
ACTINOGEN MEDICAL LIMITED

ACN 086 778 476

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of the Company will be held at the Macquarie University City Campus (MU Seminar Room 2408), Level 24, 123 Pitt Street, Sydney, New South Wales on Wednesday, 28 November 2018 at 11.30 am (AEDT).

This Notice of Annual General Meeting 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.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on (08) 6377 8043.

ACTINOGEN MEDICAL LIMITED

ACN 086 778 476

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of Shareholders of Actinogen Medical Limited (**Company**) will be held at the Macquarie University City Campus (MU Seminar Room 2408), Level 24, 123 Pitt Street, Sydney, New South Wales, on Wednesday, 28 November 2018 at 11.30 am (AEDT) (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form forms part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Monday, 26 November 2018 at 7.00 pm (AEDT).

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Section 12.

AGENDA

Annual Report

To table and consider the Annual Report of the Company for the year ended 30 June 2018, which includes the Financial Report, the Directors' Report and the Auditor's Report.

1. 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, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report be adopted by the Shareholders on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by, or on behalf of:

- (a) a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report; or
- (b) a Closely Related Party of such member.

However, a person described above may cast a vote on this Resolution if the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above and either:

- (a) the person does so as a proxy appointed in writing that specifies how the proxy is to vote on this Resolution; or
 - (b) the person is the Chairman and the appointment of the Chairman as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chairman to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of the Key Management Personnel.
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2. Resolution 2 – Approval of 10% Placement Facility

To consider and, if thought fit, to pass with or without amendment, 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 Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the issue of Equity Securities under this Resolution (except a benefit solely by reason of being a holder of ordinary securities) and any associates of those persons.

However, the Company will not disregard a vote if:

- (a) 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
- (b) 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.

3. Retirement of Dr Jason Loveridge as a Director

For the purposes of Clause 13.2 of the Constitution, Dr Jason Loveridge, a Director, retires by rotation. Dr Loveridge has advised the Company that he will not seek re-election as a Director.

4. Resolution 3 – Re-election of Director – Dr George Morstyn

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

"That, Dr George Morstyn, who was appointed as a Director on 1 December 2017 and retires in accordance with Clause 13.4 of the Constitution, being eligible and offering himself for re-election, be re-elected as a Director."

5. Resolution 4 – Ratification of Placement under Listing Rule 7.1 Capacity

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

"That, for the purposes of Listing Rule 7.4, and for all other purposes, Shareholders approve and ratify the prior issue by the Company of 11,200,000 Shares to the Placement Participants each at an issue price of \$0.05 on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Placement Participants and any of its associates.

However, the Company will not disregard a vote if:

- (a) 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
- (b) 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.

6. Resolution 5 – Authority to Grant Director Options to Dr Geoff Brooke

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

"That, for the purposes of Listing Rule 10.11, and for all other purposes, approval is given for the Company to allot and issue 4,900,000 Director Options to Dr Geoff Brooke (or his nominees) on the terms and conditions in the Explanatory Statement."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Dr Geoff Brooke or his nominees and any associates of those persons.

However, the Company will not disregard a vote if:

- (a) 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
- (b) 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.

7. Resolution 6 – Authority to Grant Director Options to Dr Bill Ketelbey

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

"That, for the purposes of Listing Rule 10.11, and for all other purposes, approval is given for the Company to allot and issue 11,700,000 Director Options to Dr Bill Ketelbey (or his nominees) on the terms and conditions in the Explanatory Statement."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Dr Bill Ketelbey or his nominees and any associates of those persons.

However, the Company will not disregard a vote if:

- (a) 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
- (b) 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.

8. Resolution 7 – Authority to Grant Director Options to Dr George Morstyn

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

"That, for the purposes of Listing Rule 10.11, and for all other purposes, approval is given for the Company to allot and issue 1,500,000 Director Options to Dr George Morstyn (or his nominees) on the terms and conditions in the Explanatory Statement."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Dr George Morstyn or his nominees and any associates of those persons.

However, the Company will not disregard a vote if:

- (a) 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

- (b) 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.

9. Resolution 8 – Renewal of Employee Option Plan

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

“That, for the purposes of Listing Rule 7.2 Exception 9(b), as an exception to Listing Rule 7.1, and for all other purposes, approval is given for the renewal of the “Actinogen Employee Option Plan” and the issue of securities there under, on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast on this Resolution by or on behalf of a Director (except one who is ineligible to participate in any employee incentive scheme in relation to the Company) and any of their associates.

However, the Company will not disregard a vote if:

- (a) 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
- (b) 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.

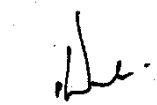
10. Resolution 9 – Section 195 Approval

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

“That, subject to and conditional on Resolutions 5 to 7 being passed, for the purposes of section 195(4) of the Corporations Act and for all other purposes, Shareholders approve and authorise the Directors to complete the transactions as contemplated in Resolutions 5 to 7.”

Dated 18 October 2018

BY ORDER OF THE BOARD



Mr Peter Webse
Company Secretary

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the Macquarie University City Campus (MU Seminar Room 2408), Level 24, 123 Pitt Street, Sydney, New South Wales on Wednesday, 28 November 2018 at 11.30 am (AEDT).

