

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.

Name of entity

PHYLOGICA LIMITED

ACN

098 391 961

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 | (a) SHARES
(b) OPTIONS |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | (a) (i) 48,333 SHARES
(ii) 12,930,982 SHARES
(b) 7,422,409 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) | (a) ORDINARY SHARES FULLY PAID
(b) OPTIONS EXERCISABLE AT \$0.25 PER SHARE ON OR BEFORE 31 AUGUST 2007 |

+ 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>YES</p>						
<p>5 Issue price or consideration</p>	<p>(a) (i) SHARES ISSUED AT \$0.25 PURSUANT TO EXERCISE OF LISTED OPTIONS ii) SHARES ISSUED AT \$0.29 UNDER SHAREHOLDER SHARE PURCHASE PLAN AND PLACEMENT (b) OPTIONS ISSUED FREE BY PLACEMENT</p>						
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>(a) (i) EXERCISE OF OPTIONS (ii) SHAREHOLDER SHARE PURCHASE PLAN AND PLACEMENT (b) PLACEMENT</p>						
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>(a) (i) 2 AUGUST 2006 (ii) 20 OCTOBER to 8 NOVEMBER 2006 (b) 26 OCTOBER to 10 NOVEMBER 2006</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>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>87,105,835</td> <td>ORDINARY</td> </tr> <tr> <td>18,056,845</td> <td>OPTIONS \$0.25 31/08/07</td> </tr> </tbody> </table>	Number	+Class	87,105,835	ORDINARY	18,056,845	OPTIONS \$0.25 31/08/07
Number	+Class						
87,105,835	ORDINARY						
18,056,845	OPTIONS \$0.25 31/08/07						

+ See chapter 19 for defined terms.

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	34,445,751	RESTRICTED FP (PYCAP)
	3,833,333	RESTRICTED OPTIONS 31 8 07 @ \$0.25 (PYCAQ)
	6,050,000	OPTIONS 30 6 10 @ \$0.25
	173,334	OPTIONS 30 6 10 @ \$0.30
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	NOT APPLICABLE	

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 +securities will be offered
- 14 +Class of +securities to which the offer relates
- 15 +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 +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

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- | | | |
|----|---|--|
| 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? | |

+ 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

(If the additional securities do not form a new class, go to 43)

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
- See Appendix 1: Ordinary Shares
- See Appendix 2 : Options \$0.25 Expiry Date 31 August 2007
- 36 If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
- See Appendix 3: Ordinary Shares
- See Appendix 4 : Options \$0.25 Expiry Date 31 August 2007
- 37 A copy of any trust deed for the additional ⁺securities

(now go to 43)

⁺ See chapter 19 for defined terms.

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Entities that have ticked box 34(b)

38 Number of securities for which
 +quotation is sought

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39 Class of +securities for which
 quotation is sought

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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

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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)

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	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)		

(now go to 43)

+ See chapter 19 for defined terms.

All entities

Fees

43 Payment method (tick one)

Cheque attached

Electronic payment made

Note: Payment may be made electronically if Appendix 3B is given to ASX electronically at the same time.

Periodic payment as agreed with the home branch has been arranged

Note: Arrangements can be made for employee incentive schemes that involve frequent issues of securities.

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.
- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided 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.

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- 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:

Company Secretary

Date: 10th November 2006

Print name:

GRAEME R BODEN

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+ See chapter 19 for defined terms.

APPENDIX 1

PHYLOGICA LIMITED FULLY PAID TOP 20 LISTING

	HOLDER NAME	Current Status		Pre Issue		
		UNITS	% OF ISSUED	UNITS	% OF ISSUED	
1 *	BIOTECH CAP LTD	29,166,667	23.99%	29,166,667	24.67%	1
2 *	TELETHON INST FOR CHILD HEALTH	20,605,501	16.95%	20,605,501	17.43%	2
3 *	WATT PAUL MICHAEL	4,044,123	3.33%	4,044,123	3.42%	3
4 *	SASSINE & ASSOC PL	3,794,123	3.12%	3,794,123	3.21%	4
5	ANZ NOM LTD	2,995,123	2.46%	3,060,123	2.59%	5
6 *	MAL WASHER NOM PL	2,617,241	2.15%	2,617,241	2.21%	6
7 *	MCHARRIE BRUCE FIELDING	1,855,479	1.53%	1,855,479	1.57%	7
8 *	THOMAS WAYNE ROBERT	1,838,238	1.51%	1,838,238	1.55%	8
9 *	SASSINE SALIBA	1,470,590	1.21%	1,470,590	1.24%	9
10	AUST HERITAGE GRP PL FUND	1,250,000	1.03%	1,250,000	1.06%	10
11 *	AUST HERITAGE GRP PL C	1,200,000	.99%	1,050,000	.89%	11
12 *	BARTON ANTHONY P + C H P	1,000,000	.82%	1,000,000	.85%	12
13	BARTON ANTHONY P + C H	960,000	.79%	960,000	.81%	13
14 *	JELBART JOHN A + M H	868,628	.71%	868,628	.73%	14
15	FITEL NOM LTD	833,908	.69%	316,667	.27%	46
16 *	HOPKINS RICHARD	752,536	.62%	752,536	.64%	15
17 *	KEES URSULA ROSEMARIE	735,295	.60%	735,295	.62%	16
18	HARRIS RICHARD J + S E E	692,040	.57%	640,316	.54%	19
19 *	ROY JOACHIM VON + JANE V	687,241	.57%	687,241	.58%	17
20	MERRILL LYNCH AUST NOM PL	685,750	.56%	685,750	.58%	18
*** TOP 20 TOTAL ***		<u>78,052,483</u>	<u>64.20%</u>	<u>77,398,518</u>	<u>65.46%</u>	

