



Avexa Limited
ABN 53 108 150 750
Suite 8, Level 1
61-63 Camberwell Road
Hawthorn East Victoria Australia 3123

Telephone 61 3 8888 1040
Facsimile 61 3 8888 1049
Website www.avexa.com.au

2 December 2014

Australian Securities Exchange
Market Announcements Platform
Level 14, Exchange Centre
20 Bridge Centre
SYDNEY NSW 2000

Dear Sir

CLEANSING STATEMENT ISSUED IN ACCORDANCE WITH ASIC CLASS ORDER 09/425

On 24 November 2014 the directors of Avexa Limited ACN 108 150 750 (**Avexa** or **Company**) announced a share purchase plan (**SPP**) offering eligible holders of fully paid ordinary shares recorded on its share register at 7.00 pm (AEDT) on 21 November 2014 the opportunity to purchase new fully paid ordinary shares (**New Shares**) in the Company.

The Company gives notice that within 24 hours it will make offers to issue New Shares under the SPP without disclosure to investors under Part 6D.2 of the Corporations Act 2001 (**Act**).

This notice is being given under ASIC Class Order 09/425 - Share and interest purchase plans.

At the date of this notice, the Company has complied with the provisions of Chapter 2M of the Act as they apply to the Company and section 674 of the Act.

The Company confirms there is no information as at the date of this notice:

- a) that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
- b) that investors and their professional advisors would reasonably require for the purpose of making an informed assessment of:
 - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of Avexa; or
 - (ii) the rights and liabilities attaching to Avexa's fully paid ordinary shares.



A V E X A

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Copies of the documents in connection with the SPP that are to be sent to shareholders of the Company within the next 24 hours are attached.

Yours faithfully

Lee Mitchell
Company Secretary
AVEXA LIMITED



SHARE PURCHASE PLAN OFFER BOOKLET

This offer closes at 5.00pm (Sydney time)
on 24 December 2014



A V E X A

This is an important document.

This document has been prepared by Avexa Limited. The SPP Offer is an initiative that provides Eligible Shareholders with the opportunity to purchase additional Avexa Shares at a discount without brokerage and transaction costs.

The Offer does not take into account the individual investment objectives, financial situation or particular needs of each Eligible Shareholder. Accordingly, before making a decision whether or not to accept the Offer, you should consult your financial or other professional adviser.

This document is not a prospectus or other disclosure document under the Corporations Act.

OPPORTUNITY TO PARTICIPATE IN THE AVEXA LIMITED SHARE PURCHASE PLAN

2 December 2014

Dear Shareholder,

On behalf of the Directors of Avexa Limited (**Avexa**), I am pleased to provide you with the opportunity to participate in Avexa's Share Purchase Plan (**SPP**), allowing you to purchase up to A\$15,000 of Avexa shares **free of brokerage and other transaction costs**.

The SPP Offer will open on 2 December 2014 and will remain open for subscription until 5.00pm (Sydney time) on 24 December 2014. The SPP Offer is made on and subject to the Terms and Conditions detailed in the enclosed 'Share Purchase Plan Terms and Conditions'.

Funds raised by the SPP will provide Avexa with working capital to allow it to continue to pursue the development of its lead anti-HIV candidate ATC, and maintain the momentum in the HIV integrase and antibacterial programs.

The SPP issue price will be the lower of \$0.015 (i.e. 1.5 cents) or the volume-weighted average price of Avexa shares traded on the Australian Securities Exchange (**ASX**) over the 5 trading days up to and including the day on which the SPP Offer is scheduled to close (24 December, 2014). Therefore, the maximum price that eligible shareholders will pay is \$0.015 per New Share, which was calculated by applying a 13.9 per cent discount to the volume-weighted average price of shares traded on the ASX over the 5 trading days up to and including the record date. Avexa will announce the final issue price for the SPP Offer after the SPP offer closes.

The SPP is being partially underwritten by Mr Jonathan Lim, the Company's largest shareholder. In the event of a shortfall in total application moneys below \$500,000 Mr Lim will underwrite the SPP to the extent of the shortfall but limited to a total underwriting commitment of no more than \$250,000.

Participation in the SPP is entirely voluntary and is open only all shareholders with Australian or New Zealand addresses as at 7.00pm (Sydney time) on 21 November 2014. Eligible Avexa shareholders are able to invest A\$1,000, A\$2,000, A\$5,000, A\$10,000 or A\$15,000 in additional Avexa shares without payment of brokerage fees or other transaction costs.

