



NOTICE OF GENERAL MEETING

CBio Limited ACN 094 730 417

Notice is given that a General Meeting of CBio Limited ACN 094 730 417 (**Company**) will be held at:

Location: Central Auditorium, Brisbane Technology Park, 1 Clunies Ross Court, Eight Mile Plains, Queensland, 4113

Date: Friday, 4 November 2011

Time: 10 am

This meeting is being convened in accordance with section 249D *Corporations Act 2001 (Cth)* (**Act**), due to a request by a group of 6 shareholders.

LETTER FROM THE BOARD OF CBIO LIMITED

26 September 2011

Dear Shareholder,

We refer to the resolutions to be put to a general meeting of shareholders (**General Meeting**) as a result of a section 249D notice (**Requisition Notice**) received from a group of 6 shareholders holding approximately 5.6% of the Company's shares on issue (**Requisitioning Shareholders**), and provide the following comments:

1. Be very clear – these resolutions and the on-going campaign that has been undertaken by this group, both prior to and subsequent to the delivery of their Requisition Notice, is damaging to CBio and a slur on each of us who acts as a Director on your Board. At this crucial time for the Company, the actions by the Requisitioning Shareholders are destabilising and disruptive and obviously intended to be so. Their actions threaten the future prospects of the Company and thus the prospects for all shareholders.

The Requisitioning Shareholders have provided a shareholders statement which would normally be included with this notice of meeting (**Notice**), but CBio has legal advice confirming that their statement is defamatory. As a result, and in accordance with the Act, their statement is not included in this Notice. The fact that the Requisitioning Shareholders have delivered to the Company a defamatory statement with the intention for it to be sent to all shareholders, and aimed at damaging CBio and its Board of Directors, speaks very poorly of this group and brings into question their credibility, and that of their candidates for directors.

2. It is nothing other than mere speculation to believe that any of the proposed Board changes could be positive.

To the contrary, changes proposed as a result of these resolutions present new risks that otherwise don't exist for the Company.

For the other 94.4% of the Company's shareholders who are not part of the Requisitioning Shareholders, you should be very concerned and consider your position in relation to these resolutions carefully.

The Directors' recommendations are set out in the Explanatory Memorandum. Those recommendations are that shareholders vote in the following manner:

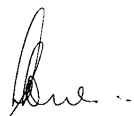
RESOLUTION	DIRECTORS' RECOMMENDATION
Resolution 1	AGAINST the removal of Stephen Jones as director
Resolution 2	AGAINST the removal of John Funder as director
Resolution 3	AGAINST the removal of James Greig as director
Resolution 4	AGAINST the appointment of Helen Cameron as director
Resolution 5	AGAINST the appointment of Dr Ralph Craven as director
Resolution 6	AGAINST the appointment of Warren Brown as director

If you are unable to attend the meeting on 4 November 2011, we ask that you complete and send your proxy form to:

By mail: By fax: +61 2 9287 0309
CBio Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia
Online: www.investorcentre.linkmarketservices.com.au

Your proxy form must be received at CBio Limited's share registry, Link Market Services by 10 am on 2 November 2011.

Signed in accordance with a unanimous resolution of the Directors of CBio Limited.



STEPHEN JONES
Executive Chairman



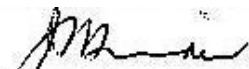
DR GORAN ANDO
Non-Executive Director



DR PETER CORR
Non-Executive Director



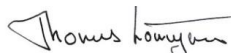
DR MICHAEL MONSOUR
Non-Executive Director



PROF JOHN FUNDER
Non-Executive Director



JASON YEATES
Managing Director



DR THOMAS LONNGREN
Non-Executive Director



DR TERJE KALLAND
Non-Executive Director



MR JAMES GREIG
Finance Director

NOTICE OF GENERAL MEETING: CBio Limited ACN 094 730 417

Notice is given that a General Meeting of CBio Limited ACN 094 730 417 (**Company**) will be held at Central Auditorium, Brisbane Technology Park, 1 Clunies Ross Court, Eight Mile Plains, Queensland, 4113 on Friday, 4 November 2011 at 10 am.

BUSINESS

1. Removal of Stephen Jones as a Director

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

“That Stephen Jones be removed as a Director of the Company effective immediately on passing this Resolution”.

2. Removal of John Funder as a Director

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

“That John Funder be removed as a Director of the Company effective immediately on passing this Resolution”.

