



Notice of Annual General Meeting and Explanatory Memorandum

Imugene Limited:	009 179 551
Date of Meeting:	Thursday 15 October 2015
Time of Meeting:	10:30am (AEDT) Registration from 10:15am
Place of Meeting:	Giorgios Restaurant Function Room, 1235 High Street, Armadale VIC, 3143

<p>This is an important document. It should be read in its entirety. If you are in doubt as to the course you should follow, consult your financial or other professional adviser.</p>
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Notice is given that the annual general meeting of Imugene Limited ACN 009 179 551 (**Company**) will be held at:

Location	Giorgios Restaurant Function Room, 1235 High Street, Armadale, VIC 3143
Date	Thursday, 15 October 2015
Time	10.30am (AEDT)

Ordinary business

Financial statements and reports

To receive and consider the Company's financial reports and the reports of the directors and the auditor for the financial year ended 30 June 2015.

Directors' remuneration report

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

- 1 'That the remuneration report of the directors for the financial year ended 30 June 2015 be adopted.'

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

Re-election and election of directors

Re-election of Dr Axel Hoos

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

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

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

Election of Mr Charles Walker

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

- 3 'That Mr Charles Walker, a Director appointed by the Board of Directors on 30 January 2015, retires under article 6.3(j) of the Company's Constitution, and being eligible, be elected as a director of the Company under article 6.2(c) of the Company's constitution.'

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

Special business**Approval of issue of shares and options under a capital raising**

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

- 4 'That for the purposes of ASX Listing Rule 7.1 and for all other purposes, shareholders approve the issue of up to 367,166,666 shares and 183,583,333 options in the Company, as detailed in the explanatory memorandum.'

Approval of issue of shares and options to a director: Mr Otto Buttula

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

- 5 'That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of up to 31,333,334 shares and 15,666,667 options in the Company, to Mr Otto Buttula, a director of the Company, or his nominee, under a capital raising conducted by the Company on the terms described in the explanatory memorandum.'

Note: If approval is obtained under Listing Rule 10.11, approval is not required under Listing Rule 7.1, as set out in the explanatory memorandum

Approval of issue of shares and options to a director: Mr Charles Walker

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

- 6 'That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of up to 1,500,000 shares and 750,000 options in the Company, to Mr Charles Walker, a director of the Company, or his nominee, under a capital raising conducted by the Company on the terms described in the explanatory memorandum.'

Note: If approval is obtained under Listing Rule 10.11, approval is not required under Listing Rule 7.1, as set out in the explanatory memorandum

Approval of issue of shares to chief operating officer: Ms Leslie Chong

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

- 7 'That for the purposes of ASX Listing Rule 7.1 and for all other purposes, shareholders approve the issue of shares in the Company, up to an aggregate value of \$20,000, to the Company's chief operating officer, Ms Leslie Chong, or her nominee, as detailed in the explanatory memorandum.'

Approval of issue of options to chief operating officer: Ms Leslie Chong

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

- 8 'That for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the issue of 27,000,000 options in the Company, to the Company's chief operating officer, Ms Leslie Chong, or her nominee, as detailed in the explanatory memorandum.'

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

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

- 9 'That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of 25,000,000 options in the Company to Dr Axel Hoos, a director of the Company, or his nominee, as detailed in the explanatory memorandum.'

Ratification of previously issued securities – Private Placement

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

- 10 'That for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve the previous issue of 210,000,000 shares in the Company previously issued pursuant to a capital raising, as detailed in the explanatory memorandum.'

Approval to increase maximum aggregate fee pool for Non-Executive Directors

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

- 11 'That, for the purposes of ASX Listing Rule 10.17, the aggregate fee pool for the Non-Executive Directors of Imugene be increased to \$400,000.'

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

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

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

Dated: 14 September 2015

By order of the board



Phillip Hains
Company secretary

Voting exclusion statement

Corporations Act

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

Resolutions 7, 8, 9 & 11 - The Company will disregard votes cast as proxy by KMP or their closely related parties in contravention of section 250BD Corporations Act.

Listing Rules

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

Resolution 4 – Approval of issue of shares under a capital raising	A person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, or an associate of that person.
Resolution 5 - Approval of issue of shares and options to a director: Mr Otto Buttula	Mr Otto Buttula and any of his associates,
Resolution 6 - Approval of issue of shares and options to a director: Mr Charles Walker	Mr Charles Walker and any of his associates.
Resolution 7 – Approval of issue of shares to chief operating officer: Ms Leslie Chong	Ms Leslie Chong and any of her associates.
Resolution 8 – Approval of issue of options to chief operating officer: Ms Leslie Chong	Ms Leslie Chong and any of her associates.
Resolution 9 - Approval of issue of options to a director: Dr Axel Hoos	Dr Axel Hoos and any of his associates.
Resolution 10 - Ratification of previously issued securities – Private Placement	Any person who participated in the issue and any of their associates.
Resolution 11 - Approval to increase maximum aggregate fee pool for Non-Executive Directors	Each director and any of their associates.
Resolution 12 – Approval of additional capacity to issue shares under Listing Rule 7.1A	<p>A person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, or an associate of that person.</p> <p>Note: Under Listing Rule 14.11.1 and the notes under that rule about Rule 7.1A, as at the date of this notice of meeting it is not known who may participate in the proposed issue (if any). On that basis, no security holders are currently excluded.</p>

