

METAVONE LIMITED
ACN 101 733 920

NOTICE OF ANNUAL GENERAL MEETING
PROXY FORM

To be held at
159 Stirling Highway
Nedlands, Western Australia
On Wednesday, 30 November 2016 at 11:00am WST

This is an important document. Please read it carefully. If there is any matter that you do not understand, you should contact your financial adviser, stockbroker or solicitor.

**NOTICE OF ANNUAL GENERAL MEETING
METAVONE LIMITED
ACN 101 733 920**

INSTRUCTIONS TO SHAREHOLDERS

Venue

A meeting of the shareholders of Metavone Limited will be held at:

**159 Stirling Highway
NEDLANDS WA 6009**

***Commencing at*
11:00am (Perth Time)
on Wednesday, 30 November 2016**

How to Vote

You may vote by attending the meeting in person, by proxy or authorised representative.

Voting in Person

To vote in person, attend the meeting on the date and at the place set out above. The meeting will commence at 11:00am.

Voting by Proxy

To vote by proxy, please complete and sign the proxy form enclosed with this notice as soon as possible and either:

- return the proxy form by post to Metavone Limited, PO Box 1104, Nedlands, Western Australia 6909; or
- send the proxy by facsimile to the Company on facsimile number (08) 9386 9473 (International: + 61 8 9386 9473); or
- email the proxy to admin@metavone.com.au,

so that it is received no later than 11:00am (Perth Time) on 28 November 2016.

Auditors

A representative of the Company's Auditors will be present to answer any questions on the accounts however questions to the Auditors in writing may be forwarded to reach the Company no later than 11:00am on 28 November 2016.

Your proxy form is enclosed.

**NOTICE OF ANNUAL GENERAL MEETING
METAVONE LIMITED
ACN 101 733 920**

Notice is given that the Annual General Meeting of members of Metavone Limited (ACN 101 733 920) will be held at:

**159 Stirling Highway
Nedlands, Western Australia**

**Wednesday, 30 November 2016
11:00am WST**

AGENDA

ORDINARY BUSINESS

Annual Report

To receive and consider the financial statements, directors statement and report and the auditors report for the Company for the year ended 30 June 2016.

Note: This matter is not voted on.

1. Re-Election of Director – Mr Barry Samuels

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **Ordinary Resolution**:

“That, Mr Barry Samuels who retires in accordance with clause 7.3 of the Constitution and being eligible, offers herself for re-election and is hereby re-appointed a Director of the Company.”

2. Election of Director – Dr Stuart Gunzburg

To consider and, if though fit, to pass, with or without amendment, the following resolution as an **Ordinary Resolution**:

“That Dr Stuart Gunzburg, having been appointed as a Director of the Company since the last general meeting, be elected a Director of the Company in accordance with clause 7.2 of the Company's Constitution.”

3. Election of Director – Dr Janet Preuss

To consider and, if though fit, to pass, with or without amendment, the following resolution as an **Ordinary Resolution**:

“That Dr Janet Preuss, having been appointed as a Director of the Company since the last general meeting, be elected a Director of the Company in accordance with clause 7.2 of the Company's Constitution.”

BY ORDER OF THE BOARD

BIANCA TAVEIRA
Company Secretary

31 October 2016

**NOTICE OF ANNUAL GENERAL MEETING
METAVONE LIMITED
ACN 101 733 920**

EXPLANATORY STATEMENT

Resolution 1 – Re-election of Director

Clause 7.3 of the Constitution requires that one third of the Directors retire by rotation at each Annual General Meeting of the Company. Mr Samuels retires by rotation in accordance with that article and, being eligible for re-election, offers himself for re-election at the Annual General Meeting.

Directors' Recommendation

The Directors, with Mr Barry Samuels abstaining, unanimously recommend that you vote in favour of this resolution.

Resolution 2: Election of Director - Dr Stuart Gunzburg

In accordance with Clause 7.2 of the Company's Constitution, any Director appointed by the Board to fill a casual vacancy may only hold office until the next general meeting following their appointment. On 1 January 2016, the Board appointed Dr Stuart Gunzburg as a new Director. Accordingly, Dr Gunzburg is standing for election at the Company's Annual General Meeting.

Dr Gunzburg has an extensive background in medical research having completed his PhD at The University of Western Australia and subsequently holding positions at Cornell University in New York and the Hebrew University in Jerusalem.

Dr Gunzburg completed his MBA at The University of Western Australia majoring in finance. He has worked in the capital markets as a health and biotechnology analyst and investment advisor. He has been involved in a number of start up ventures covering a diverse range of applications including anti-cancer drug development, renewable fuel production, waste management system developments and technology applications in the explosives industry.

Director's recommendations

The Directors, with Dr Gunzburg abstaining, unanimously recommend that you vote in favour of this resolution.

