

CIRCADIAN TECHNOLOGIES LIMITED
ANNUAL GENERAL MEETING
TUESDAY, 20 NOVEMBER 2012 AT 11.00 AM

CHAIRMAN: Ladies and Gentlemen, welcome to the 28th Annual General Meeting of the members of Circadian Technologies Limited.

May I acknowledge the Directors of the Company who are present here today:

Don Clarke, Chairman of the Remuneration Committee
Tina McMeckan, Chairman of the Audit Committee
Robert Klupacs, Managing Director

I would also like to acknowledge Dr Errol Malta who recently retired from the Circadian board and thank him for his valuable service including his chairing of the Board's Product Development Review Committee. Dr Malta is now chairing one of our subsidiaries, Ceres Oncology, which you will hear more about today.

I also introduce the company's auditor Gary McLean from Deloitte, Andrea Frank from Minter Ellison Lawyers and our company secretary Susan Madden.

A quorum being present, I now declare the meeting open.

Building on from what I shared with you last year on our focus for the coming year, we have continued to execute successfully our drug development strategy with the commencement of Phase 1 trials in early 2012, very rapid patient enrolment and recruitment, expansion of the eye disease therapy opportunity as well as the launch of the very exciting Cancers of Unknown Primary Origin diagnostic tool.

The key elements of our business strategy have been and are:

- Advancing our drug-development pipeline to show clinically meaningful efficacy and safety in appropriately designed human clinical trials;

- The continued extension, strengthening and enforcement of our core intellectual property position, covering VEGF technology to both protect our ongoing development and to generate increasing revenues through licensing partnerships; and
- To build partnerships for the commercialisation and ongoing development of our therapeutic and diagnostic products.

The following is a brief summary of our activities, which Robert will go into more detail in his address, in each of these areas:

- following successful acceptance by the United States FDA of our Investigational New Drug (IND) submission, we commenced Phase 1 clinical investigations of VGX-100, used either as a monotherapy or in combination with Avastin® in late stage cancer patients. These clinical studies are being conducted at two leading cancer centres in the USA namely UCLA and the MD Anderson Cancer Centre) and completion is expected in Q1 2013;
- our development collaborator Healthscope Limited launched CUPGUIDE™, a molecular diagnostic aid for the diagnosis of Cancers of Unknown Primary Origin in Australia, New Zealand, Singapore and Malaysia. Royalties from these sales will commence in 2012/13. Circadian also retains marketing rights for the rest of the world;
- our collaborators at Schepens Eye Research Institute at Harvard University, published data in a leading ophthalmology research journal showing that the inhibition of the VEGF-C/VEGFR-3 pathway which had very significant therapeutic effects in mouse models of dry eye disease further supporting the therapeutic potential of our technology in this disease;
- we entered into two further research reagent partnerships with leading international suppliers of research products – Bio-Rad and one which we are unable to disclose at this time;
- we increased our holding in Syngene Limited to

majority ownership (51.7%) based on the transfer of jointly owned intellectual property, with Monash University, in the rapidly emerging field of peptide therapeutics as well as an additional cash investment;

- we added to our internal management team with the recruitment of Dr Ian Leitch as Director, Clinical Research . Dr Leitch joined us from the US based Amgen Inc where he had previously been Senior Manager overseeing Amgen's Phase 1 and 2 oncology clinical studies;
- and we completed a private placement of \$1.02M at a premium to vWAP to sophisticated investors.

Its been a busy year.

Despite these very important achievements the reflection of value that has continued to be created has not yet been reflected in our share price. This is a source of great frustration to all of us as shareholders. While our work has great social and medical relevance, we are all first and foremost investors.

As you can see from the share price graph on the slide, despite value adding events, and in some instances, significant value adding events, as we have continued to advance our program of activity, during the last 2 years, our share price has continued to drift downwards.

CIRCADIAN 2 YEAR SHARE PRICE HISTORY



This is very frustrating and directors have been spending considerable effort in trying to determine the reasons for this and implement appropriate remedies within our control.

One exercise we performed was to compare our share price performance with the better known and larger companies in our sector, namely Mesoblast, Acrux, Bionomics, Pharmaxis and Biota over the past 6 months.

