



Probiomics Limited
ACN 084 464 193

Notice of Annual General Meeting

and

Explanatory Memorandum to Shareholders

ANNUAL GENERAL MEETING:

11.30 am (Sydney time) on Tuesday, 16th November, 2010
Board Room,
Suite 1A, Level 2
802 Pacific Highway
GORDON NSW 2072

A separate proxy form is enclosed.

Please read the Notice and the accompanying Explanatory Memorandum carefully.

If you are unable to attend the Annual General Meeting please complete the Proxy Form and return, as directed.

Notice of Annual General Meeting

NOTICE is hereby given that the Ninth Annual General Meeting of Shareholders of Probiomics Limited ("Company") will be held at 11.30 am (Sydney time) on Tuesday, 16th November, 2010 in Board Room , Suite 1A, level 2, 802 Pacific Highway, Gordon NSW, 2072.

AGENDA

ORDINARY BUSINESS

Chairman's Address

Financial reports

To receive and consider the financial report of the Company and the reports of the Directors and Auditors for the financial year ended 30th June 2010.

ORDINARY RESOLUTIONS

1. Election of Directors

To consider, and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without modification:

"THAT Mr Simon O'Loughlin, being a director of the Company who retires in accordance with Rule 8.1(e)(2) of the Company's Constitution, and being eligible, be and is hereby elected as a director of the Company".

2 Remuneration Policy of The Company

To consider, and if thought fit, to pass the following resolution in respect of the Company's remuneration policy for Directors and Executives:-

THAT the remuneration policy of the Company for Directors and Executives as set out in the Company's 2010 annual report to members be adopted.

OTHER BUSINESS

To consider any other business that may be brought before the meeting in accordance with the Constitution.

EXPLANATORY MEMORANDUM

Shareholders are referred to the Explanatory Memorandum accompanying and forming part of this Notice of Meeting.

POINT AT WHICH VOTING RIGHTS ARE DETERMINED

The Board of Directors has determined that under Corporations Regulations 7.11.37, for the purposes of the annual general meeting, shares will be taken to be held by the persons who are the registered holders at 5 pm (Sydney time) on 11th November 2010. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

VOTING IN PERSON

To vote in person, attend the meeting on the date and time and at the place set out above.

VOTING BY PROXIES

To vote by proxy, please complete and sign the proxy form enclosed with this Notice of Annual General Meeting as soon as possible and either:

- In person
Probiomics Limited
Suite 1A, Level 2
802 Pacific Highway
GORDON NSW 2072
- By mail
Computershare Investor Services Pty Ltd
GPO Box 242, MELBOURNE VIC 3001
- By fax no later than 11.30 am (Sydney time) on 12th November 2010
+61 3 9473 2555 (outside Australia)
1800 783 447 (within Australia)
- Custodian Voting: For Intermediary online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions no later than 11.30 am (Sydney time) on 15th November 2010.

By Order of the Board

Dated 16th September 2010



**Ashok Jairath
Company Secretary
Probiomics Limited
ACN 084 464 193**

PROBIOMICS LIMITED

ACN 084 464 193

EXPLANATORY MEMORANDUM

TO THE NOTICE OF THE MEETING TO BE HELD AT 11.30 AM (SYDNEY TIME) ON TUESDAY 16TH NOVEMBER 2010

This Explanatory Memorandum has been prepared to assist shareholders to understand the business to be put to shareholders at the annual general meeting to be held on Tuesday 16th November 2010.

Ordinary business

Financial reports

The Corporations Act and the Company's constitution require:

- the reports of the directors and auditors; and
- the annual financial report, including the financial statements of the Company for the year ended 2010,

to be laid before the annual general meeting. Neither the Corporations Act nor the constitution requires a vote of shareholders on the reports or statements. However, shareholders will be given the opportunity to raise questions or comments on the reports and statements at the meeting.

Also, a reasonable opportunity will be given to shareholders as a whole at the meeting to ask the Company's auditor questions relevant to the conduct of the audit and the preparation and content of the auditor's report.

Ordinary Resolutions

1 Election of directors

Mr Simon O'Loughlin was elected a Director at an Annual General Meeting held on 26th November 2008. In accordance with clause 8.1(e)(2)(A) of the Company's Constitution, one-third of Directors must retire from office at each Annual General Meeting of the Company with the Director or Directors who have been longest in office since their last election being required to retire.

Of the three directors, Messrs S. O'Loughlin and S. Taylor were elected at the 2008 AGM and Mr P Ford was elected at the 2009 AGM. It has been agreed among the two longest serving directors, as is allowed for under the Constitution, that Simon O'Loughlin retire at this AGM and, being eligible, to offer himself for re-election.

2. REMUNERATION POLICY OF THE COMPANY

Pursuant to s 250R (2) of the Corporations Act 2001, listed companies are required to put to shareholders at each annual general meeting a resolution to adopt the remuneration report.

The vote on this resolution is advisory only and does not bind the directors or the Company [section 250R (3)]

The remuneration report, which forms part of Directors' report, is set out in the 2010 Annual Report.

Probiomics Limited

ABN 97 084 464 193



000001 000 PCC
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



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

Proxy Form

For your vote to be effective it must be received by 11:30am (AEDT) Sunday 14 November 2010

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 as they choose. 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.

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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 under the information tab, "Downloadable 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

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN: I999999999



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

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.



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■ Proxy Form

Please mark to indicate your directions

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STEP 1 ➤ Appoint a Proxy to Vote on Your Behalf

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

the Chairman 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, as the proxy sees fit) at the Annual General Meeting of Probiomics Limited to be held at the Board Room, Suite 1A, Level 2, 802 Pacific Highway, Gordon NSW, 2072 on Tuesday, 16 November 2010 at 11.30pm (AEDT) and at any adjournment 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.

1 To re-elect Mr Simon O'Loughlin as Director of the Company

For Against Abstain

2 That the remuneration policy set out in the Company's 2010 annual report to members be adopted

For Against Abstain

The Chairman of the Meeting intends to vote undirected proxies in favour of each 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 ____ / ____ / ____

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Computershare +

Probiomics Limited

ABN 97 084 464 193

All general correspondence to:

Computershare Investor Services Pty Limited
GPO Box 2975
Victoria 3001 Australia
Enquiries (within Australia) 1800 855 080
(outside Australia) 61 3 9415 4000
Facsimile 61 3 9473 2500
web.queries@computershare.com.au
www.computershare.com



000001 000 PCC
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with matters arising from your securityholding in Probiomics Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notice of meeting.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following:

- > Security Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

Probiomics Limited