



17 December 2021

Dear Shareholder

**Bio-Gene Technology Limited (ASX:BGT)
Extraordinary General Meeting of Shareholders (EGM)**

Bio-Gene Technology Limited (**Company**) will hold an EGM at 11.00am (AEDT) on Thursday, 27 January 2022 as a virtual meeting (**Meeting**).

In accordance with the *Treasury Laws Amendments (2021 Measures No 1) Act 2021* which was recently passed into law, no hard copy of the Notice of Annual General Meeting and Explanatory Notes (**Notice**) will be circulated. These documents can be accessed on the Company's website at <http://bio-gene.com.au/investors/asx-announcements/> and via the ASX Market Announcements Platform under the Company's ASX Code (BGT).

Given the health concerns and restrictions attributed to the COVID-19 pandemic, the Company considers that it is appropriate to hold this Meeting as a virtual meeting. Details on how to attend and participate in the virtual meeting can be found below and in the Notice of Meeting.

If you have nominated an email address and elected to receive electronic communications from the Company, you will receive an email with a link to an electronic copy of the Notice of Meeting.

Virtual Meeting

The company is pleased to provide shareholders with the opportunity to attend and participate in the virtual Meeting through an online meeting platform powered by Automic. Shareholders who have an existing account with Automic will be able to watch, listen, and vote online.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting.

An account can be created via the following link investor.automic.com.au and then click on "**register**" and follow the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

Your Vote is Important

The business of the EGM is important to all Shareholders and therefore it is important that Shareholders vote. Lodging a completed proxy is the simplest way to vote at the EGM.



The Company encourages shareholders to submit their votes in advance of the EGM as this will provide the Company with the best opportunity to prepare for the meeting. However, votes may also be submitted during the EGM. Proxy forms can be lodged online, by post or in person by following the proxy lodgement instructions on the proxy form. Proxy forms must be received by the Company's share registry, Automic, by 11am (Melbourne time) on Tuesday, 25 January 2022.

Shareholders who wish to vote virtually on the day of the Meeting can do so through the online meeting platform.

If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the EGM, the Company will make further information available through the ASX Market Announcements Platform and on its website.

Yours faithfully

A handwritten signature in blue ink, appearing to read "R McPherson", followed by a stylized flourish.

Roger McPherson
Company Secretary

Bio-Gene Technology Limited

ACN 071 735 950

Notice of Extraordinary General Meeting

To be held virtually on
Thursday, 27 January 2022 at 11am (Melbourne time)

Due to the ongoing impacts of COVID-19, the Extraordinary General Meeting (EGM) will be held via a live webinar.

Shareholders who have an existing account with Automic will be able to watch, listen, and vote online.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting. An account can be created via the following link investor.automic.com.au and then click on "register" and follow the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

Shareholders will be able to ask questions at the virtual meeting. Alternatively, the Company is happy to accept and answer questions submitted at least two business days prior to the meeting by email to bgt.shareholder@bio-gene.com.au. The Company reserves the right to not respond to any unreasonable and/or offensive questions at its discretion.

Shareholders are strongly encouraged to lodge their completed proxy forms appointing the Chair as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice (being Tuesday, 25 January 2022 at 11am). Instructions for lodging proxies are included on your personalised proxy form.

Shareholders who wish to vote virtually on the day of the EGM can do so through the online meeting platform. For further information on the live voting process please see the Registration and Voting Guide at automicgroup.com.au/virtual-agms/

In accordance with the Treasury Laws Amendments (2021 Measures No 1) Act 2021 which came into effect on 14 August 2021, no hard copy of the Notice of Extraordinary General Meeting and Explanatory Notes will be circulated, and shareholders have instead been notified of how to access the Notice of Extraordinary General Meeting and Explanatory Notes.

Bio-Gene Technology Limited
ACN 071 735 950
Notice of Extraordinary General Meeting

Notice is given that Extraordinary General Meeting (**EGM**) of the members of Bio-Gene Technology Limited (**Bio-Gene** or the **Company**) will be held via a live webinar on Thursday, **27 January 2022** at 11am (Melbourne time) for the purpose of considering and, if thought appropriate, passing the following resolutions.

1. Resolution 1 – Ratification of the Prior Placement of Shares Issued Under Listing Rule 7.1

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

"That, for the purposes of ASX Listing Rule 7.4 and all other purposes, the members of the Company approve and ratify the Company's allotment and issue on 17 December 2021 of 2,666,002 fully paid ordinary shares in the capital of the Company credited as fully paid to unrelated sophisticated, professional and other exempt investors at an issue price of \$0.17 per share on the terms and conditions set out in the Explanatory Notes which accompany this Notice of Extraordinary General Meeting."

2. Resolution 2 – Ratification of the Prior Placement of Shares Issued Under Listing Rule 7.1A

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

"That, for the purposes of ASX Listing Rule 7.4 and all other purposes, the members of the Company approve and ratify the Company's allotment and issue on 17 December 2021 of 15,261,940 fully paid ordinary shares in the capital of the Company credited as fully paid to unrelated sophisticated, professional and other exempt investors at an issue price of \$0.17 per share on the terms and conditions set out in the Explanatory Notes which accompany this Notice of Extraordinary General Meeting."

3. Resolution 3 – Approval of Share Issue to Robert Klupacs

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

"That for the purposes of ASX Listing Rule 10.11, section 195(4) of the Corporations Act and for all other purposes approval is granted for the issue to Robert Klupacs of 300,000 fully paid ordinary shares in the capital of the Company credited as fully paid at an issue price of \$0.17 per share, the material terms of which are stated in the Explanatory Notes which accompany this Notice."