However, the Company need not disregard a vote if:

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

Notes

- (a) Subject to the Corporations Act, including sections 250R and 250BD, a shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (b) The proxy need not be a shareholder of the Company. A shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- (c) If you wish to appoint a proxy and are entitled to do so, then complete and return the **attached** proxy form.
- (d) A corporation may elect to appoint a representative in accordance with the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- (e) The Company has determined under regulation 7.11.37 Corporations Regulations that for the purpose of voting at the meeting or adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of shareholders as at 7.00pm (AEDT) on Tuesday, 13 October 2015.
- (f) If you have any queries on how to cast your votes then call the Company's registered office on +61 3 9824 5254 during business hours.

Ordinary business

Financial statements and reports

- 1 The *Corporations Act 2001* (Cth) (**Corporations Act**) requires that the report of the directors, the auditor's report and the financial report be laid before the annual general meeting. In addition the Company's constitution provides for these reports to be received and considered at the meeting.
 - 2 Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Company's constitution requires a vote of shareholders at the annual general meeting on the financial statements and reports.
 - 3 Shareholders will be given reasonable opportunity at the meeting to raise questions and make comments on these reports.
 - 4 In addition to asking questions at the meeting, shareholders may address written questions to the chairman about the management of the Company or to the Company's auditor, Grant Thornton Audit Pty Ltd, if the question is relevant to:
 - (a) the content of the auditor's report; or
 - (b) the conduct of its audit of the annual financial report to be considered at the meeting.
- Note: Under section 250PA(1) Corporations Act a shareholder must submit the question to the Company no later than the fifth business day before the day on which the AGM is held.
- 5 Written questions for the auditor must be delivered by Thursday, 8 October 2015. Please send any written questions for Grant Thornton Audit Pty Ltd to the Company's registered office.

Resolution 1: Directors' remuneration report

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

- 9 The chairman will give shareholders a reasonable opportunity to ask questions about, or to make comments on, the Remuneration Report.

Directors' recommendation

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

Re-election of directors

Resolution 2: Re-election of Axel Hoos

- 11 In accordance with article 6.3(c) of the Constitution, Axel Hoos, a director appointed by the Company on 20 December 2013, retires at the close of this annual general meeting and, being eligible, offers himself for re-election under article 6.3(f) of the Constitution.
- 12 Axel is Vice President, Oncology R&D at GlaxoSmithKline where he directs clinical and translational research on molecular mechanisms of cancer and tumour-host interactions for rational combination of therapies to optimise patient outcomes. Prior to his current role, he was the medical lead in immunology/oncology at Bristol-Myers Squibb where he developed the Yervoy monoclonal antibody in melanoma and other indications. He has previously been Co-Director of the influential think-tank Cancer Immunotherapy Consortium. He adds substantial big pharma oncology experience to the Board.

Directors' recommendation

- 13 The directors recommend you vote for this resolution.

Resolution 3: Election of Charles Walker

- 14 In accordance with article 6.3(j) of the Constitution Charles Walker, a director appointed by the board on 30 January 2015, retires at the close of this annual general meeting and, being eligible, offers himself for election as a director under article 6.2(c) of the Constitution.
- 15 Charles has broad and successful experience across many aspects of the biotechnology and life sciences industry. His experience includes significant operational and leadership experience, a strong capital markets track record from executing nearly 50 international fundraisings both as principal and advisor, as well as a detailed scientific understanding gained from his technical background in pharmacology. Mr Walker was previously CEO and former CFO of Alchemia (ASX:ACL).

Directors' recommendation

- 16 The directors recommend you vote for this resolution.

Special business

Resolution 4: Approval of issue of shares and options under a capital raising

- 17 The purpose of resolution 4 is to seek shareholder approval under ASX Listing Rule 7.1 (and for all other purposes) for the issue of securities in the Company as detailed below.
- 18 ASX Listing Rule 7.1 prevents the Company from issuing more than 15% of its issued capital without shareholder approval. Resolution 4 therefore proposes the approval of the allotment and issue of the securities for the purpose of satisfying the requirements of ASX Listing Rule 7.1.
- 19 The information required to be given to shareholders to satisfy ASX Listing Rule 7.1 is specified in ASX Listing Rule 7.3.
- 20 The Company intends to conduct a capital raising. Accordingly, the Company is seeking shareholder approval so that shares and options issued pursuant to the capital raising do not count towards the Company's placement capacity under ASX Listing Rule 7.1.
- 21 In compliance with the information requirements of ASX Listing Rule 7.3, shareholders are advised of the following particulars on the allotment and issue:

Maximum number of securities to be issued	367,166,666 shares and 183,583,333 options
Date of issue	Shares and options will be issued progressively and no later than three months after the date of the AGM.
Issue price per security	Shares: \$0.0075 per share Options: Nil, on the basis of 1 free attaching option for each 2 shares subscribed for.
Terms of issue	The Shares will rank equally with all existing Shares on issue. Options will have an exercise price of \$0.015 and an expiry date of 31 March 2017. Other applicable terms of options are set out in Annexure A.
Persons to whom securities will be issued	Shares and options will be issued to sophisticated and institutional investors determined by the Company and/or any underwriter of the raising (in consultation with any lead manager or underwriter appointed for the capital raising).
Intended use of funds	Working capital and development and commercialisation of the Company's HER-Vaxx cancer immunotherapies.

