



ANATARA
LIFESCIENCES

Notice of Annual General Meeting

Anatara Lifesciences Limited ACN 145 239 872





Notice of Annual General Meeting

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Notice is given that the Annual General Meeting of Anatara Lifesciences Limited ACN 145 239 872 (**Company**) will be held at:

Location	McCullough Robertson, Level 11, 66 Eagle St, Brisbane QLD 4000
Date	Wednesday, 11 November 2015
Time	11:30 a.m. (Brisbane time)

Ordinary Business

Financial statements and reports

To consider and receive the financial report, the Directors' report and the auditor's report for the year ended 30 June 2015.

Directors' remuneration report

To consider and, if in favour, pass the following resolution in accordance with section 250R(2) Corporations Act:

- 1 'That the Remuneration Report 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 and closely related parties in contravention of section 250R or 250BD Corporations Act. Restrictions also apply to votes cast as proxy unless exceptions apply.

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this resolution.

Election of Directors

Re-election of Mr Iain Ross

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

- 2 'That Mr Iain Ross, who retires by rotation in accordance with Listing Rule 14.5 and rule 19.3(a) of the Company's constitution, and being eligible, be re-elected as a Director of the Company.'

Note: Information about the candidate appears in the Explanatory Memorandum.

The Directors (with Mr Iain Ross abstaining) unanimously recommend that you vote in favour of this resolution.

Election of Mr Paul Grujic

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

- 3 'That Mr Paul Grujic, who retires having previously been appointed to fill a casual vacancy in accordance with Listing Rule 14.4 and rule 19.2(b) of the Company's constitution, and having consented to act and being eligible, be elected as a Director of the Company.'

Note: Information about the candidate appears in the Explanatory Memorandum.

The Directors (with Mr Paul Grujic abstaining) unanimously recommend that you vote in favour of this resolution.

Special business

Approval of additional 10% capacity to issue shares under Listing Rule 7.1A

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

- 4 'For the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve the Company having the additional capacity to issue equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 over a 12 month period from the date of the Annual General Meeting, at a price no less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions set out in the Explanatory Memorandum.'

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

Issue of options to Directors

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

- 5 'That, pursuant to section 208(1)(a) Corporations Act and Listing Rule 10.14, the members of the Company approve the granting of:
- (a) 80,000 options to Dr Melvyn Bridges, Non-Executive Director and Chairman;
 - (b) 65,000 options to Dr Tracie Ramsdale, Non-Executive Director;
 - (c) 65,000 options to Mr Iain Ross, Non-Executive Director;
 - (d) 65,000 options to Dr Jay Hetzel, Non-Executive Director; and
 - (e) 65,000 options to Mr Paul Grujic, Non-Executive Director,
- on the terms outlined in the Explanatory Memorandum.'

Note: if approval is obtained under Listing Rule 10.14, approval is not required under Listing Rule 7.1 or Listing Rule 10.11, as set out in the Explanatory Memorandum.

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this resolution.

Ratification and approval of previous allotment and issue of share options under the Pork CRC Agreement

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

- 6 'That for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify and approve the previous issue of 500,000 share options, issued under the Pork CRC Agreement, announced by the Company on 18 September 2015, as detailed in the Explanatory Memorandum.'

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

Dated: 12 October 2015

By order of the Board

A handwritten signature in black ink, appearing to read 'Stephen Denaro', with a stylized flourish at the end.

Stephen Denaro
Company Secretary

Voting exclusion statement

Corporations Act

Resolution 1 - The Company will disregard votes cast by a member of the Key Management Personnel 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 5(a) to 5(e) - The Company will disregard votes cast as proxy by Key Management Personnel or their closely related parties in contravention of section 250BD Corporations Act. The Company will also disregard votes cast by a related party of the Company to whom the resolution would permit a financial benefit to be given or an associate of such a related party in contravention of section 224 Corporations Act.

Listing Rules

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

Resolution 4 - Approval of additional capacity to issue shares under Listing Rule 7.1A	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 such person. NB. In accordance with Listing Rule 14.11.1 and the relevant note under that rule concerning 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.
Resolutions 5(a) to 5(e) - Issue of options to Directors	Each Director and each of their associates.
Resolution 6 – Ratification and approval of previous allotment and issue of share options under the Pork CRC Agreement	Pork Cooperative Research Centre Limited or any of its associates.