3. Removal of James Greig as a Director

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

“That James Greig be removed as a Director of the Company effective immediately on passing this Resolution”.

4. Appointment of Helen Cameron as a Director

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

“That Helen Cameron be elected as a Director of the Company effective immediately on passing this Resolution and subject to Article 13.1(b) of the Company’s Constitution”.

5. Appointment of Ralph Craven as a Director

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

“That Dr Ralph Craven be elected as a Director of the Company effective immediately on passing this Resolution and subject to Article 13.1(b) of the Company’s Constitution”.

6. Appointment of Warren Brown as a Director

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

“That Warren Brown be elected as a Director of the Company effective immediately on passing this Resolution and subject to Article 13.1(b) of the Company’s Constitution”.

Dated 26 September 2011.

By order of the Board



BEN GRAHAM

Company Secretary

NOTICE OF GENERAL MEETING: CBio Limited ACN 094 730 417

NOTES

An ordinary resolution requires more than 50% of the votes that are cast to approve the resolution.

On a show of hands, each shareholder entitled to vote at the general meeting, has one vote.

On a poll, each shareholder entitled to vote at the general meeting, has one vote for each share that shareholder holds.

A shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.

The proxy need not be a shareholder of the Company. A shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

If you wish to appoint a proxy and are entitled to do so, then complete and return the enclosed proxy form. To be counted, proxy forms must be validly completed and received by CBio Limited's share registry, Link Market Services at the following address on or before 10am on 2 November 2011:

By mail: **By fax:** +61 2 9287 0309

CBio Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

Online: www.investorcentre.linkmarketservices.com.au

A corporation may elect to appoint a representative rather than appoint a proxy, under the Act, in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.

The Company has determined in accordance with applicable law that for the purpose of voting at the meeting or adjourned meeting, shares will be taken to be held by those persons recorded in the Company's register of shareholders as at 7:00pm EST November 2, 2011 (**Record Date**).

If you have any queries on how to cast your votes call the Company Secretary, Mr Ben Graham, on (07) 3841 4844 during business hours.

VOTING RESTRICTIONS

All shareholders (as at the Record Date) can vote on the resolutions proposed at the General Meeting.

EXPLANATORY MEMORANDUM: CBio Limited ACN 094 730 417

BACKGROUND AND REQUISITION NOTICE

1. On 5 September 2011 the Company received the Requisition Notice from the following shareholders (**Requisitioning Shareholders**):
 - a. Basildene Pty Ltd ACN 056 751 958 as Trustee for the 'Warren Brown & Associates Pty Ltd Superannuation Fund';
 - b. Mr Warren Thomas Brown & Mrs Roslyn Una Brown, as trustees of the 'WT & RU Brown Family Trust';
 - c. Retirewell Commercial Services Pty Ltd ACN 001 970 341 as trustee for the 'Gilett Superannuation Fund';
 - d. White Turtle Pty Ltd ACN 108 030 137;
 - e. Pella Comino as trustee for the 'Pelagia Family Trust'; and
 - f. Alan Grahame Baker and Julie Ann Baker as trustee for the 'Baker Family Trust'.
2. The Requisition Notice requested under section 249D of the Act that the Directors call and arrange a general meeting of the Company to consider the resolutions to remove the Incumbent Directors and to appoint the directors proposed by the Requisition Shareholders, being Helen Cameron, Dr Ralph Craven and Warren Brown (**Proposed Directors**).
3. In accordance with the requirements of section 249D of the Act, the Directors have convened a meeting to be held on Friday 4 November 2011 to consider the resolutions.
4. The costs of calling and holding the meeting are required to be met by the Company.
5. The Company is holding this General Meeting in addition to the Annual General Meeting that will be held late November 2011 (**2011 AGM**).
6. Shareholders should note that the General Meeting is not being convened voluntarily by the Board and the resolutions to remove the Incumbent Directors and appoint the Proposed Directors have not been proposed by the Board.

VIEWS OF THE DIRECTORS OF CBIO LIMITED

7. The Directors of CBio Limited do not support the proposed resolutions. The Directors consider that the Incumbent Directors have made a significant and positive contribution to the Company and that it is in the interests of the Company that the Incumbent Directors continue their role in the Company.

