

Australian Securities Exchange
Companies Announcements Office
Exchange Centre
Level 6
20 Bridge Street
Sydney, NSW 2000

24 December 2013

Appendix 3B for Quotation of Shares and Issue of Options

Following the Extraordinary General Meeting held on 23 December 2013, the Company issues the following securities, all of which were approved by members on the day:

- 14,100,000 Shares issued pursuant to the terms of the Transaction Funding Placement;
- 23,183,514 Shares issued in lieu of cash remuneration to the Board and ex CEO;
- 11,553,886 free attaching Options to investors who participated in the Transaction Funding Placement and pursuant to the terms of that placement;
- 2,000,000 Options to Veritas Securities Limited issued pursuant to the terms of the Transaction Funding Placement

An Appendix 3B seeking quotation of the Shares and disclosure of the Options issued is enclosed and all of the above updates have been included.

The Company share registry has already been instructed to allot and issue the respective Securities.

Yours Sincerely,



Jarrod White
Company Secretary

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

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

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

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Bioxyne Limited ("Bioxyne")

ABN

97 084 464 193

We (the entity) give ASX the following information.

Part 1 - All issues

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

1 +Class of +securities issued or to
be issued

Ordinary Shares (**Shares**)
Options to acquire Shares (**Options**)

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

- | | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>2 Number of +securities issued or to be issued (if known) or maximum number which may be issued</p> | <p><u>Securities to be marked as issued (quoted):</u></p> <ul style="list-style-type: none"> a. 14,100,000 Shares, at an issue price of \$0.022 per Share pursuant to the terms of the Transaction Fund Placement; b. 23,183,514 Shares, at an issue price of \$0.006 per Share, as approved by members at the Extraordinary General Meeting on 23 December 2013. <p><u>Securities to be marked as issued (unquoted):</u></p> <ul style="list-style-type: none"> c. 11,553,886 Options, issued as free attaching options to shares issued pursuant to the terms of the Transaction Funding Placement, and each exercisable at \$0.04 per Option, on or before 31 March 2015; d. 2,000,000 Options, issued as free broker options per mandate with Vertitas Securities Limited, and pursuant to the terms of the Transaction Funding Placement. |
| <p>3 Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)</p> | <p>The principal terms of each class of Shares and Options referred to in paragraphs (a) to (d) (both inclusive) of Item 2 are as set out in Item 2.</p> |

+ See chapter 19 for defined terms.

- 4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

The Shares issued will rank pari passu in all respects from the issue date with all other Ordinary Shares.

Options will rank with other issued Options and are subject to the terms as set out in Part H of the Explanatory Memorandum for the Extraordinary General Meeting held 23/12/13.

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

5 Issue price or consideration

The shares referred to in (a) of Item 2 were subscribed for at \$0.022 pursuant to the terms of the Transaction Fund Placement as announced earlier in the year. These shares relate to holdings held by significant shareholders and related parties and required the approval of members prior to their issue which was received at the Extraordinary General Meeting on 23/12/13.

The shares referred to in (b) of Item 2 were subscribed for at \$0.006 as approved by members at the Extraordinary General Meeting on 23/12/13.

The options referred to in (c) of Item 2 were free attaching options to shares issued in relation to the Transaction Funding Placement which were issued at (a) of Item 2 and also in an earlier issue announced in Appendix 3B on 7 March 2013 and as approved by members at the Extraordinary General Meeting on 23/12/13.

The options referred to in (d) of Item 2 were issued for NIL consideration per mandate with Veritas Securities Limited as free options as part consideration for being lead manager to the Transaction Funding Placement completed earlier in the year and as approved by members at the Extraordinary General Meeting on 23/12/13.

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

For Shares and Options at (a), (c) and (d) of Item 2 to issue the Shares and Options previously subscribed for in the Transaction Funding Placement which was completed to fund the transaction costs associated with the proposed but now terminated acquisition of Vitality Devices Pty Ltd and as approved by members at the Extraordinary General Meeting on 23/12/13.

For Shares at (b) of Item 2 to issue Shares to Directors and the CEO as part payment of remuneration owed in lieu of cash consideration being payable approved at the Extraordinary General Meeting on 23/12/13.

+ See chapter 19 for defined terms.