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) Terms used in this Notice of Meeting which are defined in the Explanatory Memorandum have the meaning given to them in the Explanatory Memorandum.
- (b) 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.
- (c) 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.
- (d) If you wish to appoint a proxy and are entitled to do so, then complete and return the **attached** proxy form to the Company's share registry Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria, 3001.
- (e) You can also lodge your proxy online at www.investorvote.com.au, quoting the 6 digit control number which is located on the front of the accompanying proxy form. Alternatively, you can scan the QR code with your mobile device. Intermediary Online Subscribers (Custodians) may lodge their proxy instruction online by visiting www.intermediaryonline.com.
- (f) 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.
- (g) 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 (Sydney time) on Monday, 9 November 2015.
- (h) If you have any queries on how to cast your votes then call the Company's share registry on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) during business hours.



Explanatory Memorandum

Anatara Lifesciences Limited ACN 145 239 872 (**Company**)

This Explanatory Memorandum accompanies the notice of Annual General Meeting of the Company to be held at Anatara Lifesciences Limited, Level 11, 66 Eagle St, Brisbane, Queensland 4000 on Wednesday, 11 November 2015 at 11:30 a.m. (Brisbane time).

The Explanatory Memorandum has been prepared to assist Shareholders in determining how to vote on the resolutions set out in the Notice of Meeting and is intended to be read in conjunction with the Notice of Meeting.

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.
- 2 Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Constitution requires a vote of Shareholders at the Annual General Meeting on the financial statements and reports.
- 3 Shareholders will be given a 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 Annual General Meeting is held.

- 5 Written questions for the auditor must be delivered by 5.00 p.m. on Wednesday, 4 November 2015. Please send any written questions for Grant Thornton Audit Pty Ltd to:

The Company Secretary
433 Logan Road
Stones Corner, Queensland 4120

or via email to: sdenaro@triobi.com.au

Resolution 1: Remuneration Report

- 6 The Remuneration Report is contained in the Annual Report. A copy is available on the Company's website.



- 7 The Corporations Act requires that the Remuneration Report be put to a vote of Shareholders.
- 8 The resolution of Shareholders is advisory only and not binding on the Company. The Board will take the discussion at the meeting into consideration when determining the Company's remuneration policy and appropriately respond to any concerns Shareholders may raise in relation to remuneration issues.
- 9 The Remuneration Report:
- (a) reports and explains the remuneration arrangements in place for non-executive Directors, executive Directors and senior management; and
 - (b) explains Board policies in relation to the nature and value of remuneration paid to non-executive Directors, executives and senior managers within the Company.
- 10 The Chairman will give Shareholders a reasonable opportunity to ask questions about, or to make comments on, the Remuneration Report.

Directors' Recommendation

- 11 As the resolution relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) Corporations Act, makes no recommendation regarding this resolution.

Election of Directors

- 12 Rule 19.3(a) of the Constitution, when read together with Listing Rule 14.5 requires an election of directors to take place at every Annual General Meeting. The Directors to retire under rule 19.3(a) are those who have been in office the longest since being appointed. Accordingly, as the incumbent director, Mr Iain Ross will retire from office under rule 19.3(a) of the Constitution and stand for election.
- 13 In addition, Rule 19.2(b) and Listing Rule 14.4 require that any Director that has been appointed to fill a casual vacancy must retire at the next annual general meeting occurring after that appointment and is eligible for re-election at that meeting. Accordingly, Mr Paul Grujic will retire from office under rule 19.2(b) of the Constitution and stand for re-election.

Resolution 2: Re-election of Mr Iain Ross

- 14 Mr Iain Ross retires from office under rule 19.3(a) of the Constitution and stands for re-election.
- 15 Mr Ross is a businessman with more than 30 years' experience in the international life sciences and technology sectors. Following a career with multi-national companies including Sandoz AG, Fisons plc, Hoffman La Roche, Celltech plc and Reed International plc, for the past 18 years he has undertaken a number of company turnarounds and start-ups as a board member on behalf of banks and private equity groups.
- 16 Mr Ross' track record includes multiple financing transactions as well as experience of divestments and strategic restructurings and more than 20 years in cross-border management as a Chairman and CEO. He has led and participated in four initial public offerings, and has direct experience of M&A transactions in Europe USA and Pacific Rim. Currently he is non-executive Chairman of Premier Veterinary Group PLC and Biomer Technology Ltd. Mr Ross is a non-executive director of Benitec Biopharma Limited, and acting CEO and Director of Novogen Limited which are both listed in Australia. He is also a Vice Chairman of the Council of Royal Holloway, London University.

