
ACUVAX LIMITED

ACN 007 701 715

NOTICE OF GENERAL MEETING

**A General Meeting of the Company will be held at Suite 4, 16
Ord Street West Perth, Western Australia on 9 February 2015
at 10:00 AM (WST)**

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

TIME AND PLACE OF MEETING

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 9 February 2015 at 10:00AM (WST).

YOUR VOTE IS IMPORTANT

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

VOTING ELIGIBILITY

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 7 February 2015.

VOTING IN PERSON

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

VOTING BY PROXY

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 7 January 2015

NOTICE OF MEETING

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 9 February 2015 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 7 February 2015 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

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 40,000,000 Shares at an issue price of 0.1 cents per share (\$0.001) to sophisticated and professional investors on the Terms and Conditions set out 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.

2. RESOLUTION 2 – Consolidation of Capital

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

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"That, subject to and conditional upon the passing of all Essential Resolutions, in accordance with section 254H of the Corporations Act, Listing Rule 7.20, the Company's Constitution and for all other purposes, that the shareholders approve the consolidation of the Company's capital on the basis that every 28.731 shares currently held be consolidated into 1 share, reducing the issued capital of the Company, as at the date of the meeting, from 3,932,968,923 to 136,889,385, on the terms and conditions, as set out in the Explanatory Memorandum."

3. **RESOLUTION 3 – Ratification of Issue of First Convertible Note (Maxim Convertible Note 1)**

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

"That, subject to and conditional upon the passing of all Essential Resolutions, in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of a convertible note with a face value of \$150,000 to Maxim Capital Pty Ltd (ACN 122 891 132) as Trustees for the Furman Family trust (ABN 34 675 133 126) (Maxim) on the Terms and Conditions set out in the Explanatory Memorandum (Maxim Convertible Note 1)."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Maxim, its Directors, any person who participated in the First Convertible Note and any of their collective 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.

4. **RESOLUTION 4 – Approval of Issue of Second Convertible Note (Maxim Convertible Note 2)**

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

"That, subject to and conditional upon the passing of all Essential Resolutions, in accordance with Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue a convertible note with a face value of \$100,000 to Maxim Capital Pty Ltd (ACN 122 891 132) as Trustees for the Furman Family trust (ABN 34 675 133 126) (Maxim) on the Terms and Conditions set out in the Explanatory Memorandum (Maxim Convertible Note 2)."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Maxim, its Directors, any person who participates in the Second Convertible Note and any of their collective 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

NOTICE OF MEETING

- (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.

5. RESOLUTION 5 – Approval of Placement of Shares

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 70,000,000 post consolidation Shares each at an issue price of 0.50 cents (\$0.005) 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, or 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.

6. RESOLUTION 6 – Approval of Placement of Options

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, approval is given for the Company to issue up to free 70,000,000 Post Consolidation Options, issued to the Subscribers of the shares as per Resolution 5 above, on the terms and conditions in the Explanatory Memorandum."

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, or 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.

BY ORDER OF THE BOARD

Roland Berzins
Company Secretary
Dated: 7 January 2015

EXPLANATORY MEMORANDUM

Acuvax Limited

ACN 007 701 715

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 9 February 2015 at 10.00 AM (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.

1. Action to be taken by Shareholders

Shareholders should read the Notice and Explanatory Memorandum carefully and in its entirety 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.

2. Background

In accordance with an Announcement made on 7th October 2014 to Shareholders, 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.

The acquisition process requires the raising of capital to enable the support of the ongoing activities of Activistic Pty Ltd and working capital for the due diligence process being undertaken by Acuvax Ltd.

There will be a second Notice of Meeting to be issued within a month to undertake the full ratification of the acquisition process including change of nature and scale and approval of the Prospectus process and a further consolidation of Capital.

On 7 November 2014, the Company announced to the ASX that it was completing a funding arrangement with a private equity investor syndicate to provide additional working capital to the Company (**Maxim Convertible Notes**).

The Company further announced on 15 December 2014 that the Company had finalised the terms of the Maxim Convertible Notes, and the Notes were issued pursuant to a Convertible Note Deed Poll dated 12 December 2014.

