



25 October 2016

Dear Shareholder,

Annual General Meeting

Please find enclosed the notice of the 2016 Annual General Meeting (AGM) of the ordinary shareholders of QRxPharma Limited (the Company) which will be held at 2pm (Sydney time) on Tuesday, 29 November 2016 at the offices of History House, Level 1, 133 Macquarie St, Sydney.

The formal part of the AGM will cover the ordinary business transacted each year, including the consideration of the Company's financial statements, remuneration report, the election of Directors and the appointment of a new Company Auditor.

Further details concerning these matters are contained in the explanatory statement that forms part of this notice of meeting.

If you are unable to attend the meeting in person, I encourage you to return the enclosed proxy form. The proxy form should be returned in the envelope provided, or faxed to our Share Registry on +61 2 9287 0309 so that it is received by 2:00pm (Sydney time) on Sunday, 27 November 2016 being not less than 48 hours before the time for holding the meeting. Alternatively, proxy forms may also be lodged online at Link Market Services' website www.linkmarketservices.com.au in accordance with the instructions given there. You will be taken to have signed the proxy form if you lodge it in accordance with the instructions provided on the website.

The QRxPharma Annual Report for the year ended 30 June 2016 is available on our website at www.qrxpharma.com/annualreport/2016. Printed copies of the report are distributed only to those shareholders who have elected to receive it in printed form.

Shareholders will have an opportunity to ask questions during the meeting, and are invited to join the Board for light refreshments at its conclusion. I look forward to welcoming you at the meeting.

Yours sincerely,

A handwritten signature in blue ink that reads 'Tim Heesh'.

Tim Heesh
Director



NOTICE OF THE 2016 ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

QRxPharma Limited
ABN 16 102 254 151

Notice is given that the Annual General Meeting of shareholders of QRxPharma Limited (the “**Company**”) will be held at History House, Level 1, 133 Macquarie Street Sydney at 2pm (Sydney time) on Tuesday 29 November 2016.

ORDINARY BUSINESS

Financial Statements and Reports

Receipt of the Company’s Financial Reports and the accompanying Directors’ Report, Directors’ Declarations and Independent Auditor’s Report for the year ended 30 June 2016.

Resolutions

1. Adoption of the Remuneration Report

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That the Remuneration Report for the year ended 30 June 2016 be adopted.”

Note that the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement

The Company will disregard any votes cast on the aboveresolution:

- by key management personnel or their closely related parties; or
- as a proxy by key management personnel or a closely related party of any key management personnel.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

2. ELECTION OF TIMOTHY HEESH AS A DIRECTOR

To consider and, if thought fit to pass the following resolution as an **ordinary resolution**:

“That Mr Timothy Heesh, who was appointed by the Board as a Director on 11 October 2016 and in accordance with clause 6.1(e) of the Company’s Constitution being eligible, is elected as a Director of the Company.

3. ELECTION OF JOHN RAINBOW AS A DIRECTOR

To consider and, if thought fit to pass the following resolution as an **ordinary resolution**:

“That Mr John Rainbow, who was appointed by the Board as a Director on 11 October 2016 and in accordance with clause 6.1(e) of the Company’s Constitution being eligible, is elected as a Director of the Company.

4. APPOINTMENT OF AUDITOR

To consider and, if thought fit to pass the following resolution as an **ordinary resolution**:

“That subject to consent of the Australian Securities & Investments Commission to the current auditor resigning, Pitcher Partners Sydney having consented in writing and been duly nominated in accordance with Section 328b(1) Corporations Act, be appointed as auditor of the Company.’

By order of the Board



Cameron Jones
Company Secretary

Determination of Entitlement to Attend and Vote

The Company has determined that the holders of the Company's ordinary shares for the purpose of the Annual General meeting will be the registered holders of ordinary shares at 7.00 pm (Sydney time) on Friday, 25 November 2016.

This notice is also being sent to JPMorgan Chase Bank as depositary agent of the Company's American Depositary Receipts (ADR). Holders of the ADRs are invited to attend the annual general meeting but are not entitled to vote on any of the proposed resolutions. However, holders of ADRs may, subject to the terms of the depositary agreement between JPMorgan Chase Bank and the holders of the ADRs, instruct the JPMorgan Chase Bank to vote the ordinary shares underlying their ADRs on their behalf.

