



## **Immuron Limited**

ACN: 063 114 045

### **Notice of Annual General Meeting and Explanatory Memorandum**

---

Date of Meeting: Friday 29<sup>th</sup> November 2013

Time of Meeting: 10:00am (Melbourne time)  
Registration from 9:45am

Place of Meeting: K&L Gates  
Level 25, South Tower  
525 Collins Street  
Melbourne VIC 3000

<p>This is an important document. It should be read in its entirety. If you are in doubt as to the course you should follow, consult your financial or other professional adviser.</p>
--

**IMMURON LIMITED  
ACN: 063 114 045**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 2013 Annual General Meeting of Immuron Limited ACN 063 114 045 will be held at K&L Gates, Level 25, South Tower, 525 Collins Street, Melbourne VIC 3000, Australia on Friday 29 November 2013 at 10:00 a.m. AEDT.

The attached Explanatory Statement is provided to supply Shareholders with information to enable Shareholders to make an informed decision regarding the Resolutions set out in this Notice. The Explanatory Statement is to be read in conjunction with this Notice.

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

**1. Agenda - Ordinary Business**

**2013 Annual Financial Statements**

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2013 together with the declaration of the Directors' and the reports of the Directors and Auditors.

While no resolution is required in relation to this item, Shareholders will be given the opportunity to ask questions and make comments on the Company's annual financial statements and reports.

A representative of Company's auditor, PricewaterhouseCoopers, will be present at the Meeting and Shareholders will have an opportunity to ask the auditor questions in relation to the conduct of the audit, the auditor's report, the Company's accounting policies, and the independence of the auditor.

The Immuron Limited 2013 Annual Report can be viewed online at the Company's website [www.immuron.com](http://www.immuron.com) on the "Financial Results" page under "Investor Relations and News".

**Resolution 1 Adoption of Remuneration Report**

To consider and if thought fit, to pass, with or without amendment, the following resolution as a non-binding resolution:

*"That for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the year ended 30 June 2013 included in the Directors' Report, which is attached to the Company's annual financial report as required under section 300A of the Corporations Act, be adopted by the Company."*

**Voting Exclusion Statement:** In accordance with the Corporations Act the Company will disregard any votes cast in relation to this resolution by or on behalf of the Key Management Personnel, which includes the Directors and executives in the consolidated group whose remuneration is included in the Remuneration Report and their closely related parties (Excluded Persons). However, the Company need not disregard a vote if:

- it is cast by an Excluded 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.

### **Resolution 2 Election of Daniel Pollock as a Director**

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

*"That pursuant to article 70 of the Company's Constitution and ASX Listing Rule 14.4, the members of the Company approve the election of Daniel Pollock, as a director of the Company, who having been appointed since the last Annual General Meeting to fill a casual vacancy and being eligible, offers himself for election."*

### **Resolution 3 Election of Stephen Anastasiou as a Director**

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

*"That pursuant to article 70 of the Company's Constitution and ASX Listing Rule 14.4, the members of the Company approve the election of Stephen Anastasiou, as a director of the Company, who having been appointed since the last Annual General Meeting to fill a casual vacancy and being eligible, offers himself for election."*

### **Resolution 4 Approve the issue of 8,750,000 Shares to Grandlodge Pty Ltd or its nominee**

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

*"That, for the purposes of ASX Listing Rule 10.11 and all other purposes, the issue of 8,750,000 Shares to Grandlodge Pty Ltd, an entity associated with Company Director, Stephen Anastasiou, as referred to in the Explanatory Statement, is approved."*

**Voting Exclusion Statement:** The Company will disregard any votes cast on this resolution by Grandlodge Pty Ltd or its nominee (if any) and any of its, or its nominees, associates. However, the Company need not disregard a vote 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.

### **Resolution 5 Approve the issue of up to 2,604,167 Shares and 20,000,000 Options to Roger Aston or his nominee**

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

*"That, for the purposes of ASX Listing Rule 10.11 and all other purposes, the issue of up to 2,604,167 Shares and 20,000,000 Options to Roger Aston or his nominee, as referred to in the Explanatory Statement, is approved."*

**Voting Exclusion Statement:** The Company will disregard any votes cast on this resolution by Roger Aston or his nominee (if any) and any of his, or his nominees, associates. However, the Company need not disregard a vote 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.

**Resolution 6 Approve the issue of up to 1,875,000 Shares and 10,000,000 Options to Daniel Pollock or his nominee**

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

*“That, for the purposes of ASX Listing Rule 10.11 and all other purposes, the issue of up to 1,875,000 Shares and 10,000,000 Options to Daniel Pollock or his nominee, as referred to in the Explanatory Statement, is approved.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast on this resolution by Daniel Pollock or his nominee (if any) and any of his, or his nominees, associates. However, the Company need not disregard a vote 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.

**Resolution 7 Approve the issue of 10,000,000 Options to Stephen Anastasiou**

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

*“That, for the purposes of ASX Listing Rule 10.11 and all other purposes, the issue of 10,000,000 Options to Stephen Anastasiou or his nominee, as referred to in the Explanatory Statement, is approved.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast on this resolution by Stephen Anastasiou or his nominee (if any) and any of his, or his nominees, associates. However, the Company need not disregard a vote 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.

