



Analytica Limited

ACN 006 464 866

Prospectus

This Prospectus relates to an offer of:

- 1,169,188,797 Listed Options to Relevant Parties (**Listed Options Offer**); and
- Up to 1,000 Shares in the capital of the Company at an issue price of 0.35 cents per Share (**Cleansing Offer**),

(together the **Offers**).

The issue of securities under the Offers is subject to the Company obtaining Shareholder approval at a general meeting expected to be held on Friday, 18 June 2021.

IMPORTANT

This Prospectus is being issued in order to (i) facilitate secondary trading of the Listed Options; (ii) facilitate secondary trading for the underlying Shares to be issued upon the exercise of the Listed Options; and (iii) remove any trading restrictions on the sale of Shares issued by the Company for the purposes of section 708A(11) of the Corporations Act.

This Prospectus is a transaction-specific prospectus issued in accordance with section 713 of the Corporations Act. This is an important document that should be read in its entirety. If, after reading this Prospectus, you have any questions about the securities being offered under this Prospectus, you should contact your stockbroker, accountant or other professional adviser.

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IMPORTANT INFORMATION

This Prospectus is dated 17 June 2021 and was lodged with ASIC on that date.

Neither ASIC nor ASX takes any responsibility for the content of this Prospectus or the merits of the investment to which it relates. No securities will be issued on the basis of this Prospectus after the expiry date, which is 13 months after the date of the Prospectus.

This is a transaction-specific Prospectus for an offer of Offer Securities being continuously quoted securities (as defined in the Corporations Act) and options to acquire Shares that are in a class of continuously quoted securities and has been prepared in accordance with section 713 of the Corporations Act. Accordingly, this Prospectus does not contain the same level of disclosure as an initial public offer prospectus. In preparing this Prospectus, regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and that certain matters may reasonably be expected to be known to investors and professional advisers to whom investors may consult.

No person is authorised to give any information or make any representation in connection with any offer which is not contained in this Prospectus. Any information or representation not contained in this Prospectus may not be relied on as having been authorised by the Company or the Directors.

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an invitation. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on, and observe, any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

No person is authorised to give any information or make any representation in connection with the Offer described in this Prospectus. Any information or representation which is not contained in this Prospectus or disclosed by the Company pursuant to its continuous disclosure obligations may not be relied upon as having been authorised by the Company in connection with the issue of this Prospectus.

This Prospectus is available to Investors in electronic form at <https://www.analyticamedical.com/Releases-2021.html>. The Offers contained in this Prospectus in electronic form is available only to persons accessing and downloading or printing the electronic copy of the Prospectus within Australia and is not available to persons in any other jurisdictions without the prior approval of the Company.

You should read this Prospectus in its entirety before deciding to invest in the Company and, in particular, in considering the prospects of the Company, you should consider the risk factors that could affect the Company's financial performance. You should consider these factors in the light of your personal circumstances (including financial and taxation issues). The key risk factors that should be considered by potential investors are outlined in section 5 of this Prospectus. If you have any questions, you should seek professional advice from your stockbroker, accountant or other professional adviser before deciding to invest in the Company.

Various risks may affect the future operating and financial performance of the Company and the value of an investment in the Company. Some of these risks are listed in section 5 of this Prospectus. The potential tax effects of participating in the offers will vary between investors. All investors should satisfy themselves of any possible tax consequences by consulting their own professional tax advisers.

Certain terms and abbreviations used in this Prospectus have defined meanings as set out in the glossary in Section 8. All financial amounts shown in this Prospectus are expressed in Australian dollars unless otherwise stated.

1 Background to the Capital Raising

1.1 Placement

On 23 April 2021, the Company announced a share placement at an issue price of 0.35 cents to raise up to \$3.83 million subject to shareholder approval (**Placement**).

Subject to shareholder approval, under the Placement:

- (a) up to 1,094,188,797 new shares would be issued to Investors (**Placement Shares**); and
- (b) Investors would also receive one (1) new attaching option for each Placement Share subscribed for, exercisable at 0.5 cents with an expiry date of 18 June 2023 (**Attaching Options**).

The Placement occurred in two tranches.

1.2 Tranche 1

In the first tranche, 879,903,083 Placement Shares were issued on 28 April 2021 to raise approximately \$3.08 million cash before costs. These shares were issued under the Company's placement capacity under Listing Rule 7.1 and enhanced placement capacity under Listing Rule 7.1A. Accordingly, shareholder approval was not required for the first tranche at the time of issue.

The Company will seek shareholder ratification of the prior issue at its Extraordinary General Meeting held on 18 June 2021 (**EGM**) of the first tranche of Placement Shares issued under the Company's placement capacity under Listing Rule 7.1.

1.3 Tranche 2

The Company is seeking Shareholder approval at its EGM to issue:

- (a) (**Attaching Options**) up to 879,903,083 Attaching Options under Listing Rule 7.1;
- (b) (**Chairman Shares and Attaching Options**) 214,285,714 Placement Shares and 214,285,714 Attaching Options to an entity associated with Analytica Chairman, Dr Monsour under Listing Rules 7.1 and 10.11.; and
- (c) (**Broker Options**) 25,000,000 options exercisable at 0.5 cents with an expiry date of 18 June 2023 to 180 Markets Pty Ltd who acted as lead manager to the Placement (**Broker Options**).

1.4 Executive Director Options

In addition to the approvals being sought at the EGM set out in section 1.3, the Company is seeking approval to issue 50,000,000 options exercisable at 0.5 cents with an expiry date of 18 June 2023 to executive director, Mr Ross Mangelsdorf or his nominee(s) (**Executive Director Options**).

2 Details of the Offers

2.1 Listed Options Offer

The Listed Options Offer is an offer of 1,169,188,797 Listed Options comprising:

- (a) 1,094,188,797 Attaching Options;
- (b) 25,000,000 Broker Options; and
- (c) 50,000,000 Executive Director Options,

to the Relevant Parties.

All Relevant Parties will be sent a copy of this Prospectus, together with an Application Form, only the Relevant Parties can accept the Listed Options Offer.

No funds will be raised from the issue of the Listed Options pursuant to the Listed Options Offer as the Listed Options are being issued for nil cash consideration in accordance with their terms as set out in section 6.2.

As stated above, the issue of the Listed Options to the Relevant Parties will be subject to Shareholder approval at the EGM. The Listed Options will be issued to the Relevant Parties as soon as practicable after the Closing Date of the Listed Options Offer.

The Listed Options Offer is not underwritten.