Directors' recommendation

- 22 The directors recommend you vote for this resolution.

Resolution 5: Approval of issue of shares and options to a director: Mr Otto Buttula

- 23 Under ASX Listing Rule 10.11, shareholder approval is required for the issue of equity securities to a related party of a listed company. Once approval is obtained pursuant to Listing Rule 10.11, the Company is entitled to rely on Listing Rule 7.2, Exception 14 as an exception to any requirement that may otherwise apply requiring shareholder approval under Listing Rule 7.1.
- 24 It is proposed that shares be issued to Mr Otto Buttula as part of a capital raising conducted by the Company.
- 25 The board has formed the view that the issue of shares to Mr Buttula does not require shareholder approval under section 208 of the Corporations Act, as Mr Buttula will participate in the capital raising at arms length on the same terms and at the same price as all non-related participants in any capital raising.
- 26 In compliance with the information requirements of ASX Listing Rule 10.13, shareholders are advised of the following particulars on the allotment and issue:

Maximum number of securities to be issued	31,333,334 shares and 15,666,667 options.
Date of issue	The shares and options will be issued within one month of the date of the AGM.
Issue price per security	Shares: \$0.0075 per share Options: Nil, on the basis of 1 free attaching option for each 2 shares subscribed for.
Terms of issue	The shares will rank equally with all existing shares on issue. Options will have an exercise price of \$0.015 and an expiry date of 31 March 2017. Full details of terms of options are set out in Annexure A.
Persons to whom securities will be issued	Mr Otto Buttula, a director of the Company, or his nominee.
Intended use of funds	Working capital and development and commercialisation of the Company's HER-Vaxx cancer immunotherapies.

Directors' recommendation

- 27 The directors (with Mr Buttula abstaining) recommend you vote for this resolution.

Resolution 6: Approval of issue of shares and options to a director: Mr Charles Walker

- 28 Under ASX Listing Rule 10.11, shareholder approval is required for the issue of equity securities to a related party of a listed company. Once approval is obtained pursuant to Listing Rule 10.11, the Company is entitled to rely on Listing Rule 7.2, Exception 14 as an exception to any requirement that may otherwise apply requiring shareholder approval under Listing Rule 7.1.
- 29 It is proposed that shares be issued to Mr Charles Walker as part of a capital raising conducted by the Company.
- 30 The board has formed the view that the issue of shares and options to Mr Walker does not require shareholder approval under section 208 of the Corporations Act, as Mr Walker will participate in the capital raising at arms length on the same terms and at the same price as all non-related participants in any capital raising.
- 31 In compliance with the information requirements of ASX Listing Rule 10.13, shareholders are advised of the following particulars on the allotment and issue:

Maximum number of securities to be issued	1,500,000 shares and 750,000 options.
Date of issue	The shares and options will be issued within one month of the date of the AGM.
Issue price per security	Shares: \$0.0075 per share Options: Nil, on the basis of 1 free attaching option for each 2 shares subscribed for.
Terms of issue	The shares will rank equally with all existing shares on issue. Options will have an exercise price of \$0.015 and an expiry date of 31 March 2017. Full details of terms of options are set out in Annexure A.
Persons to whom securities will be issued	Mr Charles Walker, a director of the Company, or his nominee.
Intended use of funds	Working capital and development and commercialisation of the Company's HER-Vaxx cancer immunotherapies.

Directors' recommendation

- 32 The directors (with Mr Walker abstaining) recommend you vote for this resolution.

Resolution 7: Approval of issue of shares to chief operating officer: Ms Leslie Chong

- 33 The purpose of resolution 7 is to seek shareholder approval under ASX Listing Rule 7.1 (and for all other purposes) for the issue of securities in the Company as detailed below.
- 34 ASX Listing Rule 7.1 prevents the Company from issuing more than 15% of its issued capital without shareholder approval. Resolution 7 therefore proposes the approval of the allotment and issue of the securities for the purpose of satisfying the requirements of ASX Listing Rule 7.1.
- 35 The employment agreement between the Company and Ms Leslie Chong contemplates the issue of shares to Ms Chong under a sign-on bonus as part of the employment agreement, where the Company will issue \$20,000 in new shares in the Company.
- 36 The Company is seeking shareholder approval so that the issue of the shares do not count towards the Company's placement capacity under ASX Listing Rule 7.1.
- 37 In compliance with the information requirements of ASX Listing Rule 7.3, shareholders are advised of the following particulars on the allotment and issue:

Maximum number of securities to be issued	The number of shares, calculated at the closing price of the Company shares on the day prior to issue, up to \$20,000.
Date of issue	Shares will be issued progressively and no later than three months after the date of the meeting.
Issue price per security	Calculated at the closing price of the Company shares on the day prior to issue.
Terms of issue	The Shares will rank equally with all existing Shares on issue.
Persons to whom securities will be issued	Ms Leslie Chong or her nominee.
Intended use of funds	Not applicable.

