

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

**Pharmaxis Ltd**

ABN

**75 082 811 630**

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |                                                                                               |                                                                                                                        |
|---|-----------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------|
| 1 | +Class of +securities issued or to be issued                                                  | 1. Pharmaxis ordinary shares<br>2. Unlisted Employee Options over Pharmaxis Ltd ordinary shares ("Performance Rights") |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 1. Ordinary shares: 182,000<br>2. Performance Rights: 3,848,000                                                        |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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<p>3 Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)</p>	<p>1. Ordinary shares</p> <p>The ordinary shares have the same terms and rank equally with the existing ordinary shares. Subject to the terms of the Pharmaxis employee share plan, the shares cannot be traded until the earlier of three years after the date of issue or 30 days after the relevant employee ceases to be an employee.</p> <p>2. Performance Rights: Quantity: 3,848,000 Performance Rights granted amongst 30 managers and other employees</p> <p>Grant Price: Nil</p> <p>Exercise Price: Nil</p> <p>Expiry: 30 June 2026</p> <p>Vesting:</p> <ul style="list-style-type: none"><li>• Fifty percent of the Performance Rights granted will vest and be exercisable on 30 June 2018, provided that the relevant holder is an employee at that relevant vesting date;</li><li>• Fifty percent of the Performance Rights granted will vest and be exercisable on 30 June 2019, provided that the relevant holder is an employee at that relevant vesting date.</li></ul> <p>Restriction on shares issued on exercise:</p> <ul style="list-style-type: none"><li>• Until 30 June 2019, any shares acquired upon exercise of Performance Rights may not be traded in the ordinary course; and</li><li>• Any shares acquired upon exercise of Performance Rights by direct reports to the CEO may not be traded in the ordinary course, except with prior approval of the Pharmaxis Board</li></ul>
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+ See chapter 19 for defined terms.

<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>1. Ordinary shares: Yes. 2. Performance rights: No.</p> <p>Shares issued upon exercise will rank equally with existing ordinary shares (subject to trading restrictions referred to above).</p> <p>To participate in a dividend, the ordinary shares underlying the options would need to be issued prior to the record date for the dividend.</p>
<p>5 Issue price or consideration</p>	<p>Nil</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>1. <u>Ordinary shares</u> Issue of 182,000 ordinary shares amongst 52 Australian employees of Pharmaxis in accordance with the Pharmaxis employee share plan.</p> <p>2. Performance rights: 3,848,000 Performance Rights granted amongst 29 managers and other employees as the 2016 grant of Performance Rights under the employee incentive plan, for the long term reward, incentive and retention of such managers and employees.</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>No</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>n/a</p>

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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6c	Number of +securities issued without security holder approval under rule 7.1	n/a
6d	Number of +securities issued with security holder approval under rule 7.1A	n/a
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	n/a
6f	Number of +securities issued under an exception in rule 7.2	n/a
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	n/a
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	n/a
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	n/a
7	<p>+Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	26 July 2016

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+ See chapter 19 for defined terms.

	Number	+Class
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	317,336,457 Fully paid ordinary shares

	Number	+Class												
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	<table border="1" style="width: 100%; border-collapse: collapse;"> <tbody> <tr> <td style="width: 30%; text-align: center;">38,750</td> <td>Options expiring 14 August 2016 with an exercise price of \$1.777 (ASX Code PXSAD)</td> </tr> <tr> <td style="text-align: center;">5,000</td> <td>Options expiring 19 September 2016 with an exercise price of \$1.7518 (ASX Code PXSAD)</td> </tr> <tr> <td style="text-align: center;">15,000</td> <td>Options expiring 19 September 2016 with an exercise price of \$1.7518 (ASX Code PXSAD)</td> </tr> <tr> <td style="text-align: center;">15,000</td> <td>Options expiring 13 December 2016 with an exercise price of \$2.9310 (ASX Code PXSAD)</td> </tr> <tr> <td style="text-align: center;">102,500</td> <td>Options expiring 17 June 2017 with an exercise price of \$3.1755 (ASX Code PXSAD)</td> </tr> <tr> <td style="text-align: center;">17,500</td> <td>Options expiring 9 August 2017 with an exercise price of \$3.2490 (ASX Code PXSAD)</td> </tr> </tbody> </table>	38,750	Options expiring 14 August 2016 with an exercise price of \$1.777 (ASX Code PXSAD)	5,000	Options expiring 19 September 2016 with an exercise price of \$1.7518 (ASX Code PXSAD)	15,000	Options expiring 19 September 2016 with an exercise price of \$1.7518 (ASX Code PXSAD)	15,000	Options expiring 13 December 2016 with an exercise price of \$2.9310 (ASX Code PXSAD)	102,500	Options expiring 17 June 2017 with an exercise price of \$3.1755 (ASX Code PXSAD)	17,500	Options expiring 9 August 2017 with an exercise price of \$3.2490 (ASX Code PXSAD)
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**Appendix 3B**  
**New issue announcement**