**Resolution 8 Approve the issue of up to 5,000,000 Shares and 10,000,000 Options to The CFO Solution**

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

*“That, for the purposes of ASX Listing Rule 7.1 and all other purposes, the issue of up to 5,000,000 Shares and 10,000,000 Options to The CFO Solution or its nominee, as referred to in the Explanatory Statement, is approved.”*

**Voting exclusion statement:** The Company will disregard any votes cast on this Resolution by any person who may participate in the issue and any person who may obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed. However, the Company need not disregard a vote 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 the direction on the proxy form to vote as the proxy decides.

**Resolution 9 Appointment of William Buck Audit (VIC) Pty Ltd as the Company’s auditor**

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

*“That, subject to ASIC accepting the resignation of PricewaterhouseCoopers as the Company’s auditor, William Buck Audit (VIC) Pty Ltd, being qualified to act as auditor of the Company and having consented to act as auditor of the Company, be appointed as the auditor of the Company.”*

---

## Special Resolution

---

### Resolution 10 Approval of additional capacity to issue shares under ASX Listing Rule 7.1A

To consider and if thought fit, pass the following resolution as a special resolution:

*"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement."*

**Voting Exclusion Statement:** The Company will disregard any votes cast on this Resolution by a person who may participate in the 10% Placement facility issue and a person who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary securities) if this Resolution is passed, and any associates of those persons. However, the Company will not disregard a vote if:

- it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- it is cast by the Chairman 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.

---

## 2. Determination of voting entitlement

---

For the purpose of determining a person's entitlement to vote at the Meeting, a person will be recognized as a shareholder and the holder of Shares if that person is registered as a holder of those Shares at 7:00 p.m. AEDT on Wednesday 27 November 2013.

---

## 3. Votes

---

Unless a poll is demanded in advance of voting on a resolution, voting on each resolution will initially be by way of a show of hands. On a show of hands, each member present in person or by proxy or, in the case of a body corporate, by a representative, shall have one vote.

On a poll, every member present in person or by attorney or by proxy or, in the case of a body corporate, by a representative, shall have one vote for each share held by him, her or it.

---

## 4. Proxies

---

A Shareholder entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of the Shareholder. Where the Shareholder is entitled to cast two or more votes, the Shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half of the votes. A proxy need not be a Shareholder.

To be effective, the instrument of appointment of a proxy (and power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority) must be received by the Company by 10:00 a.m. AEDT on 27 November 2013:

- by mail to the Company at PO Box 8694, Armadale, VIC, 3143;
- personally to the Company at Suite 1, 1233 High St, Armadale, VIC, 3143; or
- by facsimile to +61 (03) 9822 7735.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolutions 1, 4, 5, 6, 7 and 8 by marking either "For", "Against" or "Abstain" on the form of proxy for that item of business.

Subject to the voting restrictions set out in the Voting Exclusion Statement, the Chairperson will vote undirected proxies on, and in favour of all Resolutions.

If the proxy is the Chairman, the Chairman can also vote undirected proxies on Resolutions 1, 4, 5, 6, 7 and 8 and provided that proxy form expressly authorises the Chairman to vote even though Resolutions 1, 4, 5, 6, 7 and 8 are connected with the remuneration of key management personnel.

A form of proxy accompanies this Notice.

### 5. Questions and Comments by Shareholders at the Meeting

A reasonable opportunity will be given to Shareholders to ask questions and/or make comments on the management of the Company at the Meeting.

A reasonable opportunity will be given for Shareholders to ask questions of the Company's external auditor, PricewaterhouseCoopers. These questions should relevant to:

- a) the conduct of the audit;
- b) the preparation and contents of the audit report;
- c) the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- d) the independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to PricewaterhouseCoopers if the question is relevant to the content of the audit report or the conduct of its audit of the Company's financial report for the year ended 30 June 2013. Relevant written questions for the external auditor must be received by the Company by no later than 10:00 a.m. AEDT on 22 November 2013. A representative of PricewaterhouseCoopers will provide answers to the questions at the Meeting.

For and on behalf of the Board of Directors;



**Peter Vaughan**  
Company Secretary  
Immuron Limited

Dated: Monday 28<sup>th</sup> October 2013.

### **EXPLANATORY STATEMENT**

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in this Notice.

The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

### **Ordinary Resolutions**

#### **Resolution 1 Adoption of Remuneration Report**

In accordance with Section 300A(1) of the Corporations Act the Remuneration Report is included in the Directors Report for the financial year ended 30 June 2013.

The Remuneration Report sets out details of the remuneration received by the directors and key Company executives, in addition to describing Board policy in respect of remuneration. Resolution 1 seeks shareholder approval of the adoption of the Remuneration Report by the Company.