Directors' recommendation

- 38 The directors recommend you vote for this resolution.

Resolution 8: Approval of issue of options to chief operating officer: Ms Leslie Chong

- 39 The purpose of resolution 8 is to seek shareholder approval under ASX Listing Rule 7.1 (and for all other purposes) for the issue of securities in the Company as detailed below.
- 40 ASX Listing Rule 7.1 prevents the Company from issuing more than 15% of its issued capital without shareholder approval. Resolution 8 therefore proposes the approval of the allotment and issue of the securities for the purpose of satisfying the requirements of ASX Listing Rule 7.1.
- 41 The employment agreement between the Company and Ms Leslie Chong contemplates the issue of options to Ms Chong under an option scheme under which the Company will issue 27,000,000 options in the Company under 3 tranches subject to vesting conditions.
- 42 The Company is seeking shareholder approval so that the issue of the options do not count towards the Company's placement capacity under ASX Listing Rule 7.1.
- 43 In compliance with the information requirements of ASX Listing Rule 7.3, shareholders are advised of the following particulars on the allotment and issue:

Maximum number of securities to be issued	27,000,000 options
Date of issue	Options will be issued progressively and no later than three months after the date of the meeting.
Issue price per security	Nil
Terms of issue	<p>Tranche 1 - 9,000,000 options with an exercise price of \$0.0125, vesting on 30 June 2016 (subject to ongoing employment with the Company).</p> <p>Tranche 2 - 9,000,000 options with an exercise price of \$0.015, vesting on the second anniversary of the commencement of Leslie Chong's employment with the Company (Commencement Date), subject to ongoing employment with the Company).</p> <p>Tranche 3 - 9,000,000 options with an exercise price of \$0.0175, vesting third anniversary of the commencement date, subject to ongoing employment with the Company).</p> <p>The options may vest early in the event of a change of control of the Company or if the Company enters into a licensing transaction for its primary assets.</p> <p>The options expire on 14 September 2020.</p> <p>Other terms applicable to the options are set out below:</p> <p>(a) Each Option entitles its holder to subscribe in cash for one fully paid ordinary share in the Company.</p> <p>(b) Any option that has not been exercised prior to the Expiry Date automatically lapses.</p>

	<p>(c) An option automatically lapses without any claim against the Company on the occurrence of any of the following events:</p> <ul style="list-style-type: none"> a. upon the bankruptcy, liquidation or winding up of an optionholder or the happening of any other event that results in the optionholder being deprived of the legal or beneficial ownership of the option; or b. upon the liquidation or winding up of the Company for any reason other than by way of members' voluntary winding up. <p>(d) The Company will not apply for official quotation by ASX of the options.</p> <p>(e) Subject to vesting conditions, the Corporations Act, the ASX Listing Rules, and the constitution of the Company, each option is freely transferable.</p> <p>(f) Shares issued upon the exercise of the options will rank pari passu with the Company's existing shares.</p> <p>(g) The Company will apply for official quotation by ASX of the shares issued upon exercise of options, subject to any restriction obligations imposed by ASX.</p> <p>(h) The options will not give any right to participate in dividends unless and until Shares are issued upon exercise of the relevant options.</p> <p>(i) There are no participation rights or entitlements inherent in the options and holders will not be entitled to participate in new issues of capital offered to shareholders during the life of the options. The Company will ensure that holders will be given at least seven business days notice to allow for the exercise of Options prior to the record date in relation to any offers of securities made to shareholders.</p> <p>(j) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the Expiry Date, the number of options or the rights attaching to the options or both will be reconstructed in accordance with the Listing Rules applying to a reorganisation of capital at the time of the reconstruction.</p> <p>(k) If there is any inconsistency between any of the preceding terms and conditions and the ASX Listing Rules, then the ASX Listing Rules prevail to the extent of the inconsistency.</p>
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Persons to whom securities will be issued	Ms Leslie Chong or her nominee.
Intended use of funds	Not applicable.

Directors' recommendation

- 44 The directors recommend you vote for this resolution.

Resolution 9: Approval of issue of options to a director: Dr Axel Hoos

- 45 Under ASX Listing Rule 10.11, shareholder approval is required for the issue of equity securities to a related party of a listed company. Once approval is obtained pursuant to Listing Rule 10.11, the Company is entitled to rely on Listing Rule 7.2, Exception 14 as an exception to any requirement that may otherwise apply requiring shareholder approval under Listing Rule 7.1.
- 46 In accordance with existing incentive arrangements, the Company proposes to issue 25,000,000 options to Dr Axel Hoos, a non-executive director of the Company.
- 47 The board has formed the view that the issue of options to Dr Hoos does not require shareholder approval under section 208 of the Corporations Act, as the issue of the options constitutes 'reasonable remuneration' in accordance with section 211 of the Corporations Act.
- 48 In compliance with the information requirements of ASX Listing Rule 10.13, shareholders are advised of the following particulars on the allotment and issue:

