



25 July 2014

**The ASX Limited
Market Announcement Office**

COMPANY ANNOUNCEMENT

Phosphagenics Limited

General Meeting

Attached for release to the market is a copy of the General Meeting documentation which is being forwarded to shareholders.

The General Meeting documentation can be viewed on the Company's website www.phosphagenics.com

The General Meeting is to be held as follows:

Date: Monday 25 August 2014

Time: 3.00 p.m.

Place: RACV City Club, 501 Bourke Street, Melbourne, Victoria

For further information, please contact Mourice Garbutt, Company Secretary on 03 9605 5917.

END



Notice of 2014 General Meeting
including Explanatory Notes and Proxy Form

to be held on Monday 25 August 2014 at 3.00 p.m. (AEST)
(registration commencing 30 minutes earlier)

at RACV City Club, 501 Bourke Street, Melbourne, Victoria

**This is an important document. It should be read in its entirety.
If you are in doubt as to the course you should follow, consult your financial or other professional adviser.**

PHOSPHAGENICS LIMITED

ACN 056 482 403

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of Phosphagenics Limited ACN 056 482 403 (**Company**) will be held at RACV City Club, 501 Bourke Street, Melbourne, Victoria, on Monday, 25 August 2014 at 3.00 p.m. (AEST), for the purposes of considering and, if thought fit, passing each of the resolutions referred to in this Notice of Meeting.

The Explanatory Notes and proxy form accompanying this Notice of Meeting are hereby incorporated in, and comprise part of, this Notice of Meeting.

Please note that recent changes to the *Corporations Act 2001* (Cth) (**Corporations Act**) will apply to this meeting. These changes could affect whether your proxy is able to vote your shares.

Please read this Notice of Meeting carefully and consider directing your proxy on how to vote on each resolution by marking the appropriate box on the proxy form included with this Notice of Meeting.

BUSINESS

Resolution 1: Approval of the prior issue of securities

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

“That, pursuant to ASX Listing Rule 7.4 and for all other purposes, shareholders’ approve the prior private placement of 153,000,000 fully paid ordinary shares to institutional and sophisticated investors determined by Bell Potter Securities Ltd, Taylor Collison Limited and the Company.”

The private placement of 153,000,000 fully paid ordinary shares was made to institutional and sophisticated investors at an issue price of \$0.08 per share which raised A\$12.24 million before costs, as announced to ASX on 11 July 2014 and as described in the Explanatory Notes accompanying this Notice of Meeting.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 1 by:

- (a) The institutional and sophisticated investors who participated in the private placement; and
- (b) any associates of those persons.

However, the Company need not disregard a vote cast on Resolution 1 if it is cast by:

- (a) a person as proxy for a person who is entitled to vote, if the vote is cast 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 of the proxy form to vote as the proxy decides.

Resolution 2: Approval of an issue of securities pursuant to a further placement

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

“That, Shareholders approve the proposed further placement of 51,000,000 ordinary shares for the purposes of ASX Listing Rule 7.1 and for all other purposes, to institutional and sophisticated investor(s) determined by Bell Potter Securities Ltd, Taylor Collison Limited and the Company.”

The Company has agreed to issue (subject to Shareholder approval) 51,000,000 fully paid ordinary shares to institutional and sophisticated investor(s) determined by Bell Potter Securities Ltd, Taylor Collison Limited and the Company. At an issue price of \$0.08 per share to raise A\$4.08 million before costs, as announced to ASX on 11 July 2014, as described in the Explanatory Notes accompanying this Notice of Meeting.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 2 by:

- (a) a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed; and
- (b) any associates of those persons.

However, the Company need not disregard a vote cast on Resolution 2 if it is cast by:

- (a) a person as proxy for a person who is entitled to vote, if the vote is cast 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 of the proxy form to vote as the proxy decides.