The outcome of this resolution is not binding on the Company or the Board. However, sections 250U to 250Y of Corporations Act provide for a 'two strikes and re-election' process in relation to the shareholder vote on the Remuneration Report provide that:

- A 'first strike' will occur if this Remuneration Report resolution receives a 'no' vote of 25% or more. If this occurs, the Company's subsequent remuneration report will contain an explanation of the Board's proposed action in response to the 'no' vote or an explanation of why no action has been taken by the Board.
- A 'second strike' will occur if the resolution to adopt the Remuneration Report at the 2014 Company Annual General Meeting also receives a 'no' vote of 25% or more. If this occurs, shareholders will vote at that Annual General Meeting to determine whether the Directors will need to stand for re-election at a separate, subsequent meeting (the 'spill resolution'). If the spill resolution passes with 50% or more of eligible votes cast, the spill meeting must take place within 90 days.

The Company has not received a first strike.

The Remuneration Report is set out in the Company's 2013 Annual Report which can be viewed online at the Company's website, [www.immuron.com](http://www.immuron.com).

#### **Resolution 2 Election of Daniel Pollock as a Director**

In accordance with article 70 of the Company's constitution and Listing Rule 14.4, all Directors who have been appointed to fill casual vacancies may only hold office until the next Annual General Meeting of Shareholders where they must retire, but are eligible for election. Accordingly, Daniel Pollock who was appointed a casual Director on 11 October 2012 retires and offers himself for election as a Director.

Details of Daniel Pollock's qualifications, experience and special responsibilities are set out in the Company's 2013 Annual Report.

#### **Resolution 3 Election of Stephen Anastasiou as a Director**

In accordance with article 70 of the Company's constitution and Listing Rule 14.4, all Directors who have been appointed to fill casual vacancies may only hold office until the next Annual General Meeting of Shareholders where they must retire, but are eligible for election. Accordingly, Stephen Anastasiou who was appointed a casual Director on 28 May 2013 retires and offers himself for election as a Director.

Details of Stephen Anastasiou's qualifications, experience and special responsibilities are set out in the Company's 2013 Annual Report.

### **Resolution 4 – Approve the issue of 8,750,000 Shares to Grandlodge Pty Ltd**

In June 2013, the Company entered into a services agreement with Grandlodge Pty Ltd (Grandlodge) for the provision of management, sales and marketing services by Grandlodge to the Company (Services Agreement). Grandlodge is an entity associated with Company Director, Stephen Anastasiou.

Resolution 4 seeks Shareholder approval for the issue of 8,750,000 Shares to Grandlodge as consideration for fees payable from 1 June 2013 to 30 November 2013 pursuant to the Services Agreement. The issue of Shares as consideration for fees payable provides an incentive based fee payment to Grandlodge and reduces the Company's cash expenditure. Shareholder approval is sought for the purposes of ASX Listing Rule 10.11 and all other purposes.

#### **ASX Listing Rule 10.11**

ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval by ordinary resolution prior to permitting a director or an associate of a director to acquire securities.

If approval is given under ASX Listing Rule 10.11, separate approval is not required under ASX Listing Rule 7.1. Shareholders should therefore note that should the issue of Shares to Grandlodge be approved under ASX Listing Rule 10.11, the issue will not be included in the 15% calculation for the purposes of ASX Listing Rule 7.1.

#### **Information required by ASX Listing Rule 10.13**

The following information is provided in compliance with ASX Listing Rule 10.13:

- a) ASX Listing Rule 10.13.1: Name of the person  
Grandlodge and/or its nominee.
- b) ASX Listing Rule 10.13.2: Maximum number of securities to be issued  
8,750,000 Shares.
- c) ASX Listing Rule 10.13.3: Date by which the securities are to be issued  
If shareholders approve Resolution 4, the issue and allotment of Shares to Grandlodge and/or his nominee will occur no later than one month after the date of the General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules).
- d) ASX Listing Rule 10.13.4: Nature of relationship  
Grandlodge is an entity associated with Stephen Anastasiou. Stephen Anastasiou is a Director of the Company.
- e) ASX Listing Rule 10.13.5: Price for each security and terms of issue  
Shares rank equally in all respects with existing quoted Shares. Shares will be issued at an issue price of \$0.004 per Share.
- f) ASX Listing Rule 10.13.16: Voting exclusion statement  
A voting exclusion statement is included in the Notice.
- g) ASX Listing Rule 10.13.6A: The intended use of the funds raised  
No funds will be raised from the issue of Shares.
- h) Pursuant to ASX Listing Rule 7.2, Exception 14: Approval not required under ASX Listing Rule 7.1  
As approval for the issue of the Shares referred to in Resolution 4 is being sought under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.



**Resolution 5 Approve the issue of up to 2,604,167 Shares and 20,000,000 Options to Roger Aston or his nominee****General**

The Company proposes to issue 2,604,167 Shares and 20,000,000 Options to the Company's Chairman, Roger Aston, and/or his nominee as remuneration and on the terms and conditions set out below. Shareholder approval is sought for the purposes of ASX Listing Rule 10.11 and all other purposes.

The issue of Shares and Options as a form of remuneration reduces cash expenditure of the Company by enabling the Company to remunerate Directors with a combination of Shares, Options and cash.

