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Brighton Vic 3186  
Australia  
Phone 613 9553 8896  
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www.plentex.com.au

29 May 2015.

### **ASX ANNOUNCEMENT**

#### **Plentex Annual General Meeting Monday, 29 June 2015**

The Directors of Plentex Limited (ASX : PRM) advise that they have convened an Annual General Meeting of Shareholders which is to be held at 11 a.m. (Melbourne time) on Monday, 29 June 2015, at Quest Brighton on the Bay, 250 Esplanade, Brighton, Victoria.

Please find attached in relation to this meeting:

- Notice of Annual General Meeting and Explanatory Memorandum
- Sample Proxy Form.

The Notice of Annual General Meeting and accompanying Explanatory Memorandum and personalised Proxy Form are being despatched to shareholders today.

For and on behalf of  
**PLENTEX LIMITED**

**PETER C. STREADER**  
Executive Chairman

**For further information contact:**

Peter Streader  
Executive Chairman  
Plentex Limited  
Telephone: +613 9553 8896  
Email: [admin@plentex.com.au](mailto:admin@plentex.com.au)

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## **PLENTEX LIMITED**

**ABN 13 009 607 676**

### **NOTICE OF ANNUAL GENERAL MEETING**

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**TIME:** 11am (Melbourne time)

**DATE:** 29 June 2015

**PLACE:** Esplanade Boardroom  
Quest Brighton on the Bay  
250 Esplanade  
Brighton Victoria

#### **IMPORTANT NOTICES**

Shareholders who have opted in writing to receive a printed Annual Report will receive the report separate to these documents in due course.

All Shareholders can view the Annual Report either by visiting the Company's website at [www.plentex.com.au](http://www.plentex.com.au)  
or  
by visiting the Company's webpage on the ASX website under the security code "PRM".

This Notice of Annual General Meeting and the accompanying Explanatory Memorandum should be read in their entirety.

If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Annual General Meeting please do not hesitate to contact the Company on (+61 3) 9553 8896.

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### PLENTEX LIMITED

246 Esplanade  
Brighton Vic 3186  
Australia  
Phone 613 9553 8896  
Fax 613 9592 2328

### SECRETARY

David J Streader

### COMPANY INTERNET ADDRESS

[www.plentex.com.au](http://www.plentex.com.au)

### AUDITORS

BDO  
Level 14  
140 William Street  
Melbourne Vic 3000

### REGISTERED OFFICE

As above

### EMAIL ENQUIRIES

[admin@plentex.com.au](mailto:admin@plentex.com.au)

### PRINCIPAL SHARE REGISTRY

Computershare Investor Services Pty Limited  
Yarra Falls  
452 Johnston Street  
Abbotsford Vic 3067

### DIRECTORS

**Peter C Streader**  
Executive Chairman

**David Vinson**  
Executive Director-Operations

**Daniel P. Goldman**  
Non-Executive Director

**Christopher L. Roberts**  
Non-Executive Director

**Darwin (Ric) Campi**  
Non-Executive Director

### SOLICITORS

Quinert Rodda & Associates  
Suite 1, Level 6  
50 Queen Street  
Melbourne Vic 3000

Enquiries Within Australia - 1300 850 505  
Enquiries Outside Australia - +61 3 9415 4000

Website: [www.computershare.com](http://www.computershare.com)  
Email: [web.queries@computershare.com.au](mailto:web.queries@computershare.com.au)

### ACCOUNTANTS

Stannards Accountants & Advisors Pty. Ltd.  
Level 1  
60 Toorak Road  
South Yarra Vic 3141

### INCORPORATION

Australia

### ASX CODES

PRM - Shares

**PLENTEX LIMITED**

[ABN 13 009 607 676]

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is given that the Annual General Meeting of Plentex Limited ("the Company" or "Plentex") will be held in the Esplanade Boardroom at Quest Brighton on the Bay, 250 Esplanade, Brighton, Victoria on 29 June 2015 at 11am (Melbourne time).

Further details in respect of each of the resolutions proposed in this Notice of Annual General Meeting are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting. The details of the resolutions contained in the Explanatory Memorandum should be read together with, and form part of, this Notice of Annual General Meeting.

**ORDINARY BUSINESS****Item 1 - Accounts and Reports**

To receive and consider the Financial Report and the Reports of the Directors and the Auditor, respectively for the year ended 30 June 2014.

**Item 2 - Remuneration Report**

To consider and, if thought fit, to pass the following resolution as a non-binding resolution:

"That the Remuneration Report for the year ended 30 June 2014 be adopted."

Note that the vote on this item is advisory only and does not bind the Directors of the Company.

***Voting Exclusion Statement***

*For the purposes of this resolution the Corporations Act 2001 (Cwlth) (**Corporations Act**) restricts a member of the Key Management Personnel (KMP) of the Company and their closely related parties from voting.*

*Closely related party is defined in the Corporations Act and includes a spouse, dependant and certain other close family members, as well as any companies controlled by the KMP.*

*Accordingly the Company is required under the Corporations Act to disregard any votes cast (in any capacity) on the proposed resolution in Item 2 by or on behalf of:*

- a member of the KMP (whose details are included in the Remuneration Report); and*
- a closely related party of those persons (such as close family members or a company the person controls).*

*However this restriction will not prevent such a person casting a vote on the proposed resolution in Item 2 if the person does so as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution (and the vote is being cast on behalf of a person who would not themselves be precluded from voting on the resolution).*

*In the case of the chairman of the meeting (including where the Chairman may be appointed as your proxy by default), he will be able to vote your proxy on this Item only if you expressly authorises him or her to vote the proxy on the resolution.*

**Item 3 – Re-Election of Director – Mr. David Vinson**

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

"That Mr. David Vinson, being a Director of the Company who retires in accordance with the Company's Constitution, and being eligible, be re-elected as a Director of the Company."

**SPECIAL BUSINESS****ITEM 4 - RATIFICATION OF PRIOR ISSUE OF SHARES**

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

*"THAT for the purpose of ASX Listing Rule 7.4, shareholders ratify the issue of 650,000 ordinary shares at an issue price of \$0.10 (10 cents) per share to exempt investors who were not related parties of the Company as described in the Explanatory Memorandum which accompanies and forms part of this Notice of Annual General Meeting."*

**Voting Exclusion Statement:**

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

- a person who participated in the issue; or
- an associate of that person.

However, the Company need not disregard a vote on this Resolution if:

- 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
- 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.