This Explanatory Memorandum should be read in conjunction with, and forms part of, the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

2. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Proxies

A Proxy Form is enclosed with the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgment of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2.2 Voting Prohibition by Proxy Holders

In accordance with section 250R of the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by, or on behalf of:

- (a) a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report; or
- (b) a Closely Related Party of such member.

However, a person described above may cast a vote on Resolution 1 if the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above and either:

- (a) the person does so as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; or
- (b) the person is the Chairman voting an undirected proxy which expressly authorises the Chairman to exercise the proxy even if Resolution 1 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote on the basis of that appointment on Resolutions 1 and Resolutions 5 to 7 if:

- (a) the person is either:
 - (i) a member of the Key Management Personnel of the Company; or
 - (ii) a Closely Related Party of such a member, and
- (b) the appointment does not specify the way the proxy is to vote on Resolutions 1 and Resolutions 5 to 7.

However, the prohibition does not apply if:

- (a) the proxy is the Chairman; and
- (b) the appointment expressly authorises the Chairman to exercise the proxy even if Resolutions 1 and Resolutions 5 to 7 are connected directly or indirectly with remuneration of a member of the Key Management Personnel of the Company.

3. Annual Report

Shareholders will be offered the opportunity to discuss the Annual Report at the Meeting. Copies of the report can be found on the Company's website www.actinogen.com.au or by contacting the Company on (08) 6377 8043.

There is no requirement for Shareholders to approve the Annual Report.

Shareholders will be offered the following opportunities:

- (a) discuss the Annual Report;
- (b) ask questions or make comment on the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- (a) the preparation and the content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

4. Resolution 1 – Adoption of Remuneration Report

Section 250R(2) of the Corporations Act provides that the Company is required to put the Remuneration Report to the vote of Shareholders. The Directors' Report contains a Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the executive and non-executive directors.

Section 250R(3) of the Corporations Act provides that this Resolution is advisory only and does not bind the Directors of the Company. Of itself, a failure of Shareholders to pass this Resolution will not require the Directors to alter any of the arrangements in the Remuneration Report.

However, under sections 250U and 250Y of the Corporations Act, Shareholders have the opportunity to remove the Board if the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings (**Two Strikes Rule**).

Under the Two Strikes Rule, where a resolution on the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting, a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the Managing Director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

At the Company's 2017 Annual General Meeting the remuneration report was approved by over 75% of Shareholders present and voting.

In summary, if the Remuneration Report receives a 'no' vote of 25% or more at this Meeting, Shareholders should be aware that if there is a 'no' vote of 25% or more at the next annual general meeting the consequences are that all Directors (other than the Managing Director) may be up for re-election.

The Chairman will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

The Chairman intends to exercise all undirected proxies in favour of Resolution 1. If the Chairman of the Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

5. Resolution 2 – Approval of 10% Placement Facility

5.1 General

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A 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.

While the Company has no current intention to use the 10% Placement Facility, the Company is now seeking shareholder approval by way of a special resolution to have the ability, if required, to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 5.2(c) below).

The Company intends to continue to expand and accelerate its existing business activities (including expenses associated with further tests in relation to the Company's existing projects). The Company may use the 10% Placement Facility for these purposes and for general working capital.

The Directors of the Company believe that Resolution 2 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

5.2 Description of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has one class of quoted Equity Securities, being the Shares (ASX Code: ACW).

(c) 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:

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

Where:

- 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.

Note that A 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.

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 5.2(c) above).

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within five Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(10% Placement Period).

5.3 Listing Rule 7.1A

The effect of Resolution 2 will be to allow the Directors to issue Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 2 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

5.4 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days immediately before:
- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within five Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 2 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:
- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,
- which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the dilution of existing 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) as at the date of this Notice.

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 A

Variable 'A' in Listing Rule 7.1A2		Dilution		
		\$0.0245 50% decrease in Issue Price	\$0.049 Issue Price (Current)	\$0.098 100% increase in Issue Price
Current Variable A	10% voting dilution	109,019,355	109,019,355	109,019,355

1,090,193,558 Shares	Funds raised	\$2,670,974	\$5,341,948	\$10,683,896
50% increase in current Variable A	10% voting dilution	163,529,033	163,529,033	163,529,033
	1,635,290,377 Shares	Funds raised	\$4,006,613	8,012,922
100% increase in current Variable A	10% voting dilution	218,038,711	218,038,711	218,038,711
	2,180,387,116 Shares	Funds raised	\$5,341,948	\$10,683,896

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
 - (ii) No Options are exercised into Shares before the date of the issue of the Equity Securities.
 - (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued Share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
 - (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
 - (v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
 - (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
 - (vii) At the date of this Notice, there are currently 1,090,193,558 Shares on issue.
 - (viii) The issue price is \$0.049, being the closing price of the Shares on ASX on 17 October 2018.
- (c) The Company will only issue the Equity Securities during the 10% Placement Period. The approval under Resolution 2 for the issue of Equity Securities pursuant to the 10% Placement Facility will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities or Listing Rule 11.2 (disposal of main undertaking).
- (d) The Company may seek to issue the Equity Securities for the following purposes:
- (i) as non-cash consideration in relation to the acquisition of new assets, technology and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
 - (ii) cash consideration, in which case, the Company intends to use funds raised for expanding or accelerating the Company's existing business activities (including expenses associated with further research and development in relation to the Company's existing development projects), pursuing other acquisitions that have a strategic fit or will otherwise add value to shareholders (including expenses associated with such acquisitions) and general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

- (e) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the recipients of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
- (i) the purpose of the issue;
 - (ii) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
 - (iii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iv) the financial situation and solvency of the Company; and
 - (v) advice from corporate, financial and broking advisers (if applicable).