Proxies

Ordinary shareholders have the right to appoint a proxy, who need not be an ordinary shareholder of the Company. If an ordinary shareholder is entitled to two or more votes they may appoint two proxies and may specify the percentage of votes that each proxy is appointed to exercise. A proxy form has been included for ordinary shareholders with this notice of meeting. The proxy form must be received by Link Market Services Limited, located at 1A Homebush Bay Drive, Rhodes, NSW 2138 or Level 12, 680 George Street, Sydney, NSW 2000, or by facsimile to Link on +61 2 9287 0309 by no later than 2:00pm Sydney time on Sunday, 27 November 2016 being not less than 48 hours before the time for holding the meeting. Alternatively proxy forms may also be lodged online at Link Market Services' website www.linkmarketservices.com.au in accordance with the instructions given there. You will be taken to have signed the proxy form if you lodge it in accordance with the instructions provided on the website.

The proposed Chairman of the meeting intends to vote undirected proxies vote in favour of all the resolutions set out in this notice of meeting.

Power of Attorney

If an ordinary shareholder has appointed an attorney to attend and vote at the meeting, or if a proxy form is signed by an attorney, the power of attorney must likewise be received by Link Market Services Limited, located at 1A Homebush Bay Drive, Rhodes, NSW 2138 or Level 12, 680 George Street, Sydney, NSW 2000, or by facsimile to Link on +61 2 9287 0309 by no later than 2:00pm Sydney time on Sunday, 27 November 2016, being not less than 48 hours before the time for holding the meeting.

Corporate Representatives

A member who is a body corporate may appoint an individual as a representative to exercise the member's voting rights at the Annual General Meeting (AGM) pursuant to section 250D of the *Corporations Act 2001* (Cth). Representatives will be required to present documentary evidence of their appointment on the day of the meeting.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to assist shareholders with their consideration of the resolutions detailed in the Notice of Annual General Meeting dated 25 October 2016. This Explanatory Statement should be read with, and forms part of, the accompanying Notice of Meeting.

1. FINANCIAL STATEMENTS AND REPORTS

As required by section 317 of the Corporations Act 2001 (Cth), the Financial Report, Directors' Report, Directors' Declarations and the Independent Audit Report of the Company for the financial year ended 30 June 2016 will be laid before the Annual General Meeting. Shareholders will be provided with the opportunity to raise questions in relation to the reports; however there will be no formal resolution put to the meeting.

2. RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

2.1 Background

The *Corporations Act 2001* (Cth) requires that listed companies include a remuneration report in their Directors' Report. The remuneration report is set out on pages 6 to 13 of the Company's Annual Report. The Remuneration Report includes information in respect of the Company's remuneration policies in respect of Directors and Group executives, including the relationship between remuneration policies and the Company's performance, prescribed details of Directors and Group executives, details of securities included in the remuneration of Directors and Group executives and details of persons employed under a contract.

The resolution to adopt the remuneration report has been put to the members in accordance with section 250R(2) of the *Corporations Act 2001* (Cth). Any outcome, with respect to this resolution, is advisory only and does not bind the Directors or the Company.

The Chair will allow a reasonable opportunity at the meeting for shareholders as a whole to ask questions about or make comments on the Remuneration Report.

The Directors will consider the outcome of this vote and any comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.

2.2 Voting exclusion statement

For the purposes of the voting exclusion statements on Resolution 1:

“key management personnel” (KMP) means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

“closely related party” means: (a) a spouse or child of the KMP; (b) a child of the KMP's spouse; (c) a dependent of the KMP or the KMP spouse; (d) anyone else who is one of the KMP's family and may be expected to influence the KMP, or be influenced by the KMP, in the KMP's dealing with the Company; (e) a company the KMP controls; or (f) a person otherwise prescribed by the regulations.

Where the Chair is appointed as a proxy, the Chair will vote all undirected proxies in favour of Resolution 1.

If you appoint the Chair as your proxy, and you check the box consenting to the Chair voting undirected proxies, then unless you include an express voting direction on your proxy form, you will be directing, and expressly consenting to the Chair to vote in favour of Resolution 1.

3. RESOLUTION 2 – APPOINTMENT OF TIMOTHY HEESH AS A DIRECTOR

Mr Timothy Heesh was appointed by the Board as a Director on 11 October 2016. Under clause 6.1(e) of the Company's Constitution, Mr Heesh may hold office until the next annual general meeting of the Company and is eligible for election as a Director by the Shareholders at this Annual General Meeting.