2.2 Cleansing Offer

The Cleansing Offer is an offer of up to 1,000 Shares (**New Shares**) at an issue price of 0.35 cents per New Share to raise up to \$3.50 (before costs). The Cleansing Offer will allow the Company to cleanse the issue of Placement Shares to the Company's Chairman, Dr Michael Monsour or his nominee(s).

The Cleansing Offer will only be extended to specific parties on invitation from the Directors. Cleansing Offer Application Forms will only be provided by the Company to these parties.

All Shares offered under this Prospectus will rank equally with Shares on issue at the date of this Prospectus.

2.3 Purpose of the Offers

(a) Listed Options Offer

The purpose of the Listed Options Offer is to facilitate secondary trading of the Listed Options and any Shares issued upon exercise of the Listed Options to be issued under the Offer.

Under the *ASIC Corporations (Sale Offers That Do Not Need Disclosure) Instrument 2016/80*, the sale of Listed Options will not require further disclosure under section 707 of the Corporations Acts because the Listed Options will be issued under this Prospectus and the exercise of the Listed Options will not involve any further offer by the Company.

The Company expects that all of the Listed Options offered under this Prospectus will be applied for by, and issued to, the Relevant Parties.

(b) **Cleansing Offer**

Generally, section 707(3) of the Corporations Act requires that a prospectus is issued in order for a person to whom securities were issued without disclosure under Part 6D of the Corporations Act to on-sell those securities within 12 months of the date of their issue.

Section 708A(5) of the Corporations Act provides an exception to section 707(3) where an entity issues a 'cleansing' notice under section 708A(5). The Company has been suspended from trading on the ASX for more than 5 days in the last 12 months and as a result is precluded from issuing a 'cleansing' notice in accordance with section 708A(5) of the Corporations Act.

Section 708A(11) of the Corporations Act provides an exemption from this general requirement where:

- (i) the relevant securities are in a class of securities of the company that are already quoted on ASX;
- (ii) a prospectus is lodged with ASIC either:
 - (A) on or after the day on which the relevant securities were issued but before the day on which the sale offer is made; or
 - (B) before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued; and
- (iii) the prospectus is for an offer of securities issued by the company that are in the same class of securities as the relevant securities.

This Prospectus has also been issued to comply with section 708A(11) of the Corporations Act to remove any trading restrictions that may have attached to the Chairman Shares so that the holder of the Chairman Shares, if it chooses to, may sell those Chairman Shares within the 12 months following their issue, without the issue of a prospectus.

2.4 ASX quotation of Listed Options

Application for Official Quotation of the Listed Options and New Shares offered pursuant to this Prospectus will be made to ASX within seven (7) days after the date of this Prospectus. The Listed Options will only be admitted to Official Quotation if the quotation requirements under the ASX Listing Rules are satisfied. If the quotation requirements are not satisfied or ASX otherwise does not grant Official Quotation of the Listed Options, the Listed Options will be issued unquoted.

The fact that ASX may grant Official Quotation to the Listed Options is not to be taken in any way as an indication of the merits of the Company or the Listed Options now offered under this Prospectus.

2.5 Offer Timetable

Action	Date
Lodge Prospectus with ASIC and ASX	Thursday, 17 June 2021
Offer Opening Date	Thursday, 17 June 2021
Issue of Chairman Shares	Friday, 18 June 2021
Offer Closing Date	5.00pm on Friday, 18 June 2021
Issue of Listed Options	Monday, 21 June 2021

The above dates are indicative only and may be subject to change. The Company reserves the right to vary these dates, including the Offer Closing Date, without prior notice but subject to any applicable requirements of the Corporations Act or the Listing Rules. This may include extending the Offer Closing Date or closing the Offers early, either generally or in particular cases.

2.6 Minimum subscription

There is no minimum subscription in relation to the Cleansing Offer.

2.7 Oversubscriptions

The Company will not accept any oversubscriptions in relation to the Cleansing Offer.

2.8 Application Forms

(a) Cleansing Offer

The Company will send this Prospectus, together with a Cleansing Offer Application Form, to selected persons whom the Directors determine are eligible to participate in the Cleansing Offer.

(b) Listed Options Offer

The Listed Options Offer is an offer to the Relevant Parties only.

Only the Relevant Parties can accept the Listed Options under the Listed Options Offer. A Listed Options Offer Application Form will be issued to the Relevant Parties together with a copy of this Prospectus. The Company will only provide a Listed Options Offer Application Form to the Relevant Parties.

Each Investor to whom a Listed Options Offer is made is deemed to have accepted the Listed Options Offer on the Listed Options Offer Application Form by subscribing for the relevant Placement. The Application Form does not need to be signed.

Acceptance of a completed Application Forms by the Company creates a legally binding contract between the Applicant and the Company for the number of Offer Securities accepted by the Company. The Application Forms do not need to be signed to be a binding acceptance of Offer Securities.

If an Application Form is completed incorrectly, the Company may, in its absolute discretion, still treat the Application Form to be valid. The Company's decision to treat an application as valid, or how to construe, amend or complete it, will be final.

If you are in doubt as to the course of action, you should consult your professional advisor.

2.9 Allotment of Listed Options

The Listed Options will be allotted in accordance with the terms of the Subscription Agreements and, in any event, will be allotted no later than the date that is 13 months after the date of this Prospectus.

2.10 No cooling off rights

Cooling off rights do not apply to an investment in Listed Options. Investors cannot withdraw their acceptance, except where permitted by law.

2.11 Overseas Investors

This Prospectus does not constitute an offer of securities in any jurisdiction where, or to any person to whom, it would not be lawful to issue the Prospectus. No action has been taken to register or qualify the Prospectus or otherwise to permit an offering of securities to any jurisdiction outside Australia.

This Prospectus does not, and is not intended to, constitute an offer of securities in any jurisdiction where, or to any person to whom, it would be unlawful to make such an offer or issue. This Prospectus has not been, nor will it be lodged, filed or registered with any regulatory authority under the securities laws of any other country.

(a) **Investors in the European Union – Germany**

The information in this Prospectus has been prepared on the basis that all offers of securities to investors resident in Germany will be made pursuant to an exemption under the Regulation (EU) 2017/1129 of the European Parliament and of the Council of the European Union (**EU Regulations**), as amended and implemented in member states of the European Economic Area (**Member States**), from the requirement to produce a prospectus for offers of securities.

