

The Australian Securities Exchange
Companies Announcements Office
SYDNEY

30 November 2011

Dear Sir/Madam

RE: SECTION 708A(6) NOTICE AND APPENDIX 3B

Notice pursuant to subsection 708A(5)(e) of the Corporations Act 2001 (Cth)(Act)

1. Probiomics Limited (PCC) is pleased to announce that it has now completed the private placement of 33,333,333 shares to sophisticated and professional investor clients of Taylor Collison Limited and Veritas Securities Limited at a price of \$0.006 per share. Under the terms of the placement Taylor Collison and Veritas will be paid a placement fees of 5% of the total amount raised.
2. As required under subsection 708A(6) of the Act, the Company advises that:
 - the Company issued the securites to sophisticated and professional investors without the disclosure to investors under Part 6D.2 of the Act;
 - this Notice is being given pursuant to subsection 708A(5)(e) of the Act;
 - a) the provisions of Chapter 2M of the Act as they apply to the Company,
 - b) and section 674 of the Act; and
 - as at the date of this Notice, the Company is not in possession of any excluded information as defined in subsection 708A(7) and 708A(8) of the Act.
3. Please find attached related Appendix 3B.

Yours sincerely,



ASHOK JAIRATH
Company Secretary

CONTACTS

Mr Ashok Jairath - Chief Financial Officer and Company Secretary
Tel: 02 9844 5422
Email ashok.jairath@probiomics.com.au

About Probiomics Limited

Probiomics has proprietary ownership of a unique probiotic strain – PCC®

PCC® has been clinically proved to have superior qualities to other probiotic strains – particularly in promoting systemic immune response.

Probiomics' commercial objective is to earn royalties from licensing PCC® to distribution companies selling products in global markets.

Appendix 3B

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

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

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

Probiomics Limited

ABN

97 084 464 193

We (the entity) give ASX the following information.

Part 1 - All issues

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

- | | | |
|---|--|---|
| 1 | +Class of +securities issued or to be issued | Ordinary shares pursuant to private placement; |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 33,333,333 |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Issue of shares pursuant to \$ 200,000 raised through private placement at \$0.006 per share under listing rule 7.1 |

+ See chapter 19 for defined terms.

4	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?	Rank equally with existing fully paid ordinary shares on issue.										
	If the additional securities do not rank equally, please state:											
	<ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 											
5	Issue price or consideration	\$0.006 per share										
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Working capital to fund the professional fees related to the Hunter Immunology takeover.										
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	29 November 2011										
8	Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="703 1171 951 1205">Number</th> <th data-bbox="959 1171 1286 1205">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="703 1211 951 1245">294,235,077</td> <td data-bbox="959 1211 1286 1279">PCC- Ordinary fully paid shares</td> </tr> </tbody> </table>	Number	+Class	294,235,077	PCC- Ordinary fully paid shares						
Number	+Class											
294,235,077	PCC- Ordinary fully paid shares											
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="703 1339 991 1373">Number</th> <th data-bbox="999 1339 1286 1373">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="703 1379 991 1413">33,333,333</td> <td data-bbox="999 1379 1286 1514">Fully paid ordinary shares subject to potential ASX imposed restriction</td> </tr> <tr> <td data-bbox="703 1581 991 1615">15,000,000</td> <td data-bbox="999 1581 1286 1682">PCCAI Options expiring 25 November 2013</td> </tr> <tr> <td data-bbox="703 1715 991 1749">2,000,000</td> <td data-bbox="999 1715 1286 1816">PCCAK Options expiring 3 December 2013</td> </tr> <tr> <td data-bbox="703 1850 991 1883">2,500,000</td> <td data-bbox="999 1850 1286 1928">Options expiring 24 May 2014</td> </tr> </tbody> </table>	Number	+Class	33,333,333	Fully paid ordinary shares subject to potential ASX imposed restriction	15,000,000	PCCAI Options expiring 25 November 2013	2,000,000	PCCAK Options expiring 3 December 2013	2,500,000	Options expiring 24 May 2014
Number	+Class											
33,333,333	Fully paid ordinary shares subject to potential ASX imposed restriction											
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2,000,000	PCCAK Options expiring 3 December 2013											
2,500,000	Options expiring 24 May 2014											

+ See chapter 19 for defined terms.

- 10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) As determined by the Directors from time to time in accordance with the Company's Constitution

Part 2 - Bonus issue or pro rata issue

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

+ See chapter 19 for defined terms.

- 24 Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of ⁺security holders
- 25 If the issue is contingent on ⁺security holders' approval, the date of the meeting
- 26 Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled
- 27 If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders
- 28 Date rights trading will begin (if applicable)
- 29 Date rights trading will end (if applicable)
- 30 How do ⁺security holders sell their entitlements *in full* through a broker?
- 31 How do ⁺security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do ⁺security holders dispose of their entitlements (except by sale through a broker)?
- 33 ⁺Despatch date

Part 3 - Quotation of securities

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

- 34 Type of securities
(*tick one*)
- (a) Securities described in Part 1
- (b) All other securities
- Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

⁺ See chapter 19 for defined terms.

Tick to indicate you are providing the information or documents

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

Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought

39 Class of +securities for which quotation is sought

40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

 If the additional securities do not rank equally, please state:
 • the date from which they do
 • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
 • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now
 Example: In the case of restricted securities, end of restriction period

 (if issued upon conversion of another security, clearly identify that other security)

42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)	Number	+Class

+ See chapter 19 for defined terms.

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here:

Company Secretary

Date: 30 November 2011

Print name:

Ashok K Jairath

+ See chapter 19 for defined terms.