



**AGENIX LIMITED**

ACN 009 213 754

---

**NOTICE OF ANNUAL GENERAL MEETING  
AND  
EXPLANATORY MEMORANDUM**

---

**DATE OF MEETING**

**TUESDAY 27 OCTOBER 2015**

**TIME OF MEETING**

**1:00PM (MELBOURNE TIME)**

**PLACE OF MEETING**

**BDO MELBOURNE  
LEVEL 14, 140 WILLIAM STREET  
MELBOURNE VICTORIA AUSTRALIA**

# AGENIX LIMITED

ACN 009 213 754

## **NOTICE OF MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Agenix Limited ("the Company") will be held at the BDO Melbourne Boardroom, Level 14, 140 William Street, Melbourne, Victoria, Australia on Tuesday 27 October 2015 at 1:00pm (Melbourne time).

### **AGENDA**

#### **ORDINARY BUSINESS**

##### **REPORTS**

To receive the Financial Report and the Reports of the Directors and Auditors for the year ended 30 June 2015.

##### **RESOLUTION 1**

###### **Adoption of Remuneration Report**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

*"That, pursuant to and in accordance with section 250R (2) of the Corporations Act the Directors' Remuneration Report, as contained within the Directors' Report, and remuneration policies disclosed therein be adopted."*

**Note: The vote on this resolution is advisory only and does not bind the directors or the Company.**

As required by the Corporations Act, no member of the Company's key management personnel, details of whose remuneration are included in the Remuneration Report, or a closely related party of any such member may vote in any capacity (eg: as a shareholder, proxy or corporate representative) on proposed Resolution 1 unless:

- the person votes as a proxy appointed by writing that specifies how the person is to vote on proposed Resolution 1; and
- the vote is not cast on behalf of any such member or closely related party of any such member.

##### **RESOLUTION 2**

###### **Election of Mr Adam Gallagher as a Director**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

*"That Mr Adam Gallagher, being a Director of the Company appointed by the Directors since the last annual general meeting of the Company and retiring in accordance with Article 13.9 of the Company's Constitution, and being eligible, be elected a Director of the Company."*

### **RESOLUTION 3**

#### **Issue of Securities to a Director in lieu of Directors Fees – Mr Craig Graeme Chapman**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

*“That, for the purposes of Section 208 of the Corporations Act 20001 and Listing Rule 10.11 and all other purposes, Shareholders approve the issue of up to the equivalent of \$46,000 in Ordinary Securities, but not exceeding 3,172,413 Ordinary Securities to Reefpeak Pty Ltd a company associated with Mr Craig Graeme Chapman in lieu of Director’s Fees at \$0.0145 per share under the terms which are set out in the Explanatory Memorandum”*

#### **Voting Exclusion Statement**

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

- Reefpeak Pty Ltd and or Mr Craig Graeme Chapman; and
- Any associate of Reefpeak Pty Ltd and Mr Craig Graeme Chapman.

However the Company need not disregard a vote on the resolution if:

- it is cast by a person as a 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.

### **RESOLUTION 4**

#### **Issue of Securities to a Director in lieu of Directors Fees – Mr Christopher McNamara**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

*“That, for the purposes of Section 208 of the Corporations Act 20001 and Listing Rule 10.11 and all other purposes, Shareholders approve the issue of up to the equivalent of \$32,000 in Ordinary Securities, but not exceeding 2,199,779 Ordinary Securities to Mr Christopher McNamara in lieu of Director’s Fees at \$0.0145 per share under the terms which are set out in the Explanatory Memorandum”*

#### **Voting Exclusion Statement**

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

- Mr Christopher McNamara; and
- Any associate of Mr Christopher McNamara.

However the Company need not disregard a vote on the resolution if:

- it is cast by a person as a 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.