To participate in the SPP, please either:

- **complete and return the Application Form accompanying this booklet together with your payment; or**
- **make a BPAY payment in accordance with the instructions on the Application Form,**

in each case making sure it is received by Avexa's Share Registry no later than 5.00pm (Sydney time) on 24 December 2014.

The SPP will close at 5.00pm on Wednesday 24 December 2014. The Company will make an announcement to ASX on the outcome of the SPP, including the, final price, the number of New Shares to be issued under the SPP and whether there will be any scale back of Applications.

In deciding whether to participate in the SPP, please take time to read the enclosed 'Share Purchase Plan Terms and Conditions' and seek your own investment or taxation advice if needed. In particular, you should note the future market price of Avexa Shares is uncertain and may rise or fall. This means the price you pay for New Shares may be either higher or lower than the Share price trading on ASX at the time the New Shares are issued to you under the SPP, with the effect that the value of your investment in Shares could either rise or fall.

If you have any questions regarding the operation of the SPP, please call Avexa's Share Registry, Boardroom Pty Ltd. SPP applications and enquiries should be directed to Boardroom Pty Ltd using the contact details shown on the Application Form.

On behalf of the Board, I invite you to consider this opportunity to increase your investment in Avexa and thank you for your continuing support.

Yours sincerely



Iain Kirkwood
Chairman

AVEXA LIMITED SHARE PURCHASE PLAN – TERMS AND CONDITIONS

1. Offer

This is an offer to Eligible Shareholders of Avexa Limited (**Company**) to purchase up to \$15,000 of additional fully paid ordinary shares in the Company (**New Shares**) without incurring brokerage or additional charges. Please read these Terms and Conditions relating to the SPP, as you will be bound by them by participating in the SPP.

The SPP opens on 9.00am (Sydney Time) 2 December 2014 and closes at 5.00pm (Sydney time) on 24 December 2014.

The number of New Shares you receive under the SPP will depend on the amount of your application monies, the total number of New Shares applied for by all Eligible Shareholders and whether or not the Company decides to scale back Applications or allot shares under its existing 15 per cent placement capacity or with shareholder approval (see clause 8 below).

The Company reserves the right to scale back Applications including where the total number of New Shares applied for by all Eligible Shareholders exceeds 277,695,169 shares. In the event of a scale back occurring, the Company will give preference to shareholders holding less than a marketable parcel of shares but otherwise reserves the right to give priority to Eligible Shareholders in any manner it sees fit.

2. Eligibility

You will be eligible to participate in the SPP if you:

- (a) are a holder of Shares at 7.00pm (Sydney time) on 21 November 2014 (**Record Date**); and
- (b) your address in the Company's share register as at the Record Date is in either Australia or New Zealand (**Eligible Shareholder**).

This SPP does not constitute an offer in any jurisdiction in which, or to any person to whom, it would be unlawful to make such an offer. The Company reserves the right to reject any acceptance which it believes comes from a person who is not an Eligible Shareholder.

Participation in the SPP is entirely optional. Offers made under the SPP are not renounceable. This means that Eligible Shareholders cannot transfer their right to purchase New Shares under the SPP Offer to another person.

Existing option holders who are not also shareholders are not entitled to participate in the SPP.

3. Participation

3.1 Single Holders

If you are the only registered holder of Shares, but you receive more than one offer under the SPP (for example, due to multiple registered holdings), you may only apply for up to \$15,000 worth of New Shares.

3.2 Joint Holders

If you are recorded with one or more other persons as the joint holder of Shares, that joint holding is considered to be a single registered holding for the purpose of the SPP, and the joint holders are entitled to participate in the SPP in respect of that single holding only. If the same joint holders receive more than one offer under the SPP due to multiple identical holdings, whether those joint holdings be in the same registered name of the joint holding, or as an individual holder, the joint holders may only apply for a maximum parcel of \$15,000 worth of New Shares.

3.3 Custodians, Trustees and Nominees

If you are a Custodian and hold Shares on behalf of one or more persons that are not custodians (each a **Participating Beneficiary**), you may apply for a maximum of \$15,000 worth of New Shares for each Participating Beneficiary subject to providing the Company with a Custodian Certificate – see clause 11.