4. Resolution 4 – Approval of Share Issue to Karen Buckingham Pty Ltd

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

"That for the purposes of ASX Listing Rule 10.11, section 195(4) of the Corporations Act and for all other purposes approval is granted for the issue to Karen Buckingham Pty Ltd of 148,000 fully paid ordinary shares in the capital of the Company credited as fully paid at an issue price of \$0.17 per share, the material terms of which are stated in the Explanatory Notes which accompany this Notice."

5. Resolution 5 – Approval of Share Issue to Peter Beetham

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

"That for the purposes of ASX Listing Rule 10.11, section 195(4) of the Corporations Act and for all other purposes approval is granted for the issue to Peter Beetham of 60,000 fully paid ordinary shares in the capital of the Company credited as fully paid at an issue price of \$0.17 per share, the material terms of which are stated in the Explanatory Notes which accompany this Notice."

6. Resolution 6 – Approval of Share Issue to Penbury Grange Pty Ltd

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

"That for the purposes of ASX Listing Rule 10.11, section 195(4) of the Corporations Act and for all other purposes approval is granted for the issue to Penbury Grange Pty Ltd of 294,118 fully paid ordinary shares in the capital of the Company credited as fully paid at an issue price of \$0.17 per share, the material terms of which are stated in the Explanatory Notes which accompany this Notice."

7. Resolution 7 – Approval of Share Issue to Anker Super Fund Pty Ltd

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

"That for the purposes of ASX Listing Rule 10.11, section 195(4) of the Corporations Act and for all other purposes approval is granted for the issue to Anker Super Fund Pty Ltd of 147,059 fully paid ordinary shares in the capital of the Company credited as fully paid at an issue price of \$0.17 per share, the material terms of which are stated in the Explanatory Notes which accompany this Notice."

8. Resolution 8 – Approval of Share Issue to Peter May and Sondra May

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

"That for the purposes of ASX Listing Rule 10.11, section 195(4) of the Corporations Act and for all other purposes approval is granted for the issue to Peter May and Sondra May of 60,000 fully paid ordinary shares in the capital of the Company credited as fully paid at an issue price of \$0.17 per share, the material terms of which are stated in the Explanatory Notes which accompany this Notice."

By order of the Board:



Roger McPherson
Company Secretary
17 December 2021

The accompanying Explanatory Notes and Proxy and Voting Instructions form part of this Notice.

Proxy and Voting Instructions

VOTING IN PERSON

Ordinarily, Shareholders would be able to participate in the Meeting of the Company by attending and voting in person at the meeting venue.

However, due to the current exceptional and uncertain circumstances, and with the health and wellbeing of Shareholders, employees and the broader community in mind, the Extraordinary General Meeting will again be held virtually.

VOTING VIRTUALLY AT THE MEETING

Shareholders who wish to vote virtually on the day of the EGM will need to login to the Automic website (investor.automic.com.au) with their *username and password*.

Shareholders who do not have an account with Automic are encouraged to register for an account **as soon as possible** to avoid any delays on the day of the Meeting.

How do I create an account with Automic?

To create an account with Automic, please go to the Automic website (investor.automic.com.au), click on 'register' and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day

Shareholders who have an account with Automic should take the following steps to attend and vote virtually on the day of the EGM:

- Login to the Automic website (investor.automic.com.au) using your username and password.
- After logging in a banner will display at the bottom of your screen to indicate that the EGM is open for registration. Click on **"Register"** or alternatively click on **"Meetings"** on the left-hand menu bar to access registration
- If registration for the virtual meeting is open, click on **"Register"** and follow the steps.
- Click on the URL to join the webcast where you can view and listen to the virtual meeting. Note that the webcast will open in a separate window.

Voting virtually at the EGM

Shareholders who wish to vote on the day of the EGM can do so through the online meeting platform. Once the Chair of the Meeting has declared the poll open for voting click on **"Refresh"** within the platform to be taken to the voting screen. Select your voting directions and click "confirm" to submit your vote. Note that you cannot amend your vote after it has been submitted.

PROXY INSTRUCTIONS

A member who is entitled to vote at a meeting may appoint:

- one proxy if the member is only entitled to one vote; and
- one or two proxies if the member is entitled to more than one vote.

Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion of the member's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes in which case any fraction of votes will be disregarded.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be lodged not less than 48 hours before the time for holding the Meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

The proxy form must be signed by the member or his/her attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by the Corporations Act. A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation.

The proxy may be a member of the Company.

A proxy form is attached to this Notice.

If you sign the proxy form and do not appoint a proxy, you will have appointed the Chair of the meeting as your proxy.

CORPORATE REPRESENTATIVES

Any corporation which is a member of the Company may appoint a proxy, as set out above, or authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the Chair of the Meeting) a natural person to act as its representative at any general meeting.

Corporate representatives are requested to bring appropriate evidence of appointment as a representative in accordance with the constitution of the Company. Attorneys are requested to bring the original or a certified copy of the power of attorney pursuant to which they were appointed. Proof of identity will also be required for corporate representatives and attorneys.

HOW THE CHAIR WILL VOTE UNDIRECTED PROXIES

Subject to the restrictions set out below and in the Explanatory Notes, The Chair of the meeting intends to vote undirected proxies on, and in favour of, all of the proposed resolutions.

