



BIODIEM LTD  
ABN 20 096 845 993  
Level 4,  
100 Albert Rd,  
South Melbourne, Victoria, 3205  
Australia  
Phone: +613 9692 7240  
Web: [www.biodiem.com](http://www.biodiem.com)

## Announcement

### BioDiem Update: Opal Biosciences Ltd.

Melbourne, 5<sup>th</sup> June 2015:

BioDiem is pleased to update shareholders about the progress of Opal Biosciences, the new wholly-owned subsidiary of BioDiem. Opal Biosciences Ltd ("Opal") will develop BioDiem's BDM-I antimicrobial program. For more information about Opal see [www.opalbiosciences.com](http://www.opalbiosciences.com).

This month there has been a lot of international news about the need to address the antibiotic resistance issue. The UK has released another Jim O'Neill report<sup>1</sup>, the White House held a forum this week on antibiotic stewardship<sup>2</sup> and last month's World Medical Assembly supported a world action plan to combat antibiotic resistance<sup>3</sup>.

The importance of this issue and the opportunity for BioDiem shareholders has led to the formation of Opal Biosciences.

BioDiem shareholders will be asked to approve the assignment of BDM-I from BioDiem into Opal at a shareholders meeting to be held on 6<sup>th</sup> July at 5pm.

The Notice of Meeting and Explanatory Memorandum and Proxy Form for this EGM were sent to Shareholders yesterday and accompany this announcement. Shareholders are asked to ensure that our share registry, Computershare, has the correct contact details.

Opal's progress so far:

- Capital-raising launch at *Wholesale Investor Sydney Capital Expo and Small Cap Showcase*, held on 15<sup>th</sup> May, 2015. The video of that presentation is available on the Wholesale Investor website, and also the Opal Biosciences website.
- Presentation and corporate stand at *Asia Biotech Invest 2015, Hong Kong* on 20-21 May, 2015.
- Various media coverage including interviews with *Medify Daily* and *Biotech Daily*, with further media scheduled.

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<sup>1</sup> [http://amr-review.org/sites/default/files/SECURING%20NEW%20DRUGS%20FOR%20FUTURE%20GENERATIONS%20FINAL%20WEB\\_0.pdf](http://amr-review.org/sites/default/files/SECURING%20NEW%20DRUGS%20FOR%20FUTURE%20GENERATIONS%20FINAL%20WEB_0.pdf)

<sup>2</sup> White House Forum on Antibiotic Stewardship | [whitehouse.gov](http://whitehouse.gov)

<sup>3</sup> World Health Assembly addresses antimicrobial resistance, immunization gaps and malnutrition 25 May 2015

- Investor presentations scheduled in Sydney and Melbourne, and in the US in conjunction with the 2015 Bio International Convention, Jun 15-18, 2015.

On completion of Opal's fund-raising, BioDiem shareholders will continue to own 33% or more of Opal. The Opal offer is outlined in an Information Memorandum. The offer is not open to the general public. The conditions of eligibility are included in the Explanatory Memorandum.

Shareholders can contact the office for further information or if there are any questions or difficulties please contact our office.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Julie Phillips', written over a large, light-colored oval shape.

**Julie Phillips**  
**Chief Executive Officer**  
BioDiem Ltd  
Phone + 61 3 9692 7240  
Twitter @biodiem  
Email [jphillips@biodiem.com](mailto:jphillips@biodiem.com)

# BIODIEM LTD (ACN 096 845 993)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

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NOTICE IS GIVEN that a Extraordinary General Meeting of Shareholders of the Company will be held at the offices of Grant Thornton, Wills Room, The Rialto, North Tower, Level 30, 525 Collins Street, Melbourne VIC 3000 on Monday 6<sup>th</sup> July 2015 at 5:00pm (AEST).

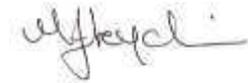
### Business

#### 1 Assignment of BDM-I technology

To consider, and if thought fit, pass the following resolution as an Ordinary Resolution -

"That the Company's assignment of the BDM-I technology to Opal Biosciences Ltd be approved".

