

ACTINOGEN LIMITED

ACN 086 778 476

PROSPECTUS

f o r

A pro rata non-renounceable entitlement issue of 1 New Share for each 3 Shares held at an issue price of 2 cents per New Share plus 1 free attaching option for every 2 New Shares issued ("Rights Issue")

The Rights Issue closes at 5.00 pm WST on 31 July 2013.

IMPORTANT NOTICE

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the securities being offered under this Prospectus or any other matter then you should consult your stockbroker, accountant or other professional adviser.

The Securities offered by this Prospectus should be considered as speculative.

1. CORPORATE DIRECTORY

Directors

Dr Zhukov Pervan, Executive Chairman

Dr David Keast, Scientific Director

Mr David Alan Zohar, Executive Director

Dr Alan Morton, Non-Executive Director

Mr Simon England, Non-Executive Director

Secretary

Ms Shoshanna Zohar

Share Registry *

Computershare Investor Services Pty Limited

2/45 St Georges Terrace

PERTH WA 6000

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Auditor

Rothsay Chartered Accountants

96 Parry Street

PERTH WA 6000

Registered Office

Level 11, 16 St Georges Terrace

Perth WA 6000

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ASX Code:

Ordinary shares **ACW**

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2. DATES

The following key dates are indicative only:

Event	Date
Lodgement of Appendix 3B with ASX and announcement to the market	1 July 2013
Lodgement of Prospectus with ASIC	1 July 2013
Lodgement of Prospectus with ASX (before open of market)	2 July 2013
Notice containing Appendix 3B information sent to Shareholders	3 July 2013
Ex date	4 July 2013
Record Date for Determining Entitlements	10 July 2013
Prospectus despatched to Shareholders	16 July 2013
Closing Date* 5.00 pm (WST)	31 July 2013
Securities quoted on a deferred settlement basis	1 August 2013
Notify ASX of under subscription	6 August 2013
Issue date	9 August 2013
Date of quotation of Securities issued under the Rights Issue*	13 August 2013

* The Directors may extend the Closing Date by giving at least 6 Business Days notice to ASX prior to the Closing Date. As such the date the Securities are expected to commence trading on ASX may vary.

3. IMPORTANT NOTES AND STATEMENTS

This Prospectus

Shareholders should read this document in its entirety and, if in doubt, should consult their professional advisors.

This Prospectus is dated 1 July 2013 and was lodged with ASIC on that date. ASIC takes no responsibility for the contents of this Prospectus.

No New Shares will be allotted or issued on the basis of this Prospectus later than 13 months after the date of issue of this Prospectus. New Shares allotted or issued pursuant to this Prospectus will be allotted or issued on the terms and conditions set out in this Prospectus.

Applicants should read the entire Prospectus and if in any doubt should seek professional advice from an accountant, stockbroker, lawyer or other professional adviser before deciding whether to invest.

Certain terms and abbreviations used in this Prospectus have defined meanings, which are explained in Section 7 of this Prospectus

This Prospectus is an offer of continuously quoted securities of a corporation. This Prospectus contains all the information investors and their professional advisers would reasonably require to make an informed assessment of:

- (a) the effect of the offer on the company and the rights; and
- (b) liabilities attaching to the shares offered.

As a disclosing entity for the purposes of the Corporations Act, the Company is subject to regular reporting and disclosure obligations. Copies of documents lodged with ASIC in relation to the Company may be obtained from or inspected at an ASIC office.

The Company will make available to persons who request the following documents:

- (a) the annual financial report most recently lodged with ASIC by the Company;

- (b) any half year financial report lodged with ASIC by the Company after the lodgement of the annual financial report and before the lodgement of the copy of this Prospectus with ASIC; and
- (c) any continuous disclosure notices given by the Company after the lodgement of the annual financial report and before the lodgement of the copy of this Prospectus with ASIC.

OVERSEAS SHAREHOLDERS

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. No action has been taken to register or qualify the New Shares the subject of this Prospectus or otherwise permit a public offering of the New Shares the subject of this Prospectus in any jurisdiction outside Australia.

It is the responsibility of applicants outside Australia to obtain all necessary approvals for the allotment and issue of the New Shares pursuant to this Prospectus. The return of a completed Entitlement and Acceptance Form will be taken to constitute a representation and warranty by the Applicant that all relevant approvals have been obtained.

The Company will be applying for relief from the statutory requirement for a nominee to be appointed to handle the entitlements of foreign shareholders to whom offers cannot practicably be made. In the event that relief is not granted the Company will, subject to the approval of ASIC, appoint a nominee for foreign holders of the Company's securities. The nominee's role is to subscribe for and be issued with the New Shares that would otherwise have been issued to foreign shareholders if the rights issue had been made available to them and they had accepted. The nominee will arrange for the sale of those New Shares and if they are sold arrange for the net proceeds to be sent to the foreign holders.

RISK FACTORS

Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for Securities pursuant to this Prospectus. For further information in relation to the risk factors of the Company please refer to Section 8 of this Prospectus.

ELECTRONIC PROSPECTUS

This Prospectus will be issued as an Electronic Prospectus in relation to the Shortfall. The Prospectus will be available on the Company's website at www.actinogen.com.au. The offer of New Shares comprising the Shortfall pursuant to an Electronic Prospectus is only available to persons receiving an electronic version of this Prospectus within Australia. If you are a shareholder resident outside Australia, you may only apply for Shortfall by way of a hard copy of this Prospectus.

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. Any person may obtain a hard copy of this Prospectus free of charge by contacting the Company.

New Shares offered by this Prospectus are speculative

4. CHAIRMAN'S INVESTMENT INVITATION

1 July 2013

Actinogen Limited is pleased to offer its Shareholders the opportunity to subscribe for New Shares by participating in a 1 for 3 Rights Issue.

The Rights Issue plans to raise up to a maximum of \$595,098.06 which will be used to progress research and development into the production of Actinogen's plant growth hormone as well as other projects.

Actinogen is a company that investigates the effects produced by actinomycetes (naturally occurring bacteria that exist in Western Australian soil). The Company has one of the largest libraries of isolates in Australia and specializes in finding unique properties of these actinomycetes. Associate Professor Dr David Keast is the Scientific Director of Actinogen and has over 20 years experience in working with actinomycetes, through the University of Western Australia and privately.

The Company's forefront project in 2013 is the recent discovery of a growth hormone that is being produced by one of Actinogen's actinomycetes. The actinomycetes are applied as a dried powder directly to the seeds of plants such as broad beans, peas and wheat at planting. Under these conditions, trials run by Actinogen and an independent WA University show that the actinomycetes promote extra growth in the trial plants.

The Company is very excited by the recent results, which were announced to the market on 18 June 2013. The trials done by a WA University showed a mean average increase of growth of 10.9% for pea tops. The trials also showed increased tiller growth (growth shoots) on wheat plants when the Actinogen growth hormone was applied. The University is now running a further trial on wheat to obtain accurate measurements for the wheat tops. Those results will be available soon.

Further pot trials are planned and the Company intends to test the growth hormone on other food crops. The Company is also planning a field trial for wheat and peas. Further details of the future plans for this project are below in the body of this prospectus.

The Company has decided to focus its resources on the growth hormone project because it is the closest project to commercialization. The Company has other projects, which have shown encouraging results and will be furthered once the Company has more funding in the future, including its anti-cancer research and antibiotics research.

The anti-cancer research has shown that the Company possesses actinomycetes that have an effect, *in vitro*, on cancer cells and which may include cancer stem cells. Cancer stem cells are the cells that are thought to be left behind after chemotherapy and other cancer treatments.

Recent research indicates that cancer stem cells may be responsible for the triggering of secondary cancers in patients. The Company has also discovered actinomycetes that produce antibiotics. Actinogen runs a major screening program designed to discover new soil actinomycetes that synthesize bacterial antibiotics. Actinogen is advanced in its research of antibiotics directed against the Methicillin resistant *Staphylococcus aureus* (golden Staph) [MRSA] and new antibiotics directed against the anaerobic gut pathogen, *Clostridium difficile*. Actinogen has discovered a small number of actinomycetes that produce antibiotic activity directed against *Clostridium difficile* but which do not kill normal gut flora *in vitro*. There is believed to be a pressing world shortage of such new antibiotics.

The details of the Offer of New Shares are described in this Prospectus. You should have received a personalised Entitlement and Acceptance Application Form with this Prospectus, but if you did not, please contact the Company's Share Registry.

