

Bio-Gene Technology Limited

ACN 071 735 950

Notice of 2017 Annual General Meeting

To be held at Henslow Pty Ltd, Level 7, 333 Collins Street, Melbourne, Victoria
on Wednesday, 6 September 2017 at 11am (Melbourne time)

Bio-Gene Technology Limited

ACN 071 735 950

Notice of Annual General Meeting

Notice is given that the 2017 Annual General Meeting of the members of Bio-Gene Technology Limited (**Company**) will be held at Henslow Pty Ltd, Level 7, 333 Collins Street, Melbourne, Victoria on Wednesday, **6 September 2017** at 11am (Melbourne time) for the purpose of considering and, if thought appropriate, passing the following resolutions.

General Business

1. **Receipt and Consideration of 2017 Financial Statements and Reports**

To receive and consider the Financial Statements of the Company and its controlled entities for the year ended 30 June 2017, together with the Directors' Report and the Independent Audit Report as set out in the Annual Report 2017.

2. **Receipt and Consideration of 2016 Financial Statements and Reports**

To receive and consider the Financial Statements of the Company and its controlled entities for the year ended 30 June 2016, together with the Directors' Report and the Independent Audit Report as set out in the Annual Financial Statements 2016.

3. **Resolution 1 – Appointment of Auditor**

To consider, and if thought fit, to 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."

4. **Resolution 2 – Election of Mr. Donald Brumley as a Non-Executive Director**

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

"That pursuant to clause 105(a) of the Company's Constitution, the members of the Company approve the election of Mr. Donald Brumley as a Director of the Company."

5. **Resolution 3 – Election of Mr. Richard Jagger as an Executive Director**

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

"That pursuant to clause 105(a) of the Company's Constitution, the members of the Company approve the election of Mr. Richard Jagger as a Director of the Company."

6. **Resolution 4 – Re-election of Mr. Peter May as a Non-Executive Director**

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

"That pursuant to clause 111(d) of the Company's Constitution, the members of the Company approve the re-appointment of Mr. Peter May as a Director of the Company who, pursuant to clause 111(a) is retiring by rotation and being eligible, offers himself for re-election."

7. **Resolution 5 – Re-election of Mr. Kevin Rumble as a Non-Executive Director**

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

"That pursuant to clause 111(d) of the Company's Constitution, the members of the Company approve the re-appointment of Mr. Kevin Rumble as a Director of the Company who, pursuant to clause 111(a) is retiring by rotation and being eligible, offers himself for re-election."

Special Business

8. Resolution 6 – Adoption of the Loan Share Plan

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

“That for the purposes of sections 259B(2) and 260C(4) of the *Corporations Act 2001* (Cth) and for all other purposes the members of the Company approve adoption by the Company of the Loan Share Plan, as laid before the meeting (a copy of which was available for inspection at the registered office of the Company).”

9. Resolution 7 - 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’s Constitution and for all other purposes, the aggregate maximum sum payable collectively to the Non-Executive Directors of the Company be set at \$450,000, it being noted an aggregate maximum sum payable to Non-Executive Directors has not previously been set.”

10. Resolution 8 - Consolidation

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

“That for the purposes of Section 254H of the *Corporations Act 2001* (Cth) the issued capital of the Company be consolidated on the basis that every two (2) ordinary shares be consolidated into one (1) ordinary share, with any resulting fractions of a share rounded up to the next whole number of shares on the terms set out in the Explanatory Notes which accompanied and formed part of the Notice of Annual General Meeting.”

11. Resolution 9 - 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, as described in the Explanatory Notes which accompanied the Notice of Annual General Meeting.”

By order of the Board:



Roger McPherson
Company Secretary
4 August 2017

The accompanying Explanatory Notes 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 restrictions 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. Resolutions 6 and 7 are 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 6 and 7. In accordance with this express authority provided by you, the Chairman will vote in favour of Resolutions 6 and 7. If you wish to appoint the Chair as your proxy, and you wish 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 Monday 4 September 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. Resolution 9 is a special resolution.

Bio-Gene Technology Limited

ACN 071 735 950

Explanatory Notes

These Explanatory Notes have been prepared to provide members with information to assist their assessment of the merits of the resolutions contained in the accompanying notice of the Bio-Gene 2017 Annual General Meeting (**AGM**) to be held at Henslow Pty Ltd, Level 7, 333 Collins Street, Melbourne, Victoria on Wednesday, **6 September 2017** at 11am (Melbourne time).