Maxim Capital Pty Ltd (ACN 122 891 132) as Trustees for the Furman Family trust (ABN 34 675 133 126) (**Maxim**) is a sophisticated investor pursuant to 708(8) of the Corporations Act, and is not a related party to the Company.

The Maxim Convertible Notes have a total face value of \$250,000.00, are Non related parties and unsecured creditors of the Company, and convertible into 56,000,000 Shares (after Shareholder approval of the first consolidation of capital at the ratio of 1 share for every 28.731 fully paid ordinary shares: Resolution 2) plus 50,000,000 Options, convertible at the discretion of the note holder (subject to ASX regulations) , but no later than 12 December 2015.

EXPLANATORY MEMORANDUM

The basis for conversion of the Convertible Notes included a capitalisation of the first year interest at 12% (\$30,000) hence the pricing of the convertible shares are based on \$280,000 @ \$0.005 per share.

A proposal to further consolidate the share capital at the ratio of 1 share for every 10 would subsequently reduce the share issue to 5,600,000 at a purchase price of \$0.05 per share and 5,000,000 free attaching options at an exercise price of \$0.11 per share and expiration date of 31 December 2017.

The funding arrangement with Maxim will allow the Company to finalise all due diligence in relation to the acquisition of Activistic, and obtain all regulatory approvals for the acquisition and subsequent prospectus capital raising.

Pursuant to the Convertible Note Deed Poll, on 12 December 2014 Maxim advanced the Company an initial upfront sum of \$150,000 in return for the issue by the Company of a single, unsecured convertible security with a face value of \$150,000 (**Maxim Convertible Note 1**).

The Convertible Note Deed Poll also requires Maxim to advance a second tranche of funds to the Company to the value of \$100,000. Upon receipt of this second tranche of funds, the Company shall issue Maxim with a second Convertible Note (**Maxim Convertible Note 2**).

In accordance with Guidance Note 12 Section 3.13 any shares issued under this Convertible Note may, at ASX discretion, remain unquoted prior to shareholder approval of the Company's re-compliance under Listing Rule 11.1.3

Key Terms of the Convertible Notes

Pursuant to the Convertible Note Deed Poll, Maxim Convertible Note 1 has the following key terms:

- i) Issue Date: 12 December 2014
- ii) Loan value: \$150,000
- iii) Conversion Securities: 33,600,000 fully paid Post Consolidation ordinary Shares in the Company; OR 3,360,000 fully paid ordinary Shares in the Company, should the Company obtain Shareholder approval for a consolidation of capital on a 10:1 basis (**Secondary Consolidation**) prior to conversion;
- iv) Conversion Date: at any time, at Maxim's election, subject to remaining within the limitations set by ASX Listing Rule 7.1 but in any event no later than 12 December 2015.
- v) Prior to ratification of Maxim Convertible Note 1 in accordance with Resolution 3 any current conversion would be restricted to a maximum of 18,900,000 fully paid (post first consolidation) shares.

Pursuant to the Convertible Note Deed Poll, Maxim Convertible Note 2 has the following key terms:

- i) Issue Date: As soon as practicable following Shareholder approval, but no later than 3 months from the date of this meeting;
- ii) Loan value: \$100,000
- iii) Conversion Securities: 22,400,000 fully paid ordinary Post Consolidation Shares in the Company and 50,000,000 Post Consolidation options to acquire a Share; OR 2,240,000 fully paid ordinary Shares and 5,000,000 options, should the Company obtain Shareholder approval for a consolidation of capital on a 10:1 basis (**Secondary Consolidation**) prior to conversion; ;
- iv) Conversion Date: at any time, at Maxim's election, but in any event no later than 12 December 2015

The Company issued Maxim Convertible Note 1 on 12 December 2014. Ratification of this issue is sought with resolution 3 of this Notice.

EXPLANATORY MEMORANDUM

Approval for the creation of Maxim Convertible Note 2, and the future issue of that note are sought in resolution 4 of this Notice.