VOTING ENTITLEMENT

For the purposes of the Corporations Act and Corporations Regulations shareholders entered on the Company's Register of Members as at 7.00 pm on Tuesday 25 January 2022 are entitled to attend and vote at the meeting.

On a poll, members have one vote for every fully paid ordinary share held. Holders of options are not entitled to vote.

ALL RESOLUTIONS BY POLL

Pursuant to the 4th Edition of the ASX Corporate Governance Principles and Recommendations, all votes will be taken on a Poll.

Bio-Gene Technology Limited
ACN 071 735 950

Explanatory Notes

These Explanatory Notes have been prepared to provide members with information to assist their assessment of the merits of the resolutions contained in the accompanying notice of the Extraordinary General Meeting (**EGM or Meeting**) to be held by audio-conference on Thursday, **27 January 2022** at 11am (Melbourne time).

Please refer to the note on the front cover of the Notice of Extraordinary General Meeting regarding COVID-19 related restrictions, lodging proxies and/or attending the Meeting virtually.

Shareholders are strongly encouraged to lodge their completed proxy forms in accordance with the instructions set out therein to vote before the Meeting.

Business

The Company has completed a successful capital raising of approximately \$3.2 million (**Placement**), through a private placement to existing and new unrelated sophisticated, professional and other exempt investors identified by the Company and, subject to Shareholder approval (at this Meeting), Directors and/or their associates.

This notice of meeting concerns:

- (a) Resolution 1 - The proposed ratification of the placement made by the Company prior to the issue of the notice of meeting of 2,666,002 shares at an issue price of \$0.17 per share to unrelated investors which raised in aggregate \$453,220, using its Listing Rule 7.1 capacity. The Company issued and allotted these shares on 17 December 2021;
- (b) Resolution 2 - The proposed ratification of the placement made by the Company prior to the issue of the notice of meeting of 15,261,940 shares at an issue price of \$0.17 per share to unrelated investors which raised in aggregate \$2,594,530, using its Listing Rule 7.1A capacity. The Company issued and allotted these shares on 17 December 2021; and
- (c) Resolutions 3-8 – The proposed placement of an aggregate of 1,009,177 shares at an issue price of \$0.17 per share to raise \$171,560 to directors and/or their associates in accordance with ASX Listing Rule 10.11.

Funds raised via the Placement will be used to strengthen the Company's Balance Sheet and enable it to expand its own development activities as well as undertake the necessary collaborative activity under the recently announced partnerships with Evergreen and Clarke. In particular:

- The advancement of major registration enabling studies (specifically longer-term toxicology studies), to support Bio-Gene's commercial partners as highlighted in the Company's recent commercial announcements;
- The development of additional efficacy studies to support commercial discussions relating to new market opportunities;
- Further advancement of manufacturing improvement programs for Qcide™ and Flavocide™;
- Recruitment of additional expertise to project manage our expanded operations; and
- General working capital.

1. Resolution 1 – Ratification of the Prior Placement of Shares Issued Under Listing Rule 7.1

This resolution seeks Shareholder approval for the previous issue and allotment of 2,666,002 fully paid ordinary shares in the capital of the Company to unrelated sophisticated, professional and other exempt investors under the placement capacity available to the Company under Listing Rule 7.1.

1.1 Details of the Previous Issue of Shares

On 17 December 2021, the Company raised \$453,220 by the issue and allotment of 2,666,002 fully paid ordinary shares in the capital of the Company (**Placement Shares**) to sophisticated,

professional and other exempt investors identified by the Company (**Subscribers**) at an issue price of \$0.17 per share.

Under ASX Listing Rule 7.1, the Company may in any 12-month rolling period issue up to 15% of its ordinary share capital without prior shareholder approval. The Company issued the Placement Shares pursuant to its (unused) entitlement under ASX Listing Rule 7.1 (being equivalent to an issue of approximately 15% of the Company's issued capital as at their allotment date). The issue of Placement Shares did not require prior shareholder approval.

ASX Listing Rule 7.4 permits a company to obtain ratification from its shareholders in relation to a prior share issue. Resolution 1 seeks shareholder ratification of the Placement Shares. If ratified, the Placement Shares will no longer use Bio-Gene's 15% entitlement under ASX Listing Rule 7.1.

1.2 Information required under ASX Listing Rules 7.5

The ASX Listing Rules set out a number of regulatory requirements that must be satisfied in relation to the ratification of the Placement Shares. ASX Listing Rule 7.5 requires that the meeting documents concerning a proposed resolution to approve the Prior Issue in accordance with ASX Listing Rule 7.4 must include the following information:

- The number of securities allotted:
2,666,002 fully paid ordinary shares
- The issue price at which the securities were allotted:
\$0.17 per share
- The terms of the securities:
Shares issued were fully paid ordinary shares ranking equally in all respects with all other fully paid ordinary shares then on issue in the Company
- The names of the allottees or the basis upon which the allottees were determined
The allottees were unrelated sophisticated, professional and other exempt investors identified by the Company
- The issue date
The Placement Shares were issued on 17 December 2021
- The use (or intended use) of the funds raised:
The funds received from issue of the Placement Shares are to be used generally for the advancement of the Company's lead products and supporting existing and potential partnering arrangements as described above

1.3 Effect of Resolution 1

If Resolution 1 is passed, from the date of shareholder approval the Placement Shares will not be included in the calculation of its 15% entitlement under ASX Listing Rule 7.1. If Resolution 1 is not passed, the Placement Shares the subject of Resolution 1 will continue to use the 15% entitlement under ASX Listing Rule 7.1.