## RESOLUTION 5

### Issue of Securities to a Director in lieu of Directors Fees – Mr Adam Gallagher

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

*“That, for the purposes of Section 208 of the Corporations Act 2001 and Listing Rule 10.11 and all other purposes, Shareholders approve the issue of up to the equivalent of \$32,000 in Ordinary Securities, but not exceeding 2,199,779 Ordinary Securities to DG Capital Partners Pty Ltd a company associated with Mr Adam Gallagher in lieu of Director’s Fees at \$0.0145 per share under the terms which are set out in the Explanatory Memorandum”*

#### Voting Exclusion Statement

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

- DG Capital Partners Pty Ltd and or Mr Adam Gallagher; and
- Any associate of DG Capital Partners Pty Ltd and Mr Adam Gallagher.

However the Company need not disregard a vote on the resolution if:

- it is cast by a person as a 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 - OTHER BUSINESS

To deal with any other business which may generally be brought forward in accordance with the Company’s Constitution and the Corporations Act 2001 (Cth).

By order of the Board

*Gary Taylor*

---

**Gary Taylor**

Company Secretary

## NOTES

1. For the purposes of Regulation 7.11.37 of the Corporations Regulations 2001, the Directors have determined that the voting entitlements for the purposes of the Meeting will be based on the registered holdings as at 7:00pm (AEST) on 23 October 2015. Accordingly those persons will be entitled to attend and vote at the meeting.
2. You may vote by attending the Meeting in person, by proxy, attorney or authorised representative.
3. Proxies given by any corporate shareholder must be executed in accordance with its constitution, or under the hand of a duly authorised officer or attorney.
4. A proxy form is enclosed with this Notice. If an additional proxy form is required, the Company’s share registry will supply it on request.
5. Each shareholder entitled to attend and vote at the Meeting has the right to appoint a proxy. 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. If no proportion or number is specified, then each proxy may exercise one-half of the votes. Fractions of votes will be disregarded. A proxy need not be a shareholder of the Company.
6. To be effective, the Company must receive the completed proxy form and, if the form is signed by the shareholder’s attorney, the authority under which the proxy form is signed (or a certified copy of the authority), by no later than 48 hours before the meeting at its share registry, Advanced Share Registry Services:

Post- PO Box 1156 Nedlands WA 6909

Fax- +61 (0) 8 9389 7871

7. Alternatively, you may vote online at [www.advancedshare.com.au](http://www.advancedshare.com.au).

## **AGENIX LIMITED**

**ACN 009 213 754**

### **EXPLANATORY MEMORANDUM**

This Explanatory Memorandum is intended to provide shareholders with sufficient information to assess the merits of the resolutions contained in the accompanying Notice of Annual General Meeting (**Notice**) of the Company.

The Directors of the Company (**Directors**) recommend shareholders read the Explanatory Memorandum in full before making any decision in relation to the resolutions.

#### **No investment advice**

This Explanatory Memorandum does not constitute financial product advice and it does not purport to contain all the information that a prospective investor may require in evaluating a possible investment in the Company. This Explanatory Memorandum has been prepared without taking account of any person's particular investment objectives, financial situation or needs.

#### **Responsibility statement**

Except as expressly set out below, this Explanatory Memorandum and the accompanying Notice have been prepared by the Company and are its responsibility alone.

You should read this document carefully.

#### **Disclosures regarding forward looking matters**

This Explanatory Memorandum may contain certain forward looking statements. Forward looking statements can generally be identified by the use of forward looking words such as "anticipate", "believe", "expect", "project", "forecast", "estimate", "likely", "intend", "should", "will", "could", "may", "target", "plan" and other similar expressions within the meaning of securities laws of applicable jurisdictions. Indications of, and guidance on outlook or performance are also forward looking statements. The forward looking statements contained in this Explanatory Memorandum involve known and unknown risks and uncertainties and other factors, many of which are beyond the control of the Company, and may involve significant elements of subjective judgment and assumptions as to future events which may or may not be correct. There can be no assurance that actual outcomes will not differ materially from these forward looking statements.

Copies of this Explanatory Memorandum and the Notice have been lodged with ASX for the purposes of Listing Rule 15.1.4. Neither ASX nor any of its officers take any responsibility for the contents of this Explanatory Memorandum and the Notice.

#### **Role of ASIC and ASX**

Copies of this Explanatory Memorandum and the accompanying Notice have been lodged with ASIC for the purposes of paragraph 74.62 of ASIC Regulatory Guide 74. Neither ASIC nor any of its officers take any responsibility for the contents of this Explanatory Memorandum and the Notice.

