18 June 2015

The Manager Companies
ASX Limited
20 Bridge Street
SYDNEY NSW 2000

Dear Madam,

Biotron Share Purchase Plan and Placement to Raise $4.0 Million

The Directors of Biotron Limited (the 'Company') are pleased to advise that the Company offers eligible shareholders (shareholders with a registered address in either Australia or New Zealand on the Record Date) the opportunity to subscribe for up to $15,000 per shareholder for a total of $2.0 million of new fully paid ordinary shares in the Company under a Share Purchase Plan ('SPP') at a subscription price of 11.52 cents per share.

The Directors are also pleased to advise that Patersons Securities Limited have been mandated to complete, and have received firm commitments for, a $2.0 million placement of new shares in the Company on the same terms as the SPP ('Placement').

Key dates for the completion of the SPP and Placement are:

- Record Date for participation in the SPP: 17 June 2015
- Firm commitments received for the Placement: 17 June 2015
- Placement settled: 23 June 2015
- SPP closing date: 10 July 2015

The maximum number of shares that will be issued under the SPP is 17,361,111. In the event that the SPP is oversubscribed, applicants will be scaled back on a pro-rata basis in a ratio proportionate with the applicant’s shareholding at the Record Date.

The Company is currently well funded to complete its stated objectives, achievement of which will be important in the selection of a partner for the further development of BIT225 within the HCV treatment landscape. These include:

- The Phase 2 trial (BIT225-008) evaluating BIT225 as a potential new therapy for treatment of Hepatitis C virus (HCV) in HCV genotype 1 (G1) and genotype 3 (G3) subjects and to extend efficacy data against HCV G1 and G3, and to provide further information regarding BIT225’s safety and tolerability profile in longer term dosing using the capsule formulation of the drug.
- Progressing towards filing an Investigational New Drug ('IND') trial application with the USA Food and Drug Administration ('FDA').
- Modelling of pharmacokinetic data from previous trials to determine optimal BIT225 dose and frequency in future trials.
- Additional in vitro laboratory studies of BIT225’s antiviral activity, including studies in combination with other HCV drugs.
- Determination of potential drug-drug interactions between BIT225 and other HCV drug(s), to assist with design of the proposed IND study.
Why is the Company raising additional funds at this time?

1. The Company remains blinded to the data from the BIT225-008 trial. This is due to the complexity of the trial and the strict protocols that must be followed in compilation of the data. As previously advised, the contract research organisations funded by the Company to conduct the trial have been compiling all of the data records and monitoring the six trial sites to ensure that the trial complies with international guidelines of Good Clinical Practice and generating detailed data bases for full quality assurance purposes. Independent analyses of key data, including review by an independent Data and Safety Monitoring Committee, are in progress.

Preliminary findings from the BIT225-008 trial are expected to be available for release to the market before the SPP closing date but after completion of the Placement.

2. The safety and pharmacokinetic data on BIT225 from the Company’s HCV trials have served a dual purpose - supporting both the HCV and HIV programs. In addition to the HCV market, the Company has been progressing its development plans for positioning BIT225 within the HIV therapeutic arena, and is now ready to finalise these plans, prepare documentation for regulatory and ethics submissions, and if approved, initiate a Phase 2 HIV trial.

3. The SPP offers eligible shareholders the opportunity to subscribe for shares in the Company at a 20% discount to the average closing price of the Company’s shares on the five trading days immediately prior to the date of this announcement without brokerage or other transaction costs.

4. The funds raised by the SPP and Placement, together with the Company's existing cash reserves, will be used to support the Company's ongoing activities described above, including providing funding for the likely Phase 2 HIV clinical trial and will, by strengthening the Company’s balance sheet, improve the Company’s position to engage in the negotiation of a commercialisation transaction.

Full SPP details are set out in the attached offer documentation, which will be sent to Eligible Shareholders.

For further information, please contact Michelle Miller, Managing Director, on (61-2) 9805 0488 or Peter Nightingale, Company Secretary, on (61-2) 9300 3344.

Yours sincerely

Michael J. Hoy
Chairman
pjn8132
18 June 2015

Dear Shareholder

Biotron Share Purchase Plan

Biotron Limited ('Biotron' or 'the Company') is pleased to offer Eligible Shareholders the opportunity to participate in a capital raising initiative of Biotron through a Security Purchase Plan ('SPP'). The issue price is 11.52 cents per share, representing a discount of 20% to the average closing price of the Company's shares for the five business days preceding the date that the SPP was announced.

