



ASX ANNOUNCEMENT

APPENDIX 3B AND FORM 604

SYDNEY, 25 November 2013: Attached is an Appendix 3B with respect to some share issues made by **Cellmid Limited (ASX: CDY)** (the Company).

Also attached is Form 604 (Notice of change of interests of substantial holder).

Twelve million ordinary shares have been issued under the Company's Employee Incentive Plan (Plan). These shares are subject to transfer restrictions under the Plan and under a voluntary restriction deed (attached to the Form 604). The period of the voluntary escrow is set out in the attached deed.

End

Contact:

Maria Halasz, CEO

T +612 9221 6830



@mariahalsz

Cellmid Limited (ASX: CDY)

Cellmid is an Australian biotechnology company developing innovative novel therapies and diagnostic tests for inflammatory diseases and cancer. Cellmid holds the largest and most comprehensive portfolio of intellectual property related to midkine and midkine antagonists globally. The Company's most advanced development programs involve using its anti-midkine antibodies for the treatment of cancer and inflammatory diseases. In addition, Cellmid is commercialising midkine as a biomarker for cancer diagnosis. Elevated midkine concentration in the blood and other body fluids is strongly indicative of cancer. For further information please see www.cellmid.com.au.

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

Cellmid Limited

ABN

69 111 304 119

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 | A) Fully paid ordinary shares
B) Fully paid ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | A) 3,515,625
B) 12,000,000 |
| 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) | A) Same terms as existing fully paid ordinary shares
B) Same terms as existing fully paid ordinary shares but subject to terms of the Company's Employee Incentive Plan, the terms of associated loans from the Company and restrictions on transfer (as disclosed in the Company's notice of annual general meeting held on 22 November 2013 and the attached voluntary restriction deed) |

+ See chapter 19 for defined terms.

4	<p>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>A) Yes</p> <p>B) Yes</p>
5	Issue price or consideration	<p>A) 5% shareholding in Advangen International Pty Ltd</p> <p>B) \$0.03 per share</p>
6	<p>Purpose of the issue</p> <p>(If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>A) To acquire 5% shareholding in Advangen International Pty Ltd, being 278,049 ordinary shares</p> <p>B) Issue of loan shares as employee incentive under the Company's Employee Incentive Plan</p>
6a	<p>Is the entity an ⁺eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the ⁺securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	<p>No, security holder approval was not obtained at the Company's annual general meeting on 22 November 2013</p>
6b	The date the security holder resolution under rule 7.1A was passed	
6c	Number of ⁺ securities issued without security holder approval under rule 7.1	
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	25 November 2013																						
8	Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the securities in section 2 if applicable)	<table><tr><th>Number</th><th>⁺Class</th></tr><tr><td>665,985,703</td><td>ORD FULLY PAID SHARES</td></tr><tr><td>290,542,770</td><td>OPT 3.4c Exp 23.10.2016</td></tr></table>	Number	⁺ Class	665,985,703	ORD FULLY PAID SHARES	290,542,770	OPT 3.4c Exp 23.10.2016																
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290,542,770	OPT 3.4c Exp 23.10.2016																							
9	Number and ⁺ class of all ⁺ securities not quoted on ASX (<i>including</i> the securities in section 2 if applicable)	<table><tr><th>Number</th><th>⁺Class</th></tr><tr><td>27,198,435</td><td>OPT 5c Exp 19.03.2014</td></tr><tr><td>8,250,000</td><td>OPT 5c Exp 01.06.2014</td></tr><tr><td>5,002,006</td><td>OPT 5c Exp 01.07.2014</td></tr><tr><td>7,000,000</td><td>OPT 5.6c Exp 20.11.2014</td></tr><tr><td>2,000,000</td><td>OPT 3.5c Exp 20.11.2014</td></tr><tr><td>600,000</td><td>OPT 6.2c Exp 19.02.2015</td></tr><tr><td>100,000</td><td>OPT 10c Exp 15.11.2015</td></tr><tr><td>3,971,962</td><td>OPT 3.0c Exp 15.11.2016</td></tr><tr><td>5,000,000</td><td>OPT 3.2c Exp 15.06.2017</td></tr><tr><td>1,440,000</td><td>OPT 3.4c Exp 14.08.2017</td></tr></table>	Number	⁺ Class	27,198,435	OPT 5c Exp 19.03.2014	8,250,000	OPT 5c Exp 01.06.2014	5,002,006	OPT 5c Exp 01.07.2014	7,000,000	OPT 5.6c Exp 20.11.2014	2,000,000	OPT 3.5c Exp 20.11.2014	600,000	OPT 6.2c Exp 19.02.2015	100,000	OPT 10c Exp 15.11.2015	3,971,962	OPT 3.0c Exp 15.11.2016	5,000,000	OPT 3.2c Exp 15.06.2017	1,440,000	OPT 3.4c Exp 14.08.2017
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10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Unchanged																						

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the ⁺ securities will be offered	
14	⁺ Class of ⁺ securities to which the offer relates	
15	⁺ Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	

⁺ See chapter 19 for defined terms.