Please note that the Closing Date for acceptances is 5.00 pm WST on 31 July 2013. If you wish to participate in this Rights Issue of New Shares and New Options it is essential that your Completed Entitlement and Acceptance Application Form reaches the Company's Share Registry by this time. If you have any questions or queries regarding the details contained in this document, please contact your financial adviser or our Chief Financial Officer, Mr Suraj Sanghani, on (08) 9225 4815.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Zhukov Pervan', with a stylized flourish at the end.

Dr Zhukov Pervan
MBBS, FRACGP, FAICD
Executive Chairman

5. EFFECT OF THE RIGHTS ISSUE

5.1 Effect on Capital Structure

If the Rights Issue under this Prospectus is fully subscribed the capital structure of the Company will be as follows:

(a) Shares

Number	Contributed Equity	\$
89,264,709	Ordinary Shares on issue prior to Rights Issue (i)	5,795,407.00
29,754,903	New Shares to be issued under this Prospectus (i)	595,098.06
	Less: Estimated costs of the Rights Issue	(25,247.00)
119,019,612	Total contributed equity (i)	\$6,365,258.06

(b) Options

Number	Options on Issue
18,206,358	quoted Options
14,877,452	New Options exercisable at 20 cents each expiring 30 September 2015 (i)
33,083,810	Total Options following Rights Issue

- (i) It is assumed that no existing Options are exercised and that no further Shares are issued by the Company on or before the Record Date.
- (ii) Shareholders who do not accept their Entitlement in full will, if all the New Shares are issued and all the free attached Options are exercised, have their percentage shareholding in the Company diluted..

5.2 Pro-Forma Statement of Financial Position

If no existing Options are exercised prior to the Record Date and full subscription is reached, the Rights Issue will have an effect on the Company's financial position by increasing Shareholders' funds and net assets by approximately \$569,851.06 (net of expenses).

The auditor reviewed Statement of Financial Position of the Company as at 31 December 2012 and an unaudited Pro-Forma Statement of Financial Position at that date based on the completion of the Rights Issue are set out below.

	Auditor Reviewed Statement of Financial Position as at 31 December 2012 \$	Pro-forma Statement of Financial Position as at 31 December 2012 \$
CURRENT ASSETS		
Cash	296,843	866,694
Receivables	12,493	12,493
Total Current Assets	309,336	879,187
NON-CURRENT ASSETS		
Available for sale financial assets	5,000	5,000
Property, plant and equipment	130,156	130,156
Intangible assets	16,029	16,029
Total Non-Current Assets	151,185	151,185
TOTAL ASSETS	460,521	1,030,372
CURRENT LIABILITIES		
Trade and Other Payables	112,439	112,439
Total Current Liabilities	112,439	112,439
Total Liabilities	112,439	112,439
NET ASSETS	348,082	917,933
EQUITY		
Contributed equity	5,795,407	6,365,258
Reserves	4,788,623	4,788,623
Accumulated losses	(10,235,948)	(10,235,948)
TOTAL EQUITY	348,082	917,933

The above Pro forma Statement of Financial Position has been prepared on the basis of the following:

- (1) the Company does not issue any Shares from the date of this Prospectus to the Record Date;
- (2) the Rights Issue is fully subscribed;
- (3) expenses of the Rights Issue are estimated at \$25,247.00 (which are written off against the Contributed Equity account); and

no commissions have been included in the expenses of the Rights Issue however if there is a Shortfall and that Shortfall is placed through brokers or holders of Australian Financial Services Licences commissions may be paid by the Company. If there is no Shortfall, no commission will be payable.

6. RIGHTS ISSUE DETAILS AND SUMMARY OF THE COMPANY'S RESEARCH

6.1 The Rights Issue

The Company is making a non-renounceable offer of New Shares on the basis that for every three (3) Shares held by Shareholders at the Record Date, Shareholders will have the right

(but not the obligation) to subscribe for one (1) New Share at an issue price of 2 cents per New Share plus receive one (1) free attached Option for every two (2) New Shares issued (the "**Rights Issue**").

The Rights Issue is non-renounceable and Shareholders may not sell or transfer all or any part of their Entitlement to this Rights Issue on ASX or otherwise.

As at the date of this Prospectus, the Company currently has 89,264,709 Shares on issue and 18,206,358 existing Options on issue. The number of New Shares offered under this Prospectus will be 29,754,903.

Shareholders may accept their Entitlement in whole or in part, or may decide not to accept their Entitlement at all. Shareholders who do not accept their Entitlement in full will, as a result of the Rights Issue, have their percentage shareholding in the Company diluted.

Shareholders wishing to take up all or part of their Entitlement under the Rights Issue can only do so by completing the personalised Entitlement and Acceptance Form, which accompanies this Prospectus.

It is important that Shareholders consider the Rights Issue carefully. If Shareholders are in doubt as to the course of action they should follow, they should consult their professional adviser.

6.2 Rights Issue Price

The issue price of the New Shares is 2 cents each, payable in full upon acceptance. The New Shares will be issued as fully paid ordinary Shares. The free attaching Options will be granted for nil consideration.

6.3 Summary of the Company's research

Actinogen has always researched the properties of actinomycetes. Actinomycetes are naturally occurring bacteria that live in soil. Actinogen focuses its research on the unique properties of Western Australian actinomycetes and in the past had discovered antibiotics, substances that contain anti-cancer properties and bacteria that produce cellulase(s) which could be used in the bio-ethanol industry. These research programs are all continuing within the company, however, Actinogen has recently discovered new actinomycetes that produce growth effects in plants. The first pot trials done by Actinogen showed significant increases in growth in the target plants that received the growth mixture. Actinogen then had independent trials done on wheat and peas, which produced interesting results. The pea tops showed an extra 10.9% growth on average and the wheat shoots produced 2 to 3 more tillers (shoots) than the control plants. Another independent trial is now being performed on wheat to obtain detailed results on the amount of extra growth that is produced by Actinogen's growth actinomycetes.

The Company has decided to focus its resources on the growth hormone project because it is the closest project to commercialization. Actinogen is planning field trials for the project and expects to produce a product which farmers and other plant producers can use on food crops and other plantations.

6.4 Purpose of the Issue and Outline of the Main Projects of the Company

The issue of New Shares under this Prospectus will raise approximately \$595,098.06 before expenses.

The funds raised by the Rights Issue will be used to progress the Company's development of the growth hormone project and for working capital.

Growth Hormone Project

Actinogen has discovered actinomycetes that appears to produce extra growth in plants, which appears to be due to plant hormones, as determined by High Pressure Liquid Chromatography {HPLC}. The first trials that Actinogen conducted were wheat seed germination and pot trials with broad bean plants and the results showed extra growth for both stem and root systems.

The wheat seed germination trial

The wheat seed germination trial was conducted with two actinomycetes, ACN 1487 and ACN 1503 (now shown to be minor variants of the same species of actinomycete). Another 'hormone' producing isolate ACN 4432 has now been incorporated into recent trials. The seeds that were treated with either ACN 1487 or ACN 1503 showed increased leaves, stem and root growth. The plants treated with the isolate filtrates stimulated Wyalkatchem wheat growth significantly over the trial period.

	Leaves		Stem		Roots	
	Week 1	Week 3	Week 1	Week3	Week1	Week3
Control	0.41	1.15	0.29	0.35	0.58	0.52
1487	0.62	1.60	0.39	0.41	0.58	1.30
1503	0.55	0.81	0.35	0.40	0.79	1.30

Table 1: The average weights (mgms) of the leaf, stem and root portions of the Wyalkatchem wheat seeds after treatment with Sterile distilled water (Control) , or sterile culture medium filtrates of ACN 1487 and ACN 1503.

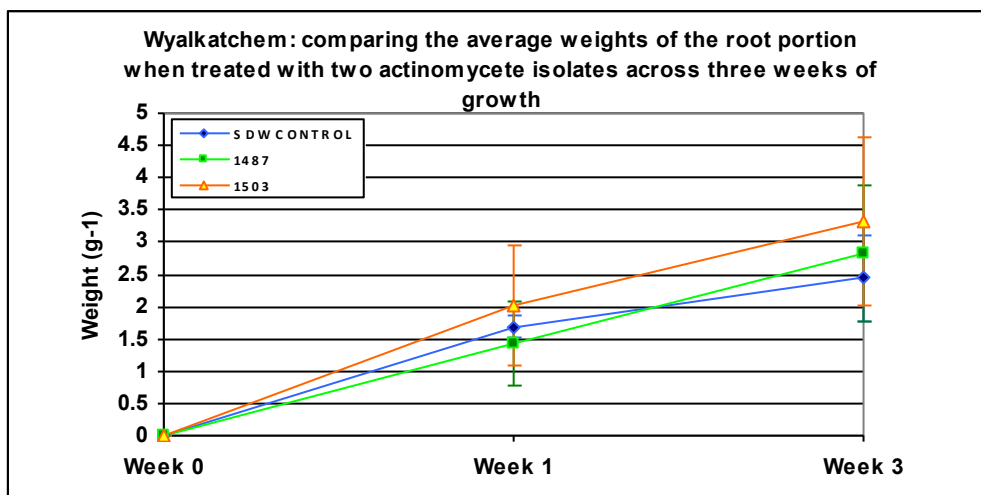


Table 2: Average weights of the leaf (A), stem (B) and root (C) portions of Wyalkatchem after treatment with SDW (control), or filtrates of ACN 1487 or ACN 1503 across three weeks of growth.

