



19 December 2016

Australian Securities and Investments Commission
PO BOX 400
Gippsland Mail Centre
VICTORIA 3841

Dear Sir

Continuous Disclosure Notice for Resignation and Appointment of Auditor

Pursuant to ASIC consent for Resignation of Auditor, notice received dated 19 December 2016, QRxPharma Ltd (ASX Code: QRX) (“the Company”) notifies the following:

1. Details of the outgoing auditor

Deloitte Touche Tohmatsu
Eclipse Tower
60 Station Street
Parramatta
NSW 2150

2. Details of the proposed incoming auditor

Pitcher Partners
Level 22 MLC Centre
19 Martin Place
Sydney
NSW 2000

3. The reason for the change in auditor

Given the nature of the current operations the Company believes it would be more appropriately serviced by a midtier firm along with the reduction in costs associated with the audit.

Form 315 is attached to this notice.

Yours sincerely

A handwritten signature in blue ink, appearing to read 'Tim Heesh'.

Tim Heesh
Director

ASIC registered agent number 38107
 lodging party or agent name bio101Group Pty Ltd
 office, level, building name or PO Box no. PO BOX 1507
 street number and name _____
 suburb / city CAMBERWELL EAST state/territory VIC postcode 3126
 telephone (03) 9092 0475
 facsimile () _____
 DX number _____ suburb / city _____

ASS.	<input type="checkbox"/>	REQ-A	<input type="checkbox"/>
CASH.	<input type="checkbox"/>	REQ-P	<input type="checkbox"/>
PROC.	<input type="checkbox"/>		<input type="checkbox"/>

Australian Securities & Investments Commission

form **315**

Notification of
**resignation, removal or cessation
 of auditor**

Corporations Act 2001
 319(5)(a), 324(1) & (2), 327(4) & (15),
 329(11)(c), 330.

Company name QRx PHARMA LIMITED
 A.C.N. 102 254 151

Details of company
 (tick one box)

public company proprietary company

**Details of resignation,
 removal or cessation**

- notice was received of the resignation of the auditor/s
 date of receipt of notice of resignation (d/m/y) 19 / 12 / 2016
- the auditor/s was/were removed from office
 date of removal (d/m/y) / /
- the auditor is deceased
 date of death (d/m/y) / /
- the auditor has been disqualified for reasons specified under section 324(1) or (2) of the Corporations Act 2001
 date of disqualification (d/m/y) / /
- the company is being wound up (refer section 330 of the Corporations Act 2001)
 date of resolution or date of Court Order (d/m/y) / /
- the company has become a subsidiary of another company (refer subsection 327(15) of the Corporations Act 2001)
 retired at AGM held (d/m/y) / /

Details of resigning auditors

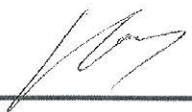
name (family & given names) _____
 or if a firm, business name DELOITTE TOUCHE TOHMATSU
 office, level, building name ECLIPSE TOWER, LEVEL 17
 street number & name 60 STATION STREET
 suburb/city PARRAMATTA state/territory NSW postcode 2150

name (family & given names) _____
 or if a firm, business name _____
 office, level, building name _____
 street number & name _____
 suburb/city _____ state/territory _____ postcode _____

Signature

I certify that the information in this form is true and complete.

print name Cameron Jones capacity Company Secretary

sign here  date 19 / 12 / 2016

GUIDE

This guide does not form part of the prescribed form and is included by ASIC to assist you in completing and lodging form 315.