**ITEM 5 – APPROVAL FOR ISSUE OF SHARES TO BIOVITE AUSTRALIA VENDORS**

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

*"THAT, for the purposes of ASX Listing Rule 7.1 the shareholders of the Company approve the issue of a total of 1,499,864 fully paid ordinary shares in the Company to the non related Biovite Australia Vendors in the proportions set out in Appendix A being part of the consideration payable by Xerion Limited with respect to that Company's acquisition of those Biovite Australia Vendors' shares in Biovite Australia Pty. Ltd. on the terms set out in the Explanatory Memorandum."*

**Voting Exclusion Statement:**

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

- Biovite Australia Pty. Ltd.;
- any of the Biovite Australia Vendors named in Appendix A to the Explanatory Memorandum;
- any person who might obtain a benefit, except a benefit solely in the capacity as a shareholder of the Company, if the resolution in Item 6 is passed; and
- an associate of that person (or those persons).

However, the Company need not disregard a vote on this Resolution if:

- 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
- 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.

**ITEM 6 – APPROVAL FOR ISSUE OF SHARES TO MICHAEL McMAHON OR NOMINEE**

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

*"THAT, subject to the resolutions in Items 4, 5, 7 and 8 being passed, for the purposes of Listing Rule 7.1, the shareholders approve the issue of 1,000,000 New Shares in the Company to Michael McMahon (or his nominee), on the terms specified in the Explanatory Memorandum which accompanies and forms part of this Notice of Annual General Meeting."*

**Voting Exclusion Statement:**

*The Company will disregard any votes cast on this Resolution by:*

- *Michael McMahon;*
- *any person who might obtain a benefit, except a benefit solely in the capacity as an associate of Michael McMahon, if the resolution in Item 6 is passed; and*
- *an associate of that person (or those persons).*

*However, the Company need not disregard a vote on this Resolution if:*

- *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*
- *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.*

**ITEM 7 – APPROVAL FOR ISSUE OF SHARES TO DAELMAKO NOMINEES PTY. LTD. OR NOMINEE**

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

*"THAT, subject to the resolutions in Items 4, 5, 6 and 8 being passed, for the purpose of Listing Rule 7.1 the shareholders approve the issue of 1,000,000 New Shares in the Company to Daelmako Nominees Pty. Ltd. (or its nominee), on the terms specified in the Explanatory Memorandum which accompanies and forms part of this Notice of Annual General Meeting."*

**Voting Exclusion Statement:**

*The Company will disregard any votes cast on this Resolution by:*

- *Daelmako Nominees Pty. Ltd.;*
- *any shareholder in Daelmako Nominees Pty. Ltd.;*
- *any person who might obtain a benefit, except a benefit solely in the capacity as a shareholder of the Company, if the resolution in Item 7 is passed; and*
- *an associate of that person (or those persons).*

*However, the Company need not disregard a vote on this Resolution if:*

- *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*
- *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.*

**ITEM 8 – AUTHORISATION FOR AN ISSUE OF NEW SHARES**

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

*"THAT, subject to the resolutions in Items 4, 5, 6 and 7 being passed, in accordance with ASX Listing Rule 7.1, the Company and the Directors are hereby authorised to issue up to 12,500,000 New Shares in the Company at an issue price of \$0.10 (10 cents) per share, to sophisticated and other exempt investors and who will not be related parties of the Company as described in the Explanatory Memorandum which accompanies and forms part of this Notice of Annual General Meeting."*

**Voting Exclusion Statement:**

*The Company will disregard any votes cast on this Resolution by:*

- *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; and*
- *any associates of those persons.*

*However, the Company need not disregard a vote on this Resolution if:*

- *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*
- *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.*

Please refer to the accompanying Explanatory Notes, which form part of this Notice of Annual General Meeting, for more information on the proposed resolutions.

Dated: 20 May 2015

By the order of the Board



Company Secretary

The accompanying Explanatory Memorandum and the Proxy and Voting Instructions form part of this Notice of Annual General Meeting.

## NOTES RELATING TO VOTING

### EXPLANATORY MEMORANDUM

The resolutions contained in this Notice of Annual General Meeting should be read in conjunction with the attached Explanatory Memorandum. The Explanatory Memorandum forms part of this Notice of Annual General Meeting.

### VOTING ENTITLEMENTS

The Directors have determined that for the purposes of determining voting entitlement at the Annual General Meeting, shares will be taken to be held by persons who are registered as shareholders at 7pm (Melbourne time) on 27 June 2015. Accordingly, share transfers registered after that time will be disregarded in determining entitlement to attend and vote at the Annual General Meeting.

### HOW DO YOU EXERCISE YOUR RIGHT TO VOTE?

The vote on each resolution will be decided on a show of hands or a poll subject to any requirements of the Corporations Act and the Constitution of the Company.

For resolutions determined on a show of hands, every person present and qualified to vote has one vote and if one proxy or attorney has been appointed, that proxy or attorney will have one vote on a show of hands. If your shares are jointly held and more than one of the joint holders is present at the meeting, only the joint holder present whose name appears first in the Company's share register is entitled to vote.

For resolutions determined by poll, each shareholder present in person or by proxy or attorney has one vote for each fully paid ordinary share held.

### VOTING BY PROXY OR ATTORNEY

A shareholder who is entitled to attend and cast a vote at the Annual General Meeting has the right to appoint a person (whether a shareholder or not) as the shareholder's proxy or attorney to attend and vote for the shareholder at the meeting. If a shareholder is entitled to cast two or more votes, that shareholder may appoint two proxies or attorneys and may specify the proportion or number of votes each proxy or attorney is appointed to exercise. If the shareholder appoints two proxies or attorneys and the appointment does not specify the proportion or number of the shareholder's votes, each proxy or attorney may exercise half of the votes. If a shareholder appoints two proxies or attorneys, neither may vote on a show of hands, but they will be entitled to vote on a poll in their specified proportions.

### UNDIRECTED AND DIRECTED PROXIES

If you appoint the Chairman of the meeting or the Directors or executives identified as Key Management Personnel (or any of their closely related parties) as your proxy, you should **actively direct your proxy** how to vote in respect of Item 2 (Remuneration Report) **if you want your shares to be voted** on these Items.

The Remuneration Report identifies Key Management Personnel for the year ending 30 June 2014. Their closely related parties are defined in the Corporations Act 2001 (Cwlth) and include specified family members, dependants and companies they control.