Maximum number of securities to be issued	25,000,000 options
Date of issue	Within 5 business days of the AGM, but in any event no later than one month after the date of the meeting.
Issue price per security	Nil
Terms of issue	<p>Tranche 1 - 10,000,000 million options with an exercise price of \$0.015, vesting if the Company's share price exceeds \$0.015 based on a 5 day VWAP calculation.</p> <p>Tranche 2 - 10,000,000 million options with an exercise price of \$0.015, vesting if the Company achieves a successful licensing or partnering transaction, capital raising (excluding the recent raising), merger or acquisition.</p> <p>Tranche 3 - 2,500,000 options with an exercise price of \$0.0125 per option, vesting upon recruitment of the first patient for a Phase 1b trial.</p> <p>Tranche 4 - 2,500,000 options with an exercise price of \$0.0175 per option, vesting on recruitment of the first patient for a Phase 2 trial.</p> <p>The expiry date for Tranche 1 is 12 months from the date of issue.</p> <p>The expiry date for Tranche 2 is 3 years from the date of issue.</p> <p>The expiry date for Tranches 3 and 4 is 4 years from the date of issue.</p> <p>Any options not vested will lapse if Dr Hoos ceases to be a director of the Company (unless otherwise approved by the Board).</p>

	<p>Other terms applicable to the options are set out below:</p> <p>(l) Each option entitles its holder to subscribe in cash for one fully paid ordinary share in the Company (Share).</p> <p>(m) Any option that has not been exercised prior to the Expiry Date automatically lapses.</p> <p>(n) An option automatically lapses without any claim against the Company on the occurrence of any of the following events:</p> <ol style="list-style-type: none"> upon the bankruptcy, liquidation or winding up of an Optionholder or the happening of any other event that results in the Optionholder being deprived of the legal or beneficial ownership of the Option; or upon the liquidation or winding up of the Company for any reason other than by way of members' voluntary winding up. <p>(o) The Company will not apply for official quotation by ASX of the options.</p> <p>(p) Subject to vesting conditions, the Corporations Act, the ASX Listing Rules, and the constitution of the Company, each option is freely transferable.</p> <p>(q) Shares issued upon the exercise of the options will rank pari passu with the Company's existing shares.</p> <p>(r) The Company will apply for official quotation by ASX of the shares issued upon exercise of options, subject to any restriction obligations imposed by ASX.</p> <p>(s) The options will not give any right to participate in dividends unless and until Shares are issued upon exercise of the relevant options.</p> <p>(t) There are no participation rights or entitlements inherent in the options and holders will not be entitled to participate in new issues of capital offered to shareholders during the life of the options. The Company will ensure that holders will be given at least seven business days notice to allow for the exercise of options prior to the record date in relation to any offers of securities made to shareholders.</p> <p>(u) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the Expiry Date, the number of options or the rights attaching to the options or both will be reconstructed in accordance with the Listing Rules applying to a reorganisation of capital at the time of the reconstruction.</p>
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	(v) If there is any inconsistency between any of the preceding terms and conditions and the ASX Listing Rules, then the ASX Listing Rules prevail to the extent of the inconsistency.
Persons to whom securities will be issued	Dr Axel Hoos or his nominee.
Intended use of funds	Not applicable.

Directors' recommendation

- 49 The directors (with Dr Hoos abstaining) recommend you vote for this resolution.

Resolution 10: Ratification of previously issued securities – Private Placement

- 50 In November 2014 the Company raised \$2,100,000 from the private placement of 210,000,000 shares, without prior shareholder approval and pursuant to ASX Listing Rules 7.1 and 7.1A. Of the 210,000,000 shares, 115,943,749 shares were issued pursuant to ASX Listing Rule 7.1 and 94,056,251 were issued pursuant to ASX Listing Rule 7.1A
- 51 ASX Listing Rule 7.1 provides that a listed company must not, subject to certain exceptions, issue or agree to issue more than 15% of its capital within a 12-month period without the approval of shareholders. In addition, at the Company's 2014 Annual General Meeting (AGM), the Company's shareholders approved a resolution pursuant to ASX Listing Rule 7.1A to allow the Company to issue a further 10% of the existing capital of the Company within a 12 month period.
- 52 ASX Listing Rule 7.4 provides that an issue of shares made without approval under Listing Rule 7.1 (or made under Listing Rule 7.1A) is treated as having been made with approval if the issue did not breach Listing Rule 7.1, and the shareholders of ordinary securities subsequently approve the issue.
- 53 The previous issues of 210,000,000 in November 2014 shares did not breach ASX Listing Rule 7.1 and the Company now seeks subsequent shareholder approval for the previous issue of 210,000,000 shares for the purposes of ASX Listing Rule 7.4 and all other purposes.
- 54 In compliance with the information requirements of ASX Listing Rule 7.5, shareholders are advised of the following particulars on the allotment and issue:

The number of securities to be issued	210,000,000 shares
Issue price per security	\$0.01 per share
Terms of security	Shares ranking equally with all existing shares
Persons whom securities were issued or basis of issue	Clients of Forrest Capital
Use of funds raised	Funds used to date have been, and remaining funds will be, applied towards the commercialisation of the Company's lead product HER-Vaxx. This would principally include: (a) research and development;

	<p>(b) regulatory and reimbursement approvals;</p> <p>(c) maintenance of intellectual property; and</p> <p>(d) staff and office costs, audit and compliance expenses, and ASX fees.</p>
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55 The directors recommend you vote for this resolution.