RESOLUTION 1 – REMOVAL OF DIRECTOR – STEPHEN JONES

8. Stephen Jones is the founding chairman of CBio, having joined the board on its incorporation in 2000. He has been executive chairman since 2006.
9. Stephen has provided the joint statement with the other Directors set out on page 2 of this Notice.

The Directors recommend that shareholders vote AGAINST this resolution.

RESOLUTION 2 – REMOVAL OF DIRECTOR – JOHN FUNDER

10. Professor John Funder was appointed to the Board in October 2007.
11. John has provided the joint statement with the other Directors set out in on page 2 of this Notice.

The Directors recommend that shareholders vote AGAINST this resolution.

RESOLUTION 3 – REMOVAL OF DIRECTOR –JAMES GREIG

12. James Greig joined CBio as Financial Controller in February 2006 and was appointed Chief Financial Officer in November 2006. He was appointed Executive Finance Director in January 2011.
13. James has provided the joint statement with the other Directors set out on page 2 of this Notice.

The Directors recommend that shareholders vote AGAINST this resolution.

RESOLUTION 4 – APPOINTMENT OF DIRECTOR – HELEN CAMERON

14. Helen Cameron (BSc (Biochemistry and microbiology), MBA MAICD, FTCL & LRSM) is a director of Calisar Pty Limited and has been a director of other companies, including Zenyth Therapeutics Pty Ltd (18 December 1997 to 27 June 2006) and Avexa Limited (6 May 2004 to 20 December 2006).
15. The Requisitioning Shareholders have provided a statement to be included in this Notice, but CBio has legal advice confirming that the statement is defamatory. Accordingly, in accordance with section 249P(9)(a) of the Act, the statement is not included in this Notice.

The Directors recommend that shareholders vote AGAINST this resolution.

RESOLUTION 5 – APPOINTMENT OF DIRECTOR – RALPH CRAVEN

16. Ralph Craven (BE PhD FIEAust FIPENZ FAICD CPEng) is a director of Ergon Energy Corporation Limited, Australian Electricity Systems Pty Ltd, Ergon Energy Telecommunications Pty Ltd and Drill Torque Limited.
17. The Requisitioning Shareholders have provided a statement to be included in this Notice, but CBio has legal advice confirming that the statement is defamatory. Accordingly, in accordance with section 249P(9)(a) of the Act, the statement is not included in this Notice.

The Directors recommend that shareholders vote AGAINST this resolution.

RESOLUTION 6 – APPOINTMENT OF DIRECTOR –WARREN BROWN

18. Warren Brown was a director of Mesa Minerals Ltd (2 April 2009 to 22 June 2010). Since retiring in 2005, Warren has been engaged as a professional investor.

19. The Requisitioning Shareholders have provided a statement to be included in this Notice, but CBio has legal advice confirming that the statement is defamatory. Accordingly, in accordance with section 249P(9)(a) of the Act, the statement is not included in this Notice.

The Directors recommend that shareholders vote AGAINST this resolution.



By mail:
CBio Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: 1300 554 474 Overseas: +61 2 8280 7454



X99999999999

SHAREHOLDER VOTING FORM

I/We being a member(s) of CBio Limited and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf at the General Meeting of the Company to be held at 10:00am on Friday, 4 November 2011, at the Central Auditorium, Brisbane Technology Park, 1 Clunies Ross Court, Eight Mile Plains, Queensland, 4113 and at any adjournment or postponement of the meeting.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting. Please read the voting instructions overleaf before marking any boxes with an **X**

STEP 2

VOTING DIRECTIONS

	For	Against	Abstain*		For	Against	Abstain*
Resolution 1 Removal of Director - Stephen Jones	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 4 Appointment of Director - Helen Cameron	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Removal of Director - John Funder	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 5 Appointment of Director - Dr Ralph Craven	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Removal of Director - James Greig	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 6 Appointment of Director - Warren Brown	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

i * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

In the event that any matter is properly brought before the General Meeting but for which specific voting instructions have not been given in this proxy, the Chairman of the General Meeting will be entitled to vote the shares represented by this proxy at his discretion.

The Chairman of the General Meeting intends to vote undirected proxies AGAINST each resolution.

STEP 3

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).



HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

This is your name and address as it appears on the company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the company. A proxy may be an individual or a body corporate.

Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together.

Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the company's share registry.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am on Wednesday, 2 November 2011**, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the proxy form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).



by mail:

CBio Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000.

If you would like to attend and vote at the General Meeting, please bring this form with you.
This will assist in registering your attendance.