



**ASX RELEASE**

**14 May 2014**

**Receipt of Notice under Sections 249D & 203D of the Corporations Act 2001  
(Cth) – Requisition of Shareholders' Meeting**

**Sydney, Australia and Bedminster, New Jersey** – QRxPharma Limited (ASX: QRX and OTCQX: QRXPY) advises that it has received a notice under section 249D of the Corporations Act 2001 (Cth) requesting that the Company convene a general meeting to consider the following resolutions:

- to appoint Dr Richard Treagus and Mr Bruce Hancox as Directors;
- to remove Dr Peter Farrell and Dr Gary Pace as Directors.

A copy of the notice received by the Company is attached.

In accordance with section 249D of the Corporations Act 2001 (Cth), the Board is required to call a general meeting of shareholders within 21 days of the Notice being given to the Company and this meeting must be held within 2 months of the Notice being given to the Company. The Company will keep shareholders informed of any developments in relation to this matter.

Yours faithfully,

A handwritten signature in black ink that reads 'C. J. Campbell'.

Chris J Campbell  
Company Secretary

To: QRxPharma Limited  
Suite 1, Level 11  
100 Walker Street  
NORTH SYDNEY NSW 2060

## REQUEST TO CONVENE GENERAL MEETING

Walker Group Holdings Pty Ltd (ACN 001 215 069), Tesroff Pty Ltd (ACN 002 229 503) as trustee of the Leighton Place Unit Trust, Werft Pty Ltd (ACN 002 605 049) as trustee for the Walker Group of Companies Retirement Fund and Auckland Trust Company as trustee of the Second Pacific Master Superannuation Fund ("Shareholders") being members of QRxPharma Limited (ACN 102 254 151) ("Company") who hold at least 5% of the votes cast at a general meeting of the Company as at midnight on 12 May 2014 (collectively, holders of 16,443,120 shares), hereby give notice and request that, pursuant to section 249D of the Corporations Act 2001 (Cwth), the Directors of the Company call and hold a general meeting of the Company for the purpose of considering and if thought fit to pass, the following resolutions:

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### Resolution - election of director

"THAT Dr Richard Treagus, having consented to act as a Director of the Company, be and is hereby appointed as a Director of the Company on and with effect immediately from the close of this general meeting."

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### Resolution - election of director

"THAT Mr Bruce Hancox, having consented to act as a Director of the Company, be and is hereby appointed as a Director of Company on and with effect immediately from the close of this general meeting."

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### Resolution – removal of director

"THAT in accordance with section 203D of the Corporations Act 2001 (Cwth), Mr Peter Farrell be removed from office as a Director of the Company on and with effect immediately from the close of this general meeting."

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### Resolution – removal of director

"THAT in accordance with section 203D of the Corporations Act 2001 (Cwth), Mr Gary Pace be removed from office as a Director of the Company on and with effect immediately from the close of this general meeting."

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To ensure compliance with section 249L of the Corporations Act and to ensure that the notice of meeting for the general meeting is truly informative, the Shareholders also enclose, as Attachment "A", biographical details of Dr Richard Treagus and Mr Bruce Hancox and request that the Company include these details in the explanatory materials

to be delivered to all shareholders together with the notice of meeting. The Shareholders reserve the right to request the Company to distribute to shareholders with its notice of meeting, a member's statement in accordance with section 249P of the Corporations Act.

Attachment "B" contains consents to nomination and to act as a Director of the Company signed by each of Dr Richard Treagus and Mr Bruce Hancox.

The Shareholders further request that the Directors of the Company disclose this request to the market by lodging it with the Australian Securities Exchange as soon as possible.

DATED: 13 May 2014

EXECUTED by WALKER GROUP )  
HOLDINGS PTY LTD in accordance )  
with section 127(1) of the Corporations )  
Act 2001 (Cwth) by authority of its )  
directors: )

Mr. Wilkinson )  
Signature of director )

MARK WILKINSON )  
Name of director (block letters) )

David Ryan )  
Signature of director/company )  
secretary\* )  
\*delete whichever is not applicable )

DAVID RYAN )  
Name of director/company secretary\* )  
(block letters) )  
\*delete whichever is not applicable )

EXECUTED by TESROFF PTY )  
LTD (as trustee for the Leighton )  
Place Unit Trust) in accordance with )  
section 127(1) of the Corporations Act )  
2001 (Cwth) by authority of its )  
directors: )

Mr. Wilkinson )  
Signature of director )

MARK WILKINSON )  
Name of director (block letters) )


David Ryan )  
Signature of director/company )  
secretary\* )  
\*delete whichever is not applicable )

DAVID RYAN )  
Name of director/company secretary\* )  
(block letters) )  
\*delete whichever is not applicable )

EXECUTED by WERFT PTY LTD )  
(as trustee for the Walker Group of )  
Companies Retirement Fund) in )  
accordance with section 127(1) of the )  
Corporations Act 2001 (Cwlth) by )  
authority of its directors: )

