

**NOTICE OF ANNUAL GENERAL MEETING**

**EXPLANATORY STATEMENT**

**PROXY FORM**

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**TIME: 11.00 AM**

**DATE: Tuesday 4 April 2017**

**PLACE: Board Room, Henslow  
Level 8, 446 Collins Street  
Melbourne Victoria 3000**

**NOTICE OF ANNUAL GENERAL MEETING**  
**BIO-GENE TECHNOLOGY LIMITED [ACN 071 735 950]**

Notice is given that the Annual General Meeting (**Meeting**) of Bio-GENE Technology Limited [ACN 071 735 950] (**Company**) will be held at 11.00 am on Tuesday 4 April 2017 at Board Room, Henslow, Level 8, 446 Collins Street, Melbourne Victoria 3000.

Each of the resolutions proposed to be put to shareholders at the Meeting are set out in this Notice of Annual General Meeting (**Notice**) and further details regarding those resolutions are set out in the Explanatory Memorandum (**Memorandum**) accompanying this Notice. The details of the resolutions contained in the Memorandum should be read together with, and form part of, this Notice.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that persons eligible to vote at the Meeting are those who are registered shareholders of the Company at 7.00 pm Sunday 2 April 2017.

**ORDINARY BUSINESS**

***2016 ANNUAL FINANCIAL STATEMENTS***

To lay before the Meeting and consider the Annual Financial Report (which includes the Annual Financial Statements and Directors' Declaration), the Directors Report, Remuneration Report and the Auditor's Report for the Company for the year ended 30 June 2016.

***RESOLUTION 1: CONFIRMATION OF APPOINTMENT OF DIRECTOR – JOHN CORNELIUS***

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That John Cornelius, having been appointed a Director on 22 June 2016, to fill a casual vacancy and being eligible for election, be elected as a Director of the Company

***RESOLUTION 2: ADOPTION OF REPLACEMENT CONSTITUTION***

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

“That the Company adopt a replacement Constitution, with immediate effect upon passing of this Resolution, on the terms set out in the Memorandum accompanying this Notice.”

***RESOLUTION 3: ADOPTION OF NON-EXECUTIVE DIRECTOR  
REMUNERATION POOL***

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That, for the purpose of the Company Constitution and for all other purposes, the aggregate maximum sum payable collectively to the Non-Executive Directors of the Company be set at \$500,000, it being noted an aggregate maximum sum payable to Non-Executive Directors has not previously been set.”

#### **VOTING EXCLUSION**

The Company will disregard votes cast on this Resolution by or on behalf of a member of the Company’s key management personnel or their closely related parties (**Restricted Voters**). However, a Restricted Voter may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a Restricted Voter and the voter is appointed as a proxy in writing that specifies the way the proxy is to vote on this Resolution. The Chair may also exercise undirected proxies if the vote is cast on behalf of a person entitled to vote and the proxy appointment expressly authorises the Chair to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of members of the key management personnel of the Company.

#### **RESOLUTION 4: APPOINTMENT OF AUDITOR**

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That, pursuant to section 327 of the Corporations Act and for all other purposes approval is given for JTP Assurance Pty Ltd to act as Auditor of the Company.”

Dated: 6 March 2017

By Order of the Board of Directors of Bio-GENE Technology Limited



**John Cornelius**  
Company Secretary

**Bio-Gene Technology Limited**

The accompanying Explanatory Memorandum and Proxy and Voting Instructions form part of this Notice.

## PROXY AND VOTING INSTRUCTIONS

### PROXY INSTRUCTIONS

A member who is entitled to vote at a meeting may appoint:

- one proxy if the member is only entitled to one vote; and
- one or two proxies if the member is entitled to more than one vote.

Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the member's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes in which case any fraction of votes will be disregarded.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be lodged not less than 48 hours before the time for holding the Meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

The proxy form must be signed by the member or his/her attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by the Corporations Act. A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation.

The proxy may, but need not, be a member of the Company.

A proxy form is attached to this Notice.

If you sign the proxy form and do not appoint a proxy, you will have appointed the Chair of the meeting as your proxy.

### CORPORATE REPRESENTATIVES

Any corporation which is a member of the Company may appoint a proxy, as set out above, or authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the chairperson of the Meeting) a natural person to act as its representative at any general meeting.

Corporate representatives are requested to bring appropriate evidence of appointment as a representative in accordance with the constitution of the Company. Attorneys are requested to bring the original or a certified copy of the power of attorney pursuant to which they were appointed. Proof of identity will also be required for corporate representatives and attorneys.

### HOW THE CHAIR WILL VOTE UNDIRECTED PROXIES


Subject to the restricted set out below, The Chair of the meeting intends to vote undirected proxies on, and in favour of, all of the proposed resolutions.