Resolution 11: Approval to increase maximum aggregate fee pool for Non-Executive Directors

56 In accordance with ASX Listing Rule 10.17, the Imugene Board seeks shareholder approval to increase the annual aggregate amount of remuneration that may be paid to Imugene non-executive directors under clause 6.5(a) of the Imugene Constitution from \$300,000 to \$400,000 (inclusive of superannuation contributions).

57 Details of securities issued to non-executive Directors of the Company with the approval of Shareholders under Listing Rules 10.11 or 10.14, within the preceding 3 years, are set out below:

- (a) 15,000,000 shares issued to Otto Buttula at an issue price of \$0.01 per share raising \$150,000 as approved by Imugene shareholders on 25 November 2014.

This proposal to increase the aggregate amount of fees available for the remuneration of non-executive directors (payable in cash, shares or options) will enable the Company during the next year to maintain a level of remuneration of its non-executive directors that is competitive and in line with international market conditions and industry standards. This will ensure that the Company continues to be able to attract and retain high calibre non-executive directors.

Resolution 12: Additional capacity to issue shares under ASX Listing Rule 7.1A

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

59 Additional disclosure obligations are imposed when the special resolution is proposed, when securities are issued and when any further approval is sought. For the purposes of ASX Listing Rule 7.3A the Company provides the following information:

Minimum price at which the equity securities may be issued	<p>The issue price of each share must be no less than 75% of the volume weighted average price for the shares calculated over the 15 trading days on which trades in that class were recorded immediately before:</p> <p>(a) the date on which the price, at which the securities are to be issued, is agreed; or</p> <p>(b) if the securities are not issued within five trading days of the date in paragraph (a), the date on which the securities are issued.</p>
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Risk of economic and voting dilution	<p>An issue of shares under ASX Listing Rule 7.1A involves the risk of economic and voting dilution for existing ordinary security holders. The risks include:</p> <ul style="list-style-type: none"> (a) the market price for shares may be significantly lower on the issue date than on the date of the approval under ASX Listing Rule 7.1A; and (b) the equity securities may be issued at a price that is at a discount to the market price for the shares on the issue date. <p>Under ASX Listing Rule 7.3A.2, a table describing the notional possible dilution, based upon various assumptions as stated, is set out below.</p>
Date by which the Company may issue the securities	<p>The period commencing on the date of the annual general meeting (to which this notice relates) at which approval is obtained and expiring on the first to occur of the following:</p> <ul style="list-style-type: none"> (a) the date which is 12 months after the date of the annual general meeting at which approval is obtained; and (b) the date of the approval by holders of the Company's ordinary securities of a transaction under ASX Listing Rules 11.1.2 or 11.2. <p>The approval under ASX Listing Rule 7.1A will cease to be valid if holders of the Company's ordinary securities approve a transaction under ASX Listing Rules 11.1.2 or 11.2.</p>
Purposes for which the equity securities may be issued, including whether the Company may issue them for non-cash consideration	<p>It is the board's current intention that any funds raised under an issue of securities will be applied towards the commercialisation of the Company's lead product HER-Vaxx. This would principally include:</p> <ul style="list-style-type: none"> (a) research and development; (b) regulatory and reimbursement approvals; (c) maintenance of intellectual property; and (d) staff and office costs, audit and compliance expenses, and ASX fees. <p>The Company reserves the right to issue shares for non-cash consideration, including for payment of service or consultancy fees and costs.</p>

Details of the Company's allocation policy for issues under approval	<p>The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to ASX Listing Rule 7.1A. The identity of the allottees will be determined on a case-by-case basis having regard to factors including but not limited to the following:</p> <ul style="list-style-type: none"> (a) the methods of raising funds that are available to the Company including, but not limited to, rights issues or other issues in which existing security holders can participate; (b) the effect of the issue of the ASX Listing Rule 7.1A shares on the control of the Company; (c) the financial situation and solvency of the Company; and (d) advice from corporate, financial and broking advisers (if applicable). <p>The allottees under the ASX Listing Rule 7.1A facility have not been determined as at the date of this notice of meeting but may include existing substantial shareholders and new shareholders who are not related parties or associates of a related party of the Company.</p>
Previous approvals under ASX Listing Rule 7.1A	<p>Approval was previously obtained at the Company's annual general meeting in November 2014.</p>

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

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

Equity securities on issue at the commencement of the 12 month period	996,562,516*
Equity securities issued in the 12 month period	390,350,000
Percentage previous issues represent of total number of equity securities on issue at commencement of 12 month period	39.17%

* Comprising an aggregate of 946,562,516 shares and 50,000,00 options.