***Issue of 2,604,167 Shares***

In order to conserve Company funds, Roger Aston has agreed, subject to Shareholder approval to accept up to \$15,625 of his Directors fees for a 3-month period in Shares (instead of cash) at a Share issue price of \$0.006 per Share (2,604,167 Shares). The payment of Directors fees in Shares reduces the Company's cash expenditure and provides an incentive based form of remuneration to Directors. Subject to the passing of Resolution 5 the Company will issue 2,604,167 Shares at \$0.006 per Share to Rogers Aston or his nominee as consideration for \$15,625 in Directors fees payable.

***20,000,000 Options***

Subject to Shareholder approval, the Company intends to issue 20,000,000 Options to Rogers Aston or his nominee as an incentive based form of remuneration. The issue of Options to directors as a form of incentive based remuneration is common practice in listed companies and further encourages and rewards efforts by directors to improve the performance of the Company to the commercial benefit of all shareholders. The exercise price of Options will be at least a 50% premium to the closing market price of Shares as traded on ASX on the date of issue of the Options, therefore, for the Director to realise any financial gain from the issue of Options, the Company's Share price will have to increase at by at least 50% from the date of issue of Options.

The Board believes it is important to offer these Options to continue to attract and maintain highly experienced and qualified Board members in a competitive market. In addition, the Options may provide the Company with additional funding (if the Options are exercised).

**ASX Listing Rule 10.11**

ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval by ordinary resolution prior to permitting a director or an associate of a director to acquire securities.

If approval is given under ASX Listing Rule 10.11, separate approval is not required under ASX Listing Rule 7.1. Shareholders should therefore note that should the issue of Shares and Options to Mr Aston be approved under ASX Listing Rule 10.11, the issue will not be included in the 15% calculation for the purposes of ASX Listing Rule 7.1.

**Information required by ASX Listing Rule 10.13**

The following information is provided in compliance with ASX Listing Rule 10.13:

- a) ASX Listing Rule 10.13.1: Name of the person  
Roger Aston and/or his nominee.
- b) ASX Listing Rule 10.13.2: Maximum number of securities to be issued  
2,604,167 Shares and 20,000,000 Options.
- c) ASX Listing Rule 10.13.3: Date by which the securities are to be issued

If shareholders approve Resolution 5, the issue and allotment of Shares and Options to Roger Aston and/or his nominee will occur no later than one month after the date of the General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules).

- d) ASX Listing Rule 10.13.4: Nature of relationship  
Roger Aston is a Director of the Company.
- e) ASX Listing Rule 10.13.5: Price for each security and terms of issue  
Shares rank equally in all respects with existing quoted Shares. Shares will be issued at an issue price of \$0.006 per Share.  
  
Options will be issued for nil consideration. Each Option will entitle the holder to subscribe for one Share in the Company and will expire 3 years from the date of issue. The Options will be exercisable at an exercise price which is at least a 50% premium to the closing price of Shares as traded on ASX on the date the Options are issued, and will otherwise be issued on the terms and conditions set out in Appendix A.
- f) ASX Listing Rule 10.13.16: Voting exclusion statement  
A voting exclusion statement is included in the Notice.
- g) ASX Listing Rule 10.13.6A: The intended use of the funds raised  
No funds will be raised from the issue of Shares and Options to Rogers Aston and/or his nominee.
- h) Pursuant to ASX Listing Rule 7.2, Exception 14: Approval not required under ASX Listing Rule 7.1  
As approval for the issue of the Shares and Options referred to in Resolution 5 is being sought under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

**Resolution 6 Approve the issue of up to 1,875,000 Shares and 10,000,000 Options to Daniel Pollock or his nominee**

**General**

The Company proposes to issue 1,875,000 Shares and 10,000,000 Options to Non-Executive Director, Daniel Pollock, and/or his nominee as remuneration and on the terms and conditions set out below. Shareholder approval is sought for the purposes of ASX Listing Rule 10.11 and all other purposes.

The issue of Shares and Options as a form of remuneration reduces cash expenditure of the Company by enabling the Company to remunerate Directors with a combination of Shares, Options and cash.

***Issue of 1,875,000 Shares***

In order to conserve Company funds, Daniel Pollock has agreed, subject to Shareholder approval to accept up to \$11,250 of his Directors fees for a 3-month period in Shares (instead of cash) at a Share issue price of \$0.006 per Share (1,875,000 Shares). The payment of Directors fees in Shares reduces the Company's cash expenditure and provides an incentive based form of remuneration to Directors. Subject to the passing of Resolution 6, the Company will issue 1,875,000 Shares to Daniel Pollock or his nominee as consideration for \$11,250 in Directors fees payable.

***10,000,000 Options***

Subject to Shareholder approval, the Company intends to issue 10,000,000 Options to Daniel Pollock or his nominee as an incentive based form of remuneration. The issue of Options to directors as a form of incentive based remuneration is common practice in listed companies and further encourages and rewards efforts by directors to improve the performance of the Company to the commercial benefit of all shareholders. The exercise price of Options will be at least a 50% premium to the closing market price of Shares as traded on ASX on the date of issue of the Options, therefore, for the Director to realise any financial gain from the issue of Options, the Company's Share price will have to increase at by at least 50% from the date of issue of Options.