If you leave your **proxy form undirected** on Item 2 a Director or Key Management Personnel (or their closely related parties) **will not be able to vote your shares** on this Item. In the case of the Chairman of the meeting (including where the Chairman may be appointed as your proxy by default), he will be able to vote your proxy on this item in accordance with an express authority to do so.

Where he is permitted to do so, the Chairman of the meeting will vote all available proxies on, and in favour of, all of the motions.



If you appoint a proxy, the Company encourages you to clearly instruct your proxy how to vote on each Item by marking the appropriate boxes on the proxy form.

#### **DEFAULT TO CHAIRMAN**

If:

- a poll is duly demanded at the Annual General Meeting in relation to a proposed resolution; and
- a member has appointed a proxy (other than the Chairman) and the appointment of the proxy specifies the way the proxy is to vote on the resolution; and
- that member's proxy is either not recorded as attending the meeting or does not vote on the resolution,

the Chairman of the meeting will, before voting on the resolution closes, be taken to have been appointed as the proxy for the member for the purposes of voting on that resolution and must vote in accordance with the written direction of that member.

#### **DEPOSIT OF PROXY FORM OR POWER OF ATTORNEY BEFORE MEETING**

For the appointment of a proxy to be effective, the Proxy Form enclosed with this Notice of Annual General Meeting, together with any authority under which the Proxy Form was executed or a certified copy of that authority, must be completed and:

- deposited at the Company's share registry, Computershare Investor Services Pty Limited, located at Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, 3067 (GPO Box 242, Melbourne, Vic. 3001);
- deposited at the Company's Registered Office, 246 Esplanade, Brighton, Victoria 3186;
- returned in the enclosed Reply Paid envelope; (Reply paid service does not apply for overseas shareholders);
- sent by facsimile to Computershare on 1 800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia);
- sent by facsimile to the Company on (03) 9592 2328; or
- ***Custodian voting*** - for Intermediary Online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions,

so that it is received by the Company or the Company's share registry (as appropriate) at least 48 hours before the time scheduled for commencement of the meeting.

For the appointment of an attorney to be effective, the instrument appointing the attorney and the power of attorney under which it was executed or a certified copy of that power, must be deposited in the manner and within the time period set out above.

#### **CORPORATE REPRESENTATIVES**

Any corporation which is a shareholder may appoint an individual (either by name or position and whether a shareholder or not) as its representative to exercise all or any of the powers of the corporation at the meeting. If a representative of either a corporate shareholder or a proxy which is a body corporate is to attend the meeting pursuant to section 250D of the Corporations Act, a certificate of appointment of the representative must be produced prior to admission to the meeting.

Please refer to other notes appearing on the Proxy Form.

## EXPLANATORY MEMORANDUM

### Introduction

This Explanatory Memorandum accompanies and forms part of the Company's Notice of Annual General Meeting and provides information for shareholders in respect of Items 1 to 8 to be considered at the Annual General Meeting of the Company to be held in the Esplanade Boardroom at Quest Brighton on the Bay, 250 Esplanade, Brighton, Victoria on 29 June 2015 at 11.00 am (Melbourne time).

This document is important and affects the future of the Company. You should read this Explanatory Memorandum in its entirety before deciding how to vote on the resolutions to be considered at this meeting. If you are in doubt as to any matter contained in this Explanatory Memorandum or action you are required to take, please consult your legal, financial or other professional adviser as soon as possible.

Shareholders should note when considering how they should vote that each of the Items 4 to 8 (both inclusive) of Special Business are dependent on all other resolutions in that group being approved by shareholders.

By way of example, this means that even though the resolution comprising Item 4 is approved by shareholders, that resolution will not come into effect unless the resolutions contained in Items 5, 6, 7 and 8 are also approved by shareholders.

Shareholders should also note that approval of the resolution comprising Item 8 is crucial insofar as it will pave the way to the recapitalisation of Plentex and provide the funds that are required in the short term to further advance the Company's business plans.

Importantly, the approval by shareholders of this resolution will also provide funding for the preparation of a full prospectus pursuant to which the Company hopes to raise a further \$6,000,000 later this year, which if successful should put the Company in the position where it can seek approval from the ASX for the readmission to quotation of its securities before the end of calendar year 2015.

### ORDINARY BUSINESS

#### Item 1 - Accounts and Reports

The Corporations Act 2001 (Cwlth) ('Corporations Act') requires the Financial Report, Directors' Report and Auditor's Report to be laid before the meeting. There is no requirement in the Corporations Act or the Company's Constitution for shareholders to vote on, approve or adopt these Reports. Shareholders will have a reasonable opportunity at the meeting to ask questions and make comments on these Reports.

A representative of the Auditor of the Company is required to attend the meeting and will be available to take shareholders' questions about the conduct of the audit, and the preparation and content of the Auditor's Report. Members may forward written questions to the Auditor on these matters for response at the meeting. These should be emailed to [admin@plentex.com.au](mailto:admin@plentex.com.au) or mailed to the Company Secretary, Plentex Limited, 246 Esplanade, Brighton, Victoria 3186 and may be submitted up to 5 business days before the meeting.

The Company is required by law to forward all questions to the Auditor and the Auditor is required to prepare a list of questions that the Auditor considers are relevant to the conduct of the audit and the content of the Auditor's Report. The Auditor may omit questions that are the same in substance to other questions and questions that are not received in a timely manner. At the meeting, the Chairman will give the Auditor a reasonable opportunity to answer the questions on the question list. The list of questions prepared by the Auditor will be available on the Company's website, [www.plentex.com.au](http://www.plentex.com.au) prior to the meeting. In addition copies of the list of questions will be available at the meeting.

A representative of the Auditor of the Company will also be available to take shareholders' questions at the meeting relevant to accounting policies adopted by the Company in relation to the preparation of the financial statements, and the independence of the Auditor in relation to the conduct of the audit.

The Financial Report, Directors' Report and Auditor's Report are set out in the Company's 2014 Annual Report which can be obtained from the Company's website, [www.plentex.com.au](http://www.plentex.com.au) or upon request to the Secretary at the Company's registered office, 246 Esplanade, Brighton, Victoria 3186 (telephone +61 3 9553 8896 or email [admin@plentex.com.au](mailto:admin@plentex.com.au)).

## **Item 2 - Remuneration Report**

The Corporations Act requires that a resolution in relation to the Remuneration Report, (included within the Directors' Report), be included in the Notice of Annual General Meeting, so that shareholders have the opportunity to comment and ask questions on the content of the Remuneration Report, and exercise a vote for its adoption.

