



Notice of Annual General Meeting and Explanatory Memorandum

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| Imugene Limited: | 009 179 551 |
| Date of Meeting: | Tuesday 14 November 2017 |
| Time of Meeting: | 9:45 am (AEDT) Registration from 9:30 am |
| Place of Meeting: | Seagrass Room Grant Thornton Australia, Level 17, 383 Kent Street, Sydney NSW 2000 |

This is an important document. It should be read in its entirety.
If you are in doubt as to the course you should follow, consult your financial or other
professional adviser.

Notice is given that the annual general meeting of Imugene Limited ACN 009 179 551 (**Company**) will be held at:

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| Location | Grant Thornton Australia, Level 17, 383 Kent St, Sydney NSW 2000 |
| Date | Tuesday, 14 November 2017 |
| Time | 9.45am (AEDT) |

Ordinary business

Financial statements and reports

To receive and consider the Company's financial reports and the reports of the directors and the auditor for the financial year ended 30 June 2017.

Resolution 1: Directors' remuneration report

To consider and, if in favour, to pass the following resolution under section 250R(2) *Corporations Act 2001* (Cth) (**Corporations Act**):

- 1 'That the remuneration report of the directors for the financial year ended 30 June 2017 be adopted.'

Note: This resolution shall be determined under section 250R(2) *Corporations Act*. Votes must not be cast on this resolution by key management personnel (**KMP**) and closely related parties in contravention of section 250R or 250BD *Corporations Act*. Restrictions also apply to votes cast as proxy unless exceptions apply.

Re-election of directors

Resolution 2: Re-election of Mr. Charles Walker

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

- 2 'That Mr. Charles Walker, who retires by rotation under article 6.3(c) of the Company's constitution, and being eligible, be re-elected as a director of the Company under article 6.3(f) of the Company's constitution.'

Note: Information about the candidate appears in the explanatory memorandum.

Special business

Resolution 3: Approval of issue of options to a director: Dr Axel Hoos

To consider, and if in favour, pass the following resolution as an ordinary resolution:

- 3 'That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of 10,000,000 options in the Company to Dr Axel Hoos, a director of the Company, or his nominee, as detailed in the explanatory memorandum.'

Resolution 4: Approval of additional capacity to issue shares under Listing Rule 7.1A

To consider and, if in favour, to pass the following resolution as a special resolution:

- 4 'For the purposes of ASX Listing Rule 7.1A and for all other purposes, shareholders approve the Company having the additional capacity to issue equity securities under Listing Rule 7.1A, on the terms set out in the explanatory memorandum.'

Contingent business

Resolution 5: Conditional resolution to hold a spill meeting

The following resolution is conditional on at least 25% of the votes on Resolution 1 being cast against the adoption of the Remuneration Report.

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

- 5 'That, subject to and conditional on at least 25% of the votes on Resolution 1 being cast against the adoption of the Remuneration Report:
- (a) a meeting of the Company's members be held within 90 days of the passing of this resolution (**Spill Meeting**);
 - (b) all the Company's Directors who were Directors when the resolution to approve the Director's Remuneration Report for the financial year ended 30 June 2017 was passed and who remain Directors of the Company at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and
 - (c) resolutions to appoint persons to office that will be vacated immediately be end of the Spill meeting be put to the vote at the Spill Meeting.'

Note: This resolution shall be determined under section 250R(2) Corporations Act. Votes must not be cast on this resolution by key management personnel (**KMP**) and closely related parties in contravention of section 250R or 250BD Corporations Act. Restrictions also apply to votes cast as proxy unless exceptions apply.

Dated: 12 October 2017

By order of the board

A handwritten signature in black ink, consisting of a stylized 'P' followed by a series of loops and a final vertical stroke.

Phillip Hains
Company secretary

Voting exclusion statement

Corporations Act

Resolution 1 - The Company will disregard votes cast by a member of the KMP details of whose remuneration are included in the Remuneration Report, or a closely related party of such a member, in contravention of section 250R or 250BD Corporations Act. Restrictions also apply to votes cast as proxy unless exceptions apply.