Signature	This form must be signed by a director or secretary.
Lodging period	Resignation / Removal 14 days Death / Disqualification / Co wound up / Co became subsidiary Nil
Lodging Fee	Nil if lodged within the prescribed lodging period. Late fees will apply if you notify a change outside of the lodgement period. For information on fees refer to www.asic.gov.au/forms . A receipt will not be issued unless requested.
Other forms to be completed	If there is a trustee for holders of debentures of the company, the company MUST give a copy of this notice to the trustee.
Additional information	<p>An auditor holds office until death, disqualification, resignation or removal from office. Therefore if an auditor retires and cancels his/her registration then they are automatically disqualified from office under section 324. If they retire and retain their registration they hold office until they resign or are removed in accordance with s329 - in these circumstances the auditor needs ASIC's consent to resign if they are the auditor of a public company.</p> <p>For removal of auditors: All companies must have lodged with ASIC, a copy of the special notice of intent to propose a resolution to remove the auditor, (s329(2)).</p> <p>For proprietary companies that hold an Australian financial services licence ASIC consent to the removal is required (s.990F) using Form FS07 <i>Application for consent from ASIC to remove an auditor of an Australian financial services licensee</i>. Refer to Regulatory Guide 26 <i>Resignation, removal and replacement of auditors</i> (RG 26) for full details (paragraphs RG 26.77 to RG 26.82 specifically relate to requirements for AFS licensees).</p> <p>If the company is a credit licensee and maintains one or more trust accounts, the credit licensee should apply for approval to replace the trust account auditor using Form CL17 <i>Australian Credit Licence - Application for approval from ASIC to replace a trust account auditor</i>.</p> <p>For resignation of auditors: If the company is a public company, the auditor must first obtain ASIC consent to their resignation. Once consent has been granted, ASIC will advise both the auditor and the company in writing.</p> <p>A resignation that does not take effect at the public company's next AGM, will only take effect on the day, following ASIC's consent, when the matters in RG 26.17 are addressed and the following disclosure requirements are made by the public company:</p> <ul style="list-style-type: none"> • if the company is a disclosing entity, the company must give a continuous disclosure notice, that would not deal with other matters, to ASIC and any relevant market operator for the company (RG 26.59 and RG 26.60); and • if the company is <u>not</u> a disclosing entity, the company must give notice to the company's members (RG 26.61): <ul style="list-style-type: none"> • by a public notice displayed prominently on the company's website where the notice can reasonably be readily located and accessed by members of the company; • by email; or • in writing. <p>In both instances, the notice must contain:</p> <ul style="list-style-type: none"> • details of the outgoing auditor, • details of the proposed incoming auditor, and • the reason for the change in auditor. <p>For proprietary companies that hold an Australian financial services licence, separate ASIC consent to the resignation is required, (s990G) using Form FS08 <i>Application for consent from ASIC to resign as an auditor of an Australian financial services licensee</i>. Refer to Regulatory Guide 26 <i>Resignation, removal and replacement of auditors</i> (RG 26) for full details (paragraphs RG 26.77 to RG 26.82 specifically relate to requirements for AFS licensees).</p> <p>If the company is a credit licensee and maintains one or more trust accounts, the trust account auditor should apply for approval to resign using Form CL18 <i>Australian Credit Licence - Application for approval from ASIC to resign as a trust account auditor</i>.</p>

Legislative references	The Form 315 currently cites s324(1) & (2) & 327(4) & (15) of the Corporations Act 2001. This should read 324BA,324BB & 324BC & 327B(2) & 327H(a) & (b). This error will be corrected when the prescribed Form 315 in the Regulations, is amended.	
Annexures	<p>To make any annexure conform to the regulations, you must</p> <ol style="list-style-type: none"> 1 use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides 2 show the corporation name and ACN or ARBN 3 number the pages consecutively 4 print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied 5 identify the annexure with a mark such as A, B, C, etc 6 endorse the annexure with the words: This is annexure (mark) of (number) pages referred to in form (form number and title) 7 sign and date the annexure <p>The annexure must be signed by the same person(s) who signed the form.</p>	
Privacy	The information provided to ASIC in this form may include personal information. Please refer to our privacy policy (www.asic.gov.au/privacy) for information about how we handle your personal information, your rights to seek access to and correct personal information, and to complain about breaches of your privacy.	
Lodgement	<p>Send completed and signed forms to:</p> <p>Australian Securities and Investments Commission, PO Box 4000, Gippsland Mail Centre VIC 3841</p>	<p>For more information</p> <p>Web www.asic.gov.au Need help? www.asic.gov.au/question Telephone 1300 300 630</p>