#### **Glossary**

Unless otherwise defined in this document, capitalised terms have the meaning set out in the Glossary at the end of this Explanatory Memorandum.

#### **Explanatory Information – Please read carefully**

The following information should be noted in respect of the various matters in the accompanying Notice:

## REPORTS

Section 317 of the Corporations Act 2001 requires that each of the Financial Reports which includes the Directors' Report, Financial Statements, Auditors Report and Directors' Declaration for the last Financial Year be laid before the meeting.

The reports referred to in the Notice of Annual General Meeting have been sent to Shareholders who have requested to receive a copy. If you have elected not to receive a hard copy of the Annual Report it can be found on the Company's website [www.agenix.com](http://www.agenix.com) under the heading 'Annual Reports'.

Shareholders will have a reasonable opportunity at the meeting to ask questions and make comments on these Reports and on the business and operations of the Company. Shareholders will also be given a reasonable opportunity to ask the Auditor questions about the Auditor's Report and the conduct of the audit of the Financial Statements.

No resolution is required to be moved in respect of this Item. There is no requirement either in the Corporations Act or in the Company's Constitution for members to approve the Financial Statements, the Directors' Report or the Auditor's Report.

### RESOLUTION 1 – Adoption of Remuneration Report

Pursuant to Section 250R (2) of the Corporations Act, a resolution adopting the Remuneration Report contained within the Directors' Report must be put to the vote.

Shareholders are advised that pursuant to Section 250R (3) of the Corporations Act, this resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is set out within the Directors' Report.

The Report:

- explains the Board's policy for determining the nature and amount of remuneration of executive and non-executive Directors and senior executives of the Company;
- sets out remuneration details for each Director and up to the 5 most highly remunerated senior executives of the Company;
- details and explains any performance conditions applicable to the remuneration of executive Directors and senior executives of the Company; and
- provides an explanation of the option-based compensation payments for each Director and senior executives of the Company when applicable.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

**The Chairman will vote any undirected proxies in favour of the resolution except if the proxy is from a shareholder who is also part of Key Management Personnel (KMP) or a related party of the KMP and the proxy appointment expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.**

**Where shareholders do not direct their proxies either in favour or against the resolution those proxies will be disregarded for the purpose of the count in respect of the resolution.**

**As the directors are precluded from voting on this item of business, they make no recommendation as to how members should vote on this resolution.**

### RESOLUTION 2 – Election of Mr Adam Gallagher as a Director

Mr Adam Gallagher was appointed a Director on 1 June 2015 pursuant to Article 13.9 of the Company's Constitution. In accordance with Article 13.9 Mr Gallagher holds office until the conclusion of this Annual General Meeting and offers himself for election as a Director of the Company by Shareholders.

Adam began his professional career as a commercial banking graduate with the Commonwealth Bank and later ANZ before starting his own corporate advisory business in 2006. He is a director of Scintilla Strategic Investments Limited, a microcap-focused investment company. Through this role he is involved in strategy formulation and advice, market communications, and corporate transactions with investee companies. His private business DG Capital Partners assists businesses across a range of industries through transitional phases including listings, mergers, growth management and corporate governance development. He also acts as company secretary for a number of public companies.

Adam holds a Bachelor of Economics, Master in Commerce and Graduate Diploma in Information Systems, as well as a Graduate Diploma in Applied Corporate Governance.

Mr Gallagher is also an executive director and company secretary of Pacific Environment Limited (ASX:PEH).

***The Directors (with Mr Gallagher abstaining) unanimously recommend that shareholders vote in favour of this resolution.***

**The Chairman intends to vote undirected proxies in favour of this resolution.**

### **RESOLUTION 3 –Issue of securities to a director in lieu of directors fees – Mr Craig Graeme Chapman**

The Company has agreed, subject to obtaining Shareholder approval, to allot and issue a total of \$46,000 worth of fully paid ordinary Securities in lieu of Director's Fees in the capital of the Company to Mr Craig Graeme Chapman and or his nominee, a related party, on the terms and conditions set out below.