The recipients under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new assets, technology or investments, it is likely that the recipients under the 10% Placement Facility will be the vendors of the new assets, technology or investments.

- (f) The Company previously obtained Shareholder approval under Listing Rule 7.1A at the Company's 2017 AGM held on 30 November 2017.
- (g) In the 12 months preceding the date of the Meeting the Company issued a total of 625,730,843 Equity Securities which represents 93.47% of the total number of Equity Securities on issue at 28 November 2017 (being 669,410,746). The Equity Securities issued in the preceding 12 months were as follows:

Date of Appendix 3B	Number of Equity Securities	Class of Equity Securities and summary of terms	Names of recipients or basis on which recipients determined	Issue price of Equity Securities and discount to Market Price¹ on the trading day prior to the issue	If issued for cash – the total consideration, what it was spent on and the intended use of any remaining funds If issued for non-cash consideration – a description of the consideration and the current value of the consideration
01/12/2017	1,500,000 Options	Note 2	Options issued to Dr George Morstyn pursuant to director appointment letter	Nil issue price. Options exercisable at \$0.10 once vested and expiring on 01/12/22 being a 78.57% premium to the Market Price on 1 December 2017 of \$0.056.	Issued to Dr George Morstyn pursuant to appointment letter. Valued at \$0.0129 each totalling \$19,350 using a Black & Scholes option pricing model.
08/12/2017	91,500,000 Shares	Note 3	Issued pursuant to a share placement to sophisticated and professional investors	\$0.04 issue price being a 18.37% discount to the Market Price on 07/12/17 of \$0.049	\$3,660,000. The funds raised, after costs, were used to fund research and development expenditure and for general working capital.

Date of Appendix 3B	Number of Equity Securities	Class of Equity Securities and summary of terms	Names of recipients or basis on which recipients determined	Issue price of Equity Securities and discount to Market Price ¹ on the trading day prior to the issue	If issued for cash – the total consideration, what it was spent on and the intended use of any remaining funds If issued for non-cash consideration – a description of the consideration and the current value of the consideration
21/12/2017	81,876,233 Options	Note 4	Loyalty options issued to existing shareholders on the basis of 2 loyalty options for every 15 shares held.	Nil issue price. Options exercisable at \$0.06 and expiring on 31 March 2019 being a 42.86% premium to the Market Price on 21/12/17 of \$0.042.	Issued to existing shareholders on a pro-rata basis. Valued at \$0.0106 each, totalling \$867,888 using a Black & Scholes option pricing model.
22/01/2018	40,500,000 Shares	Note 3	Issued pursuant to a share placement to sophisticated and professional investors	\$0.04 issue price being a 4.76% discount to the Market Price on 19/01/18 of \$0.042	\$1,620,000. The funds raised, after costs, were used to fund research and development expenditure and for general working capital.
22/01/2018	66,000,000 Options	Note 5	Issued to placement participants on the basis of 1 free attaching option for every 2 placement shares subscribed for	Nil issue price. Options exercisable at \$0.06 and expiring on 31 March 2019 being a 42.86% premium to the Market Price on 19/01/18 of \$0.042.	Issued to placement participants on the basis of 1 free attaching option for every 2 placement shares. Valued at \$0.0106 each, totalling \$699,600 using a Black & Scholes option pricing model.
03/04/2018	1,354,610	Note 6	Options issued pursuant to employee option plan	Nil issue price. Options exercisable at \$0.10 and expiring on 05/02/21 being a 112.77% premium to the Market Price on 29/03/18 of \$0.047.	Issued to employees pursuant to the employee option plan. Valued at \$0.0128 each totalling \$17,358 using a Black & Scholes option pricing model.
18/04/2018	3,000,000 Shares	Note 3	Option holders who exercised unlisted Options	\$0.02 exercise price being a 56.52% discount to the Market Price on 17/04/2018 of \$0.046.	\$60,000. The funds raised were used for working capital purposes.
14/05/2018	3,000,000 Shares	Note 3	Option holders who exercised unlisted Options	\$0.02 exercise price being a 53.49% discount to the Market Price on 11/05/2018 of \$0.043.	\$60,000. The funds raised were used for working capital purposes.

