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# Avexa and Progen Merger

## Shareholder Forum Presentation

February 2009



1

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2

## Avexa and Progen Merger highlights

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### Current proposal offers:

- Guaranteed shareholder buyback
  - Paid in April, 2009
- Access to a low risk, high reward Phase III program
- Value creating near term late stage clinical milestones
  - Including initial Phase III result in 2Q, 2009
- Balanced small molecule focused portfolio
  - Oncology and anti-infectives
- Significant partnering and commercialization opportunities
- Strong balance sheet with > \$60M
  - Up to \$40M dedicated to ATC
  - 2 years funding
- Clearly defined company strategy to build shareholder wealth

3

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## Avexa Pharmaceuticals

Findings from independent expert reviews



4

## Independent Experts Support Merger

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- **Reports prepared to assist shareholder evaluation**

- Lonergan Edwards & Associates Limited (“LEA”) for Avexa Shareholders
- BDO Kendalls Corporate Finance (QLD) Limited (“BDO”) for Progen Shareholders<sup>1</sup>

- **Confirm potential of merged entity to create significant value for Avexa and Progen Shareholders**

- LEA concludes the merger is in the best interests of Avexa Shareholders
- BDO values merged entity’s share price at between \$2.03 and \$3.18 (based on a DCF valuation methodology)

1. Prepared to assess the merits of the Progen buy-back proposal

## Key LEA Conclusions

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- **ATC Valuation**

- Assumes Avexa would enter into a partnership agreement providing upfront and milestone payments, funding for future trial costs and future royalties
- Value range of \$151.4m to \$225.8m, as per Independent Expert Report
- Potential peak sales for ATC US\$588M

- **Assesses control value of Avexa shares on two basis**

- 44.4 cents to 58.6 cents pre financing impact
- 21 cents and 41 cents after financing impact

- **Merger is in best interests of Avexa shareholders**

- Recommends Avexa shareholders approve merger in absence of superior proposal

- **Note that:**

- Some assumptions in the ATC DCF valuation are considered by Avexa to be conservative
- No value attributed to Avexa’s other programs

## LEA Highlights Advantages for Avexa Shareholders

- **Effective price at which shares are issued to Progen shareholders exceeds the price at which Avexa could raise capital in the absence of the Scheme**
  - Less dilutive for shareholders
- **The Scheme provides Merged Entity with approximately A\$60 million in cash**
  - Sufficient to enable the critical week 24 Phase III trial for ATC to be completed
  - Allows for the continuation of several early-stage development projects
- **Implementation of the Scheme is expected to remove need for financing**
  - Likely results in the Merged Entity's shares being re-rated
- **The increased size of the Merged Entity may improve liquidity**
  - Bolster attractiveness to institutional investors

7

## BDO Highlights Advantages for Progen Shareholders

- **BDO report includes a valuation of Progen's shares post merger under three methodologies**
  - DCF (based on LEA valuation)
  - Market prices
  - Net assets
- **Based on DCF methodology**
  - Progen shares post merger valued at between \$2.03 and \$3.18
  - Significantly in excess of current price and \$1.10 buy-back price
- **No value attributed to either the Progen or Avexa programs other than Phase III ATC**

### Calculation of Value Per Share in the Merged Entity Based on a DCF Valuation

	Low A\$m	High A\$m
Minority interest value of AVX <sup>(1)</sup>	132.0	189.3
Add cash provided by PGL	50.0	50.0
Add cash assumed to be raised	40.0 <sup>(4)</sup>	0.0
<b>Total Value</b>	<b>222.0</b>	<b>239.3</b>
Shares in PGL post Merger <sup>(2)</sup>	75.3	75.3
Additional shares issued for further funding requirements <sup>(3)</sup>	33.8	0.0
<b>Total shares on issue (after required funding)</b>	<b>109.1</b>	<b>75.3</b>
<b>Value per share adjusted for minority discount</b>	<b>\$2.03</b>	<b>\$3.18</b>

1. Minority interest of Avexa equals ATC value of \$151.4m and \$225.8m plus \$20m in cash less a discount of 23%

2. Assumes Progen buy back is fully subscribed



3. Additional shares issued at same price as implied by merger terms

4 Raising assumed by BDO for the low case in the event of delays in partnering and cost overruns. Avexa management does not believe an additional capital raising will be required to reach commercialisation of ATC

