



24 December 2009

The Manager, Companies
 Australian Securities Exchange Ltd
 5th Floor, 20 Bond Street
 Sydney NSW 2000

Dear Sir

**BIOPHARMICA LIMITED
 RESULTS OF 2009 GENERAL MEETING**

In accordance with the requirements of Listing Rule 3.13.2 and the Corporations Act we wish to advise that at the General Meeting of the Company held on Thursday 24 December 2009, the following resolutions as set out in the Notice of Meeting were approved by shareholders, namely:

ORDINARY BUSINESS

RESOLUTION 1 – CHANGE OF COMPANY NAME

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

“That, for the purpose of Section 157(1) of the Corporations Act and for all other purposes, approval is given for the name of the Company to be changed from BioPharmica Limited to BPH Corporate Limited.”

FOR	AGAINST	At Discretion of PROXY	TOTAL Valid Available Votes	Abstain/No instructions/Open-Unusable/Excluded	TOTAL PROXIES
21,643,306	631,108	304,801	22,579,215	81,002	22,660,217

The resolution was carried unanimously on a show of hands.

RESOLUTION 2 – EQUAL CAPITAL REDUCTION AND IN-SPECIE DISTRIBUTION

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of Section 256C of the Corporations Act 2001 and for all other purposes, approval is given for the net assets of the Company to be reduced by the Company making a pro rata in specie distribution of 1 MDSystems Share for every 1 BioPharmica Share held by Shareholders registered on the Record Date, on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”

Short Explanation: Under the Corporations Act, the Company must seek Shareholder approval by ordinary resolution to an equal reduction of capital. Please refer to the Explanatory Statement for details.

FOR	AGAINST	At Discretion of PROXY	TOTAL Valid Available Votes	Abstain/No instructions/Open-Unusable/Excluded	TOTAL PROXIES
21,791,559	459,957	304,801	22,556,317	103,900	22,660,217

The resolution was carried unanimously on a show of hands

RESOLUTION 3 – ACQUISITION OF A SUBSTANTIAL ASSET – ADVENT ENERGY INVESTMENT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rules 10.1 and 11.1.2 and for all other purposes, approval is given for the Company to enter into an exclusive option deed to subscribe for up to \$14 million worth of ordinary, fully paid shares in the capital of Advent Energy, a public unlisted entity.”

Voting Exclusion: The Company will disregard any votes cast on this resolution by a party to the transaction and a person who may obtain a benefit, except a benefit solely in the capacity of a security holder, if the Resolution is passed and any associates of those persons.

Independent Expert’s Report: Shareholders should carefully consider the Independent Expert’s Report prepared by MGI for the purposes of the Shareholder approval required pursuant to ASX Listing Rule 10.1 which comments on the fairness and reasonableness of the transaction to the non-associated Shareholders in the Company and concludes that the proposed transaction is **fair and reasonable**.

FOR	AGAINST	At Discretion of PROXY	TOTAL Valid Available Votes	Abstain/No instructions/Open-Unusable/Excluded	TOTAL PROXIES
21,751,708	583,708	8,151	22,342,867	317,350	22,660,217

The resolution was carried unanimously on a show of hands

RESOLUTION 4 – SHARE AND OPTION PLACEMENT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to allot and issue up to 95,982,330 Shares together with up to 95,982,330 free attaching Options on the terms set out in the Explanatory Statement accompanying this Notice.”

Short Explanation: Under Listing Rule 7.1, the Company may issue up to 15% of its ordinary share capital in any 12 month rolling period without Shareholder approval. By obtaining the prior approval of Shareholders for the issue of securities proposed under this Resolution, the Company retains the flexibility to make future issues of securities up to that threshold. Please refer to the Explanatory Statement for details.

Voting Exclusion: The Company will disregard any votes cast on this resolution by any person who may participate in the proposed issue and a person who may obtain a benefit, except a benefit solely in the capacity of a security holder, if the Resolution is passed and any associates of those persons.