The Board believes it is important to offer these Options to continue to attract and maintain highly experienced and qualified Board members in a competitive market. In addition, the Options may provide the Company with additional funding (if the Options are exercised).

### ASX Listing Rule 10.11

ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval by ordinary resolution prior to permitting a director or an associate of a director to acquire securities.

If approval is given under ASX Listing Rule 10.11, separate approval is not required under ASX Listing Rule 7.1. Shareholders should therefore note that should the issue of Shares and Options to Mr Pollock be approved under ASX Listing Rule 10.11, the issue will not be included in the 15% calculation for the purposes of ASX Listing Rule 7.1.

### Information required by ASX Listing Rule 10.13

The following information is provided in compliance with ASX Listing Rule 10.13:

- a) ASX Listing Rule 10.13.1: Name of the person  
Daniel Pollock and/or his nominee.
- b) ASX Listing Rule 10.13.2: Maximum number of securities to be issued  
1,875,000 Shares and 10,000,000 Options.
- c) ASX Listing Rule 10.13.3: Date by which the securities are to be issued  
If shareholders approve Resolution 6, the issue and allotment of Shares and Options to Daniel Pollock and/or his nominee will occur no later than one month after the date of the General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules).
- d) ASX Listing Rule 10.13.4: Nature of relationship  
Daniel Pollock is a Director of the Company.
- e) ASX Listing Rule 10.13.5: Price for each security and terms of issue  
Shares rank equally in all respects with existing quoted Shares. Shares will be issued at an issue price, of \$0.006 per Share.  
  
Options will be issued for nil consideration. Each Option will entitle the holder to subscribe for one Share in the Company and will expire 3 years from the date of issue. The Options will be exercisable at an exercise price which is at least a 50% premium to the closing price of Shares as traded on ASX on the date the Options are issued, and will otherwise be issued on the terms and conditions set out in Appendix A.
- f) ASX Listing Rule 10.13.16: Voting exclusion statement  
A voting exclusion statement is included in the Notice.
- g) ASX Listing Rule 10.13.6A: The intended use of the funds raised  
No funds will be raised from the issue of Shares and Options.
- h) Pursuant to ASX Listing Rule 7.2, Exception 14: Approval not required under ASX Listing Rule 7.1

As approval for the issue of Shares and Options referred to in Resolution 6 is being sought under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

**Resolution 7 Approve the issue of 10,000,000 Options to Stephen Anastasiou****General**

Subject to Shareholder approval, the Company intends to issue 10,000,000 Options to Non-Executive Director, Stephen Anastasiou, or his nominee as an incentive based form of remuneration. The issue of Options to directors as a form of incentive based remuneration is common practice in listed companies and further encourages and rewards efforts by directors to improve the performance of the Company to the commercial benefit of all shareholders. The exercise price of Options will be at least a 50% premium to the closing market price of Shares as traded on ASX on the date of issue of the Options, therefore, for the Director to realise any financial gain from the issue of Options, the Company's Share price will have to increase at by at least 50% from the date of issue of Options.

The Board believes it is important to offer these Options to continue to attract and maintain highly experienced and qualified Board members in a competitive market. In addition, the Options may provide the Company with additional funding (if the Options are exercised).

Resolution 7 seeks Shareholder approval for the issue of 10,000,000 Options to Stephen Anastasiou or his nominee for the purposes of ASX Listing Rule 10.11 and all other purposes.

**ASX Listing Rule 10.11**

ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval by ordinary resolution prior to permitting a director or an associate of a director to acquire securities.

If approval is given under ASX Listing Rule 10.11, separate approval is not required under ASX Listing Rule 7.1. Shareholders should therefore note that should the issue of Options to Mr Anastasiou be approved under ASX Listing Rule 10.11, the issue will not be included in the 15% calculation for the purposes of ASX Listing Rule 7.1.

**Information required by ASX Listing Rule 10.13**

The following information is provided in compliance with ASX Listing Rule 10.13:

- a) ASX Listing Rule 10.13.1: Name of the person  
Stephen Anastasiou and/or his nominee.
- b) ASX Listing Rule 10.13.2: Maximum number of securities to be issued  
Up to 10,000,000 Options.
- c) ASX Listing Rule 10.13.3: Date by which the securities are to be issued  
If shareholders approve Resolution 7, the issue and allotment of Options to Stephen Anastasiou and/or his nominee will occur no later than one month after the date of the General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules).
- d) ASX Listing Rule 10.13.4: Nature of relationship  
Stephen Anastasiou is a Non-Executive Director of the Company.
- e) ASX Listing Rule 10.13.5: Price for each security and terms of issue  
Options will be issued for nil consideration. Each Option will entitle the holder to subscribe for one Share in the Company and will expire 3 years from the date of issue. The Options will be exercisable at an exercise price which is at least a 50% premium to the closing price of Shares as traded on ASX on the date the Options are issued, and will otherwise be issued on the terms and conditions set out in Annexure A.
- f) ASX Listing Rule 10.13.16: Voting exclusion statement  
A voting exclusion statement is included in the Notice.