### By Order of the Board



Melanie Leydin  
Company Secretary  
3 June 2015

#### 1. Material accompanying this notice

- (1) Explanatory Memorandum setting out details relevant to the business set out in this Notice of General Meeting ("**Notice**").
- (2) Terms used in this Notice, including the resolution set out in this Notice have, unless otherwise defined, the same meanings set out in the Explanatory Memorandum.
- (3) Proxy Form.
- (4) Appointment of Corporate Representative.

#### 2. Voting and required majority

##### (1) Resolution 1

In accordance with the constitution of the Company and section 249H of the Corporations Act, for this resolution to be effective it must be –

- (a) passed at a meeting of which not less than 28 days written notice specifying the intention to propose the resolution has been given (unless consent to short notice has been received); and
  - (b) passed by a majority of more than 50% of all the votes cast by Ordinary Shareholders present (whether in person, proxy, attorney or representative) and entitled to vote on the resolution.
- (2) On a show of hands every Shareholder has one vote and, on a poll, has one vote for each fully paid Ordinary Share held.

### 3. Notes

- (1) The Company has determined that each person whose name appears on the Company's share register at 7pm (**AEST**) on Friday 29<sup>th</sup> May 2015 ("**Effective Time**"), will be entitled to vote on the resolutions set out in this Notice.
  - (2) All Shareholders as at the Effective Time entitled to attend and vote at this meeting may appoint a proxy for that purpose. A proxy need not be a Shareholder of the Company.
  - (3) The proxy form sent to you with this Notice should be used for this meeting.
  - (4) If you are entitled to cast two or more votes at this meeting, you may appoint two proxies and you may specify the proportion or number of votes that each proxy is entitled to exercise. If you **do not** specify the proportion or number of votes each proxy may exercise, then each proxy will be entitled to exercise half of the votes. An additional proxy form will be supplied by the Company on request.
  - (5) In the case of an individual, a proxy must be under the hand of the individual or his or her attorney who has been authorised in writing. In the case of a corporation, a proxy must be executed by the corporation under common seal or under the hand of its authorised officer or officers or attorney.
  - (6) Any Shareholder may, by power of attorney, appoint an attorney to act on that Shareholder's behalf. The power of attorney, or certified copy, must be received by the Company as specified in paragraph (8).
  - (7) Any corporation which is a Shareholder of the Company may appoint a representative to act on its behalf. Appointments of representatives must be received by the Company as specified in paragraph (8) at any time before the time of the meeting, or adjourned meeting, or handed in at the meeting.
  - (8) Proxies, corporate representatives and powers of attorney granted by Shareholders must be received by the Company by no later than 5:00pm (**AEST**) on Saturday 4<sup>th</sup> July 2015 at:
    - (a) the registered office of the Company – Level 4, 100 Albert Road, South Melbourne VIC 3205; **or**
    - (b) by fax at the registered office of the Company - fax number +61 3 9077 9233.
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# BIODIEM LTD (ACN 096 845 993)

## EXPLANATORY MEMORANDUM

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This Explanatory Memorandum contains information relevant to the business referred to in the Notice of Extraordinary General Meeting of BioDiem Limited ACN 096 845 993 (the "**Company**") which it accompanies and should be read in its entirety and carefully by Shareholders prior to the Extraordinary General Meeting.

Further details relating to each of the resolutions, set out in the Notice, are set out below.

### **1 Resolution 1: Resolution to approve the Company's assignment of the BDM-I technology to Opal Biosciences Limited**

#### **(1) Background**

- (a) Resolution 1 set out in the Notice seeks approval of Shareholders to the Company's assignment of the BDM-I technology to its wholly owned subsidiary, Opal.
- (b) The BDM-I technology was assigned by the Institute of Experimental Medicine, St Petersburg, to the Company pursuant to a Commercialisation Agreement dated 1 November 2001. The assignment by the Company to Opal will be subject to the consent of the Institute of Experimental Medicine.
- (c) The BDM-I technology is an anti-microbial technology which targets the treatment of infections, primarily serious human infections. Opal intends to develop the BDM-I technology into Opal-I, an injectable product, and Opal-T, a topical product.
- (d) The consideration payable by Opal for the assignment of the BDM-I technology comprises:
  - (i) the issue by Opal to the Company of 10 million fully paid ordinary shares
  - (ii) the issue by Opal to the Company of 5 million options; and
  - (iii) \$500,000 cash consideration.