The vote on the resolution in Item 2 is advisory only and will not bind the Directors of the Company; however, the Board will take the outcome of the vote into consideration in future reviews of the remuneration policy for Directors and Key Management Personnel.

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings (treating this Annual General Meeting as the first such meeting), shareholders will be required to vote at the second of those annual general meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director and CEO) must be put up for re-election.

## **Item 3 – Re-Election of Mr. David Vinson**

In accordance with the procedure for the election of directors in the ASX Listing Rules and the Constitution of the Company, Mr. Vinson retires from the Board and offers himself for re-election.

Mr. Vinson is 57 years of age.

Mr. Vinson is a seasoned executive in the Australian renewable energy industry, most recently with Blue Sundial Pty. Ltd. Mr. Vinson has been instrumental in launching and operating numerous companies in the biofuel, chemical, marketing services and recycling industries, including managing the construction and operations of one of Australia's first biodiesel plants which operated as a division of The Victor Smorgon Group.

Mr. Vinson graduated from Purdue University, USA, with a degree in Chemical Engineering and has wide experience in the design, construction and operations of chemical and polymer facilities. He was appointed to the Board of Plentex in January 2011.

## **SPECIAL BUSINESS**

### **ITEM 4 – RATIFICATION OF PRIOR ISSUE OF SHARES**

The resolution in Item 4 seek shareholder ratification pursuant to ASX Listing Rule 7.4 for issues of shares made in the period of twelve months prior to the date of this Notice of Annual General Meeting. Details of the shares are set out below.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 provides that where a company's shareholders ratify the previous issue of securities made pursuant to ASX Listing Rule 7.1 (provided that the previous issue of securities did not breach ASX Listing Rule 7.1) those securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1.

By ratifying the prior issues of shares described below, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity without the requirement to obtain prior shareholder approval.

The following information is provided in accordance with the requirements of ASX Listing Rule 7.5:

Recipient	No of Shares	Unit Price
<b>Resolution 4 Issue Period 7 July 2014 to 21 July 2014</b>		
Geoffrey B Smith	50,000	10 cents
Michelle Anne Sullivan	25,000	10 cents
Milton and Maureen Brown	25,000	10 cents
Maureen Brown	50,000	10 cents
Torrington Pty. Ltd.	500,000	10 cents
<b>Total</b>	<b>650,000</b>	

- Shares referred to in the above table were fully paid ordinary shares in the Company having the same terms and rights as, and ranking equally with, the Company's existing listed fully paid ordinary shares;
- The shares were issued to exempt investors who were not related parties of the Company; and
- Funds raised by the issue of the shares were applied to the Company's working capital requirements at the time of issue.

#### ITEM 5 – APPROVAL FOR ISSUE OF SHARES TO BIOVITE AUSTRALIA VENDORS

On 19 December 2013 Plentex entered into a Sale of Business Agreement with Biovite Australia Pty. Ltd., pursuant to which it agreed to purchase the business of and certain assets of Biovite Australia Pty. Ltd.

This agreement was subject to a "sunset date" for completion which was extended by a Deed of Variation entered into by the parties from 31 March 2014 to 30 May 2014. As consideration for this extension, Plentex paid Biovite Australia Pty. Ltd. a non-refundable sum of \$30,000.

In order to complete the acquisition of the Biovite business, Plentex was required to raise a minimum of \$6,500,000 by the extended "sunset date".

Concerns were raised, around this time, by the Company's advisers that Plentex's acquisition of the Biovite business did not sit comfortably with Plentex's other activities, and in particular its proposed aquafeed production businesses, and tended to create a complicated and confusing investment scenario.

After carefully reviewing these concerns the Directors of Plentex formed the view that it would be prudent to split Plentex's business activities, and formed a new company called Biovite Limited to be the vehicle for the acquisition of the Biovite Australia's business.

To facilitate this restructuring, Plentex agreed to assign to Biovite Limited the Sale of Business Agreement pursuant to which it planned to acquire the business of Biovite Australia, and to also assign to it a portfolio of projects and intellectual property which Plentex has been pursuing with a view to developing and commercialising a range of natural efficacious algae derived products for the health care and pharmaceutical markets.

As consideration for acquiring this portfolio and the assignment to it of the Biovite Australia Sale of Business Agreement, Biovite Limited issued to Plentex 6,000,000 fully paid ordinary shares in its capital and 3,000,000 free attaching options exercisable at \$0.30 (30 cents) at any time prior to 30 December 2016. In addition, Biovite Limited also assumed liability to pay outstanding amounts payable by Plentex with respect to the portfolio totalling \$276,000.

On 31 May 2014, Plentex and Biovite Limited entered into a Deed of Variation, Assignment and Guarantee with Biovite Australia Pty. Ltd. by virtue of which the new company agreed to purchase the business of Biovite Australia on essentially the same terms as applied to the original planned purchase by Plentex. The "sunset date" for completion under this Deed was extended to 31 July 2014 or such later date as the parties might agree. As consideration for Biovite Australia Pty. Ltd. agreeing to the assignment of the Sale of Business Agreement to Biovite Limited, Plentex agreed to issue to Biovite Australia Pty. Ltd. at completion of the Biovite Australia business acquisition, 1,500,000 fully paid ordinary shares. Plentex was also required to guarantee the performance by Biovite Limited of its obligations under the Deed.

Unfortunately efforts to raise the minimum of \$6,500,000 required to complete the purchase of the Biovite Australia business were unsuccessful and the Vendor, Biovite Australia Pty. Ltd. declined to further extend the "sunset date" of 31 July 2014.

In August 2014 Xerion acquired the worldwide exclusive commercial rights to the only Dried Blood Spot (DBS) technology that accurately measures fatty acids in blood and other biological fluids such as breast milk. The technology was developed by Prof. Robert Gibson from the University of Adelaide, a leading world authority in nutrition. It is currently being used in a clinical trial testing 5,500 pregnant mothers and in another trial testing 1,225 infants.

This technology has the potential in revolutionizing aspects of the personalised medicine/nutrition space by offering a robust companion diagnostic. Xerion plans to explore its immediate applications in determining the Omega 3 Index, an emerging therapeutic indicator and other fatty acid profiles which are good biomarkers for cardiovascular health, inflammation and cognitive health. Xerion anticipates immediate revenues from the technology by selling it as a research tool in biomarker discovery and clinical trials. Other future revenue streams from the technology are currently under discussion.