1.4 Recommendation for Resolution 1

The Company directors unanimously recommend that shareholders approve Resolution 1.

1.5 Voting Exclusion Statement – Resolution 1

Pursuant to ASX Listing Rules 7.5.8, the Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- any person who participated in the issue or is a counterparty to the agreement being approved, namely the Subscribers; or
- an associate of that person (or those persons).

However, the Company need not disregard a vote if:

- it is cast by a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- it is cast by the person chairing the meeting as proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the chair to vote on the resolution as the person chairing the meeting decides; or
- a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

2. Resolution 2 – Ratification of the Prior Placement of Shares Issued Under Listing Rule 7.1A

This resolution seeks Shareholder approval for the previous issue and allotment of 15,261,940 fully paid ordinary shares in the capital of the Company to unrelated sophisticated, professional and other exempt investors under the placement capacity available to the Company under Listing Rule 7.1A.

2.1 Details of the Previous Issue of Shares

On 17 December 2021, the Company raised \$2,594,530 by the issue and allotment of 15,261,940 fully paid shares in the capital of the Company (**Placement Shares**) to sophisticated, professional and other exempt investors identified by the Company (**Subscribers**) at an issue price of \$0.17 per share.

Under ASX Listing Rule 7.1A which was approved at the Company's 2021 AGM held on 30 November 2021, the Company may in the 12-month period up to 30 November 2022, issue up to 10% of its ordinary share capital without prior shareholder approval. The Company issued the Placement Shares pursuant to its (unused) entitlement under ASX Listing Rule 7.1A (being equivalent to an issue of approximately 10% of the Company's issued capital as at their allotment date). The issue of Placement Shares did not require prior shareholder approval.

ASX Listing Rule 7.4 permits a company to obtain ratification from its shareholders in relation to a prior share issue. Resolution 2 seeks shareholder ratification of the Placement Shares. If ratified, the Placement Shares will no longer use Bio-Gene's 10% entitlement under ASX Listing Rule 7.1A.

2.2 Information required under ASX Listing Rules 7.5

The ASX Listing Rules set out a number of regulatory requirements that must be satisfied in relation to the ratification of the Placement Shares. ASX Listing Rule 7.5 requires that the meeting documents concerning a proposed resolution to approve the Prior Issue in accordance with ASX Listing Rule 7.4 must include the following information:

- The number of securities allotted:
15,261,940 fully paid ordinary shares
- The issue price at which the securities were allotted:
\$0.17 per share
- The terms of the securities:
Shares issued were fully paid ordinary shares ranking equally in all respects with all other fully paid ordinary shares then on issue in the Company
- The names of the allottees or the basis upon which the allottees were determined
The allottees were unrelated sophisticated, professional and other exempt investors identified by the Company
- The issue date
The Placement Shares were issued on 17 December 2021

- The use (or intended use) of the funds raised:
The funds received from issue of the Placement Shares are to be used generally for the advancement of the Company's lead products and supporting existing and potential partnering arrangements as described above

2.3 Effect of Resolution 2

If shareholders approve Resolution 2, from the date of shareholder approval the Placement Shares will not be included in the calculation of its 10% entitlement under ASX Listing Rule 7.1A. If Resolution 2 is not passed, the Placement Shares the subject of Resolution 2 will continue to use the 10% entitlement under ASX Listing Rule 7.1A.

2.4 Recommendation for Resolution 2

The Company's Directors unanimously recommend that members approve Resolution 2.

2.5 Voting Exclusion Statement

Pursuant to ASX Listing Rules 7.5.8, the Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:

- any person who participated in the issue or is a counterparty to the agreement being approved, namely the Subscribers; or
- an associate of that person (or those persons).

However, the Company need not disregard a vote if:

- it is cast by a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- it is cast by the person chairing the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the person chairing the meeting to vote on the resolution as the person chairing the meeting decides; or
- a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

3. Resolution 3: Proposed Issue of Shares to Robert Klupacs

ASX Listing Rule 10.11 provides that a listed company must not, without the approval of ordinary shareholders, issue equity securities to a related party. A "related party" (as defined in the ASX Listing Rules) includes the directors of the listed company and their controlled associates.

Subject to Bio-Gene's shareholder approval, the Company proposes to issue 300,000 ordinary shares to Robert Klupacs (a Bio-Gene Director) at the same issue price as the Placement Shares (which are the subject of Resolutions 1 and 2). This issue of ordinary shares is in addition to the issue of 17,927,942 ordinary shares under the placement the subject of Resolutions 1 and 2.

The Bio-Gene Board (other than Robert Klupacs who has a material interest in this Resolution) believe the terms and conditions on which the shares which are to be offered to Robert Klupacs are on arms length terms (being the same as offered under the placement to non associated persons the subject of Resolutions 1 and 2), however as outlined above Bio-Gene shareholder approval is required under ASX Listing Rule 10.11. If approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

Details of Robert Klupacs (and associates) existing shareholding in Bio-Gene and where Resolution 3 is passed and shares allotted is detailed in the table below:

Shareholder	Existing percentage interest in the Company before issues in accordance with Resolutions 3 (but including issues the subject of Resolutions 1 & 2)	Percentage interest in the Company after issue in accordance with Resolutions 3
Robert Klupacs and associates	2.13	2.16
All other shareholders	97.87	97.84

3.1 Reason for issue and Board recommendation

Robert Klupacs has indicated to the Board that he wishes to support the Company and subscribe for \$51,000 in additional shares on the terms and conditions of the placement (other than obtaining prior Bio-Gene's shareholder approval in accordance with Resolution 3).