The principal purpose of the SPP is to ensure that the Company is properly funded to:

- File an Investigational New Drug ('IND') application for BIT225 with the USA Food and Drug Administration ('FDA').
- Commence a Phase 2 HIV clinical trial.
- Ensure that commercialisation negotiations following the completion of the current HCV clinical trial are undertaken with the Company in a position of financial security.

The Directors encourage all Eligible Shareholders to take advantage of this opportunity to acquire Biotron shares without brokerage or other transaction costs and at a discount to the Company's share price.

In addition to the SPP, the Company has mandated Patersons Securities Limited to complete a $2.0 million placement ('Placement') on the same terms as the SPP and firm commitments have been received for this placement with the Company to receive the placement application funds on 23 June 2015.

Introduction

Biotron’s strategy is to systematically grow the value of the Company and work towards a commercial outcome for shareholders by the demonstration of positive data, from clinical trials and other supporting studies. To date, focus has been on the planned, step-wise clinical development of the Company's lead antiviral drug, BIT225. Significant progress has been made with all the Company's clinical programs, which include clinical trials in HIV, Hepatitis C virus ('HCV') and HIV/HCV co-infected patients.

Positive data have been reported at every step, demonstrating that BIT225 shows encouraging efficacy (the antiviral effectiveness) against both HIV and HCV in all clinical studies completed to date.

Biotron’s success in its antiviral drug development program to date has culminated in its lead investigation drug, BIT225, currently being trialed in a Phase 2 three month repeat dose study in HCV positive patients (BIT225-008).
This human trial is designed to assess the safety and efficacy of BIT225 in HCV positive patients in a three month dosing study. It is a key study, as it will provide data that will guide future dosing regimens with BIT225, as well as providing important longer term safety data.

Patients enrolled in the trial have completed dosing with BIT225. Independent reviews of the data are currently in progress and the Company remains blinded until this review is complete. Preliminary headline data from the BIT225-008 trial is expected before the end of June 2015.

For the last half year, Biotron has been undertaking specific activities towards filing an IND with the USA FDA. This is a key milestone on the commercialisation pathway for BIT225. The data from the BIT225-008 trial is key for completing these pre-IND activities and, with the data in hand, the Company expects to progress to an IND filing for the BIT225 HCV program.

The safety and pharmacokinetic data on BIT225 from the recent HCV trials have served a dual purpose - supporting both the HCV and HIV programs. The Company has progressed its development plans for positioning BIT225 within the HIV therapeutic arena and is now ready to finalise these plans, prepare documentation for regulatory and ethics submissions, and if approved, initiate a Phase 2 HIV trial.

**Clinical trial results to date**

As summarised below, significant progress has been made by the Company to date with clinical programs, which include clinical trials in HIV, HCV and HIV/HCV co-infected populations.

BIT225 is in mid-stage clinical development with 7 clinical trials completed to date and one trial currently in progress. Encouraging efficacy results against both HCV and HIV in clinical studies completed to date, include:

- 100% of HCV genotype 1 patients receiving 400mg of BIT225 plus interferon and ribavirin (‘IFN/RBV’) were HCV virus free at 48 weeks (trial BIT225-005), compared to 75% of controls who received IFN/RBV alone.
- 100% of HCV genotype 3 and HIV co-infected patients completing dosing with 300mg of BIT225 plus 48 weeks of IFN/RBV were HCV virus free 12 weeks after completing treatment (SVR12) (trial BIT225-006).
- BIT225 accelerated viral load reductions in HCV genotype 3 patients (trial BIT225-006).
- BIT225 has been shown to have HCV pan-genotype activity (i.e. activity against the 6 major strains of HCV) in *in vitro* laboratory studies.
- BIT225 has been shown to target HIV in monocyte reservoir cells, reducing virus production from these long-lived viral pools that are not cleared with current anti-HIV drugs (trial BIT225-004).
- BIT225 has been shown to reverse HIV-induced impairment of the immune system (trial BIT225-004).

**BIT225 unique mode of action against both HCV and HIV**

BIT225 has a unique mode of action compared to other antiviral drugs in development. It works by targeting the assembly of virus particles and has dual activity against both HIV and HCV.

Chronic viral diseases such as HCV and HIV need to be treated with two or more different classes of drugs in combination to reduce the risk of the virus mutating and becoming resistant to treatment.
Both the HCV and HIV treatment markets are large and growing.

The worldwide anti-HCV drug market is forecast to grow from the current US$4.7 billion to US$19 billion by end of the decade.