Listing Rules

In accordance with the Listing Rule 14.11, the Company will disregard votes cast by:

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| Resolution 3 - Approval of issue of options to a director: Dr Axel Hoos | Dr Axel Hoos and any of his associates. |
| Resolution 4 – Approval of additional capacity to issue shares under Listing Rule 7.1A | <p>A person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, or an associate of that person.</p> <p>Note: Under Listing Rule 14.11.1 and the notes under that rule about Rule 7.1A, as at the date of this notice of meeting it is not known who may participate in the proposed issue (if any). On that basis, no security holders are currently excluded.</p> |

However, the Company need not disregard a vote if:

- (a) 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
- (b) 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.

Notes

- (a) Subject to the Corporations Act, including sections 250R and 250BD, a shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (b) The proxy need not be a shareholder of the Company. A shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- (c) If you wish to appoint a proxy and are entitled to do so, then complete and return the **attached** proxy form.
- (d) A corporation may elect to appoint a representative in accordance with the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- (e) The Company has determined under regulation 7.11.37 Corporations Regulations that for the purpose of voting at the meeting or adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of shareholders as at 7.00pm (AEDT) on Friday, 10 November 2017.

- (f) If you have any queries on how to cast your votes then call the Company's registered office on +61 3 9824 5254 during business hours.

Ordinary business**Financial statements and reports**

- 1 The *Corporations Act 2001* (Cth) (**Corporations Act**) requires that the report of the directors, the auditor's report and the financial report be laid before the annual general meeting. In addition the Company's constitution provides for these reports to be received and considered at the meeting.
- 2 Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Company's constitution requires a vote of shareholders at the annual general meeting on the financial statements and reports.
- 3 Shareholders will be given reasonable opportunity at the meeting to raise questions and make comments on these reports.
- 4 In addition to asking questions at the meeting, shareholders may address written questions to the chairman about the management of the Company or to the Company's auditor, Grant Thornton Audit Pty Ltd, if the question is relevant to:
 - (a) the content of the auditor's report; or
 - (b) the conduct of its audit of the annual financial report to be considered at the meeting.

Note: Under section 250PA(1) Corporations Act a shareholder must submit the question to the Company no later than the fifth business day before the day on which the AGM is held.

- 5 Written questions for the auditor must be delivered by Tuesday, 7 November 2017. Please send any written questions for Grant Thornton Audit Pty Ltd to the Company's registered office.

Resolution 1: Directors' remuneration report

- 6 The Corporations Act requires that the section of the directors' report dealing with the remuneration of each member of the KMP of the Company (**Remuneration Report**) be put to the vote of shareholders for adoption.
- 7 The resolution of shareholders is advisory only and not binding on the Company.
- 8 The Remuneration Report is in the Annual Report. It is also available on the Company's website (www.imugene.com) on the Annual Reports page under Investor Centre. It:
 - (a) explains the board's policies on the nature and level of remuneration paid to directors, company secretaries and senior executives of Imugene group;
 - (b) discusses the link between the board's policies and the Company's performance;
 - (c) sets out the remuneration details for each director and for each member of the Company's senior executive management team; and
 - (d) makes clear that the basis for remunerating non-executive directors is distinct from the basis for remunerating executives, including executive directors.