The Board believes that the change in percentage interest of Mr. Klupacs as a result of subscribing for additional shares in accordance with Resolution 3 is not material.

The Board is also of the view that the additional \$51,000 which would be subscribed by Robert Klupacs does advance the Bio-Gene expenditure program.

3.2 ASX Listing Rules

ASX Listing Rule 10.13 requires that the notice in relation to a proposed resolution to approve an issue of securities to a related party, include the following information:

- (a) The name of the person to whom the securities will be issued:
Robert Klupacs a director of the Company who is a related party for the purposes of ASX Listing Rule 10.11.1
- (b) The number of securities to be issued to the person:
300,000 ordinary shares in the capital of the Company, credited as fully paid
- (c) The date by which the entity will issue the securities:
Subject to Resolution 3 being passed, no later than one month after the date of the General Meeting
- (d) The issue price of the securities and a statement of the terms of the issue:
\$0.17 per share. The shares being issued will rank equally in all respects with all other issued ordinary shares of the Company from the date of the issue
- (e) The intended use of the funds raised:
The funds raised will be used by the Company for the same purpose as those funds raised under the placement, being to advance its lead products and support existing and potential partnering arrangements as described above

3.3 Voting Exclusion Statement – Resolution 3

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- (a) Robert Klupacs or any person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary shares in the Company); or
- (b) an associate of that person (or those persons).

However, the Company may not disregard a vote if:

- (a) it is cast by a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or

- (b) it is cast by the person chairing the general meeting as proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the person chairing the general meeting to vote as the person chairing the general meeting decides; or
- (c) a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

3.4 Corporations Act

As noted above, the issue of shares the subject of Resolution 3 is considered to be on arms' length terms (in accordance with section 210 of the Corporations Act) and therefore shareholder approval will not be sought for the purposes of Chapter 2E of the Corporations Act. The Company is, however, seeking shareholder approval for the purposes of Section 195(4) of the Corporations Act such that shareholders determine if the related party will be able to subscribe for and be issued the shares the subject of Resolution 3.

4. Resolution 4: Proposed Issue of Shares to Karen Buckingham Pty Ltd

ASX Listing Rule 10.11 provides that a listed company must not, without the approval of ordinary shareholders, issue equity securities to a related party. A "related party" (as defined in the ASX Listing Rules) includes the directors of the listed company and their controlled associates.

Subject to Bio-Gene's shareholder approval, the Company proposes to issue 148,000 ordinary shares to Karen Buckingham Pty Ltd (a company associated with Mr. Richard Jagger, a Bio-Gene Director) at the same issue price as the placements (which are the subject of Resolutions 1 and 2).

The Bio-Gene Board (other than Richard Jagger who has a material interest in this Resolution) believe the terms and conditions on which the shares which are to be offered to Karen Buckingham Pty Ltd are on arms length terms (being the same as offered under the placement to non associated persons the subject of Resolutions 1 and 2), however as outlined above Bio-Gene shareholder approval is required under ASX Listing Rule 10.11. If approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

Details of Karen Buckingham Pty Ltd (and Mr. Richard Jagger and other associates) existing shareholding in Bio-Gene and where Resolutions 4 is passed and shares allotted is detailed in the table below:

Shareholder	Existing percentage interest in the Company before issues in accordance with Resolutions 4 (but including issues the subject of Resolutions 1 & 2)	Percentage interest in the Company after issue in accordance with Resolutions 4
Karen Buckingham Pty Ltd, Richard Jagger and other associates	2.76	2.84
All other shareholders	97.24	97.16

4.1 Reason for issue and Board recommendation

Richard Jagger has indicated to the Board that he wishes to support the Company and subscribe for \$25,160 in additional shares on the terms and conditions of the placement (other than obtaining prior Bio-Gene's shareholder approval in accordance with Resolution 4).

The Board believes that the change in percentage interest of Mr. Jagger as a result of subscribing for additional shares in accordance with Resolution 4 is not material.

The Board is also of the view that the additional \$25,160 which would be subscribed by Karen Buckingham Pty Ltd does advance the Bio-Gene expenditure program.

4.2 ASX Listing Rules

ASX Listing Rule 10.13 requires that the notice in relation to a proposed resolution to approve an issue of securities to a related party, include the following information:

- (a) The name of the person to whom the securities will be issued:
Karen Buckingham Pty Ltd a company associated with Mr. Richard Jagger and which is a related party for the purposes of ASX Listing Rule 10.11.1
- (b) The number of securities to be issued to the person:
148,000 ordinary shares in the capital of the Company, credited as fully paid
- (c) The date by which the entity will issue the securities:
Subject to Resolution 4 being passed, no later than one month after the date of the General Meeting
- (d) The issue price of the securities and a statement of the terms of the issue:
\$0.17 per share. The shares being issued will rank equally in all respects with all other issued ordinary shares of the Company from the date of the issue
- (e) The intended use of the funds raised:
The funds raised will be used by the Company for the same purpose as those funds raised under the placement, being to advance its lead products and support existing and potential partnering arrangements

4.3 Voting Exclusion Statement – Resolution 4

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) Karen Buckingham Pty Ltd or any person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary shares in the Company); or
- (b) An associate of that person (or those persons).

