

9 November 2009

Dear Shareholder,

**VET BIOTECHNOLOGY LIMITED (A.C.N 105 577 017)**  
**GENERAL SHAREHOLDERS MEETING**

Apology for the late release of the NSX announcement in regards to the 2009 Notice of the Annual General Meeting of Shareholders of Vet Biotechnology. However, please be advised that notices, proxy forms & the chairman's letter were dispatched in accordance with the requirements of the law to all shareholders of the company.

Please find enclosed the Notice of Meeting and Proxy Form for the General Meeting being held at Level 12, 280 George Street, SYDNEY, NSW 2000 on Tuesday 10<sup>th</sup> November 2009 at 9.00am EST.

The announcement of the Annual General Meeting is to resolve the following:

- 2009 Financial Report
- Re-election of Director
- Appointment of BCS Assurance Pty Ltd as the Auditors of Vet Biotechnology Ltd
- Resignation of Duncan Dovico Chartered Accountants as the Auditors of Vet Biotechnology Ltd
- Ratify a prior issue of shares

Should you have any questions in relation to the financial report please contact our office on 02 9238-1188.

Kind regards

**Vet Biotechnology Limited**



**Peter LeMessurier**  
Chairman

**Vet Biotechnology Limited**  
ACN 105 577 017

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Notice is given that the Annual General Meeting of Vet Biotechnology Limited will be held at Level 12, 280 George Street SYDNEY NSW 2000 on Tuesday 10<sup>th</sup> November 2009 at 9.00am.

If you are unable to attend the meeting, we encourage you to complete and return the enclosed Proxy form. The completed Proxy Form must be received at the company's share registry or registered office of the Company, at least 48 hours before the commencement of the meeting.

An explanatory Statement is attached; members should read this in full.

**Ordinary Business**

**1. Reports**

To receive and consider, the Financial Report and the Reports of the Directors and of the Auditor for the year ended 30 June 2009 and, if thought fit, to pass the following resolutions as an ordinary resolutions:

"That the financial report and the reports of the Directors together with the report of the Auditors for the year ended 30 June 2009 be received and adopted."

**2. Re-Election of Director**

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

"That Mr. Douglas Peter LeMessurier, being a Director who is retiring in accordance with the Company's Constitution and who is eligible, offers himself for re-election as a Director of the company, be re-elected a Director of the company"

**3. Auditor**

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

- a. "The appointment of BCS Assurance Pty Ltd as auditor of the company be confirmed"
- b. "The resignation of Duncan Dovico Chartered Accountants as auditor of the company be accepted"
- c. "That the remuneration for audit services as determined by the auditor's schedule of fees is approved"

**4. Ratify prior issue of shares and options**

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

"That the approval is given to ratify the prior issue of 4,780,000 ordinary shares at an issue price of \$0.02 per share with no attaching options."

### **Voting by Proxy**

- A member who is entitled to attend and cast a vote at the general meeting may appoint a proxy. If the member is entitled to cast two or more votes at the meeting, the member may appoint up to two proxies to attend and vote on the member's behalf. If a member appoints two proxies, each proxy must be appointed to represent a specified proportion or number of the member's votes. Absent this specification, each proxy will need to exercise half the votes.
- A proxy need not be a member.

The following addresses and facsimile number are specified for the purposes of receipt of proxy appointments:

#### **Addresses:**

by hand:

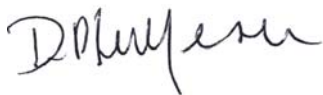
Vet Biotechnology Limited  
C/-Azure Group Pty Ltd  
Level 12  
280 George Street  
SYDNEY NSW 2000

**Facsimile:** (02) 9233-3176

by mail:

Vet Biotechnology Limited  
C/-Azure Group Pty Ltd  
GPO Box 4580  
SYDNEY NSW 2001

By Order of the Board



Mr Douglas Peter LeMessurier  
Chairman  
Sydney  
9<sup>th</sup> October 2009

**Vet Biotechnology Limited**  
ACN 105 577 017

**EXPLANATORY NOTES**

The purpose of this Explanatory Note is to provide shareholders with information that the Board believes to be material to shareholders in deciding whether to approve the resolutions detailed in the Notice.