Date of Appendix 3B	Number of Equity Securities	Class of Equity Securities and summary of terms	Names of recipients or basis on which recipients determined	Issue price of Equity Securities and discount to Market Price¹ on the trading day prior to the issue	If issued for cash – the total consideration, what it was spent on and the intended use of any remaining funds If issued for non-cash consideration – a description of the consideration and the current value of the consideration
28/05/2018	187,122,994 Shares	Note 3	Issued pursuant to a share placement to Biotechnology Value Fund L.P. and certain of its affiliates.	\$0.05 issue price being a 6.38% premium to the Market Price on 25/05/18 of \$0.047.	\$9,356,149. Of the funds raised, after costs, \$4.7 million was used for research and development expenses, with the balance to be used to fund further development of Xanamem.
04/07/2018	4,000,000 Shares	Note 3	Option holders who exercised unlisted Options	\$0.02 exercise price being a 59.18% discount to the Market Price on 24/04/2017 of \$0.049.	\$80,000. The funds raised were used for working capital purposes.
12/07/2018	112,877,006 Shares	Note 3	Issued pursuant to a share placement to Biotechnology Value Fund L.P. and certain of its affiliates.	\$0.05 issue price being the Market Price on 11/07/18 of \$0.05.	\$5,643,850. The funds raised, after costs, are to be used to fund further development of Xanamem.
13/07/2018	19,050,000 Shares	Note 3	Shares issued pursuant to Share Purchase Plan to eligible shareholders.	\$0.05 issue price being a 4% discount to the Market Price on 12/07/18 of \$0.052.	\$952,500. Funds raised are to be used to drive the development of Xanamem, which includes undertaking additional studies to enhance the data set to support the treatment of Alzheimer's disease
24/07/2018	11,200,000 Shares	Note 3	Issued pursuant to a share placement to participants in relation to the Share Purchase Plan shortfall	\$0.05 issue price being a 18.03% discount to the Market Price on 23/07/18 of \$0.061.	\$560,000. Funds raised, after costs, are to be used to drive the development of Xanamem, which includes undertaking additional studies to enhance the data set to support the treatment of Alzheimer's disease.
17/09/2018	2,750,000 Shares	Note 3	Option holders who exercised unlisted Options	\$0.02 exercise price being a 63.64% discount to the Market Price on 14/09/2017 of \$0.055.	\$55,000. The funds raised were -used for working capital purposes.

Notes:

1. Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises).

2. 1,500,000 unlisted Options exercisable at \$0.10 on or before 1 December 2022 and subject to vesting conditions. Refer to Appendix 3B lodged with ASX on 1 December 2018.
 3. Fully paid ordinary shares in the capital of the Company, ASX Code: ACW (terms are set out in the Constitution).
 4. 81,876,233 listed Options exercisable at \$0.06 on or before 31 March 2019. Refer to Appendix 3B lodged 21 December 2018.
 5. 66,000,000-listed Options exercisable at \$0.06 on or before 31 March 2019. Refer to Appendix 3B lodged 21 December 2018.
 - 6.. 1,354,610 unlisted Options exercisable at \$0.10 on or before 5 February 2021 and subject to vesting conditions. Refer to Appendix 3B lodged with ASX on 3 April 2018.
 7. The value of Options is measured using the Black & Scholes option pricing model. Measurement inputs include the Share price on the measurement date, the exercise price, the term of the Option, the expected volatility of the underlying Share (based on weighted average historic volatility adjusted for changes expected due to publicly available information), the expected dividend yield and the risk-free interest rate for the term of the Option.
- (h) The Company's cash balance on 28 November 2017 was approximately \$2,118,808. There was \$21,792,500 raised from capital raisings (before costs) and \$255,000 cash raised from the exercise of options in the previous 12 months. The Company's cash balance as at 17 October 2018 is approximately \$18,273,275. The remaining funds of \$18,273,275 are intended to be applied to support the ongoing Phase II Study and additional development of Xanamem™ as previously announced, and general working capital.
- (i) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

6. Resolution 3 – Re-election of Director – Dr George Morstyn

Clause 13.4 of the Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution (being nine Directors).

Pursuant to clause 13.4 of the Constitution, any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Dr George Morstyn, having been appointed as a Non-Executive Director on 1 December 2017 will retire from the Company's Board in accordance with clause 13.4 of the Constitution and being eligible, seeks re-election by Shareholders.

Dr Morstyn has more than 25 years' experience in the biotechnology industry including as Senior Vice President of Development and Chief Medical Officer at Amgen Inc. Dr Morstyn had overall responsibility globally for drug development in all therapeutic areas including neuroscience at Amgen Inc. and was a member of the Operating Committee. Many new products were approved and launched during Dr Morstyn's tenure. Prior to joining Amgen Inc. Dr Morstyn was the principal investigator on the earliest clinical studies of the haemopoietic colony stimulating factors ('CSFs'). The CSFs were subsequently approved and launched and were a major medical breakthrough that have been used to reduce side effects of chemotherapy and enable transplantation in more than 20 million patients worldwide. The CSFs have become multi-billion dollar drugs. Since returning to Australia, Dr Morstyn has been a Non-Executive Director of various for-profit and not for profit companies, including many biotechnology companies.

Dr Morstyn is a medical graduate of Monash University (Australia), and obtained a PhD at the Walter and Eliza Hall Institute of Medical Research (Australia) and a FRACP in Medical Oncology following a Fellowship at the National Cancer Institute in the USA. He is currently on the Board of the Cooperative Research Centre for Cancer Therapeutics, Symbio (Tokyo) and Biomedical Research Victoria. He is a Member of the Australian Institute of Company Directors and a Fellow of the Australian Academy of Technological Sciences and Engineering.

The Board unanimously supports the re-election of Dr George Morstyn.

Resolution 3 is an ordinary resolution.