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in Sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

In addition, ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies. Listing Rule 10.13.3 requires the Securities to be issued within one month after the date of approval by shareholders in general meeting. Mr Chapman has agreed to escrow the securities to be issued under this Resolution while he remains a director of the Company or for 12 months, whichever occurs first in time.

The issue of the Ordinary Securities to a Related Party requires the Company to obtain Shareholder approval because the grant of Ordinary Securities to a Director constitutes giving a financial benefit and as a Director, Mr Chapman is a related party of the Company. It is the view of the Directors that the exceptions set out in Sections 210 to 216 of the Corporations Act and ASX Listing Rule 10.12 may not apply in the current circumstances. Accordingly, Shareholder approval is sought for the grant of Ordinary Securities to the Related Party.

Pursuant to and in accordance with the requirements of Sections 217 to 227 of the Corporations Act and ASX Listing Rule 10.13, the following information is provided in relation to the proposed grant of Ordinary Securities:

<b>Related Party</b>	
Maximum number of Ordinary Securities to be issued pursuant to this resolution	3,172,413
Issue Price per Ordinary Share	\$0.0145
Maximum value of financial benefit to be provided	\$46,000
The Ordinary Securities will be issued within one month of obtaining shareholder approval in accordance with ASX Listing Rule 10.13.3	

The Ordinary Securities set out above are being issued in lieu of Directors Fees for the current year which will assist in preserving the Company's cash. The Securities issued will be fully paid ordinary securities in the capital of the Company and on the same terms as the Company's existing securities, except that the securities will be subject to a voluntary escrow for a period of twelve months or ceasing to act as a Director, whichever occurs first. The issue price has been determined by reference to the average volume weighted share price for the six months ended 31 August 2015.

***The Directors (with Mr Chapman abstaining) unanimously recommend that shareholders vote in favour of this resolution.***

**The Chairman intends to vote undirected proxies in favour of this resolution.**

#### **RESOLUTION 4 – Issue of securities to a director in lieu of directors fees – Mr Christopher McNamara**

The Company has agreed, subject to obtaining Shareholder approval, to allot and issue a total of \$32,000 worth of fully paid ordinary Securities in lieu of Director's Fees in the capital of the Company to Mr Christopher McNamara and or his nominee, a related party, on the terms and conditions set out below.

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in Sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

In addition, ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies. Listing Rule 10.13.3 requires the Securities to be issued within one month after the date of approval by shareholders in general meeting. Mr McNamara has agreed to escrow the securities to be issued under this Resolution while he remains a director of the Company or for 12 months, whichever occurs first in time.

The issue of the Ordinary Securities to a Related Party requires the Company to obtain Shareholder approval because the grant of Ordinary Securities to a Director constitutes giving a financial benefit and as a Director, Mr McNamara is a related party of the Company. It is the view of the Directors that the exceptions set out in Sections 210 to 216 of the Corporations Act and ASX Listing Rule 10.12 may not apply in the current circumstances. Accordingly, Shareholder approval is sought for the grant of Ordinary Securities to the Related Party.

Pursuant to and in accordance with the requirements of Sections 217 to 227 of the Corporations Act and ASX Listing Rule 10.13, the following information is provided in relation to the proposed grant of Ordinary Securities:

<b>Related Party</b>	
Maximum number of Ordinary Securities to be issued pursuant to this resolution	2,199,779
Issue Price per Ordinary Share	\$0.0145
Maximum value of financial benefit to be provided	\$32,000
The Ordinary Securities will be issued within one month of obtaining shareholder approval in accordance with ASX Listing Rule 10.13.3	

The Ordinary Securities set out above are being issued in lieu of Directors Fees for the current year which will assist in preserving the Company's cash. The Securities issued will be fully paid ordinary securities in the capital of the Company and on the same terms as the Company's existing securities, except that the securities will be subject to a voluntary escrow for a period of twelve months or ceasing to act as a Director, whichever occurs first. The issue price has been determined by reference to the average volume weighted share price for the six months ended 31 August 2015.