- 17 Mr Ross is a:
- (a) Chair of the Remuneration Committee;
 - (b) member of the Audit and Risk Management Committee; and
 - (c) member of the Nomination's Committee.

Directors' Recommendation

- 18 The Directors (with Mr Iain Ross abstaining), unanimously recommend the re-appointment of Mr Ross to the Board.

Resolution 3: Election of Mr Paul Grujic

- 19 Mr Paul Grujic retires from office under rule 19.2(b) of the Constitution and stands for election.
- 20 Mr Grujic was most recently the President of CSL Animal Health and a member of CSL's Executive Committee, and was responsible for CSL's global animal health business with a staff of 250 and three manufacturing sites in Australia, the USA and New Zealand. He has also held senior positions in a number of global companies including Glaxo, Fort Dodge, American Cynamid, Pitman - Moore and Webster Animal Health.
- 21 Mr Grujic also played leading roles in the sale of Catapult Genetics and CSL's Animal Health business to global pharmaceutical company Pfizer. He was also involved in the sale of Peptech Animal Health to leading international animal health company Virbac.
- 22 Mr Grujic is a member of the Remuneration Committee and the Audit and Risk Management Committee.

Directors' Recommendation

- 23 The Directors (with Mr Paul Grujic abstaining), unanimously recommend the appointment of Mr Grujic to the Board.

Special business

Resolution 4: Approval of additional 10% capacity under Listing Rule 7.1A

- 24 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. In accordance with the Listing Rule 7.1A, eligible entities (companies that are outside the S&P/ASX 300 index and that also have a market capitalisation of \$300 million or less) can issue a further 10% of the Company's share capital over a 12 month period following the Annual General Meeting (provided Shareholder approval is obtained at the Annual General Meeting) on a non-pro rata basis.
- 25 The Company falls within the eligibility criteria required by Listing Rule 7.1A. For illustrative purposes, the Company's market capitalisation was \$38.44m based on a closing price of \$0.78 (on 11 September 2015).

- 26 The number of shares that may be issued (if Shareholder approval is obtained at the Annual General Meeting) will be determined in accordance with the following formula prescribed in Listing Rule 7.1A.2:

$$(A \times D) - E$$

- A** is the number of fully paid shares on issue 12 months before the date of issue or agreement:
- (A) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
 - (B) plus the number of partly paid shares that became fully paid in the 12 months;
 - (C) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% capacity pursuant to Listing Rule 7.1 without Shareholder approval; and
 - (D) less the number of fully paid shares cancelled in the 12 months.
- D** is 10%.
- E** is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rule 7.1 or 7.4.

- 27 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 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> <ul style="list-style-type: none"> (a) the date on which the price at which the securities are to be issued is agreed; or (b) if the securities are not issued within 5 trading days of the date in paragraph (a), the date on which the securities are issued.
Risk of economic and voting dilution	<p>An issue of shares under 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 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>In accordance with 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 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 Listing Rules 11.1.2 or 11.2. <p>The approval under Listing Rule 7.1A will cease to be valid in the event that holders of the Company's ordinary securities approve a transaction under 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 pursuant to an issue of securities will be applied towards the Company's growth strategies. This would principally include:</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. <p>The Company reserves the right to issue shares for non-cash consideration, including as non-cash consideration for any acquisition.</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 Listing Rule 7.1A. The identity of the allottees will be determined on a case-by-case basis having regard to the 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 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 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/or new Shareholders who are not related parties or associates of a related party of the Company.</p>
Previous approvals under Listing Rule 7.1A	<p>As this is the Company's first Annual General Meeting since listing on ASX, no previous approval has been given.</p>

Information under Listing Rule 7.3A.6(a)

- 28 The table below shows the total number of equity securities issued in the past 12 months preceding 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 period¹	37,750,000 ordinary shares
Equity securities issued in the prior 12 month period	11,538,236 ordinary shares
Percentage previous issues represent of total number of equity securities on issue at commencement of 12 month period	30.56%

Information under Listing Rule 7.3A.6(b)

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

Date of issue	9 July 2015
Number issued	5,641,025
Class and type of equity security	Ordinary shares
Summary of terms	Rank equally with Company's existing shares
Names of persons who received securities or basis on which those persons were determined	Shares were issued to institutional and sophisticated investors including clients and contacts of Wilson HTM Corporate Finance Limited and Peloton Capital Pty Ltd
Price	\$0.78
Discount to market price (if any)	Shares were issued at a 19% discount to the volume weighted average price of Company's shares traded on ASX over the 15 trading days on which trades were recorded before the commencement of the placement
Total consideration received	\$4,399,999.50
Amount of cash consideration spent	Accretive to additional working capital not drawn at the date of this Notice of Meeting
Use of cash consideration	Proceeds of the issue will be used to: <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
Intended use for remaining amount of cash (if any)	Proceeds of the issue will be used to: <ul style="list-style-type: none"> a) fund foreign registration trials in the US and Europe,

¹ Anantara Lifesciences Limited was admitted to the official list of ASX 14 October 2014 and quotation of its securities commenced on 16 October 2014.

