

PHYLOGICA LIMITED

TRADING AS



ACN 098 391 961

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

**For the Annual General Meeting of Shareholders
to be held on 21 November 2019 at 10.15am
(WST) in Seminar Room 612a, Level 6, The Harry
Perkins Institute of Medical Research, QEII
Medical Centre, 6 Verdun Street, Nedlands,
Western Australia]**

This is an important document. Please read it carefully.

***If you are unable to attend the Meeting, please complete the Proxy Form enclosed and
return it in accordance with the instructions set out on that form.***

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TIME AND PLACE OF ANNUAL GENERAL MEETING AND HOW TO VOTE

Venue

The Annual General Meeting of Phylogica Limited will be held at:

**Seminar Room 612a
Level 6
The Harry Perkins Institute of
Medical Research
QEII Medical Centre
6 Verdun Street
Nedlands, Western Australia, 6009**

**Commencing
at 10.15am (WST)
on 21 November 2019**

How to Vote

You may vote by attending the Meeting in person, by proxy or authorised representative.

Voting in Person

To vote in person, attend the Meeting on the date and at the place set out above. The Meeting will commence at 10.15am (WST).

Voting by Proxy

To vote by proxy, please complete and sign the Proxy Form enclosed with this Notice of Annual General Meeting as soon as possible in accordance with the instructions on the Proxy Form so that it is received not later than 10.15am (WST) on 19 November 2019.

Your Proxy Form is enclosed.

PHYLOGICA LIMITED
ACN 098 391 961

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Shareholders of Phylogica Limited will be held at Seminar 612a, Level 6, The Harry Perkins Institute of Medical Research, QEII Medical Centre, 6 Verdun Street, Nedlands, Western Australia on 21 November 2019 at 10.15am (WST).

The Explanatory Statement provides Shareholders with information to enable Shareholders to make an informed decision regarding the Resolutions set out in this Notice. The Explanatory Statement should be read in conjunction with this Notice and the Proxy Form.

AGENDA

GENERAL BUSINESS

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2019, together with the declaration of the Directors, the Directors' Report (which includes the Remuneration Report) and the Auditor's Report.

Note: There is no requirement for Shareholders to approve these reports.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass the following resolution as a **non-binding resolution**:

"That for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report contained in the Annual Report of the Company for the financial year ended 30 June 2019."

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company. Shareholders should note that the Chairman intends to vote any undirected proxies in favour of the Resolution.

Voting exclusion:

A vote in respect of Resolution 1 must not be cast (in any capacity) by or on behalf of any of the following persons (the "voter"):

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

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

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on Resolution 1; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on Resolution 1; and
 - (ii) expressly authorises the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

RESOLUTION 2 – ELECTION OF DIRECTOR – ROHAN HOCKINGS

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

"That Rohan Hockings, who ceases to hold office in accordance with clause 13.4 of the Constitution and, being eligible, offers himself for election, is hereby elected as a Director."

RESOLUTION 3 – RE-ELECTION OF DIRECTOR – ALAN TRIBE

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

"That Alan Tribe, who retires as a Director in accordance with clause 13.2 of the Constitution, and being eligible for re-election, be re-elected as a Director."

RESOLUTION 4 – APPROVAL OF 10% PLACEMENT CAPACITY

Subject to the Company being an Eligible Entity as at the date of the Meeting, to consider and, if thought fit, to pass the following resolution as a **special resolution**:

"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue of equity securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."

Voting exclusion:

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) any person who is expected to participate in the issue of equity securities under this Resolution, or who will obtain a material benefit as a result if the Resolution is passed (except a benefit solely by reason of being a holder of ordinary securities in the Company); and
- (b) their respective associates.

However, the Company need not disregard a vote if the vote is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

RESOLUTION 5 – CHANGE OF COMPANY NAME

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

"That for the purposes of section 157(1) of the Corporations Act and for all other purposes, the name of the Company be changed to PHYC Therapeutics Limited."