***The Directors (with Mr McNamara abstaining) unanimously recommend that shareholders vote in favour of this resolution.***

**The Chairman intends to vote undirected proxies in favour of this resolution.**

## **RESOLUTION 5 – Issue of securities to a director in lieu of directors fees – Mr Adam Gallagher**

The Company has agreed, subject to obtaining Shareholder approval, to allot and issue a total of \$32,000 worth of fully paid ordinary Securities in lieu of Director's Fees in the capital of the Company to Mr Adam Gallagher and or his nominee, a related party, on the terms and conditions set out below.

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in Sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

In addition, ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies. Listing Rule 10.13.3 requires the Securities to be issued within one month after the date of approval by shareholders in general meeting. Mr Gallagher has agreed to escrow the securities to be issued under this Resolution while he remains a director of the Company or for 12 months, whichever occurs first in time.

The issue of the Ordinary Securities to a Related Party requires the Company to obtain Shareholder approval because the grant of Ordinary Securities to a Director constitutes giving a financial benefit and as a Director, Mr Gallagher is a related party of the Company. It is the view of the Directors that the exceptions set out in Sections 210 to 216 of the Corporations Act and ASX Listing Rule 10.12 may not apply in the current circumstances. Accordingly, Shareholder approval is sought for the grant of Ordinary Securities to the Related Party.

Pursuant to and in accordance with the requirements of Sections 217 to 227 of the Corporations Act and ASX Listing Rule 10.13, the following information is provided in relation to the proposed grant of Ordinary Securities:

<b>Related Party</b>	
Maximum number of Ordinary Securities to be issued pursuant to this resolution	2,199,779
Issue Price per Ordinary Share	\$0.0145
Maximum value of financial benefit to be provided	\$32,000
The Ordinary Securities will be issued within one month of obtaining shareholder approval in accordance with ASX Listing Rule 10.13.3	

The Ordinary Securities set out above are being issued in lieu of Directors Fees for the current year which will assist in preserving the Company's cash. The Securities issued will be fully paid ordinary securities in the capital of the Company and on the same terms as the Company's existing securities, except that the securities will be subject to a voluntary escrow for a period of twelve months or ceasing to act as a Director, whichever occurs first. The issue price has been determined by reference to the average volume weighted share price for the six months ended 31 August 2015.

***The Directors (with Mr Gallagher abstaining) unanimously recommend that shareholders vote in favour of this resolution.***

**The Chairman intends to vote undirected proxies in favour of this resolution.**

## GLOSSARY

In this Explanatory Memorandum:

**\$ or AUD** means Australian dollars.

**ASX** means ASX Limited ACN 008 624 691 or the Australian Securities Exchange, as the context requires.

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

**ASTC Settlement Rules** means the ASTC Settlement Rules from time to time issued by ASX Settlement Pty Limited.

**Board** means the board of the Company.

**Company** means Agenix Limited ACN 009 213 754.

**Constitution** means the Constitution of the Company approved by Shareholders on 17 April 2007.

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

**Director** means a director of the Company.

**Explanatory Memorandum** means the explanatory memorandum accompanying the Notice.

**Key Management Personnel** means the Directors, officers and other employees set out in the Remuneration Report for the year ended 30 June 2015.

**Group** means the Company and each related body corporate of the Company.

**Listing Rules** or **ASX Listing Rules** means the official listing rules of ASX.

**Meeting** or **Annual General Meeting** means the annual general meeting convened by the Notice.

**Notice** means the notice of meeting accompanying this Explanatory Memorandum.

**Ordinary Securities** means an ordinary security in the Company which is quoted on the ASX.



AGENIX LIMITED  
ACN 009 213 754

### Lodge your vote:



**By Mail:**

Advanced Share Registry Limited  
PO Box 1156  
Nedlands WA 6909

Alternatively you can fax your form to  
Facsimile: +61 (0) 8 9389 7871

For Online Vote  
[www.advancedshare.com.au](http://www.advancedshare.com.au)

### For all enquiries call:

Telephone: +61 (0) 8 9389 8033  
Email: [admin@advancedshare.com.au](mailto:admin@advancedshare.com.au)