This Prospectus has not been, and will not be, registered with or approved by any securities regulator in the European Union, including without limitation, Germany. Accordingly, this Prospectus may not be available, nor may the securities be offered for issue or sale in the European Union except to Shareholders resident in Germany in circumstances that do not require a prospectus under Article 1(4) of the EU Regulations.

In accordance with Article 1(4)(a) of the EU Regulation, an offer of securities in Germany is limited to persons who are 'qualified investors' (as defined in Article 2(e) of the EU Regulation).

If you reside in Germany at the time of the Offers, this Prospectus has been given to you on the basis that you are a 'qualified investor' (as defined in Article 2(e) of the EU Regulation). In the event that you are not a 'qualified investor', please do not act on this Prospectus. You may not forward or circulate this Prospectus to any other person.

An offer to the public of securities has not been made, and will not be made, in any Member States except to investors resident in Germany in circumstances that do not require a prospectus under Article 1(4) of the EU Regulation.

(b) **Investors in China**

This Prospectus has not been approved by, nor registered with, any competent regulatory authority of the People's Republic of China (excluding, for purposes of this paragraph, Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan) (**PRC**). Accordingly, the securities may not be offered or sold, nor may any invitation, advertisement or solicitation for securities be made from, within the PRC. This Prospectus does not constitute an offer of securities within the PRC.

The securities may not be offered or sold to legal or natural persons in the PRC other than to: (i) 'qualified domestic institutional investors' as approved by a relevant PRC regulatory authority to invest in overseas capital markets; (ii) sovereign wealth funds or quasi-government investment funds that have the authorisation to make overseas investments; or (iii) other types of qualified investors that have obtained all necessary PRC governmental approvals, registrations and/or filings (whether statutorily or otherwise).

2.12 **Risks**

Investors should carefully consider the risk factors in section 5 of the Prospectus. An investment in the Company involves various risks, a number of which are specific to the Company and the industry in which it operates. An investment in securities issued under this Prospectus should be regarded as speculative.

3 Capital structure – before issue of Listed Options and New Shares

3.1 Analytica Options

On the date of this Prospectus, the Company has following Options on issue.

Exercise Price	Expiry Date	Number of Analytica Options
1.3 cents	22 December 2021	70,000,000
1.3 cents	22 December 2021	2,500,000
1.3 cents	8 June 2022	41,000,000
1.036 cents	8 June 2022	33,350,000
1.3 cents	30 November 2022	20,000,000
Total		166,850,000

3.2 Market price of Shares

The highest and lowest market sale price of the Shares on ASX during the three calendar months immediately preceding the date of issue of this Prospectus and the last market price on the last day of trading before lodgement is set out below:

3 month high	3 month low	Last market sale price on 16 June 2021
0.5 cents	0.2 cents	0.2 cents

4 Effect of the Offers on the Company

4.1 Effect of the Offers on capital structure

The following table sets out the Company's current capital structure and its fully diluted capital structure immediately after the Offers, assuming that:

- (a) the Offers are completed;
- (b) no Options are exercised prior to the Listed Options Offer Closing Date; and
- (c) no new Shares (other than the Chairman Shares and New Shares) are issued before the issue date.

In this section 4, these assumptions are called the **Full Issue Assumptions**.

Analytica Share capital	
Shares on issue at the date of this Prospectus	4,399,515,415
Chairman Shares (subject to Shareholder approval)	214,285,714
New Shares to be issued under this Prospectus	1,000
Total issued share capital on completion of Offer (undiluted)	4,613,802,129
Options on issue	166,850,000
Listed Options proposed to be issued under this Prospectus (subject to Shareholder approval)	1,169,188,797
Total issued share capital on completion of the Offer (fully diluted)	5,949,840,926

The Company's actual position on the Offer Closing Date may differ from the positions illustrated in the pro-forma capital structure table above.

4.2 Effect of Cleansing Offer on the Company

After paying for the expenses of the Cleansing Offer of approximately \$18,000, there will be no proceeds from the Cleansing Offer. The expenses of the Cleansing Offer exceeding \$3.50 (being the amount raised if the Cleansing Offer is fully subscribed) will be met from the Company's existing cash reserves.

The Cleansing Offer will have a minimal effect on the Company's financial position, being receipt of funds of \$3.50 less costs of preparing the Prospectus.

4.3 Effect on control of the Company

The Offer is not expected to have a material effect on the control of the Company (as defined by section 50AA of the Corporations Act) of the Company.

5 Risk factors

5.1 General

There are a number of factors, both specific to the Company and of a general nature, which may affect the future operating and financial performance of the Company, its products, the industry in which it operates and the outcome of an investment in the Company. There can be no guarantee that the Company will achieve its stated objectives or that forward-looking statements will be realised.

This section describes certain, but not all, risks associated with an investment in the Company. Each of the risks set out below could, if it eventuates, have a materially adverse impact on the Company's operating performance, financial performance, financial position, liquidity and the value of its Shares.

Before deciding to invest in the Company, potential investors should read the entire Prospectus and the risk factors that could affect the financial performance of the Company.

You should carefully consider these factors in light of your personal circumstances and seek professional advice from your accountant, stockbroker, lawyer or other professional adviser before deciding whether to invest.

5.2 Specific Risk Factors

In addition to the general risks set out in sections 5.1 and 5.3, the Directors believe that there are a number of specific factors that should be taken into account before investors decide whether or not to apply for Listed Options. Each of these factors could have a materially adverse impact on the Company, its expansion plans, operating and product strategies and its financial performance and position.

These include:

(a) Impact of COVID-19

The ongoing COVID-19 pandemic has had a significant impact on the global and Australian economy and the ability of businesses, individuals and governments to operate. Emergency powers and restrictions have been enacted on an international, Federal and State level in Australia which, amongst other things, has restricted travel and the ability of individuals to leave their homes and travel to places of work.

COVID-19 has already increased unemployment in Australia and New Zealand and it could reduce further consumer and business discretionary spending and demand for the Company's products. Given the high degree of uncertainty surrounding the extent and duration of COVID-19, it is not currently possible to assess the full impact of COVID-19 on the Company's business.

However, a number of aspects of the Company's business may be directly or indirectly affected by government, regulatory or health authority actions, work stoppages, lockdowns, quarantines and travel restrictions associated with COVID-19, including disruption to the Company's supply chain and workforce, particularly the availability of products and logistics (including shipping of materials and finished goods) and government imposed shut downs of manufacturing and distribution centres affecting the supply of products to customers.

There is a risk that if the duration of events surrounding COVID-19 are prolonged, the Company may need to take additional measures in order to respond appropriately (eg restructuring to reduce further costs from its business and raising additional funding).