VOTING AND PROXIES

1. A Shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a Shareholder of the Company and can be an individual or body corporate.
2. The Chair will vote undirected proxies on, and in favour of, all of the proposed Resolutions, including Resolution 1. The Proxy Form expressly authorises the Chair to exercise the proxy in relation to Resolution 1 even though this Resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel. Any undirected proxies held by a Director, any member of the Key Management Personnel or any of their Closely Related Parties (who are not the Chair) will not be voted on Resolution 1.
3. In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Directors have set a date to determine the identity of those entitled to attend and vote at the Meeting. The date is 19 November 2019 at 10.15am (WST).
4. A Proxy Form is attached. If required it should be completed, signed and returned to the Company's registered office in accordance with the instructions on that form.

By order of the Board



Kevin Hart
Company Secretary

Dated: 14 October 2019

PHYLOGICA LIMITED
ACN 098 391 961

EXPLANATORY STATEMENT

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

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

1. FINANCIAL STATEMENTS AND REPORTS

The business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2019, together with the declaration of the Directors, the Directors' Report (which includes the Remuneration Report) and the Auditor's Report.

The Company is not required to provide a hard copy of the Company's annual financial report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's annual financial report unless specifically requested to do so, Shareholders may view the Company annual financial report on its website at www.phylogica.com.

Shareholders will be given the opportunity to:

- (a) discuss the annual financial report of the Company for the financial year ended 30 June 2019;
- (b) ask questions and make comment on the management of the Company; and
- (c) ask the Auditor questions about the conduct of the audit, preparation and content of the Auditor's Report, the accounting policies adopted by the Company and the independence of the Auditor.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

Pursuant to the Corporations Act, the Directors have included the Remuneration Report in their Directors' Report for the year ended 30 June 2019. The Remuneration Report is set out in the Annual Report. Shareholders can view the Annual Report on the Company's website at www.phylogica.com.

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to shareholders at that meeting. However, such a resolution is advisory only and does not bind the relevant company or its directors. The Company has put Resolution 1 to a vote to satisfy such requirements.

Of itself, a failure of members to vote in favour of Resolution 1 will not require the Directors to alter any of the arrangements contemplated by the Remuneration Report. However, the Corporations Act requires that, if a company's remuneration report receives an "against" vote of 25% or more at two consecutive annual general meetings, a resolution must be put at the later of the two annual general meetings that another meeting of Shareholders be held (within 90 days) at which all Directors (other than the Managing Director) who were in office at the date of that resolution must stand for re-election. In summary, members will be entitled to vote on whether a general meeting to re-elect the Board should be held if the Remuneration Report receives "two strikes".

By way of summary, the Remuneration Report:

- (a) explains the Company's remuneration policy and the process for determining the remuneration of the Directors and executive officers;
- (b) addresses the relationship between the Company's remuneration policy and the Company's performance; and
- (c) sets out remuneration details for each Director and each of the Company's executives and group executives named in the Remuneration Report for the financial year ended 30 June 2019.

The Company's remuneration report did not receive an "against" vote of 25% or more at the Company's previous annual general meeting held on 16 November 2018.

There will be a reasonable opportunity for members to comment on and ask questions about the Remuneration Report at the Meeting.

Note that a voting exclusion applies to Resolution 1 on the terms set out in the Notice. If you choose to appoint a proxy for the Meeting, you are encouraged to direct your proxy how to vote on Resolution 1 by marking either "For", "Against" or "Abstain" on the Proxy Form.

3. RESOLUTION 2 – ELECTION OF DIRECTOR – ROHAN HOCKINGS

3.1 General

Resolution 2 seeks approval for the election of Dr Rohan Hockings as a Director, with effect from the end of the Meeting.

Clause 13.4 of the Constitution provides that the Directors may at any time appoint a person to be a Director, either to fill a casual vacancy, or as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the maximum number specified by the Constitution. Any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Dr R Hockings was appointed to the Board as Chief Executive Officer and Executive Director on 30 November 2018. Dr R Hockings retires from office in accordance with the requirements of clause 13.4 of the Constitution and submits himself for election in accordance with clause 13.3 of the Constitution.

