



1 April 2011

The Company Announcements Platform
ASX Ltd
Sydney NSW 2000

Appendix 3B - 1st Tranche Capital Raising (part)

The attached Appendix 3B represents part of the 1st Tranche of the capital raising announced on 25 March 2011 comprising the shares and options issued for the funds received to date.

The remaining shares and options to be issued for the balance of the 1st Tranche of the capital raising will be completed as soon as the remaining institutional funds are received.

The attached Appendix 3B includes the application for listing of the new options being issued under the 1st Tranche of the capital raising and the top 20 options holders and spread of holders of the new options is included.

The attached Appendix 3B replaces the Appendix 3B lodged on 25 March 2011 for the issue of 28m shares and 14m options for the 1st tranche of the capital raising announced on 25 March 2011, a further Appendix 3B for the balance of the 28m shares and 14m options will be issued as soon as possible.

Regards

Greg Macmillan
Company Secretary

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

PHYLOGICA LIMITED

ABN

48 098 391 961

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 | Ordinary Shares and Unquoted Options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 22,576,272 Ordinary shares
11,288,140 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) | Ordinary Shares: issued fully paid at 5.9 cents per share, Options issued for free. |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<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>Shares rank equally with existing ordinary shares.</p> <p>Options exercisable at \$0.09 on or before 30 June 2016.</p>								
<p>5 Issue price or consideration</p>	<p>Shares: issue price 5.9 cents per share and nil per option</p>								
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Enhance the Company's drug discovery platform, including the purchase of new capital equipment, and to support operational activities</p>								
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>1 April 2011</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="703 1552 995 1585">Number</th> <th data-bbox="995 1552 1289 1585">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="703 1585 995 1619">306,138,024</td> <td data-bbox="995 1585 1289 1619">Ordinary Shares</td> </tr> <tr> <td data-bbox="703 1619 995 1715">47,150,353</td> <td data-bbox="995 1619 1289 1715">Options exercisable at \$0.15 on or before 31 Aug 2011</td> </tr> <tr> <td data-bbox="703 1715 995 1816">11,288,140</td> <td data-bbox="995 1715 1289 1816">Options exercisable at \$0.09 on or before 30 Jun 2016</td> </tr> </tbody> </table>	Number	+Class	306,138,024	Ordinary Shares	47,150,353	Options exercisable at \$0.15 on or before 31 Aug 2011	11,288,140	Options exercisable at \$0.09 on or before 30 Jun 2016
Number	+Class								
306,138,024	Ordinary Shares								
47,150,353	Options exercisable at \$0.15 on or before 31 Aug 2011								
11,288,140	Options exercisable at \$0.09 on or before 30 Jun 2016								

+ 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)	400,000	Options 31/07/11 \$0.25
	9,856,164	Options 31/03/12 \$0.075
	7,237,500	Options 31/03/13 \$0.075
	2,500,000	Class B Options 31/03/12 \$0.075
	2,500,000	Class B Options 31/03/12 \$0.10
	1,340,000	Convertible notes 30/04/11
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	No dividend policy has been established	

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

<small>Note: Security holders must be told how their entitlements are to be dealt with.
Cross reference: rule 7.7.</small> | |
| 19 Closing date for receipt of acceptances or renunciations | |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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

+ See chapter 19 for defined terms.

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

37 A copy of any trust deed for the additional +securities

Appendix 3B
New issue announcement

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)		

+ 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: **1 April 2011**

Print name:

**Greg MacMillan
Company Secretary**

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+ See chapter 19 for defined terms.

PHYLOGICA LIMITED
 PHYLOGICA LIMITED OPTIONS EXPIRING 30/06/16 @ \$0.09
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Spread & Top 20 Listing

Date - 1/04/2011 Time - 6.56.33
 User - TENEILLE SRSPTP

- Current Status -
Units % of issued

- As at: 0/00/00 -
Units % of issued

	<u>Holder name</u>	<u>Designation</u>	<u>Units</u>	<u>% of issued</u>
1	CITICORP NOM PL		2,711,864	24.02%
2	AUST HERITAGE GRP PL	AUST HERITAGE A/C	1,355,932	12.01%
3	YELLOWROCK PL		1,035,932	9.18%
4	FITEL NOM LTD		474,576	4.20%
5	SCINTILLA STRATEGIC INV L		406,712	3.60%
6	GEORGES HEIGHTS PL	GEORGES HEIGHTS UN	332,674	2.95%
7	MAINVIEW HLDGS PL		320,000	2.83%
8	POOL KLAAS + HEATHER J		271,186	2.40%
9	CADEX PETROLEUM PL		228,388	2.02%
10	GIDDY SYBIL MARIE	SYDNEY DENNIS GIDD	200,441	1.78%
11	HEADLAND CAP PL		163,625	1.45%
12	THICK PHILIP ANDREW		139,900	1.24%
13	SEQUOI NOM PL	SEQUOI A/C	139,082	1.23%
14	PLATO PROSPECTING PL		130,900	1.16%
15	LORILAW PL	WINDSOR HOTEL A/C	130,573	1.16%
16	GREENBELL ENTPS PL	MCKENNA S/F A/C	106,357	.94%
17	EMSLIE NIGEL PAUL S		93,266	.83%
18	BLAIR SIMON DAVID		83,449	.74%
19	LONDON WALL INV PL	JENKINS FAM A/C	83,449	.74%
20	789 PL		83,199	.74%

*** Top 20 total ***

8,491,505 75.22%

%

** All holders included

* - Denotes merged holder

<u>Spread of holdings</u>	<u> Holders</u>	<u>Securities</u>	<u>% of issued capital</u>
NIL holding			
1 - 1,000			.00 %
1,001 - 5,000	1	1,309	.01 %
5,001 - 10,000	10	77,110	.68 %
10,001 - 100,000	87	3,061,579	27.12 %
100,001 -	16	8,148,142	72.18 %
	<hr/>	<hr/>	<hr/>
Total on register	114	11,288,140	100.00 %
	<hr/>	<hr/>	<hr/>
Total overseas holders	1	474,576	4.20 %
<u>Analysis by location</u>			
Overseas	1	474,576	4.20 %
Australia :			
ACT	0		.00 %
NSW	21	1,139,416	10.09 %
VIC	23	4,553,778	40.34 %
QLD	59	2,791,423	24.73 %
SA	3	19,373	.17 %
WA	7	2,309,574	20.46 %
TAS	0		.00 %
NT	0		.00 %
Address unknown	0		.00 %
	<hr/>	<hr/>	<hr/>
	114	11,288,140	100.00 %
	<hr/>	<hr/>	<hr/>

** ALL holders included

*** Common holders merged into one holding