Following this exciting acquisition Xerion resumed its negotiations with Biovite Australia Pty. Ltd., and over the balance of 2014, a number of proposals were developed and discussed which eventually led to offers being made in January 2015 to acquire the issued capital of Biovite Australia Pty. Ltd. This proposal was endorsed by Biovite Australia Pty. Ltd's directors.

As previously announced Biovite has a versatile proprietary algae based bioactive Amycot® which has anti-fungal, anti-bacterial, anti-inflammatory, anti-viral and skin repair properties. Biovite has a range of topical anti-fungal products sold under the Calmagen® brand which are available as over-the-counter products in Australia and sold in Germany, Taiwan and Malaysia with over 400,000 units sold to date.

Consideration for the purchase consisted of a mix of cash payable in instalments totalling \$3,000,000, and the issue to the Biovite Australia Vendors of 6,500,000 fully paid ordinary shares in Xerion and 2,500,000 Performance Shares, and subject to Plentex shareholder approval the issue to those vendors of a total of 1,500,000 fully paid ordinary shares in Plentex.

An initial deposit totalling \$50,000 has been paid to the Biovite shareholder vendors with the balance of deposit (\$450,000) due on 17 June 2015. The balance of the cash component of the purchase price (\$2,500,000) is payable on or before 17 February 2017.

The Xerion Performance Shares have been issued on the basis that they will convert into fully paid ordinary shares if within 24 months of the date of their issue, Xerion is successful in concluding the licensing of any product which contains or is to contain Biovite Australia's key bioactive product Amycot® or any derivative thereof or Xerion licenses its Dried Blood Spot sampling technique which results in consideration being payable to Xerion either as an upfront licence payment or guaranteed cumulative consideration payable by the licensee to Xerion exceeding \$4 million on a tiered conversion basis, depending on the cumulative consideration payable pursuant to an agreed licensing arrangement.

This event of conversion is to apply once only and in the event that any one of the above milestones is not achieved by the expiration of the 24 month period, the Performance Shares will lapse.

Xerion has recently completed a second seed capital raising totaling \$570,750 at an issue price of 15 cents and plans to raise a further \$3 million (with the right to accept oversubscriptions up to a total of \$5 million) by way of an Offer Information Memorandum at an issue price of 20 cents per share, commencing in late May 2015.

Xerion has engaged Melbourne based Sanston Securities Australia Pty. Ltd. as Corporate Financial advisor to the offer to assist Xerion with capital raising.

Plentex hold 6,010,000 fully paid ordinary shares in Xerion (currently being 29.7% of Xerion's issued capital) together with 3,000,000 options exercisable at 30 cents at any time prior to 31 December 2016.

With the acquisition of Biovite, Xerion now has 3 significant platforms to enhance its business growth:

1. An existing range of Australian Therapeutic Goods Administration (TGA) approved topical anti-fungal products that are already being sold in Australia and some offshore markets which currently generate cashflow. With a new professional marketing campaign and distribution strategy, Xerion expects sales to grow significantly.
2. An exciting new medical device/companion diagnostic tool that is market ready to generate substantial sales. This tool allows for a different way to collect blood for fatty acid analysis in a cost effective manner perfectly suited to the mass market and has the potential to disrupt certain aspects of the existing labour intensive process for the collection of blood.
3. A portfolio of projects that are in various stages of research and/or development that will bring new naturally based algae products to the market in a controlled manner.

Through its acquisition last year of Plentex's portfolio of algae based projects and related intellectual property, the focus of which was to develop a range of natural efficacious algae derived products, Xerion also has access to novel algal strains and proprietary extraction methods that could feed a robust product pipeline. Xerion also has high valued research partnerships which will be key in expanding its algal based product platforms.

For the foreseeable future Xerion will continue to share the office space occupied by Plentex and will contribute to office rental, outgoings (eg. electricity, telephone) and office staffing costs.

The Directors of Plentex accordingly recommend to shareholders that they approve this issue which is to be made to the persons and companies listed in Appendix A to the memorandum in the proportions set out against their respective names.

### **Information required by ASX Listing Rule 7.3**

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the proposed issue:

- (1) the maximum number of securities to be issued will be 1,500,000 fully paid ordinary shares;
- (2) the shares will be issued for nil issue price;
- (3) the shares will be issued and allotted to the persons and companies listed in Appendix A to this Notice;
- (4) the shares will be issued and allotted no later than three (3) months after the date of the meeting or such later date as may be permitted by an ASX waiver of the Listing Rules;
- (5) the shares will rank equally with the Company's existing fully paid ordinary shares on a post consolidation basis. The Company will apply to ASX for admission of the shares issued for quotation on ASX; and
- (6) no funds will be raised by the issue of the shares.

### **ITEM 6 AND 7**

#### **Background**

In early 2012 Plentex began to investigate several aquafeed and aquaculture opportunities in the Philippines with the assistance of Mr. Michael McMahon. Mr. McMahon a fifth generation Australian farmer with an accounting and finance broking background worked extensively in Southeast Asia and in 2006 having been a former Rugby Union and League player was invited to become the inaugural coach of the Philippine Rugby Union and whilst there developed a vision to establish a fully integrated aquaculture business company with plans to establish a vertically integrated fish farming venture near Tacloban on the island of Leyte in the Philippines commencing with the redevelopment of a substantial fish hatchery which he successfully brought into production in 2013. From early 2013 Mr. McMahon also provided consulting services to Plentex and helped Plentex formulate a plan to develop an aquafeed business at Tacloban.

Following differences as to business direction, Mr. McMahon resigned from his position as Managing Director of the fish hatchery company in early 2014 and joined Plentex in a full time consultancy role as its Manager in the Philippines. Mr. McMahon has developed an influential and supportive business and government network in the Philippines which has proven extremely beneficial for Plentex.

With Mr. McMahon's assistance Plentex is now through its recently incorporated subsidiaries Plentex Philippines Inc. and Plentex Realty Inc. commencing the development of an integrated fishmeal manufacturing plant at Suhi some 10km from Tacloban.

Benefits of this location include:

- approved Philippine Economic Zone Authority site offering strong economic incentives,
- substantial local and export opportunities in the burgeoning Asia Pacific aquafeed market,
- low capital expenditure, operating costs and abundant low cost feedstocks,
- quick pathway to significant revenue generation estimated to be in excess of \$10 million in the first full year of production.

The construction and operation of this integrated fishmeal manufacturing facility, which will produce not only fishmeal and fish oil but also rice products and cassava (tapioca) is part (Stage 1) of Plentex's strategy to establish a vertically integrated aquaculture business in the Philippines.