Prior to his appointment as Chief Executive Officer and Executive Director, Dr R Hockings was appointed as an Alternate Director for Dr Bernard Hockings on 15 August 2016 and was also appointed as Chief Executive Officer on 11 April 2018.

3.2 Qualifications and material directorships

Dr R Hockings is a founding principal of a private equity fund active in the acquisition of health care assets within Australia. His previous roles include strategy and operational advisory positions with a global management consulting firm, equity capital markets experience as a solicitor with a national law firm and a number of appointments as a medical practitioner. Details of the qualifications and expertise of Dr R Hockings are set out in the 2019 Annual Report.

Dr R Hockings has held no other Australian listed company directorships in the last three years.

3.3 Board recommendation on Resolution 2

The Directors (other than Dr R Hockings, whose election is the subject of Resolution 2) recommends that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – ALAN TRIBE

4.1 General

Pursuant to clause 13.2 of the Constitution, Mr Alan Tribe, being a Director, retires by way of rotation and, being eligible, offers himself for re-election as a Director.

In accordance with clause 13.2 of the Constitution, Mr Tribe, who has served as a Director since 10 April 2018 and was last elected on 16 November 2018, retires by rotation at the Meeting and, being eligible, seeks re-election. Mr Tribe is also the non-executive chairman of the Company.

4.2 Qualifications and material directorships

Mr Tribe has a background in the accounting profession both in the UK and Australia. Moving into industry, he became the Managing Director of a group of companies with interests in natural resources in Australia and overseas. The group also included a technology company which grew through both successful product development and acquisitions.

He was closely involved in establishing subsidiary operations in the USA, UK and Singapore to access markets worldwide.

Most recently he was the catalyst for the development of large retail operations in Western and South Australia.

Mr Tribe will contribute his broad experience in successfully commercialising technology internationally. He represents a large shareholding in the Company of approximately 22.89%.

Mr Tribe has held no other Australian listed company directorships in the last three years.

4.3 Board recommendation on Resolution 3

The Directors (other than Mr Tribe, whose election is the subject of Resolution 3) recommend that Shareholders vote in favour of Resolution 3.

5. RESOLUTION 4 – APPROVAL OF 10% PLACEMENT CAPACITY

5.1 General

ASX Listing Rule 7.1A provides that an Eligible Entity (as defined below) may seek shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of Equity Securities (as defined below) equal to 10% of its issued capital as calculated in accordance with the formula in ASX Listing Rule 7.1A.2 (**10% Placement Capacity**) without using that entity's existing 15% annual placement capacity under ASX Listing Rule 7.1.

An **Eligible Entity** is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&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.

As at the date of this Notice, the Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$114,814,263 (based on the number of Shares on issue and the closing price of Shares on ASX on 8 October 2019). However, the Company will only be permitted to seek approval for the 10% Placement Capacity if it remains an Eligible Entity at the date of the Meeting. Accordingly, if the Company is not an Eligible Entity at the date of the Meeting, Resolution 4 will not be put to, and voted on at, the Meeting.

An **Equity Security** is a share, a unit in a trust, a right to a share or unit in a trust or Option, an option over an issued or unissued security, a convertible security, or, any security that ASX decides to classify as an equity security.

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

As at the date of this Notice, the Company currently has one class of quoted Equity Securities on issue, being the Shares (ASX Code: PYC).

Subject to the Company being an Eligible Entity and Resolution 4 being put to the Meeting, if Shareholders approve Resolution 4, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

Resolution 4 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present (in person, or by proxy or representative) and eligible to vote at the Meeting must be in favour of Resolution 4 for it to be passed.

5.2 Technical information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 4:

(a) Minimum price

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded 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 5 ASX trading days of the date in paragraph (i), the date on which the Equity Securities are issued.

(b) Date of issue

Equity Securities may be issued under the 10% Placement Capacity from the period commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting; and
- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under ASX Listing Rule 7.1A ceases to be valid).

