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## **ACUVAX LIMITED**

**007 701 715**

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### **NOTICE OF GENERAL MEETING**

**A General Meeting of the Company will be held at Suite 4, 16  
Ord Street West Perth, Western Australia on 30 July 2014 at  
10:00AM (WST)**

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*This Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.*

***Should you wish to discuss any matter please contact the Company Secretary on (08) 9429 2900***

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**IMPORTANT INFORMATION**

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**TIME AND PLACE OF MEETING**

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Notice is given that the general meeting of Shareholders of Acuvax Limited to which this Notice of Meeting relates will be held at Suite 4, 16 Ord Street West Perth, Western Australia on 30 July 2014 at 10:00AM (WST).

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**YOUR VOTE IS IMPORTANT**

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The business of the Meeting affects your shareholding and your vote is important.

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**VOTING ELIGIBILITY**

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The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations* 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company at 10:00 AM (WST) on 28 July 2014.

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**VOTING IN PERSON**

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To vote in person attend the Meeting at the time, date and place set out above.

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**VOTING BY PROXY**

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To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

The accompanying Explanatory Statement and the Proxy and voting instructions form part of this Notice of Meeting.

By Order of the Board

Mr Roland Berzins  
Company Secretary

Dated ...1<sup>st</sup> July 2014.....

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# ACUVAX LIMITED

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## NOTICE OF GENERAL MEETING

Notice is hereby given that the General Meeting of Shareholders of Acuvax Limited (**Company**) will be held at Suite 4, 16 Ord St West Perth, WA on 30 July 2014 at 10.00am (WST) (**Meeting**).

The Explanatory Memorandum to this Notice of General Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and Proxy Form are part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders of the Company on 28 July 2014 at 10.00am (WST).

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in the 'Definitions' section of the Explanatory Memorandum.

## AGENDA

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### 1. Resolution 1 – Ratification of Prior Placement

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

*"That, in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 340,000,000 Shares at an issue price of 0.05 cents (\$0.0005) to sophisticated and professional investors on the terms and conditions in the Explanatory Memorandum (**Prior Placement**)."*

#### Voting Exclusion

The Company will disregard any votes cast on this Resolution by a person who participated in the Prior Placement and any of their associates. However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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## 2. Resolution 2 – Approval of Placement

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

*"That, in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 1,260,000,000 Shares each at an issue price of 0.05 cents (\$0.0005) per share to professional and sophisticated investors on the terms and conditions in the Explanatory Memorandum (**Placement**)."*

### **Voting Exclusion**

The Company will disregard any votes cast on this Resolution by a person who may participate in the Placement and anyone who might obtain a benefit except a benefit solely in their capacity as holders of ordinary securities if the Resolution is passed, and an associate of that person.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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### **BY ORDER OF THE BOARD**

Roland Berzins  
Company Secretary  
Dated: 1 July 2014

# Acuvax Limited

## ACN 008 021 118

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### EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Suite 4, 16 Ord St West Perth, Western Australia on 30 July 2014 at 10.00am (WST)

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice.

A Proxy Form is located at the end of the Explanatory Memorandum.

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#### 1. Action to be taken by Shareholders

Shareholders should read the Notice and Explanatory Memorandum carefully before deciding how to vote on the Resolution.

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative ("**proxy**") to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

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#### 2. Acquisition of Activistic

Acuvax has entered into a binding Heads of Agreement to acquire 100% of all rights and title in all of the issued capital of Activistic Pty Ltd.

Activistic has developed a new cost effective collection system through a technology that enables the regular payments or contributions to selected beneficiaries using a mobile phone network. The contributions are forwarded to the intended donor organisation with minimal handling expense thereby maximising the value of the contribution to the intended target organisation.

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#### 3. Resolution 1 – Ratification of Prior Placement

##### 3.1 General

Under the Prior Placement, the Company issued 340,000,000 Shares on 27 June 2014 at an issue price of 0.05 cents (\$0.0005) each per Share to raise \$170,000.

Resolution 1 seeks Shareholder ratification of the issue of the Prior Placement pursuant to Listing Rule 7.4.

### **3.2 Listing Rule 7.4**

The Shares under the Prior Placement were issued within the Company's 15% placement capacity permitted under Listing Rule 7.1, without the need for Shareholder approval.