	<ul style="list-style-type: none"> 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
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Date of issue	29 July 2015
Number issued	2,563,878
Class and type of equity security	Ordinary shares
Summary of terms	Rank equally with Company's existing shares
Names of persons who received securities or basis on which those persons were determined	Shares were issued to eligible existing shareholders under a non-renounceable Share Purchase Plan entitlement officer which was announced on 3 July 2015 and closed on 23 July 2015
Price	\$0.78
Discount to market price (if any)	Shares were issued at a 19% discount to the volume weighted average price of Company's shares traded on ASX over the 15 trading days on which trades were recorded before the placement
Total consideration received	\$1,999,824.84
Amount of cash consideration spent	Accretive to additional working capital not drawn at the date of this Notice of Meeting
Use of cash consideration	<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
Intended use for remaining amount of cash (if any)	<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

Date of issue	17 August 2015
Number issued	3,333,333
Class and type of equity security	Ordinary shares
Summary of terms	Rank equally with Company's existing shares
Names of persons who received securities or basis on which those persons were determined	Shares were issued to institutional and sophisticated investors included clients and contacts of Wilson HTM Corporate Finance Limited and Peloton Capital Pty Ltd
Price	\$0.78
Discount to market price (if any)	Shares were issued at a 19% discount to the volume weighted average price of Company's shares traded on ASX over the 15 trading days on which trades were recorded before the commencement of the placement
Total consideration received	\$2,599,999.74
Amount of cash consideration spent	Accretive to additional working capital not drawn at the date of this Notice of Meeting
Use of cash consideration	Proceeds of the issue will be used to: <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
Intended use for remaining amount of cash (if any)	Proceeds of the issue will be used to: <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

Information under Listing Rule 7.3A.2

30 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 in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

31 The table also shows:

- (a) 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 Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (b) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.39 50% decrease in Issue Price	\$0.78 Issue Price	\$1.56 100% increase in Issue Price
Current Variable A* 49,288,236 Shares	10% Voting Dilution	4,928,823 shares	4,928,823 shares	4,928,823 shares
	Funds raised	\$1,922,240	\$3,844,481	\$7,688,963
50% increase in current Variable A* 73,932,354 Shares	10% Voting Dilution	7,393,235 shares	7,393,235 shares	7,393,235 shares
	Funds raised	\$2,883,361	\$5,766,722	\$11,533,446
100% increase in current Variable A* 98,576,472 Shares	10% Voting Dilution	9,857,647 shares	9,857,647 shares	9,857,647 shares
	Funds raised	\$3,844,482	\$7,688,964	\$15,377,929

*Note: Current Variable A refers to the calculation required by Listing Rule 7.1A.2 which, in the Company's case, equates to the current issued share capital of the Company.

32 The table has been prepared on the following assumptions:

- (a) the Company issues the maximum number of Shares available under the 10% Listing Rule 7.1A approval;
- (b) no options are exercised to convert into Shares before the date of the issue of the Shares available under Listing Rule 7.1A;
- (c) 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%;
- (d) the table does not show an example of dilution that may be caused to a particular Shareholder by reason of a share issue under Listing Rule 7.1A, based on that Shareholder's holding at the date of the Annual General Meeting;
- (e) the table shows only the effect of issues of equity securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1;
- (f) the issue of Shares under Listing Rule 7.1A consists only of Shares; and

- (g) the issue price is \$0.78, being the closing price of the Shares on ASX on 11 September 2015.
- 33 As at the date of the Notice of Meeting, the Company has on issue 49,288,236 Shares. Subject to Shareholder approval being obtained for Resolution 4, the Company will have capacity to issue the following equity securities as at the date of the Annual General Meeting:
- (a) 7,393,235 Shares (under Listing Rule 7.1); and
- (b) 4,928,823 Shares (under Listing Rule 7.1A).²
- 34 Listing Rule 7.1A requires Resolution 4 to be passed as a special resolution. A special resolution needs approval by at least 75% of the votes cast by members entitled to vote on the resolution.