**Ordinary Business**

**RESOLUTION 1**  
**Financial Accounts**

The financial accounts for FY09 were sent out to members together with this Notice & Explanatory Statement on 9<sup>th</sup> October 2009.

As required by section 317 of the Corporations Act 2001 (Cth), the Financial Report, Directors' Report and the Independent Audit Report for the financial year ended 30 June 2009 will be laid before the Annual General Meeting. Shareholders will be provided with the opportunity to questions about the reports.

The financial accounts for 30 June 2009 were audited by BCS Assurance Pty Ltd.

**RESOLUTION 2**  
**Re-Election of Director**

That Mr Douglas Peter LeMessurier, being a Director who is retiring by rotation in accordance with the Company's Constitution and who, being eligible, offers himself for re-election as a Director of the company, be re-elected a Director of the company.

Mr Douglas Peter LeMessurier has over 35 years share broking experience. He has previously held positions as State Manager of D&D Tolhurst Ltd, South Australia and Director of the South Australian Asset Management Corporation (Chair of Super Fund and a member of its Audit and Insurance Committee).

From 1985 to 1993, Peter was Director and Chair of LeMessurier Timber Co Pty Ltd, (Member of Audit Committee and Trustee of Superannuation Fund). Currently, Peter is the Chair of a number of companies including SDP Technology Ltd, Apomab Ltd and the recently listed LabTech Systems Ltd. Peter was a director of GTL Energy Ltd as well as Commissioner of the South Australian Lotteries Commission and member of its Audit Committee.

Peter has worked on a number of community projects including Chair of the Adelaide Metropolitan Area Consultative Committee (an initiative to boost employment) and a member of the Youth Employment Task Force. Peter is a former Board member of the Royal Adelaide Hospital.

**Recommendation:** The Directors recommend that you vote in favour of Mr LeMessurier's re-election.

## **RESOLUTION 3**

### **Confirmation of the New Auditor**

**3 a)** In accordance with the Company's Constitution, the company's auditor is required to be appointed at each annual general meeting of shareholders.

**3 b)** The Company's previous auditor Duncan Dovico Chartered Accountants had given notice to the Board of its intention to resign as auditor of the company pursuant to the Corporations Act 2001 which provides that an auditor of a company may, by giving notice in writing, resign as auditor of the company if:

- (1) the auditor has, by notice in writing given to the Australian Securities and Investment Commission ("ASIC"), applied for consent to the resignation; and
- (2) the consent from ASIC has been received.

**Recommendation:** The Directors recommend that you vote in favour of confirming the appointment of BCS Assurance Pty Ltd as auditor and that the remuneration for audit services as determined by the auditor's schedule of fees be approved.

## **RESOLUTION 4**

### **Issue of Securities**

#### **Ratification of prior issue of Shares and Options**

The Company has issued 4,780,000 ordinary shares at an issue price of \$0.02 per share.

#### **NSX Listing Rule 6.25**

NSX Listing Rule 6.25 provides that without the approval of holders of ordinary securities, an entity must not issue or agree to issue more equity securities than the number calculated according to the formula set out in NSX Listing Rule 6.25.

In effect, the rule requires that the approval of the holders of ordinary securities be obtained in respect of any proposal to issue more equity securities in any 12 month period than the number which exceeds 15% of the number of fully paid ordinary securities on issue 12 months before the date of the issue or agreement (as determined in accordance with the formula set out in NSX Listing Rule 6.25).

#### **Explanatory Statement**

NSX Listing Rule 6.25 states an issue of securities made without approval under NSX Listing Rule 6.25 is treated as having been made with approval for the purpose of NSX Listing Rule 6.25 if the issue did not breach NSX Listing Rule 6.25 (i.e. was within the 15% limit) and shareholders subsequently approve it.

The issue of the Shares under Resolution 4 did not breach NSX Listing Rule 6.25. In order to restore the Company's future 15% placement capacity, it is proposed the Shareholders ratify the issue of Shares. Ratification of that issue provides the Company with flexibility in capital management and allows the Company to raise further funds or make further acquisitions, if required.

**Recommendation:** The Directors recommend that you vote in favour of the ratification of prior issue of shares.

#### **Voting Exclusion Statement**

In relation to resolution four the Company will disregard any votes cast by or on behalf of any person to whom it is known securities will be allotted, and their associates. However, the Company need not disregard a vote if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.