The Convertible Notes have a maturity of 12 months from date of execution, unless converted earlier. At maturity, the Company must repay to the Investor the aggregate amount outstanding for the Convertible Securities.

The Conversion Securities described below are the maximum amount of securities that may be issued under the Convertible Notes, including all interest payable.

Maxim has the right to convert the Convertible Securities into Shares and Options, at any time during the term of the Convertible Note.

The Convertible Security Agreement contains other commercial terms and conditions considered standard for an agreement of this nature.

Use Of Funds Statement (Convertible Notes 1&2 [Resolutions 3 & 4] & Placement of Shares [Resolution 5])

Acuvax	\$
Acuvax Creditor Payments	150,000
Legal Expenses of Notice of Meeting Reviews	45,000
Acquisition Due Diligence	25,000
Capital Raising Fees	24,500
Administration and Overheads	355,500
Total	600,000

3. RESOLUTION 1 – Ratification of Prior Placement

General

Under the Prior Placement, the Company issued 40,000,000 Shares on 14 October 2014 at an issue price of 0.1 cents (\$0.001) each per Share to raise \$40,000.

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

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 1 is an ordinary resolution.

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:

EXPLANATORY MEMORANDUM

- (a) the 40,000,000 Shares were allotted on 14 October 2014;
 - (b) the Shares were issued at a price of 0.1 cents (\$0.001) 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;
- a voting exclusion statement is included in the Notice.

4. RESOLUTION 2 – Consolidation of Capital

4.1 General

Resolution 2 seeks Shareholder approval to consolidate the number of Shares on the basis that every 28.731 shares currently held be consolidated into 1 share, (**Consolidation**). The purpose of the Consolidation is to implement a more appropriate capital structure for the Company going forward.

The Consolidation is the first stage of a two-stage capital re-organisation which the Company intends to undertake. The Company will be required to satisfy Chapters 1 and 2 of the Listing Rules upon Completion of the acquisition of 100% of the issued Capital in Activistic Pty Ltd, as was announced to the ASX on 7 October 2014.

Shareholders are advised that the Company intends to undertake a second consolidation, *on the basis that every 10 shares following the initial consolidation, will be consolidated into 1 share*. This second consolidation will be included in a further Notice of Meeting in relation to the finalisation of the Activistic acquisition, change in the Company's activities and action as required for the Chapters 1 and 2 re-compliance. This further Notice will be issued as soon as possible and in any event not later than 27th February 2015

4.2 Legal requirements

Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number.

4.3 Fractional entitlements

Not all Shareholders will hold that number of Shares which can be evenly divided by 28.731. Where a fractional entitlement occurs, the Company will round that fraction down to the nearest whole Share.

4.4 Taxation

It is not considered that any taxation implications will exist for Shareholders arising from the Consolidation. However, Shareholders are advised to seek their own tax advice on the effect of the Consolidation and the Company, the Directors and their advisers do not accept any responsibility for the individual taxation implications arising from the Consolidation.

EXPLANATORY MEMORANDUM

4.5 Holding statements

From the date of the Consolidation all holding statements for previously quoted Securities will cease to have any effect, except as evidence of entitlement to a certain number of Securities on a post-Consolidation basis.

After the Consolidation becomes effective, the Company will arrange for new holding statements for Shares proposed to be quoted to be issued to holders of those Shares.

It is the responsibility of each Security holder to check the number of Securities held prior to disposal.

4.6 Effect on capital structure

The estimated effect which the first Consolidation will have on the capital structure of the Company is set out below:

Capital Structure	Number of Shares
Pre – Consolidation	3,932,968,923
Post Consolidation (1:28.731)	136,889,385 *

- * Final consolidation number may vary slightly due to the rounding down of individual shareholdings.

The estimated effect which the Second Consolidation will have on the capital structure of the Company is set out below:

Capital Structure	Number of Shares
Post – First Consolidation	136,889,385
Post Second Consolidation (1:10)	13,688,938 *

- * Final consolidation number may vary slightly due to the rounding down of individual shareholdings.
- The Capital Structure above does not include additional Vendor Shares to be issued as part of the acquisition of Activistic Pty Ltd and Shares to be issued as part of the Prospectus.