If you hold Shares as a trustee or nominee for another person, but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holders (as above) will apply.

If you hold Shares as a Custodian for joint holders:

- the \$15,000 limit applies jointly in relation to those persons as if the Custodian holds the Shares on behalf of a single person; and
- where the terms on which the Shares are held do not cover the giving of instructions of this kind – the Custodian has received such an instruction from any of those persons.

Custodians should contact Avexa's Share Registry, Boardroom Pty Ltd, on 1300 737 760 for the custodian certificate required under these SPP Terms and Conditions.

4. Pricing of Shares Under the SPP

The SPP Offer Price for New Shares issued through the SPP will be the lower of:

- (a) \$0.015 which is a 13.9 per cent discount to the volume-weighted average price of Avexa Shares traded on the ASX over the 5 trading days up to and including the Record Date (i.e. 17 November to 21 November 2014 inclusive); or
- (b) the volume-weighted average price of Avexa Shares traded on the ASX over the 5 trading days up to and including the Closing Date (i.e. 18 December to 24 December, 2014 inclusive).

Therefore, the maximum price that Eligible Shareholders will pay is \$0.015 per New Share. Avexa will announce the final issue price for the SPP Offer after the offer closes (**SPP Offer Price**).

The number of New Shares issued to an applicant will be determined by dividing the value of the New Shares applied for by the SPP Offer Price. If this calculation produces a fractional number, the number of New Shares issued will be rounded up to the nearest whole New Share.

Shareholders should be aware that the market price of Shares may rise or fall between the date of this offer and the date when New Shares are allotted and issued to you. **The price you pay per New Share under this SPP Offer may be greater or less than the market price of Shares up to or after the time the New Shares are issued to you pursuant to this SPP Offer. This means it is possible that, up to or after the date you receive New Shares under the SPP, you may be able to buy Shares on ASX at a lower price than under the SPP.**

You should obtain your own independent investment advice in relation to the SPP Offer and consider price movements of Shares before participating in this SPP Offer.

AVEXA LIMITED SHARE PURCHASE PLAN – TERMS AND CONDITIONS CONTINUED

5. Shares Offered

Eligible Shareholders may apply for a maximum of \$15,000 worth of New Shares under the SPP. The following options to acquire New Shares under the SPP are available:

Option	Dollar Value of New Shares
1	\$1,000
2	\$2,000
3	\$5,000
4	\$10,000
5	\$15,000

The SPP has an initial limit of 277,695,169 Shares. In the event that applications exceed the Initial Limit then the Company will deal with oversubscriptions as detailed in clause 8.

6. Why Should you Subscribe for New Shares Pursuant to this SPP?

New Shares offered under this SPP are offered at a discount to their market value prior to the date when the SPP was announced. There is no brokerage, commissions or other participation costs payable by you in respect of any acquisition of New Shares under this SPP.

7. Rights Attached to Shares

Shares issued under the SPP will rank equally with existing Shares and will carry the same voting rights, dividend rights and other entitlements. Avexa will apply for the New Shares to be quoted on the ASX.

8. Oversubscriptions

If the Company receives applications for more than 277,695,169 New Shares under the SPP it may in its discretion do any of the following:

- (a) undertake a scale back to the extent and in the manner it sees fit;
- (b) subject to any necessary ASX approvals, issue Shares to applicants under its 15 per cent additional placement capacity; or
- (c) seek shareholder approval to approve the issue of a greater number of New Shares under the SPP.

If there is a scale back you may not receive all the New Shares for which you have applied. If there is a scale back the difference between the application monies received from you, and the number of New Shares allotted to you multiplied by the Offer Price, will be refunded to you without interest in accordance with this clause 8.

The Company in its absolute discretion reserves the right to allot fewer New Shares than an Eligible Shareholder applies for under the SPP Offer, or no New Shares and any determination by the Board in respect of any scaling back will be final.

All fractional entitlements will be rounded down to the next whole New Share. If applications are scaled back, the Company will refund the balance of Application Monies, without interest, following allotment by way of cheque to the applicant's registered address.

The Company also reserves the right to scale back applications if it believes that to do otherwise would be contrary to law.

9. Applying for Shares Under the SPP

If you would like to apply for New Shares under the SPP, please complete the enclosed Application Form and return it, together with your cheque made payable to 'Avexa Limited SPP Account', to the following address: **Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001.**

Applications should only be made in one of the designated amounts set out in the Application Form. If the amount of the cheque tendered with the Application Form is not one of the designated amounts, Avexa reserves the right to return the Application Form and cheque and not allot any New Shares to you or to accept the cheque in respect of a lesser number of New Shares and refund the balance of your Application Monies without interest.