7	<p>+Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	As described at Item 5.												
8	<p>Number and +class of all +securities quoted on ASX (<i>including</i> the +securities in section 2 if applicable)</p>	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>185,344,055</td><td>Ordinary Shares</td></tr></table>	Number	+Class	185,344,055	Ordinary Shares								
Number	+Class													
185,344,055	Ordinary Shares													
9	<p>Number and +class of all +securities not quoted on ASX (<i>including</i> the +securities in section 2 if applicable)</p>	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>14,999,046</td><td>Ordinary Shares, subject to ASX imposed escrow until 4 April 2014</td></tr><tr><td>2,700,000</td><td>Options each exercisable at \$0.70 per Option on or before 14 May 2014</td></tr><tr><td>125,000</td><td>Options each exercisable at \$0.40 per Option, on or before 24 May 2014</td></tr><tr><td>1,000,000</td><td>Options each exercisable at \$0.40 per Option on or before 1 January 2015</td></tr><tr><td>13,553,886</td><td>Options each exercisable at \$0.04 per Option on or before 31 March 2015</td></tr></table>	Number	+Class	14,999,046	Ordinary Shares, subject to ASX imposed escrow until 4 April 2014	2,700,000	Options each exercisable at \$0.70 per Option on or before 14 May 2014	125,000	Options each exercisable at \$0.40 per Option, on or before 24 May 2014	1,000,000	Options each exercisable at \$0.40 per Option on or before 1 January 2015	13,553,886	Options each exercisable at \$0.04 per Option on or before 31 March 2015
Number	+Class													
14,999,046	Ordinary Shares, subject to ASX imposed escrow until 4 April 2014													
2,700,000	Options each exercisable at \$0.70 per Option on or before 14 May 2014													
125,000	Options each exercisable at \$0.40 per Option, on or before 24 May 2014													
1,000,000	Options each exercisable at \$0.40 per Option on or before 1 January 2015													
13,553,886	Options each exercisable at \$0.04 per Option on or before 31 March 2015													
10	<p>Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)</p>	As determined by the Directors of Bioxyne from time to time in accordance with Bioxyne’s constitution.												

+ See chapter 19 for defined terms.

Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A

+ See chapter 19 for defined terms.

23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	⁺ Issue date	N/A

⁺ See chapter 19 for defined terms.

Part 3 - Quotation of securities

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

34 Type of ⁺securities
(tick one)

(a) ☒ ⁺Securities described in Part 1

(b) ☐ All other ⁺securities

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

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

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

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

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

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

Entities that have ticked box 34(b)

38 Number of ⁺securities for which
⁺quotation is sought

N/A

39 ⁺Class of ⁺securities for which
quotation is sought

N/A

⁺ See chapter 19 for defined terms.

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

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.


Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



.....

Date:

24 December 2013

(~~Director~~/Company secretary)

Print name:

Jarrold White

+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	154,051,815
Add the following: <ul style="list-style-type: none"> Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval 	12,600,000 (approved by members for purposes of LR7.1 and 7.2 at 23/12/13 EGM) 9,007,772 (issued 7/3/13 and subsequently approved by members for purposes of LR7.4 at 23/12/13 EGM) 24,683,514 (approved by members for purposes of LR10.11 and LR7.2 at 23/12/13 EGM)
<ul style="list-style-type: none"> Number of partly paid +ordinary securities that became fully paid in that 12 month period 	Nil
Note: <ul style="list-style-type: none"> Include only ordinary securities here – other classes of equity securities cannot be added Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 	
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	200,343,101

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	30,051,465
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
Insert number of ⁺ equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 Note: <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	0
“C”	0
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	30,051,465
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	0
Total [“A” x 0.15] – “C”	30,051,465 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	200,343,101
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	20,034,310
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> <ul style="list-style-type: none"> • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained • It may be useful to set out issues of securities on different dates as separate line items 	0
“E”	0

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	20,034,310
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	0
Total [“A” x 0.10] – “E”	20,034,310 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.

CER/COMPUTERSHARE INVESTOR SERVICES PTY LTD ***
BIOXYNE LIMITED/BXN

Range Of Units Summary
RUN NUMBER 2993 No date

*** (RSP510:14.02:241213)
A.C.N. 084 464 193 PAGE : 1

1	1001	5001	10001	100001	* TOTAL *
to	to	to	to	to	
1000	5000	10000	100000	(MAX)	

OPL /UNL OPT X31/03/15 @ \$0.04

Holders
Issuer
Total

11
11

11
11

Units
Issuer
Total

13553886
13553886

13553886
13553886

TOTAL HOLDERS FOR CLASSES SELECTED

11

TOTAL UNITS " " " 13553886

***** NUMBER OF PAGES WRITTEN = 1 ***** END OF REPORT ***** NUMBER OF LINES WRITTEN = 14 *****

Computershare