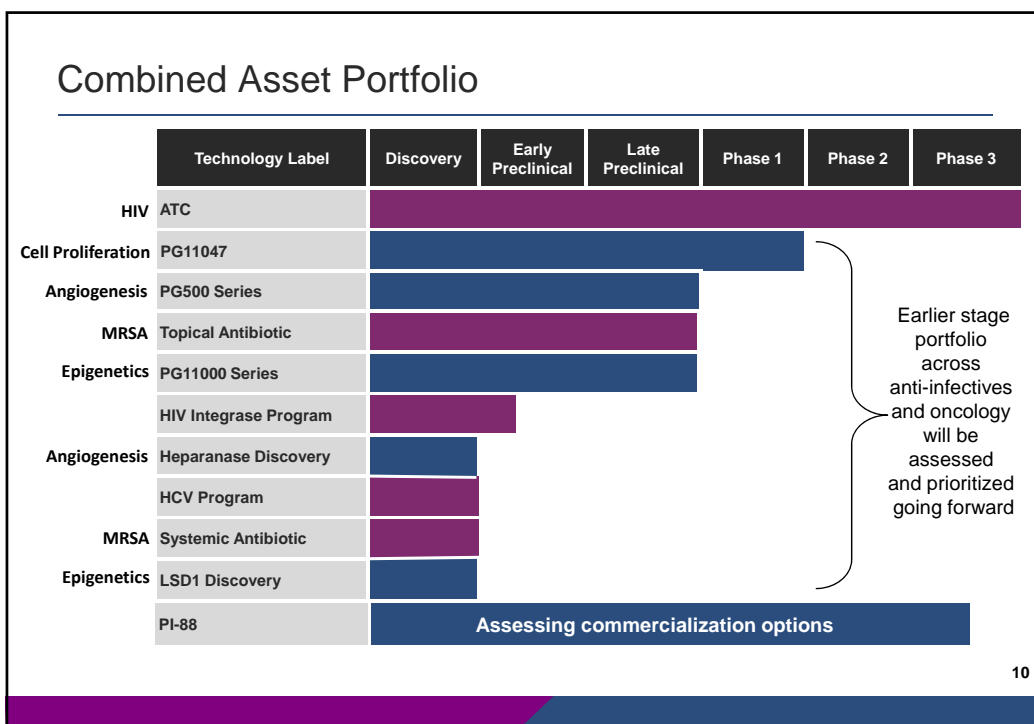
8

**Avexa Pharmaceuticals**

A leading anti-viral and oncology company

9



## Leadership Team Moving Forward

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- **Management Team**

- Julian Chick, PhD, CEO
- Other senior management and staff positions drawn from each organisation based on merit resulting in an enhanced management and research capability

- **Combined Board of Directors**

- Nathan Drona, Chairman
- Julian Chick, Ph.D, managing director & CEO
- David Bottomley, non-executive director
- Mal Eutick, B.Sc.(hons) PhD OAM, non-executive director
- Justus Homburg, BA MA DRS MBA, non-executive director
- John Lee, non-executive director
- John Sime, MSc, PhD, FRSC, CChem, non-executive director

11

## Initial Key Activities

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- **Execute ATC's development timeline**

- Maintain pace to achieve 16 week data (Q2-09)
- Continue regulatory guidelines and recruit patients to 24 week data (Q4 2010)
- Potential filing from 24 wk data in some jurisdictions (2011)
- Continue partnering discussions to partner before or around 24 week data point achieved

- **Bolster partnering & commercialization activities for PI-88**

- **Evaluate combined portfolio**

- Develop assets with nearest term shareholder value
- Look to monetize or partner all assets where appropriate

- **Leverage extraordinary R & D expertise**

- Ensure efficient cost-effective clinical development
- Explore ways to generate revenue via creative partnerships

12

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## ATC is an Ideal Cornerstone Asset



13

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## Addressing Massive HIV Market

