

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of members is to be convened at **Level 3, 66 Hunter Street, Sydney, NSW, 2000** on **13 November 2014** at **11.00 am**.

AGENDA

BUSINESS

To receive and consider the Company's annual financial report, the directors' report and the auditors' report for the year ended 30 June 2014.

To consider and, if thought fit, pass the following resolutions, with or without amendment:


Ordinary Resolutions

Resolution 1. 'That Mr Robert B. Thomas be and is hereby re-elected as a Director.'

Resolution 2. 'That the Remuneration Report for the year ended 30 June 2013 be and is hereby adopted.'

To transact any other business that may be brought forward in accordance with the Company's Constitution.

By order of the Board



Peter J. Nightingale
Company Secretary

10 October 2014

EXPLANATORY MEMORANDUM

This is an Explanatory Memorandum to in the Notice of Annual General Meeting of Biotron Limited to be convened at Level 3, 66 Hunter Street, Sydney, NSW, 2000 on 13 November 2014 at 11.00 am.

RESOLUTION 1

Re-election of Robert Thomas as a Director

In accordance with Article 58 of the Company's Constitution and the Corporations Law, Robert Thomas retires as a Director by rotation and, being eligible, offers himself for re-election.

Mr Thomas has over 35 years' experience in the securities industry, with Potter Partners (now UBS), County NatWest and Citigroup.

He is the chairman of TAL Limited and Starpharma Holdings Limited and a director of Aus Bio Limited, Heartware Limited, REVA Medical Limited and Virgin Australia Limited. He chairs Grahger Capital Securities, is the president of the Library Council of NSW, a director of O'Connell Street Associates Pty Limited and a member of the Advisory Board of Inteq Limited.

Mr Thomas has a Bachelor of Economics degree from Monash University (1963 - 1966). He has been a member of the Securities Institute of Australia since 1976 and was appointed as a Fellow to the Institute in 1997. He is a Master Stockbroker and is a Fellow of the Institute of Company Directors.

Mr Thomas was appointed as a director of the Company on 7 March 2012 and, as at the date of this Notice of Annual General Meeting, has a beneficial interest in 5,566,666 fully paid ordinary shares in the Company.

The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 1.

RESOLUTION 2

Adoption of the Remuneration Report

The Remuneration Report, which can be found as part of the Directors' Report in the Company's 2014 Annual Report, contains certain prescribed details, sets out the policy adopted by the Board of Directors and discloses the payments to key management personnel, Directors and senior executives.

In accordance with section 250R of the Corporations Act, a resolution that the Remuneration Report be adopted must be put to the vote. This resolution is advisory only and does not bind Directors.

The Chairman will allow a reasonable opportunity for shareholders as a whole to ask about, or make comments on the Remuneration Report.

The Chairman intends to exercise all undirected proxies in favour of Resolution 2. If the Chairman of the Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 2, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 2.

FORM OF PROXY

I/we _____

of _____

being a member/members of Biotron Limited HEREBY APPOINT

or failing him, the Chairman of the Meeting, as my/our Proxy to vote for me/us and on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Members of the Company to be held at 11.00 am on 13 November 2014 and at any adjournment thereof.

The Proxy is directed by me/us to vote as indicated by the marks in the appropriate voting boxes below:

ORDINARY RESOLUTIONS

	FOR	AGAINST	ABSTAIN
1. Re-election of Robert Thomas	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Chairman authorised to exercise proxies on remuneration related matter (Resolution 2): If I/we have appointed the Chairman of the Meeting as my/our proxy or the Chairman of the Meeting becomes my/our proxy by default, by signing and submitting this form I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in respect of Resolution 2 (except where I/we have indicated a different voting intention above) even though Resolution 2 is connected directly or indirectly with the remuneration of a member of key management personnel for Biotron Limited, which includes the Chairman.

The Chairman of the Meeting intends to vote all undirected proxies in favour of each resolution (including Resolution 2). If you have appointed the Chairman of the Meeting as your proxy (or the Chairman of the Meeting becomes your proxy by default), and you wish to give the Chairman specific voting directions on an item, you should mark the appropriate box/es opposite those resolutions above (directing the Chairman to vote for, against or to abstain from voting).

Dated this _____ day of _____ 2014

Signatures of Member(s) _____

Individual Securityholder(s) or Director and Director/Company Secretary
Sole Director and Company Secretary

PROXY INSTRUCTIONS

1. A member entitled to attend and vote is entitled to appoint not more than 2 proxies.
2. Where more than 1 proxy is appointed, each proxy must be appointment to represent a specified proportion of the member's voting rights.
3. A proxy need not be a member.
4. All joint holders must sign.
5. Where the company has a Sole Director and Company Secretary, that person must sign. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary.
6. All executors of deceased estates must sign.
7. Voting Exclusion Statement: The Company will disregard any votes cast on Resolution 2 by or on behalf of a member of the key management personnel of the Company (at the date of the meeting or whose remuneration is disclosed in the remuneration report) ('KMP') and their closely related parties (such as close family members and controlled companies), unless the vote is cast:
 - (a) as a proxy for a person entitled to vote in accordance with a direction on the proxy appointment; or
 - (b) by the Chairman of the Meeting as a proxy for a person entitled to vote and the proxy appointment expressly authorises the Chairman of the Meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of KMP.
8. Chapter 2C of the Corporations Act 2001 (Cth) requires information about you (including your name, address and details of the shares you hold) to be included in the Company's public register of members. This information must continue to be included in the public register if you cease to hold shares. These statutory obligations are not altered by the Privacy Amendment (Private Sector) Act 2000 (Cth). Information is collected to administer your shareholding which may not be possible if some or all of the information is not collected.
9. The Company has determined, in accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), that the Company's shares quoted on the ASX Limited at 7.00 pm Sydney time on 11 November 2014 are taken, for the purposes of the Annual General Meeting to be held by the persons who held them at that time. Accordingly, those persons are entitled to attend and vote (if not excluded) at the meeting.
10. Proxy forms must be received at the Company's registered office, Level 2, 66 Hunter Street, Sydney, NSW, 2000, or by facsimile on (61-2) 9221 6333, not less than 48 hours before the time appointed for holding the meeting.