4.7 Indicative timetable

If Resolution 2 is passed, the Consolidation will take effect in accordance with the following timetable (as set out in Appendix 7A (paragraph 8) of the ASX Listing Rules):

	Business days
Record date to determine eligibility to vote at the Meeting	7 February 2015
Shareholders meeting – Announcement of results	9 February 2015
Last day of trading for pre Consolidation Shares	10 February 2015
First Day of trading Consolidated Securities on deferred settlement basis.	11 February 2015
Last day of Company to register transfers on the pre Consolidation basis	13 February 2015
First day for Company to send notice to Security holders of changes to holdings as a result of Consolidations.	16 February 2015
First day for Company to register securities on a post consolidation basis and for the issue of holding statements	16 February 2015

EXPLANATORY MEMORANDUM

Issue date	20 February 2015
Last day for securities to be entered into the Security holders' security holding and for the Company to send notices to Security holders of changes as a result of the Consolidation	20 February 2015
Deferred settlement ends	20 February 2015
Normal (T + 3) trading resumes	23 February 2015

5. RESOLUTION 3 – Ratification of First Convertible Note (Maxim Convertible Note 1)

5.1 General

Terms of the Maxim Convertible Note¹ are provided below:

Principal Amount:	\$150,000
Interest Rate:	12% per annum accruing and payable only on a cash settlement of the Note
Conversion Entitlement:	3,360,000 post final consolidation of shares
Maturity Date:	12 December 2015

Stages of the Maxim Convertible Note 1 are provided below:

First Consolidation Rate:	1 share for every 28.731 shares (Resolution 2)
Conversion Entitlement:	18,900,000 post first consolidation based on \$80,000 available under the Company's annual 15% placement.
Unsecured Loan Facility:	\$70,000
Conversion Entitlement of Unsecured Loan Facility:	14,700,000 post first consolidation based on \$70,000 (requiring shareholder ratification of the balance of Convertible Note 1)
Final Consolidation Rate:	1 share for every 10.0 shares (subject to subsequent shareholders meeting)
Conversion Entitlement under Second Consolidation:	3,360,000 post final consolidation of shares

5.2 Listing Rule 7.4

There have been no Shares issued under the Maxim Convertible Note¹ as at the date of this Notice. Resolution 3 seeks shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Maxim Convertible Note¹ to Maxim.

Maxim Convertible Note 1 was issued to Maxim without prior Shareholder approval under the remaining Company's annual 15% placement capacity permitted under Listing Rule 7.1 based on an entitlement of 18,900,000 shares with the balance of shares under Convertible Note 1 (14,400,000) to be available for conversion only after shareholder approval.

EXPLANATORY MEMORANDUM

Subject to Resolution 3, any current conversion of Maxim Convertible Note¹ would result in the issue to Maxim of 18,900,000 Shares in the Company (**First Conversion Shares**) prior to ratification for the full conversion entitlement of 33,600,000 shares under Resolution 3.

As a result of gaining Shareholder approval of Resolution 3, the First Conversion Shares can be issued up to the full commitment of 33,600,000, in accordance with the terms of Maxim Convertible Note 1, without using the Company's placement capacity, in reliance on the exception in ASX Listing Rule 7.2(4).

Listing Rule 7.4 sets out an exception to Listing Rule 7.1. It provides that where a company in general meeting ratifies a 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 that may be issued under the First Convertible Note, 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.

5.3 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) There is a maximum of one convertible security being issued – Maxim Convertible Note¹
- (b) The First Convertible Note was issued to Maxim on 12 December 2014;
- (c) No Shares have been issued under Maxim Convertible Note 1 as at the date of this Notice, the maximum number of Post Consolidation Shares to be issued upon conversion is 18,900,000;
- (d) The balance of share entitlement under Convertible Note 1 (14,700,000 Post First Consolidation Shares) will only be available for issue subject to shareholder approval of Resolution 3.
- (e) the issue price of the First Conversion Shares is \$0.004
- (f) the First Conversion Shares are fully paid ordinary shares in the capital of the Company;
- (g) the Shares will be allotted and issued to Maxim Capital Pty Ltd, a sophisticated investor (pursuant to section 708(8) of the Corporations Act) and is not a related party of the Company;
- (h) the funds raised from the First Convertible Note will be applied in accordance with the Use of Funds Statement detailed in Section 2 above;
- (i) a voting exclusion statement is included in this Notice.