- **33M people are infected with HIV worldwide**
  - International AIDS conference 2008 states 2.7MM new infections annually
  - 2MM deaths each year
- **1.5M people in North America (1M) & Western Europe are living with HIV (2008)**
  - 300-400K patients or 25-40% of U.S. HIV population receive treatment
  - 25-33% of patients infected in the U.S. are undiagnosed
- **3M people on antiretroviral therapy in 2007 vs 300K in 2003**
  - 10% of patients are already drug resistant in frontline therapy
- **Continued growth rate ~ 5.3%**
- **Treatment resistant HIV: a consistent problem & ongoing need for new drugs**
  - Estimated 60% (or 320,000) of patients treated show signs of resistance
    - 2<sup>nd</sup> line or beyond
    - ~ 50% of 2<sup>nd</sup> line and beyond have M184V mutations

14

## ATC's Value Drivers

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- **Safe**
- **Effective**
  - Clear antiviral effect
  - Clear positive effect on immune system
  - High barrier to resistance
- **Defined market to treat NRTI resistance**
  - Targeting M184V and TAM resistance
  - Found in 2<sup>nd</sup> line and beyond HIV patients
- **No interaction with other anti-HIV drugs (other than 3TC/FTC)**
  - Therefore easily made into a fixed dose combination
- **High probability of Phase III and 'to market' success**
- **Clear unmet medical need**
- **Potential for licensing deals & possible combination therapies**

15

## Pedigreed Origin and Thorough Clinical Experience

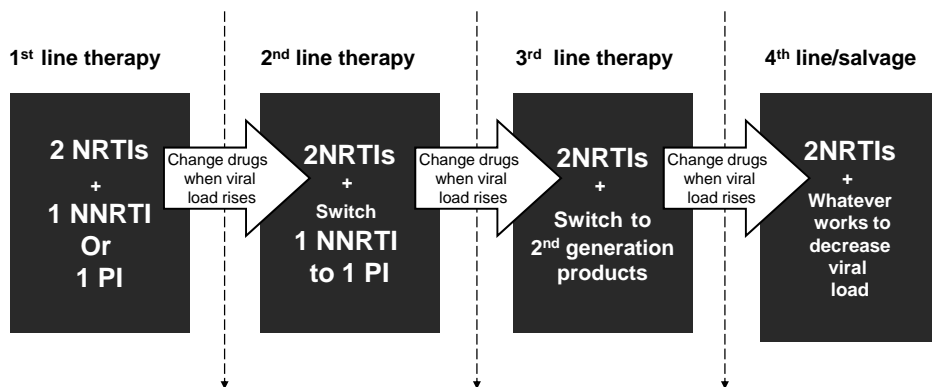
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- **Dr Jonathan Coates, Avexa's Chief Scientific Officer**
  - An inventor of anti-viral drug 3TC (Eпивir for HIV and Zeffix for HBV)
  - Former Project Leader for multiple anti-viral programs at GSK
- **IND granted with Fast-Track approval**
- **Six Phase I trials completed including:**
  - Single dose, Repeat dose
  - Tipranavir interaction study
- **Phase IIa completed:**
  - 10 day monotherapy in drug inexperienced HIV+ pts
  - Drop in viral load ranged -1.2 to -1.65 log<sub>10</sub>
- **Phase IIb study completed;**
  - 21 days data (blinded functional monotherapy)
  - 24 weeks data (ATC vs 3TC in optimized backgrounds)
  - 48 weeks data (ATC vs 3TC in optimized backgrounds)