General Business

1. Receipt and Consideration of 2017 Financial Statements and Reports

Section 317 of the Corporations Act requires the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2017 to be laid before the AGM. There is no requirement either in the Corporations Act or in the Company's Constitution for members to approve these reports. Members will have a reasonable opportunity at the meeting to ask questions and comment on these reports and on the Company's business and operations.

Members should note that the Financial Statements and Reports will be received in the form presented. It is not the purpose of the meeting that the Financial Statements and Reports be accepted, rejected or modified in any way and accordingly there will be no formal resolution put to the meeting.

2. Receipt and Consideration of 2016 Financial Statements and Reports

At the Bio-Gene 2016 AGM which was held on 4 April 2017 the Company tabled the Financial Statements for the year ended 30 June 2016. Subsequent to that meeting the Company has determined that the Auditor, JTP Assurance Pty Ltd had not been appointed correctly by the Company at that time as a requisite Australian Securities and Investment Commission (ASIC) approval had not been received (refer to the Explanatory Notes for Resolution 1 for more information).

Accordingly, in accordance with Section 317 of the Corporations Act which requires the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2016 to be laid before the members at general meeting these reports are being re-tabled. There is no requirement either in the Corporations Act or in the Company's Constitution for members to approve these reports. Members will have a reasonable opportunity at the meeting to ask questions and comment on these reports and on the Company's business and operations.

Members should note that the Financial Statements and Reports will be received in the form presented. It is not the purpose of the meeting that the Financial Statements and Reports be accepted, rejected or modified in any way and accordingly there will be no formal resolution put to the meeting.

3. Resolution 1: Appointment of Auditor

At the Bio-Gene 2016 AGM which was held on 4 April 2017, the Company received approval from the members for Resolution 4 at that meeting, being the Appointment of Auditor. Subsequent to that meeting the Company has determined that JTP Assurance Pty Ltd had not been appointed correctly as auditor at that time by the Company as a requisite ASIC approval had not been received.

On 5 June 2017, the Company obtained consent from ASIC for the resignation of the Company's prior auditor, John Foley. The resignation was the result of ill health of the auditor.

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 15 June 2017 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 auditor appointed under section 327C(1) holds office until the company's next AGM.

This Resolution 1 seeks now seeks shareholder approval 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.

The Directors unanimously recommend that members vote in favour of the appointment of JTP Assurance.

4. Resolution 2 – Election of Mr. Donald Brumley as a Non-Executive Director

Mr. Donald (Don) Brumley was appointed by the Board as a Non-Executive Director of the Company on 26 April 2017 in accordance with Clause 106 of the Constitution of the Company. This Clause provides that a Director appointed by the Board holds office until the end of the next general meeting and is eligible for election at that meeting.

Don has 30 years' experience as a senior partner of Ernst & Young, Oceania. Don has extensive experience in IPO's, transactions and audit. Don has advised and worked with Boards of organisations, ranging from some of the largest in Australia to fast growing entrepreneurial and medium sized organisations.

Don was the Oceania IPO Leader at Ernst & Young and worked with clients listing on the Australian, US, UK and key Asian stock exchanges. He held positions as Biotech Markets Leader, National Leader of Strategic Growth Markets and on the Board of Partners of Ernst & Young.

Don is a Fellow of Chartered Accountants Australia & New Zealand, a member of the Australian Institute of Company Directors and a Director and of Murray River Organics Group Limited.

The Directors (in the absence of Mr. Donald Brumley) unanimously recommend that members vote in favour of the election of Mr. Donald Brumley.

5. Resolution 3 – Election of Mr. Richard Jagger as an Executive Director

Mr. Richard Jagger was appointed as a Director of the Company by the Board on 26 April 2017 in accordance with Clause 106 of the Constitution of the Company. This Clause provides that a Director appointed by the Board holds office until the end of the next general meeting and is eligible for election at that meeting.