<Bar Code>

<Name>  
<Address 1>  
<Address 2>  
<Address 3>

## Proxy Form

### Instructions

1. Every shareholder has the right to appoint some other person or company of their choice, who need not be a shareholder, to attend and act on their behalf at the meeting. If you wish to appoint a person or company other than the Chairman, please insert the name of your proxyholder(s) in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual, you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name that appears on the proxy.
4. If a shareholder appoints two proxies, each proxy may be appointed to represent a specific proportion of the shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the shareholder's voting rights. Fractions shall be disregarded.
5. Completion of a proxy form will not prevent individual shareholders from attending the Meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Meeting.
6. To be effective, proxies must be delivered by shareholders as follows:  
Shareholders must deliver their proxies prior to 1:00pm (AEDT) on 23 October 2015 by mail to PO Box 1156, Nedlands, 6909, Western Australia or by facsimile at +61 (0) 8 9389 7871 or deliver to the Share Registry of the Company at 110 Stirling Hwy, Nedlands, Western Australia, 6009.
7. For the purposes of Regulation 7.11.37 of the Corporations Regulations the Company determines that shareholders holding shares at 7:00pm (AEDT) on 23 October 2015 will be entitled to attend and vote at the Meeting.
8. The Chairman intends to vote in favour of all resolutions set out in the Notice of Meeting, except if no choice is specified in respect of Resolution 1 – Adoption of Remuneration Report where no vote will be cast.
9. This proxy confers discretionary authority in respect of amendments to matters identified in the Notice of Meeting or other matters that may properly come before the Meeting.
10. This proxy should be read in conjunction with the accompanying documentation provided by management of the Company.
11. The shares represented by this proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any poll that may be called for, and if the shareholder has specified a choice in respect of any matter to be acted upon, the shares will be voted accordingly.

**Turn over to complete the form →**



**CHECK OUT OUR WEBSITE at**  
[www.advancedshare.com.au](http://www.advancedshare.com.au)

- Check all holdings by using HIN/SRN
- Update your holding details
- Reprint various documents online



<Name>  
<Address 1>  
<Address 2>  
<Address 3>

☐ **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.

**Bar Code**

HIN/SRN

CODE

## Form of Proxy

Please mark ☒ to indicate your directions

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

**PLEASE NOTE:** THIS PROXY IS SOLICITED ON BEHALF OF THE MANAGEMENT OF AGENIX LIMITED ACN 009 213 754 (THE "COMPANY") FOR USE AT THE MEETING OF THE SHAREHOLDERS OF THE COMPANY TO BE HELD AT THE BDO MELBOURNE BOARDROOM, LEVEL 14, 140 WILLIAM STREET, MELBOURNE VICTORIA AUSTRALIA ON 27 OCTOBER 2015 AT 1:00PM (AEDT) OR ANY ADJOURNMENT THEREOF (THE "MEETING").

I/We being a member/s of Agenix Limited hereby appoint

the Chairman  
of the meeting

OR

**PLEASE NOTE:** If you leave the section blank, the Chairman of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) 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 at the Meeting and at any adjournment of that meeting.

With respect to any amendment or variations to the matters identified in the Notice of Meeting and any other matters which may properly come before the Meeting, I/we confer discretionary authority on the person voting on behalf of me/us to vote as that person sees fit. At the time of printing this Form of Proxy, management knows of no such amendment, variation or other matter.

### STEP 2 Items of Business



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

If you wish to indicate how your proxy is to vote, please tick the appropriate places below.

FOR

AGAINST

ABSTAIN

Resolution 1 – Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Appointment of Directors – Adam Gallagher	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Issue of Securities to Craig Chapman in lieu of Directors Fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Issue of Securities to Chris McNamara in lieu of Directors Fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 – Issue of Securities to Adam Gallagher in lieu of Directors Fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no choice is specified, the shareholder is conferring discretionary authority on the proxy to vote at his or her discretion. However, the Chairman intends to vote FOR each of the resolutions other than to adopt the Remuneration Report for which no vote will be cast by the Chairman.

**SIGN**

### Signing by member

This section **must** be signed in accordance with the instructions overleaf to enable your directions to be implemented.

**Individual or Member 1**

Sole Director and Sole  
Secretary

**Member 2 (if joint holding)**

Director/Company  
Secretary

**Member 3 (if joint holding)**

Director

/ /

Date