You can also remit funds electronically using BPAY as indicated on the Application Form. Please type the Customer Reference Number and Biller Code exactly as it appears on your Application Form. If you receive more than one Application Form you are required to use the Customer Reference Number and Biller Code found on each form to make your applications if you remit funds via BPAY there is no need to return the Application form.

Completed Application Forms together with payment must be received by 5.00pm (Sydney time) on 24 December 2014 (**Closing Date**). Applications received after that time will not be accepted.

Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment.

The return of the Application Form with the Application Monies, or the remittance of funds via BPAY will constitute the Eligible Shareholder's offer to subscribe for New Shares on the Terms and Conditions of this SPP. Once an application has been made, it cannot be revoked. No notice of acceptance of the application will be provided.

AVEXA LIMITED SHARE PURCHASE PLAN – TERMS AND CONDITIONS CONTINUED

10. Certification by Eligible Shareholders

By making payment by cheque, money order or BPAY, you certify that:

- (a) you are an Eligible Shareholder, as defined in clause 2;
- (b) you have read, understood and agree to be bound by the Terms and Conditions of the SPP and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP;
- (c) your application is irrevocable and unconditional;
- (d) you agree to be bound by the terms of the Company's constitution;
- (e) you agree that the aggregate of the application price for the following does not exceed \$15,000:
 - (i) the New Shares the subject of the application;
 - (ii) any other Shares issued to you under the SPP or any similar arrangement in the 12 months before the application;
 - (iii) any other New Shares that you have instructed a Custodian to acquire on your behalf under the SPP; and
 - (iv) any other Shares that have been issued to a Custodian under an arrangement similar to the SPP in the 12 months before the application as a result of an instruction given by you to the Custodian to apply for Shares on your behalf under an arrangement similar to the SPP;
- (f) you accept the risk associated with any refund that may be sent to your address or to your nominated bank account as shown on the Company's share register;
- (g) you acknowledge that no interest will be paid on any Application Monies held pending the allotment of the New Shares refunded to you for any reason;
- (h) you acknowledge that the Company and the Share Registry have not provided any investment advice or financial product advice, and that none of them have any obligation to provide this advice in relation to your consideration as to whether or not to participate in the SPP;
- (i) you acknowledge that the Company (and each of its officers and agents) is not liable for any consequences of the exercise or non-exercise of its discretions referred to in the SPP;
- (j) you acknowledge that the New Shares have not, and will not be, registered under the US Securities Act of 1933 or the securities law of any other jurisdiction outside Australia or New Zealand and, accordingly, the New Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act 1933 and any other applicable securities laws. You may sell your New Shares in standard brokered transactions on the ASX where neither you nor any person acting on your behalf has reason to know that the sale has been pre-arranged with a person in the United States;
- (k) you agree not to send the SPP or any other material relating to the SPP to any person in the United States or any other country outside Australia and New Zealand;
- (l) you authorise the Company (and each of its officers and agents) to correct any error in, or omission from, the Application Form and complete the Application Form by inserting any missing details;
- (m) you acknowledge that the Company may at any time irrevocably determine that your application is valid, in accordance with the Terms and Conditions of the SPP, even if the Application Form is incomplete, contains errors or is otherwise defective;
- (n) you are responsible for any dishonour fees or other costs the Company may incur in presenting a cheque or money order for payment that is dishonoured; and
- (o) if two or more persons are recorded in the Company's register of members as jointly holding Shares or interest in the Company, they are taken to be a single registered holder and a certification given by any of them is taken to be a certification given by all of them.

11. Certification by Custodians

Custodians wishing to apply on behalf of one or more Participating Beneficiaries need to provide a custodian certificate which complies with the requirements of ASIC Class Order [CO 09/425] to the Company (**Custodian Certificate**). Please contact Avexa's Share Registry, Boardroom Pty Ltd, on 1300 737 760 to obtain a copy of the Custodian Certificate.

