

Notice of general meeting

Anatara Lifesciences Ltd ACN 145 239 872

Notice is given that the general meeting of Anatara Lifesciences Ltd (**Company**) will be held at:

Location	McCullough Robertson Level 11, 66 Eagle Street, Brisbane
Date	Monday, 10 August 2015
Time	11.00am (Brisbane time)

Special Business

Resolution 1 – Ratification and approval of previous allotment and issue of First Tranche Shares to Institutional Investors

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

‘That for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify and approve the previous allotment and issue of 5,641,025 Shares to Institutional Investors as detailed in the Explanatory Memorandum.’

Voting Exclusion

The Company will disregard any votes cast on this resolution by any person or their associates who participated in the issue of securities described in the Explanatory Memorandum.

However, the Company will 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.

Resolution 2 - Approval of allotment and issue of Second Tranche Shares to Institutional Investors

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

‘That for the purposes of ASX Listing Rule 7.1 and for all other purposes, shareholders approve the issue of 3,333,333 Shares to Institutional Investors as detailed in the Explanatory Memorandum.’

Voting Exclusion

The Company will disregard any votes cast on this resolution by:

- (a) any person who may participate in the issue of securities described in the Explanatory Memorandum; and
- (b) any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, if the resolution is passed,

or any associates of a person referred to in (a) or (b) above.

However, the Company will 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.

Dated: 10 July 2015

By order of the Board



Stephen Denaro
Company secretary

Notes

- (a) A member 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 member of the Company. A member 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 2001* (Cth) 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 2001* (Cth) that for the purpose of voting at the meeting or adjourned meeting, Shares are taken to be held by those persons recorded in the Company's register of shareholders as at 7.00pm (Brisbane time) on Saturday, 8 August 2015.
- (f) If you have any queries on how to cast your votes then call Stephen Denaro on 0413 453 506 during business hours.

Explanatory memorandum

Anatara Lifesciences Ltd ACN 145 239 872

Resolutions 1 and 2 - Placement of Shares to Institutional Investors

- 1 As announced to the ASX on 3 July 2015, the Company is currently undertaking a capital raising of \$7 million by way of a placement of 8,974,358 ordinary shares (**Shares**) to sophisticated and professional investors (**Institutional Investors**) at an issue price of \$0.78 per Share (**Placement**).
- 2 The Placement is being conducted in two tranches:
 - (a) an initial placement of 5,641,025 Shares (**First Tranche Shares**), which was completed on 9 July 2015 (**First Tranche**); and
 - (b) a subsequent placement of an additional 3,333,333 Shares (**Second Tranche Shares**), which is anticipated to complete on or about 14 August 2015 (**Second Tranche**) (subject to shareholder approval).
- 3 The issue price for the First Tranche Shares and the Second Tranche Shares is the same.
- 4 The proceeds raised as a result of the Placement are anticipated to be used to:
 - (a) fund foreign registration trials in the US and Europe;
 - (b) fund proof of concept trials of Detach™ on calves and poultry;
 - (c) advance the pre-clinical program, and prepare a dossier in readiness for partnering;
 - (d) advance safety studies; and
 - (e) general working capital, including in feed formulation and manufacturing costs.
- 5 The purpose of resolutions 1 and 2 is for shareholders to:
 - (a) approve and ratify, under ASX Listing Rule 7.4 and for all other purposes, the issue of the First Tranche Shares; and
 - (b) approve, under ASX Listing Rule 7.1 and for all other purposes, the issue of the Second Tranche Shares.

Resolution 1 - Ratification and approval of previous allotment and issue of First Tranche Shares to Institutional Investors

- 6 Resolution 1 seeks shareholder approval under ASX Listing Rule 7.4 (and for all other purposes) for the issue of the First Tranche Shares to Institutional Investors on 9 July 2015 at an issue price of \$0.78 per Share.
- 7 ASX Listing Rule 7.1 prevents the Company from issuing more than 15% of its issued capital without shareholder approval. Listing Rule 7.4 provides that where a company subsequently approves an issue of securities, the issue will be treated as having been made with approval for

the purpose of Listing Rule 7.1, thereby replenishing that company's 15% capacity, enabling it to issue further securities up to that limit.

