



BIODIEM LIMITED
ACN 096 845 993

Notice of Annual General Meeting

Explanatory Statement and Proxy Form

Date of Meeting:
Monday, 20 November 2017

Time of Meeting:
9.00AM (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*

BIODIEM LIMITED

A.C.N. 096 845 993

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

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Members of BioDiem Limited ("BioDiem" or the "Company") will be held at the Grant Thornton, Collins Square, Tower 2, Level 6, 727 Collins Street, Melbourne, Victoria, 3000 on Monday, 20 November 2017 at 9.00am (AEDT).

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 Professor Larisa Georgievna Rudenko as a Director of the Company

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

"That Prof. Larisa Georgievna Rudenko, 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 assignment of the BDM-I technology to Opal Biosciences Ltd by the acceptance of 2,500,000 fully paid ordinary shares in Opal Biosciences Ltd 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 9.00am (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 Professor Larisa Georgievna Rudenko as a Director of the Company

Pursuant to the Constitution of the Company, one-third of the Directors or, if their number is not a multiple of three, the number nearest to one-third, except the Managing Director, are required to retire by rotation at each Annual General Meeting. The Company has four directors, one of whom is the Managing Director. Accordingly, one director is required to retire by rotation at the 2017 Annual General Meeting.

Accordingly, Professor Larisa Georgievna Rudenko retires by rotation and, being eligible, offers herself for re-election.

Professor Larisa Rudenko is Head of the Virology Department in the Institute of Experimental Medicine, St. Petersburg, Russia. Professor Rudenko worked with Academician Smorodintsev and has been responsible for the development and clinical trials of the live attenuated influenza vaccines in Russia. She is recognised as one of the world's leading experts in live attenuated influenza vaccines and as such has worked closely over the past 20 years with scientists at the Centers for Disease Control and Prevention, Atlanta, USA in developing effective influenza prophylaxis programs for use in children and in the elderly. She has published in excess of 225 scientific papers and 42 patents. Under her supervision, 11 PhD and 2 DSc theses have been prepared. In 1999 her contribution to medical science was recognised with the award of the title of Honoured Scientist of the Russian Federation. Professor Rudenko is currently leading the WHO and PATH programs, developing a new pandemic LAIV.

Directors' Recommendation

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

Resolution 2: Completion of assignment of BDM-I technology

In July 2015, shareholders approved the Company's assignment of the BDM-I technology to its subsidiary, Opal Biosciences Ltd (**Opal Biosciences**). Since that time, Opal Biosciences 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 Opal Biosciences have now agreed that the outstanding consideration will be satisfied by the issue by Opal Biosciences of 2,500,000 fully paid ordinary shares to the Company. This will allow the assignment which was previously approved by shareholders of the Company to be completed.

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

Directors' Interests

Ms Julie Phillips, being a director of the Company, participated in the capital raising by Opal Biosciences Ltd and, accordingly, is now a shareholder in Opal Biosciences, holding, in aggregate 1.43% of the shares in Opal Biosciences.

Directors' Recommendation

The directors of the Company who do not hold shares in Opal Biosciences 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:

“**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 the Company by the Institute of Experimental Medicine, St Petersburg pursuant to a Commercialisation Agreement dated 1 November 2001 and assigned by the Company to Opal Biosciences in July 2015.

“**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 Biodiem Limited ACN 096 845 993.

“**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.

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

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

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

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

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

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

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