Listing Rule 7.4 sets out an exception to Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with Shareholder approval for the purpose of Listing Rule 7.1.

By ratifying the issue of the Shares issued under the Prior Placement, the Company will retain the flexibility to issue equity securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

Resolution 2 is an ordinary resolution.

### **3.3 Specific information required by Listing Rule 7.5**

Listing Rule 7.5 requires that the following information be provided to Shareholders for the purposes of obtaining Shareholder approval pursuant to Listing Rule 7.4:

- (a) the 340,000,000 Shares were allotted on 27 June 2014;
- (b) the Shares were issued at a price of 0.05 cents (\$0.0005) each per Share;
- (c) the Shares are fully paid ordinary shares in the capital of the Company;
- (d) the Shares were allotted and issued to various sophisticated and professional investors (pursuant to sections 708(8) and 708(11) of the Corporations Act) and who are not related parties of the Company;
- (e) the funds raised from the Prior Placement will be applied towards working capital and to fund the identification and evaluation of new opportunities as follows:
  - (i) Payment to Activistic on signing of the agreement \$ 50,000
  - (ii) Working capital , including allocation to current projects and due diligence by Acuvax \$120,000 ; and
- (f) a voting exclusion statement is included in the Notice.

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## **4. Resolution 2 – Approval of Placement**

### **4.1 General**

Resolution 2 seeks the approval of Shareholders for the issue of up to 1,260,000,000 Shares at an issue price per Share of 0.05 cents (\$0.0005) per share to professional and sophisticated investors (pursuant to sections 708(8) and 708(11) of the Corporations Act).

## 4.2 Listing Rule 7.1

Listing Rule 7.1 requires Shareholder approval for the proposed issue of the Shares under the Placement. Listing Rule 7.1 provides that, subject to certain exceptions, Shareholder approval is required for any issue of securities by a listed company, where the securities proposed to be issued represent more than 15% of the company's ordinary securities then on issue.

Given the issue of the Shares under the Placement will exceed this 15% threshold and none of the exceptions in Listing Rule 7.2 apply, Shareholder approval is required in accordance with Listing Rule 7.1.

The effect of Resolution 2 will be to allow the Directors to issue Shares under the Placement during the period of 3 months after the Meeting (or a longer period if permitted by ASX) without using the Company's 15% placement capacity.

Resolution 2 is an ordinary resolution.

## 4.3 Specific information required by Listing Rule 7.3

Listing Rule 7.3 requires that the following information be provided to Shareholders for the purposes of obtaining Shareholder approval pursuant to Listing Rule 7.1:

- (a) the maximum number of securities the Company is to issue under the Placement is 1,260,000,000;
- (b) Shares under the Placement will be issued no later than 3 months from the date of the General Meeting (or such longer period of time as ASX may, in its discretion, allow pursuant to a waiver of Listing Rule 7.3.2);
- (c) Shares under the Placement will be issued at a price per Share of 0.05 cents (\$0.0005);
- (d) Shares under the Placement will be issued to professional and sophisticated investors (pursuant to sections 708(8) and 708(11) of the Corporations Act) who are not related parties of the Company;
- (e) Shares under the Placement will be fully paid ordinary shares in the capital of the Company;
- (f) the funds raised from the Placement will be applied towards working capital and to fund the identification and evaluation of new opportunities as follows:
  - (i) Payment to Activisitc on shareholder approval of transaction \$ 50,000
  - (ii) Loan to Activisitc for working capital \$180,000.
  - (iii) Working capital, including allocation to current project and due diligence by Acuvax \$200,000
  - (iv) Re-compliance costs \$200,000
- (g) allotment of the Shares under the Placement will occur progressively; and
- (h) a voting exclusion statement is included in this Notice.

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## 5. Application of Funds

The table below is the allocation of the entire amount of funds raised, being \$800,000 in total:

Payment to Activisitic on signing of agreement	\$ 50,000
Payment to Activistic on shareholder approval	\$ 50,000
Loan to Activisitc for working capital	\$180,000
Due diligence & working capital to Acuvax	\$320,000
Re-compliance costs	\$200,000

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## 8. ENQUIRIES

Shareholders are requested to contact Company Secretary on (08) 9429 2900 if they have any queries in respect of the matters set out in these documents.