- 8 Resolution 1 proposes the ratification and approval of the allotment and issue of the First Tranche Securities for the purpose of satisfying the requirements of ASX Listing Rule 7.4. Details of the issue are set out below.

First Tranche Shares	
Issue date	9 July 2015
Number of securities	5,641,025 fully paid ordinary shares
Issue price	\$0.78 per Share
Terms of issue	The Shares rank equally with all existing Shares on issue
Allottees	The Shares were issued through a private placement to Institutional Investors (being clients of Wilson HTM Corporate Finance Ltd and Peloton Capital Pty Ltd)
Use of funds raised	<p>Proceeds of the issue will be used to:</p> <ul style="list-style-type: none"> (a) fund foreign registration trials in the US and Europe, (b) fund proof of concept trials of Detach™ on calves and poultry, (c) advance the pre-clinical program, and prepare a dossier in readiness for partnering, (d) advance safety studies, and (e) general working capital, including in feed formulation and manufacturing costs

- 9 If resolution 1 is not approved, the Company's ability to raise additional equity funds over the next 12 months without reference to shareholders will be restricted.
- 10 The Directors unanimously recommend you vote in favour of this resolution.

Resolution 2 - Approval of allotment and issue of Second Tranche Shares to Institutional Investors

- 11 Resolution 2 seeks shareholder approval under ASX Listing Rule 7.1 (and for all other purposes) for the issue of the Second Tranche Shares to Institutional Investors, expected to complete on or about 14 August 2015 at an issue price of \$0.78 per Share.
- 12 As outlined in paragraph 7 above, ASX Listing Rule 7.1 prevents the Company from issuing more than 15% of its issued capital without shareholder approval. The allotment and issue of the Second Tranche Shares (if made without shareholder approval) would exceed the 15% threshold. Resolution 2 therefore proposes the approval of the allotment and issue of the Second Tranche Shares for the purpose of satisfying the requirements of ASX Listing Rule 7.1.
- 13 The Company has agreed to issue the Second Tranche Shares conditional upon the necessary approvals being obtained from shareholders. This means that if:
- (a) only resolution 1 is passed, the Second Tranche Shares will be issued without approval up to the Company's 15% capacity under ASX Listing Rule 7.1;
 - (b) both resolutions are passed, the Second Tranche Shares will be issued with approval pursuant to ASX Listing Rule 7.1; or

(c) none of the resolutions are passed, the Second Tranche Shares will not be issued.

14 Further details regarding the proposed issue of the Second Tranche Shares are set out below.

Second Tranche Shares	
Maximum number of securities to be issued	3,333,333 fully paid ordinary shares
Expected date of issue	14 August 2015
Issue price	\$0.78 per Share
Terms of issue	The Shares will rank equally with all existing Shares on issue
Allottees	The Shares were issued through a private placement to Institutional Investors (being clients of Wilson HTM Corporate Finance Ltd and Peloton Capital Pty Ltd)
Intended use of funds raised	Proceeds of the issue will be used to: (a) fund foreign registration trials in the US and Europe, (b) fund proof of concept trials of Detach™ on calves and poultry, (c) advance the pre-clinical program, and prepare a dossier in readiness for partnering, (d) advance safety studies, and (e) general working capital including, in feed formulation and manufacturing costs

15 The Directors unanimously recommend you vote in favour of this resolution.



ANATARA
LIFESCIENCES

Anatara Lifesciences Limited
ABN 41 145 239 872

000001 000 ANR
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



Online:
www.investorvote.com.au



By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form



Vote and view the notice of meeting online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



For your vote to be effective it must be received by 11.00am (Brisbane time) Saturday 8 August 2015

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** ➔

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Anantara Lifesciences Ltd hereby appoint

☐

the Chairman
of the Meeting **OR**



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and 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 Extraordinary General Meeting of Anantara Lifesciences Ltd to be held at McCullough Robertson, Level 11, 66 Eagle Street, Brisbane on Monday 10 August 2015 at 11.00am (Brisbane time) and at any adjournment or postponement of that meeting.

STEP 2 Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1 Ratification and approval of previous allotment and issue of First Tranche Shares to Institutional Investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval of allotment and issue of Second Tranche Shares to Institutional Investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /

ANR

999999A

Computershare +