

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

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.

Name of entity

BENITEC LIMITED

ABN

64 068 943 662

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 shares and Options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 404,565,857 Ordinary Shares and 201,302,537 New Options |
| 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) | Fully paid ordinary shares and Listed options to acquire ordinary shares with an expiry date of 31 December 2013 and exercise price of \$0.04 |

+ See chapter 19 for defined terms.

<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <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 	<p>The ordinary shares will rank equally with current quoted ordinary shares from the date of allotment.</p>
<p>5 Issue price or consideration</p>	<p>\$0.02 cents per share</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Issue pursuant to a fully underwritten renounceable rights issue of:</p> <ul style="list-style-type: none"> ▪ 4 New Shares for every 5 ordinary shares; ▪ 1 New Option for every 4 New Share; and ▪ 1 New Option for every 4 New Share up to a maximum of 100,160,982 Options, being Commitment Options per the Underwriting Agreement.
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>20 May 2011</p>

8	Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	Number	+Class
		910,272,729	Ordinary Shares
		46,673,907	Options to acquire fully paid shares at \$0.10 on or before 8 April 2014
		201,302,537	Options to acquire fully paid shares at \$0.04 on or before 31 December 2013
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	Number	+Class
		17,560	Options to acquire fully paid shares at \$0.03 on or before 30 September 2013
		6,126,962	Warrants to acquire fully paid shares at \$0.90 on or before 4 August 2014
		1,953,125	Options to acquire fully paid shares at \$0.17 on or before 23 October 2015
		1,000,000	Options to acquire fully paid shares at \$0.0599 on or before 14 December 2011
		4,666,666	Options to acquire fully paid shares at \$0.131 on or before 31 December 2012
		300,000	Options to acquire fully paid shares at \$0.115 on or before 21 February 2013
		22,244,444	Options to acquire fully paid shares at \$0.10 on or before 31 December 2012
		12,000,000	Options to acquire fully paid shares at \$0.10 on or before 10 April 2015
		6,500,000	Options to acquire fully paid shares at \$0.03 on or before 19 August 2014
		3,000,000	Options to acquire fully paid shares at \$0.03364 on or before 19 August 2014
		5,000,000	Options to acquire fully paid shares at \$0.0425 on or before 9 June 2013
		10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

+ See chapter 19 for defined terms.

Part 2 - Bonus issue or pro rata issue

- | | | |
|----|---|--|
| 11 | Is security holder approval required? | No |
| 12 | Is the issue renounceable or non-renounceable? | Renounceable Rights Issue |
| 13 | Ratio in which the +securities will be offered | Four (4) new shares for every five (5) shares held plus one (1) new option for every four (4) new shares |
| 14 | +Class of +securities to which the offer relates | Fully paid ordinary shares |
| 15 | +Record date to determine entitlements | 19 April 2011 |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | N/A |
| 17 | Policy for deciding entitlements in relation to fractions | Fractional entitlements will be rounded up |
| 18 | Names of countries in which the entity has +security holders who will not be sent new issue documents

<small>Note: Security holders must be told how their entitlements are to be dealt with.
Cross reference: rule 7.7.</small> | All countries other than Australia and New Zealand |
| 19 | Closing date for receipt of acceptances or renunciations | 12 May 2011 |

20	Names of any underwriters	Patersons Securities Limited [ABN 69 008 896 311] (Lead Manager and Underwriter)
21	Amount of any underwriting fee or commission	1. Underwriting fee of 6% of the underwritten amount of \$8,012,879, being \$480,773. 2. Lead Manager fee of \$60,000. 3. Issue of 100,160,982 Options (on the terms described in 3 above).
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	28 April 2011
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	11 April 2011
28	Date rights trading will begin (if applicable)	13 April 2011
29	Date rights trading will end (if applicable)	5 May 2011
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	Refer Prospectus
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Refer Prospectus

+ See chapter 19 for defined terms.

32 How do +security holders dispose of their entitlements (except by sale through a broker)? Refer Prospectus

33 +Despatch date 20 May 2011

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

Tick to indicate you are providing the information or documents

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

+ See chapter 19 for defined terms.

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

--

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

--

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)		

+ See chapter 19 for defined terms.

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.
- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided 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 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:

(~~Director~~/Company Secretary)

Date: 19 May 2011

Print name: JOHN RAWLING

=====

+ See chapter 19 for defined terms.