

15 November 2005

Manager of Company Announcements
Australian Stock Exchange
Exchange Centre
Level 3
20 Bridge Street
Sydney NSW 2000

Dear Sir/Madam,

**Annual General Meeting of Pharmaxis Ltd (“Company”)
Outcome of Resolutions**

In accordance with ASX Listing Rule 3.13.2, the Company advises the outcomes in respect of the resolutions put to the annual general meeting of the Company held at 2:30 pm on 15 November 2005.

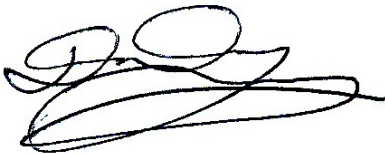
Items 2 to 4 relating to the reappointment of Dr Carrie Hillyard, Mr Charles Kiefel and Mr Malcolm McComas as directors of the Company were passed as ordinary resolutions unanimously on a show of hands.

Items 5 to 9 relating to the grant of options to Dr Brett Charlton, Mr Denis Hanley, Mr Charles Kiefel and Mr Malcolm McComas were passed as ordinary resolutions unanimously on a show of hands.

Item 10 relating to the approval of the remuneration report was passed as an ordinary resolution unanimously on a show of hands.

Enclosed with this letter are details of the proxies received in connection with the annual general meeting.

Sincerely,



David McGarvey
Company Secretary

2 That Dr Carie Hillyard be re-elected as a director of the Company

The instructions given to validly appointed proxies in respect of the resolution were as follows:

| In Favour | Against | Abstention | Chairman's discretion | Proxy's discretion |
|------------|---------|------------|-----------------------|--------------------|
| 46,678,148 | 21,000 | 10,000 | 1,764,464 | 48,664 |

The motion was carried on a show of hands as an ordinary resolution.

3 That Mr Charles Kiefel be re-elected as a director of the Company

The instructions given to validly appointed proxies in respect of the resolution were as follows:

| In Favour | Against | Abstention | Proxy's discretion | Proxy's discretion |
|------------|---------|------------|--------------------|--------------------|
| 45,995,434 | 701,714 | 12,000 | 1,764,464 | 48,664 |

The motion was carried on a show of hands as an ordinary resolution.

4 That Mr Malcolm McComas be re-elected as a director of the Company

The instructions given to validly appointed proxies in respect of the resolution were as follows:

| In Favour | Against | Abstention | Proxy's discretion | Proxy's discretion |
|------------|---------|------------|--------------------|--------------------|
| 45,995,434 | 700,714 | 13,000 | 1,764,464 | 48,664 |

The motion was carried on a show of hands as an ordinary resolution.

5 Grant of options to Dr Brett Charlton

The instructions given to validly appointed proxies in respect of the resolution were as follows:

| In Favour | Against | Abstention | Proxy's discretion | Proxy's discretion |
|------------|---------|------------|--------------------|--------------------|
| 44,236,659 | 665,230 | 1,801,590 | 1,334,704 | 48,664 |

The motion was carried on a show of hands as an ordinary resolution.

6 Grant of options to Mr Denis Hanley

The instructions given to validly appointed proxies in respect of the resolution were as follows:

| In Favour | Against | Abstention | Proxy's discretion | Proxy's discretion |
|------------|-----------|------------|--------------------|--------------------|
| 44,115,599 | 2,436,386 | 62,834 | 1,334,704 | 48,664 |

The motion was carried on a show of hands as an ordinary resolution.

7 Grant of options to Mr Charles Kiefel

The instructions given to validly appointed proxies in respect of the resolution were as follows:

| In Favour | Against | Abstention | Proxy's discretion | Proxy's discretion |
|------------|-----------|------------|--------------------|--------------------|
| 43,508,935 | 3,043,050 | 62,834 | 1,334,704 | 48,664 |

The motion was carried on a show of hands as an ordinary resolution.

8 Grant of options to Mr Malcolm McComas

The instructions given to validly appointed proxies in respect of the resolution were as follows:

| In Favour | Against | Abstention | Chairman's discretion | Proxy's discretion |
|------------------|----------------|-------------------|------------------------------|---------------------------|
| 43,382,269 | 3,043,050 | 189,500 | 1,334,704 | 48,664 |

The motion was carried on a show of hands as an ordinary resolution.

9 Grant of options to Dr Alan Robertson

The instructions given to validly appointed proxies in respect of the resolution were as follows:

| In Favour | Against | Abstention | Proxy's discretion | Proxy's discretion |
|------------------|----------------|-------------------|---------------------------|---------------------------|
| 44,121,269 | 679,960 | 1,813,590 | 1,334,704 | 48,664 |

The motion was carried on a show of hands as an ordinary resolution.

10 Approve the remuneration report

The instructions given to validly appointed proxies in respect of the resolution were as follows:

| In Favour | Against | Abstention | Proxy's discretion | Proxy's discretion |
|------------------|----------------|-------------------|---------------------------|---------------------------|
| 44,291,596 | 259,034 | 2,026,858 | 1,896,124 | 48,664 |

The motion was carried on a show of hands as an ordinary resolution.