

**Proxy form**  
**Verva Pharmaceuticals Ltd**  
**ACN 074 636 847**  
**2009 Annual General Meeting**

I, \_\_\_\_\_

of \_\_\_\_\_

being a shareholder of the Company appoint:

\_\_\_\_\_

of \_\_\_\_\_

or if no person is named, the Chairperson of the Annual General Meeting as my proxy to vote and act for me and on my behalf at the Annual General Meeting of shareholders of the Company to be held on 29 May 2009 and any other day to which that Annual General Meeting is adjourned or postponed.

My proxy is authorised to exercise all / .....% of my voting rights. If 2 or more proxies are being appointed, the proportion of my/our total voting rights that this proxy is authorised to exercise is .....%

I direct my proxy to vote in the following manner:

No	Resolution	For	Against	Abstain
1	To receive and consider the financial reports for the financial year ended 31st December 2008.			
2(a)	Election of Gregory Collier as Director.			
2(b)	Election of Ian Nisbet as Director.			
2(c)	Election of Andrew Macdonald as Director.			
2(d)	Election of Andrew Baker as Director.			
3	Entry into Subscription Agreement and allotment of Class A Redeemable Preference Shares.			
4	Section 611 approval re Class A Redeemable Preference Shares - issue to GBS, Genesis, MTAA and Westscheme.			
5	Section 611 approval re Class A Redeemable Preference Shares - issue to QBF1 and QBF2.			
6	Section 611 approval re Class A Redeemable Preference Shares - issue to UIIT1, UIIT2 and UIIT3.			
7	Amendment of the Constitution.			

If you have appointed the Chairperson as your proxy and you do not wish to direct the Chairperson how to vote, please place a mark in the box (below).

By marking this box, you acknowledge that the Chairperson may exercise your proxy even if they have an interest in the outcome of the resolution and votes cast by the Chairperson other than as proxy holder will be disregarded because of that interest.

The Chairperson intends to vote in favour of the resolutions.

**Dated** \_\_\_\_\_ 2009

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Signature of shareholder/s (note if the shareholder is a company, the proxy form should be signed in accordance with the shareholder company's constitution and with the *Corporations Act 2001 (Cth)*.)

### Notes to proxy form

1. A shareholder who is entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend and vote for the shareholder at that meeting.
2. A shareholder who is entitled to cast 2 or more votes may appoint 2 proxies, in which case they may specify the proportion or number of votes each proxy is appointed to exercise. If the shareholder appoints 2 proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes of the shareholder.
3. If no directions are given the proxy may vote as the proxy thinks fit or may abstain from voting.
4. A proxy need not be a shareholder of the Company. If a person attends a meeting both as a shareholder and as a proxy for another shareholder, such person will only be counted once on a show of hands.
5. The proxy form must be signed by the shareholder or the shareholder's attorney (in which case the power of attorney must have been previously noted by the Company or a certified copy of the power of attorney must accompany this proxy form.
6. To be valid, proxies must be received by the Company:
  - (a) at its registered office at Level 4, 199 Moorabool Street, Geelong, Victoria 3220; or
  - (b) successfully transmitted by facsimile to the Company's office on +61 (3) 5229 0100; by 5.00 pm (AEST) on Wednesday May 27, 2009.