the purpose of determining a person's entitlement to vote at the Meeting, a person will be recognised as a Shareholder and the holder of Shares if that person is registered as a holder of those Shares at 12noon (Sydney Time) on 26 November 2017.

How to Vote

You may vote at the Meeting by attending the Meeting in person or by proxy.

- To vote in person you must attend the Meeting on 28 November 2017 at 12 noon, which is to be held in the Board Room in the Offices of RSM Australia Pty Limited Level 13, 60 Castlereagh Street, Sydney.
- If you wish to vote by proxy, your proxy form must be received by the Company no later than 12 noon (Sydney Time) on 26 November 2017.

Proxies

Please note that:

- (a) A Shareholder entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of the Shareholder;
- (b) Where the Shareholder is entitled to cast two or more votes, the Shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise;
- (c) If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholders votes each proxy may exercise half of the votes. Any fractions of votes brought about by the apportionment of a proxy will be disregarded;
- (d) A proxy need not be a Shareholder;
- (e) If your proxy chooses to vote, he/she must vote in accordance with your directions. If you have directed your proxy to vote, and they fail to attend the meeting or they choose not to vote on a poll, then the Chairman of the meeting will vote your proxies as directed by you.
- (f) If you do not mark a box, your proxy may vote as they choose on that item. However, if you intend to appoint a member of the KMP as your proxy, please ensure that you direct them how to vote on resolution 1.

- (g) If the Chairman of the Meeting is your proxy (or he becomes your proxy by default), you will be taken to have expressly authorised him to exercise your proxy in relation to resolution 1 (Adoption of the Remuneration Report), and even though the Chairman is connected directly or indirectly with the remuneration of a member of the key management personnel of the Bioxyme Group. Shareholders will be informed of the proxy position and the manner in which the Chairman intends to vote undirected proxies at the meeting.
- (h) Any instrument of proxy deposited or received at the registered office of the Company in which the name of the appointee is not filled in, will be deemed to be given in favour of the Chairman of the Meeting;
- (i) Completed proxy forms (together with any authority under which the proxy was signed or a certified copy of the authority) must be returned before 12 noon on 26 November 2017 in one of the following 3 ways:
- By mail to: Computershare Investor Services
 GPO Box 242 Melbourne
 VIC 3001
 Australia
 - By facsimile: Computershare Investor Services
 +61 (0) 3 9473 2555
 - By email: accounts@bioxyme.com

At the meeting, the Chairman will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the management of the Company and the Remuneration Report. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's auditor, RSM Australia, questions about the content of its report, and the conduct of its audit of the Company, for the year.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms.

Enquiries

If you have any questions in relation to the Resolutions to be considered at the Meeting, please call the Company Secretary, Mr Guy Robertson on +61 2 9078 8180.



By order of the Board
Guy Robertson
Company Secretary
23 October 2017

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business specified to be conducted at the General Meeting to be held in the Board Room of RSM Australia Pty Ltd at Level 13, 60 Castlereagh Street, Sydney NSW 2000 on 28 November 2017 at 12 noon (Sydney Time).

The Directors recommend that Shareholders read this Explanatory Memorandum in full in conjunction with the accompanying Notice of which this Explanatory Memorandum forms a part.

1. Annual Report

As required under Section 317 of the Corporations Act, the annual financial report (which includes the financial statements and Directors' declarations) for the year ended 30 June 2017 will be tabled at the Annual General Meeting.

Shareholders will be given the opportunity to ask questions and make comments about the reports or the Company generally, but there will be no formal resolution submitted to the Meeting.

2. Resolution 1 - Adoption of Remuneration Report (non-binding vote)

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.

If at least 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report at the Annual General Meeting, and then again at the Company's 2018 Annual General Meeting, the Company will be required to put to Shareholders a resolution proposing the calling of a general meeting to consider the appointment of directors of the Company (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the general meeting (**Spill Meeting**) within 90 days of the Company's 2018 Annual General Meeting. All of the Directors who were in office when the Company's 2018 Directors' report was approved, other than the managing director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as Directors is approved will be the Directors of 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 financial 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.

Proxy Restrictions

If the Chairman of the Meeting is your proxy (or he becomes your proxy by default), you will be taken to have expressly authorised him to exercise your proxy in relation to resolution 1 (Adoption of the Remuneration Report) even though the Chairman is, and those items are, connected directly or indirectly with the remuneration of a member of the key management personnel of the Bioxyne Limited. Shareholders will be informed of the proxy position and the manner in which the Chairman intends to vote undirected proxies at the meeting.

