

BIOTECH CAPITAL LIMITED

ABN 45 091 979 172

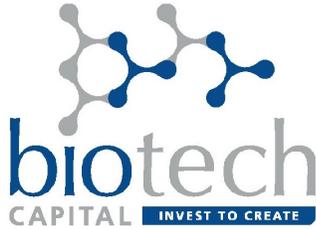
Notice of Annual General Meeting and Explanatory Statement

Time: 1:30pm

Date: Tuesday, 20 November 2012

Place: The offices of DibbsBarker, Level 8, 123 Pitt Street, Sydney NSW 2000

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisors prior to voting.



Notice of Annual General Meeting and Explanatory Statement

The twelfth Annual General Meeting of BioTech Capital Limited (**Company**) will be held at the offices of Dibbs Barker, level 8, 123 Pitt Street, Sydney, at 1:30 pm on Tuesday, 20 November, 2012.

Auditor

Mr Neil Smith of Deloitte Touche Tohmatsu (DTT) will be in attendance by telephone at DTT, Level 14, 240 St Georges Terrace, Perth.

Agenda

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual Financial Statements of the Company for the year ended 30 June 2012 including the related Directors' Report and Independent Auditor's report.

2. ORDINARY RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

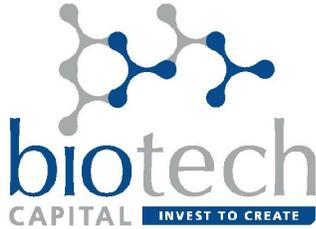
To receive and consider the remuneration report of the Company, and if thought fit, pass the following resolution as non-binding resolution:

“To adopt the Remuneration Report contained in the Director's Report for the Company for the year ended 30 June 2012.”

3. ORDINARY RESOLUTION 2: ELECTION OF MR EDWARD TAYLOR AS A DIRECTOR

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

“That Mr Edward Taylor be elected as a director of the Company.”



Proxies

If you are unable to attend and vote at the meeting and wish to appoint a person who will attend as your proxy, please complete the enclosed form of proxy.

To be valid, the proxy form and the power of attorney (if any) under which it is signed (or a certified copy of it) must be received **not less than 48 hours** before the time for holding the meeting at either:

- (a) the Company's registered office at 1 Edmondson Crescent, Karrinyup WA 6018;
- (b) the Company's share registry by:
 - (i) facsimile on 08 9389 7871; or
 - (ii) delivery at 150 Stirling Highway, Nedlands WA 6009; or

A member entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specific proportion of the member's voting rights. A proxy need not be a member of the company.

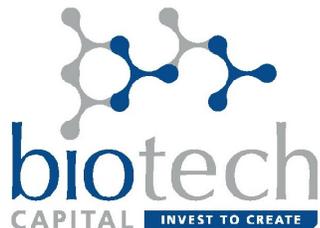
The Board has determined that for the purposes of the meeting, shares will be taken to be held by the persons who are registered holders at 7:00pm on 18 November 2012. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

By Order of the Board

A handwritten signature in blue ink that reads 'Baden Bowen'.

Baden M Bowen
Company Secretary

16 October 2012



EXPLANATORY STATEMENT

1. ITEM 1: FINANCIAL STATEMENTS AND REPORTS

The Corporations Act 2001 requires the Financial Report, the Directors' Report and the Auditor's Report to be received and considered by members of the Company at the Annual General Meeting. Each of the Reports is contained in the Company's 2012 Annual Report.

Neither the Corporations Act 2001 nor the Company's constitution requires members to vote on these Reports. However, during this item of business, the members will be given a reasonable opportunity to ask questions about, or make comments on, those Reports and the business and management of the Company.

Members will also be given a reasonable opportunity to ask a representative of the Company's auditor, Deloitte Touche Tohmatsu (DTT), 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 financial statements or the independence of the auditor in relation to the conduct of the audit.

Members may also submit a written question to DTT if the question is relevant to the content of the Auditor's Report for the financial year ended 30 June 2012 or the conduct of the audit of the Financial Report for that year. Relevant questions may be submitted to Baden M Bowen by emailing bmbowen@bigpond.net.au. These questions must be received by the Company no later than **15 November 2012**. At the meeting, DTT's representative will be given the opportunity to answer, or table written answers to, relevant questions.

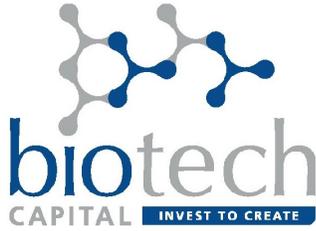
2. ORDINARY RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

The Company's Remuneration Report for the financial year ended 30 June 2012 is set out on pages 6 to 8 of the Company's 2012 Annual Report, and forms part of the Directors' Report for that year.

The vote on this resolution will be advisory only and will not bind the Directors or the Company.

If 25 percent or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, at the second Annual General Meeting the Company will be required to put to members a resolution (**Spill Resolution**) proposing an extraordinary general meeting to consider the appointment of the directors of the Company (**Spill Meeting**). If more than 50 percent of the members vote in favour of the Spill Resolution, the Company must hold the Spill Meeting within 90 days of the second Annual General Meeting at which all of the Company's directors (other than the managing director at that time (if any)) will cease to hold office and may stand for re-election.

The Company will disregard any votes cast on this resolution by a director or a closely related person of a director, unless the vote being cast is a proxy from a shareholder eligible to vote.



3. ORDINARY RESOLUTION 2: ELECTION OF MR EDWARD TAYLOR AS A DIRECTOR

Given the wind down of the Company's investment portfolio and the desire to move in another direction, in September 2012, the Chairman Kathryn Greiner advised the Board that she will retire as a director at the forthcoming Annual General Meeting in November 2012. We now confirm her resignation will take effect on 1 November 2012. Kathryn has been Chairman since October 2005 and her service over the past 7 years is gratefully acknowledged.

Alastair Davidson, a director of the company since June 2000, has become Chairman.

Edward Taylor will be appointed a director of the Company on 1 November 2012, and being the most recent director appointment, the Board is seeking ratification of his appointment at the AGM. Edward is a Chartered Accountant with extensive investment experience. He is a partner of Shearer & Elliss, an Adelaide accounting firm. He has advised a broad range of clients on extensive taxation and business matters. He is a director of a number of private companies and sits on the Scotch College Investment Board. He has no other ASX-listed board appointments.