Broad Bean Pot Trial

Actinogen has also completed pot trials using broad beans. Each pot received one broad bean [Mr Fothergill's Seeds Pty Ltd.]. These beans had first been dipped in one of the treatment materials (ACN 1487 or ACN 1503).

Every day thereafter all pots were treated every second day with four sprays of water from a standard hand spray. All treatment groups were observed daily and once germinated above ground growth was recorded every two days as centimetres of growth. In addition on day 45 of the trial all plants were harvested and the wet weights of the total plant, the leaves and stem and the roots were recorded.

After 34 days, the total bean weight was increased in the plants that received ACN 1503 and ACN 1487 as opposed to the control plants.

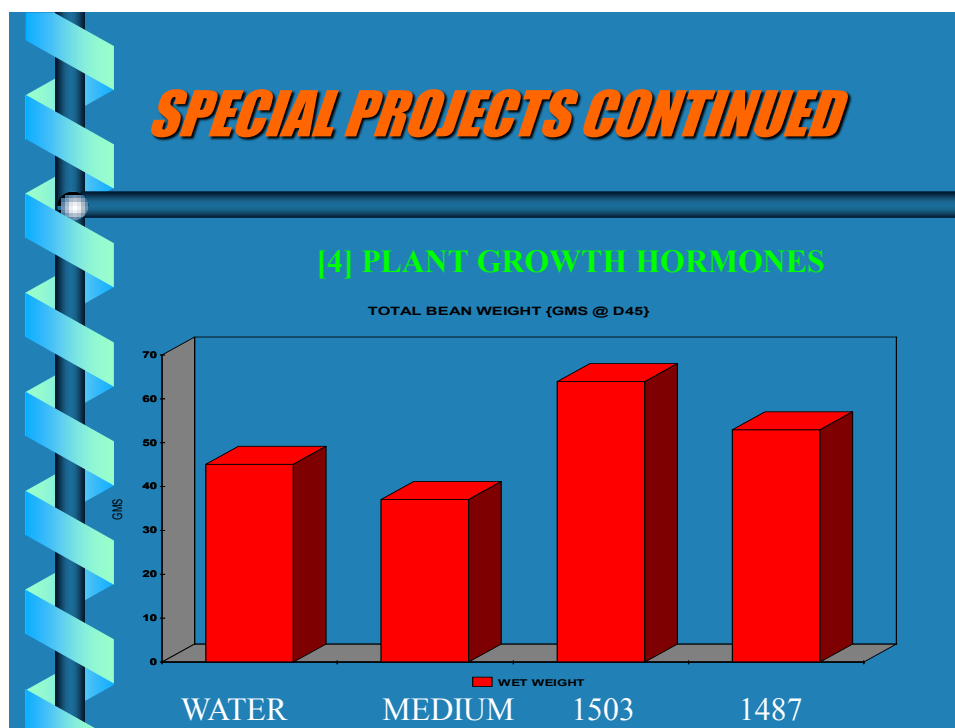


Table 3: plant growth hormones provides total wet weights by treatment after 34 days of growth.

SPECIAL PROJECTS CONTINUED

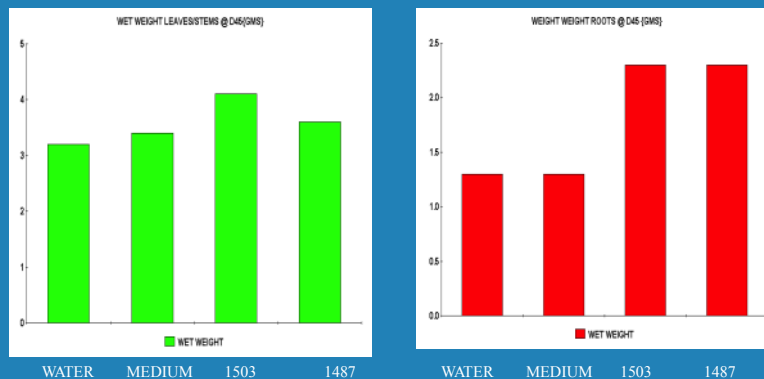


Table 4: Special projects continued illustrate the relative wet weight components of the beans by treatment after 34 days of the trial.

The results indicate that the trials using the actinomycete isolates ACN 1503 and ACN 1487 stimulate both green wet weight and root wet weight over and above controls. The major contribution to the growth of these plants is by the stimulation of added root growth.

The actinomycete isolates ACN 1503 and ACN 1487, which were shown prior to their use in the trial to contain plant growth hormones significantly, affected the growth of broad beans in pot trials, in particular with respect to root growth.

Recent independent trials

This year in March 2013, independent trials were run at a University in Western Australia and the results showed an increase in growth for pea tops. Pea crops are an enormous potential worldwide market. The peas that received the Actinogen growth hormone showed a mean increase in growth of 10.9%.

The scientists at the University ran the independent trials in controlled greenhouses. The growth hormone producing actinomycetes were applied directly into the soil with each seedling. Initial results from the wheat trials showed plants producing an average of 2 to 3 extra growth shoots (tillers) per plant. The trials were run for 7.5 weeks and roots of the plants were harvested and a dry weight was obtained.

The pictures below show the greenhouse trial plantings where the actinomycetes growth mixture was applied directly into the pots.



The wheat trials are being run a second time to obtain results of how much extra growth is obtained using the Actinogen growth mixture.

Field trials are being planned for wheat and other food crops. The Company is aiming to produce the growth mixture for use on food crops. If successful, this method could be used to increase crop production worldwide. The benefits of the growth mixture are that it is naturally occurring and not genetically modified or created from chemicals. The natural aspect of Actinogen's growth mixture makes it suitable for use on organic crops.

Summary of proposed use of funds

- **Plant growth program** \$409,851.06
- **Other research** \$40,000.00

and also for:

- working capital purposes; and \$120,000.00
- to meet the costs of the Rights Issue. \$25,247.00

TOTAL \$595,098.06

These figures are based on the Company receiving the full amount of \$595,098.06. If a lesser amount is received, the above figures will be adjusted. The plant growth program is able to be continued and run on a much lower figure.

Cost Estimates and Assumptions

The following cost estimates have been made regarding the plant growth program and progress to commercialization:

Laboratory staff salaries	\$120,000
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Scientific Director Dr David Keast salary	\$20,000
Research costs – further pot trials	\$20,000
Field trials costs	\$50,000
Large scale fermentation costs	\$20,000
Lab rental costs	\$40,000
Research and Development tax refund (please note this figure is dependent on how much money is spent by the Company in a 12 month period)	-\$100,000
Total estimated costs	\$170,000

Table 1.1 Breakdown of estimated costs for the plant growth actinomycetes program for a 12 month period. Please note these costs are approximate estimates.

In relation to the underlying assumptions, the Company in providing these cost estimates has relied upon

- prior bills received from the laboratory and prior recovery of the research and development tax refund;
- staff salaries;
- that Actinogen's newly discovered method of producing plant growth will work on a larger scale than has been previously tested; and
- there are no other discoveries of growth products by other companies that would render Actinogen's discovery uneconomic.

6.5 Entitlements and Acceptance

A personalised Entitlement and Acceptance Form accompanies this Prospectus. Shareholders who wish to accept all or part of their Entitlement must complete and lodge their Entitlement and Acceptance Form together with the appropriate acceptance monies in accordance with the instructions set out on that form.

If you decide not to accept your Entitlement, you need not do anything. However, your percentage shareholding in the Company will be diluted. If you decide not to accept all or part of your Entitlement, the New Shares not accepted by you will form part of the Shortfall Offer and your Entitlement to subscribe for New Shares under the Rights Issue will be dealt with in accordance with Section 6.6 of this Prospectus.

