

**Tyrian Diagnostics**  
**ABN 56 080 277 998**

**Notice of Annual General Meeting**  
**and Explanatory Memorandum**  
**2014**

For a meeting to be held at 11.00am on

**Monday 27 October 2014**

at

**Taylor Collison Limited**  
**Level 10**  
**167 Macquarie Street,**  
**Sydney, New South Wales**

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This is an important document. Please read it carefully.

It contains the resolutions which will be voted upon at the Annual General Meeting (AGM) at 11.00am on Monday, 27 October 2014 and information in relation to those resolutions for your consideration.

If you are unable to vote in person at the AGM, please complete the enclosed proxy form and return it no later than 48 hours before the commencement of the meeting at 11.00am on Saturday, 25 October 2014 in accordance with the instructions on the proxy form.

Documents can be sent to the Company's Share Registry, Link Market Services Limited:

**by mail: Locked Bag A14, Sydney South NSW, 1235, Australia**

**by fax: +61 2 9287 0309**

## HOW TO VOTE

### Voting entitlement

For the purposes of the Annual General Meeting, **only those persons holding fully paid ordinary shares in the Company (Shares) at 7.00pm on 26 October 2014** will be treated as Shareholders. This means that if you are not the registered holder of a relevant Share at that time you will not be entitled to vote in respect of that Share.

On a show of hands each Shareholder has one vote. On a poll each Shareholder has one vote for each Share they hold.

### How to Vote

You may vote by attending the meeting in person or by proxy.

### Voting In Person

You may vote in person by attending the meeting. The meeting details are:

**Time: 11.00am on Monday, 27 October 2014**

**Place: Taylor Collison, Level 10, 167 Macquarie Street, Sydney, NSW**

### Voting By Proxy

A Shareholder who is entitled to attend and vote at the meeting may appoint a person or body corporate, who need not be a Shareholder of the Company, as the Shareholder's proxy to attend and speak and vote on behalf of the Shareholder.

A Shareholder entitled to attend and cast 2 or more votes at the meeting is entitled to appoint **not more than 2 proxies**, who need not be Shareholders of the Company, to attend and speak and vote on behalf of the Shareholder.

Where 2 proxies are appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. If 2 proxies are appointed, insert the relevant number of Shares in respect of which the appointment is made. If the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half the votes.

Any person who is a joint holder of Shares may appoint a proxy by completing the form of Proxy attached to this Notice. If more than one joint holder appoints a proxy or seeks to vote personally at the meeting, then the person whose name stands first on the register shall alone be entitled to vote.

If the appointment is signed by an attorney, the power of attorney or a certified copy of it must be sent with the proxy form.

Should you wish to vote by proxy, please complete the proxy form, included with this Notice, and return it to the Share Registry, Link Market Services Limited, **so that it is received by no later than 11.00am on 25 October 2014,**

**by mail: Locked Bag A14, Sydney South NSW, 1235, Australia; or**

**by fax: +61 2 9287 0309.**

TYRIAN DIAGNOSTICS LIMITED  
(ABN 56 080 277 998)

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that an Annual General Meeting of Shareholders of Tyrian Diagnostics Limited (the ***Company***) will be held at **Taylor Collison, Level 10, 167 Macquarie Street, Sydney, New South Wales** at **11.00am on Monday, 27 October 2014**.

*Please note that the resolutions should be read in conjunction with the Explanatory Memorandum.*

## ORDINARY BUSINESS

### **Item 1: Financial Statements and Reports**

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To receive and consider the Company's Financial Report, the Director's Report and the Independent Auditor's Report in respect of the year ended 30 June 2014.

### **Item 2: Remuneration Report**

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

*"THAT the remuneration report that forms part of the Director's Report of the Company for the financial year ended 30 June 2014 be adopted".*

Note: This is an advisory resolution and does not bind the Directors or the Company.

### **Item 3: Election of Dr Caroline Popper as a Director**

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

*"THAT Dr Caroline Popper, who retires in accordance with clause 45(a) of the Company's Constitution and in accordance with ASX Listing Rule 14.5 and being eligible offers herself for election, be re-elected as a Director of the Company".*

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By order of the Board.



**Andrew Blunden**

Company Secretary

12 September 2014

## EXPLANATORY MEMORANDUM

This explanatory memorandum, which is included in and forms part of this Notice of Meeting, is to provide Shareholders with an explanation of the business of the AGM and of the resolutions to be proposed and considered at the AGM. The information provided is intended to assist Shareholders in understanding the reasons and effect of the resolutions if passed.

### **Item 1: Financial Statements and Reports**

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The Chairman will allow a reasonable opportunity for Shareholders as a whole to ask questions or make comments on the management of the Company and to ask the representative of the auditor questions relevant to the conduct of the audit and the preparation and content of the auditor's report. There is no requirement for a formal resolution on this matter.

### **Item 2: Remuneration Report**

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The remuneration report is set out in the Company's Annual Report. Under section 250R(2) of the Corporations Act, all listed companies are required to present their remuneration reports for each financial year for adoption at the company's annual general meeting. Please note that according to s 250R(3) of the Corporations Act, the vote on this resolution is advisory only and does not bind the Board or the Company.

### **Item 3: Election and re-election of Dr Caroline Popper as a Director**

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Item 3 of the Notice of Meeting deals with the re-election of a Director.

Dr Popper was elected as a director at the Company's 2011 AGM. Under Clause 45(a) of the Company's Constitution and ASX Listing Rule 14.4, a director must not hold office for more than three years or past the third annual general meeting since their appointment, without submitting for re-election. Accordingly, Dr Popper retires and offers herself for re-election.

### **CAROLINE POPPER MD MPH**

(Independent Non-Executive Director)

Dr Caroline Popper, a US-based specialist bioscience executive, was appointed to the board in December 2007. Caroline, the president and co-founder of Popper and Company, has 16 years of hands-on biotech/life sciences operating experience. An internist and pathologist, she combines this perspective with that gained from managing a wide spectrum of life sciences businesses in diagnostics, devices and drug discovery. Her business management experience in both Fortune 500 and start-up settings and extensive track record creating strategic and business partnerships in the biotech arena is the key to the perspective she provides to her clients. In a 10-year career at Becton Dickinson (NYSE: BDX), Caroline's global responsibilities included clinical affairs, marketing, strategy, and business development. She was the founding General Manager of BDGene; a start-up focused, with its partner Millennium Pharmaceuticals, on development of novel cancer diagnostics. From 2000 to 2002, she was the Chief Business Officer for MDS Proteomics, a drug discovery company with operations in the US, Canada and Europe.

### **Recommendation**

*The Board, other than the candidate herself, unanimously supports the election of Dr Caroline Popper.*

### ***Glossary***

In this Notice and Explanatory Memorandum:

**ASX** means ASX Limited;

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

**Board** means the board of Directors;

**Company** means Tyrian Diagnostics Limited ABN 56 080 277 998;

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

**Explanatory Memorandum** means the explanatory memorandum which accompanies and is incorporated as part of this Notice;

**Notice** means this Notice of AGM; and

**Shareholder** means a holder of the Shares.