

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

# 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.

Name of entity

Pharmaxis Ltd

ABN

75 082 811 630

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 Employee Options over Pharmaxis Ltd ordinary shares  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 50,000  |
| 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) | Exercise Price: \$1.1607 (5 VWAP of Pharmaxis shares at issue date)<br>Expiry: 10 December 2018<br>Vesting: 30 June 2009: 12,500<br>30 June 2010: 12,500<br>30 June 2011: 12,500<br>30 June 2012: 12,500<br>Vesting of options is subject to the annual achievement of certain individual performance milestones. |

+ 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"> <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>No. Shares issued upon exercise will rank equally with existing ordinary shares.</p>				
<p>5 Issue price or consideration</p>	<p>Nil</p>				
<p>6 Purpose of the issue          (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Issued of 50,000 options to 4 recently appointed employees in accordance with the Pharmaxis Employee Option Plan.</p>				
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>22<sup>nd</sup> December 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="711 1350 995 1392">Number</th> <th data-bbox="995 1350 1273 1392">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="711 1392 995 1593">194,537,262</td> <td data-bbox="995 1392 1273 1593">Ordinary fully paid shares</td> </tr> </tbody> </table>	Number	+Class	194,537,262	Ordinary fully paid shares
Number	+Class				
194,537,262	Ordinary fully paid shares				

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+ 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)	1,220,000	Options expiring on various dates with an exercise price of \$0.125 (ASX Code PXSAM)
	4,186,000	Options expiring on various dates with an exercise price of \$0.3125 (ASX Code PXSAM)
	500,000	Options expiring on various dates with an exercise price of \$0.3125 (ASX Code PXSAM)
	15,000	Options expiring 30 November 2013 with an exercise price of \$0.376 (ASX Code PXSAM)
	235,000	Options expiring 3 June 2014 with an exercise price of \$0.426 (ASX Code PXSAM)
	290,000	Options expiring 1 February 2015 with an exercise price of \$0.8340 (ASX Code PXSAM)
	747,500	Options expiring 11 May 2015 with an exercise price of \$1.147 (ASX Code PXSAM)
	70,000	Options expiring 4 August 2015 with an exercise price of \$1.79 (ASX Code PXSAM)
		Options expiring 17 October 2015 with an exercise price of \$2.772 (ASX Code PXSAM)

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245,000	Options expiring 12 February 2016 with an exercise price of \$2.194 (ASX Code PXSAB)
87,500	Options expiring 31 May 2016 with an exercise price of \$2.034 (ASX Code PXSAC)
831,250	Options expiring 14 August 2016 with an exercise price of \$1.917 (ASX Code PXSAD)
42,500	Options expiring 19 September 2016 with an exercise price of \$1.8918 (ASX Code PXSAE)
45,000	Options expiring 13 December 2016 with an exercise price of \$3.0710 (ASX Code PXSAF)
200,000	Options expiring 15 March 2016 with an exercise price of \$2.0680 (ASX Code PXSAG)
172,500	Options expiring 17 June 2017 with an exercise price of \$3.3155 (ASX Code PXSAH)
1,613,000	Options expiring 9 August 2017 with an exercise price of \$3.33890 (ASX Code PXSAL)
150,000	Options expiring 9 August 2017 with an exercise price of \$3.33890 (ASX Code PXSAL)
200,000	Options expiring 14 November 2016 with an exercise price of \$3.32258 (ASX Code PXSAL)

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Number	+Class
517,000	Options expiring 5 November 2017 with an exercise price of \$4.2900 (ASX Code PXSAT)
2,000	Options expiring 13 December 2017 with an exercise price of \$4.1373 (ASX Code PXSAB)
18,500	Options expiring 7 February 2018 with an exercise price of \$3.2666 (ASX Code PXSAN)
16,000	Options expiring 10 April 2018 with an exercise price of \$2.1135 (ASX Code PXSAP)
63,500	Options expiring 22 June 2018 with an exercise price of \$1.5990 (ASX Code PXSAR)
1,478,500	Options expiring 11 August 2018 with an exercise price of \$1.5990 (ASX Code PXSAS)
200,000	Options expiring 22 June 2018 with an exercise price of \$1.5990 (ASX Code PXSAY)
200,000	Options expiring 11 August 2018 with an exercise price of \$1.8170 (ASX Code PXSAX)
162,500	Options expiring 22 October 2018 with an exercise price of \$1.6060 (ASX Code PXSAAA)

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	Number	+Class
	50,000	Options expiring 10 December 2018 with an exercise price of \$1.1607 (ASX Code PXS___)
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	n/a	

**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
- 20 Names of any underwriters

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+ See chapter 19 for defined terms.

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)?	
33	+Despatch date	

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### **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

**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)	

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### 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: ..... Date: .. 19 December 2008  
(Company secretary)

Print name: .....David McGarvey.....

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