By the Order of the Board



Mourice R Garbutt
Company Secretary

Dated: 25 July 2014

The accompanying Explanatory Notes and Proxy Form including Voting Instructions
form part of this Notice of Meeting

NOTES

Voting Entitlements

In accordance with section 1074E(2)(g) of the Corporations Act and Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that a Shareholder's voting entitlement at this meeting will be taken to be the entitlement of the person shown in the register of members as at 7.00 p.m. Saturday 23 August 2014. Transactions registered after that time will be disregarded in determining the Shareholders entitled to attend and vote at the meeting.

Proxies

- A member entitled to attend and vote at the meeting is entitled to appoint not more than two proxies.
- A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise one half of the member's votes. If the member appoints two proxies, neither may vote on a show of hands.

In addition changes to the Corporate Law Economic Reform Program (*Audit Reform and Corporate Disclosure Act 2004* (Cth) (**CLERP 9**) now enable:

- (a) notices of meetings to be distributed electronically; and
 - (b) a member to appoint a body corporate as well as an individual as their proxy and also that a body corporate appointed as a proxy may then nominate an individual to exercise its powers at meetings.
- A proxy need not be a member of the Company.
 - The proxy form must be signed by the member or the member's attorney. In the case of joint holdings all joint holders must sign the proxy form.
 - Proxies given by corporations may be executed in accordance with Section 127 of the Corporations Act 2001 or by the appointor's attorney duly authorized in writing. Should the constitution of a company permit the execution of documents without using a common seal, the document must be signed by:
 - (a) 2 directors of the company;
 - (b) A director and either a company secretary of the company or other authorized signatory; or
 - (c) for a proprietary company that has a sole director who is also the sole company secretary – that director and noting both positions.
 - To be valid the form appointing the proxy and the power of attorney or other authority (if any) under which it is signed (or an attested copy of it) may be lodged with the Company for the attention of the Company Secretary:
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(a) In person at office of the Share Registrar – Computershare Investor Services Pty Limited, Yarra Falls, 452 Johnston Street, Abbotsford, Vic, 3067;

(b) By faxing it to the Share Registrar on fax number(03) 94732555; or

By mail to the Share Registrar, Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne, Vic 3001 Australia, not later than 3.00p.m. Saturday, 23 August 2014, being 48 hours before the holding of the meeting.

Members may submit their proxy form on line at www.investorvote.com.au for which you will need your Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**).

Custodian Voting – For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

- Unless a member specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit or abstain from voting .**Accordingly, your Board of Directors urge members, when completing the proxy form, to direct the proxy by indicating a vote for either 'For' or 'Against' or 'Abstain'.**
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PHOSPHAGENICSLIMITED

ACN 056 482 403

EXPLANATORY NOTES TO THE NOTICE OF GENERAL MEETING

These Explanatory Notes accompany and form part of the Phosphagenics Limited Notice of Meeting to be held at RACV City Club, 501 Bourke Street, Melbourne, Victoria, on Monday, 25 August 2014 at 3.00 p.m.

The Notice of Meeting should be read together with these Explanatory Notes.

BUSINESS

Background

The Company announced on Friday, 11 July 2014 that it was undertaking a capital raising program which comprised of:

- (a) A A\$16.24 million raising by way of private placements to institutions and sophisticated investors in Australia and various foreign jurisdictions determined by Bell Potter Securities, Taylor Collison and the Company (collectively the **Institutional Investors**); and
- (b) A further A\$3.0 million via a share purchase plan offering to existing shareholders of the Company.

The placement to the institutional and sophisticated investors is for a total of 201,000,000 ordinary shares at A\$0.08 per share of which 153,000,000 shares were issued on Friday, 18 July 2014 (which was within the Company's 15% limit under ASX Listing Rule 7.1) and the remaining 51,000,000 shares are to be issued subject to shareholder approval at this General Meeting.