There are also other changes in the domestic and global macroeconomic environment associated with the events relating to COVID-19 that are beyond the control of the Company and may be exacerbated in an economic recession or downturn. These include but are not limited to (i) changes in inflation, interest rates and foreign currency exchange rates; (ii) changes in employment levels and labour costs; (iii) changes in aggregate investment and economic output; (iv) changes in availability and supply of components and production inputs sourced internationally due to changes in international shipping operations; (v) delays due to changes in customs and clearances; and (vi) other changes in economic condition which may affect the revenue or costs of the Company.

(b) Strategic Direction

The Company's strategic direction is to secure a transformational commercial transaction which may include a sale or commercial licence of its principal product lines, the sale of the company as a whole, a joint venture or broader commercial transaction. Based on advice from the Company's advisers and other market soundings, the Directors believe this is a realistically achievable objective.

There can be no assurance, however, that the Company will be able to secure such a commercial transaction, either at all or within the near term or on terms and conditions acceptable to the Company.

(c) Funding risk

The Company currently operates on a negative cash operating basis in that its operating expenses exceed its revenue. There is no guarantee that the monies raised under the Placement will be adequate or sufficient to meet the ongoing funding requirements of the Company under its current business plan.

If the Company requires access to further funding at any stage in the future, there can be no assurance that additional funds will be available either at all or on terms and conditions which are commercially acceptable to the Company. If the Company is unable to obtain such additional capital, it may be required to reduce the scope of its anticipated activities, which could adversely affect its business, financial condition and operating results.

(d) Product risk

The Company continues to improve the PeriCoach® device and to conduct ongoing trials.

There is an inherent risk with any new technological device that the PeriCoach® device and AutoStart® burette does not function or perform as expected and if this occurs there will be a material adverse effect on the Company's prospects and business generally.

The Company is dependent on the supply of raw materials for a number of different parts and components of its products. While the Company follows a quality control process there are possible situations where the quality of raw materials supplied will adversely affect the performance of the product. For example, currently there is a shortage of semiconductors which may delay production schedules for the PeriCoach. There is also a world shortage in containers which may delay delivery of components or finished goods.

(e) Intellectual property and patent risk

The ability of the Company to maintain protection of its proprietary intellectual property and operate without infringing the proprietary intellectual property rights of third parties is an integral part of the Company's business.

To protect its proprietary intellectual property, the Company has applied for patents, trademarks and design registrations in key markets for the base PeriCoach® technology and for the new accelerometer and gyroscope components. The

intellectual property applications (**IP Applications**) are at various stages. Patents have been granted in Australia, Japan and China for the base PeriCoach® technology. Patents for the PeriCoach® are pending in the European Union, India, the United States, and Brazil. Patents have been granted in the United States and Australia for the accelerometer and gyroscope inventions, with applications pending in Canada, China, Europe, Japan, Brazil and India. There is a risk that some or all of the outstanding IP Applications may not be granted, and the Company may not be able to prevent other persons from using the Company's intellectual property.

The granting of protection such as a registered patent does not guarantee that the rights of third parties are not infringed or that competitors will not develop technology to avoid the patent. Patents are territorial in nature and patents must be obtained in each and every country where protection is desired. There can be no assurance that any patents which the Company may own or control will afford the Company significant protection of its technology or its products.

(f) **Reverse engineering risk and trade secret risk**

There is a risk of the Company's products being reverse engineered or copied. The Company relies on trade secrets to protect its proprietary technologies, especially where it does not believe patent protection is appropriate or obtainable. However, trade secrets are difficult to protect. The Company relies in part on confidentiality agreements with its employees, contractors, consultants, outside scientific collaborators and other advisors to protect its trade secrets and other proprietary information.

These agreements may not effectively prevent disclosure of confidential information and may not provide an adequate remedy in the event of unauthorised disclosure of confidential information. Costly and time-consuming litigation could be necessary to enforce and determine the scope of the proprietary rights, and failure to obtain or maintain trade secret protection could adversely affect the Company's competitive business position.

(g) **Regulatory risk**

Government health regulations, which are subject to change, add uncertainty to obtaining approval to market medical devices and this risk increasingly also applies to mobile health applications that conform to certain device regulatory guidelines. There is a risk that the cost of compliance will exceed expectations and have an adverse impact on the financial position of the Company.

The United States and European Union are considered key markets by the Company. The Company has been granted ARTG marketing approval in Australia, 510(k) clearance to market the PeriCoach® device in the US and its territories, and has CE-marking allowing European supply, with certain additional approvals required on a country-by-country basis. The Company and its suppliers must also comply with production quality systems and may be audited/investigated at any time by regulatory bodies from jurisdictions for which PeriCoach has, or is applying for clearance. This may significantly impact on production, operational, and other project timelines, may incur significant compliance costs with an adverse impact on the financial position of the Company.

The Company has also recently entered into a distribution agreement for the Enhanced Infusion System in the Middle East with initial focus on Egypt. Distribution of the Enhanced Infusion System in Egypt is subject to Egyptian Ministry of Health clearance and there is no guarantee that such clearance will be obtained.

(h) **Sovereign risks**

The Company's operations in foreign countries such as the United States and China and in the Middle East (with its distribution partner) are subject to the risks associated in operating in foreign countries. These risks may include economic, social or political instability or change, hyperinflation, or changes of law affecting foreign ownership, government participation, taxation, working conditions, rates of exchange, exchange

control, export duties, capital controls, repatriation of income or return of capital, environmental protection, labour relations and government regulations that require the employment of local staff or contractors or require other benefits to be provided to local residents. No assurances can be given that the co-operation of such government authorities, if sought by the Company, will be obtained, and if obtained, maintained.

For example, there is an ongoing trade war between China, the United States and Australia with the imposition of tariffs on products. Events such as these and their consequences are difficult to predict and it is unclear whether further tariffs may be imposed or other escalating actions may be taken in the future.

It cannot be ruled out that the government of the Federal or relevant State governments of the United States, China or any other foreign jurisdiction in which the Company operates, may adopt substantially different laws, policies or conditions relating to foreign investment and taxation. The Company may also be hindered or prevented from enforcing its rights with respect to a governmental instrumentality because of the doctrine of sovereign immunity. Any future materially adverse changes in government policies or legislation in the United States, China or any other foreign jurisdiction in which the Company operates, in relation to foreign investment and ownership may affect the viability and profitability of the Company.

