



OPAL BIOSCIENCES LIMITED
ABN 97 605 631 963

Notice of Annual General Meeting

Explanatory Statement and Proxy Form

Date of Meeting:
Monday, 20 November 2017

Time of Meeting:
10.00AM (AEDT)

Place of Meeting:
**Grant Thornton
Collins Square
Tower 2, Level 6
727 Collins Street
Melbourne, Victoria, 3000**

*This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety.
If shareholders are in doubt as to how they should vote, they should seek advice from their
accountant, solicitor or other professional advisor without delay*

OPAL BIOSCIENCES LIMITED

ABN 97 605 631 963

Registered office: Level 4, 100 Albert Road, South Melbourne, Victoria, 3205

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Members of Opal Biosciences Limited (the "Company") will be held at the offices of Grant Thornton, Collins Square, Tower 2, Level 6, 727 Collins Street, Melbourne, Victoria, 3000 at 10.00am (AEDT) on Monday, 20 November 2017.

AGENDA

The Explanatory Statement and proxy form which accompany and form part of this Notice, describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the proxy form in their entirety.

ORDINARY BUSINESS

Receipt and consideration of Accounts & Reports

To receive and consider the financial report of the Company and the related reports of the Directors and auditors for the year ended 30 June 2017.

Note: There is no requirement for shareholders to approve these reports. Accordingly no resolution will be put to shareholders on this item of business.

Resolution 1: Re-election of Mr Hugh Morgan as a Director of the Company

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

"That Mr Hugh Matheson Morgan, who retires by rotation as a Director in accordance with the Constitution of the Company and being eligible for re-election, be re-elected as a Director of the Company."

Resolution 2: Completion of assignment of BDM-I technology

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

"That the completion of the Company's acquisition of the BDM-I technology from BioDiem Limited by the issue by the Company of 2,500,000 fully paid ordinary shares to BioDiem Limited in lieu of \$500,000 cash consideration be approved."

By order of the Board



Melanie Leydin
Company Secretary
Melbourne

18 October 2017

Notes

1. **Entire Notice:** The details of the resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Record Date:** The Company has determined that for the purposes of the Annual General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm on the date 48 hours before the date of the Annual General Meeting will be taken, for the purposes of the Meeting, to be held by the persons who held them at that time. Only those persons will be entitled to vote at the Annual General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.
3. **Proxies**
 - a. Votes at the Annual General Meeting may be given personally or by proxy, attorney or representative.
 - b. Each shareholder has a right to appoint one or two proxies.
 - c. A proxy need not be a shareholder of the Company.
 - d. If a shareholder is a company it must execute under its common seal or otherwise in accordance with its constitution.
 - e. Where a shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion of number of votes each proxy is appointed to exercise.
 - f. If a shareholder appoints two proxies, and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise half of the votes. If a shareholder appoints two proxies, neither proxy may vote on a show of hands.
 - g. A proxy must be signed by the shareholder or his or her attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed in accordance with corporation's constitution and Corporations Act.
 - h. To be effective, proxy forms must be received by the Company no later than 48 hours before the commencement of the Annual General Meeting, this is no later than 10.00am (AEDT) Melbourne time on Saturday, 18 November 2017. Any proxy received after that time will not be valid for the scheduled meeting.
4. **Corporate Representative**

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.
5. **Enquiries**

Shareholders are invited to contact the Company Secretary, Melanie Leydin on (03) 9692 7240 if they have any queries in respect of the matters set out in these documents.

EXPLANATORY STATEMENT

Receipt and consideration of Accounts & Reports

A copy of the Annual Report for the financial year ending 30 June 2017 (which incorporates the Company's financial report, reports of the Directors and the auditors) is enclosed for all shareholders.

Resolution 1: Re-election of Mr Hugh Matheson Morgan as a Director of the Company

Background

Pursuant to the Constitution of the Company, a Director must not hold office without re-election following the third Annual General Meeting after that Director's last appointment or re-election or for more than three years, whichever is longer. At least one Director is required to retire by rotation at each Annual General Meeting.

Accordingly, Mr Hugh Morgan retires by rotation and, being eligible, offers himself for re-election.

Hugh Morgan is Principal of First Charnock Pty Ltd. Hugh was appointed Chief Executive Officer of Western Mining Corporation (1990-2003) and prior to that served as an Executive Officer (1976-1986) and then Managing Director (from June 1986). Hugh has served as a Director of Alcoa of Australia Limited (1977-1998 and 2002- 2003); Director of Alcoa Inc. (1998-2001); Member of the Board of the Reserve Bank of Australia (1981-1984 and 1996-2007); President of the Australian Japan Business Co-Operation Committee (1999-2006); Joint Chair of the Commonwealth Business Council (2003-2005) and now Emeritus Director; President of the Business Council of Australia (2003-2005) and now an Honorary Member; Member of the Anglo American plc Australian Advisory Board (2006-2014). Hugh is a Member of the Lafarge International Advisory Board; Chairman of the Order of Australia Association Foundation Limited; Trustee Emeritus of The Asia Society New York; Chairman Emeritus of the Asia Society AustralAsia Centre; Member of the Asia Society Australia Advisory Council; President of the National Gallery of Victoria Foundation. Hugh is a graduate in Law and Commerce from the University of Melbourne.