Mr Heesh, aged 56 is a Chartered Accountant and Registered and Official Liquidator. Tim is the founding director of TPH Insolvency and has been providing quality business insolvency advice for over 25 years across Australia. Tim has vast experience in the insolvency arena and has developed strong expertise across numerous sectors. Tim is a member of the Chartered Accountants in Australia and New Zealand and the Australian Restructuring, Insolvency and Turnaround Association.

4. RESOLUTION 3 – APPOINTMENT OF JOHN RAINBOW AS A DIRECTOR

Mr John Rainbow was appointed by the Board as a Director on 11 October 2016. Under clause 6.1(e) of the Company's Constitution, Mr Rainbow may hold office until the next annual general meeting of the Company and is eligible for election as a Director by the Shareholders at this Annual General Meeting.

Mr Rainbow, aged 64 is a qualified in New South Wales to practice as a lawyer and holds an unrestricted practicing certificate. John is a senior consultant at Watson Mangioni Lawyers and has been a legal practitioner for over 25 years both in private practice and as in house counsel.

5. APPOINTMENT OF AUDITOR

The Board has been satisfied with the services of the current auditor of the Company in Deloitte and thanks Deloitte for their services provided as auditor of the Company. However, given the nature of the Company's current operations the Company considers it appropriate that the Company's auditor changes. As a consequence, the Company has requested Deloitte apply to ASIC under subsection 329(5) Corporations Act for consent to resign as auditor of the Company with effect from the end of the Annual General Meeting. If ASIC notified Deloitte that the ASIC consents to Deloitte's resignation, Deloitte will give its notice of resignation to the Company with effect from the end of the Annual General Meeting.

The Company has received a notice from David Ryan, Director of Walker Group Holdings Pty Ltd being a Shareholder, nominating Pitcher Partners as the new auditor of the Company. In accordance with section 328B Corporations Act, a copy of the notice of nomination of Pitcher Partners received by the Company from David Ryan, Director of Walker Group Holdings Pty Ltd is attached as Annexure A.

Pitcher Partners Sydney has consented in writing to act as auditor of the Company. Pitcher Partners does not provide any services to the Company and the Company confirms that it is unaware of any matter or circumstance that would give rise to a 'conflict of interest situation' as defined in section 324CD Corporations Act, in relation to the Company.

The Company has also noted that Pitcher Partners is registered as an auditor under section 1280 Corporations Act and is a well-established firm with the necessary expertise to meet the Company's requirements. Consequently, subject to the Company receiving all necessary approvals from ASIC and shareholder approval at the Annual General Meeting, Pitcher Partners has been nominated to become the new auditor of the Company.

The Corporations Act requires that shareholder approve the appointment of the new auditor.

Recommendation

The Directors unanimously recommend that Shareholders vote in favour of all the resolutions set out in this notice of meeting.

Annexure A

17 October 2016

To: Company Secretary
QRxPharma Limited
Suite 201/697 Burke Road
CAMBERWELL VIC 3124

Dear Sir

NOMINATION OF AUDITOR

I, David Ryan, am a Director and Shareholder of Walker Group Holdings Pty Ltd and Walker Group Holdings Pty Ltd is a member of QRxPharma Limited ("Company"). For the purpose of Section 328(1) of the Corporations Act, I in my position as a Director of Walker Group Holdings Pty Ltd hereby nominate Pitcher Partners of Level 22 MLC Centre, 19 Martin Place Sydney NSW 2000 for appointment as Auditor of the Company at the Annual General Meeting of the Company to be held on 29 November 2016, or at any adjournment thereof.

Yours faithfully



Name David Ryan
Position Director
Walker Group Holdings Pty Ltd

LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

BY MAIL
QRxPharma Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

ALL ENQUIRIES TO
Telephone: +61 1800 612 532 (free call within Australia)

PROXY FORM

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

APPOINT A PROXY

the Chairman of the Meeting (mark box) **OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **2:00pm on Tuesday, 29 November 2016 at the offices of History House, Level 1, 133 Macquarie St, Sydney (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

Resolutions

	For	Against	Abstain*
1 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Timothy Heesh as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of John Rainbow as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual) Joint Shareholder 2 (Individual) Joint Shareholder 3 (Individual)
Sole Director and Sole Company Secretary Director/Company Secretary (Delete one) Director

This form should be signed by the shareholder. If a joint holding, all shareholders must sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

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's share registry or you may copy this form and return them both together.

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 shares 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 your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

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

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

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney 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 can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:00pm on Sunday, 27 November 2016**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

QRxPharma Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**