If you are a Custodian, you represent to the Company that you have provided a Custodian Certificate and that you:

- (a) hold an Australian financial services licence that:
 - (i) covers the provision of a custodial or depository service as defined by section 766E of the Corporations Act; or
 - (ii) includes a condition requiring you to comply with the requirements of ASIC Class Order 02/294; or
- (b) are exempt from the requirement to hold an Australian financial services licence for the provision of a custodial or depository service under:
 - (i) paragraph 7.6.01(1)(k) or (na) of the Corporations Regulations 2001 (Cth);
 - (ii) ASIC Class Order 05/1270 to the extent that it relates to ASIC Class Order 03/184; or
 - (iii) ASIC Class Orders 03/1099, 03/1100, 03/1101, 03/1102, 04/829 or 04/1313;
 - (iv) an individual instrument of relief granted by ASIC in terms similar to one of the Class Orders referred to in (iii) above;
 - (v) paragraph 911A(2)(h) of the Corporations Act; or
- (c) are a trustee of a:
 - (i) self-managed superannuation fund;
 - (ii) superannuation master trust;
- (d) are the responsible entity of an IDPS like scheme (as defined in ASIC Class Order CO 02/296 or any class order that replaces that class order); or
- (e) are the registered holder of Shares and are noted on the register of members as holding the Shares on account of another person.

12. Additional Terms of this SPP

The requirements of the Australian Securities and Investments Commission's Class Order CO 09/425 are incorporated into this SPP.

Under that Class Order, the yearly limit that can be raised from a participant in a share purchase plan is \$15,000. Accordingly, no Eligible Shareholder (including through joint holdings, multiple share accounts or any holding in which the Eligible Shareholder may have a beneficial interest) will be issued with New Shares under this or any other share purchase plan with an application value totalling more than \$15,000 in any consecutive 12 month period.

All New Shares issued under the SPP will rank equally with existing Shares.

The SPP is administered by the Company's Board which may determine in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP whether generally or in relation to any participant, or application, or Shares and the determination of the Board will be conclusive and binding on all participants and other persons to whom the determination relates.

The Board reserves the right to withdraw this SPP and any offer under it at any time prior to the allotment of New Shares and to waive strict compliance with any provision of these terms and conditions, to amend or vary these terms and conditions and to suspend or terminate the SPP at any time. If the SPP is withdrawn, all Application Monies will be refunded without interest.

AVEXA LIMITED SHARE PURCHASE PLAN – TERMS AND CONDITIONS CONTINUED

13. Risks

This section does not seek to describe all the risks to which the Company or an investment in the Company is exposed.

Eligible Shareholders wishing to participate in the SPP should be aware that there is a risk that the market price of the Shares may change between the date of the SPP Offer and the date when the New Shares are issued to Eligible Shareholders. In this event, the value of the New Shares that Eligible Shareholders receive may be adversely affected and may mean that up to or after the date on which the New Shares are issued to you, you may be able to purchase ordinary shares in the Company on the market at a lower price than the price which was offered to you under the SPP.

There are also regulatory risks including risk of legislative and regulatory changes, risks related to general market conditions including exchange rate risk, interest rates, market sentiment and circumstances and conditions which are not within the Company's control such as new entrants and competition.

Potential investors should carefully consider the risks in light of their personal circumstances (including financial and taxation issues) and seek professional advice from their stockbroker, accountant, lawyer or other professional adviser.

14. Consider Obtaining Financial Advice

- (a) The offer to purchase New Shares under the SPP is not a recommendation to purchase Shares. You should consider obtaining professional financial and/or taxation advice to assist you in determining whether or not, and the extent to which, you wish to participate in the SPP.
- (b) Nothing in this SPP, the Application Form or any other accompanying documentation constitutes investment or financial product advice or is intended to influence your decision whether or not to participate in the SPP.

15. New Zealand

- (a) The New Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2002 (New Zealand).
- (b) This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Securities Act 1978 (New Zealand). This document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

16. United States

This document may not be released or distributed in the United States. The New Shares have not been and will not be registered under the US Securities Act 1933 or the securities laws of any state or other jurisdiction of the United States. The New Shares may not be taken up by persons in the United States or by persons who are acting for the account or benefit of a person in the United States. The New Shares may not be offered, sold or resold in the United States except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act 1933 and the applicable securities laws of any state or other jurisdiction in the United States.

17. SPP Timetable

- (a) Subject to clause 17(b):
 - (i) **(Record Date)** 21 November 2014.
 - (ii) **(Opening Date)** 2 December 2014.
 - (iii) **(Closing Date)** 24 December 2014.
- (b) Avexa may vary any of the above dates in clause 17(a) at its discretion (even if the SPP has opened, or BPAY or Application Forms have been received).