- 9 The chairman will give shareholders a reasonable opportunity to ask questions about, or to make comments on, the Remuneration Report.
- 10 The Remuneration Report presented in 2016 failed to receive more than the requisite 75% support from Shareholders. The views of shareholders, as expressed at the 2016 Annual General Meeting, have been taken into consideration. The Board believes the Remuneration of the Company's key management personnel (KMP) is appropriate and in line with market rates for a listed company of its size and scale of operations.
- 11 The Board is committed to ensuring that the remuneration structure for senior executives is closely aligned to the strategy and business objectives of the Imugene group, with a focus on driving a performance culture and delivering results that are acceptable to Shareholders. It is the Board's objective to deliver a Remuneration Report which shows how the financial rewards for senior executives are aligned with the Company's short term and long term performance.
- 12 Members should note that, whilst the vote on this resolution is advisory only, if at least 25% of the votes cast are against Resolution 1, the Company will receive a 'second strike'. If the Company receives two 'strikes', it is required to put a resolution to the meeting to determine whether the Company's Directors who were in office at the time the resolution to approve the Directors' Report for the year ended 30 June 2017 was passed will need to stand for re-election at a further general meeting.
- 13 As a result, this Notice of meeting includes a conditional resolution in Resolution 5. The operation and consequences of Resolution 5 are set out below in the explanatory notes to Resolution 5.

Directors' recommendation

- 14 As the resolution relates to matters including the remuneration of the directors, the directors abstain from making a recommendation on this resolution as a matter of corporate governance and in accordance with the spirit of section 250R(4) of the Corporations Act.

Re-election of directors**Resolution 2: Re-election of Charles Walker**

- 15 In accordance with article 6.3(c) of the Constitution, Charles Walker, a director appointed by the Company on 15 October 2015, retires at the close of this annual general meeting and, being eligible, offers himself for re-election under article 6.3(f) of the Constitution.
- 16 Charles has broad and successful experience across many aspects of the biotechnology and life sciences industry. His experience includes significant operational and leadership experience, a strong capital markets track record from executing nearly 50 international fundraisings both as principal and advisor, as well as a detailed scientific understanding gained from his technical background in pharmacology. Mr Walker was previously CEO and former CFO of Alchemia (ASX:ACL).

Directors' recommendation

- 17 The directors recommend you vote **for** this resolution.

Special business

Resolution 3: Approval of issue of options to a director: Dr Axel Hoos

- 18 Under ASX Listing Rule 10.11, shareholder approval is required for the issue of equity securities to a related party of a listed company. Once approval is obtained pursuant to Listing Rule 10.11, the Company is entitled to rely on Listing Rule 7.2, Exception 14 as an exception to any requirement that may otherwise apply requiring shareholder approval under Listing Rule 7.1.
- 19 In accordance with existing incentive arrangements, the Company proposes to issue 10,000,000 options to Dr Axel Hoos, a non-executive director of the Company.
- 20 The board has formed the view that the issue of options to Dr Hoos does not require shareholder approval under section 208 of the Corporations Act, as the issue of the options constitutes 'reasonable remuneration' in accordance with section 211 of the Corporations Act.
- 21 In compliance with the information requirements of ASX Listing Rule 10.13, shareholders are advised of the following particulars on the allotment and issue:

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| Maximum number of securities to be issued | 10,000,000 options |
| Date of issue | Within 5 business days of the AGM, but in any event no later than one month after the date of the meeting. |
| Issue price per security | Nil |
| Terms of issue | <p>(a) Each option entitles its holder to subscribe in cash for one fully paid ordinary share in the Company (Share).</p> <p>(b) The expiry date is 3 years from the date of issue.</p> <p>(c) Each option is exercisable at an exercise price of \$0.02.</p> <p>(d) Any option that has not been exercised prior to the Expiry Date automatically lapses.</p> <p>(e) An option automatically lapses without any claim against the Company on the occurrence of any of the following events:</p> <p>a. upon the bankruptcy, liquidation or winding up of an Optionholder or the happening of any other event that results in the Optionholder being deprived of the legal or beneficial ownership of the Option; or</p> |