Stage 2 of Plentex's project is to develop an extrusion plant to produce quality pelleted aquafeeds (using in part products from the Stage 1 plant) for local markets, export and importantly Plentex's own use in Stage 3.

Stage 3 will be the farming of initially barramundi and later cobia in offshore sea cages and the establishment of a fish processing plant to prepare fillets and fish products predominantly for export to Hong Kong, Singapore, Japan and Australia.

Whilst Plentex has been developing its Philippine operations, it has also been very actively developing a proposal to construct and operate a state of the art aquafeed and pet food plant near Port Adelaide in South Australia.

The background of this project and its pathway to its present status is discussed in considerable detail in the Review of Operations and Subsequent Events section included in the Plentex Financial Report for the financial year ended 30 June 2014 and it is not proposed to repeat that history here.

Plentex is using Protemax Pty. Ltd. (ACN 167 304 001), currently a subsidiary of Plentex, as the corporate vehicle for its SA based aquafeed/pet food manufacturing project.

A site for the plant has been identified near Port Adelaide and discussions are talking place regarding the acquisition terms for this site of approximately 4 hectares, which has existing power, water, gas and sewer connections.

Plentex/Protemax have engaged Netherlands based Ottevanger Milling Engineers, one of the world's leading suppliers of production facilities and processing lines for grain processing and compound feed production, to assist with the development of the project. Ottevanger was established in 1909 and offers turnkey project services worldwide for the production of compound feed, pre-mixes, feed concentrates, aquafeed, pet food, flour and cereals. Ottevanger is currently completing a project definition phase which involves process design, cost estimation and a pre-feasibility overview.

Albury based Austratek Designs Pty. Ltd. has also been engaged to assist with the design, construction management and project management of plant facilities outside the Ottevanger scope of services. Austratek's Managing Director, Mr. Colin Anderson, has had in excess of 20 years experience in the food industry and in recent times has carried out assignments for Mars, Nestle, Rice Growers Co-operative Fonterra and many others.

The development of the pet food side of the project has been greatly assisted by input from Mr. John Blackett through his UK based consultancy G&K Blackett Ltd. which has been retained by Plentex/Protemax. Mr. Blackett has joined the Technical Advisory Boards of both Plentex and Proteimax.

Mr. Blackett established a pet food manufacturing business some 20 years ago which over time grew into the largest private label pet food manufacturing operation in the UK employing approximately 400 people and exporting to 50 to 60 countries. He sold his shareholding in this business, now known as GA Pet Food Partners, three years ago but continues to play an active role as a consultant to the business, principally involved in the procurement of existing and novel raw material inputs and process research. Mr. Blackett is an internationally recognized authority on pet food manufacture and was a member of the Executive Board of the UK Pet Food Manufacturing Association.

Assisting Plentex/Protemax in the area of aquafeed manufacture is Mr. Peter Hutchinson of New Zealand based consultancy ENH Ltd. Mr. Hutchinson is an expert on extrusion processes and the manufacture of aquafeeds. Mr. Hutchinson is also a member of the Technical Advisory Boards of Plentex and Proteimax.

The Plentex/Protemax manufacturing facility will have a capacity of 5 to 12 tonnes per hour depending on product mix. Capital cost is expected to be in the range of \$35 to \$40 million. The plant will employ 40 to 50 people and will utilize high quality raw material inputs sourced in South Australia and nearby states and utilize innovative manufacturing techniques.

Completion of the pre-feasibility study is scheduled for the end of June 2015, following which Plentex will seek a joint venture partner for the project which has the financial capability and industry expertise needed to drive the project forward to completion.

Mr. David Ellis through his consultancy company Daelmako Nominees Pty. Ltd. has played an important role since January 2014 in the development of this project, and the skills and experience which he brings to Plentex will also be of immense benefit to the Company as it pursues Stages 2 and 3 of its Philippine based integrated aquaculture business.

David has lived and worked in Tasmania, the Kimberley region and more recently at Port Lincoln in South Australia on research, sustainable production and management of pearls, Atlantic salmon and Southern Bluefin Tuna and other marine species. He has consulted and liaised with all levels of government in Australia and some governments in the Pacific region. He currently serves on two state ministerial appointed boards.

He is skilled in aqua farm husbandry areas including aquatic animal health, biosecurity, product quality, physiology and nutrition, environmental management, and wildlife interactions, OH&S, skills and education for employees. His achievements in the Australian Aquaculture industry was recognised by being awarded the industry production award at the 2014 world aquaculture conference in Adelaide SA. He has received numerous awards for research and project management at state and national level in addition to community awards for the Eyre Peninsula region.

David is Fellow of the Australian Rural Leadership Foundation, a Graduate of the Australian Institute of Company Directors and has attained a MSc focussing on fish nutrition and feeding behaviour.

#### **ITEM 6 – APPROVAL FOR ISSUE OF SHARES TO MICHAEL McMAHON (OR NOMINEE)**

Mr. Michael McMahon has provided his consultancy services to Plentex at a modest cost and has operated under difficult conditions without a permanent office and secretarial and other support services.

In recognition of this and the key role that he has played in developing to its present stage Plentex's business plan to create a substantial integrated aquafeed and aquaculture business in the Philippines and his ongoing contribution to this business, the Directors of Plentex have agreed subject to Plentex shareholder approval being given to issue and allot to Mr. McMahon (or his nominee) 1,000,000 fully paid ordinary shares in Plentex (New Shares).

This issue is subject to the provisions of ASX Listing Rules 7.1 and 7.3.



**A. ASX Listing Rule 7.1**

Item 6 seeks shareholder approval for the allotment and issue to Mr. McMahon of 1,000,000 fully paid ordinary shares in the capital of Plentex.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities or other securities with rights to conversion to equity (such as an option) if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

The effect of the passing of Item 6 will be to allow the Directors to issue the shares referred to above to Mr. McMahon during the period of 3 months after the meeting (or a longer period if allowed by ASX) without using the Company's 15% annual placement capacity.

**B. Information required by ASX Listing Rule 7.3**

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the proposed issue:

- (1) the maximum number of securities to be issued will be 1,000,000 fully paid ordinary shares;
- (2) the shares will be issued for nil issue price;
- (3) the shares will be issued and allotted to Mr. McMahon (or his nominee);
- (4) the shares will be issued and allotted no later than three (3) months after the date of the meeting or such later date as may be permitted by an ASX waiver of the Listing Rules;
- (5) the shares will rank equally with the Company's existing fully paid ordinary shares on a post consolidation basis. The Company will apply to ASX for admission of the shares issued for quotation on ASX; and
- (6) no funds will be raised by the issue of the shares.