The number of New Shares accepted on the personalised Entitlement and Acceptance Form must not exceed the entitlement shown on the Entitlement and Acceptance Form. If the Entitlement and Acceptance Form is not completed correctly or if the accompanying payment

is for the wrong amount, it may be still accepted by the Company. The Company's decision as to whether to accept the application and how to construe, amend or complete it shall be final, but no Applicant will be treated as having offered to purchase more New Shares than is indicated by the amount of the cheque for the application monies and any surplus application monies will be returned, without interest.

Accepting your Entitlement

If you are an Eligible Shareholder who wishes to accept all or part of your Entitlement, there are two different ways you can submit your application:

Option 1 – Submit your completed Entitlement and Acceptance Form together with cheque, bank draft or money order; OR

Option 2 – Apply and pay via BPAY®

Option 1 – Submit your completed Entitlement and Acceptance Form together with cheque, bank draft or money order

To apply and pay by cheque, bank draft or money order, you should:

read this Prospectus and the Entitlement and Acceptance Form in their entirety and seek appropriate professional advice if necessary;

complete the personalised Entitlement and Acceptance Form accompanying this Prospectus in accordance with the instructions set out on that form, and indicate the number of New Shares you wish to subscribe for; and

return the form to the address below together with a cheque, bank draft or money order which must be:

- in respect of the full payment (being \$0.02 multiplied by the number of New Shares you wish to subscribe for);
- in Australian currency drawn on an Australian branch of a financial institution; and
- made payable to '**Actinogen Limited**' and crossed 'Not Negotiable'.

You should ensure that sufficient funds are held in relevant account(s) to cover the full payment.

Cash payments will **not** be accepted. Receipts for payment will not be issued.

Your Entitlement and Acceptance Form and your payment in cleared funds must be received by no later than 5:00pm (WST) on 31 July 2013. If your Entitlement and Acceptance Form and your payment in cleared funds are received by 5:00pm (WST) on 31 July 2013, New Shares will be allotted to you on 13 August 2013.

Entitlement and Acceptance Forms and payments will not be accepted after the Closing Date, being 5:00pm (WST) on 31 July 2013, and no New Shares will be issued to you in respect of that application (and your payment will be refunded to you).

You need to ensure that your completed Entitlement and Acceptance Form and cheque, bank draft or money order in respect of the full payment reaches the following address:

Postal Address:

Actinogen Limited
c/- Computershare Investor Services Pty Limited
GPO Box 505
Melbourne VIC 3001

AUSTRALIA

Entitlement and Acceptance Forms and payments will not be accepted at Actinogen Limited's registered or corporate offices or other offices of the Share Registry.

For the convenience of Eligible Shareholders, an Australian reply paid envelope addressed to the Registry has been enclosed with this Prospectus .

Note that if you have more than one holding of Shares, you will be sent more than one personalised Entitlement and Acceptance Form and you will have separate Entitlements for each separate holding. A separate Entitlement and Acceptance Form and payment of payment must be completed for each separate Entitlement you hold.

Option 2 – Apply and pay via BPAY®

To apply and pay via BPAY®, you should:

read this Prospectus and the Entitlement and Acceptance Form in their entirety and seek appropriate professional advice if necessary; and

make your payment in respect of the full payment via BPAY® for the number of New Shares you wish to subscribe for (being the Offer Price of \$0.02 per New Share multiplied by the number of New Shares you are applying for) so that it is received by no later than 5:00pm (WST) on 31 July 2013. You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution.

If you choose to pay via BPAY® you are not required to submit the Entitlement and Acceptance Form.

If you make payment of the payment by 5:00pm (WST) on 31 July 2013, New Shares will be allotted to you on 13 August 2013.

Your payment will not be accepted after 5:00pm (WST) on 31 July 2013 and no New Shares will be issued to you in respect of that Application.

If you have multiple holdings you will have multiple BPAY® reference numbers. To ensure you receive your Entitlement in respect of that holding, you must use the customer reference number shown on each personalised Entitlement and Acceptance Form when paying for any New Shares that you wish to apply for in respect of that holding.

Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment of payment. You may also have your own limit on the amount that can be paid via BPAY®. It is your responsibility to check that the amount you wish to pay via BPAY® does not exceed your limit.

If the amount of payment is insufficient to pay in full for the number of New Shares you applied for, or is more than the number of New Shares you applied for, you will be taken to have applied for such whole number of New Shares which is covered in full by your payment. Alternatively, Actinogen Limited may in its discretion reject your application, in which case any payment will be refunded to you after the allotment date in accordance with the Corporations Act, without interest.

Any Entitlement not accepted will form part of the Shortfall Offer to be dealt with in accordance with Section 6.6 of this Prospectus.

Payment must be made to **Actinogen Limited** by cheque crossed "**not negotiable**" and must be in Australian dollars.

6.6 Shortfall Offer

Any Entitlement not taken up pursuant to the Rights Issue will form the Shortfall Offer. The Directors reserve the right to issue Shortfall Shares and Options at their absolute discretion. Shareholders who wish to subscribe for Shortfall Shares and Options are invited to complete the field on their Entitlement and Acceptance Form accompanying this Prospectus and return it to the Company together with a separate cheque for the value of the Shortfall Shares. Non-Shareholders who wish to subscribe for Shortfall Shares and Options are invited to complete a Shortfall Application Form accompanying this Prospectus and return it to the Company together with a cheque for the value of the Shortfall Shares.

The Directors reserve the right to allot to an Applicant a lesser number of Shortfall Shares and Options than the number for which the Applicant applies for on their Shortfall Application Form, or to reject an application, or to not proceed with placing the Shortfall.

The Shortfall Offer is a separate offer made pursuant to this Prospectus and will remain open for up to three (3) months following the Closing Date. The issue price for each Shortfall Shares shall be 2 cents, being the price at which New Shares have been offered under the Rights Issue. Any Shortfall Shares and Options placed through holders of Australian Financial Services Licences may be paid a fee for doing so.

6.7 Clearing House Electronic Sub-Register System (CHES) and Issuer Sponsorship

The Company will not be issuing share certificates. The Company is a participant in CHES for those investors who have a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by the Company.

Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation. Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of Securities allotted to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHES and issuer sponsorship.

Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

6.8 ASX Listing

Application for official quotation by ASX of the New Shares offered by this Prospectus has been made. If the New Shares are not admitted to quotation on ASX before the expiration of 3 months after the date of this Prospectus, the Company will not issue any New Shares and will repay all acceptance and application monies for the New Shares as soon as practicable, without interest.

The fact that ASX may admit the New Shares offered by this Prospectus to quotation is not to be taken in any way as an indication of the merits of the Company or the New Shares and Options.

6.9 Opening and Closing Dates

The Rights Issue will open for acceptances of Entitlements on 16 July 2013. The Closing Date for acceptances will be 31 July 2013. The Directors reserve the right to vary the Opening Date and Closing Date, subject to compliance with ASX Listing Rules.

6.10 Participation

All Shareholders at the Record Date are entitled to participate in the Rights Issue on the basis of one (1) New Share for every three (3) Shares held on the Record Date plus a free attaching option for every two (2) New Shares issued. Fractions of a Share will be rounded

up to the nearest whole Share where the determination of an eligible shareholder's entitlement under the Rights Issue results in a fraction.

Any holders of Shares issued and allotted as a result of existing Options being exercised prior to the Record Date will also be able to participate in the Rights Issue.

6.11 Allotment

New Shares will be allotted within 6 Business Days after the Closing Date.

In accordance with the Corporations Act, all application monies shall, before allotment and issue of New Shares and Options pursuant to this Prospectus, be held by the Company in trust in a bank account established solely for that purpose. Any interest earned on the acceptance money will be for the benefit of the Company and will be retained by it irrespective of whether allotment of the New Shares takes place.

6.12 Overseas Eligible Shareholders

No offer of New Shares will be made to Shareholders resident outside Australia and New Zealand.

The Company will, subject to the approval of the ASIC, appoint a nominee for foreign holders of the Company's securities. The nominee's role is to subscribe for and be issued with the New Shares that would otherwise have been issued to foreign shareholders if the rights issue had been made available to them and they had accepted. The nominee will arrange for the sale of those New Shares and if they are sold arrange for the net proceeds to be sent to the foreign holders.

New Shares to which any Shareholders who are not resident in Australia or New Zealand would otherwise be entitled will form part of the Shortfall.

This Prospectus and accompanying Entitlement and Acceptance Form do not, nor are they intended to constitute an offer in any place in which, or to any person to whom it would not be lawful to make such an offer.