(i) Commercialisation risk

There can be no assurance that the Company's existing product or any new products or services that it develops will achieve market acceptance or will be commercialised, either on a timely basis or at all.

For example, the PeriCoach® product may not be able to be manufactured and sold at a price which gains market acceptance. The sensitive nature of the product means traditional marketing methods may be ineffective or cost-prohibitive. Alternative marketing methods may not achieve desired levels of market acceptance and sales.

New entrants to the industry or competing technologies that outperform the Company's products could be developed and successfully introduced, and as a result, there is a risk that the Company's products may not be able to compete effectively in its target markets.

An inability or material delay in the commercialisation of the Company's product would have an adverse impact on the revenue, financial performance, prospects and share price of the Company.

(j) Manufacturing strategy

The Company has adopted an outsourced manufacturing strategy to align with its current stage of operations. This manufacturing strategy has associated risks as the Company is unable to directly control delivery schedules, quality assurance, manufacturing yields and production costs. Problems in the Company's manufacturing and assembly processes could limit its ability to produce sufficient product to meet the demands of potential customers.

(k) Warranty risk and product liability

There is an inherent risk of defective workmanship or materials in the manufacture of the Company's products and for exposure to product liability for damages suffered by third parties attributable to the use of the product. Defective products may have a materially adverse impact on the Company's reputation, its ability to achieve sales and commercialise its products and on its financial performance due to warranty obligations.

(l) Personnel risk

The successful operation of the Company's business relies on its ability to retain experienced and high-performing key management personnel. The Company may not

successfully retain existing, and/or attract new, key management personnel. The unexpected loss of any key management personnel, or the inability on the part of the Company to attract experienced personnel, may adversely affect the Company's ability to develop and implement its business strategies.

(m) **Information technology**

The Company relies on its computer hardware, software and information technology systems. Should these not be adequately maintained, secured or updated or the Company's disaster recovery processes not be adequate, system failures may negatively impact on its performance.

(n) **Cyber Security**

The Company's information technology systems, including those supplied by external service providers, are subject to information security risks. Although the Company takes protective measures, its security systems, software and networks, including those supplied by external service providers, may be vulnerable to authorised access, misuse, computer viruses or other malicious code and other events. These threats could result in the unauthorised release, gathering, monitoring, misuse, loss or destruction of confidential information about the Company, its employees, customers or third parties.

An information security failure (including the impact of any cyber-attack), or more general mishandling of data, could have serious consequences for the Company including operational disruption, financial losses, a loss of customer or business opportunities, litigation, regulatory penalties or intervention, reputational damage, theft of intellectual property, loss or theft of customer data and could result in violations of applicable privacy laws.

(o) **Dividends**

There is no guarantee as to future earnings of the Company or that the Company will be profitable at any time in the future, and there is no guarantee that the Company will be in a financial position to pay dividends at any time in the future.

5.3 **General Risk Factors**

(a) **Share market**

On completion of the Offer, the Shares may trade on the ASX at higher or lower prices. The price at which the Shares trade on the ASX may be affected by the financial performance of the Company and by external factors over which the Directors and the Company have no control.

These factors include movements on international share and commodity markets, local interest rates and exchange rates, domestic and international economic conditions, government taxation, market supply and demand and other legal, regulatory or policy changes.

(b) **Dependence on general economic conditions**

The operating and financial performance of the Company is influenced by a variety of general economic and business conditions, including levels of consumer spending, inflation, interest rates and exchange rates, access to debt and capital markets, government fiscal, monetary and regulatory policies.

A prolonged deterioration in general economic conditions (whether or not due to COVID-19), including an increase in interest rates or a decrease in consumer and business demand, could be expected to have a materially adverse impact on the Company's business or financial condition. Changes to laws and regulations or accounting standards which apply to the Company from time to time could adversely impact the Company's earnings and financial performance.

(c) **Tax risk**

Any change to the company income tax rate in jurisdictions in which the Company operates will impact on shareholder returns, as will any change to the income tax rates applying to individuals or trusts. Any change to the tax arrangements between Australia and other jurisdictions could have an adverse impact on future earnings and the level of dividend franking. The Company has applied for and received research and development tax incentives. Compliance with the rules applicable to these incentives may be subject to audit by the ATO in the ordinary course.

(d) **Legislative and regulatory changes**

Legislative or regulatory changes in jurisdictions in which the Company operates, including property or environmental regulations or regulatory changes in relation to products sold by the Company, could have an adverse impact on the Company.

6 Rights attaching to securities

6.1 Rights attaching to Shares

(a) **General**

The rights and liabilities attaching to Shares are set out in the Company's constitution and are regulated by the Corporations Act, the Listing Rules, the rules of ASX Settlement and the general law. Set out below is a summary of the principal rights and liabilities attaching to Shares. This summary is not exhaustive and is not a definitive statement of the rights and liabilities of Shareholders.

(b) **Voting rights**

Subject to any rights or restrictions for the time being attached to any class or classes of Shares, at a general meeting, every Shareholder present in person or by proxy, representative or attorney has one vote on a show of hands and, on a poll, one vote for each fully paid Share. If a Share is a partly paid Share, the holder has a vote in respect of each share on a poll that has the same proportionate value as the proportion that the amount paid (excluding any amount paid or credited as paid in advance of a call) on the share bears to the total Offer Price of the share.

A Shareholder is not entitled to vote at a general meeting unless all calls and other sums presently payable by the member in respect of a share have been paid. Where a Share or partly paid share is jointly held, only the vote of the member whose name appears first in the register of members counts.

(c) **General Meeting and Notices**

Each Shareholder is entitled to receive notice of, and to attend and vote at, the Company's general meetings and to receive all notices, accounts and other documents required to be sent to Shareholders under the constitution, the Corporations Act or the Listing Rules.

(d) **Dividends**

Subject to any special rights or restrictions attached to any Shares, the Directors may from time to time at their discretion, declare or determine, and pay dividends in the manner prescribed by law.

The Company shall not be liable for any interest in respect of dividends payable to Shareholders.

(e) **Variation of Class Rights**

At present, the Company only has ordinary Shares on issue and has no current plans to create further classes of Shares. The rights and restrictions attaching to a class of the Company's Shares can only be altered with the consent or a special resolution passed at a separate meeting of the holders of that class of share by 75% of those holders, who, being entitled to do so, vote at that meeting or with the written consent of members with at least 75% of votes in the class.