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| | <p>b. upon the liquidation or winding up of the Company for any reason other than by way of members' voluntary winding up.</p> <p>(f) The Company will not apply for official quotation by ASX of the options.</p> <p>(g) Subject to the Corporations Act, the ASX Listing Rules, and the constitution of the Company, each option is freely transferable.</p> <p>(h) Shares issued upon the exercise of the options will rank pari passu with the Company's existing shares.</p> <p>(i) The Company will apply for official quotation by ASX of the shares issued upon exercise of options, subject to any restriction obligations imposed by ASX.</p> <p>(j) The options will not give any right to participate in dividends unless and until Shares are issued upon exercise of the relevant options.</p> <p>(k) There are no participation rights or entitlements inherent in the options and holders will not be entitled to participate in new issues of capital offered to shareholders during the life of the options. The Company will ensure that holders will be given at least seven business days notice to allow for the exercise of options prior to the record date in relation to any offers of securities made to shareholders.</p> <p>(l) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the Expiry Date, the number of options or the rights attaching to the options or both will be reconstructed in accordance with the Listing Rules applying to a reorganisation of capital at the time of the reconstruction.</p> <p>(m) If there is any inconsistency between any of the preceding terms and conditions and the ASX Listing Rules, then the ASX Listing Rules prevail to the extent of the inconsistency.</p> |
| Persons to whom securities will be issued | Dr Axel Hoos or his nominee. |
| Intended use of funds | Not applicable. |

Directors' recommendation

22 The directors (with Dr Hoos abstaining) recommend you vote **for** this resolution.

Resolution 4: Additional capacity to issue shares under ASX Listing Rule 7.1A

- 23 ASX Listing Rule 7.1 allows the Company to issue a maximum of 15% of its capital in any 12-month period without requiring shareholder approval. Under new ASX Listing Rule 7.1A, eligible entities (companies that are outside the S&P/ASX 300 index and have a market capitalisation of \$300 million or less) can issue a further 10% of share capital in 12 months on a non-pro rata basis. The Company is an eligible entity as at the date of this notice of meeting and must remain compliant with the requirements of ASX Listing Rule 7.1A to be able to utilise the additional capacity to issue shares under that Listing Rule.
- 24 Additional disclosure obligations are imposed when the special resolution is proposed, when securities are issued and when any further approval is sought. For the purposes of ASX Listing Rule 7.3A the Company provides the following information:

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| Minimum price at which the equity securities may be issued | <p>The issue price of each share must be no less than 75% of the volume weighted average price for the shares calculated over the 15 trading days on which trades in that class were recorded immediately before:</p> <ul style="list-style-type: none"> (a) the date on which the price, at which the securities are to be issued, is agreed; or (b) if the securities are not issued within five trading days of the date in paragraph (a), the date on which the securities are issued. |
| Risk of economic and voting dilution | <p>An issue of shares under ASX Listing Rule 7.1A involves the risk of economic and voting dilution for existing ordinary security holders. The risks include:</p> <ul style="list-style-type: none"> (a) the market price for shares may be significantly lower on the issue date than on the date of the approval under ASX Listing Rule 7.1A; and (b) the equity securities may be issued at a price that is at a discount to the market price for the shares on the issue date. <p>Under ASX Listing Rule 7.3A.2, a table describing the notional possible dilution, based upon various assumptions as stated, is set out below.</p> |

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| Date by which the Company may issue the securities | <p>The period commencing on the date of the annual general meeting (to which this notice relates) at which approval is obtained and expiring on the first to occur of the following:</p> <ul style="list-style-type: none"> (a) the date which is 12 months after the date of the annual general meeting at which approval is obtained; and (b) the date of the approval by holders of the Company's ordinary securities of a transaction under ASX Listing Rules 11.1.2 or 11.2. <p>The approval under ASX Listing Rule 7.1A will cease to be valid if holders of the Company's ordinary securities approve a transaction under ASX Listing Rules 11.1.2 or 11.2.</p> |
| Purposes for which the equity securities may be issued, including whether the Company may issue them for non-cash consideration | <p>It is the board's current intention that any funds raised under an issue of securities will be applied towards the commercialisation of the Company's lead product HER-Vaxx. This would principally include:</p> <ul style="list-style-type: none"> (a) research and development; (b) regulatory and reimbursement approvals; (c) maintenance of intellectual property; and (d) staff and office costs, audit and compliance expenses, and ASX fees. <p>The Company reserves the right to issue shares for non-cash consideration, including for payment of service or consultancy fees and costs.</p> |
| Details of the Company's allocation policy for issues under approval | <p>The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to ASX Listing Rule 7.1A. The identity of the allottees will be determined on a case-by-case basis having regard to factors including but not limited to the following:</p> <ul style="list-style-type: none"> (a) 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; (b) the effect of the issue of the ASX Listing Rule 7.1A shares on the control of the Company; (c) the financial situation and solvency of the Company; and (d) advice from corporate, financial and broking advisers (if applicable). <p>The allottees under the ASX Listing Rule 7.1A facility have not been determined as at the date of this notice of meeting but may include existing substantial shareholders and new shareholders who are not related parties or associates of a related party of the Company.</p> |

