

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

Probiomics Limited (**Probiomics** or **Company**)

ABN

97 084 464 193

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1 ⁺Class of ⁺securities issued or to be issued

- Fully paid ordinary shares, on a post Share Consolidation basis (**Shares**).
- Options to acquire Shares, on a post Share Consolidation basis (**Options**).

For the purposes of this Appendix 3B, the expression "Share Consolidation" refers to the 20:1 share consolidation referred to in the Notice of Meeting issued by Probiomics and dated 5 January, 2012, and approved by Probiomics shareholders at a general meeting held on 7 February, 2012 (**Share Consolidation**).

2	Number of ⁺ securities issued or to be issued (if known) or maximum number which may be issued	<p>(a) 133,487,245 Shares.</p> <p>(b) 176,176 Options, each exercisable at \$0.70 per Option, on or before 30 September, 2012.</p> <p>(c) 270,000 Options, each exercisable at \$0.78 per Option, on or before 21 December, 2012.</p> <p>(d) 3,020,645 Options, each exercisable at \$0.70 per Option, on or before 31 March, 2013.</p> <p>(e) 1,062,000 Options, each exercisable at \$0.24 per Option, on or before 1 September 2013.</p> <p>(f) 2,700,000 Options, each exercisable at \$0.70 per Option, on or before 14 May, 2014.</p> <p>(g) 3,638,837 Options, each exercisable at \$0.33 per Option on or before 31 March, 2013.</p> <p>(h) 1,000,000 Options, each exercisable at \$0.40 per Option on or before 1 January, 2015.</p> <p>(i) 6,337,817 Options, each exercisable at \$0.00 per Option on or before 31 December, 2015.</p>
3	Principal terms of the ⁺ securities (eg, if options, exercise price and expiry date; if partly paid ⁺ securities, the amount outstanding and due dates for payment; if ⁺ convertible securities, the conversion price and dates for conversion)	<ul style="list-style-type: none"> • All Shares referred to paragraph (a) of Item 2 are fully paid ordinary shares. • The principal terms of each class of Options referred to in paragraphs (b) to (i) (inclusive) of Item 2 are as set out in Item 2. • In addition to the terms set out in Item 2, the Options referred to in paragraph (i) of Item 2 are not exercisable until the achievement of “Successful Commercialisation”, as that term is defined in the Notice of Meeting issued by Probiomics and dated 6 February, 2012 (6 February Notice).

⁺ See chapter 19 for defined terms.

<p>4 Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<ul style="list-style-type: none"> • All of the Shares referred to in Item 2 will rank pari passu with all existing Shares. • None of the Options referred to in Item 2 will rank equally with any existing class of quoted Probiomics securities. Further, none of the Options will entitle their respective holders to participate in any dividends in the Company.
<p>5 Issue price or consideration</p>	<ul style="list-style-type: none"> • 10,916,387 Shares at \$0.22 cents per Share and 3,638,837 Options for no additional cash consideration. • 99,843,543 Shares in consideration for the transfer to Probiomics of 221,874,540 ordinary shares in the issued capital of Hunter Immunology Limited ACN 106 556 094 (Hunter) (i.e. 9 Shares for each Hunter share and then consolidated in the Share Consolidation). • 22,727,315 Shares in consideration for the transfer to Probiomics of 50,505,050 tranche 1 convertible note interests in Hunter (i.e. 9 Shares for each Hunter tranche 1 convertible note interest and then consolidated in the Share Consolidation). • 7,228,821 Options – being all of the Options referred to in paragraphs (b) to (f) (inclusive) of Item 2 – in consideration for the transfer to Probiomics of 16,064,026 Hunter options (i.e. 9 Options for each Hunter option and then consolidated in the Share Consolidation). • 1,000,000 Options – being the Options referred to in paragraph (h) of Item 2 – for no cash consideration. • 6,333,817 Options – being the Options referred to in paragraph (i) of Item 2 and approved by Probiomics shareholders at a general meeting held on 16 March, 2012 pursuant to the 6 February Notice – for no cash consideration.

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Purpose of the issue
(If issued as consideration for the acquisition of assets, clearly identify those assets)

⁺ See chapter 19 for defined terms.

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	176,176	Options, each exercisable at \$0.70 per Option, on or before 30 September, 2012.
	270,000	Options, each exercisable at \$0.78 per Option, on or before 21 December, 2012.
	3,020,645	Options, each exercisable at \$0.70 per Option, on or before 31 March, 2013.
	1,062,000	Options, each exercisable at \$0.24 per Option, on or before 1 September 2013.
	2,700,000	Options, each exercisable at \$0.70 per Option, on or before 14 May, 2014.
	1,000,000	Options, each exercisable at \$0.40 per Option on or before 1 January, 2015.
	6,337,817	Options, each exercisable at \$0.00 per Option on or before 31 December, 2015.

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	As determined by the directors of Probiomics from time to time in accordance with the Company's Constitution.
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Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?	N/A
12 Is the issue renounceable or non-renounceable?	N/A
13 Ratio in which the +securities will be offered	N/A
14 +Class of +securities to which the offer relates	N/A

15	+Record date to determine entitlements	N/A
16	Will holdings on different registers (or sub-registers) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has +security holders who will not be sent new issue documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	N/A
25	If the issue is contingent on +security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A

+ See chapter 19 for defined terms.

30 How do ⁺security holders sell their entitlements *in full* through a broker?

N/A

31 How do ⁺security holders sell *part* of their entitlements through a broker and accept for the balance?

N/A

32 How do ⁺security holders dispose of their entitlements (except by sale through a broker)?

N/A

33 ⁺Despatch date

N/A

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) ☒ Securities described in Part 1

(b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☒ If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders

36 ☒ If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories

1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 ☐ A copy of any trust deed for the additional ⁺securities

Entities that have ticked box 34(b)

38	Number of securities for which ⁺ quotation is sought	N/A	
39	Class of ⁺ securities for which quotation is sought	N/A	
40	Do the ⁺ securities rank equally in all respects from the date of allotment with an existing ⁺ class of quoted ⁺ securities? If the additional securities do not rank equally, please state: <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	N/A	
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another security, clearly identify that other security)	N/A	
42	Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the securities in clause 38)	Number	⁺ Class
		N/A	N/A

⁺ See chapter 19 for defined terms.

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here:

Company Secretary

Date: 28 March, 2012

Print name:

Ashok K. Jairath

+ See chapter 19 for defined terms.