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

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

Date of issue, class and type of equity security and number issued	<p>A. 210,000,000 shares on 12/11/14</p> <p>B. 65,000,000 shares on 15/12/14</p> <p>C. 83,350,000 shares 15/12/14</p> <p>D. 25,000,000 shares on 15/12/14</p> <p>E. 2,500,000 options 15/12/14</p> <p>F. 4,500,000 options on 27/2/15</p>
Summary of terms	<p>A – D. Shares ranking equally with company's existing shares</p> <p>E. Options with and exercise price of \$0.025 and an expiry date of 14 July 2019</p> <p>F. Options with and exercise price of \$0.01 and an expiry date of 10 November 2017</p>
Names of persons who received securities or basis on which those persons were determined	<p>A. Clients of Forrest Capital</p> <p>B. Clients of Forrest Capital</p> <p>C. Share Purchase Plan</p> <p>D. Charles Walker</p> <p>E. Mymetics</p> <p>F. Dr. Nicholas Ede</p>
Issue price and discount to market price (if any)	<p>A. \$0.01 – 16.67% discount to market price of \$0.012 on date of issue</p> <p>B. \$0.01 – 9.09% discount to market price of \$0.011 on date of issue</p> <p>C. \$0.01 - 9.09% discount to market price of \$0.011 on date of issue</p> <p>D. \$0.012 - 9.09% premium to market price of \$0.011 on date of issue</p> <p>E. Nil</p> <p>F. Nil</p>
<i>For cash issues</i>	
Total cash consideration received	<p>A. \$2,100,000</p> <p>B. \$650,000</p> <p>C. \$833,500</p> <p>D. N/A</p> <p>E. N/A</p> <p>F. N/A</p>
Approximate amount of cash consideration spent	<p>A. \$600,000</p> <p>B. \$650,000</p>

	C. \$833,500 D. N/A E. N/A F. N/A
Use of cash consideration	Working capital and development and commercialisation of the Company's HER-Vaxx cancer immunotherapies.
Intended use for remaining amount of cash (if any)	Working capital and development and commercialisation of the Company's HER-Vaxx cancer immunotherapies.
<i>For non-cash issues</i>	
Non-cash consideration paid	A. N/A B. N/A C. N/A D. 25,000,000 shares (Issue of shares pursuant to Charles Walker Employment Agreement) E. 2,500,000 options 15/12/14 (Issue of options to Mymetics) F. 4,500,000 options on 27/2/15 (Issue of options pursuant to ESOP)
Current value of that non-cash consideration	A. N/A B. N/A C. N/A D. \$200,000 E. \$14,455 F. \$20,508

Information under ASX Listing Rule 7.3A.2

- 62 The table below shows the dilution of existing shareholders on the basis of the current market price of shares and the current number of ordinary securities for variable "A" calculated under the formula in ASX Listing Rule 7.1A(2) as at the date of this notice.
- 63 The table shows two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future shareholders' meeting.

- 64 The table also shows two examples where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in ASX Listing Rule 7.1A.2		Dilution		
		\$0.004 50% decrease in issue price	\$0.008 issue price	\$0.016 100% increase in issue price
Current Variable A * 1,329,912,516 shares	10% Voting Dilution	132,991,252 shares	132,991,252 shares	132,991,252 shares
	Funds raised	\$531,965	\$1,063,930	\$2,127,860
50% increase in current Variable A * 1,994,868,774 shares	10% Voting Dilution	199,486,877 shares	199,486,877 shares	199,486,877 shares
	Funds raised	\$797,948	\$1,595,895	\$3,191,790
100% increase in current Variable A * 2,659,825,032 shares	10% Voting Dilution	265,982,503 shares	265,982,503 shares	265,982,503 shares
	Funds raised	\$1,063,930	\$2,127,860	\$4,255,720

* Current Variable A refers to the current number of shares on issue as the date of preparing this notice of meeting (8 September 2015).

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

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- (g) The issue price is \$0.008, being the closing price of the shares on ASX on 8 September 2015.

66 As resolution 12 is a special resolution it must be passed by at least 75% of the votes cast by shareholders entitled to vote on the resolution.

Directors' recommendation

The Directors recommend that you vote for this resolution.

Annexure A**Terms and Conditions of Options
Expiring on 31 March 2017**

- a) Each option entitles its holder to subscribe in cash for one fully paid ordinary share in the Company (**Share**).
- b) Each option is exercisable at an exercise price of \$0.015 at any time prior to 5pm (ADST) on 31 March 2017 (**Expiry Date**) by completing an option exercise form and delivering it, together with payment for the number of Shares in respect of which the Option is exercised, to the registered office of the Company. Any Option that has not been exercised prior to the Expiry Date automatically lapses.
- c) An option automatically lapses without any claim against the Company on the occurrence of any of the following events:
 - a. upon the bankruptcy, liquidation or winding up of an optionholder or the happening of any other event that results in the optionholder being deprived of the legal or beneficial ownership of the option; or
 - b. upon the liquidation or winding up of the Company for any reason other than by way of members' voluntary winding up.
- d) The Company will apply for official quotation by ASX of the options, subject to obtaining sufficient spread pursuant to the ASX Listing Rules.
- e) Subject to the Corporations Act, the ASX Listing Rules, and the constitution of the Company, each option is freely transferable.
- f) Shares issued upon the exercise of the options will rank *pari passu* with the Company's existing Shares.
- g) The Company will apply for official quotation by ASX of the Shares issued upon exercise of options, subject to any restriction obligations imposed by ASX.
- h) The options will not give any right to participate in dividends unless and until Shares are issued upon exercise of the relevant Options.
- i) There are no participation rights or entitlements inherent in the options and holders will not be entitled to participate in new issues of capital offered to shareholders during the life of the options. The Company will ensure that holders will be given at least seven business days notice to allow for the exercise of options prior to the record date in relation to any offers of securities made to shareholders.
- j) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the Expiry Date, the number of options or the rights attaching to the Options or both will be reconstructed in accordance with the Listing Rules applying to a reorganisation of capital at the time of the reconstruction.
- k) If there is any inconsistency between any of the preceding terms and conditions and the ASX Listing Rules, then the ASX Listing Rules prevail to the extent of the inconsistency.