6.13 Enquiries

Enquiries concerning the Entitlement and Acceptance Form should be directed to directed to the Actinogen Limited Shareholder Information Line on 1300 850 505 (within Australia) or +61 3 9415 5000 (outside Australia), from 8.00am to 5.00pm (WST) Monday to Friday.

Enquiries relating to this Prospectus should be directed to the Company by telephone on (08) 9225 4815 or facsimile on (08) 9225 6474 or e-mail on info@actinogen.com.au

6.14 Privacy Statement

If you apply for New Shares you will be asked to provide personal information to the Company (and the Company's share registry on its behalf) which collects, holds and uses that personal information in order to assess your application, service your needs as an investor, provide facilities and services that you request and carry out appropriate administration.

Under the Privacy Act 1988 (as amended), you may request access to your personal information held by (or on behalf of) the Company. You can do this by contacting the Company's share registry, details of which are set out in Section 1.

6.15 Underwriting

The Rights Issue is not underwritten and there is no minimum subscription.

6.16 Costs of issue

The estimated costs of the issue are:

ASIC fees	\$2,171.00
ASX fees	\$10,076.00
Printing and postage	\$10,000.00
Legal Fees	\$3,000.00
TOTAL	\$25,247.00

No commissions have been included in the expenses of the Rights Issue however if there is a Shortfall and that Shortfall is placed through brokers or holders of Australian Financial Services Licences commissions may be paid by the Company. If there is no Shortfall, no commission will be payable.

7. RIGHTS ATTACHING TO SHARES

7.1 Rights and Liabilities Attaching to the New Shares

The New Shares to be issued pursuant to this Prospectus will rank pari passu in all respects with the Company's existing Shares.

The rights, privileges and restrictions attaching to Shares are set out in the Constitution of the Company. These rights include (but are not limited to) the following:

Voting Rights: Subject to any rights or restrictions for the time being attached to any class or classes of shares (at present there are none) and provided no amount due and payable in respect of a call is unpaid, at a general meeting of the Company every holder of ordinary shares present in person or by proxy, attorney, or representative has on a show of hands one vote and on a poll one vote per share (provided that partly paid shares confer a fraction of a vote equal to the proportion that the amount paid bears to the total issue price of those shares).

Dividend Rights: Subject to the Constitution and to the rights attaching to shares issued on special conditions (at present there are none), the profits of the Company which the Directors may from time to time determine to distribute by way of dividend are divisible among the holders of ordinary shares in proportion to the number of shares held by them respectively and are paid irrespective of the amount paid or credited as paid on those shares.

Rights on Winding-up: Subject to the Constitution, the Corporations Act and the rights of holders of shares with special rights in a winding-up (at present there are none), on a winding-up of the Company all monies and property that are to be legally distributed among Shareholders on a winding-up will be distributed in proportion to the shares held by them respectively, irrespective of the amount paid up or credited as paid up on the shares. However, where a member is in arrears in payment of any call on shares but whose shares (of whatever class) have not been actually forfeited, that member is not entitled to share in that distribution until the owing amount in respect of the call has been fully paid and satisfied.

Transfer of Shares: Except as provided by law, the ASX Listing Rules, the SCH Business Rules and the Constitution, the Company's shares are freely transferable.

Issue of Further Shares: The allotment and issue of any new shares is under the control of the Directors and, subject to any restrictions on the allotment of shares imposed by the Company's Constitution, the ASX Listing Rules or the Corporations Act, the Directors may issue those new shares on such terms and conditions, and with such rights and at such times, as they may determine.

Variation of Rights: At present the Company has only ordinary shares on issue. If shares of another class are issued, the rights and privileges attaching to the ordinary shares can only be altered with the sanction of a special resolution passed at a separate general meeting of the holders of the ordinary shares or, failing that with the written consent of the holders of at least three-quarters in nominal value of the ordinary shares.

General Meetings: Each Shareholder is entitled to receive notice of, and to attend and (subject to the Constitution) vote at, general meetings of the Company.

A copy of the Company's Constitution is available for inspection by prospective investors at the Company's registered office.

7.2 Terms and Conditions of Options

TERMS AND CONDITIONS OF OPTIONS EXPIRING 30 SEPTEMBER 2015

(AMOUNT PAYABLE: 20 CENTS)

1. Entitlement

Each Option shall entitle the holder the right to subscribe (in cash) for one (1) Share in the capital of the Company.

2. Option Period

Each Option will expire at 5.00pm WST on 30 September 2015 (such date being referred to as the "Option Expiry Date"). Each Option may be exercised at any time prior to the Option Expiry Date in accordance with the notice provisions set out below and any Option not so exercised shall automatically expire on the Option Expiry Date.

3. Ranking of Share Allotted on Exercise of Option

Each Share allotted as a result of the exercise of an Option will, subject to the Constitution of the Company, rank in all respects *pari passu* with the existing Shares in the capital of the Company on issue at the date of allotment.

4. Voting

A registered owner of an Option (herein referred to as an "Option Holder") will not be entitled to attend or vote at any meeting of the members of the Company unless they are, in addition to being Option Holder, members of the Company.

5. Transfer of an Option

Each Option is transferable at any time prior to the Option Expiry Date. This right is subject to any restrictions on the transfer of an Option that may be imposed by the ASX in circumstances where the Company is listed on ASX.

6. Method of Exercise of an Option

- a. The Company will provide to each Option Holder a notice that is to be completed when exercising the Options (herein such notice being called a "Notice of Exercise of Options"). Options may be exercised by the Option Holder completing the Notice of Exercise of Options and forwarding the same to the Secretary of the Company to be received prior to the Option Expiry Date. The Notice of Exercise of Options must state the number of Options exercised and the consequent number of Shares in the capital of the Company to be allotted; which number of Options must be a multiple of 10,000 if only part of the Option Holders total Options are exercised, or if the total number of Options held by an Option Holder is less than 10,000, then the total of all Options held by that Option Holder must be exercised.
- b. The Notice of Exercise of Options by an Option Holder must be accompanied by payment in full for the relevant number of Shares being subscribed, being an amount of 20 cents (\$0.20) per Share.
- c. Subject to Clause 7 hereof, the exercise of less than all of an Option Holders Options will not prevent the Option Holder from exercising the whole or any part of the balance of the Option Holders entitlement under the Option Holders remaining Options.

- d. Within 14 days from the date the Option Holder properly exercises Options held by the Option Holder, the Company shall issue and allot to the Option Holder that number of Shares in the capital of the Company so subscribed for by the Option Holder.
- e. If the Company is listed on the ASX, the Company will within seven (7) days from the date of issue and allotment of Shares pursuant to the exercise of an Option, apply to the ASX for, and use its best endeavours to obtain, Official Quotation of all such Shares, in accordance with the Corporations Act and the Listing Rules.
- f. The Company will generally comply with the requirements of the Listing Rules in relation to the timetables imposed when quoted Options are due to expire. Where there shall be any inconsistency between the timetables outlined herein regarding the expiry of the Options and the timetable outlined in the Listing Rules, the timetable outlined in the Listing Rules shall apply.

7. Reconstruction

In the event of a reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the option holder will be changed to the extent necessary to comply with the Listing Rules applying to the reconstruction of capital, at the time of the reconstruction.

8. Participation in New Share Issues

There are no participating rights or entitlements inherent in the Options to participate in any new issues of capital which may be made or offered by the Company to its Shareholders from time to time prior to the Option Expiry Date unless and until the Options are exercised. The Company will ensure that during the exercise period of the Options, the Record Date for the purposes of determining Entitlements to any new such issue, will be at least 9 Business Days after such new issues are announced (or such other date if required under the Listing Rules) in order to afford the Option Holder an opportunity to exercise the Options held by the Option Holder.

9. Change of Options' Exercise Price or Number of Underlying Shares.

There are no rights to change the exercise price or the number of underlying Shares if there is a pro-rata issue or bonus issue to the holders of Shares.

8. ADDITIONAL INFORMATION

8.1 Risk Factors

An investment in the Company is not risk free and prospective new investors should consider the risk factors described below, together with information contained elsewhere in this Prospectus, before deciding whether to apply for Securities.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

Research and Development Risk

The research projects of the Company are at various stages of development and potential investors should understand that research and development is a high risk undertaking. There can be no assurance that commercialisation of the projects that may be undertaken in the future, will result in the commercialisation of a product or a service. Even if research proves up a product, service or application, there is no guarantee that it can be successfully and economically exploited.