We picked this period because we have had good announcements during this period including the CUP test launch, updates on our good Phase 1 trial progress, new licence signings and acknowledgement from a leading international biotech business marketing company, Windhover that VGX-100 is one of the most exciting unpartnered molecules in oncology today. The companies shareprice comparison is shown in the next slide.

CIRCADIAN V (MESOBLAST, PHARMAXIS, ACRUX, BIONOMICS, BIOTA) – LAST 6 MONTHS



This analysis demonstrates 2 things. That despite our positive announcements we are not getting market traction, and secondly that apart from Pharmaxis, which had a major win in terms of obtaining re-imbursement for their drug, the major players performance effectively mirrors ours.

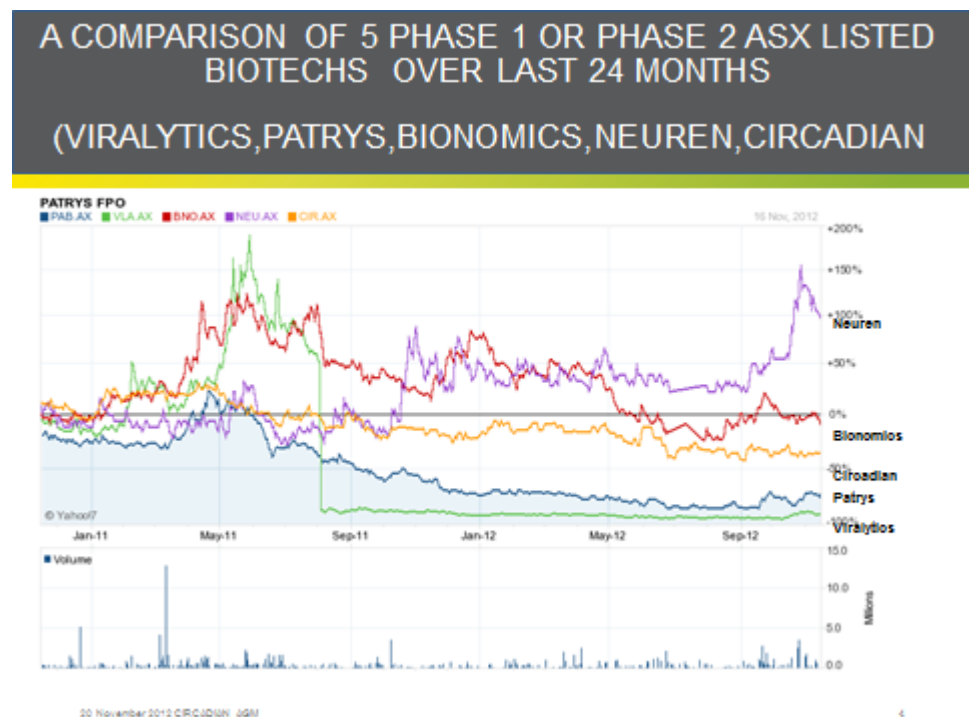
So, although we are frustrated by the market's inability to, in our opinion, properly value our technologies, efforts and opportunities, we continue to strongly believe that our assets are world class and extremely valuable. This view is also strongly supported by feedback we continue to receive from international pharmaceutical and biotech companies.

So why is our share price performance not reflecting our value adding activity? We have asked this question of many including ourselves. There are two recurring themes to the answers.

That apart from the general market confidence and performance, it may be due to the market not appreciating technology development timelines in our industry or industry recognised value inflexion points. Investors today are looking for a quick return on their money. Our response here is to keep refining our story and looking for ways to explain pent up value in biotech and the time lines it takes to release such value.

The most consistent answer we have received from partners and professional investors is that with such a broad IP platform and different therapeutic and diagnostic foci in our small business, investors and partners want to be convinced that funds for development are highly focused. Our story is “too hard” and complex for the rational market to understand and know how to value.

Through the year, we have continued to benchmark ourselves in an attempt to see if there is something unique about our performance. When we compare the 2 year performance with similar ASX listed companies who are also going through similar drug development paths of IND filings, and Phase 1 or Phase 2 trial commencement in oncology or neurology, and whom have similar market capitalisations we see a remarkably similar trend or “shape” to their share prices. This is shown in the following slide.