Definitions

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.

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)*.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2017.

Directors' Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Board recommends that Shareholders vote in favour of this resolution.

3. Resolution 2 - Re-election of Director - Mr Anthony Ho

Pursuant to clause 8.1(e)(2) of the Company's Constitution, Mr Anthony Ho retires at the 2017 Annual General Meeting but, being eligible, offers himself for re-election.

A brief profile of Mr Anthony Ho is set out in the Annual Report of the Company.

Directors' Recommendation

The Board (other than Mr Anthony Ho) recommends that Shareholders vote in favour of this resolution.

4. Resolution 3 - Re-election of Director - Mr N H Chua

Pursuant to clause 8.1(e)(1) of the Company's Constitution, Mr N H Chua, who was appointed during the year must retire at the 2017 Annual General Meeting but, being eligible, offers himself for re-election.

A brief profile of Mr N H Chua is set out in the Annual Report.

Directors' Recommendation

The Board (other than Mr N H Chua) recommends that Shareholders vote in favour of this resolution.

5. Resolution 4 - Re-election of Director - Mr Maxwell Parkin

Pursuant to clause 8.1(e)(1) of the Company's Constitution, Mr Maxwell Parkin, who was appointed during the year must retire at the 2017 Annual General Meeting but, being eligible, offers himself for re-election.

A brief profile of Mr Parkin is set out in the Annual Report.

Directors' Recommendation

The Board (other than Mr Parkin) recommends that Shareholders vote in favour of this resolution.

SPECIAL BUSINESS

6.0 Resolution 5 - Approval of 10% Placement Capacity

6.1 Background

ASX Listing Rule 7.1A enables eligible entities to issue Equity Securities (as that term is defined in the ASX Listing Rules) up to 10% of their issued capital through placements over a twelve month period after the Annual General Meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1.

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The effect of Resolution 5 will be to allow the Directors to issue the Equity Securities under ASX Listing Rule 7.1A during the 10% Placement Period separate to the Company's 15% placement capacity under ASX Listing Rule 7.1.

As at the date of this Notice of Meeting the Company has the capacity to issue 73,863,064 shares under listing rule 7.1 and 28,999,433 shares under listing rule 7.1A as outlined in the Appendix 3B lodged with the ASX on 22 September 2017.

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility. Resolution 5 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The exact number of Equity Securities (if any) to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1.A.2 (refer to Section 12.2 (c) below). The Company may use funds raised from any 10% Placement Facility for funding specific projects and/or general working capital. It may also use the 10% Placement Facility for non cash consideration purposes such as joint venture or project acquisitions (although the Company presently has no intention to do so).

The Directors of the Company believe that Resolution 5 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this resolution.

9.2 ASX Listing Rule 7.1.A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an Annual General Meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has one class of Equity Securities being Shares.

(c) Formula for calculating 10% Placement Facility

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an Annual General Meeting may issue or agree to issue, during the 12 month period after the date of the Annual General Meeting, a number of Equity Securities calculated in accordance with the following formula:

(A x D) - E

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

- (i) plus the number of fully paid shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
- (ii) plus the number of partly paid shares that became fully paid in the 12 months;
- (iii) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under ASX Listing Rules 7.1 and 7.4;
- (iv) less the number of fully paid shares cancelled in the 12 months.

Note: A has the same meaning in ASX 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 the issue or agreement to issue that are not issued with the approval of shareholders under ASX Listing Rules 7.1 or 7.4.

(d) ASX Listing Rule 7.1 and ASX Listing Rule 7.1A

The ability of an entity to issue Equity Securities under ASX Listing Rule 7.1A is in addition to the entity's 15% placement capacity under ASX Listing Rule 7.1.

The actual number of Equity Securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to Section 2(c) above).