HIV drug sales in the major markets, which include the USA, Europe and Japan, were US$11.9 billion in 2013. Due to growth in the HIV drug market, stimulated by new drug launches and increasing prevalence of HIV, this market is projected to reach US$16.8 billion by 2020.

**HCV**

The current HCV trial (BIT225-008) is the first trial in patients using the new capsule formulation of BIT225, which is a more efficient and patient-friendly way to deliver the drug. The trial will also provide additional efficacy data against HCV genotypes 1 and 3, against which BIT225 has previously shown to be effective. In this trial, patients have received 12 weeks of treatment with BIT225, in contrast to previous studies where the longest treatment period was 4 weeks.

The Company aims to position BIT225 to maximise its chances of being licensed for use in combination with other anti-HCV drugs. To this end, a series of clinical trials have been undertaken in different HCV patient populations, designed to determine BIT225's anti-HCV activity profile. As demonstrated by the above summary of results of clinical trials, BIT225 has shown encouraging activity against HCV.

BIT225 is being positioned to fill treatment gaps that other new HCV drug classes do not fill, in particular in HCV genotype 3 and HIV/HCV co-infected patients.

In trials to date, BIT225 has been used in combination with existing drugs IFN/RBV, which are anticipated to be replaced with new, safer HCV drugs used in combination. To be considered for inclusion in future HCV drug combinations treatment regimes, BIT225 will need to be tested in patients in combination with other new HCV drugs.

To this end, the Company has been progressing activities towards filing an IND application for its HCV program. IND filings are necessary to undertake clinical trials in the USA and are key steps on the process towards final drug approvals.

Pre-IND filing activities that are currently in progress include:

- Undertaking drug-drug interaction studies of BIT225 with other HCV drug(s) to be used in combination in the proposed IND trial.
- Modelling pharmacokinetic data from previous trials to determine optimal BIT225 dose and frequency in the IND trial.
- Additional *in vitro* laboratory studies of BIT225's antiviral activity, including studies with other HCV drugs.

At the conclusion of these activities, with data from the current BIT225-008 trial in hand, the Company anticipates filing an IND application for its BIT225 HCV program with the USA FDA. Funds from this capital raising will be used to support the IND application filing.

**HIV**

Despite advances in HIV treatments, significant hurdles remain. The incidence of infections is on the rise, with rates in Australia at a 20-year high. New diagnoses were up over 10% in the last 12 months and there are estimated to be up to 10,000 Australians who do not know that they are HIV positive. In the USA, over 1.1 million people are living with HIV infection, with almost 1 in 6 unaware of their infection.
Reservoirs of HIV exist in patients despite treatment with current anti-HIV drugs. It has been shown that BIT225 can target HIV in one of the main reservoirs, with the potential to reduce viral burdens in patients and reverse HIV-induced impairment of the immune system. BIT225 has been shown to be able to cross the blood-brain barrier and may have an impact on HIV associated dementia.

There is renewed industry interest in eradicating HIV reservoirs from patients. This is likely to require several different drug strategies working in combination and BIT225, with its unique anti-HIV activity has the potential to be a key part of future HIV eradication strategies.

To this end, the Company has been in discussions with international HIV experts, designing a pivotal clinical study that will facilitate positioning BIT225 within the HIV treatment landscape.

One of the primary purposes of this capital raising is to fund preparation and submission of regulatory and ethics documentation, and if approved, initiate a Phase 2 HIV trial.

**Purpose of the Capital Raising**

The funds raised by the SPP and Placement, together with the Company's existing cash reserves, will be used to support the Company's ongoing activities described above, including providing funding for the Phase 2 HIV clinical trial and will, by strengthening the Company’s balance sheet, improve the Company's position to engage in the negotiation of a licensing deal.

**Issue Price and Eligible Shareholders**

Under the SPP, Eligible Shareholders are entitled to purchase up to $15,000 in additional shares at 11.52 cents per share, representing a discount of 20% to the average closing share price for the five business days preceding 18 June 2015 and without having to pay any brokerage or other transaction costs.

The market price of the Company’s shares will fluctuate during this offer, but this will not affect the issue price of the shares under the SPP. This means that the market price of the Company's shares at the time the shares are allotted under the SPP may be either higher or lower than the subscription price.

The right to participate in the SPP is available to holders of fully paid ordinary shares on the record date of 17 June 2015 and whose registered address is in Australia or New Zealand (‘Eligible Shareholders’). Unfortunately, it is not practical for the SPP to be offered to our shareholders with a registered address in other countries.

