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ACN 007 988 767
Phone: +61 8 8234 2660
Fax: +61 8 8234 6268
Address: 8 Dalglish Street
Thebarton South Australia 5031
www.bresagen.com

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TO: The Office of International Corporate Finance
COMPANY: SEC
FAX NUMBER: 0011 202 772 9207
FROM: Trudy Fenton
DATE: Wednesday, 2 August 2006
SUBJECT: ASX Announcement
PAGES (Inc. cover) 10

SUPL

In accordance with our obligation as a 12g3-2(b) filer, number 82-5135, to file home country announcements, please find the following announcement which was released by the Australian Stock Exchange –

- 1. Issue of and Conversion of 1 Convertible Note into shares together with Appendix 3B - New issue announcement, application for quotation of additional securities and agreement, dated 31 July, 2006.

Yours sincerely
Irene Thompson

for
Trudy Fenton
Corporate Administrator

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ASX Release: 31 July 2006

Issue of and Conversion of 1 Convertible Note into shares.

As announced on the 7 July agreement has been reached to issue up to 6 \$100,000 convertible notes during July.

We now advise that the 6th \$100,000 convertible note has been issued and the holder has elected to immediately convert the note into shares.

An appendix 3b follows,

After the issuance of this note the Company has a remaining convertible note facility of 9 \$100,000 Convertible Notes with CBio Limited facility and 7 \$100,000 Convertible Notes with ATIF Limited.

Convertible Notes convert at the higher of a 20% discount to the 90 day Volume Weighted Average Price or 5 cents.

About BresaGen Limited (ASX:BCN)

BresaGen is an Australian biotechnology company focussed on cost-effective production of proteins and peptides in bacteria. The Company is located in Adelaide, South Australia and specialises in process development and supply of clinical trial material for third parties through its protEcol™ Services business unit. The Company focus is on supply of protein-based active pharmaceutical ingredients (API's) to pharmaceutical and biotechnology companies. www.bresagen.com.au.

Postal Address
PO Box 259
Rundle Mall SA 5000 Australia
8 Dalglish Street
Thebarton SA 5031
www.bresagen.com.au

Telephone +61 8 8234 2660
Facsimile +61 8 8234 6268
Email adelaide@bresagen.com.au

BresaGen Limited
ACN 007 988 767
ABN 60 007 988 767

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

BresaGen Limited

ABN

60 007 988 767

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 convertible note |
| 2 | Number of *securities issued or to be issued (if known) or maximum number which may be issued | 1,415,629 ordinary shares
1 \$100,000 convertible note immediately converted into ordinary shares as disclosed above |
| 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) | |

4 Do the *securities rank equally in all respects from the date of allotment with an existing *class of quoted *securities?

Yes

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

5 Issue price or consideration

7.064 cents per share

6 Purpose of the issue
(If issued as consideration for the acquisition of assets, clearly identify those assets)

Working capital.

7 Dates of entering *securities into uncertificated holdings or despatch of certificates

31 July 2006

8 Number and *class of all *securities quoted on ASX (including the securities in clause 2 if applicable)

Number	*Class
148,455,630	Ordinary Shares

9 Number and *class of all *securities not quoted on ASX (including the securities in clause 2 if applicable)

Number	*Class
Refer attachment 1 2	Options \$100,000 convertible note

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

n/a.

Part 2 - Bonus issue or pro rata issue

- 11 Is security holder approval required?
- 12 Is the issue renounceable or non-renounceable?
- 13 Ratio in which the *securities will be offered
- 14 *Class of *securities to which the offer relates
- 15 *Record date to determine entitlements
- 16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?
- 17 Policy for deciding entitlements in relation to fractions
- 18 Names of countries in which the entity has *security holders who will not be sent new issue documents
Note: Security holders must be told how their entitlements are to be dealt with.
Cross reference: rule 7.7.
- 19 Closing date for receipt of acceptances or renunciations
- 20 Names of any underwriters
- 21 Amount of any underwriting fee or commission
- 22 Names of any brokers to the issue
- 23 Fee or commission payable to the broker to the issue
- 24 Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of *security holders

- 25 If the issue is contingent on *security holders' approval, the date of the meeting
- 26 Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled
- 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
- 28 Date rights trading will begin (if applicable)
- 29 Date rights trading will end (if applicable)
- 30 How do *security holders sell their entitlements *in full* through a broker?
- 31 How do *security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do *security holders dispose of their entitlements (except by sale through a broker)?
- 33 *Despatch date

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 restricted 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

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)

Issued upon conversion of 1 \$100,000 convertible note

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

Number	*Class
148,455,630	Ordinary Shares

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: Original signed
(Company Secretary)

Date: 31 July 2006

Print name: Bryan Dulhunty
(Company Secretary)

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Attachment 1 – BresaGen Limited Appendix 3B - 31 July 2006

Options on issue as at 31 July 2006

Employee Share Option Plan

Number	Exercise Price	Expiry date
263,334	\$1.00	18 Oct 2009
7,500	\$1.50	19 May, 2010
127,500	\$1.50	10 Oct, 2010
20,316	\$1.00	30 June 2012
3,334,000	\$0.10	2010-2011
<u>1,850,000</u>	\$0.10	1 July 2011
<u>5,602,650</u>		

Other Options

Number	Exercise Price	Expiry date
100,000	\$0.30	8 May 2008
50,000	\$0.31	26 August 2008
25,000	\$1.48	29 Nov 2009
3,915,000	\$0.12	5 December 2010
<u>25,000</u>	\$0.2725	30 May 2013
<u>4,115,000</u>		

Options issued to Directors and senior executives

Number	Exercise Price	Expiry date
4,500,000	\$0.12	16 Dec 2009
<u>5,000,000</u>	\$0.12	30 May 2010
<u>9,500,000</u>		