- g) ASX Listing Rule 10.13.6A: The intended use of the funds raised  
No funds will be raised from the issue of Options.
- h) Pursuant to ASX Listing Rule 7.2, Exception 14: Approval not required under ASX Listing Rule 7.1  
As approval for the issue of the Options referred to in Resolution 7 is being sought under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

### **Resolution 8 – Approve the issue of up to 5,000,000 Shares and 15,000,000 Options to The CFO Solution**

#### **General**

Resolution 8 seeks shareholder approval for the issue and allotment of up to 5,000,000 Shares and 10,000,000 Options to The CFO Solution Team Pty Ltd (The CFO Solution) and/or its nominees for the purposes of ASX Listing Rule 7.1 and all other purposes. The CFO Solution provides accounting and company secretary services to the Company.

The CFO Solution has agreed, subject to Shareholder approval, to accept \$30,000 in fees for a 3-month period in Shares at a Share issue price of \$0.006 per Share (5,000,000 Shares). In addition, the Company has agreed, subject to shareholder approval, to issue The CFO Solution with 10,000,000 Options as part of The CFO Solution's fee structure as consideration for services provided by The CFO Solution to the Company.

The issue of Shares and Options to The CFO Solution will assist in securing their long term support and commitment to the Company while conserving cash and potentially raising additional funds for the Company (if the Options are exercised). There is no guarantee that Options will be exercised.

#### **ASX Listing Rule 7.1**

ASX Listing Rule 7.1 prohibits the Company from issuing or agreeing to issue more than 15% of its issued equity securities in any 12 month period without the approval of shareholders, unless one of the exceptions in ASX Listing Rule 7.2 applies.

If Resolution 8 is approved, the Shares and Options issued by the Company to The CFO Solution and/or its nominee may be treated by the Company as having been made with approval under ASX Listing Rule 7.1. The Company will therefore be able to issue additional equity securities without the Shares and Options the subject of Resolution 8 counting towards the 15% threshold for the purposes of ASX Listing Rule 7.1.

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

The following information is provided in compliance with ASX Listing Rule 7.3:

- a) ASX Listing Rule 7.3.1: The maximum number of securities to be issued  
5,000,000 Shares and 10,000,000 Options.
- b) ASX Listing Rule 7.3.2: The date by which securities will be issued  
If shareholder approval is obtained, the issue of the Shares and Options will occur within three months of the date of the General Meeting.
- c) ASX Listing Rule 7.3.3: Issue price of securities  
Shares will be issued at an issue price of \$0.006 per Share.  
  
Options will be issued for nil consideration.
- d) ASX Listing Rule 7.3.4: Name of allottees or basis on which allottees are determined  
The CFO Solution Team Pty Ltd and/or its nominee.

e) ASX Listing Rule 7.3.5: Terms of securities

Shares rank equally in all respects with existing quoted Shares.

Each Option will entitle the holder to subscribe for one Share in the Company and will expire 3 years from the date of issue. The Options will be exercisable at an exercise price which is at least a 50% premium to the closing price of Shares as traded on ASX on the date the Options are issued, and will otherwise be issued on the terms and conditions set out in Annexure A.

f) ASX Listing Rule 7.3.6: Intended use of the funds raised

No funds will be raised from the issue of Shares and Options.

g) ASX Listing Rule 7.3.7: Dates of allotment

If shareholder approval is obtained, the allotment of the Shares and Options will occur within three months of the date of the General Meeting.

h) ASX Listing Rule 7.3.8: Voting exclusion statement

A voting exclusion statement is included in the Notice.

### **Resolution 9 - Appointment of William Buck Audit (VIC) Pty Ltd as the Company's auditor**

For the purposes of section 327 of the Corporations Act, Shareholder approval is sought to appoint William Buck Audit (VIC) Pty Ltd ("William Buck") as auditor of the Company, subject to ASIC accepting the resignation of PricewaterhouseCoopers ("PwC") as the Company's auditor.

Resolution 9 is required to fill the vacancy created by the resignation of PwC as the Company's auditor (subject to ASIC accepting the resignation).

The CFO Solution Team Pty Ltd, being a Shareholder of the Company, has nominated that William Buck be appointed as auditor of the Company. A copy of this nomination is attached to this Notice of Meeting as Appendix B.

The Board supports the appointment of William Buck as the Company's auditor and recommend that Shareholders vote in favour of Resolution 9.

If Resolution 9 is passed and ASIC accept the resignation of PwC as the Company's auditor then the appointment of William Buck as the Company's auditor will take effect at the later of the close of this Meeting and ASIC accepting the resignation of William Buck.

## **Special Resolution**

### **Resolution 10 – Approval of additional capacity to issue Shares under ASX Listing Rule 7.1A**

#### **ASX Listing Rule 7.1A**

In 2012, the ASX introduced ASX Listing Rule 7.1A which enables certain 'eligible entities' to issue equity securities of up to 10% of their issued share capital through placements over a 12 month period commencing after the annual general meeting (Additional Placement Capacity). ASX Listing Rules require that Shareholders approve the Additional Placement Capacity by special resolution, at an annual general meeting before any equity securities are issued under the Additional Placement Capacity.