### UNDIRECTED PROXIES

The Corporations Act imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting undirected proxies on, amongst other things, remuneration matters. Resolution 3 is connected, directly or indirectly, with the remuneration of Key Management Personnel of the Company.

However, the Chair of the meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given an express voting direction to the Chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of the Key Management Personnel.

If you complete a proxy form that authorises the Chair of the Meeting to vote on your behalf as proxy, and you do not mark any boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chair to exercise your proxy on Resolutions 3. In accordance with this express authority provided by you, the Chairman will vote in favour of Resolution 3. If you wish to appoint the Chair as your proxy, and you wish

LODGING YOUR PROXY VOTE	
<p>This Proxy Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by 11.00am (AEST) on Sunday, 2 April, 2017, being <b>not later than 48 hours</b> before the commencement of the Meeting. Any Proxy Voting Forms received after that time will not be valid for the scheduled Meeting.</p>	
<p>Proxy Voting Forms can be lodged:</p>	
<p><b>ONLINE</b></p> <p><a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a></p> 	<p>Login to the Automic website using the holding details as shown on the Proxy Voting Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, shareholders will need their Holder Number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on front of the Proxy Voting form.</p>
<p><b>BY MAIL</b></p> <p>Automic Registry Services PO Box 2226 Strawberry Hills NSW 2012</p>	
<p><b>BY HAND</b></p> <p>Automic Registry Services Level 3, 50 Holt Street, Surry Hills NSW 2010</p>	
<p><b>ALL ENQUIRIES TO</b> Telephone: 1300 288 664 Overseas: + 61 2 9698 5414</p>	

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

to direct him how to vote, please tick the appropriate boxes on the Proxy Form attached to this Notice.

#### **VOTING ENTITLEMENT**

For the purposes of the Corporations Act and Corporations Regulations shareholders entered on the Company's Register of Members as at 7.00 pm on Sunday 2 April 2017 are entitled to attend and vote at the meeting.

On a poll, members have one vote for every fully paid ordinary share held. Holders of options are not entitled to vote.

#### **SPECIAL RESOLUTION**

For a special resolution to be passed, at least 75% of the votes validly cast on the resolution by shareholders (by number of shares) must be in favour of the resolution. Resolutions 2 is a special resolution.

**BIO-GENE TECHNOLOGY LIMITED [ACN 071 735 950]****2016 ANNUAL GENERAL MEETING****EXPLANATORY MEMORANDUM****PURPOSE OF INFORMATION**

This Explanatory Memorandum (**Memorandum**) accompanies and forms part of the Company's Notice of Annual General Meeting (**Notice**). The Notice incorporates, and should be read together with, this Memorandum.

**BUSINESS OF THE MEETING****2016 ANNUAL FINANCIAL STATEMENTS**

Section 317 of the Corporations Act 2001 (Cth) (**Corporations Act**) requires each of the Annual Financial Report (which includes the Annual Financial Statements and Directors' Declaration), the Directors Report, Remuneration Report and the Auditor's Report for the last financial year to be laid before the Annual General Meeting (**Meeting**). There is no requirement for these reports to be formally approved by shareholders.

Shareholders attending the Meeting will have the opportunity to put questions to the Board and make comments on matters contained in that Annual Financial Report and the management of the Company. A representative of the Company's Auditor will be invited to attend to answer questions about the audit of the Company's Annual Financial Statements.

**RESOLUTION 1: ELECTION OF DIRECTOR – JOHN CORNELIUS**

Resolution 1 is a resolution for the election of John Cornelius a director who retires in accordance with the terms of the Company's Constitution and is standing for election, was appointed as a Director of the Company on 22 June 2016

John Cornelius has a more than 30 year career in accounting, company secretarial and director roles primarily in the Oil and Gas industry as well as mining. He has been a consultant to a range of corporate clients in enterprise development, marketing, mining and forestry

The Board, with John Cornelius abstaining from making recommendations, recommend shareholders vote in favour of Resolution 1.

**RESOLUTION 2: ADOPTION OF REPLACEMENT CONSTITUTION**

The Company proposes adopting a new Constitution to replace the Company's existing Constitution with effect immediately upon the passing of this Resolution 2.

The Directors of the Company have formed the view this meeting a good opportunity to adopt a new Constitution containing modern, relevant clauses for effective and efficient corporate governance of an entity in the position of the Company. The Constitution proposed to be adopted continues to contain inherent flexibility to accommodate any proposed ASX listing of the Company.

This resolution is a special resolution and therefore at least 75% of the votes validly cast by shareholders on this resolution must be in favour of this resolution for it to be passed.

A summary of the key changes between the Company's current Constitution and the Constitution proposed to be adopted is annexed as Annexure A.