16

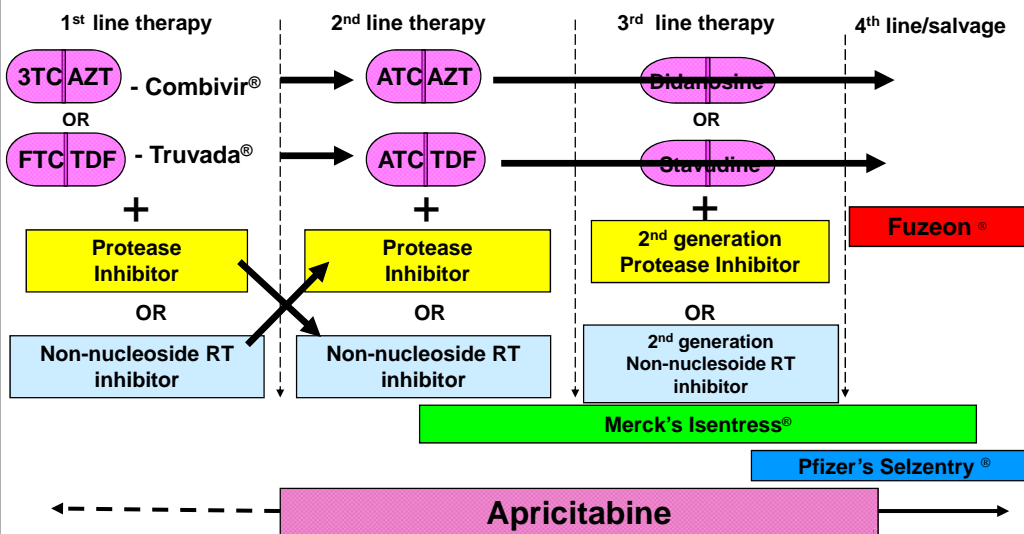
## Current HIV Patient Treatment Cascade

- All HIV therapy is a 'cocktail' of three or more drugs daily
- At least two NRTIs are used in 'cocktail' providing a barrier to resistance



17

## ATC's Prolific Role in Treatment Regime



18

## Market position for ATC

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- **Profile drives use**
  - Safety
  - Activity against wild-type and M184V and TAMs
  - High genetic barrier
  - Positive effect on CD4+ levels
- **Clear follow-on to the oxo-thio-cytidine NRTIs**
  - i.e. 3TC and FTC
  - Targeting M184V & TAMs in particular
  - About 50% of patients on 2nd line treatment and beyond have the M184V mutation
- **Replacing existing, less well tolerated NRTIs**
  - Clearly safety profile benefits
- **Twice daily dosing used in 2<sup>nd</sup> line and beyond treatment of HIV patients**
  - Can be used in combination with generics or New Chemical Entities (NCE)
    - i.e. ATC + generic AZT equals a 'Combivir-like' replacement
- **ATC has shown once daily dosing potential as seen in Phase IIa study**

19

## ATC Current Status Advantages

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- **FDA & EMEA approved Phase III program**
  - With agreed unmet medical need
  - FDA pushing towards a broader label than just salvage
- **130+ sites initiated for Phase III**
  - Initial recruitment milestone achieved
  - Waiting 16 week data in 2Q, 2009
  - Phase III 24 week data expected end 2010
  - Possible filing & launch in 2011
- **Clear treatment advantages for resistant patients**
  - Clear and significant market position
- **Fast track & accelerated review status**
  - Identified unmet medical need

20

## An advancing oncology and infectious disease pipeline



21

## Angiogenesis Technology Platform

### PG500 Series – PG545 & PG562

**Current status:** PG545 chosen as lead oncology candidate with PG562 as back-up oncology product and other indications

**Attraction:** Better drug-like and activity profile to PI-88

**Plans for the next 12 months:** Further efficacy, toxicity, pharmacokinetic studies underway to prepare for IND in oncology and possibly one other IND for a separate indication

### PI-88

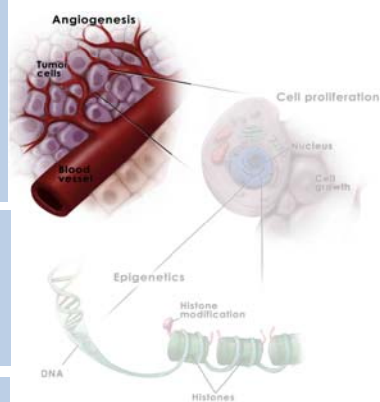
**Current status:** Completed recruitment in melanoma trial

**Plans for the next 12 months:** Driving an Asian region partnership to progress further development and commercialization

### Heparanase Discovery Program

**Current status:** High throughput screening was successfully completed with more than a dozen hits

**Plans for the next 12 months:** Hit confirmation studies are ongoing and chemistry will begin next year to develop a range of potential drug candidates