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Number	+Class
40,000	Options expiring 5 November 2017 with an exercise price of \$4.1500 (ASX Code PXSAT)
3,000	Options expiring 7 February 2018 with an exercise price of \$3.1266 (ASX Code PXSAN)
4,000	Options expiring 10 April 2018 with an exercise price of \$1.9735 (ASX Code PXSAP)
1,500	Options expiring 22 June 2018 with an exercise price of \$1.4590 (ASX Code PXSAR)
100,500	Options expiring 11 August 2018 with an exercise price of \$1.6770 (ASX Code PXSAS)
199,500	Options expiring 22 June 2018 with an exercise price of \$1.4590 (ASX Code PXSAV)
2,500	Options expiring 22 October 2018 with an exercise price of \$1.4660 (ASX Code PXSAAA)

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Number	+Class
5,000	Options expiring 10 December 2018 with an exercise price of \$1.0207 (ASX Code PXSAAB)
86,500	Options expiring 22 June 2019 with an exercise price of \$2.4098 (ASX Code PXSAAE)
17,000	Options expiring 6 September 2020 with a zero exercise price (ASX Code PXSAAF)
232,000	Options expiring 28 June 2022 with a zero exercise price (ASX Code PXSAG)
30,000	Options expiring 17 October 2022 with a zero exercise price (ASX Code PXSAAO)
561,137	Options expiring 6 June 2023 with a zero exercise price (ASX Code PXSAAP)
5,950,000	Options expiring 30 June 2025 with a zero exercise price (ASX Code PXSAAS)
3,848,000	Options expiring 30 June 2026 with a zero exercise price (ASX Code PXS___)

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+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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Number	+Class

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	n/a
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**Part 2 - Pro rata issue**

11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the +securities will be offered	
14	+Class of +securities to which the offer relates	
15	+Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	
18	Names of countries in which the entity has security holders who will not be sent new offer documents  <small>Note: Security holders must be told how their entitlements are to be dealt with.            Cross reference: rule 7.7.</small>	
19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	

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+ See chapter 19 for defined terms.



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|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 21 | Amount of any underwriting fee or commission                                                                                                                |  |
| 22 | Names of any brokers to the issue                                                                                                                           |  |
| 23 | Fee or commission payable to the broker to the issue                                                                                                        |  |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders                                          |  |
| 25 | If the issue is contingent on security holders' approval, the date of the meeting                                                                           |  |
| 26 | Date entitlement and acceptance form and offer documents will be sent to persons entitled                                                                   |  |
| 27 | If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders |  |
| 28 | Date rights trading will begin (if applicable)                                                                                                              |  |
| 29 | Date rights trading will end (if applicable)                                                                                                                |  |
| 30 | How do security holders sell their entitlements <i>in full</i> through a broker?                                                                            |  |
| 31 | How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?                                                 |  |
| 32 | How do security holders dispose of their entitlements (except by sale through a broker)?                                                                    |  |

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## Appendix 3B New issue announcement

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33    +Issue date

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34    Type of +securities  
(tick one)

(a)     Securities described in Part 1

(b)     All other +securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

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+ See chapter 19 for defined terms.

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Entities that have ticked box 34(a)

**Additional securities forming a new class of securities**

*Tick to indicate you are providing the information or documents*

- 35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over
- 37  A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

- 38 Number of +securities for which +quotation is sought
- 39 +Class of +securities for which quotation is sought
- 40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?
- If the additional +securities do not rank equally, please state:
- the date from which they do
  - the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
  - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment
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**Appendix 3B**  
**New issue announcement**

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41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another <sup>+</sup>security, clearly identify that other <sup>+</sup>security)

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42 Number and <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (*including* the <sup>+</sup>securities in clause 38)

Number	<sup>+</sup> Class

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+ See chapter 19 for defined terms.

**Quotation agreement**

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here: .....  
(Company secretary)

Date: 26 July 2016

Print name: David McGarvey

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+ See chapter 19 for defined terms.