Richard has over 20 years' experience in the Agricultural sector, working for Fortune 500 companies around the world. He managed the introduction of Australia's first agricultural biotech products into the cotton sector. Having worked as a senior executive manager for Monsanto's Roundup business within Australia and New Zealand, he has extensive knowledge of the local business and distribution network, as well as the major Crop Protection companies globally. Over the past five years he co-created the Australian subsidiary of Sinochem – one of the largest Crop Protection companies in China – in the role of Managing Director. He was previously a board member of Crop Life Australia, the peak national industry organisation representing the agricultural chemical and biotechnology (plant science) sector in Australia.

Richard has extensive experience in business management, continuous improvement, strategy development, culture evolution, technology and innovation implementation. With the opportunity to work with different cultures and business styles across the globe, he has a solid understanding of what is required to make a success of cross cultural, or cross geographic businesses.

The Directors (in the absence of Mr. Richard Jagger) unanimously recommend that members vote in favour of the election of Mr. Richard Jagger.

6. Resolution 4 – Re-election of Mr. Peter May as a Non-Executive Director

Clause 111(a) of the Constitution of the Company provides that no Director, except the Managing Director, may hold office for a period in excess of 3 years, or beyond the third AGM following the Director's election, whichever is the longer, without submitting himself or herself for re-election.

Mr. May was appointed to the Board in May 2015. Mr. May was elected by the members as a Director of the Company at the Bio-Gene 2014 AGM held on 28 May 2015 and as such is due to retire by rotation. Being eligible for re-election Mr. May has submitted himself for re-election at the Bio-Gene 2017 AGM.

Peter's career has included over 20 years of experience in the Australian and international crop protection market with companies Orica and Crop Care Australasia (now part of Nufarm). His various roles included management of non-crop pesticide products, export sales & toll formulation operations. During this period Peter developed extensive experience in international crop protection markets. In 2001, he founded Xavca Pty Ltd, providing marketing & consultancy services to companies such as Syngenta, Sorex (now part of BASF), Babolna Bioenvironmental (Hungary) and Proplan Plant Protection (Spain). Peter continues to operate Xavca with a focus on market research & marketing activities in both crop and non-crop sectors in Australia, New Zealand and the Asian region. In 2008 Peter joined BioProspect Limited (ASX: BPO) as Chief Executive Officer and subsequently was appointed Non-Executive Director and then Non-Executive Chairman of that company. In 2012 Peter joined Xenex Associates, a UK-based international consultancy company, as a Senior Associate.

Peter is a graduate member of the Australian Institute of Company Directors (AICD), an associate fellow of the Australian Institute of Management (AIM), and member of the Australian Environmental Pest Managers Association (AEPMA) and the Mosquito Control Association of Australia (MCAA).

The Directors (in the absence of Mr. May) unanimously recommend that members vote in favour of the re-election of Mr. May.

7. Resolution 5 – Re-election of Mr. Kevin Rumble as a Non-Executive Director

Clause 111(a) of the Constitution of the Company provides that no Director, except the Managing Director, may hold office for a period in excess of 3 years, or beyond the third AGM following the Director's election, whichever is the longer, without submitting himself or herself for re-election.

Mr. Rumble was appointed to the Board in June 2004. Mr. Rumble was last re-elected by the members as a Director of the Company at the Bio-Gene 2014 AGM held on 28 May 2015 and as such is due to retire by rotation. Being eligible for re-election Mr. Rumble has submitted himself for re-election at the Bio-Gene 2017 AGM.

Kevin is a founding director of Bio-Gene. Kevin has had an extensive career in the fields of Advertising and Marketing having run his own Advertising Agency for more than 20 years. He has more than 20 years' experience in new plant propagation, farming, and processing and live plant transport techniques.

Kevin was instrumental in securing the contract with the University of Western Australia to grow *Boronia megastigma* and producing essential oil that was regarded as the best of its type in the world and was highly valued. He also secured the contract in Western Australia for exclusive access to that State's native flora.

He has been involved in the development of Qcide™ from the outset and has a vast knowledge of the plant husbandry and the extraction methods used to produce natural Qcide™. Kevin was also involved in development of the synthesis of flavesone as a first step in the commercialisation of Flavocide™.

The Directors (in the absence of Mr. Rumble) unanimously recommend that members vote in favour of the re-election of Mr. Rumble.