7. Resolution 4 – Ratification of Placement under Listing Rule 7.1 Capacity

7.1 General

As announced by the Company on 17 July 2018, the Company had received firm commitments for the placement of 11,200,000 fully paid ordinary shares at \$0.05, to raise \$560,000 (before costs) (**the Placement**). The Placement was made under the shortfall of Shares not subscribed for under the share purchase plan (**Share Purchase Plan**).

The Company completed the Share Purchase Plan on 12 July 2018 and issued the Placement Shares on 24 July 2018 to the Placement Participants.

The funds raised from the issue of the Placement Shares will be used to drive the development of Xanamem, which includes undertaking additional studies to enhance the dataset to support the treatment of Alzheimer's disease and cognitive deficiency associated with other neurological and metabolic diseases.

Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of shareholders, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The Placement Shares were issued within the Company's 15% annual limit permitted under Listing Rule 7.1 without the need for Shareholder approval.

Listing Rule 7.4 provides that where a company in general meeting ratifies a previous issue of securities made pursuant to Listing Rules 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) the issue of those securities will be deemed to have been with shareholder approval for the purpose of Listing Rule 7.1.

Resolution 4 seeks Shareholder approval for the ratification of the issue of the Placement Shares pursuant to Listing Rule 7.4. The effect of Shareholders passing Resolution 4 will be to restore the Company's ability to issue securities within the 15% placement capacity under Listing Rule 7.1 during the next 12 months without obtaining prior Shareholder approval.

7.2 Resolution 4 is an ordinary resolution. Specific Information Required by Listing Rule 7.5

For the purposes of Listing Rule 7.5 information regarding the issue of the Tranche 1 Placement Shares is provided as follows:

- (a) 11,200,000 Shares were issued by the Company on 24 July 2018 to the Placement Participants.
- (b) The Placement Shares were issued at \$0.05 each.
- (c) The Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Placement Shares were issued to the Placement Participants, none of whom are a related party of the Company.
- (e) The funds raised from the issue of the Placement Shares will be used to drive the development of Xanamem, which includes undertaking additional studies to enhance the dataset to support the treatment of Alzheimer's disease and cognitive deficiency associated with other neurological and metabolic diseases.

- (f) A voting exclusion statement is included in the Notice.

8. Resolutions 5 to 7 – Authority to Grant Director Options to Related Parties

8.1 Background

The Company has agreed, subject to obtaining Shareholder approval, to grant a total of 18,100,000 Director Options to the Directors (or their nominees) as follows:

- (a) 4,900,000 Director Options to Dr Geoff Brooke;
- (b) 11,700,000 Director Options to Dr Bill Ketelbey; and
- (c) 1,500,000 Director Options to Dr George Morstyn.

The Director Options will be granted for nil cash consideration. The Director Options will be exercisable at 172% of the 5 day VWAP at which Shares were traded on the ASX up to and including the date of grant of the Director Options, on or before the date that is 5 years from the date of the Shareholder approval of the grant of the Director Options. The Director Options vest quarterly over a period of 3 years subject to the continuous service by the holder as a Director of the Company.

8.2 Chapter 2E of the Corporations Act

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.

The grant of Director Options to each Director constitutes giving a financial benefit and Dr Geoff Brooke, Dr Bill Ketelbey and Dr George Morstyn are each a related party of the Company by virtue of being a Director.

After a review of publicly available information relating to the remuneration structures of ASX listed companies, including those operating in the Biotech industry, the Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of the Director Options to each of Dr Geoff Brooke, Dr Bill Ketelbey and Dr George Morstyn because the grant of these Director Options to each Director is considered reasonable remuneration in the circumstances.

8.3 ASX Listing Rule 10.11

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.

As the grant of the Director Options involves the issue of securities to related parties of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to ASX Listing Rule 7.1 is not required for the grant of the Director Options as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the grant of Director Options will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

Resolutions 5 to 7 are ordinary resolutions.

8.4 Specific information required under Listing Rule 10.13

For the purposes of Listing Rule 10.13, information regarding the grant of Director Options is provided as follows:

- (a) The maximum number of Director Options the Company will grant to the Directors (or their nominees) pursuant to Resolutions 5 to 7 are:

Name of Director	Number of Director Options
Dr Geoff Brooke (or his nominee)	4,900,000 Director Options
Dr Bill Ketelbey (or his nominee)	11,700,000 Director Options
Dr George Morstyn (or his nominee)	1,500,000 Director Options

- (b) The Director Options will be granted no later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (c) Dr Geoff Brooke, Dr Bill Ketelbey and Dr George Morstyn are related parties of the Company by virtue of being Directors.
- (d) Each Director Option is exercisable at 172% of the volume weighted average of the prices at which Shares were traded on the ASX during the one week period up to and including the date of grant of the Director Options and expire on or before the date that is five years from the date of Shareholder approval. Full terms and conditions of the Director Options are set out in Schedule 1. Shares issued on exercise of the Director Options will comprise fully paid ordinary shares of the Company ranking equally with all other fully paid ordinary shares of the Company.
- (e) The Director Options will be granted for nil consideration as they are being issued as incentive based remuneration. Accordingly, no funds will be raised from the issue of the Director Options.
- (f) A voting exclusion statement is included in the Notice.