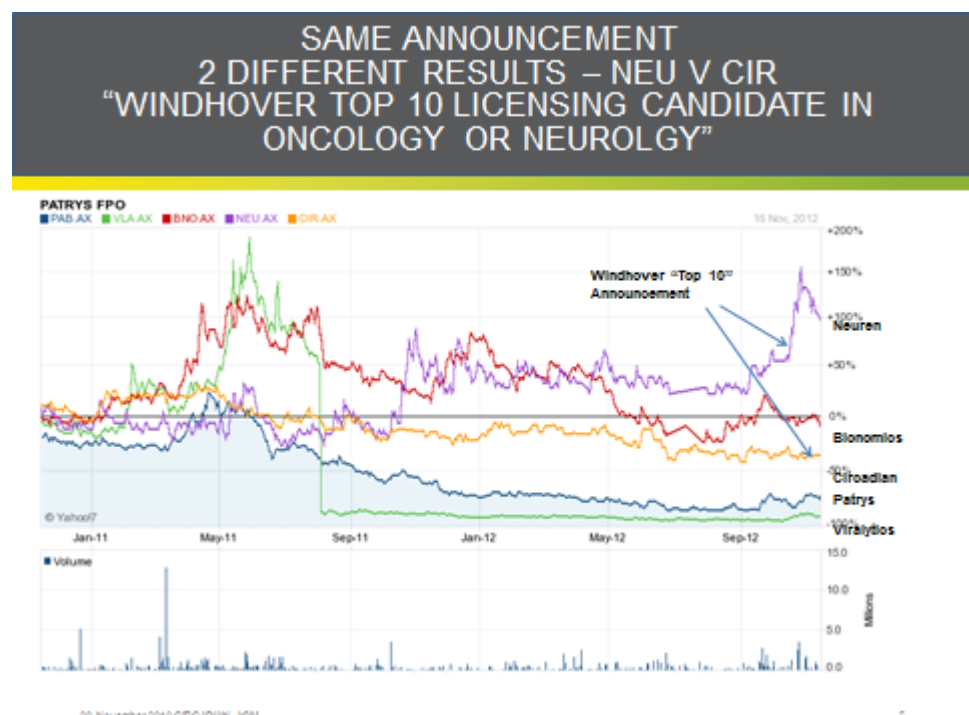
None of these, to use popular vernacular, have “popped” and sustained the value, possibly because the market is waiting for Phase 2 trial results or the “validating” deal. Intriguingly, Bionomics went significantly backward after announcement of a major deal.

This is a major issue for all of us operating in the industry

as there appears to be no market acceptance of the underlying value creation by advancement of a clinical development programme. We have noticed with significant interest that Avexa, despite having spent millions in clinical development of its HIV drugs is now looking to the mining industry to give it share value.

One final observation to make regarding benchmarking and value adding events in the Australian biotech sector is the comparison of Circadian and Neuren.

Both Circadian and Neuren were recently identified by Windhover as having world Top 10 licensing opportunities in their respective areas of oncology and neurology. Both companies made very similar ASX announcements. As can be seen from the attached slide Neuren rose by nearly 75%, while Circadian remained flat.



We know that investors are primarily focused on returns and most importantly, on the ability for them to realise that return. Circadian can achieve the release of value for its shareholders in a number of ways but central to this aim is to position itself over time to maximise these opportunities. It is relatively easy to do a deal if you want to give the farm away, but if your focus is on creating real shareholder value we need to be able to stay the distance to achieve major value inflexion points around demonstrated clinical proof of principal.

In addition, we also need focus on what we can control while we seek the value accretive deals, including maintaining a tight rein on expenses, for example reducing the size of the board, optimising the structure to ensure we give every opportunity to encourage value based deals and proving every day that we have assets that are capable of delivering that long term value.

We have recently taken steps to address some of the structural issues around the clarity of our story, which we believe provide us with significantly improved flexibility in terms of deal making and capital raising.

We need to continue to invest in our assets to achieve optimal value. At present we have cash reserves, assuming no early commercialisation event, or sale of investment holdings, sufficient to cover at least the next 18 months of activity. The Company is acutely aware, given the reasons I outlined earlier, that we need to have sufficient capital and associated structures to meet our likely key value inflexion points over the next 2-3 years.

Our ongoing review of Circadian's programs, as well as discussions with prospective pharmaceutical partners and professional fund managers, as I mentioned earlier, has highlighted that the value embedded in various parts of the business has not been fully identified by market participants.