Special Business

8. Resolution 6 – Adoption of Loan Share Plan

8.1 Background

The Board is committed to incentivising and retaining the Company's Directors, executives and employees in a manner which promotes alignment of their interests with shareholder interests. Additionally, the Board considers equity-based compensation an integral component of the Company's remuneration platform as it allows it to be fiscally prudent by conserving cash resources while still enabling it to offer market-competitive remuneration arrangements.

The LSP is intended to enable participants to share in any increase in the Company's value (as measured by the share price) beyond the date of allocation of the shares. A summary of the LSP is set out later in these Explanatory Notes.

As at the date of this Notice, the Company has issued 18,416,000 shares under the LSP. Loans given in respect of these shares remain outstanding. The Board intends, where appropriate, to continue to use the LSP to issue securities to eligible participants of the LSP.

The LSP provides that, where operation of a clause of the LSP requires shareholder or other regulation approval under law (including the Corporations Act and/or ASX Listing Rules) then those clauses shall not be relied upon by the Company for the purposes of the LSP until such time as the required shareholder or regulatory approval is obtained. This resolution is for the Company to seek approval of adoption of the LSP for the purposes of identified approvals.

In the event the Company becomes listed on the ASX, any future issue of shares under the LSP to a related person or a person whose relation with the Company or a related party is, in the opinion of a regulatory authority, such that approval should be obtained will require approval by members under Listing Rule 10.11.

The Non-Executive Directors abstain from making a recommendation as they are eligible to participate in the LSP and therefore have a potential personal interest in the matter.

The Chairman in his capacity as proxy holder intends to vote undirected proxies in favour of this Resolution 6.

8.2 Corporations Act

Section 259B(1) of the Corporations Act provides a company must not take security over shares (or rights to shares) in itself except as permitted by the Corporations Act. Section 259B(2) of the Corporations Act provides that the Company may take security over shares in itself under an employee incentive scheme that has been approved by shareholders at a general meeting. Accordingly, this resolution seeks shareholder approval for the purposes of Section 259B(2) of the Corporations Act.

The Company has not taken security over shares issued under the LSP prior to this meeting and will not take security over its shares until such time as shareholder approval is obtained.

Section 260A of the Corporations Act allows only limited circumstances under which a company may provide financial assistance, such as the provision of loans to employees, to enable the acquisition of shares in itself.

Under Section 260C(4) of the Corporations Act, the approval of an *employee share scheme* (such as the LSP) by resolution of members in general meeting of the Company provides the Company with an exemption from the operation of Section 260A of the Corporations Act and removes the need to secure separate and prior member approval for the granting of each 'financial assistance' to employees to enable them to acquire shares in the Company.

8.3 Summary of Loan Share Plan

The rules of the LSP (**Rules**) enable participation by employees or directors of the Company or its subsidiaries (if any) who reside in Australia and who are determined by the Board to be eligible to participate in the LSP (**Participants**). Such Participants will be offered the opportunity to subscribe for Shares in the Company. These Shares may not be offered at a discount to their market value (as determined for tax purposes).

The Rules provide for the Company to have discretion to offer loans to Participants to finance the acquisition price of shares issued under the LSP (**Shares**). Unless otherwise determined, loans are interest free and limited recourse in nature. Also, unless otherwise determined, the loan period ends on the earlier of 10 years from the date it is provided, the date of a change in control in the Company, when the shares are disposed of in accordance with the Rules, on termination of employment or on the date the parties to the loan agreement otherwise agree in writing.

Shares offered under the LSP may be subject to vesting conditions, forfeiture conditions and/or disposal restrictions (collectively referred to as **Conditions**) as determined by the Board and specified in the offer document sent to Participants. The Board has discretion to waive or deem Conditions to have been satisfied. Shares may be forfeited if any Conditions are not or cannot be satisfied or, while the Shares are unvested, a Participant commits fraud, gross misconduct or a serious breach of obligations relating to the Company's affairs or upon the occurrence of any other Forfeiture Condition set by the Board. If Shares are forfeited under the Rules, any proceeds are used to discharge any outstanding loans in respect of the Shares. A Participant is not entitled to any excess proceeds.

Shares cannot be dealt with unless they are not subject to any Conditions and there is no outstanding Loan on the Shares. Subject to the Shares not being subject to any Conditions, a Participant may request the Company to sell Shares on which loans are outstanding on the basis that proceeds are first applied towards discharging the loan.