(f) **Further Issues of Shares and Options**

The Directors may, subject to the Corporations Act, the Listing Rules or any special rights conferred on the holders of any Share or class of Share, issue or dispose of Shares or grant options over Shares to any person at any time and on any terms and conditions as they think fit.

(g) **Pre-Emptive Rights**

Holders of Shares do not have any pre-emptive rights under the constitution. Under the Listing Rules, certain restrictions apply to a listed company offering its Shares otherwise than pro-rata among shareholders.

(h) **Winding Up**

If, on winding up of the Company, there remains a surplus, that surplus will, subject to the terms of issue of each share, the Act, the Listing Rules, and any agreement between a Shareholder and the Company to the contrary, be divided amongst the Shareholders in proportion to the amounts paid up on their Shares.

(i) **Small Holdings**

The Directors may resolve to deliver a notice to a Shareholder who holds less than a marketable parcel of shares (**Small Holding**). The notice must advise the Shareholder that the Company intends to sell the Small Holding and state that unless the Shareholder requests the Company to exempt the Small before the relevant date the Small Holding will be sold.

(j) **Buy Backs**

Subject to applicable laws, in particular the Corporations Act and the Listing Rules, the Company may buy back shares on such terms and conditions as the Board may determine from time to time.

(k) **Transfer of Shares**

Subject to the Listing Rules and the constitution, the shares are transferable in accordance with CHESS (for CHESS Approved Securities), by instrument in writing in any usual or common form or in any other form that the Directors approve.

(l) **Directors**

The minimum number of Directors is three and the maximum 12. The Board may appoint additional Directors to fill a casual vacancy. The Directors may not reduce the minimum number of Directors below the number in office at the time of the reduction.

A Director must retire from office no later than the longer of (i) the third annual general meeting or (ii) three years. Any Managing Director is exempted from retirement by rotation. A retiring Director is eligible for re-election.

(m) **Indemnities and Insurance**

The Company, to the extent permitted by law and subject to the Corporations Act, indemnifies current and past Directors, secretaries and executive officers of the Company and of any subsidiary of the Company against a liability incurred by the person acting in that capacity and against all legal costs incurred in connection with

proceedings in which the person becomes involved because of that capacity. The Company may pay the premium on a policy of insurance in respect of a person who is or has been an Executive Director or Non-Executive Director of the Company to the extent permitted by law.

(n) **Amendment of the Constitution**

The Corporations Act provides that the constitution of a company may be modified or repealed by a special resolution passed by the members of the Company. The Company's constitution does not impose any further requirements to be complied with to effect a modification of the constitution, or to repeal it.

6.2 **Listed Options**

(a) **Entitlement**

Subject to and conditional upon any adjustment in accordance with these conditions, each Option entitles the holder to subscribe for one fully paid ordinary share (**Share**) upon payment of the Exercise Price.

(b) **Exercise Price**

The Exercise Price of each Option is 0.5 cents (**Exercise Price**).

(c) **Exercise Period**

An Option is exercisable at any time on or before 5.00pm (Brisbane time) on 18 June 2023 (the **Expiry Date**). Options not exercised by the Expiry Date lapse.

(d) **Manner of exercise of Options**

Each Option may be exercised by notice in writing addressed to the Company's registered office. The minimum number of Options that may be exercised at any one time is 500,000 or the balance of any Options held by the Option holder. Payment of the Exercise Price for each Option must accompany each notice of exercise of option. All cheques must be payable to the Company and be crossed 'not negotiable'.

(e) **Ranking of Shares**

Shares issued on the exercise of Options will rank equally with all existing shares on and from the date of issue in respect of all rights issues, bonus share issues and dividends which have a record date for determining entitlements on or after the date of issue of those shares

(f) **Timing of issue of shares**

After an Option is validly exercised, the Company must as soon as possible:

- (i) issue and allot the share within 10 business days; and
- (ii) do all such acts matters and things to obtain the grant of quotation for the shares on ASX no later than 10 business days from the date of exercise of the Option.

(g) **Options transferrable**

Options may be transferred in the same manner as shares and may be exercised by any other person or body corporate.

(h) **Participation in new issues**

An Option holder may participate in new issues of securities to holders of shares only if and to the extent that:

- (i) an Option has been exercised; and
- (ii) a share has been issued in respect of the exercise before the record date for determining entitlements to the new issue.

(i) **Adjustment for bonus issues of shares**

If the Company makes a bonus issue of shares or other securities to existing shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):

- (i) the number of shares which must be issued on the exercise of an Option will be increased by the number of shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and
- (ii) no change will be made to the Exercise Price.

(j) **Reconstructions**

If there is any reconstruction of the issued share capital of the Company, the number of shares to which the Option holder is entitled, and/or the Exercise Price, must be reconstructed in a manner which complies with the Listing Rules (which will not result in any benefits being conferred on the Option holder which are not conferred on shareholders and subject to the provisions with respect to rounding of entitlements as sanctioned by the meeting of shareholders approving the reconstruction of capital), but in all other respects, the terms for the exercise of an Option will remain unchanged.

7 Additional Information

7.1 Prospectus availability

Shareholders can obtain a copy of this Prospectus on the Company's website at <https://www.analyticamedical.com/Releases-2021.html>. If you access the electronic version of this Prospectus, you should ensure that you download and read the entire Prospectus.

The electronic version of this Prospectus on the Company's website will not include a personalised Application Form. The Listed Options Offer is open to Relevant Parties only. An Application Form will only be provided to the Relevant Parties.

The Corporations Act prohibits any person from passing the Application Form on to another person unless it is attached to a hard copy of this Prospectus or a complete and unaltered electronic version of this Prospectus.

7.2 Continuous disclosure and inspection of documents

The Company is a disclosing entity for the purpose of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or value of the securities in the Company.

Having taken such precautions and having made all enquiries as are reasonable, the Company believes that it has complied with the general and specific disclosure requirements of the Corporations Act and Listing Rules, which require the Company to notify ASX of information about specific events or matters as they arise, for the purpose of ASX making that information available to the market conducted by ASX.

This Prospectus is issued under section 713 of the Corporations Act. This section enables disclosing entities to issue a prospectus in relation to securities, or options to acquire securities, in a class which has been continuously quoted by ASX at all times during the 12 months before the date of the Prospectus. Apart from prescribed matters, this Prospectus need only contain information relating to the terms and conditions of the Offer, the effect of the Offer on the Company and the rights and liabilities attaching to the new Shares. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the Company. Accordingly, this Prospectus does not contain the same level of disclosure as an initial public offer prospectus.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an office of ASIC.