(c) Risk of voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

The table below shows the potential dilution of Shareholders calculated in accordance with the formula in ASX Listing Rule 7.1A.2 (assuming Resolution 4 is passed by Shareholders), on the basis of the market price of Shares and the number of Shares on issue as at *10 October 2019*.

The table assumes differing numbers of Shares on issue (ie variable "A" in the above formula) and issue prices for Shares over three scenarios, but in each scenario it is assumed that the Company issues the maximum number of Shares available under the 10% Placement Capacity. For example:

- Variable 'A' differs across each scenario. Scenario 1 assumes there is no change to the number of Shares on issue. Scenarios 2 and 3 then assume an increase of 50% and 100% (respectively) to the number of Shares on issue.
- Within each scenario, three different issue prices for the Shares are assumed. One of the issue prices is the closing price on 10 October 2019 (being the last practicable trading day prior to the date of this Notice). The other two issue prices then assume a 50% decrease to that closing Share price and a 100% increase to that price.

(c) **Risk of voting dilution**

Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A2)	Dilution			
	Issue Price (per Share)	0.0235 50% decrease in Issue Price	0.047 Issue Price	0.0705 50% increase in Issue Price
2,442,856,658 (Current Variable 'A')	Shares issued - 10% voting dilution	244,285,666 Shares	244,285,666 Shares	244,285,666 Shares
	Funds raised	\$5,740,713	\$11,481,426	\$17,222,139
3,664,284,987 (50% increase in Variable 'A')	Shares issued - 10% voting dilution	366,428,499 Shares	366,428,499 Shares	366,428,499 Shares
	Funds raised	\$8,611,070	\$17,222,139	\$25,833,209
4,885,713,316 (100% increase in Variable 'A')	Shares issued - 10% voting dilution	488,571,332 Shares	488,571,332 Shares	488,571,332 Shares
	Funds raised	\$11,481,426	\$22,962,853	\$34,444,279

*The number of Shares on issue (Variable 'A' in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under ASX Listing Rule 7.1.

The table above uses the following assumptions:

1. The number of Shares on issue is 2,442,856,658, which was the number of Shares the Company had on issue as at 8 October 2019.
2. The issue price set out above is the closing price of the Shares on the ASX on 8 October 2019.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
5. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.

6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
8. 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%.
9. 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 Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue,

which may have an effect on the amount of funds raised by the issue of the Shares.

(d) **Purpose of issue under 10% Placement Capacity**

The Company may issue Equity Securities under the 10% Placement Capacity for cash or non-cash consideration for the following purposes:

- (i) cash consideration for, amongst other things, (1) increasing the Company's shareholding in its majority owned subsidiary Vision Pharma Limited, (2) progressing Investigational New Drug (IND) enabling studies and clinical trials, (3) further development of the Company's delivery technology and anti-sense oligonucleotide development capabilities, and/or (4) general working capital requirements and further pre-clinical studies; or
- (ii) non-cash consideration for the acquisition of new assets or investments and/or other activities in connection with the purposes set out in paragraph (i). In such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3.

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

(e) **Allocation policy under the 10% Placement Capacity**

The identity of the recipients of the Equity Securities to be issued under the 10% Placement Capacity will be determined on a case-by-case basis at the time of issue and in the Company's discretion. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

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

(f) **Previous approval under ASX Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its annual general meeting held on 26 November 2016 (**Previous Approval**).

In the 12 months prior to the date of this Notice, the Company has not issued any Equity Securities pursuant to the Previous Approval.

For the purposes of ASX Listing Rule 7.3A.6(a), the Company notes that, as at the date of this Notice, the Company has issued Shares and Options during the 12-month period preceding the date of the Meeting, being on and from 22 November 2018 to 22 November 2019.

