

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

BioDiem Limited

ABN

20 096 845 993

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 fully paid shares and Options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | i. 40,000,000 Ordinary Shares and 24,638,574 Listed Options
ii. 10,380 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) | i. Ordinary shares and options (Options exercisable at \$0.08 (8 cents) per option on or before 31 December 2014)
ii. Ordinary shares |

+ 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>Ordinary shares will rank equally</p> <p>Upon any conversion of the options, the resulting ordinary shares will rank equally</p>
<p>5 Issue price or consideration</p>	<p>i. \$0.05 (5 cents) per ordinary share plus free-attaching option ii. \$0.18 (18 cents)</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>i. Under renounceable rights issue</p> <ul style="list-style-type: none"> • To provide on-going support for the LAIV programmes; • Continued development of BDM-I towards use in infectious disease applications, where new treatments are needed; • Finalise BDM-E data package for out licence; • Development of LAIV Vector technology towards proof of concept; • Further development of hepatitis D&B vaccine. <p>ii. Rectification to take-up of May 2010 rights issue by Non-Executive Director</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 <i>in relation to the +securities the subject of this Appendix 3B</i>, 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>N/A</p>

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6c	Number of +securities issued without security holder approval under rule 7.1	N/A								
6d	Number of +securities issued with security holder approval under rule 7.1A	N/A								
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A								
6f	Number of securities issued under an exception in rule 7.2	N/A								
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.	N/A								
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	N/A								
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	N/A								
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	i. 5 December 2012 ii. 14 September 2012								
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>142,105,934</td> <td rowspan="2">Ordinary Shares Fully Paid Listed Options</td> </tr> <tr> <td>24,638,574</td> </tr> </tbody> </table>	Number	+Class	142,105,934	Ordinary Shares Fully Paid Listed Options	24,638,574			
Number	+Class									
142,105,934	Ordinary Shares Fully Paid Listed Options									
24,638,574										
9	Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>80,000</td> <td rowspan="2">Unlisted ESOP options, exercise price \$0.14, expiry 04-Jul-13</td> </tr> <tr> <td>160,000</td> </tr> <tr> <td></td> <td>Unlisted ESOP options, exercise price \$0.136, expiry 23-Jul-14</td> </tr> </tbody> </table>	Number	+Class	80,000	Unlisted ESOP options, exercise price \$0.14, expiry 04-Jul-13	160,000		Unlisted ESOP options, exercise price \$0.136, expiry 23-Jul-14	
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10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) N/A

Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required? No

12 Is the issue renounceable or non-renounceable? Renounceable

13 Ratio in which the +securities will be offered 1 share for every 2 shares held
1 option for every 2 new shares issued
1 option for every 2 shares underwritten or placed by the underwriter

14 +Class of +securities to which the offer relates Shares and options

15 +Record date to determine entitlements 11 October 2012

16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? Yes

17 Policy for deciding entitlements in relation to fractions Rounded up

18 Names of countries in which the entity has +security holders who will not be sent new issue documents United States of America
United Kingdom
Ireland
China

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 27 November 2012

20 Names of any underwriters Patersons Securities Limited

21 Amount of any underwriting fee or commission 4% of shortfall (max \$18,554)
+ up to 10,162,448 Underwriter options

+ See chapter 19 for defined terms.

22	Names of any brokers to the issue	Patersons Securities Limited
23	Fee or commission payable to the broker to the issue	2% Management fee
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	N/A
25	If the issue is contingent on +security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	8 November 2012
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	N/A
28	Date rights trading will begin (if applicable)	2 October 2012
29	Date rights trading will end (if applicable)	20 November 2012
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	Security holders should instruct their stockbroker personally and provide the details as requested on the entitlement and acceptance form accompanying the prospectus. Do not forward requests for sale to the Share Registry.
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Security holders should instruct their stockbroker personally and forward the slip on the entitlement and acceptance form accompanying the prospectus with the Subscription Monies or make payment using BPAY [®] for the quantity they wish to accept.

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

A Standard Renunciation Form must be used for an off market transfer of Entitlements. These forms may be obtained through the security holder's Stockbroker or the Share Registry. The completed Standard Renunciation Form must be forwarded to the Registry by the transferee with the relevant payment and must be received by the close of the Offer.

33 +Despatch date

5 December 2012

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

+ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought N/A

39 Class of +securities for which quotation is sought N/A

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

N/A

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)

N/A

	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: Date: 5 December 2012.....
(Company secretary)

Print name:Melanie Leydin.....

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