However, the Company may not disregard a vote if:

- (a) it is cast by a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) it is cast by the person chairing the general meeting as proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the person chairing the general meeting to vote as the person chairing the general meeting decides; or
- (c) a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4.4 Corporations Act

As noted above, the issue of shares the subject of Resolution 4 is considered to be on arms' length terms (in accordance with section 210 of the Corporations Act) and therefore shareholder approval will not be sought for the purposes of Chapter 2E of the Corporations Act. The Company is, however, seeking shareholder for the purposes of Section 195(4) of the Corporations Act such that shareholders determine if the related party will be able to subscribe for and be issued the shares the subject of Resolution 4.

5. Resolution 5: Proposed Issue of Shares to Peter Beetham

ASX Listing Rule 10.11 provides that a listed company must not, without the approval of ordinary shareholders, issue equity securities to a related party. A "related party" (as defined in the ASX Listing Rules) includes the directors of the listed company and their controlled associates.

Subject to Bio-Gene's shareholder approval, the Company proposes to issue 60,000 ordinary shares to Peter Beetham (a Bio-Gene Director) at the same issue price as the Placement Shares (which are the subject of Resolutions 1 and 2). This issue of ordinary shares is in addition to the issue of 17,927,942 ordinary shares under the placement the subject of Resolutions 1 and 2.

The Bio-Gene Board (other than Peter Beetham who has a material interest in this Resolution) believe the terms and conditions on which the shares which are to be offered to Peter Beetham are on arms length terms (being the same as offered under the placement to non associated persons the subject of Resolutions 1 and 2), however as outlined above Bio-Gene shareholder approval is required under ASX Listing Rule 10.11. If approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

Details of Peter Beetham (and associates) existing shareholding in Bio-Gene and where Resolution 3 is passed and shares allotted is detailed in the table below:

Shareholder	Existing percentage interest in the Company before issues in accordance with Resolutions 5 (but including issues the subject of Resolutions 1 & 2)	Percentage interest in the Company after issue in accordance with Resolutions 5
Robert Klupacs and associates	0.00	0.04
All other shareholders	100.00	99.96

5.1 Reason for issue and Board recommendation

Peter Beetham has indicated to the Board that he wishes to support the Company and subscribe for \$10,200 in additional shares on the terms and conditions of the placement (other than obtaining prior Bio-Gene's shareholder approval in accordance with Resolution 5).

The Board believes that the change in percentage interest of Mr. Beetham as a result of subscribing for additional shares in accordance with Resolution 5 is not material.

The Board is also of the view that the additional \$10,200 which would be subscribed by Peter Beetham does advance the Bio-Gene expenditure program.

5.2 ASX Listing Rules

ASX Listing Rule 10.13 requires that the notice in relation to a proposed resolution to approve an issue of securities to a related party, include the following information:

- The name of the person to whom the securities will be issued:
Peter Beetham a director of the Company who is a related party for the purposes of ASX Listing Rule 10.11.1
- The number of securities to be issued to the person:
60,000 ordinary shares in the capital of the Company, credited as fully paid
- The date by which the entity will issue the securities:
Subject to Resolution 5 being passed, no later than one month after the date of this General Meeting
- The issue price of the securities and a statement of the terms of the issue:
\$0.17 per share. The shares being issued will rank equally in all respects with all other issued ordinary shares of the Company from the date of the issue

- (e) The intended use of the funds raised:
The funds raised will be used by the Company for the same purpose as those funds raised under the placement, being to advance its lead products and support existing and potential partnering arrangements as described above

5.3 Voting Exclusion Statement – Resolution 5

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) Peter Beetham or any associate of Mr Peter Beetham and person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary shares in the Company); or
- (b) An associate of that person (or those persons).

However, the Company may not disregard a vote if:

- (a) it is cast by a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) it is cast by the person chairing the general meeting as proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the person chairing the general meeting to vote as the person chairing the general meeting decides; or
- (c) a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

5.4 Corporations Act

As noted above, the issue of shares the subject of Resolution 5 is considered to be on arms' length terms (in accordance with section 210 of the Corporations Act) and therefore shareholder approval will not be sought for the purposes of Chapter 2E of the Corporations Act. The Company is, however, seeking shareholder for the purposes of Section 195(4) of the Corporations Act such that shareholders determine if the related party will be able to subscribe for and be issued the shares the subject of Resolution 5.

6. Resolution 6: Proposed Issue of Shares to Penbury Grange Pty Ltd

ASX Listing Rule 10.11 provides that a listed company must not, without the approval of ordinary shareholders, issue equity securities to a related party. A "related party" (as defined in the ASX Listing Rules) includes the directors of the listed company and their controlled associates.

Subject to Bio-Gene's shareholder approval, the Company proposes to issue 294,118 ordinary shares to Penbury Grange Pty Ltd (a company associated with Mr. James Joughin, a Bio-Gene Director) at the same issue price as the Placement Shares (which are the subject of Resolutions 1 and 2).