The Company will make available a copy of each of the following documents, free of charge, to any person who asks for it during the Offer period:

- (a) The annual financial report for the year ended 31 June 2020 (being the annual financial report most recently lodged with ASIC in relation to the Company before the issue of this Prospectus), a copy of which was lodged with ASX on 31 August 2020. A copy of the 2020 Annual Report is available at <https://www.analyticamedical.com/Releases-AnnualReports.html>
- (b) The report for the half-year ended 31 December 2020 lodged with ASX on 31 March 2021. A copy of the 31 December 2020 Half Year Financial Report is available at <https://www.analyticamedical.com/Releases-4D.html>.

- (c) Any continuous disclosure notices given by the Company after the lodgement with ASIC of the annual financial report referred to above and before the lodgement with ASIC of a copy of this Prospectus. These include the following announcements:

Date lodged	Announcement
31 August 2020	Appendix 4E and Full Year Statutory Accounts
31 August 2020	Annual Corporate Governance Statement
31 August 2020	Appendix 4G
26 October 2020	Letter to shareholders regarding Notice of Meeting
26 October 2020	Notice of Annual General Meeting and sample proxy form
30 October 2020	Appendix 4C – quarterly
20 November 2020	PeriCoach positive clinical trial results
20 November 2020	PeriCoach Randomised Clinical Trial Result
24 November 2020	PeriCoach Health Economics Whitepaper
26 November 2020	CEO presentation to AGM
26 November 2020	Chairman's address to Shareholders
26 November 2020	Results of meeting
9 December 2020	Expiry of unlisted options
29 December 2020	R and D tax incentive receipt
29 January 2021	Appendix 4C - quarterly
26 February 2021	Appendix 4D and Half year accounts
30 March 2021	PeriCoach China joint venture
31 March 2021	Audit reviewed 31 December 2020 half year accounts
20 April 2021	Middle East marketing distribution agreement for EIS system
21 April 2021	Trading Halt
23 April 2021	Capital Raising Placement
23 April 2021	Proposed issue of Securities - ALT
28 April 2021	Appendix 2A
28 April 2021	Notice under section 708A of the Corporations Act 2001
29 April 2021	Appendix 4C – quarterly
30 April 2021	USA Pericoach patent granted concerning motion sensors
30 April 2021	Change in substantial holding
30 April 2021	Change in substantial holding
17 May 2021	Notice of Extraordinary General Meeting

This Prospectus contains details specific to the Offers. If Investors require any further information in relation to the Company, the Directors recommend that those persons take advantage of the ability to inspect or obtain copies of the documents referred to above.

7.3 Interests of Directors

Except as disclosed in this Prospectus, no Director:

- (a) holds or has held in the last two years before the lodgement of this Prospectus with ASIC any interest in:
 - (i) the formation or promotion of the Company; or
 - (ii) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer under this Prospectus; or
 - (iii) the Offer under this Prospectus, or
- (b) has been paid or has agreed to be paid or has received or has agreed to receive any benefits:
 - (i) to induce them to become or to qualify as a Director; or
 - (ii) for services rendered by them in connection with the formation or promotion of the Company or the Offer under this Prospectus.

7.4 Remuneration

The maximum aggregate amount of fees that can be paid to non-executive directors is subject to approval by shareholders at the Annual General Meeting (**AGM**), the current maximum is \$550,000 which was approved at the 2011 AGM.

In November 2004, the Board set individual directors fees at \$50,000 per annum plus statutory superannuation and the chairman's fee at \$75,000 plus statutory superannuation. Based on the current board structure total fees paid on a yearly basis will be \$225,000 plus statutory superannuation.

Directors' remuneration for the last two years was as follows:

Director	Salary and fees (\$)		Other (\$)		Total (\$)	
	FY2020	FY2019	2020	2019	2020	2019
Dr M Monsour	82,125	82,125			82,125	82,125
Mr R Mangelsdorf	192,720	192,720		6,498	192,720	199,218
*Dr T Lönngren	54,750	54,750			54,750	54,750
Dr P Corr	54,750	54,750		6,498	54,750	61,248

* Resigned from the board on 18 August 2020

Directors are entitled to be reimbursed for their reasonable expenses incurred in connection with the affairs of the Company. Directors may also be entitled to participate in equity based remuneration schemes. Shareholders must approve the framework for any equity based compensation schemes and if a recommendation is made for a director to participate in an equity scheme, that participation must be specifically approved by Shareholders.

The Company also pays premiums to insure all of the Directors against liabilities for costs and expenses incurred by them in defending legal proceedings arising from their conduct whilst acting in the capacity as Director.

7.5 Shareholdings and option holdings of Directors

The Directors are not required under the Company's Constitution to hold any Shares in the Company. The following table sets out the relevant interests in Analytica Shares and Analytica Options held by each Director as at the date of this Prospectus:

Director	Shares held directly	Shares held indirectly	Options held (directly and indirectly)
Dr M Monsour	4,180,999	875,294,915	20,000,000
Mr R Mangelsdorf	348,763	108,660,879	20,000,000
*Dr T Lönngren			20,000,000
Dr P Corr		360,790,157	10,000,000

* Resigned from the board on 18 August 2020

7.6 Disclosure of interests of advisers

Except as set out in this Prospectus, no person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus:

- (a) has any interest, or has had any interest during the last two years, in the formation or promotion of the Company, or in property acquired or proposed to be acquired by the Company in connection with its formation or promotion, or the Offer; or
- (b) has been paid, or has agreed to be paid, any amount and has received or has agreed to receive any benefit that has been given, or agreed to be given, in connection with the services provided by the person in connection with the formation or promotion of the Company, or the Offer.

Thomson Geer has acted as solicitors to the Company in relation to the Offer. The Company estimates it will pay Thomson Geer \$15,000 (excluding GST and disbursements) for these services.

7.7 Taxation

Taxation implications will vary depending upon the specific circumstances of individual Shareholders. It is the responsibility of all investors to satisfy themselves of the particular tax consequences that apply to them, by consulting their own professional financial and taxation advisers. Neither the Company nor any of its officers, employees or agents, nor its taxation or other advisers accepts any liability or responsibility in respect of taxation consequences connected with the Offers.

7.8 Privacy

The Company and the Registry collect, hold and use your personal information in order to service your needs as a Shareholder and Optionholder, provide facilities and services that are requested and carry out appropriate administration.