Each option entitles the Company to be issued with one fully paid ordinary share in Opal if the Company exercises the option and pays the option exercise price to Opal before the option expiry date. The option exercise price is \$0.26 and the option expiry date is 15 May 2017.

#### **(2) Reason for assignment of BDM-I technology to Opal**

- (a) The Company's LAIV vaccine technology has been successfully licensed to two commercial partners, in India and China, and is licenced to the World Health Organisation. As a result, the Company expects a steady revenue stream from the LAIV vaccine technology will result in a positive return on investment for the Company's shareholders.
- (b) The BDM-I technology has demonstrated significant activity against certain germs and a product development plan has been established to develop the technology further. However, the BDM-I technology is not as far advanced as the LAIV vaccine technology and requires a significant capital investment to commercialise. The Company does not expect to see any revenue from the BDM-I technology for a number of years.

- (c) The reason the Company is proposing to transfer the BDM-I technology to Opal is to raise capital to develop the BDM-I technology without diluting existing shareholders' interest in the Company while ensuring that shareholders keep access to the value of the BDM-I technology and potential future upside.

**(3) Proposed capital raising by Opal**

- (a) Opal's plan to develop the BDM-I technology includes a proposed a capital raising of \$3.5 million by issuing 17.5 million fully paid ordinary shares at \$0.20 per share, with the ability to accept over-subscriptions of up to a further \$0.5 million through the issue of up to a further 2.5 million fully paid ordinary shares at \$0.20 per share. Opal is also proposing to issue options to subscribers up to a maximum of 15 million options if it is able to raise \$4 million through valid subscriptions received prior to 15 July 2015. The options have the same terms as the options which will be issued to the Company by Opal.
- (b) Opal plans to apply the money raised as follows:
- (i) in payment of the \$500,000 cash consideration owed to the Company for the transfer of the BDM-I technology to Opal;
  - (ii) further research and development of the BDM-I technology;
  - (iii) obtaining and maintaining its intellectual property rights including securing patents; and
  - (iv) general working capital expenses.
- (c) If Opal is able to raise \$3.5 million through valid subscriptions received prior to 15 July 2015, the Company's ownership of Opal will reduce from 100% to 36%. If Opal is able to raise the further \$0.5 million through valid subscriptions received prior to 15 July 2015, the Company's ownership of Opal will reduce from 100% to 33%. These percentages are calculated on a fully diluted basis assuming conversion of all options in Opal to fully paid ordinary shares.
- (d) Opal's offer of shares and options is available to sophisticated and professional investors and persons to whom such an offer can be made without a disclosure document under section 708 of the Corporations Act and those investors to whom the offer can lawfully be made in their jurisdiction. If you qualify as such an investor and are interested in obtaining Opal's information memorandum for the offer to consider an investment in Opal, you can contact Melanie Leydin, the company secretary of Opal, for further information by email: [mleydin@opalbiosciences.com](mailto:mleydin@opalbiosciences.com) or by phone: +61 3 9692 7222.

Please note that Opal's offer is not being made pursuant to a prospectus and is not an offer to the public generally or to shareholders of the Company.

**(4) Directors' Interests**

The directors of the Company do not have any interest to disclose in respect of Resolution 1.

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**(5) Other relevant information**

There is no other information that is known to any of the directors of the Company which may reasonably be expected to influence a person in deciding whether or not to vote in favour of this resolution or which has not been previously disclosed to Shareholders.

**(6) Shareholder approval**

This resolution is to be put to holders of Ordinary Shares and will only be effective if passed by Shareholders holding 50% or more of Ordinary Shares.

**(7) Recommendation by directors**

The directors of the Company have considered all the relevant information relating to the resolution and unanimously recommend that Shareholders vote in favour of the resolution.