For the purposes of ASX Listing Rule 7.1A an 'eligible entity' is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an 'eligible entity'. The Additional Placement Capacity is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1. Therefore, if the Additional Placement Capacity is approved, the Directors will be allowed to issue equity securities of up to 10% of the Company's issued share capital pursuant to ASX Listing Rule 7.1A and up to 15% pursuant to ASX Listing Rule 7.1. If the Additional Placement Capacity is not approved, the Directors will still be allowed to issue equity securities of up to 15% of the Company's issued capital pursuant to ASX Listing Rule 7.1.

The Company seeks Shareholder approval by way of a special resolution to have the ability to issue equity securities under the Additional Placement Capacity should the need arise.

#### **Formula for calculating 10% Placement Facility**

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of equity securities calculated in accordance with the following formula:

#### **$(A \times D) - E$**

**A** is the number of shares on issue 12 months before the date of issue or agreement:

- a) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- b) plus the number of partly paid shares that became fully paid in the 12 months;
- c) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- d) less the number of fully paid shares cancelled in the 12 months.
- e) Note that A is has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

**D** is 10%

**E** is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.



### ASX Listing Rule 7.3A

In accordance with ASX Listing Rule 7.3A the Company provides the following information.

Any securities issued under the Additional Placement Capacity will be in the same class as existing quoted securities of the Company. The Company has the following classes of quoted equity securities as at the date of this Notice of Meeting;

- Ordinary fully paid shares ASX code IMC
- Options expiring 15 December 2013 ASX code IMCO
- Options expiring 30 April 2015 ASX code IMCOA

The issue price for each security issued under the Additional Placement Capacity will not be less than 75% of the volume weighted average price for securities in that class over the 15 trading days on which trades in that class were recorded immediately before:

- the date on which the price at which the securities are to be issued is agreed; or
- if the securities are not issued within 5 trading days of the date above, the date on which the securities are issued.

The issue of equity securities under the Additional Placement Capacity may result in voting dilution of existing ordinary shareholders (as shown in Table 1). There is also the risk that:

- the market price for equity securities in that class may be significantly lower on the issue date than on the date of the Meeting; and
- the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date.

Equity securities under the Additional Placement Capacity may be issued until the earlier of:

- 29 November 2014; and
- the date of approval by ordinary shareholders of a significant change to the Company's activities under ASX Listing Rule 11.1.2 or the date of approval by ordinary shareholders of a disposal of a major asset under ASX Listing Rule 11.2.

Any approval of the Additional Placement Capacity at this Meeting will cease to be valid in the event that ordinary shareholders approve a transaction under ASX Listing Rule 11.1.2 or 11.2.

The Company may issue equity securities under the Additional Placement Capacity for the following purposes:

- non-cash consideration: for the acquisition of new assets or the settlement of obligations (in such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rules); or
- cash consideration: to raise funds for working capital, to fund product research, development and commercialisation programs or for the acquisition of new assets.

The Company's allocation policy for issues under the Additional Placement Capacity is dependent on prevailing market conditions at the time of any proposed issue.

The identity of the allottees of the equity securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- the methods of raising funds that are available to the Company, including rights issues or other issues in which existing shareholders may participate;
- the effect of the issue of the equity securities on the control of the Company;
- the financial position of the Company; and
- advice from the Company's advisors.



The allottees under the Additional Placement Capacity have not yet been determined but allottees may include existing shareholders, existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

Table 1 shows the dilution of Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2).

The table also shows:

- I. two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- II. two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

**Table 1**

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.002 50% decrease in Issue Price	\$0.004 Issue Price	\$0.008 100% increase in Issue Price
<b>Variable A</b> 1,035,450,143 Shares	<b>10% Voting Dilution</b>	103,545,014 Shares	103,545,014 Shares	103,545,014 Shares
	<b>Funds Raised</b>	\$207,090	\$414,180	\$828,360
<b>50% increase in Variable A</b> 1,553,175,215 Shares	<b>10% Voting Dilution</b>	155,317,521 Shares	155,317,521 Shares	155,317,521 Shares
	<b>Funds Raised</b>	\$310,635	\$621,270	\$1,242,540
<b>100% increase in Variable A</b> 2,070,900,286 Shares	<b>10% Voting Dilution</b>	207,090,028 Shares	207,090,028 Shares	207,090,028 Shares
	<b>Funds Raised</b>	\$414,180	\$828,360	\$1,656,720

Table 1 has been prepared based on the following assumptions:

- Variable A is based on the number of Shares on issue at 16 October 2013
- The Company issues the maximum number of equity securities available under the Additional Placement Capacity.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.
- The table shows only the issue of equity securities under the Additional Placement Capacity and not under ASX Listing Rule 7.1.
- The issue of equity securities under the additional placement capacity includes only shares.
- The issue price of \$0.004 was the closing price of Shares as traded on ASX as at 16 October 2013. This price may fluctuate between the time of preparing this Notice and the date of the Meeting.