  
..... )  
Signature of director )

LANGLEY WALKER  
..... )  
Name of director (block letters) )

  
..... )  
Signature of director/company )  
secretary\* )  
\*delete whichever is not applicable )

SUZANNE WALKER  
..... )  
Name of director/company secretary\* )  
(block letters) )  
\*delete whichever is not applicable )

EXECUTED by AUCKLAND )  
TRUST COMPANY LTD (as trustee )  
for the Second Pacific Master )  
Superannuation Fund) by its )  
directors: )

  
..... )  
Signature of director )

KENNETH GREY WHITNEY  
..... )  
Name of director (block letters) )

  
..... )  
Signature of director )

IAN ROBERT ROSS  
..... )  
Name of director (block letters) )

## **Attachment “A”**

### **Biographical details of Dr Richard Treagus and Mr Bruce Hancox**

#### **Dr Richard Treagus**

Dr Treagus is physician and entrepreneur with more than 20 years' experience in all aspects of the international biopharmaceutical industry. He is a business builder with a track record of delivering strong commercial outcomes and shareholder returns. He has held senior executive roles with pharmaceutical organisations in South Africa and Australia and has successfully established numerous pharmaceutical business partnerships in the US, Europe and Asia. Dr Treagus served as Chief Executive Officer of ASX-listed company Acrux Limited until 2012. Under his leadership Acrux gained FDA approval for three drug products and concluded the largest product licensing deal in the history of the Australian biotech industry; a transaction with Eli Lilly worth US\$335 million plus royalties. In 2010 Dr Treagus was awarded the Ernst & Young Entrepreneur-of-the-Year (Southern Region) in the Listed Company Category and in subsequent years has served on the judging panel. Dr Treagus is currently executive chairman of Neuren Pharmaceuticals Limited, an ASX-listed biopharmaceutical company focusing on the development of new therapies for brain injury, neurodevelopmental and neurodegenerative disorders.

#### **Mr Bruce Hancox**

Mr Hancox has had a long and distinguished career in business in New Zealand and in Australia. He was for many years involved with Brierley Investments Limited as General Manager, Group Chief Executive and Chairman. He also served as a director of many Brierley subsidiaries in New Zealand, Australia and the United States. Since 2006 he has pursued various private investment interests and has been a director of, and a consultant to, a number of companies. He has acted as an advisor on a number of takeover situations. From 2007 until 30 April 2013 he was a director of ASX-listed company Retail Food Group Limited. He is currently a director of Neuren Pharmaceuticals Limited and Medical Australia Limited – both of which are ASX-listed companies.

## **Attachment "B"**

Consents to nomination and to act as Director of the Company

# Consent to act

To: The Directors and the Company Secretary  
c/- The Company Secretary  
QRxPharma Limited  
Suite 1, Level 11  
100 Walker Street  
NORTH SYDNEY NSW 2060

13 May 2014

## 1 Consent and confirmation

- 1.1 I consent to my nomination for appointment as a director of QRxPharma Limited ("QRX") by Walker Group Holdings Pty Ltd, Tesroff Pty Ltd as trustee of the Leighton Place Unit Trust, Werft Pty Ltd as trustee for the Walker Group of Companies Retirement Fund and Auckland Trust Company Ltd as trustee of the Second Pacific Master Superannuation Fund.
- 1.2 I consent to act as a director of QRX with effect on and from the closing of the next general meeting for the purposes of section 201D of the Corporations Act 2001 (Cwlth).
- 1.3 I confirm that I am not restricted by the Corporations Act 2001 (Cwlth) from appointment as a director or from taking part in the management of a corporation.
- 1.4 I confirm that my appointment as a director of the Company will not breach the terms of any agreement by which I am bound.

## 2 Personal details

<b>Given name and family name</b>	Richard Spencer Treagus
<b>All former given names and family names</b>	
<b>Usual residential address</b>	5 Bramley Ct, Kew, VIC, 3101
<b>Date and place of birth</b>	22 February 1966 United Kingdom

**3 Standing notice of interests**

I (or an entity that I control) have the following interests (additional information may be attached):

<b>A</b>	<b>Securities (including shares, debentures, options over unissued securities and interests) in QRX or a related body corporate</b>		
	<b>Name of company/entity</b>	<b>Number of securities</b>	<b>Nature and extent of interest</b>
<b>B</b>	<b>Rights or options to dispose of securities (including shares, debentures, options over unissued securities and interests) in QRX or a related body corporate</b>		
	<b>Name of company/entity</b>	<b>Number of rights/options</b>	<b>Nature and extent of interest</b>
<b>C</b>	<b>Contracts with QRX or a subsidiary</b>		
	<b>Parties</b>	<b>Description of contract</b>	<b>Nature and extent of interest</b>