Proxy Form

Imugene Limited
ACN 009 179 551
PO Box 8694
Armadale VIC 3143
Australia

STEP 1 - Appointment of Proxy

I/We

being a shareholder/s of **Imugene Limited** and entitled to attend and vote hereby appoint

☐

the Chairman of
the General
Meeting (mark
with an 'X')

OR

If you are not appointing the Chairman of the General Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered security holder) you are appointing as your proxy.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the General Meeting, as my/our proxy at the **2015 Annual General Meeting of Imugene Limited to be held at Giorgios Restaurant Function Room, 1235 High Street, Armadale VIC, 3143 on Thursday, 15 October 2015 at 10:30 a.m. AEDT** and at any adjournment of that Meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

If the Chairman of the Meeting is appointed as your proxy, or may be appointed by default, by signing and returning this form, you expressly authorise the Chairman of the General Meeting to exercise your proxy in relation to Resolutions 1, 7, 8, 9 and 11 even though Resolutions 1, 7, 8, 9 and 11 are connected with the remuneration of the Company's key management personnel. Where permitted, the Chairman of the General Meeting intends to vote undirected proxies in favour of Resolutions 1 to 12. **If you do not wish to appoint the Chairman of the General Meeting to vote on Resolutions 1 to 12 in this manner, it will be necessary for you to complete the vote directions in Step 2.**

STEP 2 - Voting directions to your Proxy – please mark ☒ to indicate your directions

Ordinary Business	For	Against	Abstain
Resolution 1 - Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 - Re-election of Dr Axel Hoos	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 - Election of Mr Charles Walker	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Approval of issue of shares and options under a capital raising	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 – Approval of issue of shares and options to a director: Mr Otto Buttula	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 - Approval of issue of shares and options to a director: Mr Charles Walker	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 - Approval of issue of shares to chief operating officer: Ms Leslie Chong	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 - Approval of issue of options to chief operating officer: Ms Leslie Chong	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9 - Approval of issue of options to a director: Dr Axel Hoos	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10 - Ratification of previously issued securities – Private Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11 - Approval to increase maximum aggregate fee pool for Non-Executive Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 12 – Approval of additional capacity to issue shares under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 - PLEASE SIGN HERE

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company
Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name Contact Daytime Telephone Date / / 2015

Proxy Form

Imugene Limited
ACN 009 179 551
PO Box 8694
Armadale VIC 3143
Australia

YOUR VOTE IS IMPORTANT
FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 10.30AM AEDT ON 13 OCTOBER 2015

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 Appointment of Proxy

Indicate here who you want to appoint as your Proxy

If you wish to appoint the Chairman of the General Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the General Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the General Meeting, the Chairman of the General Meeting will be your proxy. A proxy need not be a shareholder of the Company. Do not write the name of the issuer company or the registered member in the space.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the General Meeting must provide evidence of his or her appointment by providing an "Appointment of Corporate Representative" form prior to admission. An Appointment of Corporate Representative form can be obtained from the Company.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the General Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 Voting Directions to your Proxy

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

If you intend to appoint a KMP (including the Chairman) as your proxy, you are encouraged to direct them how to vote on Resolution 1 and 12 by marking either "For", "Against" or "Abstain" for each of those items of business in Step 2 of the Proxy Form. If you appoint the Chairman of the meeting as your proxy, you expressly authorise him to cast your votes on Resolutions 1, 7, 8, 9 and 11 even though Resolutions 1, 7, 8, 9 and 11 are connected with the remuneration of the KMP of the Company.

STEP 3 Sign the Form

The form **must** be signed as follows:

Individual: this form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders must sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the Company. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a director jointly with either another director or a company secretary. Where the company has a sole director who is also the sole company secretary, this form must be signed by that person.

Please indicate the office held by signing in the appropriate place.

STEP 4 Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 10:30 am on 13 October 2015. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxies may be lodged:

BY MAIL - Imugene Limited
PO Box 8694
Armadale VIC 3143 Australia

BY FAX - + 61 (0) 3 9822 7735

IN PERSON – Imugene Limited
Suite 1, 1233 High Street
Armadale VIC 3143 Australia

Attending the Meeting

If you wish to attend the Meeting please bring this form with you to assist registration.