The Company has previously obtained approval for the Additional Placement Capacity at its 2012 Annual General Meeting. In the 12 months prior to the Meeting, the Company has issued 621,353,586 Shares representing 150.05% of Shares on issue 12 months prior to the Meeting.

The information in the below table is provided in accordance with ASX Listing Rule 7.3A.6 (b).

Date of Issue	No. Ordinary Shares	Issue Price	Closing Price*	Discount / Premium#	Issued to / basis of issue	Cash / Non-Cash	Funds Raised	Use of funds or if non-cash then value based on closing share price on 16/10/2013 of \$0.004
6/02/2013	83,500	\$0.012	\$0.0105	-12.50%	Consideration for fees payable	Non-cash	Non-cash	\$334
6/05/2013	601,886,363	\$0.003	\$0.0020	-33.33%	Rights Issue and Rights Issue Shortfall Placement	Cash	\$1,805,659	Funds raised have been / will be used to fund working capital and product commercialisation and development.
20/05/2013	19,383,723	\$0.003	\$0.004	33.33%	Rights Issue Underwriting Fee	Cash	\$58,151	

\* Closing Price: Closing price of Shares as traded on ASX on Date of Issue.

# Discount / Premium: Discount / premium of Issue Price to Closing Price.

A voting inclusion statement is included in this Notice. In accordance with ASX Listing Rule 14.11.1 and the relevant Note under that rule concerning Rule 7.1A, as at the date of this Notice it is not known who may participate in the proposed issue (if any). On that basis, no security holders are currently excluded.

## GLOSSARY

In the Notice of Meeting and Explanatory Statement the following terms have the following meanings:

**AEDT** means Australian Eastern Daylight Savings Time.

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

**ASX** means ASX Limited.

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

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

**Company or Immuron** means Immuron Limited (ACN 063 114 045).

**Constitution** means the Company's constitution.

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

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

**Explanatory Statement** means the explanatory statement to this Notice of Meeting.

**Meeting** means the 2013 Annual General Meeting of the Shareholders of the Company to be held on 29 November 2013, to which the Notice of Meeting and Explanatory Statement relate.

**Notice or Notice of Meeting** means this notice of meeting of the Company dated 24 October 2013.

**Resolution** means a resolution referred to in the Notice.

**Option** means an Option to acquire a Share in accordance with terms and conditions set out in Appendix A.

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

**Shareholder** means a holder of Shares.

Words importing the singular include the plural and vice versa.

All references to currency are in Australian dollars.

---

**Annexure A****Terms and Conditions of Options**

- (a) Each Option entitles its holder to subscribe in cash for one fully paid ordinary share in the Company (**Share**).
- (b) Each Option is exercisable at an exercise price, which is not less than a 50% premium to the closing price of Shares as traded on ASX on the date the Options are issued. Each Option is exercisable at any time prior to 5pm (AEDT) on the expiry date, which is 3 years from the date of issue each Option, by completing an option exercise form and delivering it, together with payment for the number of Shares in respect of which the Option is exercised, to the registered office of the Company. Any Option that has not been exercised prior to the Expiry Date automatically lapses.
- (c) An Option automatically lapses without any claim against the Company on the occurrence of any of the following events:
  - a. upon the bankruptcy, liquidation or winding up of an Option holder or the happening of any other event which results in the Option holder being deprived of the legal or beneficial ownership of such Option; or
  - b. upon the liquidation or winding up of the Company for any reason other than by way of members' voluntary winding up.
- (d) The Company will not apply for official quotation by ASX of the Options.
- (e) Subject to the Corporations Act, the ASX Listing Rules, and the constitution of the Company, each Option is freely transferable.
- (f) Shares issued upon the exercise of the Options will rank pari passu with the Company's existing fully paid ordinary shares.
- (g) The Company will apply for official quotation by ASX of the Shares issued upon exercise of Options, subject to any restriction obligations imposed by ASX.
- (h) The Options will not give any right to participate in dividends unless and until Shares are issued upon exercise of the relevant Options.
- (i) There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to shareholders during the life of the Options. The Company will ensure that holders will be given at least seven business days notice to allow for the exercise of Options prior to the record date in relation to any offers of securities made to shareholders.
- (j) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the Expiry Date, the number of Options or the rights attaching to the Options or both will be reconstructed in accordance with the Listing Rules applying to a reorganisation of capital at the time of the reconstruction.
- (k) If there is any inconsistency between any of the preceding terms and conditions and the ASX Listing Rules, then the ASX Listing Rules prevail to the extent of the inconsistency.

---

**Appendix B**

**Auditor Nomination**

16 October 2013

The Directors  
Immuron Limited  
Suite 1, 1233 High Street  
Armadale VIC 3142

Dear Sirs

**NOMINATION OF AUDITOR**

Pursuant to section 328B of the Corporations Act 2001, The CFO Solution Team Pty Ltd, being a member of Immuron Limited, hereby nominate William Buck Audit (VIC) Pty Ltd for appointment as Auditor of Immuron Limited.

Yours faithfully;



Phillip Hains

Director  
The CFO Solution Team Pty Ltd