(e) Minimum Issue Price

The issue price of Equity Securities issued under ASX Listing Rule 7.1A must be not less than 75% of the volume weighted average price of Equity Securities in the same class calculated over the 15 Trading Days (as defined in the ASX Listing Rules) 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 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the Annual General Meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained; or
- (ii) the date of the approval by shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

(the 10% Placement Period)

9.3 Specific Information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

(a) Minimum Price

Any Equity Securities issued will be issued at an issue price of not less than 75% of the volume weighted average price for the Company's Equity Securities over the 15 Trading Days 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 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(b) Risk of Voting Dilution

If Resolution 5 is approved by the Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company would be diluted as shown in the below table (in the case of unlisted options, only if the unlisted options are exercised). There is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A(2) as at the date of this Notice of 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 shares the Company has on issue. 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 ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

(ii) two examples of where the price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

| Variable "A" in ASX Listing Rule 7.1A.2 | Issue Price (per Share) | Dilution | | |
|---|-------------------------|--|------------------------|---|
| | | 50% decrease in Deemed Price 2.3 cents | Deemed Price 4.6 cents | 100% Increase in Deemed Price 9.2 cents |
| Current Variable A 518,271,537 Shares | 10% Voting Dilution | 51,827,153 shares | 51,827,153 shares | 51,827,153 shares |
| | Funds Raised | \$1,192,024 | \$2,384,049 | \$4,868,098 |
| 50% increase in current Variable A 777,407,305 shares | 10% Voting Dilution | 77,740,730 Shares | 77,740,730 Shares | 77,740,730 shares |
| | Funds Raised | \$1,788,036 | \$3,576,073 | \$7,152,147 |
| 100% increase in current Variable A 1,036,543,074 Shares | 10% Voting Dilution | 103,654,307 Shares | 103,654,307 Shares | 103,654,307 shares |
| | Funds Raised | \$2,384,049 | \$4,768,098 | \$9,536,196 |

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum securities available under the ASX Listing Rule 7.1A being 10% of the Company's shares on issue at the date of the Meeting;
- (ii) No unlisted options are exercised into fully paid ordinary securities before the date of the issue of securities under ASX Listing Rule 7.1A. The Company has 126,585,049 unlisted options on issue at the date of this Notice of Meeting;
- (iii) The table does not demonstrate an example of dilution that may be caused to a particular shareholder by reason of placements under ASX Listing Rule 7.1A, based on that shareholder's holding at the date of the Meeting;
- (iv) The table only demonstrates the effect of issues of securities under ASX Listing Rule 7.1A. It does not consider placements made under ASX Listing Rule 7.1, the "15% rule";
- (v) The price of ordinary securities is deemed for the purposes of the table above to be \$0.046, being the closing price of the Company's listed securities on ASX on 17 October 2017 (Deemed Price). The Deemed Price is indicative only and does not consider the 25% discount to market that the securities may be placed at;

- (vi) The table does not demonstrate the effect of listed options being issued under ASX Listing Rule 7.1A. It only considers the issue of the fully paid ordinary securities.
- (vii) The table does not take into account resolutions to be put before this meeting.

(c) Date of Issue

The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 5 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities or ASX Listing Rule 11.2 (disposal of main undertaking).

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

The Company may seek to issue the Equity Securities for the following purposes:

- (i) non-cash consideration including for joint venture, licensing or collaboration agreements or the acquisition of new projects (although the Company presently has no proposal to do so). In such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3; or
- (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards the development of its direct sales business and general working capital.

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

(e) Allocation Policy

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

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice of Meeting but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company were to pursue an acquisition and were it to be successful in acquiring new assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new assets or investments.

(e) Previous Approval

The Company previously obtained Shareholder approval under ASX Listing Rule 7.1A. at the Annual General Meeting dated 24 November 2016.

The Company has not issued securities under ASX Listing Rule 7.1A during the year. The details of all issues of Equity Securities by the Company during the 12 months preceding the date of the Meeting is set out in schedule 1 to this Explanatory Memorandum.

The Company issued 315,845,436 shares during the twelve months preceding the date of this meeting representing 155% of the total shares on issue at the commencement of the twelve month period.

No options were issued during the twelve months preceding the date of this meeting.

(f) Voting Exclusion Statement

A voting exclusion statement is included in the Notice of Meeting to which this Explanatory Memorandum relates. At the date of that Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

The Directors unanimously recommend Shareholders vote in favour of Special Resolution 5.

GLOSSARY

The following is a glossary of various words and their meanings used in the Notice and Additional Information:

“Associate” has the meaning given by Sections 10 to 17 of the Corporations Act;

“ASX” means ASX Limited ACN 008 624 691;

“Board” means the Board of Directors of the Company;

“Business Day” has the same meaning as in the Listing Rules;

“Company” means Bioxyne Limited (ABN 97 084 464 193) of Level 5, 50 Clarence Street, Sydney, NSW 2000;

“Constitution or Existing Constitution” means the constitution of the Company;

“Corporations Act” means *Corporations Act 2001 (Cth)*;

“Director” means a director of the Company;

“Equity Securities” has the same meaning as in the Listing Rules;

“Explanatory Memorandum” means the explanatory notes and additional information to the Resolutions in the Notice;

“Fully Paid Share” means a fully paid ordinary share in the issued capital of the Company;

“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.