**How to Participate in the SPP**

Participation in the SPP by Eligible Shareholders is entirely optional. If you are in any doubt about your participation in the SPP, then you should contact a professional adviser. The offer is non-renounceable, which means that you cannot transfer your right to purchase shares under the SPP to another person or entity. The maximum amount of $15,000 will apply even if you receive more than one offer from the Company.

**Maximum Raising**

The maximum number of shares that the Company will issue under the SPP is 17,361,111 and the maximum amount that would be raised under the SPP is $2.0 million. In the event that the SPP is oversubscribed, applicants will be scaled back on a pro-rata basis in a ratio proportionate with the applicant’s shareholding at the Record Date.

**Application Instructions**

This offer will close at 5:00 pm (Sydney time) on 10 July 2015. Further details of the SPP are set out in the terms and conditions below. If you wish to participate in the SPP, please read the terms and conditions and return the application form that will be sent to you with payment prior to 10 July 2015.
The Directors encourage you to read these terms and conditions carefully and in their entirety. You should seek your own financial advice in relation to this offer and your participation in the SPP.

For further information, please contact Michelle Miller, Managing Director, on (61-2) 9805 0488 or Peter Nightingale, Company Secretary, on (61-2) 9300 3344.

Yours sincerely

Michael J. Hoy
Chairman
Biotron Limited Share Purchase Plan
Offer Terms and Conditions

Biotron Limited (‘Biotron’) is giving Eligible Shareholders the opportunity to subscribe for fully paid ordinary shares (‘Shares’) in Biotron through a Share Purchase Plan (‘SPP’). Participation in the SPP is optional and subject to the following terms and conditions.

Who is eligible to apply under this offer?
You are eligible to subscribe for Shares under this SPP if you were a registered holder of fully paid ordinary shares or Shares of Biotron at the close of business on the Record Date of 17 June 2015, with a registered address in either Australia or New Zealand (‘Eligible Shareholders’).

The offer under the SPP is non-renounceable, which means that you cannot transfer your right to purchase Shares under the offer to anyone else.

How much can you invest?
Eligible Shareholders may choose to apply for one of the following offers:

<table>
<thead>
<tr>
<th>Number of Securities</th>
<th>Payment Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Offer A: 130,208 Shares</td>
<td>$15,000.00</td>
</tr>
<tr>
<td>Offer B: 86,805 Shares</td>
<td>$10,000.00</td>
</tr>
<tr>
<td>Offer C: 43,402 Shares</td>
<td>$5,000.00</td>
</tr>
<tr>
<td>Offer D: 17,361 Shares</td>
<td>$2,000.00</td>
</tr>
</tbody>
</table>

No brokerage or other transaction costs are payable by participants in the SPP.

How to pay for the Shares
You may pay for Shares under the SPP only in accordance with the instructions on the Application Form.

If your payment is not for the exact amount for one of the three offers, Biotron reserves the right to return your Application Form and funds and not issue any additional Shares to you.

Eligible Shareholders who wish to pay by BPAY, must follow the instructions on the Application Form so that it is received by the Company before 5.00pm (Sydney time) on Friday, 10 July 2015. Your personalised Application Form carries the Biller Code and your unique personalised Customer Reference Number which you must use to take up the offer. If you make your payment with BPAY you do not need to return your Application Form. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time.

When does the offer close?
The Closing Date is 10 July 2015. Applications received after 5.00pm (Sydney time) on 10 July 2015 will not be accepted.

How was the issue price determined?
The issue price for each Share under the SPP is 11.52 cents, which represents a discount of 20% to the average market closing price of Biotron Shares for the five business days on which sales of Shares occurred preceding 18 June 2015, the date the SPP was announced.

The market price of Biotron Shares may rise or fall. This means that the issue price of 11.52 cents per Share under the SPP may exceed the market price at the time of allotment of Shares under the SPP. Accordingly, you should consult your stockbroker or professional adviser in relation to this offer and your participation under the SPP. Any change in the market price of Biotron Shares will not affect the issue price of 11.52 cents per Share.

Why is your investment limited to $15,000?
The SPP must comply with the Australian Securities & Investments Commission Class Order [CO 09/425] (‘the Class Order’), which limits the participation of each Eligible Shareholder to $15,000 worth of Shares. This limit applies to all Eligible Shareholders even if you receive more than one offer from Biotron (for example, because you are a joint holder of securities or because you have more than one holding of securities under separate accounts). Biotron reserves the right to reject any application for Shares where it believes that an Eligible Shareholder has not complied with this requirement.