FOR	AGAINST	At Discretion of PROXY	TOTAL Valid Available Votes	Abstain/No instructions/Open-Unusable/Excluded	TOTAL PROXIES
21,551,008	783,708	8,151	22,342,867	317,350	22,660,217

BioPharmica Limited

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The resolution was carried unanimously on a show of hands

RESOLUTION 5 – ISSUE OF DIRECTOR OPTIONS – MR DAVID BREEZE

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purposes of Section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Directors to allot and issue 2,000,000 Director Options to Mr David Breeze (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Mr David Breeze (or his nominee) or any of his associates. However the Company need not disregard a vote if, it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

FOR	AGAINST	At Discretion of PROXY	TOTAL Valid Available Votes	Abstain/No instructions/Open-Unusable/Excluded	TOTAL PROXIES
8,139,778	1,160,317	8,151	9,308,246	13,351,971	22,660,217

The resolution was carried unanimously on a show of hands

RESOLUTION 6 – ISSUE OF DIRECTOR OPTIONS – MRS DEBORAH AMBROSINI

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purposes of Section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Directors to allot and issue 1,000,000 Director Options to Mrs Deborah Ambrosini (or her nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Mrs Deborah Ambrosini (or her nominee) or any of his associates. However the Company need not disregard a vote if, it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

FOR	AGAINST	At Discretion of PROXY	TOTAL Valid Available Votes	Abstain/No instructions/Open-Unusable/Excluded	TOTAL PROXIES
21,159,399	1,160,317	304,801	22,624,517	35,700	22,660,217

The resolution was carried unanimously on a show of hands

RESOLUTION 7 – ISSUE OF MDSYSTEMS DIRECTOR OPTIONS – MR DAVID BREEZE

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purpose of Section 208 of the Corporations Act and for all other purposes, approval is given for the Directors to allot and issue 2,000,000 MDSystems Options to Mr David Breeze (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

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Voting Exclusion: The Company will disregard any votes cast on this Resolution by Mr Breeze (or his nominee) or any of his associates.

FOR	AGAINST	At Discretion of PROXY	TOTAL Valid Available Votes	Abstain/No instructions/Open-Unusable/Excluded	TOTAL PROXIES
8,153,778	1,146,317	8,151	9,308,246	13,351,971	22,660,217

The resolution was carried unanimously on a show of hands

RESOLUTION 8 – ISSUE OF MDSYSTEMS DIRECTOR OPTIONS – MRS DEBORAH AMBROSINI

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purpose of Section 208 of the Corporations Act and for all other purposes, approval is given for the Directors to allot and issue 2,000,000 MDSystems Options to Mrs Deborah Ambrosini (or her nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Mrs Ambrosini (or her nominee) or any of her associates.

FOR	AGAINST	At Discretion of PROXY	TOTAL Valid Available Votes	Abstain/No instructions/Open-Unusable/Excluded	TOTAL PROXIES
21,173,399	1,146,317	304,801	22,624,517	35,700	22,660,217

The resolution was carried unanimously on a show of hands

RESOLUTION 9 – ISSUE OF MDSYSTEMS DIRECTOR OPTIONS – MR GREG GILBERT

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purpose of Section 208 of the Corporations Act and for all other purposes, approval is given for the Directors to allot and issue 2,000,000 MDSystems Options to Mr Greg Gilbert (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Mr Gilbert (or his nominee) or any of his associates.

FOR	AGAINST	At Discretion of PROXY	TOTAL Valid Available Votes	Abstain/No instructions/Open-Unusable/Excluded	TOTAL PROXIES
21,173,399	1,146,317	304,801	22,624,517	35,700	22,660,217

The resolution was carried unanimously on a show of hands

RESOLUTION 10 – PARTICIPATION BY MEC IN SHARE AND OPTION PLACEMENT

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for MEC to participate in the placement contemplated by Resolution 6 by subscribing for up to

24,361,248 Shares together with up to 24,361,248 free attaching Options on the terms and conditions set out in the Explanatory Statement.”

Short Explanation: Approval is required for the purposes of ASX Listing Rule 10.11 to allow MEC, a deemed related party of the Company, to participate in the placement.

Voting Exclusion Statement: The Company will disregard any votes cast on this resolution by MEC and any person who might obtain a benefit if the Resolution is passed, except a benefit solely in the capacity of a holder of ordinary securities, and any of their associates.

FOR	AGAINST	At Discretion of PROXY	TOTAL Valid Available Votes	Abstain/No instructions/Open-Unusable/Excluded	TOTAL PROXIES
21,530,055	789,661	8,151	22,327,867	332,350	22,660,217

The resolution was carried unanimously on a show of hands

Yours sincerely



David Breeze
Executive Director

BioPharmica Limited

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