This meeting has been convened to seek shareholder approval for the ratification of the issue of the 153,000,000 shares issued on Friday, 18 July 2014 and the proposed issue of the 51,000,000 shares, pursuant to this capital raising program.

Resolution 1: Approval of the prior issue of securities

For the purposes of ASX Listing Rule 7.4, and for all other purposes, Shareholders are requested to approve the prior issue of 153,000,000 fully paid ordinary shares to shares to institutional and sophisticated investors determined by Bell Potter Securities, Taylor Collison and the Company (**Private Placement**).

The Company issued 153,000,000 fully paid ordinary shares at an issue price of A\$0.08 per share to raise A\$12.24 million before costs.

The Equity raising proceeds will be used to progress the Company's clinical trials and development of its scheduled TPM[®]/opioid clinical trial programs and working capital.

ASX Listing Rule 7.1 precludes the Company from issuing new equity securities in excess of 15% of its capital in any 12 month period without the prior approval of Shareholders in general meeting, subject to a number of exceptions.

The issue of the 153,000,000 fully paid ordinary shares as set out in Resolution 1 was within the 15% limit at the relevant time and therefore did not require the prior approval of Shareholders under ASX Listing Rule 7.1.

ASX Listing Rule 7.4 provides that where a company in general meeting ratifies an issue of equity securities, the issue will be treated as having been made with approval for the purpose of Listing Rule 7.1, thereby enabling the company to issue further securities without exceeding the 15% in 12 months limitation. Ratification of the prior issue of the fully paid ordinary shares will enable the Company, in the unlikely event that a need arises, to raise additional funding to fund the ongoing commitments of the Company's commercialization objectives, clinical trials and working capital requirements.

This resolution has been proposed to seek ratification of the prior issue of the fully paid ordinary shares pursuant to ASX Listing Rule 7.4.

ASX Listing Rule 7.5 requires the following information be given to Shareholders.

The number of securities allotted

A total of 153,000,000 fully paid ordinary shares were issued as set out in Resolution 1.

The price at which the securities were issued

The 153,000,000 fully paid ordinary shares were issued at A\$0.08 per share.

The terms of the securities

Each fully paid ordinary share was issued on the same terms and ranking equally in all respects with the existing ordinary shares in the Company then on issue.

The names of allottees or the basis on which allottees were determined

The allottees were institutional and sophisticated investors determined by Bell Potter Securities, Taylor Collison and the Company.

The use or intended use of the funds raised

The Equity raising proceeds will be used to progress the Company's clinical trials and development of its scheduled TPM[®]/opioid clinical trial programs inclusive of:

- the Company's pivotal TPM[®]/Oxymorphone Phase 2 clinical trial in the USA scheduled for the first half of 2015;
- the upcoming TPM[®]/Oxycodone Phase 2 trial in Australia; and
- for general working capital.

A voting exclusion statement

A voting exclusion statement in relation to Resolution 1 is included in the Notice of Meeting.

Director's Recommendation

The Directors of the Company unanimously recommend that Shareholders vote in favour of Resolution 1. The chairperson of the meeting intends to vote undirected proxies in favour of the approval of Resolution 1.

Resolution 2: Approval of an issue of securities pursuant to a further placement

For the purposes of ASX Listing Rule 7.1, and for all other purposes, shareholder approval is requested to approve the issue of 51,000,000 ordinary shares to institutional and sophisticated investor(s) determined by Bell Potter Securities, Taylor Collison and the Company (**Further Placement**).

The Company has agreed to make the Further Placement at an issue price of A\$0.08 per share to raise A\$4.08 million as part of the capital raising program announced on Friday, 11 July 2014, subject to the receipt of shareholder approval of the Further Placement.

ASX Listing Rule 7.1 precludes the Company from issuing new equity securities in excess of 15% of its capital in any 12 month period without the prior approval of Shareholders in general meeting, subject to a number of exceptions.