Previous approvals under ASX Listing Rule 7.1A

Approval was previously obtained at the Company's annual general meeting in November 2016.

Information under ASX Listing Rule 7.3A.6(a)

- 25 The table below shows the total number of equity securities issued in the 12 months before the date of the AGM and the percentages those issues represent of the total number of equity securities on issue at the commencement of the 12 month period.

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| Equity securities on issue at the commencement of the 12 month period | 2,585,345,780* |
| Equity securities issued in the 12 month period | 214,559,141 |
| Percentage previous issues represent of total number of equity securities on issue at commencement of 12 month period | 8.30% |

* Comprising an aggregate of 2,165,179,518 shares and 420,166,262 options.

Information under ASX Listing Rule 7.3A.6(b)

- 26 The table below sets out specific details for each issue of equity securities that has taken place in the 12 month period before the date of the AGM.

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| Date of issue, class and type of equity security and number issued | <p>A. 261,441 shares on 31/01/17.</p> <p>B. 22,744,148 shares on 24/02/17.</p> <p>C. 4,942,221 shares on 24/02/17.</p> <p>D. 14,377,980 shares on 24/03/17.</p> <p>E. 74,400,017 shares on 6/04/17.</p> <p>F. 83,333,334 shares on 13/04/17.</p> <p>G. 4,500,000 shares on 25/08/17.</p> <p>H. 10,000,000 options on 21/09/17.</p> |
| Summary of terms | <p>A -G. Shares ranking equally with company's existing shares.</p> <p>H. Options with an exercise price of \$0.02 and an expiry date of 30 June 2020.</p> |
| Names of persons who received securities or basis on which those persons were determined | <p>A. IMUO Option holders</p> <p>B. IMUO Option holders</p> <p>C. IMUO Option holders</p> <p>D. IMUO Option holders</p> <p>E. IMUO Option holders</p> <p>F. IMUO Option underwriters</p> |

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| | <p>G. Dr.Nicholas Ede</p> <p>H. Professor Christoph Zielinski and Professor Ursula Wiedermann</p> |
| Issue price and discount to market price (if any) | <p>A. Issue price of \$0.015 per share (0% discount/premium to market price)</p> <p>B. Issue price of \$0.015 per share (0% discount/premium to market price)</p> <p>C. Issue price of \$0.015 per share (0% discount/premium to market price)</p> <p>D. Issue price of \$0.015 per share (0% discount/premium to market price)</p> <p>E. Issue price of \$0.015 per share (7% discount to market price)</p> <p>F. Issue price of \$0.015 per share (13% discount to market price)</p> <p>G. Issue price of \$0.010 per share (40% discount to market price)</p> <p>H. Nil</p> |
| <i>For cash issues</i> | |
| Total cash consideration received | <p>A. \$3,922</p> <p>B. \$341,162</p> <p>C. \$74,133</p> <p>D. \$215,670</p> <p>E. \$1,116,000</p> <p>F. \$2,366,000</p> <p>G. \$45,000</p> <p>H. N/A</p> |
| Approximate amount of cash consideration spent | <p>A. N/A</p> <p>B. N/A</p> <p>C. N/A</p> <p>D. N/A</p> <p>E. N/A</p> <p>F. \$51,000</p> <p>G. N/A</p> <p>H. N/A</p> |
| Use of cash consideration | Working capital and development and commercialisation of the Company's HER-Vaxx cancer immunotherapies, mimotope and the arginine modulator. |