22

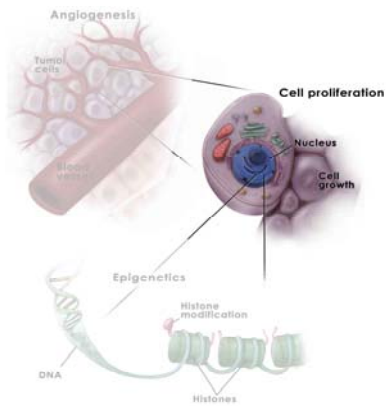
## Cell Proliferation Technology Platform

### PG11047

**Current status:** Phase I clinical development programs reinstated

**Plans for the next 12 months:**

- Completion of Phase I programs.
- Completion of subset cancer cell line analysis.
- Decision to move forward to Phase II and its implementation



23

## Epigenetics technology platform

### PG1100 Series

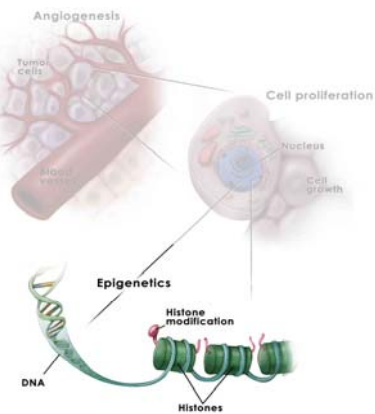
**Current Status:** Identified several polyamine compounds that have epigenetics activity as well

**Plans for the next 12 months:** Further efficacy, toxicity, pharmacokinetic studies underway to select a preclinical candidate

### LSD1 Discovery Program

**Current Status:** First published anti-cancer LSD1 inhibitors

**Plans for the next 12 months:** Screen new chemistry against LSD1 and identity series to move forward into early preclinical development and compound expansion through further medicinal chemistry development.



24

## Anti-viral Programs

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### HIV Integrase program

- Lead series selected with clinical potential
- Good oral bioavailability
- Active against relevant emerging anti-integrase drug resistant strains
- Metabolic profile – so far so good
- Back-up and follow-on series identified

### HCV

- High demand for oral HCV treatments
- Collaboration with Target Drug (Shanghai)
  - Avexa retains all rights except China
- Focusing on novel HCV replication inhibitors
- HCV a significant unmet medical need
- Possibility for early-stage licensing deals

25

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## The Roadmap Forward



26

## How The Merger Unlocks Value for Shareholders

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- **Unique opportunity to generate near-term shareholder value and corporate growth**
  - Well positioned to leverage ATC's progress while exploring options for a balanced portfolio
  - Portfolio with value creating milestones over the next two years
  - Explore commercialization opportunities for PI-88 in some jurisdictions
  - Platform of earlier programs
- **Multiple partnering/licensing opportunities**
  - With discussions currently ongoing
- **Merger offers Progen shareholders a cash return via a share buyback**
- **Significant value creating news-flow over the next two years**
  - Including clinical and regulatory milestones
- **Share price upside on value assets as identified by independent experts**

27

## Merged Entity 2009 & 2010 Milestones

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- 1Q2009: Phase IIb 96 week interim analysis
- 2Q2009: Phase III Week 16 Data to FDA
- 4Q2009: Phase IIb Week 144 Final analysis
- 2Q2010: Phase III Complete enrollment of Phase III Study
- 4Q2010: Phase III Week 24 data available
- Also expected in 2009 & 2010:
  - IND & Phase I oncology program
  - HIV Integrase IND & Phase I program
  - HCV IND and Phase I program
  - Commercialization progression for PI-88
  - Other partnering activities

28

## Anticipated Timetable to Complete Merger

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<b>Explanatory notice of merger and share buyback to be sent to Progen shareholders</b>	<b>Released</b>
<b>Scheme Booklet to be sent to Avexa shareholders</b>	<b>Released</b>
<b>Progen shareholder meeting to approve the merger and share buyback</b>	<b>March 11 2009</b>
<b>Avexa scheme meeting to approve the merger</b>	<b>March 20 2009</b>
<b>Progen share buyback conducted</b>	<b>Late March 2009</b>
<b>Merger implementation date</b>	<b>Early April 2009</b>

29

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30