As you are aware, Circadian's strategy is based on the significant commercial potential of its subsidiary Vegenics' technologies. Vegenics owns worldwide intellectual property rights to three targets for the treatment of cancer, Vascular Endothelial Growth Factors (VEGF) C, D and the VEGFR-3 receptor. The cancer treatments we are developing are predominantly antibody-based drugs.

While Circadian has to date been focusing primarily upon cancer, VEGF technology also has applications in other diseases. Shutting down angiogenesis and/or lymphatic vessel growth is important in eye diseases. We now believe that VEGF-C could be a powerful new treatment paradigm for the treatment of wet AMD

Post year end we have created two new 100% owned subsidiaries – Ceres Oncology Pty Ltd and Opthea Pty Ltd to enable the development of our oncology and ophthalmological applications in separate vehicles, and increased our investment in our existing 100% owned subsidiary Precision Diagnostics Pty Ltd (which includes CUP).

The creation of separate businesses, each focussed on different therapeutic and development areas, with focused management dedicated to each entity supported by the Circadian team, will provide greater transparency to each development program and enable the inherent value in each program to be released. Additionally we believe it will also enable further investment from therapeutic area focused investors and maximise our potential for significant deal flow with targeted investors.

We believe this approach will allow the respective parts of our business to be separately valued which should manifest in increased Circadian parent share price.

Importantly, it also allows us to be much more flexible for example,

- dealing with specific assets as required without potentially impacting value in others;'
- how we might enable shareholders to participate in each part of our business. For example allowing them to invest in the new entity in private or listed form, or participate in royalty flows from a specific subsidiary; and
- Allowing us to contract or expand resourcing into particular subsidiaries based on data, 3rd party interest , capital raising and the state of capital markets.

We will continue to to do everything in our power to release the value inherent in our world class assets, continue to be diligent and proactive in controlling costs and to do whatever we can to accelerate partnership, significant funding and/or other value accretion events. As I have noted ours is not an easy industry for investors currently, but we remain convinced that the changes we

have introduced coupled with the inherent value in our IP will lead to share price improvement in 2013.

Robert Klupacs will provide more details on Circadian's achievements during the 2012 financial year later this morning. He will also provide an update on our subsidiary company, Ceres Oncology Pty Ltd, which has been created to focus specifically on the development of VGX-100 as a cancer therapy.

Dr Megan Baldwin, I am pleased to announce today will be the new CEO of Opthea Pty Ltd, will provide an update on our subsidiary company, Opthea Pty Ltd, which has been created to focus specifically on the development of VGX-100 and VGX-300 in the field of eye disease therapy.

I now move to the formal business of the meeting.

The resolutions that I shall be referring to are set out in the Notice of Meeting dated 19 October 2012. Copies of the Notice of Meeting are available for those shareholders who do not have a copy with them.

PROXIES:

As Chairman of this meeting, I hold valid proxies totalling 13,053,598 shares, representing 26.9% of the total issued shares in the Company.

I declare that the proxies as tabled before the meeting comply with the requirements pursuant to the Company's Constitution.

NOTICE OF MEETING:

Those formal matters having been dealt with, we can now turn to the Notice of Meeting itself. Before putting the specific resolutions to the shareholders, I would like to move that proper notice of this meeting has been given and that the Notice of Meeting be taken as tabled to the meeting.

Those in favour?

Those against?

I declare the motion carried.

**VOTING
PROCEDURES:**

Before we proceed with the items on the agenda, I would like to explain the voting procedures to be followed, where the vote will be decided on a show of hands.

Upon registration, Admission and Voting Cards were issued:

- A **blue** card to shareholders and attorneys and company representatives;
- A **red** card to non-voting shareholders AND
- A **white** card to visitors.

Where voting on a show of hands, only holders with a **blue** card are permitted to vote.

If a poll is called for, you will be given further instructions as to how to record your vote.

QUESTIONS:

Before I put a motion to the vote there will be an opportunity for shareholders to ask questions.

Please ensure that **only** questions relating to that item of business are asked and questions will only be taken from persons allocated a blue or red card at this meeting.

If you wish to ask a question or make a comment, please put your hand up so that we can bring the roving microphone to you. Before you ask your question, please state your name and/or the name of the person who appointed you proxy or attorney, or the name of the corporation which appointed you representative.