The Rules provide for the Company to be able to buy-back (and cancel) Shares generally and also specifically in cases of a change in control, surrender or forfeiture of shares and to discharge loans which have become repayable.

Participants have full entitlements attaching to ordinary shares except that the after-tax amount of any cash dividend as well as capital distributions will be applied against repayment of any loan which may have been made available to assist the acquisition of the Shares.

The Company may use a specific purpose trust and trustee to facilitate the operation of the LSP and implement any procedures (including a holding lock through the share registry) to enforce Conditions and to monitor compliance with its securities trading policies.

Where the operation of any clause under the Rules requires shareholder or regulatory approval under the law (including under the Corporations Act and/or the Listing Rules if applicable) then those clauses are not in operation, and shall not be relied upon by the Company for the purposes of the LSP, until such time as the required shareholder or regulatory approval is obtained.

The Board has the ability to amend the Rules at any time (provided no Share may be offered, issued, transferred or vested if to do so would contravene any applicable laws or regulations) including with retrospective effect except that any amendments which affect Participants existing entitlements or obligations require Participants' consent unless the amendment is primarily to comply with the Company's Constitution, laws or to correct manifest errors.

Copies of the Rules are available for inspection at the Company's registered office and will be provided without charge to members on request.

9. Resolution 7 - Adoption of Non-Executive Director Remuneration Pool

The Company proposes adopting maximum aggregate remuneration pool payable to Non-Executive Directors of the Company of \$450,000 it being noted a maximum aggregate sum payable collective to the Company's Non-Executive Directors has not previously been set.

Currently Messrs Brumley, May and Rumble are all considered to be Non-Executive Directors even though they do (in the cases of Messrs May and Rumble) receive payments in addition to their fees for consultancy services that they provide which are extra services or special exertions. Mr. Klupacs (the Managing Director) and Mr. Jagger (the Head of Commercial Development) are considered to be Executive Directors.

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 when 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.

10. Resolution 8: Consolidation

Resolution 8 seeks approval from the Company's shareholders to consolidate the number of ordinary fully paid shares on issue on a 2 to 1 basis.

The purpose of the Consolidation is to implement a more appropriate capital structure for the Company going forward and to seek to comply with the ASX Listing Rules in the event the Company seeks quotation of its ordinary shares on ASX.

Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number.

The options on issue will be consolidated in the same ratio as the ordinary capital and the exercise price amended in inverse proportion to that ratio.

The following table sets out the Company's currently issued shares and options, and the effect of the Consolidation on those shares and options (assuming no existing options are exercised and disregarding rounding). The shares and options in the table below are shown on the basis that the proposed share buy-back of 2,117,675 shares will have been approved by shareholders and completed before the consolidation takes effect, and that the proposed recipients of the further 1,500,000 options which were to be issued in the 2018 financial year have agreed to forego those options.

Security	Pre-Consolidation	Post-Consolidation (approximately*)	Expiry date (unchanged)
Ordinary shares	176,102,458	88,051,229	Not applicable
Options			
Number:	1,300,000	650,000	16 June 2020
Exercise price:	4.6 cents (\$0.046)	9.2 cents (\$0.092)	

Security	Pre-Consolidation	Post-Consolidation (approximately*)	Expiry date (unchanged)
Number:	7,548,400	3,774,200	20 June 2021
Exercise price:	2.5 cents (\$0.025)	5 cents (\$0.05)	
Total options[^]	8,848,400	4,424,200	-

** Subject to rounding.*

Not all security holders will hold a number of ordinary fully paid shares which can be evenly divided by 2. Where a fractional entitlement occurs, the Company will round that fraction up to the nearest whole security.

It is not considered any taxation implications will exist for security holders arising from the Consolidation. However, security holders are advised to seek their own tax advice on the effect of the Consolidation by the Company, the existing directors and the proposed directors and their advisers do not accept any responsibility for the individual taxation implications arising from the Consolidation.

From the date of the Consolidation all holding statements for previously quoted shares and options will cease to have any effect, except as evidence of entitlement to a certain number of shares or options to be calculated on a post-Consolidation basis. After the Consolidation becomes effective, the Company will arrange for new holding statements to be issued to holders of those shares and options. It is the responsibility of each security holder to check the number of shares or options held prior to disposal.