17	Policy for deciding entitlements in relation to fractions	
18	Names of countries in which the entity has *security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	
19	Closing date for receipt of acceptances or renunciations	
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?	
32	How do *security holders dispose of their entitlements (except by sale through a broker)?	

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

Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought

39 Class of +securities for which quotation is sought

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

+ See chapter 19 for defined terms.

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

Number	*Class

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:


.....
Director

Date: 25 November 2013

Print name:

Maria Halasz

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Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for ⁺eligible entities

Introduced 01/08/12

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	
Add the following: <ul style="list-style-type: none"> • Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid ordinary securities that became fully paid in that 12 month period Note: <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	
“A”	
Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	

+ See chapter 19 for defined terms.

Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> A. Under an exception in rule 7.2 B. Under rule 7.1A C. With security holder approval under rule 7.1 or rule 7.4 <p>Note:</p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
“C”	
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	
<p>Total [“A” x 0.15] – “C”</p>	<p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> <ul style="list-style-type: none"> • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained • It may be useful to set out issues of securities on different dates as separate line items 	
“E”	
Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	
Total [“A” x 0.10] – “E”	<i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Cellmid Limited

ACN/ARSN 111 304 119

1. Details of substantial holder(1)

Name Cellmid Limited

ACN/ARSN (if applicable) 111 304 119

There was a change in the interests of the substantial holder on 25/11/2013

The previous notice was given to the company on 20/11/2013

The previous notice was dated 20/11/2013

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	38,019,802	5.84%	50,019,802	7.51%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
25/11/2013	Cellmid Limited	Cellmid Limited has entered a voluntary restriction deed with Maria Halasz, which restricts Ms Halasz from disposing of the relevant shares for a prescribed period of time. The relevant shares are loan shares issued to Ms Halasz under Cellmid Limited's Employee Incentive Plan. A copy of the voluntary restriction deed is set out in Annexure B of this Form.	n/a	12,000,000 ordinary shares	12,000,000

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Cellmid Limited	See Annexure A	See Annexure A	Power to control disposal of ordinary shares under voluntary restriction agreements	38,019,802 ordinary shares	38,019,802
Cellmid Limited	Maria Halasz	Maria Halasz	Power to control disposal of ordinary shares under voluntary restriction deed.	12,000,000 ordinary shares	12,000,000

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
n/a	n/a

6. Addresses

The addresses of persons named in this form are:

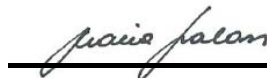
Name	Address
Cellmid Limited	Suite 1802, Level 18, 15 Castlereagh Street Sydney NSW 2000
See Annexure A	See Annexure A
Maria Halasz	Suite 1802, Level 18, 15 Castlereagh Street Sydney NSW 2000

Signature

print name **Maria Halasz**

capacity **Director**

sign here



date 25.11.2013

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identify of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

This is Annexure A of 1 page referred to in ASIC Form 604 Lodged by Cellmid Limited ABN 69 111 304 119



Maria Halasz

Registered Holder	Number of ordinary shares held	Escrow Period	Registered holder's address
Dr Masahiro Asada	475,248	12 months	2-12 Nagakunidai Tsuchiura-shi Ibaraki 300-0810 Japan
Mr Takanori Hibi	4,752,475	12 months	490-56 Shimo-beppu Tsukuba-shi Ibaraki 300-2666 Japan
Dr Toru Imamura	712,871	12 months	2-20-12-1301 Senju-Azuma Adachi-ku Tokyo 120-0025 Japan
Dr Noriie Itoh	9,504,950	12 months	770-38 Ochi-cho Midori-ku, Chiba-shi Chiba 267-0055 Japan
Dr Syuichi Oka	712,871	12 months	101 Ocean's nirai 907 Kojya Okinawa-shi Okinawa 904-2161 Japan
Ms Hiroko Kazama	2,376,238	12 months	Castle 27-303 27-5 Mochibuku-cho Yokkaichi-shi Mie 510-8012 Japan
Ms Naoko Takeda	2,376,238	12 months	404-201 4-2-2 Namiki Tsukuba-shi Ibaraki 305-0044 Japan
bhp No.2 Investment Limited Partnership	14,257,426	12 months	Level 2 1-2-8 Higashikanda Chiyoda-ku Tokyo 101-0031 Japan
bhp Inc	2,851,485	12 months	Level 2 1-2-8 Higashikanda Chiyoda-ku Tokyo 101-0031 Japan