**BUSINESS OF
THE MEETING:**

The first item of business in the Notice of Meeting is to table the financial statements of the Company for the year ended 30 June 2012 and to provide members with the opportunity to ask questions concerning those financial statements.

As required by the *Corporations Act*, the Company's auditor, Mr Gary McLean of Deloitte Touche Tohmatsu is available to answer any questions that may be put to the auditor concerning the financial statements.

If you wish to ask a question, would you please raise your hand and we will bring the roving microphone to you.

Shareholders should note that there is no requirement for the financial statements to be put to a vote of the shareholders for approval.

[Deal with questions, if any]

RESOLUTIONS: We now proceed to the consideration of the resolutions set out in the Notice of Meeting.

Resolution 1 **Resolution 1** is an ordinary resolution requiring a simple majority vote.

This resolution is to seek the adoption of the Remuneration Report by shareholders. The Remuneration Report is contained within the Directors' Report in the Annual Report.

Of the total votes received:

73.73% representing 9,624,645 shares were in favour of the resolution;

20.23% representing 2,640,434 shares were against; and

6.04% representing 788,519 shares had appointed another person to vote on their behalf. Of those who have appointed the Chairman to vote on their behalf, as Chairman, I will be exercising those proxies in favour of the resolution.

The resolution reads as follows:

'That the Remuneration Report as set out in the Annual Report for the financial year ended 30 June 2012 be adopted.'

Does anyone have any questions with respect to this resolution?

[Deal with questions]

I shall now put the resolution to the meeting.

Those in favour?

Those against?

[If motion carried]

I declare the motion carried.

Background for resolution 2

Clause 58 of the Company's constitution requires that at each Annual General Meeting one-third of the directors must retire from office, or if their number is not a multiple of three, then the number nearest to, but not exceeding one-third of the directors must retire from office. The managing director is not included in the calculations of retiring directors.

Therefore, one of the three directors must retire by rotation. I am the director who has been longest in office, therefore I will retire by rotation at this Annual General Meeting.

Resolution 2

The second resolution deals with my re-election as a director. Accordingly I have asked Mr Don Clarke to read out the resolution.

[Don Clarke to read the following to the meeting]

Resolution 2 is an ordinary resolution requiring a simple majority vote.

This resolution is to re-elect Ms Dominique Fisher as a director of the Company.

Of the total votes received:

77.71% representing 10,566,870 shares were in favour of the resolution;

16.64% representing 2,262,474 shares were against;

5.65% representing 768,519 shares had appointed another person to vote on their behalf. Of those who have appointed the Chairman to vote on their behalf, as Chairman, I will be exercising those proxies in favour of the resolution.

The resolution reads as follows:

‘That, Ms Dominique Fisher, a Director retiring by rotation in accordance with clause 58 of the Company’s constitution, and being eligible, be re-elected as a Director of the Company.’

Does anyone have any questions with respect to this resolution?

[Deal with questions]

I shall now put the resolution to the meeting.

Those in favour?

Those against?

[If motion carried]

I declare the motion carried.

[Dominique Fisher to resume the Chair]

Background for resolution 3

In accordance with ASX Listing Rule 10.14, Shareholder approval is being sought for the proposed issue of 88,226 Shares in the capital of the Company (**Performance Shares**) to the Company’s Managing Director, Mr Robert Klupacs.

Under the Company's short term incentive plan (**Plan**), Mr Klupacs earned a performance bonus of \$84,484 in the financial year ended 30 June 2012. Mr Klupacs elected to be paid his entitlement under the Plan in cash (25%) and in Performance Shares (75%). The cash component was paid to Mr Klupacs in August 2012 and, if Resolution 3 is approved, the issue of the Performance Shares will satisfy the Company's obligation to pay the remaining 75% of Mr Klupacs' entitlement (under the Plan and the terms of his employment agreement with the Company).

Resolution 3

Resolution 3 is an ordinary resolution requiring a simple majority vote.

The resolution reads as follows:

'That, for the purposes of ASX Listing Rule 10.14, the Corporations Act and for all other purposes, the issue of 88,226 Shares in the capital of the Company to Mr Robert Klupacs, as detailed in the Explanatory Statement accompanying and forming part of this Notice of AGM, be approved.'