The Directors of the Company unanimously recommend shareholders vote in favour of Resolution 2.

**RESOLUTION 3: ADOPTION OF NON-EXECUTIVE DIRECTOR REMUNERATION POOL**

The Company proposes adopting maximum aggregate remuneration pool payable to Non-Executive Directors of the Company of \$500,000 it being noted a maximum aggregate sum payable collective to the Company's Non-Executive Directors has not previously been set.

All current directors are considered executive directors and are paid as consultants.

The Resolution adopting the aggregate remuneration pool payable to Non-Executive Directors provides the Company with certainty in respect of the aggregate maximum amount able to be paid to Non-Executive Directors and flexibility to increase the remuneration of its non-executives, or appoint additional non-executives, if deemed appropriate in the future including, for example, if the Company pursues an ASX-listing. A review of the remuneration paid to Non-Executive Directors of companies in similar positions to that of the Company has been undertaken, with the proposed remuneration pool aligning with the remuneration arrangements of these other entities.

**RESOLUTION 4: APPOINTMENT OF AUDITOR**

On 28 September 2016 the Company obtained consent from the Australian Securities and Investment Commission for the resignation of the Company's auditor John Foley. The resignation was the result of ill health.

Section 327C (1) of the Corporations Act provides that if a vacancy occurs in the office of an auditor of a public company, the directors must, within one month after the vacancy occurs, appoint another auditor. On 29 September 2016 the Directors appointed JTP Assurance Pty Ltd (**JTP Assurance**) as auditors of the Company pursuant to section 327C(1).

Section 327C (2) of the Corporation Act provided that an auditors appointed under section 327C (1) holds office until the company's next AGM.

Through Resolution 4 for the appointment of JTP Assurance as auditors of the Company. JTP Assurance have consented to that appointment.

The Company has sought and obtained a nomination from a shareholder for JTP Assurance to act as auditor. A copy of that nomination is attached to this Notice as Annexure B.

**Note:** unless otherwise specified, all monetary amounts are in Australia dollars.

**ANNEUXRE A**

**SUMMARY OF KEY CHANGES TO CONSTITUTION**

Set out below is a non-exhaustive list of the key differences between the Company's current constitution and the constitution proposed to be adopted:

**Share capital**

- Clarified provisions relating to changes in share capital, particularly consolidation or division of the Company's existing share capital (as the case may be).
- Amended provisions in respect of the sale of less than a marketable parcel to be effective should the Company be admitted to the Official List of the Australian Securities Exchange (**ASX**).

### **General Meetings**

- Reduction in the notice period required for shareholders for a general meeting of the Company (including the Company's annual general meeting) from 28 days to 21 days (note: should the Company be admitted to the Official List of ASX 28 days' notice will be required for each meeting).
- Specifically sets out the business that must be dealt with by the Company at each Annual General meeting, including the rights of shareholders to ask questions of the management of the Company.
- Allows for direct votes by shareholders, being those votes delivered to the Company prior to the meeting in question (other than by way of proxy).

### **Directors**

- The minimum number of Directors the Company will be required to have will be reduced from 4 to 3.
- The process for retirement and re-election of Directors has been varied to be consistent with the requirements of the ASX Listing Rules.
- Added email/fax acceptance of a resolution as an effective means of passing said resolution.

### **Dividends**

- Amendment to provisions relating to dividends for consistency with the ASX Listing Rules.

### **Distribution of assets**

- Added provisions in respect of any distribution of assets made by the Company in accordance with recent guidance from the Australian Securities and Investments Commission.

Other than those differences set out above, the constitution proposed to be adopted by the Company includes variations aimed at modernising the Company's corporate governance and increasing the applicability of the Company's constituent documents in the event it seeks admission to the Official List of ASX.

A full copy of the Company's current constitution and the constitution proposed to be adopted can be obtained by shareholders from the Company free of charge by contacting The Company Secretary

## **ANNEXURE B**

### **AUDITORS NOMINATION**



Kevin P Rumble  
10 Mulwarrie Circle  
Wanneroo  
Western Australia 6065

28 September 2016

Mr Sam Claringbold  
Partner  
JTP Assurance Pty Ltd  
10<sup>th</sup> Floor, 446 Collins Street  
Melbourne Vic 3000

Dear Mr Claringbold

Re APPOINTMENT OF AUDITOR

I, Kevin Rumble being a member of Bio-Gene Technology Limited, hereby give written notice pursuant to Section 328B(1) of the Corporations Act of the nomination of Mr Sam Claringbold of JTP Assurance for appointment as Auditor of the Company at the next Annual General Meeting subject to ASIC approval.

Yours faithfully



Kevin P Rumble