As at the date of this Notice, the total number of Equity Securities issued in the 12 months preceding the Meeting and the percentage they represent of the total number of Equity Securities on issue at the commencement of that 12-month period are as follows:

	Equity securities
Number of securities on issue at commencement of 12-month period	2,285,023,324 Shares 10,000,000 Options Total = 2,295,023,324
Securities issued during 12-month period (as at the date of this Notice)	157,833,334 Shares 10,000,000 Options Total = 167,833,334
Percentage that Equity Securities issued represent of total number of Equity Securities on issue at commencement of 12-month period	Shares = 6.88% Options = 0.44% Total = 7.32%

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Further details of the issues of Equity Securities by the Company during the 12-month period preceding the date of the Meeting are set out in Schedule 1 as at the date of this Notice.

(g) **Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A**

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it must give to ASX:

- (i) a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with ASX Listing Rule 7.1A.4; and
- (ii) the information required by ASX Listing Rule 3.10.5A for release to the market.

5.3 Board recommendation on Resolution 4

The Directors recommend that Shareholders vote in favour of Resolution 4.

6. RESOLUTION 5 – CHANGE OF COMPANY NAME

In accordance with section 157(1) of the Corporations Act, the Company submits to Shareholders for consideration and adoption by way of a special resolution, for the name of the Company to be changed to PYC Therapeutics Limited.

As set out in the Company's announcement 9 August 2019, the primary driver of re-branding the Company is to explicitly acknowledge the transition that the Company has undertaken from drug discovery to drug development. There has been a substantial amount of change that has occurred within the organisation over the past 18 months in order to realise this transition.

Resolution 5 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present (in person, or by proxy or representative) and eligible to vote at the Meeting must be in favour of Resolution 5 for it to be passed.

In accordance with section 157(3) of the Corporations Act, the change of name will take effect when ASIC alters the details of the Company's registration.

The Directors recommend that Shareholders vote in favour of Resolution 5.

GLOSSARY

In the Notice, the following expressions have the following meanings:

"**Annual General Meeting**" or "**Meeting**" means the meeting convened by the Notice.

"**Annual Report**" means the annual report of the Company for the year ended 30 June 2019.

"**ASX**" means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

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

"**Auditor**" means the Company's auditor from time to time.

"**Auditor's Report**" means the report of the Auditor contained in the Annual Report.

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

"**Chair**" or "**Chairman**" means the chairman of the Meeting.

"**Closely Related Party**" of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

"**Company**" or means Phylogica Limited (ACN 098 391 961).

"**Constitution**" means the constitution of the Company.

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

"**Directors**" mean the current directors of the Company.

"**Directors' Report**" means the report of the Directors contained in the Annual Report.

"**Eligible Entity**" has the meaning given in paragraph [5.1] of the Explanatory Statement.

"**Explanatory Statement**" means the explanatory statement accompanying the Notice

"**Equity Security**" has the meaning given in paragraph [5.1] of the Explanatory Statement.

"**Key Management Personnel**" has the meaning as given to the term "key management personnel" in the Corporations Act, which includes those persons having authority and responsibility for planning, directing and controlling the activities of a company, or if the company is part of a consolidated entity, of the consolidated entity, either directly or indirectly, including any director (whether executive or otherwise) of the company, or if the company is part of a consolidated entity, of an entity within the consolidated group.

"**Notice**" or "**Notice of Annual General Meeting**" means this notice of meeting, including the Explanatory Statement and Proxy Form.

"**Option**" means an option to acquire a Share.

"**Proxy Form**" means the proxy form accompanying the Notice.

"**Remuneration Report**" means the remuneration report contained in the Annual Report.

"**Resolution**" means a resolution set out in the Notice.

"**S&P/ASX 300 Index**" means the S&P/ASX 300 Index as published by Standard & Poors from time to time.

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

"**Shareholder**" means a registered holder of a Share.

"**WST**" means Western Standard Time as observed in Perth, Western Australia.

"**\$**" means Australian dollars unless otherwise stated.

