

Form 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial shareholder

To: Company name/ Scheme **PROTEOMICS INTERNATIONAL LABORATORIES LTD**

ACN/ ARSN **169 979 971**

1. Details of substantial holder (1)

Name **DR RICHARD JOHN LIPSCOMBE**

ACN/ ARSN (if applicable) **NOT APPLICABLE**

There was a change in the interests of the substantial holder on

16 APRIL 2018

The previous notice was given to the company on

4 JANUARY 2017

The previous notice was dated on

4 JANUARY 2017

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present Notice	
	Person's votes	Voting Power (5)	Person's votes	Voting Power (5)
FULLY ORDINARY PAID SHARES	16,253,781	27.55%	19,011,204	23.73%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
6 APRIL 2018	DR RICHARD JOHN LIPSCOMBE	EXERCISE OF PIQO OPTIONS	FROM LOAN AMOUNT ADVANCED BY DR LIPSCOMBE WHICH WERE OFFSET AGAINST APPLICATION MONIES FOR CONVERSION OF PIQO OPTIONS AMOUNTING TO \$176,484.60	882,423 FULLY PAID ORDINARY SHARES	882,423
6 APRIL 2018	RICHARD JOHN LIPSCOMBE <THE LUK A/C>	EXERCISE OF PIQO OPTIONS	\$105,000	525,000 FULLY PAID ORDINARY SHARES	525,000
6 APRIL 2018	RICHARD JOHN LIPSCOMBE <THE LUK A/C>	EXERCISE OF PIQO OPTIONS	FROM THE LOAN AMOUNT ADVANCED BY DR LIPSCOMBE WHICH WERE OFFSET AGAINST THE APPLICATION MONIES OF PIQO OPTIONS AMOUNTING TO \$120,000	600,000 FULLY PAID ORDINARY SHARES	600,000
6 APRIL 2018	BJOUXZ PTY LTD <THE LOZ SUPERANNUATION FUND>	EXERCISE OF PIQO OPTIONS	\$150,000	750,000 FULL PAID ORDINARY SHARES	750,000
5 FEBRUARY TO 16 APRIL 2018	DR RICHARD JOHN LIPSCOMBE	DILUTION AS A RESULT OF EXERCISE OF PIQO OPTIONS	NOT APPLICABLE	10,074,614 FULLY PAID ORDINARY SHARES	10,074,614
5 FEBRUARY TO 16 APRIL 2018	RICHARD JOHN LIPSCOMBE <THE LUK A/C>	DILUTION AS A RESULT OF EXERCISE OF PIQO OPTIONS	NOT APPLICABLE	8,186,590 FULLY PAID ORDINARY SHARES	8,186,590
5 FEBRUARY TO 16 APRIL 2018	BJOUXZ PTY LTD <THE LOZ SUPERANNUATION FUND>	DILUTION AS A RESULT OF EXERCISE OF PIQO OPTIONS	NOT APPLICABLE	750,000 FULLY PAID ORDINARY SHARES	750,000

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest ^a	Class and number of securities	Person's votes
DR RICHARD JOHN LIPSCOMBE	DR RICHARD JOHN LIPSCOMB	DR RICHARD JOHN LIPSCOMBE	DIRECTLY HELD	10,074,614 FULLY PAID ORDINARY SHARES	10,074,614
RICHARD JOHN LIPSCOMBE <THE LUK A/C>	RICHARD JOHN LIPSCOMBE <THE LUK A/C>	RICHARD JOHN LIPSCOMBE <THE LUK A/C>	INDIRECTLY HELD	8,186,590 FULLY PAID ORDINARY SHARES	8,186,590
BJOUXZ PTY LTD <THE LOZ SUPERANNUATION FUND>	BJOUXZ PTY LTD <THE LOZ SUPERANNUATION FUND>	BJOUXZ PTY LTD <THE LOZ SUPERANNUATION FUND>	INDIRECTLY HELD	750,000 FULLY PAID ORDINARY SHARES	750,000

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme as follows:

Name and ACN/ARSN (if applicable)	Nature of association
NOT APPLICABLE	

6. Addresses

The addresses of persons named in this form are:

Name	Address
DR RICHARD JOHN LIPSCOMBE	28 HORNSEY ROAD FLOREAT WA 6014
RICHARD JOHN LIPSCOMBE <THE LUK A/C>	28 HORNSEY ROAD FLOREAT WA 6014
BJOUXZ PTY LTD <THE LOZ SUPERANNUATION FUND>	28 HORNSEY ROAD FLOREAT WA 6014

Signature

print name **DR RICHARD JOHN LIPSCOMBE**

capacity

sign here



Date

16 APRIL 2018

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.