In accordance with Guidance Note 12 Section 3.13 any shares issued under this Convertible Note may, at ASX discretion, remain unquoted prior to shareholder approval of the Company's re-compliance under Listing Rule 11.1.3

In 2.1 above, the Company indicated that it is its intention to raise capital by way of a Prospectus, with the issue of a minimum of 3,500,000 shares @ \$0.10 each (up to a maximum of 5,000,000 shares at \$.10 each)

EXPLANATORY MEMORANDUM

A portion of the shares to be issued under this Convertible Note will be subject to escrow in accordance with ASX Listing Rules

6. RESOLUTION 4 – Approval of Issue of Second Convertible Note (Maxim Convertible Note 2)

6.1 General

Terms of the Maxim Convertible Note 2 are provided below:

Principal Amount:	\$100,000
Interest Rate:	12% per annum accruing and payable only on a cash settlement of the Note
Conversion Entitlement:	2,240,000 post final consolidation of shares 5,000,000 post final consolidation of options
First Consolidation Rate:	1 share for every 28.731 shares (Resolution 2)
Maturity Date:	12 December 2015

Stages of the Maxim Convertible Note 2 are provided below:

Conversion Entitlement Under First Consolidation:	22,400,000 post first consolidation of shares 50,000,000 post first consolidation of options
Final Consolidation Rate:	1 share for every 10.0 shares (subject to subsequent shareholders meeting)
Conversion Entitlement Under Final Consolidation:	2,240,000 post final consolidation of shares 5,000,000 post final consolidation of options

Resolution 4 seeks Shareholder approval, for the purpose of ASX Listing Rule 7.1 and for all other purposes, for the issue to Maxim of the Maxim Convertible Note 2.

Pursuant to the Convertible Note Deed Poll, the Company will issue Maxim a \$100,000 debt security plus interest, which is convertible into Shares subject to Shareholder approval (**Maxim Convertible Note 2**).

The Second Convertible Note is convertible in whole or in part, into fully paid ordinary Shares of, and Options in, the Company, at Maxim's election at any time prior to (12 months for issue following shareholder approval).

The Second Maxim Convertible Note is convertible into:

- (a) 22,400,000 fully paid Post First Consolidation Ordinary Shares in the Company after Consolidation of Capital in accordance with Resolution 2 Or 2,240,000 fully paid Ordinary Shares in the Company should the second consolidation on a 10:1 basis occur, prior to Maxim's conversion, at a subsequent meeting of Shareholders; and
- (b) 50,000,000 unlisted Post First Consolidation Options to acquire a Share having an exercise price of \$0.011 and an expiry date of 31 December 2017 or 5,000,000 Options in the Company having an exercise price of \$0.11 should the second consolidation on a 10:1 basis occur at a subsequent meeting of shareholders.
- (c) The Maturity Date of the Second Maxim Convertible Note is 12 December 2015

6.2 Listing Rule 7.1

EXPLANATORY MEMORANDUM

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The effect of Resolution 4 will be to allow the Company to issue Maxim the Second Conversion Securities, without using the Company's 15% annual placement capacity.

In addition, if Shareholders approve Resolution 4, the Second Convertible Note will be convertible into Shares and Options, in accordance with their terms, without using the Company's placement capacity, in reliance on the exception in ASX Listing Rule 7.2(4).