## Definitions

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In this Notice:

**\$** means Australian dollars.

**ASX** means ASX Limited and where the context permits the Australian Securities Exchange operated by ASX Limited.

**Board** means the Company's current board of Directors.

**Company** or **Acuvax** means Acuvax Limited (007 701 715).

**Constitution** means the constitution of the Company.

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

**Director** means a director of the Company and **Directors** means all of them.

**Explanatory Memorandum** means this explanatory memorandum accompanying the Notice.

**Listing Rules** means the listing rules of ASX.

**Meeting** or **Meeting** has the meaning given in the introductory paragraph of the Notice.

**Notice** or **Notice of Meeting** or **Notice of General Meeting** means the Notice of General Meeting to which the Explanatory Memorandum is attached.

**Proxy Form** means the proxy form attached to the Notice.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

**Schedule** means a schedule to this Notice.

**Section** means a section of this Notice.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a shareholder of the Company.

**WST** means Western Standard Time as observed in Perth, Western Australia.

In this Notice, words importing the singular include the plural and vice versa.

**ACUVAX LIMITED**

007 701 715

**PROXY FORM  
GENERAL MEETING**

The Company Secretary  
Acuvax Limited

**By delivery:**

Acuvax Limited  
Suite 4, 16 Ord Street  
WEST PERTH WA 6005

**By post:**

Acuvax Limited  
PO Box 1779  
WEST PERTH WA 6872

**By facsimile:**

08 9486 1011

I/We \_\_\_\_\_

of \_\_\_\_\_

being a Shareholder/Shareholders of the Company and entitled to \_\_\_\_\_

votes in the Company, hereby appoint \_\_\_\_\_

OR ☐ the Chair of the Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting of the Company to be held at Suite 4, 16 Ord St West Perth, WA on 30 July 2014 at 10.00am (WST). If 2 proxies are appointed, the proportion or number of votes of this proxy is authorised to exercise is \* [ ]% of the Shareholder's votes\*/ [ ] of the Shareholder's votes. (An additional Proxy Form will be supplied by the Company, on request).

**OR**

**Voting on Business of the Meeting**

		<b>For</b>	<b>Against</b>	<b>Abstain</b>
Resolution 1	Ratification of Prior Placement of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution2	Approval for Placement of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Please note:** If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not to be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is \_\_\_\_%

**Authorised signature/s** This section **must** be signed in accordance with the instructions overleaf to enable your voting instructions to be implemented.

Individual or Shareholder 1

Shareholder 2

Shareholder 3

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

\_\_\_\_\_  
Contact Name

\_\_\_\_\_  
Contact Daytime Telephone

\_\_\_\_\_  
Date

<sup>1</sup> Insert name and address of Shareholder

<sup>2</sup> Insert name and address of proxy

\*Omit if not applicable

## Instructions for Completing 'Proxy' Form

A Shareholder entitled to attend and vote at the Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast 2 or more votes at the Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting, the representative of the body corporate to attend the Meeting must produce the 'Certificate of Appointment of Representative' prior to admission. A form of the certificate may be obtained from the Company's share registry.

A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.

You must sign this form as follows in the spaces provided:

- |                    |  |
|--------------------|--|
| Individual:        | Where the holding is in one name, the member must  |
| Joint Holding:     | Where the holding is in more than one name all of the holders must sign.   |
| Power of Attorney: | if signed under a power of attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the power of attorney to this Proxy Form when you return it.             |
| Companies:         | a director can sign jointly with another director or a company secretary. A sole director who is also a sole company secretary can also sign. Please indicate the office held by signing in the appropriate space. |

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

Completion of a Proxy Form will not prevent individual members from attending the Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the Meeting.

Proxy Forms (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 deposited at or received by facsimile transmission at the Company's office (Suite 2, 16 Ord Street, West Perth, WA 6005 or Facsimile number 9486 1011 if faxed within Australia or +61 8 9486 1011 if faxed from outside Australia) not later than 48 hours prior to the time of commencement of the Meeting being 10.00am (WST) on 28 July 2014.

**Proxy forms received later than this time will be invalid.**