This resolution has been proposed to seek approval of the Further Placement pursuant to ASX Listing Rule 7.1. ASX Listing Rule 7.3 requires the following information be given to Shareholders.

The maximum number of securities the entity is to issue

A total of 51,000,000 ordinary shares are proposed to be issued.

The date by which the entity will issue the securities

The ordinary shares will be issued on the business day following the receipt of application moneys in cleared funds. Application moneys are to be received within 2 business days following notice from the Company to the placee(s) confirming Shareholder approval under Resolution 2. But in any event and as required under ASX Listing Rule 7.3.2, the shares will be issued within three months of the date of the shareholder approval.

The issue price of the securities

The issue price of the 51,000,000 ordinary shares will be A\$0.08 per share.

The names of the allottees

The allottees were institutional and sophisticated investor(s) determined by Bell Potter Securities, Taylor Collison and the Company.

The terms of the securities

Each fully paid ordinary share to be issued on the same terms and ranking equally in all respects with the existing ordinary shares in the Company on issue.

The intended use of the funds raised

The Company will utilize the funds to progress the Company's Phase 2 clinical trials of its Targeted Penetration Matrix ("TPM[®]") /oxymorphone patch, its Phase 2 TPM[®] /oxycodone patch and for general working capital.

The dates of the allotment

The ordinary shares will be allotted on the business day following the receipt of application moneys in cleared funds. Application moneys are to be received within 2 business days following notice from the Company to the placee(s) confirming Shareholder approval.

A voting exclusion statement

A voting exclusion statement in relation to Resolution 2 is included in the Notice of Meeting.

Director's Recommendation

The Directors of the Company unanimously recommend that Shareholders vote in favour of Resolution 2. The chairperson of the meeting intends to vote undirected proxies in favour of the approval of Resolution 2.

GLOSSARY

ASX means ASX Limited ACN 008 624 691 or, as the context requires, the financial market operated by it.

ASX Listing Rules means the official listing rules of ASX.

Bell Potter Securities means Bell Potter Securities Limited ACN 006 390 772.

Board means the Board of directors of the Company.

Company means Phosphagenics Limited ABN 32 056 482 403.

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

Directors mean the directors of the Company and **Director** means any one of them.

Explanatory Notes means these explanatory notes that accompany, and are incorporated as part of, the Notice of Meeting.

Further Placement means the proposed issue (subject to the receipt of shareholder approval under Resolution 2 of the Meeting) of 51,000,000 ordinary shares to institutional and sophisticated investor(s) determined by Bell Potter Securities, Taylor Collison and the Company, as announced to ASX on 11 July 2014.

Glossary means this glossary.

Meeting means the general meeting of the Shareholders convened by the Notice of Meeting.

Notice of Meeting means this Notice of the General Meeting.

Private Placement means the private placement of 153,000,000 Shares to institutional and sophisticated investors located in Australia and various foreign jurisdictions, determined by Bell Potter Securities, Taylor Collison and the Company, as announced to ASX on 11 July 2014.

Resolution means a resolution set out in the Notice of Meeting.

Share means a fully paid ordinary share in the Company.

Shareholder means a holder of at least one Share.

Taylor Collison means Taylor Collison Limited.



PHOSPHAGENICS

Phosphagenics Limited
ABN 32 056 482 403

Lodge your vote:

Online:
www.investorvote.com.au

By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000



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MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form



Vote online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

For your vote to be effective it must be received by 3.00 p.m. (AEST) Saturday, 23 August 2014

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

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

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** ➔

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Phosphagenics Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman 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, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Phosphagenics Limited to be held at RACV City Club, 501 Bourke Street, Melbourne, Victoria on Monday, 25 August 2014 at 3.00 p.m. (AEST) and at any adjournment or postponement of that meeting.

STEP 2 Items of Business

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

	For	Against	Abstain
Resolution 1 Approval of the prior issue of securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Approval of an issue of securities pursuant to a further placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / /

POH

999999A

Computershare +