**ITEM 7 – APPROVAL FOR ISSUE OF SHARES TO DAELMAKO NOMINEES PTY. LTD. (OR NOMINEE)**

Plentex engaged Mr. David Ellis through his consultancy company Daelmako Nominees Pty. Ltd. a consultant in early January 2014.

As noted above, Mr. Ellis has impressive qualifications and experience which has greatly assisted Plentex in the development of its proposed SA aquafeed/pet food project.

In recognition of the assistance, information and relationships which Mr. Ellis has created for Plentex and his agreement to provide ongoing services to Plentex as it develops both its South Australian and Philippines based projects the Directors of Plentex have agreed subject to Plentex's shareholders approval to issue and allot to Daelmako Nominees Pty. Ltd. (or its nominee) 1,000,000 fully paid ordinary shares in Plentex.

This issue is subject to the provisions of ASX Listing Rules 7.1 and 7.3.

**A. ASX Listing Rule 7.1**

Item 7 seeks shareholder approval for the allotment and issue to Daelmako Nominees Pty. Ltd. of 1,000,000 fully paid ordinary shares in the capital of Plentex.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities or other securities with rights to conversion to equity (such as an option) if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

The effect of the passing of Item 7 will be to allow the Directors to issue the shares and options referred to above to Daelmako Nominees Pty. Ltd. during the period of 3 months after the meeting (or a longer period if allowed by ASX) without using the Company's 15% annual placement capacity.

**B. Information required by ASX Listing Rule 7.3**

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the proposed issue:

- (1) the maximum number of securities to be issued will be 1,000,000 fully paid ordinary shares;
- (2) the shares will be issued for nil issue price;
- (3) the shares will be issued and allotted to Daelmako Nominees Pty. Ltd. (or its nominee);
- (4) the shares will be issued and allotted no later than three (3) months after the date of the meeting or such later date as may be permitted by an ASX waiver of the Listing Rules;
- (5) the shares will rank equally with the Company's existing fully paid ordinary shares on a post consolidation basis. The Company will apply to ASX for admission of the shares issued for quotation on ASX; and
- (6) no funds will be raised by the issue of the shares.

**ITEM 8 - APPROVAL FOR ISSUE OF 12,500,000 NEW SHARES – CAPITAL RAISING (Authorisation for an Issue of New Shares)**

The ability of Plentex to pursue and complete Stage 1 of its integrated aquafeed/aquaculture project in the Philippines and to also advance its SA based aquafeed pet food manufacturing project is totally dependent on the raising by the Company of \$7,250,000 in new funds which includes provision for sufficient working capital to meet the Company's corporate and administrative costs for a period of two years.

It is proposed that this new capital be raised in two phases:

*Phase 1* being the raising of \$1,250,000 by the placement of up to 12,500,000 fully paid ordinary shares at ten cents per share, to sophisticated and other exempt investors.

*Phase 2* being the raising of \$6,000,000 by the issue pursuant to a prospectus of 20,000,000 fully paid ordinary shares at 30 cents per share.

The Phase 2 capital raising will be subject to and conditional upon Plentex shareholders approving in General Meeting the consolidation of the Company's share capital on a 1 new share for every 2 existing shares basis.

As part of this consolidation process (again subject to prior shareholder approval), Plentex shareholders will be offered 3 bonus options for every 5 shares held on a post consolidation basis. These options will be exercisable at 35 cents at any time prior to 31 March 2018.

Plentex Directors hope that successful completion of the planned Phase 2 capital raising will result in the re quotation of Plentex's securities on the ASX. This will require that in addition to raising the targeted \$6,000,000 that the Company meet the other requirements of Chapters 1 & 2 of the ASX Listing Rules.

To assist in achieving the minimum shareholder spread requirement under the ASX Listing Rules, the Company proposes to offer those shareholders holding less than 6,667 shares as at the date of the Prospectus a priority right to increase their total shareholding to 6,667 and a further right to acquire an additional minimum of 5,000 shares.

**Shareholders should note that the information regarding the Company's proposed Phase 2 capital raising is indicative only at this stage.**

**The Directors reserve the right to vary the pricing of the Phase 2 capital raising and the terms upon which the proposed bonus issue of options will be made as part of the capital reconstruction process, having regard to changes in market condition and other factors that may need to be taken into account prior to the Prospectus being lodged with ASIC.**

The purpose of the resolution being Item 8 of the agenda is to obtain shareholder approval for the issue of up to 12,500,000 fully paid ordinary New Shares at an issue price of \$0.10 (ten cents) per share (New Share) to investors who will not be related parties of the Company.

This capital raising is to be the Phase 1 capital raising as outlined above.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period. One circumstance where an action or an issue is not taken into account in the calculation of this 15% threshold is where the issue has the prior approval of shareholders at a general meeting.

The following information is provided in accordance with the requirements of ASX Listing Rule 7.3:

- (a) The maximum number of securities to be issued will be 12,500,000 fully paid ordinary shares;
- (b) The shares will be allotted and issued no later than three (3) months after the date of the General Meeting (or such later date as may be permitted by an ASX waiver of the Listing Rules);
- (c) The shares will be issued to sophisticated and other exempt investors who are yet to be determined and who will not be related parties of the Company. The identity of the investors will be at the discretion of the Company or in consultation with any broker the Company may engage to assist it with placing the shares and options;
- (d) The shares will rank equally with the Company's existing fully paid ordinary shares. The Company will apply to ASX for admission of the shares issued for quotation on ASX; and
- (e) Funds raised by the issue of shares pursuant to the capital raising will be used in accordance with the Use of Funds Statement set out in Appendix B.

#### **PLENTEX LIMITED**

ABN 13 009 607 676

For further information please contact  
Registered and Principal office –

Plentex Limited

246 Esplanade, Brighton, Victoria 3186

Telephone: +61 3 9553 8896

Facsimile: +61 3 9592 2328

Website: [www.plentex.com.au](http://www.plentex.com.au)

Email: [admin@plentex.com.au](mailto:admin@plentex.com.au)

#### **SHARE REGISTER**

Computershare Investor Services Pty. Limited

452 Johnston Street, Abbotsford, Victoria 3067

Enquiries within Australia: 1300 850 505

Enquiries outside Australia: +61 3 9415 4000

Website: [www.computershare.com](http://www.computershare.com)

Email: [web.queries@computershare.com.au](mailto:web.queries@computershare.com.au)

**SECTION 3****Directors Recommendations as to Voting****ORDINARY BUSINESS**

<b>Item 1</b>	<b>Accounts and Reports</b> Shareholders are not required to vote on this resolution.
<b>Item 2</b>	<b>Remuneration Report</b> Each of the Directors abstains from making a recommendation in relation to this resolution.
<b>Item 3</b>	<b>Re Election of Mr. David Vinson</b> Each of the Directors other than Mr. Vinson recommends that Shareholders vote in favour of this resolution.