Where a trustee or nominee is noted on the Biotron securities register as holding securities on behalf of another person (beneficiary), the trustee or nominee may, in respect of each such beneficiary, apply under the SPP for Shares with a subscription price of up to $15,000. For the purposes of this acceptance, the beneficiary is deemed to be the registered holder of the relevant securities.

Allotment of Shares
The Shares will be allotted as soon as practicable after the offer closes. Statements will be issued in respect of Shares allotted to you under the SPP. You should await confirmation before trading in any Shares you have applied for under this offer.

Shares allotted under the SPP will rank equally in all respects with all other fully paid ordinary shares in Biotron on the date of issue.

Biotron will, promptly after allotment of Shares under the SPP, make application for the Shares to be listed for quotation on the official list of the ASX.

Refunds if the SPP is oversubscribed
If the total number of Shares applied for by Eligible Shareholders under the SPP exceeds 17,361,111, then the number of Shares allotted to each accepting Eligible Shareholder will be scaled back on a pro-rata basis in a ratio proportionate with the applicant’s shareholding at the Record Date, subject to rounding the adjusted number of Shares at the Directors’ discretion.

Application moneys to be refunded will be posted to accepting Eligible Shareholders as soon as practical after the Closing Date. Interest will not be paid on money refunded.

Change of offer
The SPP may be modified or terminated by Biotron any time. Biotron will advise the ASX of any modification or termination.

Without limiting the above, Biotron may resolve to allot to any person fewer Shares than that person applied for under the SPP if the allotment of those Shares would contravene any law or Listing Rule of the ASX.

Dispute resolution
If any dispute arises in connection with the SPP, Biotron may settle it in any manner it thinks fit. It can do that generally, or in relation to any particular participant, application or security. Biotron’s decision will be final and binding.

Biotron reserves the right to waive strict compliance with any provision of the SPP’s terms and conditions. The power of Biotron in these circumstances may be exercised by the Directors or any delegate of the Directors in accordance with the Corporations Act 2001 and Biotron’s Constitution.

How can you make further inquiries?
If you have any questions in respect of the SPP, please contact Peter Nightingale on +61-2 9300 3344.
Share Purchase Plan Application Form

Step 1: Registration Name & Offer Details
Details of the shareholding and the Offer are shown overleaf.

Please check the details provided and update your address via www.investorcentre.com if any of the details are incorrect.

If you have a CHESS sponsored holding, please contact your Controlling Participant to notify a change of address.

Step 2: Make Your Payment
Your payment must correspond to one of the options detailed overleaf. You may choose one option only. Note that the amount chosen may be subject to scale back in accordance with the terms of the SPP.

Choose one of the payment methods shown below.

BPAY®: See overleaf. Do not return the payment slip with BPAY payment.

By Mail: Complete the reverse side of this payment slip and detach and return with your payment. Make your cheque, bank draft or money order payable in Australian dollars to "Biotron Limited" and cross "Not Negotiable". The cheque must be drawn from an Australian bank. Cash is not accepted.

Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques received may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the payment slip. Receipts will not be forwarded. Funds cannot be debited directly from your account.

Entering your contact details is not compulsory, but will assist us if we need to contact you.

Biotron Limited Share Purchase Plan Application Form
Payment must be received by 5:00pm (AEST) on Friday, 10 July 2015
© Registered to BPAY Pty Limited ABN 69 079 137 518

Turn over for details of the Offer
Share Purchase Plan Application Form

**STEP 1** Registration Name & Offer Details

Registration Name: MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Entitlement No: 12345678

Offer Details:
- Record date: 7:00pm (AEST) on Wednesday, 17 June 2015
- Minimum value available to purchase: $2,000
- Maximum value available to purchase: $15,000

**STEP 2** Make Your Payment

Pay by Mail:

Make your cheque, bank draft or money order payable to “Biotron Limited” and cross “Not Negotiable”.

Return your cheque with the below payment slip to:
Computershare Investor Services Pty Limited
GPO BOX 505 Melbourne Victoria 3001 Australia

Payment must be received by 5:00pm (AEST) on Friday, 10 July 2015

Purchase Details for Biotron Limited (choose one option)

- 17,361 shares for $2,000
detach here
- 43,402 shares for $5,000
- 86,805 shares for $10,000
- 130,208 shares for $15,000

Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited (CIS), as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer’s administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at http://www.computershare.com/au.