9. Resolution 8 – Renewal of Employee Option Plan

Resolution 8 seeks Shareholder approval for the renewal of the Actinogen Employee Option Plan (**Option Plan**) for the purposes of the Corporations Act, for Listing Rule 7.2, Exception 9(b), and for all other purposes. The Option Plan was first adopted by Shareholders on 12 November 2015. The Company is seeking to renew the Option Plan with some variations in order to introduce a cashless exercise facility and make other changes to ensure the Option Plan consistent with the Corporations Act and the Listing Rules.

The aim of the Option Plan (as varied) is to allow the Board to attract, motivate and retain eligible Employees, who in the Board's opinion, are dedicated and will provide ongoing commitment and effort to the Company. It is considered that the adoption of the Option Plan (as varied) and the future issue of Plan Options will provide selected participants with the opportunity to participate in the future growth of the Company.

A Summary of Listing Rule 7.1 is provided in Section 7.1. Listing Rule 7.2, Exception 9(b) sets out an exception to Listing Rule 7.1, which provides that issues under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of securities under the scheme as an exception to Listing Rule 7.1.

Since 12 November 2015 (the date on which the Option Plan was last approved by Shareholders), the Company has issued 6,721,798 Plan Options in reliance on Listing Rule 7.9, Exception 9.

A detailed overview of the terms of the Option Plan (as varied) is attached in Schedule 2. The variations to the version of the Option Plan last approved by Shareholders are shown in mark-up in Schedule 2.

Resolution 8 is an ordinary resolution.

10. Resolution 9 – Section 195 Approval

Section 195 of the Corporations Act essentially provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a “material personal interest” are being considered.

Some of the Directors may have a material personal interest in the outcome of Resolutions 5 to 7. In the absence of this Resolution 9, the Directors may not be able to form a quorum at directors’ meetings necessary to carry out the terms of Resolutions 5 to 7.

The Directors have accordingly exercised their right under section 195(4) of the Corporations Act to put the issue to Shareholders to resolve upon.

Resolution 9 is an ordinary resolution and is subject to Resolutions 5 to 7 being passed.

11. Definitions

\$ means Australian Dollars.

10% Placement Facility has the meaning in Section 5.1.

10% Placement Period has the meaning in Section 5.2(f).

AEDT means Australian Eastern Daylight Time.

Annual Report means the Directors’ Report, the Financial Report and Auditor’s Report in respect to the financial year ended 30 June 2018.

Associate has the meaning given in section 318 of the Income Tax Assessment Act 1936.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

Auditor’s Report means the auditor’s report on the Financial Report.

Board means the board of Directors.

Chairman means the chairman of this Meeting.

Closely Related Party means has the meaning in section 9 of the Corporations Act.

Company or **Actinogen Medical** means Actinogen Medical Limited ACN 086 778 476.

Constitution means the current constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Director Option means an Option on the terms and conditions in Schedule 1.

Directors’ Report means the annual directors report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Eligible Entity means an entity that, at the date of the relevant general meeting:

- (a) is not included in the A&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

Employee means a person who is a full-time or part-time employee or officer or director or company secretary of the Company or a related body corporate, or such other person as the Board determines.

Employee Option Plan means the Employee Option Plan of the Company approved by Shareholders at the Company’s 2015 Annual General Meeting.

Equity Securities has the same meaning as in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

Invitation means a written invitation to an Employee to participate in the Option Plan.

Key Management Personnel means a person having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Listing Rules means the listing rules of ASX.

Meeting has the meaning in the introductory paragraph of the Notice.

Notice means this notice of meeting.

Option means an option to acquire a Share.

Option Plan has the meaning in Section 10.

Placement has the meaning in Section 8.1.

Placement Participant means various sophisticated or professional investors, none of whom is a related party of the Company.

Participant means an Employee who has accepted an Invitation to participate in the Option Plan.

Permitted Nominee means a nominated Associate of an Employee in whose favour the Board, at its discretion, has resolved to grant Plan Options.

Plan Options means Options granted to a Participant under the Option Plan.

Proxy Form means the proxy form enclosed with this Notice.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means a resolution contained in this Notice.

Section means a section contained in this Explanatory Memorandum.

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

Shareholder means a shareholder of the Company.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

In this Notice, words importing the singular include the plural and vice versa.