Of the total votes received:

76.63% representing 9,745,389 shares were in favour of the resolution;

20.82% representing 2,648,402 shares were against;

2.11% representing 268,133 shares had appointed another person to vote on their behalf: and

0.44% representing 56,434 shares are open conditional. Of those who have appointed the Chairman to vote on their behalf, as Chairman, I will be exercising those proxies in favour of the resolution.

Does anyone have any questions with respect to this resolution?

[Deal with questions]

I shall now put the resolution to the meeting.

Those in favour?

Those against?

[If motion carried]

I declare the motion carried.

Background for resolution 4

ASX Listing Rule 7.1 relevantly provides that the prior approval of the Shareholders of the Company is required to an issue of Equity Securities if the securities will, when aggregated with the securities issued by the Company during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of

that 12 month period.

The issue of Shares the subject of Resolution 4 does not exceed the 15% limit, however, ASX Listing Rules 7.1 and 7.4 provide 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 ASX Listing Rule 7.1, thereby enabling the company to issue further Equity Securities without exceeding the 15% in 12 months limitation.

Resolution 4 **Resolution 4** is an ordinary resolution requiring a simple majority vote.

The resolution reads as follows:

'That, pursuant to ASX Listing Rule 7.4, the issue of 2,084,714 Shares by the Company, as announced to the ASX on 12 June 2012 and detailed in the Explanatory Memorandum accompanying and forming part of this Notice of AGM, be approved.'

Of the total votes received:

68.06% representing 8,564,922 shares were in favour of the resolution;

25.83% representing 3,250,014 shares were against;

6.11% representing 768,519 shares had appointed another person to vote on their behalf. Of those who have appointed the Chairman to vote on their behalf, as Chairman, I will be exercising those proxies in favour of the resolution.

CLOSURE: There being no further business, that concludes our Annual General Meeting. I now declare the meeting closed and would like to ask to the podium Robert Klupacs to commence the presentation on Circadian's operations.

I invite you to join us for morning tea after the conclusion of the presentation.

IF REQUIRED
CONDUCT OF
POLL BY
CHAIRMAN:

We will now conduct a poll on Resolution/s numbered (only call those resolutions on which a poll was required)_____.

Firstly, if there is any person present who believes they are entitled to vote but has not registered to vote, would you please raise your hand for assistance.

The persons entitled to vote on this poll are all shareholders, representatives and attorneys of shareholders, and proxyholders who hold BLUE admission cards.

On the reverse of your BLUE admission card is your voting paper and instructions.

PROCEDURES

I will now go through the procedures for filling in the voting papers.

PROXYHOLDERS

Proxyholders have attached to their admission card a Summary of Proxy Votes which details the voting instructions, for business items on the appointment documents in your favour. By completing the voting paper, when instructed to vote in a particular manner, you are deemed to have voted in accordance with those instructions.

In respect of any open votes a proxyholder may be entitled to cast, you need to mark a box beside the motion to indicate how you wish to cast your open votes.

Proxyholders should refer to the Summary of Proxy Votes form attached to your voting paper for further information.

SHAREHOLDERS

Shareholders also need to mark a box beside the motion to indicate how you wish to cast your votes.

If you wish to cast some of your votes for the motion and some of your votes against the motion write in the FOR box the actual number or percentage of votes you are casting for the motion and write in the AGAINST box the actual number or percentage of votes you are casting against the motion.

The sum of the votes cast FOR and AGAINST the motion must not exceed your voting entitlement or 100%.

Please ensure that you print your name where indicated and sign the voting card.

If you require any assistance, members of Computershare are here to assist you. Please raise your hand if you require assistance.

(ALLOW SOME TIME)

When you have finished filling in your voting card(s), please lodge it in a ballot box.

Would you please indicate by raising your hand if you require more time to complete and lodge your voting card.

All members seem to have voted and I now declare the poll closed.

While we are waiting for the results, I propose that Mr Robert Klupacs commence with the presentation on Circadian's operations.

REPORT POLL RESULTS:

Ladies and gentlemen, the poll on the resolutions:
(only call relevant resolutions a poll was called on)

1. Remuneration report
2. Deloitte
3. Re-election of Ms Tina McMeckan as a director

has been conducted and has confirmed that the resolutions have been carried. The voting details are as follows:

*(Read details provided by the Returning Officer
from Computershare)*

OR

If results are not yet available, then announce that the results will be lodged with the ASX by close of business today.