Directors' recommendation

- 35 The Directors unanimously recommend that you vote in favour of this resolution.

Resolutions 5(a) to 5(e): Issue of options to Directors

- 36 Subject to the approval of Shareholders, the Company proposes to issue:
- (a) 80,000 options to Dr Melvyn Bridges, Non-Executive Director and Chairman;
- (b) 65,000 options to Dr Tracie Ramsdale, Non-Executive Director;
- (c) 65,000 options to Mr Iain Ross, Non-Executive Director;
- (d) 65,000 options to Dr Jay Hetzel, Non-Executive Director; and
- (e) 65,000 options to Mr Paul Grujic, Non-Executive Director.
- 37 Once approval is obtained pursuant to Listing Rule 10.14, the Company is entitled to rely on Listing Rule 10.12, Exception 4 as an exception to any requirement that may otherwise apply requiring Shareholder approval under Listing Rule 10.11. Similarly, approval will not be required under Listing Rule 7.1.
- 38 The options shall be issued under and subject to the terms of the ESOP.
- 39 Shareholder approval is sought for the grant of the following options as detailed below:

Resolution 5(a) – Issue of 80,000 options to Dr Melvyn Bridges, Non-Executive Director

- (a) each option is to acquire one Share;
- (b) the options are issued for nil consideration;
- (c) subject to Dr Bridges remaining a Director:

² The actual number of Shares the Company will have capacity to issue under Listing Rule 7.1A may vary and will be determined at the date of issue in accordance with Listing Rule 7.1A.2 (as illustrated in the table above).

- (i) the exercise price to acquire a share will be determined in accordance with a formula representing a 45% premium to the 5 day volume weighted closing share price at the time of approval;
- (ii) options issued will vest as follows;
 - (A) one third of the options will be exercisable immediately upon the options being issued;
 - (B) one third of the options will vest 1 year from the issue date; and
 - (C) the balance of the options will vest 2 years from the issue date;
- (iii) the options will expire on 11 November 2018;
- (iv) the Board may determine how the options are dealt with upon a change in control, including allowing for accelerated vesting;
- (d) the options will not be transferable; and
- (e) it is intended that the options will be issued within 5 days after the Annual General Meeting, but in any event no later than 12 months after the Annual General Meeting.

Resolution 5(b) – Issue of 65,000 options to Dr Tracie Ramsdale, Non-Executive Director

- (a) each option is to acquire one Share;
- (b) the options are issued for nil consideration;
- (c) subject to Ms Ramsdale remaining a Director:
 - (i) the exercise price to acquire a share will be determined in accordance with a formula representing a 45% premium to the 5 day volume weighted close share price at the time of approval;
 - (ii) options issued will vest as follows;
 - (A) one third of the options will be exercisable immediately upon the options being issued;
 - (B) one third of the options will vest 1 year from the issue date; and
 - (C) the balance of the options will vest 2 years from the issue date;
 - (iii) the options will expire on 11 November 2018;
 - (iv) the Board may determine how the options are dealt with upon a change in control, including allowing for accelerated vesting;
- (d) the options will not be transferable; and
- (e) it is intended that the options will be issued within 5 days after the Annual General Meeting, but in any event no later than 12 months after the Annual General Meeting.

Resolution 5(c) – Issue 65,000 options to Mr Iain Ross, Non-Executive Director

- (a) each option is to acquire one Share;
- (b) the options are issued for nil consideration;
- (c) subject to Mr Ross remaining a Director:
 - (i) the exercise price to acquire a share will be determined in accordance with a formula representing a 45% premium to the 5 day volume weighted closing share price at the time of approval;
 - (ii) options issued will vest as follows:
 - (A) one third of the options will be exercisable immediately upon the options being issued;
 - (B) one third of the options will vest 1 year from the issue date; and
 - (C) the balance of the options will vest 2 years from the issue date;
 - (iii) the options will expire on 11 November 2018;
 - (iv) the Board may determine how the options are dealt with upon a change in control, including allowing for accelerated vesting;
- (d) the options will not be transferable; and
- (e) it is intended that the options will be issued within 5 days after the Annual General Meeting, but in any event no later than 12 months after the Annual General Meeting.