Maria Halasz

Voluntary Restriction Deed

CELLMID LIMITED

ACN 111 304 119

and

MARIA HALASZ

Voluntary Restriction Deed

DATE: 25 NOVEMBER

2013

PARTIES:

We, the persons in:

- Item 1 of the schedule ("**entity**");
- Item 2 of the schedule ("**holder**");
- Item 3 of the schedule ("**Controller**"),

agree as follows.

BACKGROUND:

- A. The entity intends to issue the restricted securities to the holder in accordance with its employee incentive plan. The holder has agreed that it will hold the restricted securities as set out in this deed.
- B. It is a condition of the restricted securities that we will comply with this deed.

Definitions and interpretation

In this deed:

ASX means ASX Limited.

Controller interests means the securities, substantial economic interest or other interests in the restricted securities and each intermediate entity through which that interest occurs, full particulars of which are set out in item 6 of the schedule.

escrow period means the period set out in item 4 of the schedule.

listing rules means the ASX Listing Rules as amended from time to time.

restricted securities means the securities set out in item 5 of the schedule.

security interest means any bona fide third party interest in or right:

- (a) over property (including any retention of title to property or any right to set off or withhold payment of any deposit or other monies); or
- (b) created or otherwise arising over property under a mortgage, charge, bill of sale (as defined in any relevant statute), lien, pledge, trust or right, by way of security for the payment of a debt or other monetary obligation or the performance of or compliance with any other obligation and any instrument or transaction which reserves, constitutes or evidences such interests and rights.

Share means a fully paid ordinary share in the capital of the entity.

we means the holder and the Controller.

The singular includes the plural and vice versa.

A reference to a party includes its successors, personal representatives and transferees.

Words and expressions defined in the listing rules of ASX, and not in this deed, have the meanings given to them in the listing rules.

Every warranty, deed or agreement (expressed or implied) in which more than one person joins, binds them individually and any combination of them as a group.

Escrow Restrictions

1. The holder will not do any of the following during the escrow period.
 - (a) Dispose of, or agree or offer to dispose of, the restricted securities.
 - (b) Create, or agree or offer to create, any security interest in the restricted securities.
 - (c) Do, or omit to do, any act if the act or omission would have the effect of transferring effective ownership or control of the restricted securities.
 - (d) Participate in a return of capital made by the entity.
2. During the escrow period, a Controller will not do any of the following.
 - (a) Dispose of, or agree or offer to dispose of, the Controller interests.
 - (b) Create, or agree or offer to create, any security interest in the Controller interests.
 - (c) Do, or omit to do, any act if the act or omission would have the effect of transferring effective ownership or control of the Controller interests.
3. The holder hereby agrees in writing to the application of a holding lock to the restricted securities.
4. If only the holder and the entity are parties to this deed, one of the following applies.
 - (a) The holder is an individual.
 - (b) The holder has no Controller.

The holder gives this warranty.
5. If the holder, the entity and any Controller are parties to this deed, the holder has the Controller set out in item 3 with the Controller interests identified in item 6. The holder and each Controller give this warranty.
6. If item 7 of the schedule is completed, the full particulars of security interests which have been created, or are agreed or offered to be created, in the restricted securities are set out. A release of the security interests is attached. Apart from this, before the escrow period begins, the holder has not done, or omitted to do, any act which would breach clause 1 if done or omitted during the escrow period. The holder gives this warranty.
7. If item 8 of the schedule is completed, the full particulars of security interests which have been created, or are agreed or offered to be created, in the

Controller interests are set out. A release of the security interests is attached. Apart from this, before the escrow period begins, the Controller has not done, or omitted to do, any act which would breach clause 2 if done or omitted during the escrow period. Each Controller gives this warranty.