18. Queries

If you have any queries concerning the SPP, please call the Shareholder Information Line on 1300 737 760 or +61 2 9290 9600 if outside Australia.

GLOSSARY

Application Form means the application form that accompanies this Share Purchase Plan Offer Booklet.

Application Monies means the payment referred to in clause 9.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange as the context requires.

Board means the Board of Directors of Avexa Limited.

Custodian means a custodian, trustee or, nominee within the definition of 'custodian' in ASIC Class Order [CO 09/425], that:

- (a) holds an Australian financial services licence that:
 - (i) covers the provision of a custodial or depository service; or
 - (ii) includes a condition requiring the holder to comply with ASIC Class Order [CO 02/294]; or
- (b) exempt under:
 - (i) paragraph 7.6.01(1)(k) of the Corporations Regulations 2001; or
 - (ii) ASIC Class Order [CO 05/1270] to the extent that it relates to ASIC Class Order [CO 03/184]; or
 - (iii) ASIC Class Orders [CO 03/1099], [CO 03/1100], [CO 03/1101], [CO 03/1102], [CO 04/829], [CO 04/1313]; or
 - (iv) An individual instrument of relief granted by ASIC to the person in terms similar to one of the class orders referred to in the above paragraph; or
 - (v) Paragraph 911A(2)(h) of the Act; from the requirement to hold an Australian financial services licence for the provision of a custodial or depository service; or

(a) that is a trustee of a:

- (i) self-managed superannuation fund or
- (ii) superannuation master trust; or

(b) that is the responsible entity of an IDPS-like scheme; or

(c) that is the registered holder of Shares or interests in the class and is noted on the register of members of the body or scheme (as the case may be) as holding the Shares or interests on account of another person.

Custodian Certificate means the certificate referred to in clause 13.

Closing Date means 5.00pm (Sydney time) on 24 December 2014.

Company or **Avexa** means Avexa Limited ACN 108 150 750.

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

Eligible Shareholder means a person who is eligible to participate in the SPP in accordance with clause 2 of these Terms and Conditions.

New Shares means the Shares offered under the SPP.

Participating Beneficiary has the meaning given to it in clause 3.

SPP or **Share Purchase Plan** means the Share Purchase Plan offered by the Company to Eligible Shareholders.

SPP Offer means the offer set out in clause 1, made on the Terms and Conditions contained in this document and the Application Form.

SPP Offer Price means the amount calculated in accordance with clause 4 of these Terms and Conditions.

Record Date means 7.00pm (AEDT) on 21 November 2014. Shares means fully paid ordinary shares in the Company.



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www.avexa.com.au



AVEXA LIMITED

ABN 53 108 150 750

Share Purchase Plan – Application Form

«Investor_Detail_1»
«Investor_Detail_2»
«Investor_Detail_3»
«Investor_Detail_4»
«Investor_Detail_5»
«Investor_Detail_6»

Record Date: 7.00pm (Sydney time)
21 November 2014

Close Date: 5.pm (Sydney time)
24 December 2014

Issue Price: See Terms & Conditions

* «SRRefere

A Offer Details

This is an important document which requires your immediate attention. If you are in doubt as to how to deal with this document please contact your professional adviser.

Before applying for shares in Avexa Limited (**Avexa**) (**Shares**) under the Share Purchase Plan (**SPP**) you should read the SPP Terms and Conditions and the Declarations and Acknowledgments on the back of this Application Form. By making a BPAY payment or completing and returning this Application Form you agree to be bound by the constitution of Avexa and the SPP Terms and Conditions (including the eligibility requirements) and you make all of the acknowledgments, representations, declarations and certifications contained in the SPP Terms and Conditions.

Custodians cannot use this form to apply for multiple parcels of shares on behalf of distinct beneficiaries. Please see over.

If you do not wish to purchase Shares under the SPP, there is no need to take any action.

B Offer Choice

Indicate your choice below by marking one box only. **The number of shares to be issued will be calculated by dividing your application amount by the Offer Price when it is determined as per the SPP Terms and Conditions.**

Offer for A\$1,000
of New Shares

Offer for A\$2,000
of New Shares

Offer for \$5,000
of New Shares

Offer for A\$10,000
of New Shares

Offer for A\$15,000
of New Shares

IMPORTANT NOTE: The total allowable application is A\$15,000 per shareholder. By making an application for Shares under the SPP, you certify that your application amount under the SPP does not exceed A\$15,000. Any amounts over the A\$15,000 total risks a delay in processing and missing this offer.