6.3 Technical information required by ASX Listing Rule 7.3

In accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue of the Second Convertible Note:

- (a) A maximum of one convertible securities will be issued, being the Second Convertible Note;
- (b) The maximum number of securities which Maxim Convertible Note 2 is convertible into is 22,400,000 fully paid Post First Consolidation ordinary Shares in the Company and 50,000,000 Post First Consolidation Options
- (c) Maxim Convertible Note 2 will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (d) the issue price of the Second Conversion Share is \$0.004
- (e) Maxim is not a related party of the Company, and is a sophisticated Investor pursuant to s708 (8) of the Corporations Act;
- (f) the Options will be granted on the terms and conditions set out in Schedule 1, of this Notice of Meeting;
- (g) The Second Conversion Securities will be issued to Maxim upon receipt by the Company of a Conversion Notice, which can occur at any time, at Maxim's election, but no later than 12 December 2015
- (h) no funds will be raised from the issue of the Second Conversion Securities as they are being issued on conversion of the Second Convertible Note, pursuant to its terms; and
- (i) The \$100,000 face value of the Second Convertible Security will be applied in accordance with the Use of Funds Statement detailed in Section 2 above.

In accordance with Guidance Note 12 Section 3.13 any securities issued under this Convertible Note may, at ASX discretion, remain unquoted prior to shareholder approval of the Company's re-compliance under Listing Rule 11.1.3

In 2.1 above, the Company indicated that it is its intention to raise capital by way of a Prospectus, with the issue of a minimum of 3,500,000 shares @ \$0.10 each (up to a maximum of 5,000,000 shares at \$.10 each).

A portion of the shares to be issued under this Convertible Note will be subject to escrow in accordance with ASX Listing Rules

EXPLANATORY MEMORANDUM

7. RESOLUTION 5 – Approval of Placement of Shares

7.1 General

Resolution 5 seeks the approval of Shareholders for the issue of up to 70,000,000 Post Consolidation Shares at an issue price per Share of 0.50 cents (\$0.0050) per share, to professional and sophisticated investors (pursuant to sections 708(8) and 708(11) of the Corporations Act).

The Placement will entitle investors to 1 free attaching option (Resolution 6) for every 1 share issued under Resolution 5.

7.2 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 5 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 5 is an ordinary resolution.

7.3 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 70,000,000 post first consolidation Ordinary shares;
- (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 0.50 cents (\$0.0050);
- (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 post first consolidation ordinary shares in the capital of the Company;
- (f) the funds raised from the Placement will be applied in accordance with the Use of Funds Statement detailed in Section 2 above;
- (g) allotment of the Shares under the Placement will occur progressively; and
- (h) a voting exclusion statement applies to Resolution 5 on the terms set out in the Notice of General Meeting.

EXPLANATORY MEMORANDUM

In accordance with guidance note 12 section 3.13 any shares issued under this Placement may, at ASX discretion, remain unquoted prior to shareholder approval of the company's re-compliance under Listing Rule 11.1 & 11.2

8. RESOLUTION 6 – Approval of Placement of Options

8.1 General

Resolution 6 seeks shareholder approval for the issue of 70,000,000 post consolidation Options to Subscribers who partook in the placement of 70,000,000 fully paid post consolidation ordinary shares, as per resolution 5 above.

The issue of these Options to subscribers is subject to and conditional upon shareholder approval and completion of the Placement under Resolution 5.

8.2 Listing Rule 7.1

Listing Rule 7.1 requires Shareholder approval for the proposed issue of the Securities 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 Securities 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 6 will be to allow the Directors to issue Securities 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 6 is an ordinary resolution.

8.3 Technical Information Required by ASX Listing Rule 7.3

For the purposes of ASX Listing Rule 7.3, the following information is provided in relation to the issue of securities in accordance with Listing Rule 7.1:

- the maximum number of post first consolidation Options to be issued pursuant to Resolution 6 will 70,000,000;
- Post First Consolidation Options under the Placement will be issued as a Free Attaching Option with an exercise price of 1.1 cents (\$0.011) by 31st December 2017, subject to the terms and conditions as per schedule A :
- the Options will be issued and allotted no later than three month after the date of this Meeting (or such longer period of time as ASX may, in its discretion, allow pursuant to a waiver of Listing Rule 7.3.2);
- the Options will be issued for nil consideration being a free attaching option under Resolution 5; and
- the allottee in respect of Resolution 6 are subscribers who applied for and were allocated shares as per Resolution 5 above;
- the Options issued will be in accordance with the terms and conditions in Schedule A;

EXPLANATORY MEMORANDUM

- allotment of the Shares under the Placement will occur progressively and in accord with the distribution made to the allottees approved via Resolution 5;
- no funds will be raised from this option issue; and
- a voting exclusion statement applies to Resolution 6 on the terms set out in the Notice of General Meeting.