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| | |
| Intended use for remaining amount of cash (if any) | Working capital and development and commercialisation of the Company's HER-Vaxx cancer immunotherapies, mimotope and the arginine modulator. |
| For non-cash issues | |
| Non-cash consideration paid | A. N/A B. N/A C. N/A D. N/A E. N/A F. N/A G. N/A H. 10,000,000 options on 21/09/17 (Issue of options pursuant to ESOP) |
| Current value of that non-cash consideration | A. N/A B. N/A C. N/A D. N/A E. N/A F. N/A G. N/A H. \$78,000 |

Information under ASX Listing Rule 7.3A.2

- 27 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 under the formula in ASX Listing Rule 7.1A(2) as at the date of this notice.
- 28 The table shows two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities 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.

- 29 The table also shows two examples where the issue 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 | | Dilution | | |
|--------------------------------------------------------------------------------|------------------------------------|-------------------------------------------|------------------------|--------------------------------------------|
| | | \$0.008 50% decrease in issue price | \$0.015 issue price | \$0.030 100% increase in issue price |
| Current Variable A* 2,369,738,659 shares | 10% Voting Dilution | 236,973,866 shares | 236,973,866 shares | 236,973,866 shares |
| | Funds raised | \$1,777,304 | \$3,554,608 | \$7,109,216 |
| 50% increase in current Variable A* 3,554,607,989 shares | 10% Voting Dilution | 355,460,799 shares | 355,460,799 shares | 355,460,799 shares |
| | Funds raised | \$2,665,956 | \$5,331,912 | \$10,663,824 |
| 100% increase in current Variable A* 4,739,477,318 shares | 10% Voting Dilution | 473,947,732 shares | 473,947,732 shares | 473,947,732 shares |
| | Funds raised | \$3,554,608 | \$7,109,216 | \$14,218,432 |

* Current Variable A refers to the current number of shares on issue as the date of preparing this notice of meeting (29 September 2017).

- 30 The table has been prepared on the assumptions set out below.
- (a) The Company issues the maximum number of shares available under the 10% ASX Listing Rule 7.1A approval.
 - (b) No options are exercised to convert into shares before the date of the issue of the shares available under ASX Listing Rule 7.1A.
 - (c) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
 - (d) The table does not show an example of dilution that may be caused to a particular shareholder by reason of share issue under ASX Listing Rule 7.1A, based on that shareholder's holding at the date of the meeting.
 - (e) The table shows only the effect of issues of equity securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1.
 - (f) The issue of shares under ASX Listing Rule 7.1A consists only of ordinary shares in the Company.

- (g) The issue price is \$0.015, being the closing price of the shares on ASX on 29 September 2017.
- 31 As resolution 4 is a special resolution it must be passed by at least 75% of the votes cast by shareholders entitled to vote on the resolution.

Directors' recommendation

The Directors recommend that you vote **for** this resolution.

Contingent business

Resolution 5: Conditional resolution to hold a spill meeting

- 32 Note that this Resolution 5 is a conditional resolution. It will only be put to the meeting if at least 25% of the votes on Resolution 1 are cast against the adoption of the 2017 Remuneration Report. Shareholders voting by proxy should still register their votes on this item.
- 33 Resolution 5 will be considered as an ordinary resolution, which means that, to be passed, the resolution requires the approval of a simple majority of the votes cast by or on behalf of shareholders entitled to vote on the matter.
- 34 At the 2016 annual general meeting, more than 25% of the votes cast on the resolution to adopt the 2016 remuneration report were cast against the resolution. If at least 25% of the votes on Resolution 1 are against adopting the Remuneration Report at this year's Annual general meeting and this resolution 1 is passed, then the Company must hold a further general meeting within 90 days after the Annual General Meeting to consider the composition of the Board.
- 35 Specifically, if Resolution 5 is put to the meeting and passed, all the Company's Directors who were Directors when the resolution to approve the Directors' Remuneration Report for the financial year ended 30 June 2017 was passed, will need to stand for re-election at the Spill Meeting if they wish to continue as Directors. The relevant Directors include Mr Paul Hopper, Mr Charles Walker and Dr Axel Hoos. Following the Spill Meeting, those persons whose re-election as Directors is approved will be Directors of the Company.