If Resolution 8 is passed, the Consolidation is proposed to take effect the following business day (or as soon as practicable thereafter). Share and option holders will be sent updated statements of their holdings within 10 business days after the consolidation takes effect.

11. Resolution 9 - 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 9.

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 the proposed ASX listing of the Company.

This Resolution 9 is a special resolution and, as a result, must be passed by at least 75% of all the votes cast by members entitled to vote (whether in person or by proxy, attorney or, in the case of a corporate member, by corporate representative).

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 9.

Further information

The Directors recommend members read these Explanatory Notes in full and, if desired, seek advice from their own independent financial or legal adviser as to the effect of the proposed resolutions before making any decision in relation to the proposed resolutions.

ANNEXURE 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 Investor Relations – Shareholder Updates section of the Company's website www.bio-gene.com.au, or from the Company free of charge by contacting the Company Secretary.

ANNEXURE B
AUDITOR NOMINATION

Kevin P Rumble
10 Mulwarrie Circle
Wanneroo
Western Australia 6065

4 August 2017

The Board of Directors
Bio-Gene Technology Limited
Suite 1, Level 6, 50 Queen Street
Melbourne Vic 3000

CC: Mr Sam Claringbold, JTP Assurance Pty Ltd

Dear Sirs,

Re APPOINTMENT OF AUDITOR

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

Yours faithfully



Kevin P Rumble



Bio-Gene Technology Limited | ACN 071 735 950

AGM Registration Card

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Vote by Proxy

Holder Number: _____

Option A – Please choose to vote online, because:

- ✓ **Save Your Money:** This company you own a part of has to spend thousands of dollars each year in print and postage costs. Online voting will reduce this unnecessary expense.
- ✓ **It's Quick and Secure:** Voting online provides you with greater privacy over your instructions, eliminates any postal delays and removes the risk of it being potentially lost in transit.
- ✓ **Receive Vote Confirmation:** Voting online is the only method which provides you with confirmation that your vote has been processed. It also allows you to amend your vote if required.



To Access online voting you can scan the barcode to the right with your tablet or mobile device or you can enter the following link into your browser. Voting online is quick and easy to do.

<https://investor.automic.com.au/#/loginsah>

Option B – Appoint a proxy, by paper:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of the Company, to be held at 11.00am (Melbourne Time) on Wednesday, 6 September 2017 at Henslow Pty Ltd, Level 7, 333 Collins Street, Melbourne VIC 3000 hereby:

Appoint the Chairman of the Meeting (Chair) 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

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 6 and 7 (except where I/we have indicated a different voting intention below) even though Resolutions 6 and 7 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 1: Please appoint a Proxy

Resolutions

	For	Against	Abstain
1 Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Mr. Donald Brumley as a Non-Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Mr. Richard Jagger as an Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-election of Mr. Peter May as a Non-Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Re-election of Mr. Kevin Rumble as a Non-Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolutions

	For	Against	Abstain
6 Adoption of the Loan Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Adoption of Non-Executive Director Remuneration Pool	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Consolidation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Adoption of Replacement Constitution (Special Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 2: Voting Direction

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2017

Email Address _____

STEP 3

HOW TO COMPLETE THIS PROXY VOTING FORM

LOGGING YOUR PROXY VOTE

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 (Melbourne Time) on Monday, 4 September 2017, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting Forms received after that time will not be valid for the scheduled Meeting.

Proxy Voting Forms can be lodged:

 **ONLINE**
<https://investor.automic.com.au/#/loginsah>



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.

 **BY** **MAIL**
Automatic Registry Services
PO Box 2226
Strawberry Hills NSW 2012

 **BY** **HAND**
Automatic Registry Services
Level 3, 50 Holt Street, Surry Hills NSW 2010

 **ALL** **ENQUIRIES** **TO**
Telephone: 1300 288 664 Overseas: + 61 2 9698 5414

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.

VOTING UNDER STEP 1 - APPOINTING A PROXY

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. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE 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 these 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 Voting 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 marking 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 SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services on 1300 288 664 or you may copy this form.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all of the Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

OTHER RESOLUTIONS

Should any resolution, other than those specified in this Proxy Voting Form, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.