9. 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

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.

Essential Resolutions means Resolutions 2 to 4.

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.

SCHEDULE 1

Terms and conditions of the Options

- (a) Each Option will entitle the holder the right to subscribe for one fully paid ordinary share in the capital of the Company (Share) on the following terms and conditions (Option).
- (b) The exercise price of each Option is \$0.011 ("Exercise Price").
- (c) The Options expire at 5.00pm WST on 31 December 2017.
- (d) The Options can be exercised at any time and each Option shall entitle the holder to subscribe for and be allotted one ordinary fully paid share in the capital of Acuvax Limited ("Share") upon exercise of the Option and payment to the Company of the Exercise Price.
- (e) Shares issued as a result of the exercise of any of these Options will rank equally in all respects with all Shares in Acuvax Limited.
- (f) The Option holder is not entitled to participate in new issues of securities offered to Shareholders unless the Option is exercised before the relevant record date for that new issue.
- (g) Shares issued on the exercise of Options will be issued not more than fourteen (14) days after receipt of a properly executed exercise notice and application moneys. Shares allotted pursuant to the exercise of an Option will rank equally with the then issued Shares of the Company in all respects. If the Company is listed on Australian Securities Exchange ("ASX") it will, pursuant to the exercise of an Option, apply to ASX for quotation of the Shares issued as a result of the exercise, in accordance with the Corporations Act 2001 and the ASX Listing Rules.
- (h) In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the Option holder will be changed to the extent necessary to comply with the ASX Listing Rules applying to the reconstruction of capital at the time of the reconstruction.
- (i) If there is a bonus issue to Shareholders, the number of Shares over which the Option is exercisable will be increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue.
- (j) In the event that a pro rata issue (except a bonus issue) is made to the holders of the underlying securities in the Company, the exercise price of the Options will be reduced in accordance with ASX Listing Rule 6.22.

ACUVAX LIMITED

ACN 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

Name of Shareholder:

Address of Shareholder:

Number of Shares
entitled to vote:

Please mark ☒ to indicate your directions. Further instructions are provided overleaf.

Proxy appointments will only be valid and accepted by the Company if they are made and received no later than 48 hours before the meeting.

Step 1 – Appoint a Proxy to Vote on Your Behalf

The Chairman of the
Meeting (mark box)

☐

OR if you are **NOT** appointing the Chairman of the meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Meeting of the Company to be held at Suite 4 16 Ord St West Perth WA 6005 on 9th February 2015 commencing at 10:00AM (WST) and at any adjournment or postponement of that Meeting, to act on my / our behalf and vote in accordance with the following directions or if no direction has been given, as the proxy sees fit.

The Chairman of the meeting will vote all undirected proxies in favour of all resolutions.

Unless you indicate otherwise by marking either the “for” or “against” box below, you are deemed to have directed the Chairman to vote in favour of these resolutions and the Chairman will vote all undirected proxies in favour of all resolutions. If you wish to vote “against” or “abstain” you should mark the box below accordingly.

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

The Chairman of the Meeting intends to vote all available proxies in favour of each Resolution.

In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

OR

Voting on Business of the Meeting

For Against Abstain

Resolution 1	Ratification of Prior Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Consolidation of Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of First Convertible Note	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approve Issue of Second Convertible Note	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approve Placement of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approve Placement of Options	<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 be counted in computing the required majority on a poll.

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

Contact Name

Contact Daytime Telephone

Date

¹ Insert name and address of Shareholder

² 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 4, 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 .9 February 2015 at 10:00 AM (WST)

Proxy forms received later than this time will be invalid.