C Payment Details

Payment may only be made by BPAY or cheque. Cash will not be accepted via the mail or at the Avexa Share Registry. Payments cannot be made at any bank.

The amount of your payment received by BPAY or by cheque prior to the offer close, divided by the Offer Price will be deemed to be the total number of Shares you are applying for. If your payment is:

- less than \$1,000, Avexa will not allot any New Shares to you and will refund all of your application money, without interest;
- greater than \$15,000, Avexa will (subject to any scale-back) allot the maximum number of New Shares to you and refund the excess application money, without interest; or
- between \$1,000 and \$15,000 and not one of the designated amounts listed above, Avexa will allot to you the number of Shares that would have been allotted had you applied for the highest designated amount that is less than the amount of your funds, and will refund the excess application money, without interest.

No refunds will be made where the amount is less than \$2.00.

Payment Option 1 - BPAY



Bill Code:
Ref:

Telephone & Internet Banking - BPAY®

Contact your bank, credit union or building society to make this payment from your cheque or savings account. More info: www.bpay.com.au
© Registered to BPAY Ltd ABN 69 079 137 518

- To pay via BPAY please contact your participating financial institution;
- If paying by BPAY you do not need to return the Application Form, but will be deemed to have submitted an Application Form.

Payment Option 2 - Cheque

Record cheque details below:

Drawer	Cheque No.	BSB No.	Account No.	Amount A\$

- Only cheques or money orders in Australian dollars and drawn on a bank or financial institution in Australia will be accepted;
- Your cheque or money order must be made payable to "Avexa Limited SPP Account" and crossed "Not Negotiable";
- Please ensure you submit the correct amount. Incorrect payments may result in your application being rejected;
- Payments must be made via cheque or money order accompanying the Application Form.

D Contact Details

Please provide a telephone number and contact name in case we need to contact you regarding your application.

Home telephone number	Work telephone number	Contact name

E Custodians

Custodians cannot use this form to apply for multiple parcels of shares on behalf of distinct beneficiaries. To do so please contact Boardroom Pty Limited as below. To apply for Shares on behalf of distinct beneficiaries, custodians must obtain a separate custodian certificate from Boardroom Pty Limited. Custodians must comply with the requirements of ASIC Class Order [CO 09/425] and provide evidence satisfactory to Avexa of the distinct holdings when accepting the offer. Each beneficial holder on whose behalf a custodian submits an application, must be named in the custodian certificate and must have a registered address in either Australia or New Zealand at 7.00pm (Sydney time) on the Record Date.

F Enquiries

If unsure how to complete this form please contact the the Shareholder Information line on 1300 737 760 or +612 9290 9600 if outside Australia.

G Declarations and Acknowledgments

By lodging this form with your cheque you acknowledge and confirm that you have read, understood and agreed to and make all representations contained in the SPP Terms and Conditions. Avexa may settle in any manner it deems appropriate, any dispute or anomalies which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any applicant or application for Shares. The decision of Avexa will be conclusive and binding on all persons to whom the determination relates. Avexa reserves the right to waive compliance with any provision of the SPP Terms and Conditions. The Avexa Directors reserve the right to withdraw the offer of Shares under the SPP, or reduce the amount of Shares that may be subscribed for under the SPP in any manner, at any time prior to allotment. Any excess application moneys will be refunded (unless the amount is less than \$2.00). No interest will be paid on any refunded application money. Any personal information collected by Avexa on this application form will be dealt with in accordance with applicable privacy requirements.

NO SIGNATURE IS REQUIRED ON THIS FORM

THIS OFFER IS NON-RENOUNCEABLE

**Application Forms and cheques or payment via BPAY
must be received no later than 5pm (Sydney time) on 24 December 2014.**

You should allow sufficient time for this to occur. The postal acceptance rule does not apply to the SPP.

MAILING ADDRESS

Boardroom Pty Limited
GPO Box 3993
SYDNEY NSW 2001

DELIVERY ADDRESS

Boardroom Pty Limited
Level 7, 207 Kent Street
SYDNEY NSW 2000