## GLOSSARY OF TERMS

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<b>Company</b>	means BioDiem Limited (ACN 096 845 993)
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth)
<b>Notice</b>	means the Notice of Extraordinary General Meeting which this Explanatory Memorandum accompanies
<b>Ordinary Shares</b>	means fully paid ordinary shares in the capital of the Company
<b>Opal</b>	means Opal Biosciences Limited (ACN 605 631 963), a wholly owned subsidiary of the Company
<b>Shareholders</b>	means all of the shareholders of the Company who are registered as the holder of one or more shares

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**Lodge your vote:**

 **By Mail:**  
 Level 4, 100 Albert Road,  
 South Melbourne VIC 3205

Alternatively you can fax your form to  
 +61 3 9077 9233

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



## Proxy Form

 **For your vote to be effective it must be received by 5:00pm (AEST) on Saturday 4 July 2015**

### 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 the 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 the item your vote will be invalid.

**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

**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](http://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.

**Turn over to complete the form** →



View your securityholder information, 24 hours a day, 7 days a week:

**[www.investorcentre.com](http://www.investorcentre.com)**

- Review your securityholding
- Update your securityholding

**Your secure access information is:**



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

**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.

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of BioDiem 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 Extraordinary General Meeting of BioDiem Limited to be held at the offices of Grant Thornton, Wills Room, The Rialto, North Tower, Level 30, 525 Collins Street, Melbourne on Monday, 6 July 2015 at 5:00pm (AEST) and at any adjournment or postponement of that meeting.

## STEP 2 Item of Business

**PLEASE NOTE:** If you mark the **Abstain** box for the 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.

Resolution 1 Assignment of BDM-I technology

For  Against  Abstain

The Chairman of the Meeting intends to vote undirected proxies in favour of the item of business.

## 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 / /

**Company or Trust in which Securityholding is held**

Registered Name(s)

Registered Address

**Update your information:**



**Online:**  
www.investorcentre.com/contact



**By Mail:**  
Computershare Investor Services Pty Limited  
GPO Box 2975 Melbourne  
Victoria 3001 Australia

**Enquiries:**

(within Australia) 1300 850 505  
(international) +61 3 9415 4000

**Holder Identification Number (HIN) or Securityholder Reference Number (SRN)**



Use a black pen.  
Print in CAPITAL letters.



Where a choice is required, mark the box with an 'X'

**Appointment of Corporate Representative**

**A Appointment of Corporate Representative**  
The abovenamed registered holder hereby appoints:

to act as its representative at:

Day                      Month                      Year

 the meeting of the above named company to be held on:  /  / 

**OR**

 all meetings of the above named company.

Please state if there are any restrictions on the representative's power:    Yes                       No

If yes, please describe these restrictions




Contact name  Telephone Number - Business Hours / After Hours

**B Sign Here - This section must be signed for your instructions to be executed.**

I/We authorise you to act in accordance with the instructions set out above. We acknowledge that these instructions supersede and have priority over all previous instructions.

Director/Sole Director and Sole Company Secretary

Director/Company Secretary

Sole Director (No Company Secretary) \*

Day                      Month                      Year

 /  / 

\* By signing here I, ..... (Name in full) ..... warrant that, pursuant to the Corporations Act, the company does not have a Company Secretary and that as the Sole Director I am authorised by the company to complete this form.



## How to complete this form

### **A** Appointment of Corporate Representative

Enter the name of the person you wish to appoint as a corporate representative.

Indicate whether this appointment is for one specific meeting or all future meetings. If it is only for one specific meeting, enter the date of that meeting.

State if there are any restrictions to the representative's power and, if so, describe these.

Please provide your contact details in case we need to speak to you about this form.

### **B** Signature(s)

You must sign this form as follows in the spaces provided:

Companies:                      this form must be signed by either 2 Directors or a Director and a Company Secretary. Alternatively, where the company has a Sole Director and, pursuant to the Corporations Act, there is no Company Secretary, or where the Sole Director is also the Sole Company Secretary, that Director may sign alone. Delete titles as applicable.