

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

Name of entity

QRxPharma Limited (QRxPharma)

ABN

16 102 254 151

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 |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 3,400 Ordinary Shares |
| 3 | Principal terms of the +securities (eg, 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) | As per fully paid Ordinary Shares in QRxPharma Limited |

+ See chapter 19 for defined terms.

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<p>4 Do the +securities rank equally in all respects from the date of allotment 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 	<p>Yes</p>
<p>5 Issue price or consideration</p>	<p>3,400 Ordinary Shares @ \$0.65 per Ordinary Share</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Shares issued pursuant to exercise of options under the QRxPharma Limited Employee Share Option Plan.</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>No</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	

+ See chapter 19 for defined terms.

6d	Number of +securities issued with security holder approval under rule 7.1A					
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)					
6f	Number of securities issued under an exception in rule 7.2					
6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.					
6h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements					
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements					
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	8 May 2013				
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	<table border="1" style="width: 100%;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;">+Class</th> </tr> </thead> <tbody> <tr> <td>144,648,106</td> <td>Ordinary Shares</td> </tr> </tbody> </table>	Number	+Class	144,648,106	Ordinary Shares
Number	+Class					
144,648,106	Ordinary Shares					

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	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	276,250	Options with an exercise price of \$1.26 and an expiry date of 24 March 2014;
	402,726	Options with an exercise price of \$1.42 and expiry date of 31 March 2014;
	2,013,630	Options with an exercise price of \$1.00 and expiry date of 14 April 2014;
	1,398,450	Options with an exercise price of \$2.00 and expiry date of 25 May 2014;
	502,726	Options with an exercise price of \$1.00 and expiry date of 25 May 2014;
	50,000	Options with an exercise price of \$1.70 and expiry date of 1 September 2014;
	75,000	Options with an exercise price of \$1.45 and expiry date of 1 October 2014;
	50,000	Options with an exercise price of \$1.34 and an expiry date of 9 October 2014;
	25,000	Options with an exercise price of \$1.27 and an expiry date of 25 October 2014;
	200,000	Options with an exercise price of \$1.11 and an expiry date of 1 January 2015;
	308,000	Options with an exercise price of \$2.00 and an expiry date of 1 January 2015;
	600,000	Options with an exercise price of \$1.05 and an expiry date of 1 April 2015;

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Number	+Class
75,000	Options with an exercise price of \$1.04 and an expiry date of 1 April 2015;
60,000	Options with an exercise price of \$0.20 and an expiry date of 1 January 2016;
300,000	Options with an exercise price of \$2.15 and an expiry date of 23 January 2016;
299,583	Options with an exercise price of \$0.65 and an expiry date of 31 August 2016;
137,500	Options with an exercise price of \$0.90 and an expiry date of 1 October 2016;
430,000	Options with an exercise price of \$1.03 and an expiry date of 7 November 2016;
300,000	Options with an exercise price of \$1.12 and an expiry date of 16 November 2016;
100,000	Options with an exercise price of \$0.78 and an expiry date of 1 January 2017;
404,584	Options with an exercise price of \$0.84 and an expiry date of 17 February 2017;
225,000	Options with an exercise price of \$1.15 and an expiry date of 1 July 2017;
50,000	Options with an exercise price of \$0.95 and an expiry date of 24 August 2017;

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Number	+Class
150,000	Options with an exercise price of \$0.93 and an expiry date of 4 October 2017;
850,000	Options with an exercise price of \$1.00 and an expiry date of 8 November 2017;
832,500	Options with an exercise price of \$1.40 and an expiry date of 1 January 2018;
150,000	Options with an exercise price of \$1.70 and an expiry date of 7 July 2018;
15,000	Options with an exercise price of \$1.22 and an expiry date of 28 September 2018;
250,000	Options with an exercise price of \$1.60 and an expiry date of 16 November 2018;
870,000	Options with an exercise price of \$1.50 and an expiry date of 23 January 2019;
350,000	Options with an exercise price of \$1.72 and an expiry date of 1 April 2019;
450,000	Options with an exercise price of \$1.00 and an expiry date of 7 November 2019;
1,065,000	Options with an exercise price of \$0.72 and an expiry date of 7 November 2019;
300,000	Options with an exercise price of \$0.94 and an expiry date of 19 February 2020.

+ See chapter 19 for defined terms.

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A
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Part 2 - Bonus issue or pro rata issue – Not Applicable

11	Is security holder approval required?	
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12	Is the issue renounceable or non-renounceable?	
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13	Ratio in which the +securities will be offered	
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14	+Class of +securities to which the offer relates	
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15	+Record date to determine entitlements	
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16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
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17	Policy for deciding entitlements in relation to fractions	
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18	Names of countries in which the entity has +security holders who will not be sent new issue documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	
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19	Closing date for receipt of acceptances or renunciations	
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|----|---|--|
| 20 | Names of any underwriters | |
| 21 | Amount of any underwriting fee or commission | |
| 22 | Names of any brokers to the issue | |
| 23 | Fee or commission payable to the broker to the issue | |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders | |
| 25 | If the issue is contingent on +security holders' approval, the date of the meeting | |
| 26 | Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled | |
| 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 | |
| 28 | Date rights trading will begin (if applicable) | |
| 29 | Date rights trading will end (if applicable) | |
| 30 | How do +security holders sell their entitlements <i>in full</i> through a broker? | |
| 31 | How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance? | |

+ See chapter 19 for defined terms.

32 How do +security holders dispose of their entitlements (except by sale through a broker)?

33 +Despatch date

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

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Entities that have ticked box 34(b)

38 Number of securities for which
 +quotation is sought

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39 Class of +securities for which
 quotation is sought

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40 Do the +securities rank equally in
 all respects from the date of
 allotment 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

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41 Reason for request for quotation
 now

Example: In the case of restricted securities, end
 of restriction period

(if issued upon conversion of
 another security, clearly identify
 that other security)

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	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)		

+ See chapter 19 for defined terms.

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.

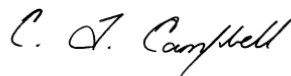
- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) 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 not available now, 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:
Company secretary

Date: 9 May 2013

Print name: Chris J Campbell

+ See chapter 19 for defined terms.