Operating Risks

The operations of the Company may be affected by various factors, including:

- failure to commercialise research projects;
- operational and technical difficulties encountered in research;
- industrial and environmental accidents;
- availability of research staff;
- industrial disputes; and
- unexpected shortages or increases in the costs of consumables, spare parts and equipment.

Until the Company is able to realise value from its projects, it is likely to incur ongoing operating losses.

Share Market Conditions

The market price of the Securities and the value of the Company will be subject to fluctuations in line with the volatility of the share market in general. The prices for the Securities on the ASX may rise or fall due to numerous factors such as general economic conditions, variations in the global and local markets for listed securities generally, movements in, or outlook on, interest rates and inflation rates, currency fluctuations, commodity prices, changes in investor sentiment towards particular market sectors and the demand for, and supply of, capital stock, securities or commodities.

The prices for shares for many companies have in recent times been subject to wild fluctuations which in many cases may reflect a diverse range of non-company specific influences such as global hostilities and tensions, acts of terrorism and the general state of the economy. Such market fluctuations may materially adversely affect the market price of the Securities.

There can be no guarantee that an active market in the Securities will develop or that the price of the Securities will increase. The number of buyers and sellers of the Securities on the ASX at any time may increase the volatility of the market price of the Securities and may also affect the prevailing market price at which Applicants are able to sell their Securities.

General Investment Risks

The Company's future possible revenue and operations may be affected by a number of factors which are beyond the control of the Company. Those factors include:

- local and world economic conditions;

- interest rates;
- levels of tax, taxation law and accounting practice;
- government legislation or intervention;
- inflation or inflationary expectations; and
- natural disasters, social upheaval or war in Australia or overseas.

Regulatory

The introduction of new policies, legislation or amendments to existing policies or legislation by governments or the interpretation of those laws in any of the legal jurisdictions which govern the Company's operations or contractual obligations could impact adversely on the assets, operations and ultimately the financial performance of the Company and its Securities.

Additional Funding Requirements

The Directors expect that the proceeds of the Offer will provide sufficient working capital to enable the Company to achieve its initial business objectives. The Directors can, however, give no assurances that such objectives will in fact be met without future borrowings or further capital raisings and, if such borrowings or capital raisings are required, that they can be obtained on terms favourable to the Company.

In addition, expenditure may need to be incurred which has not been taken into account in the preparation of this Prospectus. Although the Company is not aware of any additional expenditure requirements, if such expenditure is subsequently incurred, this may adversely affect the expenditure proposals of the Company.

Uninsured Risks

Research and development involves risks which could result in the Company incurring losses and liabilities to third parties. There is a risk that the Company may not be insured against all losses or liabilities which could arise from its operations. If the Company incurs losses or liabilities which are not covered by its insurance policies, the funds available for exploration and development will be reduced and the value and/or tenure of the Company's assets may be materially affected.

Specific Risks associated with the Company

There are also a number of specific risks associated with the Company which may adversely affect the Company's financial position, prospects and price of its Securities. In particular, the Company is subject to risks relating to the production of cellulase(s) from actinomycetes and the detection, isolation and screening techniques of actinomycetes which are not generally associated with other businesses.

Set out below are specific risks that may adversely affect the Company:

- the research costs of the plant growth actinomycetes of the Company described in section 7 of this Prospectus are based on certain assumptions with respect to the method and timing of research. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice and this may materially and adversely affect the Company's viability.

There is a risk that:

- Actinogen's newly discovered growth actinomycetes may not work on a larger scale than has been previously tested, large scale field trials still need to be performed;
- there may be other discoveries by other companies that would render Actinogen's discovery uneconomic; and
- costs of laboratory research may rise in 2013 and 2014.

Reliance on Key Personnel

Within the existing corporate structure, the Company's success is dependent upon the ability of the Directors to manage the existing assets and identify opportunities for future growth. To manage its growth, the Company must in due course identify, hire, train and retain skilled personnel and senior management. There can be no assurance that the Company will be able to attract or retain sufficiently qualified personnel on a timely basis or retain its key management personnel.

The above risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the New Shares and New Options offered under this Prospectus. Therefore, the New Shares offered pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of the New Shares.

Potential investors should consider that their investment in the Company is speculative and should consult their professional advisors before deciding whether to apply for New Shares and New Options. There are inherent risks and uncertainties associated with the Company's current and future investments. Neither the Directors nor the Company warrant the future performance of the Company or any return on an investment in the Company.

8.2 Interests of Directors

Other than as set out below or elsewhere in this Prospectus, no Director (whether individually or in consequence of a Director's association with any company or firm or in any material contract entered into by the Company) has or had within 2 years before the lodgement of this Prospectus with the ASIC, any interest in:

- the promotion or formation of the Company; or

- any property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Rights Issue; or
- the Rights Issue.

Other than as set out below or elsewhere in this Prospectus, no amounts of any kind (whether in cash, Shares, Options or otherwise) have been paid or agreed to be paid to any Director or to any company or firm with which a Director is associated, and no benefits have been given or agreed to be given to any Director or to any company or firm with which a Director is associated to induce him to become, or to qualify as, a Director or otherwise for services rendered by him or his company or firm with which the Director is associated in connection with the formation or promotion of the Company or the Rights Issue.

Directors' Remuneration

The existing Board of Directors consists of an Executive Chairman, a Scientific Director, an executive Director and two non-executive Directors. Shareholders have approved the Company paying of non-executive Directors' fees of up to a maximum of \$150,000.00 per annum to be divided between non-executive Directors as they see fit, until such time as any different amount is approved by Shareholders. The current policy is to pay non-executive Directors \$30,000.00 per annum plus GST.

However, the Directors resolved in 2012 not to be paid any remuneration (except for Scientific Director Dr David Keast) until the Company has sufficient funds to do so. The non-executive directors have not received any remuneration since April 2012.

In the 2012 financial year, Professor Alan Morton was paid Directors' fees totalling \$25,000.00 including superannuation and he has not received any remuneration in the 2013 financial year.

In the 2012 financial year, Simon Christopher England was paid Directors' fees totalling \$30,000.00 including superannuation and he has not received any remuneration in the 2013 financial year.

The Directors are entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or in connection with the performance of their duties as Directors. Subject to the Corporations Act and ASX Listing Rules, if a Director is called upon to perform extra duties or make special exertions on behalf of the Company, the Directors may remunerate that Director which may either be in addition to or in substitution for his usual Director's fees.

Directors' Interests in Securities

At the date of this Prospectus the relevant interest of each of the Directors in the securities of the Company are as follows:

Director	Ordinary Shares (direct)	Ordinary Shares (indirect)	Quoted Options	Entitlement to New Shares under this Prospectus	Entitlement to New Options under this Prospectus
Zhukov Pervan	933,334	16,200,000	nil	5,711,112	2,855,556
David Keast	13,733,333	nil	nil	4,577,778	2,288,889
David Zohar	599,497	17,442,335	nil	6,013,944	3,006,972
Alan Morton	666,666	nil	nil	222,222	111,111
Simon England	nil	500,000	nil	166,667	83,334

The Directors' do not hold any options in the Company.

Risks if there is a shortfall

In the event of the directors David Zohar, Dr Zhukov Pervan and Professor David Keast taking up their rights under the issue and there being shortfall available, there is a possibility that David Zohar, Dr Zhukov Pervan or Professor David Keast could increase their shareholding in the Company.

Currently, the directors above hold the following interests in the Company:

Name	Total No of shares held	% held
David Zohar and associates	18,041,832	20.2
Zhukov Pervan and associates	17,133,334	19.2
David Keast and associates	13,733,333	15.4
Total shares in the Company	89,264,709	

Note: David Zohar also has a relevant interest in Aluminex Resources Limited and Eagle Nickel Limited. They each hold 471,500 shares and 575,964 shares in Actinogen respectively. Including these holdings, David Zohar and associates has a 21.4% interest in Actinogen.

It is possible that if any of the directors above take up their entitlements under the rights issue and other shareholders do not take up their rights and there is shortfall remaining, that the above directors could increase their relevant interests in the Company. This could potentially increase any of the above directors' control in the Company.

Executive Services

Shoshanna Zohar works as Company Secretary. She does not charge the Company for her work. All Directors except for Dr David Keast have not received any remuneration since April 2012.

Dr Zhukov Pervan has an executive services agreement with the Company at the rate of \$80,000 per annum plus GST and superannuation. However, since April 2012 Dr Pervan has not been remunerated and will not receive reimbursement. Dr Pervan has agreed not to be paid until the Company has sufficient funds.