Directors' recommendation

Noting that each Relevant Director has a personal interest in this resolution and, as described above in the voting exclusions, that each Director (or any closely related party of a Director) is excluded from voting their shares on this resolution, the Directors recommend that, if it is put to the meeting, shareholders vote **AGAINST** Resolution 5.

This is an important document. It should be read in its entirety. If you are in doubt as to the course you should follow, consult your financial or other professional adviser.

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Holder Number:

Vote by Proxy: IMU

Your proxy voting instruction must be received by **9.45am (AEDT) on Sunday, 12 November 2017**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal:

<https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

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

Joint holding: Where the holding is in more than one name, all of the Shareholders 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 Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided. **By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

CORPORATE REPRESENTATIVES






If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting 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.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.

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| CONTACT | Return your completed form: <div style="display: flex; justify-content: space-around;"> <div style="text-align: center;">  BY MAIL Automic Registry Services PO Box 2226 Strawberry Hills NSW 2012 </div> <div style="text-align: center;">  IN PERSON Automic Registry Services Level 3, 50 Holt Street, Surry Hills NSW 2010 </div> </div> | Contact us – All enquiries to Automic: <div style="display: flex; justify-content: space-around;"> <div style="text-align: center;">  WEBCHAT https://automic.com.au/ </div> <div style="text-align: center;">  EMAIL hello@automic.com.au </div> <div style="text-align: center;">  PHONE 1300 288 664 (Within Australia) +61 2 9698 5414 (Overseas) </div> </div> |
|---------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

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|--------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| STEP 1: Please appoint a Proxy | Complete and return this form as instructed I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Imugene Limited, to be held at 9.45 am (AEDT) on Tuesday, 14 November 2017 at Seagrass Room, Grant Thornton Australia, Level 17, 383 Kent Street, Sydney NSW 2000 hereby: | |
| | Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof. <div style="border: 1px solid black; height: 25px; width: 350px; margin-top: 5px;"></div> | |
| | The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote except for Resolution 5, which the Chair intends to vote undirected proxies against. | |
| | Unless indicated otherwise by ticking the “for,” “against” or “abstain” box you will be authorising the Chair to vote in accordance with the Chair’s voting intention. | |
| | AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1 and 3 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 3 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair. | |

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|-------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------|--------------------------|
| STEP 2: Your Voting Direction | Resolutions | For | Against | Abstain |
| | 1. Directors' Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| | 2. Re-election of Mr. Charles Walker as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| | 3. Approval of Issue of Options to a Director – Dr Axel Hoos | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| | 4. Approval of additional capacity to issues shares under Listing Rule 7.1A – Special Resolution | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| | As stated in the Notice of Meeting, the Board recommends that you vote AGAINST Item 5. Item 5 is a contingent item, and will only be put to the Meeting if the condition described in the Notice of Meeting is satisfied. | | | |
| | 5. Spill Resolution (contingent item) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| | <i>Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.</i> | | | |

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|--------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------|
| STEP 3: Sign | SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED | | |
| | Individual or Securityholder 1 | Securityholder 2 | Securityholder 3 |
| | <div style="border: 1px solid black; height: 25px; width: 250px;"></div> Sole Director and Sole Company Secretary | <div style="border: 1px solid black; height: 25px; width: 250px;"></div> Director | <div style="border: 1px solid black; height: 25px; width: 250px;"></div> Director / Company Secretary |
| | Contact Name..... Contact Daytime Telephone..... Date ____ / ____ / ____ | | |
| | Email Address _____ | | |
| | By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible). | | |

Holder Number: