



NOTICE IS GIVEN that the Annual General Meeting of the ordinary shareholders of Hexima Limited ABN 64 079 319 314 ('**Company**') will be held at the RACV Club at 483-501 Bourke Street, Melbourne, Victoria on Tuesday 25 November 2008 at 11 am.

Ordinary Business

1. Financial Statements and Reports

To receive and consider the Financial Report, Directors' Report and Auditor's Report of the Company for the year ended 30 June 2008.

2. Remuneration Report

To consider and, if thought fit, to pass the following non-binding resolution:

'That the Remuneration Report of the Company for the year ended 30 June 2008 be adopted and approved.'

3. Election of Directors

In accordance with the Company's Constitution and Listing Rule 14.4:

- a Mr GF Dan O'Brien retires by rotation and, being eligible, offers himself for re-election.
- b Professor Jonathan West retires by rotation and, being eligible, offers himself for re-election
- c Mr Joshua Hofheimer, who was appointed by the Board on 1 July 2008, retires and offers himself for election.

Special Business

4. Approval of issue of Options to Executive Director

To consider and, if thought fit, pass the following resolution:

'That, for the purposes of Listing Rule 10.14 and for all other purposes, approval be given to -

- a the grant of 1,000,000 Options ('**Performance Rights Options**') to Mr Joshua Hofheimer, an Executive Director and the Chief Executive Officer of the Company, as more particularly specified in the Explanatory Statement which accompanies this Notice; and
- b the issue to Mr Joshua Hofheimer of Ordinary Shares as a consequence of the valid exercise by him of the Performance Rights Options in accordance with the Company's Employee Share Option Plan and the Company's long term incentive arrangements.'

5. Approval of issue of Options to Executive Director

To consider and, if thought fit, pass the following resolution:

'That, for the purposes of Listing Rule 10.14 and for all other purposes, approval be given to -

- a the grant of 2,000,000 Options ('**Market Price Options**') to Mr Joshua Hofheimer, an Executive Director and the Chief Executive Officer of the Company, as more particularly specified in the Explanatory Statement which accompanies this Notice; and
- b the issue to Mr Joshua Hofheimer of fully paid Ordinary Shares as a consequence of the valid exercise by him of the Market Price Options in accordance with the Company's Employee Share Option Plan and the Company's long term incentive arrangements.'

6. Approval of previous issue of Ordinary Shares

To consider and, if thought fit, pass the following resolution:

'That the issue of 4,000,000 Ordinary Shares in the Company on 7 August 2008 at \$1.50 per Share on the terms described in the Explanatory Statement which accompanies this Notice in consideration of the acquisition of intellectual property rights from Pioneer Hi-Bred International, Inc. be approved.'

By Order of the Board

Justine Heath
Company Secretary

Dated: 15 October 2008

Notes

1. Defined Terms

Capitalised terms used in this Notice (including those used in the items set out in this Notice) have, unless otherwise defined, the same meanings as set out in the Explanatory Statement attached to this Notice.

2. Material Accompanying this Notice

The following materials accompany this Notice:

- a the Explanatory Statement setting out details relevant to the business set out in this Notice; and
- b Proxy Form and Appointment of Corporate Representative

3. Voting and Required Majority

In accordance Section 249HA of the Corporations Act, for each of these resolutions to be effective –

- a not less than 28 days written notice specifying the intention to propose the resolutions has been given; and
- b each resolution must be passed by more than 50% of all the votes cast by Shareholders entitled to vote (whether in person or by proxy, attorney or representative).

On a show of hands every Shareholder has, subject to paragraph 4 below, one vote. In a poll, every Shareholder has one vote for each Ordinary Share held.

4. Voting Exclusion Statement

In accordance with the Listing Rules, the Company will disregard any votes cast on:

- a **Resolutions 4 & 5** by Mr Joshua Hofheimer or Professor Adrienne Clarke AC (as Executive Director) and any of their respective associates;
- b **Resolution 6** by a person who participated in the issue and any associate of such a person,

unless the vote is cast by:

- a person as proxy for a person who is entitled to vote, in accordance with the directors on the Proxy Form; or
- by the Chairman of 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.

5. Shareholders Eligible to Vote

Pursuant to regulation 7.11.37 of the *Corporations Regulations 2001*, the Board has determined that for the purposes of the AGM, all Ordinary Shares in the Company will be taken to be held by each person whose name appears on the Company's share register at 7.00 pm (AEDT) on Sunday, 23 November 2008 ('Effective Time'), will be entitled to vote on the Resolutions set out in this Notice.

6. Proxies and Representatives

- a All Shareholders as at the Effective Time who are entitled to attend and vote at the AGM may appoint a proxy for that purpose.
- b A proxy need not be a Shareholder of the Company.
- c The proxy form sent to you with this Notice should be used for this meeting.
- d If you are entitled to cast two or more votes at this meeting, you may appoint two proxies and you may specify the proportion or number of votes that each proxy is entitled to exercise. If you do not specify the proportion or number of votes each proxy may exercise, then each proxy will be entitled to exercise half of the votes. An additional proxy form will be supplied by the Company on request.
- e In the case of an individual, a proxy must be under the hand of the individual or his or her attorney who has been authorised in writing. In the case of a corporation, a proxy must be executed by the corporation under common seal or under the hand of its authorised officer or officers or attorney.
- f Any Shareholder may, by power of attorney, appoint an attorney to act on that Shareholder's behalf. The power of attorney, or certified copy, must be received by the Company as specified in paragraph (h).
- g Any corporation which is a Shareholder of the Company may appoint a representative to act on its behalf. Appointments of representatives must be received by the Company as specified in paragraph (h) at any time before the time of the meeting, or adjourned meeting, or handed in at the meeting.
- h Proxies, corporate representatives and powers of attorney granted by Shareholders must be received by the Company by no later than 11 am AEDT on Monday, 24 November 2008 at the Company's share registry:
 - i by delivering in person – Link Market Services, Level 12, 680 George Street, Sydney, New South Wales 2000; or
 - ii by post – using the Reply Paid envelope addressed Hexima Limited, C/- Link Market Services Limited, Locked Bag A14, Sydney South, NSW 1235; or
 - iii by facsimile – to Link Market Services on (02) 9287 0309.

EXPLANATORY STATEMENT

I. General

- a This Explanatory Statement is included in and forms part of the Notice of Annual General Meeting ('Notice').
- b This Explanatory Statement contains an explanation of, and information about, the Resolutions to be considered at the Annual General Meeting of Hexima on 25 November 2008. It is given to the Shareholders of Hexima Limited ('Company') to help them determine how to vote on the Resolutions set out in the accompanying Notice.
- c Shareholders should read this Explanatory Statement in full because individual sections do not give a comprehensive review of the Resolutions contemplated in this Explanatory Statement.
- d If you are in doubt about what to do in relation to a Resolution, you should consult your financial or other professional advisor.
- e This Explanatory Statement is dated 15 October 2008.

2. Business

a. Item 1 – Financial Reports

The Corporations Act requires the Financial Report, Directors' report and the Auditor's Report (collectively referred to as 'Reports') to be laid before the AGM.

Neither the Corporations Act nor the Company's Constitution requires Shareholders to vote on such Reports. However, Shareholders will be given the opportunity to raise questions on the Reports at the AGM.

In addition, if the Company's auditor or their representative is present at the AGM, the chair of the meeting will allow a reasonable opportunity for the Shareholders as a whole at the meeting to ask the auditor or the auditor's representative questions relevant to:

- the conduct of the audit;
- the preparation and content of the auditor's report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

Any Shareholder entitled to cast a vote at the AGM may submit a written question to the auditor if the question is relevant to:

- i the content of the auditor's report to be considered at the AGM; or
- ii the conduct of the audit of the annual financial report to be considered at the AGM.

The Shareholders may do so by giving the question to the Company no later than the fifth business day before the day on which the AGM is held. The chair of the AGM will allow a reasonable opportunity for the auditor or their representative to answer written questions so submitted and that the auditor considers relevant to (i) or (ii) above.

b. Item 2 – Remuneration Report

Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report (which is included in the Directors' Report) is set out on pages 22 to 24 of the Annual Report which is available from the Company's website (www.hexima.com.au).

In accordance with section 250R of the Corporations Act, the vote on this Resolution is advisory only and does not bind the Directors or the Company. Nevertheless, the outcome of the vote will be considered by the Remuneration Committee of the Board when evaluating the remuneration arrangements of the Company.

The Remuneration Report among other things:

- describes the policies behind, and structure of, the remuneration arrangements of the Company and the link between the remuneration of employees and the Company's performance;
- sets out the remuneration arrangements in place for the Non-Executive Directors, Executive Directors and for specified senior executives of the Company; and
- explains the difference between the bases for remunerating Non-Executive Directors and Executives, including Executive Directors.

An opportunity for discussion of the Remuneration Report will be provided at the AGM.

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of the Resolution to adopt the Remuneration Report.

c. Items 3(a), 3(b) and 3(c): Election of Directors

Pursuant to the Constitution of the Company and the Listing Rules, Directors are prohibited from holding office past the third AGM following their appointment or 3 years, whichever is longer. Accordingly, Mr GF Dan O'Brien and Professor Jonathan West retire at the Annual General Meeting and, being eligible for re-election, offer themselves for re-election.

The Company's Constitution provides that the Directors may appoint any person as a Director to fill a casual vacancy or as an addition to the existing Directors. The Directors appointed Mr Joshua Hofheimer as a Director on 1 July 2008 as an addition to the existing Directors.

G F Dan O'Brien

BSc, BVMS (Murdoch University), MBA (Harvard University)

Non-Executive Chairman (formerly Managing Director and Chief Executive Officer)

Dan O'Brien was appointed Chairman of the Company on 1 July 2008. He was Managing Director and Chief Executive Officer of the Company from October 2005 until 30 June 2008. Mr O'Brien has extensive agribusiness experience including farming investments and executive and non-executive roles with King Island Dairy Limited, Tasman Agriculture Limited, Colly Farms Cotton Limited, SPC Ardrmona Limited and Coates Hire Limited (2003 – 2007). His previous roles include Chief Executive Officer positions with BIL Australia, Mattel Asia Pacific and The King Island Company Limited.

Mr O'Brien has been a director of Select Harvests Limited since 2004 and Thomas and Coffey Limited since 2005.

Mr O'Brien has been a Director of the Company since 17 May 2002 and is a member of the Remuneration and Audit and Risk Management Committees.

Professor Jonathan West

BA (University of Sydney), PhD (Harvard University)

Non-Executive Director

Professor Jonathan West is the Director of the Australian Innovation Research Centre. Prior to assuming his current appointment, he taught for 18 years at the Harvard University Graduate School of Business Administration, where he was Associate Professor, founding Director of the Harvard University Life Sciences Initiative, and from 1998-1999 the Novartis Faculty Research Fellow. He has been Visiting Professor at Hitotsubashi University and the Nomura School of Advanced Management in Tokyo, Japan and Visiting Professor at the University de Paris IX-Dauphine, Sorbonne.

Professor West is also Chairman of the Asia Advisory Council of Bunge Ltd, one of the world's largest agribusiness processing and trading companies, and has served as an advisor to other major corporations and several Governments around the world, including in the life sciences field, DuPont, Roche, Novartis, Syngenta and the J.R. Simplot Company, along with the Governments of Singapore, Japan, Hong Kong and France. He was a member of the Scientific Advisory Board of the Novartis Agricultural Discovery Institute in La Jolla, California. In Australia, he has served on the Prime Minister's Science, Engineering, Innovation Council's Working Group on Science and Technology in China and India and in 2006 was 'Eminent Thinker in Residence' with the Premier of NSW.

Professor West has been a Director of the Company since 7 November 2005. He is Chairman of the Remuneration Committee and a member of the Audit and Risk Management Committee.

Joshua Hofheimer

AB (Dartmouth College), JD (Harvard Law School)

Managing Director and Chief Executive Officer

Mr Joshua Hofheimer was appointed to the Board on 1 July 2008 and is the Company's new Chief Executive Officer and Managing Director:

Mr Hofheimer has extensive experience in the agricultural science and biotechnology sectors, in structuring and negotiating complex commercial transactions and joint ventures with both start-ups and global industry leaders.

Mr Hofheimer's previous role was Partner at the Los Angeles office of Sidley Austin LLP, an international law firm of more than 1700 attorneys. For the past 7 years, he specialised in the plant biotechnology sector, including developing and implementing business strategies for commercialisation of multiple intellectual property platforms. He also served as a leader in the firm's Intellectual Property and Commercial Transactions Practice.

Mr Hofheimer was formerly a member of several boards, including the Jonsson Cancer Center Foundation at UCLA and the Zimmer Children's Museum, and is active in charitable foundations such as the EIF Revlon Run/Walk for Women's Cancers.

Additional information

Information about Mr Joshua Hofheimer was released to the market on 24 April 2008. Information about each of these Directors can be found in the Directors' Report which accompanies, and forms part of, the Company's Annual Report.

Directors' recommendation

The continuing Directors unanimously support the re-election of Mr GF Dan O'Brien, Professor Jonathan West and Mr Joshua Hofheimer.

d. Items 4 and 5: Issue of Options to the Chief Executive Officer

Background

Resolutions 4 and 5 set out in the Notice seek Shareholder approval to the grant of Options to Mr Joshua Hofheimer, an Executive Director and the Chief Executive Officer of the Company, for the purpose of Listing Rule 10.14 and for all other relevant purposes.

On 24 April 2008 the Company announced that, in accordance with the terms and conditions of Mr Hofheimer's employment with the Company, it had invited Mr Hofheimer to participate in the Company's long-term incentive arrangements by offering him rights to acquire Ordinary Shares in accordance with the Plan. The invitation made to Mr Hofheimer is conditional on Shareholder approval.

The Plan was approved by Shareholders at the Company's 2007 AGM. The Plan plays an important part of the Company's approach to the remuneration, motivation, reward and retention of key employees of the Company. Further information about the Company's approach on remuneration can be found in the Remuneration Report.

The Board believes that the grant of Options to Mr Hofheimer is consistent with the Company's remuneration policies and objectives, reflects good market practice in executive remuneration and more effectively aligns the interests of Mr Hofheimer with those of the Company.

Regulatory

Listing Rule 10.11 provides that the Company must not issue or agree to issue securities (including Options) to a related party, for example a Director, without the approval of Shareholders. Listing Rule 10.12 provides several exceptions to Listing Rule 10.11, including where the related party receives the securities under an employee incentive scheme with approval under Listing Rule 10.14.

Listing Rule 10.14 provides that the Company must not permit a director or an associate of a director to acquire securities under an employee incentive scheme without Shareholder approval for acquisition of those securities. Any issue of Options under the Plan to Mr Joshua Hofheimer therefore requires Shareholder approval under Listing Rule 10.14.

If approval is obtained under Listing Rule 10.11, approval is not required under Listing Rule 7.1. The effect of the approval is that these Options will be excluded from the calculation of the 15% of share capital that can be issued in a 12 month period under Listing Rule 7.1.

Level of participation by Mr Joshua Hofheimer

- If Shareholder approval is received, the Company will grant:
- 1,000,000 Options with a nil exercise price ('Performance Rights Options'); and
- 2,000,000 Options with a \$1.25 exercise price ('Market Price Options'),

to Mr Hofheimer on the terms and conditions of the long-term incentive arrangements, details of which are summarised below, and the Plan.

If Shareholder's approve the grant of these Options to Mr Hofheimer and these Options are exercised by him, based on the total number of Ordinary Shares as at the date of the Notice, Mr Hofheimer will have a relevant interest in the Company of 3.68% based on current number of issued shares of 78,576,308.

Application of the Plan

The Performance Rights Options and Market Price Options will be subject to the terms of the Plan. Where there is any conflict between the terms of the Plan and the terms specified in this Explanatory Statement, the terms specified in this Explanatory Statement will apply.

Key terms of Performance Rights Options and Market Price Options

- i If there is a change in control of the Company (such that a party becomes entitled to more than 50% of the voting shares in the Company), any unvested Performance Rights Options or Market Price Options will immediately vest.
- ii If the Company terminates Mr Hofheimer's employment for cause at any time, there will be no right or entitlement to any of the unvested Performance Rights Options or Market Price Options and any Performance Rights Options or Market Price Options that have vested but have not been exercised will be forfeited 30 days after the effective date of termination.
- iii The Company will have no right to forfeit, repurchase or otherwise cancel vested shares that are acquired upon exercise of the Performance Rights Options or the Market Price Options.

Key terms of Performance Rights Options

- iv 1,000,000 Options with a nil exercise price ('Performance Rights Options') will be issued to Mr Hofheimer for no cash consideration as soon as possible after the AGM if Shareholders approve Resolution 4. The Performance Rights Options will be issued no later than 1 month after the date of the AGM.
- v The Performance Rights Options will vest on the second anniversary of the commencement of Mr Hofheimer's employment as Chief Executive Officer and Managing Director (1 July 2010) and must be exercised within 12 months of termination of employment.
- vi If Mr Hofheimer voluntarily resigns within the first 2 years of his employment, the Performance Rights Options will not vest.
- vii If the Company terminates Mr Hofheimer's employment other than for cause (or requests his resignation other than for cause) within the first 2 years of employment as Chief Executive Officer and Managing Director, the Performance Rights Options will vest immediately and must be exercised within 12 months of termination of employment.

Key terms of Market Price Options

- i 2,000,000 Options with an exercise price of \$1.25 ('Market Price Options') will be issued to Mr Hofheimer for no cash consideration as soon as possible after the AGM if Shareholders approve Resolution 5. The Options will be issued no later than 1 month after the date of the AGM.
- ii The Market Price Options will vest and may, unless otherwise waived by the Board, be exercised as follows:
 - a 25% on the second anniversary of the commencement of employment as Chief Executive Officer and Managing Director (1 July 2010);
 - b 25% on the third anniversary of commencement of employment as Chief Executive Officer and Managing Director (1 July 2011);
 - c 25% on the fourth anniversary of commencement of employment as Chief Executive Officer and Managing Director (1 July 2012); and
 - d 25% on the fifth anniversary of commencement of employment as Chief Executive Officer and Managing Director (1 July 2013).
- iii If Mr Hofheimer voluntarily resigns within the first 2 years of his employment as Chief Executive Officer and Managing Director, the Market Price Options will not vest.
- iv If the Company terminates Mr Hofheimer's employment other than for cause (or requests his resignation other than for cause) within the first 2 years of employment as Chief Executive Officer and Managing Director, 500,000 of the Market Price Options will vest immediately. Those Options which have vested but have not been exercised, must be exercised within 12 months of termination of employment. The remaining Market Price Options will lapse.
- v If Mr Hofheimer voluntarily resigns from the Company after the first 2 years of employment as Chief Executive Officer and Managing Director, he will retain the entitlement to the Market Price Options that have already vested. Those Options which have vested but have not been exercised, must be exercised within 12 months of the termination of employment. Any remaining Market Price Options which have not vested at the time of the termination will lapse.
- vi If the Company terminates Mr Hofheimer's employment other than for cause (or requests his resignation other than for cause) after the first 2 years of employment as Chief Executive Officer and Managing Director, he will retain the entitlement to the Market Price Options that have already vested and the next 25% portion of unvested Market Price Options will vest immediately. Those Options which have vested but have not been exercised, must be exercised within 12 months of termination of employment. Any remaining Options which have not been accelerated and have not vested at the time of the termination will lapse.

Additional information

Listing Rule 10.15A requires the Notice to include the following additional information.

At the date of the Notice, no Options have been issued to Directors of the Company under the terms of the Plan.

Mr Joshua Hofheimer and Professor Adrienne Clarke AC, as Executive Directors, are the only Directors entitled to participate in the Plan.

Details of securities issued under the Plan, including the Options to Mr Hofheimer, will be published in the annual financial report of the Company relating to the financial year in which they are issued. Details of securities on issue under all the Company's employee incentive schemes are set out in the Remuneration Report and notes to the financial statements which form part of the Annual Report.

No loans have been or will be made to the Executive Directors in respect of their participation in the Plan.

Any additional persons referred to in Listing Rule 10.14 who become entitled to participate in the Plan after the AGM, and who are not named in the Notice, will not participate until Shareholder approval is obtained.

A voting exclusion statement is set out in the Notice.

Shareholder approval

Shareholders are asked to approve the grant of the Options to Mr Joshua Hofheimer in accordance with Listing Rule 10.14 and for all other purposes.

Directors' Recommendation

The Directors, other than Mr Joshua Hofheimer, recommend that you vote in favour of these Resolutions.

e. Item 6: – Approval of previous issue of Ordinary Shares

Overview

On 7 August 2008 the Company entered into a development and commercialization agreement with DuPont business Pioneer Hi-Bred International, Inc. ('Pioneer') for certain biotech fungal disease resistance technology in corn, soybeans and other crops.

Pursuant to a placement agreement and in consideration for the acquisition of intellectual property rights from Pioneer valued at \$6 million, the Company issued 4,000,000 Ordinary Shares to Pioneer ('Placement Shares').

The Company announced details of the transaction to the ASX on 7 August 2008.

Regulatory requirements

Listing Rule 7.1 requires Shareholder approval for the issue of securities if, over a 12 month period, the number of securities issued is greater than 15% of the Ordinary Shares of the Company at the start of the 12 month period.

The Placement Shares were issued without prior Shareholder approval. Listing Rule 7.4 treats the issue of those Shares, made without approval under Listing Rule 7.1, as having been made with approval for the purposes of Listing Rule 7.1 if Shareholders subsequently approve their issue.

The Company seeks the ratification by the Shareholders of the issue of the Placement Shares.

Terms of issue

The Placement Shares rank equally in all respects with the existing ordinary Shares on issue and were issued at an ascribed issue price of \$1.50 per Share.

All of the Placement Shares are subject to a 5 year escrow and holding lock. These restrictions expire 5 years after the date of allotment.

The Placement Shares were issued to Pioneer Hi-Bred International, Inc. In total 5.09% of the Company's Share capital was issued.

As the Placement Shares were issued in consideration of the acquisition of intellectual property rights from Pioneer, no funds were raised on the issue of the Placement Shares.

Directors' recommendation

All Directors recommend that Shareholders vote in favour of this Resolution.



H E X I M A

3. Glossary

Annual General Meeting or **AGM** means the Company's annual general meeting, notice of which is given in the Notice.

ASX means ASX Limited ABN 98 008 624 691.

Auditor means the auditor of the Company.

Auditor's Report means the report of the Auditor regarding its audit of the Company, and its controlled entities, which accompanies the Financial Report.

Board means the Board of Directors of the Company or a committee appointed by the Board of Directors.

Company means Hexima Limited ACN 079 319 314.

Constitution means the constitution of the Company.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

Director's Report means the report of the Directors which accompanies the Financial Report.

Explanatory Statement means the notes contained in this document that provide details of the business to be considered at the AGM.

Financial Report means the annual financial report of the Company, and its controlled entities, for the year ending on 30 June 2008.

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

Notice means the notice of annual general meeting accompanying this Explanatory Statement.

Option means an option to acquire an Ordinary Share.

Ordinary Shares means fully paid ordinary shares in the capital of the Company.

Plan means the Company's Employee Share Option Plan approved by Shareholders at the Company's 2007 AGM.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report of the Company that forms part of the Directors' Report.

Resolution means a resolution set out in the Notice.

Shareholder means the holder of one or more Ordinary Shares.

Hexima Limited

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www.hexima.com.au



APPOINTMENT OF PROXY

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.

Please return your Proxy forms to:
Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000
Locked Bag A14, Sydney South NSW 1235 Australia
Telephone: 1300 554 474
From outside Australia: +61 2 8280 7781
Facsimile: (02) 9287 0309
ASX Code: HXL
Website: www.linkmarketservices.com.au



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

A 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 (excluding the registered securityholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following instructions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of the Company to be held at 11:00am on Tuesday, 25 November 2008, at RACV Club, 483-501 Bourke Street, Melbourne, Victoria and at any adjournment of that meeting.

Where more than one proxy is to be appointed or where voting intentions cannot be adequately expressed using this form an additional form of proxy is available on request from the share registry. Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting. The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

B To direct your proxy how to vote on any resolution please insert in the appropriate box below.

ORDINARY BUSINESS	For	Against	Abstain*	SPECIAL BUSINESS	For	Against	Abstain*
Resolution 2 To adopt the Remuneration Report for the year ended 30 June 2008	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 4 Approval of Issue of Options (performance rights options) to Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3(a) To re-elect GF Dan O'Brien as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 5 Approval of Issue of Options (market price options) to Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3(b) To re-elect Professor Jonathan West as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 6 Approval of previous Issue of Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3(c) To elect Mr Joshua Hofheimer as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

IMPORTANT: FOR ITEMS 4, 5 & 6 ABOVE

C If the Chairman of the Meeting is appointed as your proxy, or may be appointed by default and you do **not** wish to direct your proxy how to vote as your proxy in respect of Items 4, 5 & 6 above, please place a mark in this box. By marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy even though he/she has an interest in the outcome of these Items and that votes cast by him/her for these Items, other than as proxyholder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Items 4, 5 & 6 and your votes will not be counted in calculating the required majority if a poll is called on these Items. The Chairman of the Meeting intends to vote undirected proxies in favour of Items 4, 5 & 6.

* 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.

D SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual) <input type="text"/>	Joint Securityholder 2 (Individual) <input type="text"/>	Joint Securityholder 3 (Individual) <input type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder'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 securityholder's constitution and the *Corporations Act 2001* (Cwlth).



How to complete this Proxy Form

1 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.**

2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in section A. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in section A. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the company. A proxy may be an individual or a body corporate.

3 Votes on Items of Business

You should 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.

4 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.

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.

(b) return both forms together.

5 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, either securityholder may sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged 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.

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. A form of the certificate may be obtained from the company's share registry.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by 11:00am on Sunday, 23 November 2008, 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:

– by posting or facsimile to Hexima Limited's share registry as follows:

Hexima Limited

C/- Link Market Services Limited

Locked Bag A14

Sydney South NSW 1235

Facsimile: (02) 9287 0309

– delivering it to Level 12, 680 George Street, Sydney NSW 2000.