Professor David Keast has an executive services agreement with the Company at the rate of \$140,000 per annum plus GST and superannuation. However, in April 2012 his salary ceased. It resumed again at a reduced rate of \$5,000.00 per month in June 2012 and was paid at this rate until December 2012. For 2013, Dr Keast has received one payment of \$10,000.00 in January 2013 and is due to receive another \$10,000.00 in July 2013. Dr Keast volunteered to receive less remuneration so he could employ another part time employee in the Actinogen laboratory and keep the Company running on less funding.

David Zohar has an executive services agreement with the Company at the rate of \$80,000 per annum plus GST and superannuation. He has not been paid since April 2012 and has agreed not to receive any reimbursement until the Company has sufficient funds.

All of the Directors have agreed that they would rather spend the Company's funds on research and lab staff to best further the interests of shareholders.

8.3 Interests of Experts

Other than as set out elsewhere in this Prospectus, no expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, nor any firm in which any of those persons is or was a partner nor any company in which any of those persons is or was associated with, has now, or has had, in the 2 year period ending on the date of this Prospectus, any interest in:

- the formation or promotion of the Company;
- any property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Rights Issue; or
- the Rights Issue,

and no amounts of any kind (whether in cash, Shares, Options or otherwise) have been paid or agreed to be paid and no benefits given or agreed to be given to any expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, or to any firm in which any of those persons is or was a partner or to any company in which any of those persons is or was associated with, for services rendered by them in connection with the promotion or formation of the Company or the Rights Issue.

Rothsay Chartered Accountants are the auditors to the Company. They have provided audit services to the Company during the last two years totalling approximately \$59,500.00 (exclusive of GST).

8.4 ASX Listing, Continuous Disclosure and Documents Available for Inspection

As a "disclosing entity", the Company has issued this Prospectus in accordance with section 713 of the Corporations Act applicable to prospectuses for an offer of securities which are quoted enhanced disclosure ("ED") securities and options to acquire quoted ED securities,

and the securities are in a class of securities that were quoted ED securities at all times in the 12 months before the issue of this Prospectus.

As a "disclosing entity" the Company is subject to regular reporting and disclosure obligations which require it to disclose to ASX any information of which it is, or becomes aware concerning the Company and which a reasonable person would expect to have a material effect on the price or value of securities of the Company. Having taken such precautions and having made such enquiries as are reasonable, the Company believes that it has complied with the provisions of the ASX Listing Rules as in force from time to time which apply to disclosing entities, and which require the Company to notify ASIC of information available to the stock market conducted by ASX, throughout the 12 months before the issue of this Prospectus.

The ASX maintains files containing publicly disclosed information about all listed companies. The Company's file is available for inspection at ASX in Perth during normal working hours. In addition, copies of documents lodged by, or in relation to, the Company with ASIC may be obtained from, or inspected at, any regional office of ASIC.

The New Shares to be issued under this Prospectus are in respect of a class of shares that were continuously quoted securities at all times in the 12 months before the issue of this Prospectus.

The Company will provide a copy of each of the following documents, free of charge, to any investor who so requests during the application period under this Prospectus:

- (a) the Financial Year Report for Actinogen Limited for the period ended 30 June 2012;
- (b) the Interim Financial Statements for the Half-Year Financial Report for Actinogen Limited for the period ended 31 December 2012; and
- (c) the following documents used to notify ASX of information relating to Actinogen Limited during the period after lodgement of the financial statements contained in the Financial Year Report for Actinogen Limited for the period ended 30 June 2012 and before the issue of this Prospectus:

Date	Contents
01/07/2013	! Announcement of non-renounceable rights issue
01/07/2013	Appendix 3B
24/06/2013	Change of Director's Interest Notice - Z Pervan
21/06/2013	Change of Director's Interest Notice - D Zohar
18/06/2013	! New Discovery for Plant Growth in Wheat, Peas and Broad Bean
10/05/2013	! Response to ASX Appendix 4C query
30/04/2013	! Appendix 4C - quarterly
10/04/2013	Change of Director's Interest Notice
03/04/2013	Change in substantial holding
03/04/2013	Change of Director's Interest Notice
27/03/2013	! Independent trials being conducted on Plant Growth

	Hormones
28/02/2013	! Appendix 4D and Half Year Accounts
31/01/2013	! Appendix 4C - quarterly
29/11/2012	Results of Annual General Meeting
28/11/2012	2012 AGM Presentation
19/11/2012	! Response to ASX Appendix 4C Query
29/10/2012	! Appendix 4C - quarterly
26/10/2012	Notice of Annual General Meeting/Proxy Form
16/10/2012	Actinogen Laboratory changes
08/10/2012	Annual Report to shareholders
24/09/2012	Appendix 3B - release of securities from escrow
24/09/2012	Release of securities from escrow
31/08/2012	Full Year Statutory Accounts
31/08/2012	! Preliminary Final Report
22/08/2012	Appendix 3B - correction to Appendix 3B 20 August 2012
20/08/2012	Appendix 3B
13/08/2012	! Response to Appendix 4C ASX Query
01/08/2012	BRR radio interview on Shikimic Acid Research
01/08/2012	Expiry of listed options
01/08/2012	Appendix 3B
27/07/2012	! Appendix 4C - quarterly
25/07/2012	! New Discovery of Making Shikimic Acid
04/07/2012	Company Secretary Appointment/Resignation

This Prospectus has been prepared under the special prospectus content rules for continuously quoted securities in section 713 of the Corporations Act and as such contains details specific to the Rights Issue. If Shareholders, or investors, require any further information in relation to the Company, the Directors recommend that they take advantage of the ability to inspect and obtain copies of the documents referred to above. All requests for copies of the above documents should be addressed to the Company Secretary, United Orogen Limited, Level 7, 231 Adelaide Terrace, Perth, Western Australia or facsimile (08) 9225 6474.

8.5 Share Trading History

The highest, lowest and last closing market sale prices of the Company's Shares on ASX during the three months immediately preceding the date of lodgement of this Prospectus with the ASIC and the respective dates of those sales were:

	Price	Date
Highest	2.4 cents	5 April 2013
Lowest	1.1 cents	16 April 2013
Last	2.0 cents	28 June 2013

8.6 Expenses of the Rights Issue

The expenses of the Rights Issue are estimated to be \$25,247.00. These expenses are payable by the Company.

8.7 Litigation

The Company is not currently involved in any litigation at the date of this Prospectus.

8.8 Consents

Each of the parties referred to in this Section:

- does not make, or purport to make, any statement in this Prospectus or on which a statement made in the Prospectus is based, other than as specified in this Section; and
- to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section.

Rothsay Chartered Accountants consents to being named in this Prospectus as the auditors of the Company and to the reference in this Prospectus to the Interim Financial Statements for the Half-Year Financial Report for the Company for the period ended 31 December 2012 in the form and context in which the Interim Financial Statement is included, and has not withdrawn such consent before lodgement of this Prospectus with the ASIC.

There are a number of persons referred to elsewhere in this Prospectus who are not experts and who have not made statements included in this Prospectus nor are there any statements made in this Prospectus on the basis of any statements made by those persons. These persons did not consent to being named in the Prospectus and did not authorise or cause the issue of this Prospectus.

8.9 Electronic Prospectus

Pursuant to Class Order 00/44 the ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an Electronic Prospectus on the basis of a paper Prospectus lodged with the ASIC and the issue of Shares and Options in response to an electronic application form, subject to compliance with certain provisions. The Company is relying on this exemption in relation to the offer of Shortfall.

The Prospectus will be available as an Electronic Prospectus on the Company's website at www.actinogen.com.au.

The offer pursuant to an Electronic Prospectus is only available for applications for the Shortfall and to persons receiving an electronic version of this Prospectus within Australia.

If you have received this Prospectus as an Electronic Prospectus please ensure that you have received the entire Prospectus accompanied by the Shortfall Application Form. If you have not, please e-mail the Company at info@actinogen.com.au and the Company will send to you, without charge, either a hard copy or a further electronic copy of the Prospectus or both.

The Company reserves the right not to accept a Shortfall Application Form from a person if it has reason to believe that when that person was given access to the electronic Shortfall Application Form, it was not provided together with the Electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered. In such case, the application monies received will be dealt with in accordance with section 722 of the Corporations Act.