Schedule 1 – Terms and Conditions of Director Options

Entitlement	Each Director Option (Option) gives the holder the right to subscribe for one fully paid ordinary share in the Company (Share) upon exercise of the Option.
Issue price of Options	Options are issued for no consideration.
Exercise Price	The exercise price payable upon exercise of each Option is 172% of the 5 day VWAP up to and including the date of issue.
Vesting Conditions	The Options vest quarterly over a period of 3 years from the date of approval by Shareholders (in each case, subject to the continuous service to the Company by the holder as a director of the Company during the period from the date of grant up to and including the applicable vesting date).
Expiry Date	5.00pm (Sydney time) on the date which is 5 years from date of Shareholder approval to the issue of the Options.
Exercise Period	The Options are exercisable at any time after the applicable Vesting Condition has been satisfied and on or prior to the Expiry Date.
Lapse/Expiry	<p>(a) The Options will lapse upon the first to occur of:</p> <ul style="list-style-type: none">(i) the Expiry Date;(ii) the holder ceasing to be a director of the Company:<ul style="list-style-type: none">(A) where paragraph (b) applies, the date determined by paragraph (b) passing; or(B) where paragraph (c) applies, the date specified in paragraph (c) passing; or(C) where neither paragraph (b) or (c) applies, the date upon which the holder ceases to be a director of the Company; or(iii) the Board making a determination that the related party has acted fraudulently, dishonestly or in breach of his obligations to the Company or any of its subsidiaries. <p>(b) If at any time prior to the Expiry Date, the holder ceases to be a director of the Company as a Bad Leaver:</p> <ul style="list-style-type: none">(i) in respect of any vested Option, the holder will have until the earlier of:<ul style="list-style-type: none">(i) the Expiry Date; or(ii) the date which is three months after the date of the holder ceasing to be a director of the Company,to exercise the Option; and(ii) any unvested Option held by the holder will immediately lapse, unless otherwise determined by the Board in its absolute discretion. <p>(c) If at any time prior to the Expiry Date, the holder ceases to be a director of the Company as a Good Leaver, any:</p> <ul style="list-style-type: none">(i) Vested Option; and(ii) any unvested Option that the Board, in its absolute discretion, shall so determine, remains exercisable until the Expiry Date. <p>(d) For the purposes of this clause:</p> <p>“Bad Leaver” means a holder who ceases to be a director of the Company by any reason other than as a Good Leaver;</p> <p>“Good Leaver” means a holder who ceases to be a director of the Company by reason of retirement, permanent disability, redundancy or death, or is</p>

otherwise determined by the Board as a good leaver on a case by case basis and at its absolute discretion;

“Unvested Option” means an Option granted subject to a vesting condition and vesting condition has not been satisfied as determined by the Board; and

“Vested Option” means an Option granted subject to a vesting condition and either which any vesting condition has been satisfied or which any vesting conditions has been deemed to be satisfied as determined by the Board.

Change in Control

Upon the occurrence of a Change in Control Event, the Board may determine (in its discretion):

- (a) that the Options may vest and be exercised at any time from the date of such determination, and in any number until the date determined by the Board acting bona fide so as to permit the holder to participate in any change of control arising from a Change in Control Event provided that the Board will forthwith advise the holder in writing of such determination. Thereafter, the Options shall lapse to the extent they have not been exercised; or
- (b) to use their reasonable endeavours to procure that an offer is made to holders of Options on like terms (having regard to the nature and value of the Options) to the terms proposed under the Change in Control Event in which case the Board shall determine an appropriate period during which the holder may elect to accept the offer and, if the holder has not so elected at the end of that period, the Options shall immediately vest and become exercisable and if not exercised within 10 days, shall lapse.

For the purposes of this clause, "Change in Control Event" means:

- (a) the occurrence of:
 - (i) the offeror under a takeover offer in respect of all Shares announcing that it has achieved acceptances in respect of 50.1% or more of the Shares; and
 - (ii) that takeover bid has become unconditional (except any condition in relation to the cancellation or exercise of the Options); or
- (b) the announcement by the Company that:
 - (i) its shareholders have at a Court convened meeting of shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement under which all Shares are to be either:
 - (A) cancelled; or
 - (B) transferred to a third party; and
 - (ii) the Court, by order, approves the proposed scheme of arrangement; or
- (c) the occurrence of the sale of all or a majority of the Company's main undertaking; or
- (d) at the absolute discretion of the Board, the occurrence of a sale of at least 50% of the Company's main undertaking.

Notice of Exercise

The holder may exercise their Options by lodging with the Company:

- (a) in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion;
- (b) a written notice of exercise of Options specifying the number of Options being exercised (**Exercise Notice**); and
- (c) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised. Cheques shall be in Australian

currency made payable to the Company and crossed "Not Negotiable". An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.

Timing of issue of Shares	Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
Shares issued on exercise	All Shares issued upon the exercise of Options will upon issue rank equally in all respects with the then issued Shares.
Quotation of Shares on exercise	The Company will apply for official quotation on ASX of all Shares issued upon exercise of Options within 10 Business Days after the date of issue of those Shares.
Quotation of Options	The Options will be unlisted upon grant. No application for quotation of the Options will be made.
Transfer	<p>The Options are personal to the holder to whom they were granted, and the holder may not sell, transfer or otherwise dispose of, or make a declaration of trust in respect of, them:</p> <ul style="list-style-type: none">(a) until after the Options have vested; and(b) otherwise with the prior written consent of the Board, <p>and provided that the transfer of the Options complies with the Corporations Act.</p>
Participation in new issues	<p>There are no participation rights or entitlements inherent in the Options and the holder will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Options.</p> <p>If the Company makes an issue of Shares pro rata to existing shareholders, there will be no adjustment of the Exercise Price.</p>
Adjustment for bonus issues of Shares	<p>If the Company makes a bonus issue of Shares or other securities to existing shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):</p> <ul style="list-style-type: none">(a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the holder would have received if the holder had exercised the Option before the record date for the bonus issue; and(b) no change will be made to the Exercise Price.
Adjustments for reorganisation	If there is any reorganisation of the issued share capital of the Company, the rights of the holder may be varied to comply with the ASX Listing Rules which apply to a reorganisation of capital at the time of the reorganisation.