Directors Recommendation

The Board (with Mr Morgan abstaining), recommends that shareholders vote in favour of the re-election of Mr Morgan. The Chairman of the meeting intends to vote undirected proxies in favour of Mr Morgan's re-election.

Resolution 2: Completion of assignment of BDM-I technology

In July 2015, the Company acquired the BDM-I technology from its parent company, BioDiem Limited (**BioDiem**). Since that time, the Company undertook a capital raising and has been developing the BDM-I technology. However, part of the consideration for the assignment, being an amount of \$500,000, has remained unpaid.

The Company and BioDiem have now agreed that the outstanding consideration will be satisfied by the issue by the Company of 2,500,000 fully paid ordinary shares to BioDiem. This will allow the assignment which was previously approved by shareholders of BioDiem to be completed.

BioDiem currently holds 95.10% of the shares in the Company and immediately following the issue of the consideration shares will hold 96.00%. It is expected that the Company will then undertake a further capital raising to fund future development of the BDM-I technology.

Directors' Interests

Mr Hugh Morgan and Ms Julie Phillips, being directors of the Company, are shareholders in BioDiem, holding, in aggregate 11.03% of the shares in BioDiem.

Directors' Recommendation

The directors of the Company who do not hold shares in BioDiem have considered all the relevant information relating to the resolution and unanimously recommend that Shareholders vote in favour of the resolution. The Chairman of the meeting intends to vote undirected proxies in favour of the resolution.

GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“\$” means Australian Dollars.

“**Annual Report**” means the Directors’ Report, the Financial Report, and Auditor’s Report, in respect to the year ended 30 June 2017.

“**Auditor’s Report**” means the auditor’s report on the Financial Report.

“**AEDST**” means Australian Eastern Daylight Standard Time.

“**BDM-I technology**” means the anti-microbial technology (which targets the treatment of infections) assigned to BioDiem by the Institute of Experimental Medicine, St Petersburg pursuant to a Commercialisation Agreement dated 1 November 2001 and assigned to the Company by BioDiem in July 2015.

“**BioDiem**” means BioDiem Limited ACN 096 845 993.

“**Board**” means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors.

“**Chairman**” means the person appointed to chair the Meeting of the Company convened by the Notice.

“**Company**” means Opal Biosciences Limited ABN 97 605 631 963.

“**Constitution**” means the constitution of the Company as at the date of the Meeting.

“**Corporations Act**” means the Corporations Act 2001 (Cth).

“**Director**” means a Director of the Company.

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

“**Explanatory Memorandum**” means the explanatory memorandum which forms part of the Notice.

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

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

“**Meeting**” has the meaning given in the introductory paragraph of the Notice.

“**Notice**” means the Notice of Meeting accompanying this Explanatory Statement.

“**Proxy Form**” means the proxy form attached to the Notice.

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

“**Schedule**” means schedule to the Notice.

“**Section**” means a section of the Explanatory Memorandum.

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

“**Shareholder**” means shareholder of the Company.

**OPAL BIOSCIENCES LIMITED
ABN 97 605 631 963**

PROXY FORM

If you do not wish to direct your proxy how to vote, please place a mark in the box

By marking this box you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest. The Chairman intends voting undirected proxies in favour of the resolutions in which he is permitted to vote.

I/We _____
of _____
being a shareholder(s) of Opal Biosciences Limited and entitled to _____ shares appoint:

Name of Proxy: _____

Address of Proxy: _____

or in his/her absence, the Chairman of the Meeting as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held at the offices of Grant Thornton, Collins Square, Tower 2, Level 6, 727 Collins Street, Melbourne, Victoria 3000 on Monday, 20 November 2017 at 10.00am (AEDT) and at any adjournment of that meeting.

If two proxies are appointed, complete the following sentence:

This proxy is authorised to exercise votes/ % of my/our total voting rights.

Proxy Instructions

To instruct your proxy how to vote, insert 'X' in the appropriate column against each resolution set out below. If you do not instruct your proxy how to vote on a resolution, your proxy may vote as he/she thinks fit or abstain from voting.

I/We direct my/our proxy to vote as indicated below:		For	Against	Abstain
Resolution 1	Re-election of Mr Hugh Matheson Morgan as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Completion of assignment of BDM-I technology	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If a person: _____ (Signature) _____ Name (print) Date: ____/____/____	If a company: EXECUTED by: _____ Name of company (print) in accordance with the Corporations Act _____ (Signature) _____ (Signature) Date: ____/____/____
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This proxy and any power of attorney or other authority under which it is signed (or a certified copy) must be lodged at:

- (a) Level 4, 100 Albert Road South Melbourne Vic 3205; or
- (b) by facsimile on (03) 9077 9233,

by 10.00am (AEDST) on Saturday, 18 November 2017, being not less than 48 hours before the time for holding the Meeting or adjourned meeting as the case may be.

PROXY AND VOTING INSTRUCTIONS

Proxy Instructions

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

- (a) one proxy if the member is only entitled to one vote; and
- (b) 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 at the registered office of the Company or sent by facsimile transmission to the Company's registered office on (03) 9077 9233 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.

Corporate Representatives

Any corporation which is a member of the Company may 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.

Voting Entitlement

For the purposes of the Corporations Act and Corporations Regulations shareholders entered on the Company's Register of Members as at 7.00pm (AEDT), 18 November 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.

If members have any questions about the contents of any of these documents or the completion of the Proxy Form, please contact the Company Secretary (03) 9692 7240.