Company and tax laws require some of the information to be collected. The Company and the Registry may disclose your personal information for purposes related to your shareholding or optionholding to their agents and service providers including those listed below or as otherwise authorised under the *Privacy Act 1988* (Cth):

- (a) the Registry for ongoing administration of the register; and
- (b) printers and mailing houses for the purposes of preparation and distribution of Shareholder, Optionholder and Listed Option Holder information and for handling of mail.

Under the *Privacy Act 1988* (Cth), you may request access to your personal information held by (or on behalf of) the Company or the Registry. You can request access to your personal information by telephoning or writing to the Company through the Registry on 1300 554 474 or email at registrars@linkmarketservices.com.au.

7.9 Consents and disclaimers

None of the persons named below has authorised or caused the issue of this Prospectus or made any statement that is included in this Prospectus, or any statement on which a statement made in this Prospectus is based, except as stated below. Each of the persons named below expressly disclaims and takes no responsibility for any statements or omissions from this Prospectus. This applies to the maximum extent permitted by law and does not apply to any matter to the extent to which consent is given below.

Thomson Geer has given its written consent to being named as Australian legal advisers to the Company in this Prospectus. Thomson Geer has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

Link Market Services Limited has given its written consent, and has not withdrawn its consent, to be named as Share Registry in the form and context in which it is named in this Prospectus.

7.10 Future performance and forward looking statements

This Prospectus may contain forward looking statements with respect to the financial condition, results of operations, projects and business of Analytica. These forward looking statements involve known and unknown risks, uncertainties and other factors which are subject to change without notice.

Analytica gives no assurance that the anticipated results, performance or achievements expressed or implied in those forward looking statements will be achieved or that actual outcomes will not differ materially from these statements. Except as required by law, and only to the extent so required, no person warrants or guarantees the future performance of the Company or any return on any investment made pursuant to these Offers.

7.11 Past performance

Past Share price performance provides no guarantee or guidance as to future Share price performance. Past performance information given in this Prospectus is provided for illustrative purposes only and should not be relied upon as (and is not) an indication of future performance. The historical information in this Prospectus is, or is based upon, information that has been released to the market. For further information, please see past announcements released to the ASX.

7.12 Transaction Costs

The estimated costs of the Offers, including advisory and legal fees, as well as printing, advertising and other expenses are currently estimated to be approximately \$18,500 comprising ASIC lodgement fees and legal fees.

7.13 Governing law

This Prospectus is governed by the laws of Queensland.

7.14 Electronic prospectus

Pursuant to ASIC Regulatory Guide 107, ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic prospectus on the basis of a paper prospectus lodged with ASIC, and the publication of notices referring to an electronic prospectus, subject to compliance with certain conditions.

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please contact the Company and the Company will send to you, free of charge, either a hard copy or a further electronic copy of this Prospectus or both. Alternatively, you may obtain a copy of this Prospectus from the website of the Company at <https://www.analyticamedical.com/Releases-2021.html>.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

7.15 Enquiries

If you are uncertain about any aspect of this Prospectus, including whether the Offer is a suitable investment for you, you should seek professional advice from your stockbroker, lawyer, accountant or other professional adviser.

7.16 Expiry date

No securities will be offered on the basis of this Prospectus later than 13 months after the date of this Prospectus.

7.17 Consent to lodgement

This Prospectus is issued by the Company. Each Director has consented (and has not withdrawn their consent) to the lodgement of this Prospectus with ASIC as required by section 720 of the Corporations Act.

This Prospectus is authorised by each of the Directors.

Applicant means a person who submit an Application Form.

Application Form means the application forms provided by the Company in respect of the Offers.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ABN 98 008 624 691 or, as the context requires, the securities market operated by ASX Limited.

Analytica or Company means Analytica Limited ACN 006 464 866

Attaching Option has the meaning given to that term in section 1.1(b) of this Prospectus.

Board and **Board of Directors** means the Directors of the Company acting as a board.

Broker Options has the meaning given to that term in section 1.3(c) of this Prospectus.

Chairman Shares means 214,285,714 Placement Shares to be issued, subject to Shareholder approval, to an entity associated with Analytica Chairman, Dr Monsour.

Cleansing Offer means the offer of up to 1,000 Shares at an issue price of 0.35 cents per Shares.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means each director of the Company at the date of this Prospectus.

Dollars, \$ and A\$ means Australian dollars unless otherwise indicated.

Executive Director Options has the meaning given to that term in section 1.4 of this Prospectus.

Investor means “sophisticated investors” or “professional investors” as those terms are defined or used, as the case may be, in sections 708(8) and 708(11) respectively of the Corporations Act, or a person to whom disclosure is not otherwise required in accordance with section 708 of the Corporations Act.

Listed Option means an Option with the terms and conditions set out in Section 6.2 and includes the Attaching Options, Broker Options and Executive Director Options.

Listed Option Terms means the terms and conditions of the Listed Options set out in section 6.2 of this Prospectus.

Listed Options Offer means the offer of up to 1,169,188,797 Listed Options to be issued to the Relevant Parties.

Listing Rules means the listing rules of ASX as in force from time to time.

New Shares has the meaning given to that term in section 2.1 of this Prospectus.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Offers means the Cleansing Offer and Listed Options Offer and **Offer** means any one of them.

Offer Closing Date means 5.00pm on 18 June 2021.

Offer Opening Date means on 17 June 2021.

Offer Securities means the New Shares and Listed Options.

Placement has the meaning in section 1.1 of this Prospectus.

Placement Share means a Share issued under the Placement.

Prospectus means this document (including any electronic form of this Prospectus), and any supplementary or replacement prospectus in relation to this document.

Registry means Link Market Services Limited.

Register means the Company's register of Shareholders, Optionholders or Listed Option Holders, as the context requires.

Relevant Parties means the Investors, 180 Markets Pty Ltd, Dr Michael Monsour (or his nominee(s)) and Mr Ross Mangelsdorf or his nominee(s).

Shares means fully paid ordinary shares in the capital of the Company.

Shareholder means a holder of Shares.

References to time are references to Sydney time.

Corporate Directory

Directors and Senior Management

Dr Michael Monsour – Non Executive Chairman

Mr Ross Mangelsdorf – Executive Director

Dr Peter Corr – Non Executive Director

Mr Geoff Daly – Chief Executive Officer

Mr Bryan Dulhunty – Company Secretary

Registered office

Analytica Limited

c/o Advance Chartered Accountants
222 Bazaar Street
Maryborough Qld 4655
(07) 3278 1950

Website

<https://www.analyticamedical.com>

Legal advisors

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Share Registry

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