Schedule 2 – Summary of the Actinogen Employee Option Plan

- (a) The Directors, at their discretion, may issue Plan Options to Participants at any time, having regard to relevant considerations such as the Participant's past or potential contribution to the Company, and their period of employment with the Company.
- (b) Participants in the Option Plan are full-time or part-time employees of the Company or a related body corporate (which includes Directors, the Company Secretary and officers) or such other persons as the Board determines, or their Permitted Nominees. The Company will seek Shareholder approval for Director and related party participation in accordance with Listing Rule 10.14.
- (c) The Option Plan is administered by the Directors of the Company, who have the power to:
- (i) determine appropriate procedures for administration of the Option Plan consistent with its terms;
 - (ii) resolve conclusively all questions of fact or interpretation in connection with the Option Plan;
 - (iii) delegate the exercise of any of its powers or discretions arising under the Option Plan to any one or more persons for such period and on such conditions as the Board may determine; and
 - (iv) suspend, amend or terminate the Option Plan.
- (d) Plan Options must be granted for nil monetary consideration or no more than nominal monetary consideration.
- (e) The exercise price of the Plan Options shall be determined by the Board in its discretion.
- (f) The Company must take reasonable steps to ensure that the number of Shares to be received on exercise of the Plan Options when aggregated with:
- (i) the number of Shares in the same class issued or that may be issued during the previous 3 years under the Option Plan (or any other ASIC exempt arrangement of a similar kind to an employee incentive scheme); or
 - (ii) an employee incentive plan of the Company covered by ASIC Class Order 14/1000,
- does not exceed 5% (or such other maximum permitted under any ASIC Class Order providing relief from the disclosure regime of the Corporations Act) of the total number of issued Shares at the time the invitation to acquire Plan Options is made.
- (g) The Shares to be issued on exercise of the Plan Options will be issued on the same terms as the fully paid, ordinary shares of the Company and will rank equally with all of the Company's then existing Shares.
- (h) The Board may determine the time periods or performance hurdles after which the Plan Options will vest and the percentage of Plan Options issued which will vest at each particular time. The Option Plan provides for the release of vesting conditions at the Board's discretion in the event of a change of control of the Company.
- (i) A Plan Option must be exercised (if at all) not later than its expiry date and, subject to paragraph (j) below, may only be exercised at any time after the Plan Option has vested. The Board may determine (in its absolute discretion) any further conditions of exercise consistent with the terms of the Option Plan.
- (j) Unless otherwise determined by the Board, in its absolute discretion, if prior to the expiry date of a Plan Option held by a Participant that Participant ceases to be an employee as a bad leaver (as defined in the Option Plan) then the Participant has 3 months or until the expiry date of the Plan Options (whichever is earlier) to exercise any vested Plan Options and any unvested Plan Options immediately lapse. For a Participant who ceases to be an employee as a good leaver (as defined in the Option Plan) vested Plan Options will be held by until their expiry and unvested Plan Options will be dealt with as determined by the Board.
- (k) Plan Options may be exercised by paying the total exercise price of all Plan Options being exercised or (if provided for in the offer of Plan Options) by an election to use the cashless exercise facility. The cashless exercise facility entitles a Participant to set-off the exercise price against the number of Shares which the Participant is entitled to receive upon exercise of the Participant's Plan Options. By using the cashless exercise facility, the Participant will receive Shares to the value of the surplus after the Exercise Price has been set-off. If no such surplus exists, a Participant will not be entitled to use the cashless exercise facility.

- (l) Plan Options will not be listed for quotation. However, the Company will make application to ASX for official quotation of all Shares issued on exercise of the Plan Options as soon as practicable after their Issue Date.
- (m) The Plan Options are not transferable unless vested and with the prior written approval of the Board and provided that the transfer complies with the Corporations Act.
- (n) If there is any reorganisation of the issued share capital of the Company, the rights of the Plan Option holder may be varied to comply with the Listing Rules which apply to a reorganisation of capital at the time of the reorganisation.

There are no participating rights or entitlements inherent in the Plan Options and Participants will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Plan Options.



LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

BY MAIL
Actinogen Medical Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000

ALL ENQUIRIES TO
Telephone: +61 1300 554 474

LODGE MENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **11:30am on Monday, 26 November 2018**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE
www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the reverse of this Proxy Form).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

QR Code



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

NAME SURNAME
 ADDRESS LINE 1
 ADDRESS LINE 2
 ADDRESS LINE 3
 ADDRESS LINE 4
 ADDRESS LINE 5
 ADDRESS LINE 6



X99999999999

PROXY FORM

I/We being a member(s) of Actinogen Medical Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:30am (AEDT) on Wednesday, 28 November 2018 at Macquarie University City Campus (MU Seminar Room 2408), Level 24, 123 Pitt Street, Sydney NSW 2000** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolutions 1, 5, 6 and 7: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 5, 6, and 7, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an .

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 Section 195 Approval	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3 Re-election of Director – Dr George Morstyn	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Ratification of Placement under Listing Rule 7.1 Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5 Authority to Grant Director Options to Dr Geoff Brooke	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6 Authority to Grant Director Options to Dr Bill Ketelbey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7 Authority to Grant Director Options to Dr George Morstyn	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
8 Renewal of Employee Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

STEP 2



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

STEP 3

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

ACW PRX1803D