“listed” means that the Company has applied for listing of the relevant security on the Australian Securities Exchange and has been successful in securing the listing;

“Listing Rules” means the listing rules issued and enforced by the ASX as amended from time to time;

“market price” has the same meaning as defined in the Listing Rules;

“Meeting” means the Annual General Meeting convened by the Notice;

“Notice” means this notice of Annual General Meeting;

“Officer” has the same meaning as in the Corporations Act;

“Related Parties” means, in respect of an individual, an Associate of that individual or which is a company, trust, person or superannuation scheme for the benefit of any member of the family of that individual;

“Resolution” means each resolution to be considered at the Meeting;

“Share” means an ordinary share in the issued capital of the Company; and

“Shareholder” means the holder of a Share.

SCHEDULE 1 - INFORMATION REQUIRED BY LISTING RULE 7.3A.6 – RESOLUTION 5

| | Issue 1 | Issue 2 | Issue 3 | Issue 4 | Issue 5 |
|--|----------------------------------|----------------------------------|---|--|--|
| Date of issue: | 18/4/17 | 18/4/17 | 18/4/17 | 30/5/17 | 10/7/17 & 21/9/17 & 11&17/10/2017 |
| Number issued: | 18,000,000 | 4,500,000 | 28,106,524 | 253,782,625 | 10,706,287 |
| Class/Type of equity security: | Ordinary shares | Ordinary shares | Ordinary shares | Ordinary shares | Ordinary shares |
| Summary of terms: | Issued to vendor of business | Sign on fee as CEO | Placement | Rights issue on a one for one basis | Exercise of options |
| Names of persons who received securities or basis on which those persons was determined: | N H Chua K S Chia | N H Chua | Clients of Veritas Securities Limited and associates of Mr Maxwell Parkin and Mr N H Chua (prior to them becoming directors). | Shareholders subscribing for rights | Option holders |
| Price: | Deemed price 1.9 cents per share | Deemed price 1.9 cents per share | 1.9 cents per share | 1 cent per share | 1 cent per share |
| Discount to market price (if any): | | | | | |
| | Issue 1 | | | | |
| <i>For cash issues</i> | | | | | |
| Total cash consideration received: | N/A | N/A | \$534,024 | \$2,537,826 | \$ 107,062 |
| Amount of cash consideration spent: | N/A | N/A | \$ 66,000 | NIL | NIL |
| Use of cash consideration: | N/A | N/A | Working Capital | N/A | N/A |
| Intended use for remaining amount of cash (if any): | N/A | N/A | Working capital and development of direct sales business in Asia | Working capital and development of direct sales business in Asia | Working capital and development of direct sales business in Asia |

| | Issue 1 | Issue 2 | Issue 3 | Issue 4 | Issue 5 |
|---|-----------|-----------|---------|---------|---------|
| <i>For non-cash issues</i> | | | | | |
| Non-cash consideration paid: | \$342,000 | \$85,500 | N/A | N/A | N/A |
| Current value of that non-cash consideration: | \$540,000 | \$135,000 | N/A | N/A | N/A |


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Bioxyne Limited

ABN 97 084 464 193

Lodge your vote:

 **Online:**
www.investorvote.com.au

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

BXN

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form

XX



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.




Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

 **For your vote to be effective it must be received by 12 noon (Sydney time) on Sunday 26 November 2017**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Bioxyme Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Bioxyme Limited to be held in the Board Room of RSM Australia at Level 13, 60 Castlereagh Street, New South Wales, Australia on Tuesday 28 November 2017 at 12 noon (Sydney time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

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

| | | For | Against | Abstain |
|--------------|---|--------------------------|--------------------------|--------------------------|
| Resolution 1 | Adoption of Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 | Re-election of Director - Mr Anthony Ho | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 | Re-election of Director - Mr N H Chua | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4 | Re-election of Director - Mr Maxwell Parkin | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 5 | Approval of 10% Placement Capacity | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / / _____

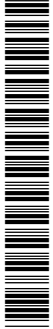
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Computershare +

Bioxyne Limited

ABN 97 084 464 193



BXNRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Bioxyne Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

Bioxyne Limited