SCHEDULE 1 - ISSUES OF EQUITY SECURITIES SINCE 22 NOVEMBER 2018

Date of issue	Quantity	Class	Name of Recipients / Basis on which Recipient were determined	Issue price and discount to closing Market Price on issue date (if applicable) ¹	Form of consideration
30 November 2018	157,833,334	Shares ²	Placements approved by Shareholders at AGM 16/11/2018: 1) Australian Land Pty Ltd (as nominee of Alan Tribe) - 124,500,000 2) Dr Bernard Hockings - 33,333,334	\$0.03 per Share (representing a 3.4% increase to Market Price)	Cash amount raised = \$4,735,000 Amount spent = \$4,375,000 Use of funds = funds have been used to accelerate the Company's path towards first in human trials of its CPPs and for general working capital purposes
30 November 2018	10,000,000	Options (unlisted and exercisable at \$0.039 each on or before 5.00pm WST on 16 November 2021)	Dr Rohan Hockings	No issue price (non-cash consideration)	Non-cash consideration: Performance based remuneration for services provided to the Company Current value: \$205,175

The total number of equity securities issued since 22 November 2018 is disclosed in paragraph [5.2(f)] of this Explanatory Statement.

1. "Market Price" means the closing price on ASX (excluding special crossings, overnight sales and exchanged traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
2. Fully paid ordinary shares in the capital of the Company, ASX Code: PYC (the terms of which are set out in the Constitution).
3. This valuation has been derived using the Black and Scholes Pricing Model. The following inputs were used in reaching this valuation: share price - \$0.047; exercise price - \$0.039; risk free rate - 0.58%; volatility - 67.03%; and time (years to expiry) - 2 years.

PHYLOGICA LIMITED

ACN: 098 391 961

REGISTERED OFFICE:
SUITE 8
7 THE ESPLANADE
MT PLEASANT WA 6153

SHARE REGISTRY:
Security Transfer Australia Pty Ltd
All Correspondence to:
PO BOX 52
Collins Street West VIC 8007
Suite 913, Exchange Tower
530 Little Collins Street
Melbourne VIC 3000
T: 1300 992 916
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

«Company_code» «Sequence_number»

«Holder_name»
«Address_line_1»
«Address_line_2»
«Address_line_3»
«Address_line_4»
«Address_line_5»

Code:

PYC

Holder Number:

«HOLDER_NUM

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

VOTE ONLINE

Lodge your proxy vote securely at www.securitytransfer.com.au

1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

«ONLINE

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

The meeting chairperson

OR

or failing the person named, or if no person is named, the Chairperson of the meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 11:00am WST on Friday 22 November 2019 at Level 6, The Harry Perkins Institute of Medical Research, QE11 Medical Centre, 6 Verdun Street, Western Australia and at any adjournment of that meeting.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RESOLUTION

1. ADOPTION OF REMUNERATION REPORT

For Against Abstain*

2. ELECTION OF DIRECTOR - ROHAN HOCKINGS

3. RE-ELECTION OF DIRECTOR - ALAN TRIBE

4. APPROVAL OF 10% PLACEMENT CAPACITY

5. CHANGE OF COMPANY NAME

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * 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.

SECTION C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder

Security Holder 2

Security Holder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Proxies must be received by Security Transfer Australia Pty Ltd no later than 11:00am WST on Wednesday 20 November 2019.

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PYC

PYCPX1221119

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My/Our contact details in case of enquiries are:

Name:

Number:

()

1. NAME AND ADDRESS

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. APPOINTMENT OF A PROXY

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

3. DIRECTING YOUR PROXY HOW TO VOTE

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two (2) 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 contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- a) On each of the Proxy forms, state the percentage of your voting rights or number of securities 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 of your votes; and
- b) Return both forms in the same envelope.

5. SIGNING INSTRUCTIONS

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 must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share 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 may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

6. LODGEMENT OF PROXY

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Australia Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

The proxy form does not need to be returned to the share registry if the votes have been lodged online.

Security Transfer Australia Pty Ltd

Online www.securitytransfer.com.au

Postal Address PO BOX 52
Collins Street West VIC 8007

Street Address Suite 913, Exchange Tower
530 Little Collins Street
Melbourne VIC 3000

Telephone 1300 992 916

Facsimile +61 8 9315 2233

Email registrar@securitytransfer.com.au

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Australia Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Australia Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.



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