** ALL HOLDERS INCLUDED * - DENOTES MERGED HOLDER

APPENDIX 2

PHYLOGICA LIMITED 31/08/07 25C OPTIONS TOP 20 LISTING

	HOLDER NAME	Current Status		Pre Issue		
		UNITS	% OF ISSUED	UNITS	% OF ISSUED	
1	AZZURE CAP LTD	3,500,000	15.99%	3,500,000	20.56%	1
2	E-1 NOMINEES PL	3,468,750	11.26%			
3	ANZ NOM LTD	2,737,072	12.50%	2,737,072	16.08%	2
4	FITEL NOM LTD	755,555	3.45%	755,555	4.44%	3
5 *	CAROSSA HLDGS PL	632,241	2.89%	632,241	3.71%	4
6 *	PAYNE TREVOR	500,000	2.28%	500,000	2.94%	5
7 *	HOLT PATRICK	500,000	2.28%	500,000	2.94%	6
8 *	AALBERSE PROFESSOR ROB C	500,000	2.28%	500,000	2.94%	7
9 *	LICHT PROFESSOR J D	500,000	2.28%	500,000	2.94%	8
10	GOLEMIS ERICA A	500,000	2.28%	500,000	2.94%	9
11 *	MAL WASHER NOM PL	333,333	1.52%	333,333	1.96%	10
12	WILLIS CATHERINE M	281,250	1.28%			
13 *	WILLIS SAMUEL J C + C M	264,483	1.216%	264,483	1.55%	11
14	HARRIS RICHARD J + S E	259,482	1.19%	242,241	1.42%	13
15	FIRESTAR HLDGS PL	250,000	1.14%	250,000	1.47%	12
16	ROMFAL SIFAT PL /C	222,989	1.02%	200,000	1.17%	15
17	TRICOM NOM PL	216,667	.99%	216,667	1.27%	14
18	BURTON CRAIG IAN	172,414	.79%	172,414	1.01%	16
19	FNL INV PL	172,414	.79%	172,414	1.01%	17
20	JAGGER DARIEN CHARLES	172,414	.79%	172,414	1.01%	18
*** TOP 20 TOTAL ***		<u>15,939,064</u>	<u>72.81%</u>	<u>12,493,662</u>	<u>73.38%</u>	

** ALL HOLDERS INCLUDED * - DENOTES MERGED HOLDER

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APPENDIX 3

PHYLOGICA LIMITED FULLY PAID

<u>SPREAD OF HOLDINGS</u>	<u>HOLDERS</u>	<u>UNITS</u>	<u>% OF ISSUED CAPITAL</u>
NIL HOLDING			
1 - 1,000	57	27,198	.02 %
1,001 - 5,000	134	449,447	.37 %
5,001 - 10,000	149	1,315,719	1.08 %
10,001 - 100,000	478	19,032,923	15.68 %
100,001 -	114	100,726,299	82.85 %
TOTAL ON REGISTER	<u>932</u>	<u>121,551,586</u>	<u>100.00 %</u>

APPENDIX 4

PHYLOGICA LIMITED 31/08/07 25C OPTIONS

<u>SPREAD OF HOLDINGS</u>	<u>HOLDERS</u>	<u>UNITS</u>	<u>% OF ISSUED CAPITAL</u>
NIL HOLDING			
1 - 1,000	1	1	.00 %
1,001 - 5,000	8	26,490	.12 %
5,001 - 10,000	11	84,328	.39 %
10,001 - 100,000	120	4,411,488	20.15 %
100,001 -	30	17,367,871	79.34 %
TOTAL ON REGISTER	<u>170</u>	<u>21,890,178</u>	<u>100.00 %</u>

+ See chapter 19 for defined terms.