**SPECIAL BUSINESS**

<b>Item 4</b>	<b>Ratification of Prior Issue of Shares</b> Each of the Directors recommends that Shareholders vote in favour of this resolution.
<b>Item 5</b>	<b>Approval for Issue of Shares to Biovite Australia Vendors</b> Each of the Directors recommends that Shareholders vote in favour of this resolution.
<b>Item 6</b>	<b>Approval for Issue of Shares to Michael McMahon (or nominee)</b> Each of the Directors recommends that Shareholders vote in favour of this resolution.
<b>Item 7</b>	<b>Approval for Issue of Shares to Daelmako Nominees Pty. Ltd. (or nominee)</b> Each of the Directors recommends that Shareholders vote in favour of this resolution.
<b>Item 8</b>	<b>Authorisation for an Issue of New Shares</b> Each of the Directors recommends that Shareholders vote in favour of this resolution.

**SECTION 4****Interpretation****Glossary:**

In this Explanatory Memorandum the following terms have the meaning set out below.

**Appendix** means an appendix annexed to and forming part of the Explanatory Memorandum.

**Annual General Meeting or Meeting** means the meeting of Shareholders convened by the Notice.

**ASIC** means Australian Securities and Investments Commission.

**ASX** means ASX Limited (ABN 98 008 624 698) and, if the context requires, the prescribed financial market operated by it and/or one or more of its subsidiaries.

**ASX Listing Rules or Listing Rules** means the Listing Rules of ASX.

**Biovite Australia** means Biovite Australia Pty. Ltd. (ACN 097 058 743).

**Biovite Australia Vendors** means each of the persons or corporations whose names are set out in Appendix A.

**Board** means the Board of Directors of the Company.

**Company** means Plentex Limited (ACN 009 607 676).

**Constitution** means the constitution of the Company.

**Corporations Act** means the Corporations Act 2001 (*Cwlth*).

**Directors** mean the current directors of the Company.

**EST** means Australian Eastern Standard Time (Melbourne).

**Existing Share** means a share in the capital of the Company as at the date of this Notice.

**Explanatory Memorandum** means this Explanatory Memorandum.

**General Meeting or Meeting** means the meeting of shareholders convened by the Notice.

**New Share** means a fully paid ordinary share in the Company.

**Notice or Notice of Meeting** means the notice accompanying the Explanatory Memorandum.

**Plentex** means Plentex Limited (ACN 009 607 676).

**Proxy Form** means the proxy form accompanying this Notice of Meeting and Explanatory Memorandum.

**Resolutions** means the resolution contained in the Notice which Shareholders will be asked to vote upon.

**Security Holder** means a holder of a share or an option.

**Share** means a fully paid ordinary share in the capital of the Company, and where the context requires, includes an Existing Share or a New Share.

**Shareholder** means a holder of a Share.

**Xerion** means Xerion Limited (formerly known as Biovite Limited) (ACN 169 517 177).

**SECTION 5****Enquiries**

Shareholders are invited to contact the Executive Chairman, Mr. Peter C. Streader on (03) 9553 8896 (International +613 9553 8896) or by email [pstreader@plentex.com.au](mailto:pstreader@plentex.com.au) if they have any queries in respect of the matters set out in this document.

**APPENDIX A****Details of Biovite Australia Vendors**

<b>Vendor Name and Address</b>	<b>Number of fully paid ordinary Plentex Limited shares</b>
Mr. Kelvin Winston Duncan & Mrs. Averill Jean Duncan <ATF Parochestia Family Trust>	51,898
Mr. Kelvin Winston Duncan & Mrs. Averill Jean Duncan <ATF Orchestia Family Trust>	51,898
Mrs. Anne Christine Sara (G. Sara dec.)	6,920
Mrs. Susan Annette Johnston	51,898
Mr. Peter Owen Johnston	146,276
Sibyl 2 Pty. Ltd.	1,190,974
<b>TOTAL</b>	<b>1,499,864</b>

**APPENDIX B****Use of Funds Statement****(Phase 1 Capital Raising)**

<b>Philippines Aquafeed/Aquaculture Project (Stage 1)</b>	<b>AU\$</b>
Project site acquisition costs	\$200,000
Legals/corporate secretarial/fees	15,000
Site works	75,000
Factory building/warehouse construction	140,000
Rice mill/dryer – deposit & progress payment	175,000
Cassava mill/dryer – deposit & progress payment	110,000
Hatchery acquisition/renovation	25,000
Project management	75,000
<b>SA Aquafeed/Pet food project (Protemax Pty Ltd)</b>	150,000
<b>Plentex Corporate/administration (including Phase 2 – Prospectus preparation)</b>	200,000
<b>Capital raising costs (Phase 1)</b>	85,000
<b>Total</b>	<b>\$1,250,000</b>





## Lodge your vote:



### 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](http://www.intermediaryonline.com)

## For all enquiries call:

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

## Proxy Form

 **For your vote to be effective it must be received by 11am (Melbourne time) Saturday 27 June 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

**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](http://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.

**Turn over to complete the form** ➔



View your securityholder information, 24 hours a day, 7 days a week:

**[www.investorcentre.com](http://www.investorcentre.com)**



**Review your securityholding**



**Update your securityholding**

**Your secure access information is:**



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



**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.

# Proxy Form

Please mark ☒ to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of 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 Plentex Limited to be held at the Esplanade Boardroom, Quest Brighton on the Bay, 250 Esplanade, Brighton Victoria on Monday, 29 June 2015 at 11am (Melbourne 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 Item 2 (except where I/we have indicated a different voting intention below) even though Item 2 is 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 Item 2 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.

		For	Against	Abstain
Item 2	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Re-election of Director - Mr David Vinson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Ratification of prior issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Approval for issue of Shares to Biovite Australia Vendors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6	Approval for issue of Shares to Michael McMahon or Nominee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7	Approval for Issue of Shares to Daelmako Nominees Pty Ltd or Nominee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 8	Authorisation for an issue of new Shares	<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

/ /

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