<b>D</b>	<b>Other corporate offices I hold where a conflict may arise with my duties as a director of QRX</b>		
	<b>Name of body corporate</b>	<b>Office held</b>	<b>Nature and extent</b>
<b>E</b>	<b>Firms/partnerships I am a member of which may give rise to a conflict with my duties as a director of QRX</b>		
	<b>Name of firm/ partnership</b>	<b>Nature and extent of interest</b>	
<b>F</b>	<b>Other material personal interests (eg, as shareholder, trustee or beneficiary of trusts, real estate, intellectual property rights or other business interests) that relate to the affairs of QRX and its subsidiaries</b>		
	<b>Description</b>	<b>Nature and extent of interest</b>	

#### 4 Undertaking

I undertake to notify QRX immediately of:

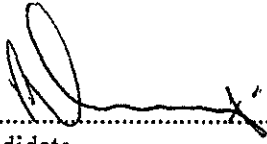
- (a) any change in my relevant interests in securities of QRX; and
- (b) any material personal interest I have in a matter that relates to the affairs of QRX, unless I have already given a standing notice of the nature and extent of the interest and the notice is still effective in relation to the interest.

**To the Company Secretary**

Could you please ensure that:

- the prescribed form containing my personal details is lodged with ASIC within 28 days after my appointment as director;
- notification of my appointment is given to ASX under Listing Rule 3.16;
- the document is tabled at the next meeting of the board of directors, as it is intended to constitute a standing notice of interest;

- the nature and extent of each interest is recorded in the minutes of that meeting; and
- a copy is given to any director appointed after me, as a standing notice of interest.

A handwritten signature in black ink, consisting of a large, stylized initial 'M' followed by a horizontal line and a small 'X' at the end.

.....  
Signature of candidate

13<sup>th</sup> May 2014

.....  
Date

# Consent to act

To: The Directors and the Company Secretary  
c/- The Company Secretary  
QRxPharma Limited  
Suite 1, Level 11  
100 Walker Street  
NORTH SYDNEY NSW 2060

13 May 2014

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- 1.3 I confirm that I am not restricted by the Corporations Act 2001 (Cwlth) from appointment as a director or from taking part in the management of a corporation.
- 1.4 I confirm that my appointment as a director of the Company will not breach the terms of any agreement by which I am bound.

## 2 Personal details

<b>Given name and family name</b>	Bruce Alan Hancox
<b>All former given names and family names</b>	n/a
<b>Usual residential address</b>	318/6 Cowper Wharf Road Woolloomooloo NSW 2011
<b>Date and place of birth</b>	20/07/49 Ashburton New Zealand

**3 Standing notice of interests**

I (or an entity that I control) have the following interests (additional information may be attached):

<b>A</b>	<b>Securities (including shares, debentures, options over unissued securities and interests) in QRX or a related body corporate</b>		
	<b>Name of company/entity</b>	<b>Number of securities</b>	<b>Nature and extent of interest</b>
	HSF1 Pty Ltd as trustee of the HSF1 Superannuation Fund	740,000	Sole member of the HSF1 Superannuation Fund
<b>B</b>	<b>Rights or options to dispose of securities (including shares, debentures, options over unissued securities and interests) in QRX or a related body corporate</b>		
	<b>Name of company/entity</b>	<b>Number of rights/ options</b>	<b>Nature and extent of interest</b>
	n/a		
<b>C</b>	<b>Contracts with QRX or a subsidiary</b>		
	<b>Parties</b>	<b>Description of contract</b>	<b>Nature and extent of interest</b>
	n/a		

<b>D</b>	<b>Other corporate offices I hold where a conflict may arise with my duties as a director of QRX</b>		
	<b>Name of body corporate</b>	<b>Office held</b>	<b>Nature and extent</b>
	n/a		
<b>E</b>	<b>Firms/partnerships I am a member of which may give rise to a conflict with my duties as a director of QRX</b>		
	<b>Name of firm/ partnership</b>	<b>Nature and extent of interest</b>	
	n/a		
<b>F</b>	<b>Other material personal interests (eg, as shareholder, trustee or beneficiary of trusts, real estate, intellectual property rights or other business interests) that relate to the affairs of QRX and its subsidiaries</b>		
	<b>Description</b>	<b>Nature and extent of interest</b>	
	n/a		

#### 4 Undertaking

I undertake to notify QRX immediately of:

- (a) any change in my relevant interests in securities of QRX; and
- (b) any material personal interest I have in a matter that relates to the affairs of QRX, unless I have already given a standing notice of the nature and extent of the interest and the notice is still effective in relation to the interest.

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Could you please ensure that:

- the prescribed form containing my personal details is lodged with ASIC within 28 days after my appointment as director;
- notification of my appointment is given to ASX under Listing Rule 3.16;
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- a copy is given to any director appointed after me, as a standing notice of interest.

  
.....  
Signature of candidate

  
.....  
Date