9. DIRECTORS' AUTHORISATION

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

The Directors state that they have made all reasonable enquiries and on that basis have reasonable grounds to believe that any statements made by the Directors in this Prospectus are not misleading or deceptive and that in respect to any other statements made in the Prospectus by persons other than Directors, the Directors have made reasonable enquiries and on that basis have reasonable grounds to believe that persons making the statement or statements were competent to make such statements, those persons have given their consent to the statements being included in this Prospectus in the form and context in which they are included and have not withdrawn that consent before lodgement of this Prospectus with the ASIC, or to the Directors knowledge, before any issue of New Shares pursuant to this Prospectus.

The Prospectus is prepared on the basis that certain matters may be reasonably expected to be known to likely investors or their professional advisers.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with the ASIC and has not withdrawn that consent.

DATED this 1st day of July 2013



DR ZHUKOV PERVAN
Chairman
ACTINOGEN LIMITED

10. DEFINITIONS

\$	Australian dollars. All amounts in this Prospectus are in Australian currency unless otherwise stated.
Applicant(s)	The person(s) who submit valid Entitlement & Acceptance Forms pursuant to this Prospectus.
Application	A valid application made to subscribe for a specified number of Shares pursuant to this Prospectus.
ASIC	Australian Securities and Investments Commission.
ASTC Settlement Rules	means the settlement rules of the securities clearing house which operates CHES.
ASX	ASX Limited (ACN 006 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
ASX Listing Rules	the official listing rules of ASX.
Board	the board of Directors.
Business Day	every day other than a Saturday, Sunday, New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that ASX declares is not a business day.
CHES	the Clearing House Electronic Subregister System.
Closing Date	the last date for receipt of completed Entitlement and Acceptance Forms, being 5.00 pm WST 31 July 2013, or such other date as the Directors may determine.
Company or Actinogen	Actinogen Limited (ACN 086 778 476)
Corporations Act	Corporations Act 2001 (Cth).
Directors	the directors of the Company.
Electronic Prospectus	the electronic version of the Prospectus.
Entitlement	the right of a Shareholder to subscribe for New Shares (and free attaching New Options) in the Rights Issue.
Entitlement and Acceptance Form	the personalised entitlement and acceptance form accompanying every paper copy of this Prospectus sent to Shareholders.
Listing Rules	the official Listing Rules of ASX.
New Shares	a fully paid ordinary share in the Company.
Offer	The Rights Issue pursuant to this Prospectus to subscribe for New Shares.
Official List	The Official List of ASX.
Opening Date	the first date for receipt of completed Entitlement and Acceptance Forms, being 16 July 2013.
Option	an option to acquire a Share.
Prospectus	This Prospectus dated 1 July 2013 and includes the Electronic Prospectus.
Record Date	5.00 pm WST 10 July 2013.
Rights Issue	The pro rata non-renounceable entitlement issue pursuant to this Prospectus of up to 29,754,903 New Shares on the basis of one New Share for every 3 shares held on the Record Date at an issue price of 2 cents per New Share plus 1 free attached option exercisable at 20 cents on or before 30 September 2015 for every 2 New Shares issued to raise up to approximately \$595,098.06 before expenses.
Section	a section of this Prospectus.
Securities	New Shares and free attaching New Options.
Share	an ordinary share in the capital of the Company.
Shareholders	holders of Shares in the Company on the Record Date.

Shortfall	shortfall in subscription of New Shares (and free attaching New Options) under the Rights Issue pursuant to this Prospectus.
Shortfall Application Form	the Shortfall Application Form accompanying this Prospectus.
Shortfall Offer	the offer of any Shortfall.
Shortfall Options	free attaching New Options not taken up by Shareholders under the Rights Issue.
Shortfall Shares	New Shares not taken up by Shareholders under the Rights Issue.
WST	Western Standard Time.

ACTINOGEN LIMITED

ACN 086 778 476

SHORTFALL APPLICATION FORM

(FOR SHORTFALL OFFER ONLY)

Capitalised terms used in this application form are, unless otherwise defined herein, as defined in the Prospectus to which this form is attached.

Shareholders wishing to accept their Entitlement to New Shares under the Rights Issue cannot use this Shortfall Application Form. They must use the personalised Entitlement and Acceptance Form, which accompanied their copy of the Prospectus.

This application will only be considered after the Closing Date of 31 July 2013. Applicants should read the Prospectus dated 1 July 2013 in its entirety before deciding to apply under the New Shares Offer.

Actinogen Limited
Level 7
231 Adelaide Terrace
Perth WA 6000

I/We apply for _____ New Shares (number of shares applied for) in Actinogen Limited at 2 cents each, or such lesser number of New Shares as may be allocated by the Directors.

I/We lodge full application monies of \$_____.00 (amount of your cheque)

Complete Full Name:

(Applicant) _____
(Mr/Mrs/Miss/Ms or Company Name) (given names) (surname)

(Joint Applicant) _____
(Mr/Mrs/Miss/Ms or Company Name) (given names) (surname)

Address Details: _____
(number and street)

(suburb or city) (State) (postcode)

Telephone Details: _____
STD () (Home) STD () (Business) (contact name)

Email Address: _____

Cheque Details: _____
(Drawer) (Bank) (Branch)

Broker Sponsored Applicants Only:

SBN/IPN _____ HIN _____

This Shortfall Application Form does not need to be signed. By lodging this Shortfall Application Form and a cheque for the application monies, the applicant hereby:

1. applies for the number of New Shares specified in the Shortfall Application Form or such lesser number as may be allocated by the Directors as instructed by the Directors;
2. agrees to be bound by the terms and conditions set out in the Prospectus and the Constitution of the Company;
3. authorises the Directors to complete or amend this Shortfall Application Form where necessary to correct any errors or omissions;
4. acknowledges that an application for Shortfall does not guarantee an allotment of New Shares.

SHORTFALL APPLICATION FORM AND INSTRUCTIONS TO APPLICANTS

Please complete all relevant sections of the Shortfall Application Form using BLOCK LETTERS. If you have questions on how to complete this Shortfall Application Form please telephone (08) 9225 4815.

The Shortfall Application Form relates to the one for one non-renounceable pro rata Rights Issue of up to 29,754,903 New Shares at an issue price of 2 cents each to raise up to approximately \$595,098.06 pursuant to the Prospectus dated 1 July 2013. The expiry date of the Prospectus is the date that is 13 months after the date of the Prospectus. The Prospectus contains information about investing in the New Shares of the Company and it is important to read this document before applying for New Shares. A person who gives another person access to this Shortfall Application Form must at the same time and by the same means, give the other person access to the Prospectus, and any supplementary Prospectus (if applicable). While the Prospectus is current, the Company will send paper copies of the Prospectus, and any supplementary Prospectus (if applicable) and a Shortfall Application Form, on request to applicants without charge.

The Prospectus does not constitute an offer in any place where or to any person to whom it would not be lawful to make such an offer.

Please post or deliver the completed Shortfall Application Form together with your cheque to the address listed below:

**Actinogen Limited
Level 7
231 Adelaide Terrace
PERTH WA 6000**

**Actinogen Limited
PO Box 3235
249 Hay Street
EAST PERTH WA 6892**

so as to reach the Company on or before the last date instructed by the Company.

Please write your name in full. This must be either your own name or the name of a company. You should refer to the examples noted for the correct forms of name which can be registered. Applications using the incorrect form of name may be rejected. If your Shortfall Application Form is not completed correctly, or if the accompanying payment is for the wrong amount, it may still be treated as valid. Any decision as to whether to treat your application as valid, and how to construe, amend or complete it, shall be final. You will not, however, be treated as having offered to subscribe for more New Shares than is indicated by the amount of the accompanying cheque for the application monies referred to.

Your address should be your preferred postal address for all correspondence. All communications to you from the Company's Registry (shareholding statements, annual/interim reports, correspondence, etc) will be mailed to the person(s) and address as shown.

CORRECT FORMS OF REGISTRABLE TITLE

Note that ONLY legal entities can hold Shares. The application must be in the name(s) of a natural person(s), companies or other legal entities acceptable to United Orogen Limited. At least one full given name and the surname is required for each natural person. Applications cannot be made by persons under 18 years of age. Examples of the correct form of registrable title are set out below:-

Type of Investor	Correct Form of Registrable Title	Incorrect Form of Registrable Title
Trusts	Mr John David Smith	John Smith Family Trust
Deceased Estates	Mr Michael Peter Smith	John Smith (Deceased)
Partnerships	Mr John David Smith & Mr Ian Lee Smith	John Smith & Son
Clubs/Unincorporated Bodies	Mr John David Smith	Smith Investment Club
Superannuation Funds	John Smith Pty Ltd	John Smith Superannuation Fund