Resolution 5(d) – Issue of 65,000 options to Dr Jay Hetzel, Non-Executive Director

- (a) each option is to acquire one Share;
- (b) the options are issued for nil consideration;
- (c) subject to Mr Hetzel remaining a Director:
 - (i) the exercise price to acquire a share will be determined in accordance with a formula representing a 45% premium to the 5 day volume weighted closing share price at the time of approval;
 - (ii) options issued will vest as follows:
 - (A) one third of the options will be exercisable immediately upon the options being issued;
 - (B) one third of the options will vest 1 year from the issue date; and
 - (C) the balance of the options will vest 2 years from the issue date;
 - (iii) the options will expire on 11 November 2018;
 - (iv) the Board may determine how the options are dealt with upon a change in control, including allowing for accelerated vesting;
- (d) the options will not be transferable; and

- (e) it is intended that the options will be issued within 5 days after the Annual General Meeting, but in any event no later than 12 months after the Annual General Meeting.

Resolution 5(e) – Issue of 65,000 options to Mr Paul Grujic, Non-Executive Director

- (a) each option is to acquire one Share;
- (b) the options are issued for nil consideration;
- (c) subject to Mr Grujic remaining a Director:
 - (i) the exercise price to acquire a share will be determined in accordance with a formula representing a 45% premium to the 5 day volume weighted close share price at the time of approval;
 - (ii) options issued will vest as follows:
 - (A) one third of the options will be exercisable immediately upon the options being issued;
 - (B) one third of the options will vest 1 year from the issue date; and
 - (C) the balance of the options will vest 2 years from the issue date;
 - (iii) the options will expire on 11 November 2018;
 - (iv) the Board may determine how the options are dealt with upon a change in control, including allowing for accelerated vesting;
- (d) the options will not be transferable; and
- (e) it is intended that the options will be issued within 5 days after the Annual General Meeting, but in any event no later than 12 months after the Annual General Meeting.

General Terms of the Issue of Options under Resolutions 5(a) to 5(e)

40 The other general terms for each of the options to be issued under Resolutions 5(a) to 5(e) are:

- (a) if there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, the rights attaching to the options issued pursuant to Resolutions 5(a) to 5(e) will be changed to the extent necessary to comply with the Listing Rules applying to a re-organisation of capital at the time of the re-organisation;
- (b) the options do not entitle the holder to participate in any new issues by the Company without exercising the options;
- (c) the options do not confer on the holder any rights to a change in the exercise price of the options or a change to the number of underlying securities over which the options can be exercised except:
 - (i) in the case of a pro rata issue to the holders of shares (except a bonus issue) in which case the exercise price of each option shall be reduced in accordance with the formula contained in Listing Rule 6.22.2; and
 - (ii) in the case of a bonus issue to the holders of Shares, in which case the number of Shares over which each option is exercisable shall 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;

- (d) all shares issued pursuant to the exercise of options will, subject to the Constitution of the Company, rank in all respects (other than in respect of dividends, rights issues or bonus issues declared prior to allotment) equally with the existing Shares at the date of issue and allotment; and
- (e) the options will not be quoted on ASX. The Company intends to apply to ASX for quotation of any Shares acquired on exercise of the options.

General Information

- 41 The Company discloses the following information concerning the value of the options to be issued in relation to Resolutions 5(a) to 5(e). A fair value for the options to be issued has been calculated using a Black Scholes methodology and based on a number of assumptions, set out below. The Board believes this valuation model is appropriate to the circumstances and has not used any other valuation or other models in proposing the terms of the options.
- 42 The stated valuation does not constitute and should not be taken as audited financial information. The reportable value of the employee benefit expense in subsequent financial periods may vary due to a range of timing and other factors. In particular, the figures were calculated effective as at 11 September 2015.

Underlying price (share price as at 11 September 2015 being end of day closing price)	\$0.78
Exercise (strike) price - 45% premium to the 5 day volume weighted close share price as at 11 September 2015	\$1.14
Exercise price multiple	45%
Volatility	71.8%
Dividend Yield (estimate)	-
Expiry Date	11 November 2018
Risk free rate	1.88%
Option Value	\$0.2963
Total number of options issued	340,000
Employee benefit expense per 80,000 options (for Dr Bridges)	\$23,703
Employee benefit expense per 65,000 options (for Dr T Ramsdale, Mr I Ross, Dr J Hetzel and Mr P Grujic)	\$19,258
Total employee benefit expense	\$100,735

A significant factor in the determination of the final value of options will be the ultimate share price at the date of final option grant (this will be the date of approval by the shareholders if such approval is obtained). The following table details total employee benefit expense based on the highest and lowest closing prices of the Shares traded on the ASX over the 12 months ending on 11 September 2015.