The Bio-Gene Board (other than James Joughin who has a material interest in this Resolution) believe the terms and conditions on which the shares which are to be offered to Penbury Grange Pty Ltd are on arms length terms (being the same as offered under the placement to non associated persons the subject of Resolutions 1 and 2), however as outlined above Bio-Gene shareholder approval is required under ASX Listing Rule 10.11. If approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

Details of Penbury Grange Pty Ltd (and Mr. James Joughin and other associates) existing shareholding in Bio-Gene and where Resolutions 6 is passed and shares allotted is detailed in the table below:

Shareholder	Existing percentage interest in the Company before issues in accordance with Resolutions 6 (but including issues the subject of Resolutions 1 & 2)	Percentage interest in the Company after issue in accordance with Resolutions 6
Penbury Grange Pty Ltd, James Joughin and other associates	0.08	0.26
All other shareholders	99.92	99.74

6.1 Reason for issue and Board recommendation

James Joughin has indicated to the Board that he wishes to support the Company and subscribe for \$50,000 in additional shares on the terms and conditions of the placement (other than obtaining prior Bio-Gene's shareholder approval in accordance with Resolution 6).

The Board believes that the change in percentage interest of Mr. Joughin as a result of subscribing for additional shares in accordance with Resolution 6 is not material.

The Board is also of the view that the additional \$50,000 which would be subscribed by Penbury Grange Pty Ltd does advance the Bio-Gene expenditure program.

6.2 ASX Listing Rules

ASX Listing Rule 10.13 requires that the notice in relation to a proposed resolution to approve an issue of securities to a related party, include the following information:

- (a) The name of the person to whom the securities will be issued:
Penbury Grange Pty Ltd a company associated with Mr. James Joughin and which is a related party for the purposes of ASX Listing Rule 10.11.1
- (b) The number of securities to be issued to the person:
294,118 ordinary shares in the capital of the Company, credited as fully paid
- (c) The date by which the entity will issue the securities:
Subject to Resolution 6 being passed, no later than one month after the date of the General Meeting
- (d) The issue price of the securities and a statement of the terms of the issue:
\$0.17 per share. The shares being issued will rank equally in all respects with all other issued ordinary shares of the Company from the date of the issue
- (e) The intended use of the funds raised:
The funds raised will be used by the Company for the same purpose as those funds raised under the placement, being to advance its lead products and support existing and potential partnering arrangements as described above

6.3 Voting Exclusion Statement – Resolution 6

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- (a) Penbury Grange Pty Ltd or any person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary shares in the Company); or
- (b) An associate of that person (or those persons).

However, the Company may not disregard a vote if:

- (a) it is cast by a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or

- (b) it is cast by the person chairing the general meeting as proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the person chairing the general meeting to vote as the person chairing the general meeting decides; or
- (c) a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6.4 Corporations Act

As noted above, the issue of shares the subject of Resolution 6 is considered to be on arms' length terms (in accordance with section 210 of the Corporations Act) and therefore shareholder approval will not be sought for the purposes of Chapter 2E of the Corporations Act. The Company is, however, seeking shareholder for the purposes of Section 195(4) of the Corporations Act such that shareholders determine if the related party will be able to subscribe for and be issued the shares the subject of Resolution 6.

7. Resolution 7: Proposed Issue of Shares to Anker Super Fund Pty Ltd

ASX Listing Rule 10.11 provides that a listed company must not, without the approval of ordinary shareholders, issue equity securities to a related party. A "related party" (as defined in the ASX Listing Rules) includes the directors of the listed company and their controlled associates.

Subject to Bio-Gene's shareholder approval, the Company proposes to issue 147,059 ordinary shares to Anker Super Fund Pty Ltd (a company associated with Mr. Andrew Guthrie, a Bio-Gene Director) at the same issue price as the Placement Shares (which are the subject of Resolutions 1 and 2).

The Bio-Gene Board (other than Andrew Guthrie who has a material interest in this Resolution) believe the terms and conditions on which the shares which are to be offered to Anker Super Fund Pty Ltd are on arms length terms (being the same as offered under the placement to non associated persons the subject of Resolutions 1 and 2), however as outlined above Bio-Gene shareholder approval is required under ASX Listing Rule 10.11. If approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

Details of Anker Super Fund Pty Ltd (and Mr. Andrew Guthrie and other associates) existing shareholding in Bio-Gene and where Resolutions 7 is passed and shares allotted is detailed in the table below:

Shareholder	Existing percentage interest in the Company before issues in accordance with Resolutions 7 (but including issues the subject of Resolutions 1 & 2)	Percentage interest in the Company after issue in accordance with Resolutions 7
Anker Super Fund Pty Ltd, Andrew Guthrie and other associates	0.00	0.09
All other shareholders	100.00	99.91

7.1 Reason for issue and Board recommendation

Andrew Guthrie has indicated to the Board that he wishes to support the Company and subscribe for \$25,000 in additional shares on the terms and conditions of the placement (other than obtaining prior Bio-Gene's shareholder approval in accordance with Resolution 7).

The Board believes that the change in percentage interest of Mr. Guthrie as a result of subscribing for additional shares in accordance with Resolution 7 is not material.

The Board is also of the view that the additional \$25,000 which would be subscribed by Anker Super Fund Pty Ltd does advance the Bio-Gene expenditure program.

7.2 ASX Listing Rules

ASX Listing Rule 10.13 requires that the notice in relation to a proposed resolution to approve an issue of securities to a related party, include the following information:

- (a) The name of the person to whom the securities will be issued:
Anker Super Fund Pty Ltd a company associated with Mr. Andrew Guthrie and which is a related party for the purposes of ASX Listing Rule 10.11.1
- (b) The number of securities to be issued to the person:
147,059 ordinary shares in the capital of the Company, credited as fully paid
- (c) The date by which the entity will issue the securities:
Subject to Resolution 7 being passed, no later than one month after the date of the General Meeting
- (d) The issue price of the securities and a statement of the terms of the issue:
\$0.17 per share. The shares being issued will rank equally in all respects with all other issued ordinary shares of the Company from the date of the issue
- (e) The intended use of the funds raised:
The funds raised will be used by the Company for the same purpose as those funds raised under the placement, being to advance its lead products and support existing and potential partnering arrangements

7.3 Voting Exclusion Statement – Resolution 7

The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

- (a) Anker Super Fund Pty Ltd or any person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary shares in the Company); or
- (b) An associate of that person (or those persons).