Resolution 3: Election of Director – Dr Janet Preuss

In accordance with Clause 7.2 of the Company's Constitution, any Director appointed by the Board to fill a casual vacancy may only hold office until the next general meeting following their appointment. On 5 May 2016, the Board appointed Dr Janet Preuss as a new Director. Accordingly, Dr Preuss is standing for election at the Company's Annual General Meeting.

Dr Janet Preuss has a scientific research background with business and company director skills. Dr Preuss has experience in the commercialisation of technology, particularly in the biotechnology sector, and has worked in academia, government and private, public and not-for-profit organisations and at various levels, including at a Board and executive management level industry.

Dr Preuss' qualifications include a PhD in Pharmacology, and business qualifications obtained through an MBA (Advanced). She is also a graduate of the Australian Institute of Company Director's Corporate Governance course.

Dr Preuss has founded two companies that provide services to the biotechnology/life sciences industry, including the commercialisation of new technologies through activities such as writing business plans and commercialisation strategies, to providing hands-on experience in the establishment of quality management systems and in obtaining regulatory approvals.

Additional work involves conducting reviews, investigations and/or evaluations on behalf of various Government departments or organisations for use in policy making or strategy formulation.

Director's recommendations

The Directors, with Dr Preuss abstaining, unanimously recommend that you vote in favour of this resolution.

Metavone Limited

ACN 101 733 920

PROXY FORM

REGISTERED OFFICE:

Metavone Limited
159 Stirling Highway
Nedlands WA 6009

PO Box 1104
Nedlands WA 6909

T: (08) 9389 9021
F: (08) 9386 9473
E: admin@metavone.com.au

SHARE REGISTRY:

Security Transfer Registrars Pty Ltd
All Correspondence to:
PO BOX 535, APPECROSS WA 6953
770 Canning Highway,
APPECROSS WA 6153
T: (08) 9315 2333
F: (08) 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

Number of shares held:

SECTION A: Appointment of Proxy

I/We being a member(s) of Metavone Limited and entitled to attend and vote hereby appoint:

Name of Proxy. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Metavone Limited to be held at 159 Stirling Highway, Nedlands, WA on Wednesday, 30 November 2016 at 11:00am (WST) and at any adjournment or postponement of that Meeting.

The Chairman intends to vote any undirected proxies in favour of all Resolutions.

SECTION B: Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Ordinary Business

	For	Against	Abstain*
1. Re-election of Director – Mr Barry Samuels	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Election of Director – Dr Stuart Gunzburg	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of Director – Dr Janet Preuss	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

SECTION C: Please Sign Below

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder 1

Sole Director and Sole Company Secretary

Security Holder 2

Director

Security Holder 3

Director / Company Secretary

Change of Name or Address: If your registration details are incorrect, please mark this box and make the correction on this form.

Please note: CHESSE sponsored holders must notify their sponsoring broker of the change. Your broker will notify the registry.

My/Our details in case of enquiries are:

Contact Name

Contact Number

Shareholders are entitled to appoint up to two (2) Proxies (whether shareholders or not) to attend the meeting and vote on their behalf.

If you wish to appoint two (2) Proxies, please phone Metavone Limited on 08 9389 9021 to obtain your second proxy form. Both forms must be completed with the nominated amount (number/percentage) clearly printed on each of the forms. If you do not specify the nominated amount, each Proxy may exercise half of your voting rights.

PLEASE RETURN BOTH OF THE FORMS TOGETHER.

NOTES

1. Name and Address

This is the name and address on the Share Register of Metavone Limited. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. Appointment of a Proxy

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a Shareholder of Metavone Limited.

3. Directing your Proxy how to vote

To direct the Proxy how to vote place an 'X' in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy an additional proxy form may be obtained by telephoning the Company (08) 9389 9021 or you may photocopy this form.

To appoint a second Proxy you must:

- (a) On each of the first Proxy form and the second proxy form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- (b) Return both forms in the same envelope.

5. Signing Instructions

Individual: where the holding is in one name, the Shareholder must sign.

Joint Holding: where the holding is in more than one name all of the Shareholders must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the Company has a sole Director who is also the sole Company Secretary this form must be signed by that person. If the Company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a sole Director may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's Share Registry.

6. Lodgement of Proxy

This proxy form (and any power of attorney under which it is signed) must be received no later than 11:00am WST on 28 November 2016 being 48 hours before the time for holding the meeting. Any proxy form received after that time will not be valid for the scheduled meeting. Please lodge the proxy form with Metavone Limited, you are encouraged to submit your proxy either:

By Mail: Metavone Limited
PO Box 1104
Nedlands WA 6909

By Hand: 159 Stirling Highway
Nedlands WA 6009

By Fax: + 61 8 9386 9473

or

By Email: admin@metavone.com.au