	Highest Price	Lowest Price
Closing Price (\$)	\$1.00	\$0.28
Date	30 June 2015	5 February 2015
Total employee benefits expense	\$132,979	\$34,936

As such if it is assumed all other factors are equal, where the share price increases above the \$0.78 disclosed above the final value of options granted will increase, and conversely where the share prices reduces the final value of options granted will also reduce.

Remuneration

- 43 Excluding the value of the options, the Directors currently receive the following emoluments for their respective positions. As at the date of this notice, the amount stated is per annum comprising salary, superannuation contributions and known short and long-term incentive payments for the 2015/2016 financial year:

- (a) Dr Melvyn Bridges – \$80,000;
- (b) Dr Tracie Ramsdale - \$55,000;
- (c) Mr Iain Ross - \$55,000;
- (d) Dr Jay Hetzel- \$50,000; and
- (e) Mr Paul Grujic – \$50,000.

Additional Listing Rule 10.15 disclosures

- 44 No options have been issued under the Company's ESOP, as summarised in the Company's IPO prospectus dated 4 September 2014, since the Company's admission to ASX on 14 October 2016.
- 45 All Directors are potentially eligible to participate in the Company's employee share option plan.
- 46 There are no loan arrangements with the Directors in relation to the acquisition of the options.

Financial Benefit – Details and reasons

- 47 Approval has been sought for the giving of a financial benefit to each person issued options under Resolutions 5(a) to 5(e), as related parties, under section 208 Corporations Act. Section 229(3)(e) Corporations Act provides that the 'issuing of securities or granting of an option to a related party' (which includes a director of an entity) is an example of the giving of a financial benefit.
- 48 The amount, terms and value (subject to the stated assumptions) of those options are set out above.
- 49 The reasons for giving this financial benefit are:
- (a) the Company wishes to maximise the use of its cash resources towards other strategic initiatives and equity based incentives such as options are used to supplement cash based remuneration;

- (b) the total quantum of options to be issued to each person named under Resolutions 5(a) to 5(e) is moderate in number and with vesting to occur over a three year period, the issue of options will act as an incentive for future growth of the business;
- (c) option terms are designed to incentivise the Directors to maximise the Company's longer term development and growth;
- (d) equity based incentives, such as options, assist in the alignment of Shareholders and directors' interests;
- (e) the remuneration package is designed to attract and retain the directors and managing director, as suitably qualified and experienced managers of the Company; and
- (f) the Company believes the associated expense is limited and the nature of the options package proposed is commensurate with market practice.

50 On this basis the Company believes the giving of the benefits, as constituted by the issue of the options to the persons named under Resolutions 5(a) to 5(e) is in the best interests of the Company and its Shareholders.

Existing interests and the dilutionary effect on other members' interests

- 51 The effect that the exercise of the options will have on the interests of each person named under Resolutions 5(a) to 5(e) relative to other members' interests is set out in the following table. The table assumes no further issues of shares in, or reconstruction of the capital of, the Company during the time between issue and exercise of the option.

	5(a) – Melvyn Bridges	5(b) – Tracie Ramsdale	5(c) – Iain Ross	5(d) – Jay Hetzel	5(e) – Paul Grujic
The total number of shares on issue in the capital of the Company	49,288,236	49,288,236	49,288,236	49,288,236	49,288,236
Shares currently held by Director*	5,864,586	45,614	1,344,114	456,109	41,219
% of shares currently held by Director	11.898	0.092	2.727	0.925	0.083
Options to be issued under Resolutions 5(a) to (e)	80,000	65,000	65,000	65,000	65,000
Existing options held by Director	Nil	Nil	Nil	Nil	Nil
Shares that will be held following the exercise of all options held by Director	5,944,580	110,614	1,409,114	521,109	106,219
% of Shares that would be held assuming no other options were exercised	12.060	0.224	2.858	1.057	0.215

* including indirect interests

Directors' Recommendation

- 52 The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this resolution.

Resolutions 6: Ratification and approval of previous allotment and issue of share options under the Pork CRC Agreement

- 53 The purpose of Resolution 6 is for Shareholders to approve, pursuant to Listing Rule 7.4, share options issued pursuant to the Pork CRC Agreement, announced by the Company on 18 September 2015, which will otherwise count towards the 15% limit under Listing Rule 7.1.
- 54 Listing Rule 7.1 provides that, subject to certain exemptions, none of which are relevant to this Resolution 6, prior approval of shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by a company during the previous 12 months, exceed 15% of the number of the Shares on issue at the commencement of that 12 month period.