8. A breach of any of these warranties is a breach of this deed.
9. If it appears to the entity that the holder or a Controller may breach this deed, the entity is entitled to, but not obliged, to take the steps necessary to prevent the breach, or to enforce the deed.
10. If the holder or a Controller breach this deed, each of the following applies.
 - (a) The entity may take the steps necessary to enforce the deed, or to rectify the breach.
 - (b) The entity may refuse to acknowledge, deal with, accept or register any sale, assignment, transfer or conversion of any of the restricted securities. This is in addition to other rights and remedies of the entity.
 - (c) The holder of the restricted securities ceases to be entitled to any dividends, distributions or voting rights while the breach continues.
11. The laws of the State of New South Wales apply to this deed. We submit to the jurisdiction of the courts of that State.

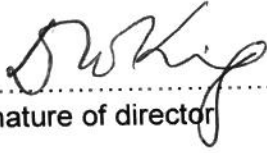
Schedule

1.	Entity's name and address:	Cellmid Limited ACN 111 304 119 of Suite 1802, Level 18, 15 Castlereagh Street, Sydney, NSW								
2.	Holder's name and address:	Maria Halasz of Suite 1802, Level 18, 15 Castlereagh Street, Sydney, NSW								
3.	Each Controllers' name and address:	Not Applicable								
4.	Escrow period (the date from which the initial restricted securities are escrowed):	<p>There will be three escrow periods, each of which relates to a tranche (one of three) as set out below (each an escrow period).</p> <p>For each tranche, the escrow period commences on the date the restricted securities are allotted and issued to the holder until the later of:</p> <ul style="list-style-type: none">- the date at which all amounts outstanding under the loan granted for that tranche of restricted securities are paid in full; and- the date the relevant milestone is satisfied below (Milestone): <table><tr><th>Tranche</th><th>Number of shares</th><th>Milestone</th></tr><tr><td>1</td><td>4,000,000</td><td>Shares vesting automatically within the 3 year vesting period when the Entity's and its controlled entities' operating revenue reaches a total</td></tr></table>			Tranche	Number of shares	Milestone	1	4,000,000	Shares vesting automatically within the 3 year vesting period when the Entity's and its controlled entities' operating revenue reaches a total
Tranche	Number of shares	Milestone								
1	4,000,000	Shares vesting automatically within the 3 year vesting period when the Entity's and its controlled entities' operating revenue reaches a total								

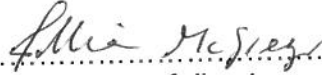
			\$4,000,000 over any consecutive 12 months.
	2	4,000,000	Shares vesting automatically within the 3 year vesting period subject to the first patient being recruited into the Entity's planned midkine antibody clinical trial.
	3	4,000,000	<p>Shares vesting automatically within a 3 year vesting period subject to the signing of one of the following agreements for the Entity's consumer health products in a territory outside of Australia and Japan:</p> <p>a. a diagnostic or therapeutic license; or</p> <p>b. a distribution agreement.</p>
<p>If a particular Milestone as detailed above is not satisfied during the relevant vesting period for a tranche, the holder must comply with the terms of the Entity's Employee Incentive Plan (approved by shareholders on 25 November 2011) and the offer letter of loan shares from the Entity dated 22 November 2013 with respect to that tranche of restricted securities.</p>			
5.	Particulars of restricted securities:	<p>Tranche 1: 4,000,000 ordinary shares in Cellmid Limited</p> <p>Tranche 2: 4,000,000 ordinary shares in Cellmid Limited</p> <p>Tranche 3: 4,000,000 ordinary shares in Cellmid Limited</p>	
6.	Particulars of Controller interests:	Not Applicable	
7.	Particulars of security interests over restricted securities:	Not Applicable	
8.	Particulars of security interests over Controller interests:	Not Applicable	

EXECUTED as a deed.

Executed by Cellmid Limited ACN 114)
 304 119 in accordance with section 127(1))
 of the Corporations Act 2001 (Cth):)
)



Signature of director



Signature of ~~director~~ or company
 secretary*

*delete whichever does not apply

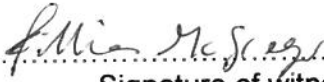
DAVID KING

Name (please print)

JILLIAN MCGREGOR

Name (please print)

Signed Sealed and Delivered by Maria)
 Halasz in the presence of:)



Signature of witness



Signature

JILLIAN MCGREGOR

Name of witness
 (please print)