

# 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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Cytopia Limited ("Cytopia")

ABN

41 079 253 606

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   | Unlisted options over unissued ordinary shares   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 500,000 unlisted "Series V Cytopia Ltd Employee Option Plan ("CLEOP") Options"   |
| 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) | <p>Exercise Price: \$0.334<br/>                     Expiry Date: 6 August 2013<br/>                     Each option entitles the option holder, on exercise, to one fully paid ordinary share.</p> <p>Attachment 1 details the total Options subsequent to the abovementioned issue.</p> |

+ See chapter 19 for defined terms.

<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"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Options are issued in accordance with the rules of the CLEOP.</p> <p>Ordinary shares in Cytopia issued pursuant to the valid exercise of the Series V Options will rank equally with existing quoted ordinary shares of Cytopia from the date of allotment.</p>				
<p>5 Issue price or consideration</p>	<p>Series V options have been issued for no consideration.</p>				
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Options granted as part of the CLEOP and were approved for issue to Mr.Macdonald at the company's Annual General Meeting on 20 November 2008.</p>				
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>26 November 2008</p>				
<p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="721 1213 997 1247">Number</th> <th data-bbox="1002 1213 1273 1247">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="721 1253 997 1287">84,691,304</td> <td data-bbox="1002 1253 1273 1287">Ordinary Shares</td> </tr> </tbody> </table>	Number	+Class	84,691,304	Ordinary Shares
Number	+Class				
84,691,304	Ordinary Shares				

9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)

Number	+Class
2,000,000	Chair Options over unissued ordinary shares; expiring 22 November 2009; exercise price \$0.55
3,995,280	CLEOP options over unissued ordinary shares; expiring various dates; various exercise prices.
1,111,291	Options over unissued ordinary shares; expiring various dates; various exercise prices.
934,356	Partly Paid Shares paid up to \$0.0000001 each with an issue price of \$0.045
421,200	Partly Paid Shares paid up to \$0.0000001 each with an issue price of \$0.270
155,556	Partly Paid Shares paid up to \$0.0000001 each with an issue price of \$0.900
155,556	Partly Paid Shares paid up to \$0.0000001 each with an issue price of \$1.350
621,783	Partly Paid Shares paid up to \$0.0000001 each with an issue price of \$1.125

+ See chapter 19 for defined terms.

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

## Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?

12 Is the issue renounceable or non-renounceable?

13 Ratio in which the <sup>+</sup>securities will be offered

14 <sup>+</sup>Class of <sup>+</sup>securities to which the offer relates

15 <sup>+</sup>Record date to determine entitlements

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

17 Policy for deciding entitlements in relation to fractions

18 Names of countries in which the entity has <sup>+</sup>security holders who will not be sent new issue documents

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

- |    |   |  |
|----|---|--|
| 20 | Names of any underwriters   |  |
| 21 | Amount of any underwriting fee or commission  |  |
| 22 | Names of any brokers to the issue   |  |
| 23 | Fee or commission payable to the broker to the issue  |  |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders   |  |
| 25 | If the issue is contingent on +security holders' approval, the date of the meeting  |  |
| 26 | Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled  |  |
| 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 |  |
| 28 | Date rights trading will begin (if applicable)  |  |
| 29 | Date rights trading will end (if applicable)  |  |
| 30 | How do +security holders sell their entitlements <i>in full</i> through a broker?   |  |
| 31 | How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?  |  |

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+ See chapter 19 for defined terms.

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

33 +Despatch date

### 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

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+ See chapter 19 for defined terms.

**Entities that have ticked box 34(b)**

38 Number of securities for which  
+quotation is sought

39 Class of +securities for which  
quotation is sought

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

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)

	Number	+Class
42 Number and +class of all +securities quoted on ASX ( <i>including</i> 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: 26 November 2008  
(Company secretary)

Print name: Gavan Flower

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+ See chapter 19 for defined terms.

Appendix 3B New Issue Announcement

ATTACHMENT 1: OPTIONS SUBJECT TO CLEOP TERMS AND CONDITIONS

Option Series	Number of CLEOP Options	Number of Other Options	Exercise Price	Expiry Date
F	154,446		\$1.125	31 March 2009
G	170,834		\$1.125	31 March 2009
H	700,000		\$0.607	20 December 2009
I		110,000	\$0.550	27 February 2010
J	200,000	20,000	\$0.635	12 Jan 2010
K	800,000		\$0.495	31 July 2010
L	150,000		\$1.374	7 February 2011
M	50,000		\$0.823	7 February 2011
N		22,000	\$1.125	7 February 2011
O		25,000	\$0.823	7 February 2011
P		200,000	\$1.020	15 May 2011
Q	250,000		\$1.000	16 November 2011
R	400,000		\$1.125	14 February 2012
S		40,000	\$1.125	1 January 2012
T		694,291	\$1.170	31 March 2009
U	50,000		\$0.460	29 October 2012
V	1,070,000		\$0.334	6 August 2013
<b>TOTAL</b>	<b>3,995,280</b>	<b>1,111,291</b>		

Each type of New Option is exercisable on or before the above expiry dates by giving written notice and payment to Cytopia's share registry.

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+ See chapter 19 for defined terms.