

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 ("Performance Rights") |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | Performance Rights: 1,626,000 |

+ See chapter 19 for defined terms.

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- 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)

Performance Rights granted to Chief Executive Officer, Mr Gary Phillips

Grant Price: Nil

Exercise Price: Nil

Expiry: 30 June 2025

Tranche 1: 815,000 Performance Rights

Vesting: 100% at 30 June 2016, provided Mr Phillips is an employee at that time.

Restriction on shares issued on exercise while Mr Phillips is an employee: Any shares acquired upon exercise of Performance Rights may not be traded in the ordinary course, except with prior approval of the Pharmaxis Board.

Tranche 2: 811,000 Performance Rights

Vesting:

- Fifty percent of the Performance Rights granted will vest and be exercisable on 30 June 2017, provided that Mr Phillips is an employee at that relevant vesting date;
- Fifty percent of the Performance Rights granted will vest and be exercisable on 30 June 2018, provided that Mr Phillips is an employee at that relevant vesting date.

Restriction on shares issued on exercise while Mr Phillips is an employee:

- Until 30 June 2018, any shares acquired upon exercise of Performance Rights may not be traded in the ordinary course.
- Any shares acquired upon exercise of Performance Rights may not be traded in the ordinary course, except with prior approval of the Pharmaxis Board.

+ See chapter 19 for defined terms.

4	<p>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>No, Performance Rights are being issued.</p> <p>Shares issued upon exercise will rank equally with existing ordinary shares (subject to trading restrictions referred to above).</p> <p>To participate in a dividend, the ordinary shares underlying the options would need to be issued prior to the record date for the dividend.</p>				
5	Issue price or consideration	Nil				
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p><i>Performance rights:</i></p> <p><u>Tranche 1:</u> 815,000 Performance Rights granted to Mr Phillips in recognition of his role in achieving a major transformation of the Company</p> <p><u>Tranche 2:</u> 811,000 Performance Rights granted to Mr Phillips as part of the 2015 grant of Performance Rights under the employee incentive plan, for long term reward, incentivisation and retention.</p>				
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	20 November 2015				
8	Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Number</th> <th style="text-align: left;">+Class</th> </tr> </thead> <tbody> <tr> <td>317,126,457</td> <td>Fully paid ordinary shares</td> </tr> </tbody> </table>	Number	+Class	317,126,457	Fully paid ordinary shares
Number	+Class					
317,126,457	Fully paid ordinary shares					

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	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	Nil	Options expiring 16 October 2015 with an exercise price of \$2.632 (ASX Code PXSAA)
	10,000	Options expiring 12 February 2016 with an exercise price of \$2.054 (ASX Code PXSAB)
	7,500	Options expiring 31 May 2016 with an exercise price of \$1.894 (ASX Code PXSAC)
	38,750	Options expiring 14 August 2016 with an exercise price of \$1.777 (ASX Code PXSAD)
	10,000	Options expiring 19 September 2016 with an exercise price of \$1.7518 (ASX Code PXSAE)
	15,000	Options expiring 13 December 2016 with an exercise price of \$2.9310 (ASX Code PXSAF)
	102,500	Options expiring 17 June 2017 with an exercise price of \$3.1755 (ASX Code PXS AH)
	17,500	Options expiring 9 August 2017 with an exercise price of \$3.2490 (ASX Code PXSAL)

+ See chapter 19 for defined terms.

Number	+Class
40,000	Options expiring 5 November 2017 with an exercise price of \$4.1500 (ASX Code PXSAT)
3,000	Options expiring 7 February 2018 with an exercise price of \$3.1266 (ASX Code PXSAN)
4,000	Options expiring 10 April 2018 with an exercise price of \$1.9735 (ASX Code PXSAP)
1,500	Options expiring 22 June 2018 with an exercise price of \$1.4590 (ASX Code PXSAR)
101,000	Options expiring 11 August 2018 with an exercise price of \$1.6770 (ASX Code PXSAS)
200,000	Options expiring 22 June 2018 with an exercise price of \$1.4590 (ASX Code PXSAV)
2,500	Options expiring 22 October 2018 with an exercise price of \$1.4660 (ASX Code PXSAAA)

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Number	+Class
5,000	Options expiring 10 December 2018 with an exercise price of \$1.0207 (ASX Code PXSAAB)
87,000	Options expiring 22 June 2019 with an exercise price of \$2.4098 (ASX Code PXSAAE)
27,000	Options expiring 6 September 2020 with a zero exercise price (ASX Code PXSAAF)
250,000	Options expiring 28 June 2022 with a zero exercise price (ASX Code PXSAG)
30,000	Options expiring 17 October 2022 with a zero exercise price (ASX Code PXSAAO)
561,137	Options expiring 6 June 2023 with a zero exercise price (ASX Code PXSAAP)
4,384,000	Options expiring 30 June 2025 with a zero exercise price (ASX Code PXSAAS)
1,626,000	Options expiring 30 June 2025 with a zero exercise price (ASX Code PXSA__)

+ See chapter 19 for defined terms.

	Number	+Class
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 <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	
20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	

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- | | | |
|----|---|--|
| 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 | |

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)

+ See chapter 19 for defined terms.

(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

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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

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)

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

Number	+Class

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.

+ See chapter 19 for defined terms.

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.
- 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: .. 20 November 2015
(Company secretary)

Print name:David McGarvey.....

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