- 55 Listing Rule 7.4 also provides that where a company subsequently approves an issue of securities, the issue will be treated as having been made with approval for the purposes of Listing Rule 7.1, thereby replenishing the company's 15% capacity and enabling it to issue further securities up to that limit.
- 56 Resolution 6 proposes the approval of the previous allotment and issue of share options for the purpose of satisfying the requirements of Listing Rule 7.4.
- 57 In compliance with the information requirements of Listing Rule 7.5, members are advised of the following particulars in relation to the allotment and issuance:

Information	Disclosure
Date of issue	18 September 2015
Number of options issued	500,000
Issue price and terms of issue	Share options are issued under the terms of the Pork CRC Agreement. Share options have an exercise price of \$0.50 per option
Exercise of options	The options may be exercised as follows: (a) any or all of 125,000 options may be exercised on any date during the 12 month period after the issue date; (b) any or all of 250,000 options may be exercised on any date during the period commencing on the date that is 13 months from the issue date up to and including the date that is 24 months from the issue date; and (c) any or all of 125,000 options may be exercised on any date during the period commencing on the date that is 25 months from the issue date up to and including the date that is 36 months from the issue date.
Person to whom the options were issued	Australasian Pork Research Institute Limited ACN 113 703 174
The intended use of funds raised	Not applicable as share options were issued under the terms of the Pork CRC Agreement

Directors' Recommendation

- 58 The Directors unanimously recommend that you vote in favour of this resolution.

Anatara Lifesciences Limited ACN 145 239 872

Annual General Meeting	means the Company's annual general meeting the subject of this Notice of Meeting.
Annual Report	means the 2015 annual report of the Company.
ASIC	means the Australian Securities and Investments Commission.
ASX	means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
Board	means the board of directors of the Company.
Company	means Anatara Lifesciences Limited ACN 145 239 872.
Constitution	means the constitution of the Company.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Corporations Regulations	means the <i>Corporations Regulations 2001</i> (Cth).
Directors	means the directors of the Company.
ESOP	means the employee share option plan of the Company.
Explanatory Memorandum	means the explanatory memorandum attached to the Notice of Meeting.
Key Management Personnel	means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).
Listing Rules	means the listing rules of ASX.
Notice of Meeting	means the notice of meeting and includes the Explanatory Memorandum.
Pork CRC Agreement	means the Commercial Collaboration Agreement entered into between the Company and the Pork Cooperative Research Centre on 10 August 2015 and announced on the 11 August 2015.
Remuneration Report	means the section of the Directors' report for the 2015 financial year that is included under section 300A(1) Corporations Act.
Shares	means the existing fully paid ordinary shares in the Company.
Shareholder	means a person who is the registered holder of Shares.



ANATARA
LIFESCIENCES

Anatara Lifesciences Limited
ABN 41 145 239 872



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

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

Proxy Form

XX



Vote and view the annual report 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: I999999999

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 11.30am (Brisbane time) Monday, 9 November 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 Annual General Meeting of Anantara Lifesciences Ltd to be held at McCullough Robertson, Level 11, 66 Eagle Street, Brisbane QLD 4000 on Wednesday, 11 November 2015 at 11.30am (Brisbane time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Items 1, 5(a), 5(b), 5(c), 5(d) & 5(e)** (except where I/we have indicated a different voting intention below) even though **Items 1, 5(a), 5(b), 5(c), 5(d) & 5(e)** are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

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 **Items 1, 5(a), 5(b), 5(c), 5(d) & 5(e)** by marking the appropriate box in step 2 below.

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.

Ordinary Business

		For	Against	Abstain
1	Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-election of Mr Iain Ross as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Election of Mr Paul Grujic as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

		For	Against	Abstain
5(e)	Issue of Options to Mr Paul Grujic	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Ratification and approval of previous allotment and issue of share options under the Pork CRC Agreement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Business

4	Approval of additional 10% capacity to issue shares under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5(a)	Issue of Options to Dr Melvyn Bridges	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5(b)	Issue of Options to Dr Tracie Ramsdale	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5(c)	Issue of Options to Mr Iain Ross	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5(d)	Issue of Options to Dr Jay Hetzel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Before completing your vote and returning by post, please consider using the preferred electronic voting option outlined on the front page of this form.

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 +



ANATARA
L I F E S C I E N C E S

Anatara Lifesciences Limited
ABN 41 145 239 872



All Correspondence to
Computershare Investor Services Pty Ltd
GPO Box 2975
Victoria 3001 Australia

└ 000002 000 ANRRM
MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Anatara Lifesciences Ltd. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code (ANR);
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

Stephen Denaro
Company Secretary