However, the Company may not disregard a vote if:

- (a) it is cast by a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) it is cast by the person chairing the general meeting as proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the person chairing the general meeting to vote as the person chairing the general meeting decides; or
- (c) a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

7.4 Corporations Act

As noted above, the issue of shares the subject of Resolution 7 is considered to be on arms' length terms (in accordance with section 210 of the Corporations Act) and therefore shareholder approval will not be sought for the purposes of Chapter 2E of the Corporations Act. The Company is, however, seeking shareholder for the purposes of Section 195(4) of the Corporations Act such that shareholders determine if the related party will be able to subscribe for and be issued the shares the subject of Resolution 7.

8. Resolution 8: Proposed Issue of Shares to Peter May and Sondra May

ASX Listing Rule 10.11 provides that a listed company must not, without the approval of ordinary shareholders, issue equity securities to a related party. A "related party" (as defined in the ASX Listing Rules) includes the directors of the listed company and their controlled associates.

Subject to Bio-Gene's shareholder approval, the Company proposes to issue 60,000 ordinary shares to Peter May and Sondra May (a joint holding associated with Mr. Peter May, a Bio-Gene Director) at the same issue price as the Placement Shares (which are the subject of Resolutions 1 and 2).

The Bio-Gene Board (other than Peter May who has a material interest in this Resolution) believe the terms and conditions on which the shares which are to be offered to Peter May and Sondra May are on arms length terms (being the same as offered under the placement to non associated persons the subject of Resolutions 1 and 2), however as outlined above Bio-Gene shareholder approval is required under ASX Listing Rule 10.11. If approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

Details of Peter May and Sondra May (and Mr. Peter May and other associates) existing shareholding in Bio-Gene and where Resolutions 8 is passed and shares allotted is detailed in the table below:

Shareholder	Existing percentage interest in the Company before issues in accordance with Resolutions 6 (but including issues the subject of Resolutions 1 & 2)	Percentage interest in the Company after issue in accordance with Resolutions 6
Peter May and Sondra May, Peter May and other associates	1.24	1.28
All other shareholders	98.76	98.72

8.1 Reason for issue and Board recommendation

Peter May has indicated to the Board that he wishes to support the Company and subscribe for \$10,200 in additional shares on the terms and conditions of the placement (other than obtaining prior Bio-Gene's shareholder approval in accordance with Resolution 8).

The Board believes that the change in percentage interest of Mr. May as a result of subscribing for additional shares in accordance with Resolution 6 is not material.

The Board is also of the view that the additional \$10,200 which would be subscribed by Peter May and Sondra May does advance the Bio-Gene expenditure program.

8.2 ASX Listing Rules

ASX Listing Rule 10.13 requires that the notice in relation to a proposed resolution to approve an issue of securities to a related party, include the following information:

- The name of the person to whom the securities will be issued:
Peter May and Sondra May, a joint holding associated with Mr. Peter May and a related party for the purposes of ASX Listing Rule 10.11.1
- The number of securities to be issued to the person:
60,000 ordinary shares in the capital of the Company, credited as fully paid
- The date by which the entity will issue the securities:
Subject to Resolution 8 being passed, no later than one month after the date of this General Meeting

- (d) The issue price of the securities and a statement of the terms of the issue:
\$0.17 per share. The shares being issued will rank equally in all respects with all other issued ordinary shares of the Company from the date of the issue
- (e) The intended use of the funds raised:
The funds raised will be used by the Company for the same purpose as those funds raised under the placement, being to advance its lead products and support existing and potential partnering arrangements

8.3 Voting Exclusion Statement – Resolution 8

The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of:

- (a) Peter May and Sondra May or any person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary shares in the Company); or
- (b) An associate of that person (or those persons).

However, the Company may not disregard a vote if:

- (a) it is cast by a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) it is cast by the person chairing the general meeting as proxy or attorney for a person who is entitled to vote, in accordance with a direction on the given to the person chairing the general meeting to vote as the person chairing the general meeting decides; or
- (c) a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

8.4 Corporations Act

As noted above, the issue of shares the subject of Resolution 8 is considered to be on arms' length terms (in accordance with section 210 of the Corporations Act) and therefore shareholder approval will not be sought for the purposes of Chapter 2E of the Corporations Act. The Company is, however, seeking shareholder for the purposes of Section 195(4) of the Corporations Act such that shareholders determine if the related party will be able to subscribe for and be issued the shares the subject of Resolution 8.

Further information

The Directors recommend members read these Explanatory Notes in full and, if desired, seek advice from their own independent financial or legal adviser as to the effect of the proposed resolutions before making any decision in relation to the proposed resolutions.



Bio-Gene Technology Limited | ACN 071 735 950

Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **11.00am (Melbourne time) on Tuesday, 25th January 2022**, 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

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.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair 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 Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair 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.

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

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

Joint holding: Where the holding is in more than one name, all 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>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at

<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)



