



ASX Announcement (300)
18 August 2008

Announcements Officer
Company Announcements Office
ASX Limited
Exchange Centre
Level 6, 20 Bridge Street
SYDNEY NSW 2000

Appendix 3B – Registration of Convertible Notes

Please find attached a copy of the Appendix 3B released to the market today.

Key points of the issue are:

- **14,349,324** Convertible Notes (**VHLG**'s) have been registered.
 - 14,149,159 were registered and despatched to Noteholders consistent with our notice of 29 February 2008
 - A further 200,165 Convertible Notes have been registered since. This figure includes:
 - Issue of 150,000 Convertible Note in lieu of cash commission upon finalisation of a Shortfall Placement Agreement;
 - Additional Late applications of 50,165 Notes.
 - A further 5,000,000 Notes (approx.) were to be registered upon the finalisation of last Shortfall Placement Agreement. This Agreement has been repudiated through breach by the counter party. The Company confirmed its acceptance of the repudiation on 18 August 2008 and accordingly no Notes will be issued under that agreement.
- **3** Shares have been registered following conversion of **VHLOB** options.

Yours sincerely,

John Morrison
Company Secretary

Appendix 3B

Application for quotation of additional securities

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

Virax Holdings Limited

ABN

56 006 569 106

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 Fully Paid Shares (converted options) Convertible Notes ("VHLG")
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	3 Ordinary Fully Paid Shares (due to conversion of VHLOB Options) 200,165 Convertible Notes

+ See chapter 19 for defined terms.

- 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)

Conversion of Options (VHLOB) to Fully Paid Shares at 20 cents per share

Convertible Notes

\$0.10 (10 cents) on application. Each Note is convertible into 2 fully paid ordinary shares.

Noteholders may convert all or part of their holding on or at any time after 31 December 2008 or upon receipt of a Company Redemption Notice.

The Company has no right to convert or require Noteholders to convert Convertible Notes.

The Company may redeem the Notes at a premium to face value of 20% (12 cents per Note) on or at any time provided it first gives Noteholders 30 days written notice (Company Redemption Notice) of intention to do so.

All Notes on issue at 31 December 2009 will be redeemed at a premium to face value of 20%.

+ See chapter 19 for defined terms.

4 Do the ⁺ securities rank equally in all respects from the date of allotment with an existing ⁺ class of quoted ⁺ securities?	Fully Paid ordinary shares rank pari passu with existing shares
If the additional securities do not rank equally, please state:	Upon conversion of the Notes, the shares issued to Noteholders will rank equally with existing ordinary issued shares.
<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	
5 Issue price or consideration	Fully Paid Ordinary Shares - \$0.20 (conversion of VHLOB Options)
	Convertible Notes \$0.10 on application. Each Note is convertible into 2 fully paid ordinary shares.
6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Working Capital This Offer is to enable Virax to: <ul style="list-style-type: none">○ ensure that the Company has sufficient working capital to continue its operations on a sound footing;○ ensure that the Company is able to benefit from the achievement of milestones and royalty payments under the Transgene Sub-licence;○ facilitate the South African clinical trial program; and○ permit the Company to participate in a corporate transaction to realise value for shareholders should an appropriate opportunity arise.
7 Dates of entering ⁺ securities into uncertificated holdings or despatch of certificates	Securities were entered between 17 March 2008 and 22 April 2008.

+ See chapter 19 for defined terms.

	Number	+Class
8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	107,352,943	Fully Paid Ordinary Shares (VHL)
	13,474,670	Options (VHLOB)
	14,349,324	Convertible Notes (VHLG)

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	3,253,083	Unlisted Options

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	<p>Fully Paid rank pari passu with existing shares</p> <p>Note holders are not entitled to Dividends. Upon conversion the shares rank Pari Passu with existing shares.</p>
---	--

Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?	N/A
--	------------

12 Is the issue renounceable or non-renounceable?	N/A
---	------------

13 Ratio in which the +securities will be offered	N/A
---	------------

14 +Class of +securities to which the offer relates	N/A
---	------------

+ See chapter 19 for defined terms.

15	+Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
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.	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	N/A
25	If the issue is contingent on +security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/A

+ See chapter 19 for defined terms.

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	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Despatch date	N/A

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

+ See chapter 19 for defined terms.

Tick to indicate you are providing the information or documents

A copy of the Trust Deed is available to be viewed by Noteholders at the registered office of the Company during business hours.

- 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
-

+ See chapter 19 for defined terms.

<p>41 Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another security, clearly identify that other security)</p>	
---	--

<p>42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;">+Class</th> </tr> <tr> <td style="height: 60px;"></td> <td></td> </tr> </table>	Number	+Class			
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.

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

+ See chapter 19 for defined terms.

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: 18 August 2008
(~~Director~~/Company secretary)

Print name: John Morrison

== == == == ==

+ See chapter 19 for defined terms.