

## **Pre-Quotation Disclosure Announcement**

### **Bio-Gene Technology Limited completes IPO and ASX Listing**

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Bio-Gene Technology Limited (ASX: BGT, “Bio-Gene” or “the Company”), an agtech development company enabling the next generation of novel insecticides to address insecticide resistance, is pleased to announce it has successfully raised AUD\$7,100,000 (having accepted \$100,000 out of oversubscriptions) and completed the issue of 35,500,000 fully paid ordinary shares (New Shares) at an issue price of \$0.20 per New Share under the Equity Offer made in its prospectus dated 5 October 2017 and lodged with ASIC on the same date (Prospectus).

The following information is given for release to the market in connection with the commencement of official quotation of the Company’s shares on the Australian Securities Exchange (ASX).

Unless defined in this announcement, capitalised terms have the meanings as described in the Prospectus.

#### *Close of the Offers and issue of New Shares and Broker Options*

The Company confirms all Offers made under the Prospectus have closed.

#### *Issue of New Shares*

The Company confirms it has issued 35,500,000 New Shares under the Equity Offer at an issue price of \$0.20 per New Share. The Company has received cleared funds for the issue price of the New Shares (being AUD\$7,100,000).

Following the issue, the Company has 126,724,471 shares (Shares) on issue.

The Company confirms that, at the time of admission to the official list of ASX, it will have a free float of at least 20%.

#### *Issue of Broker Options*

The Company further confirms the issue of 2,000,000 options (Broker Options) under the Broker Options Offer. Each Broker Option is exercisable at \$0.20 and expire 3 years from the date of issue (being 24 November 2020).

#### *Completion of allocation of New Shares*

The basis of the allocation of New Shares under the Equity Offer made under the Prospectus are set out in section 11.1 of the Prospectus.

Holding statements confirming the allocation of New Shares were dispatched to successful Applicants on 24 November 2017.

### *Satisfaction of spread requirements*

The Company confirms:

- there are at least 300 non-affiliated shareholders, each having a parcel of shares with a value of at least \$2,000 (based on the Equity Offer Price of \$0.20); and
- at least 20% of the Company's shares are not held by related parties.

A distribution schedule setting out the total number of Shareholders (including the number of Shareholders by size category) and a statement setting out the names of the 20 largest Shareholders (including the number and percentage of shares in the Company held by those Shareholders) have been released on the ASX Market Announcements Platform.

### *Use of funds*

The Company confirms its commitments in relation to the use of funds are acceptable to ASX and consistent with its business objectives to spend at least half of its cash and assets (in a form readily convertible to cash).

The Company's proposed use of funds has been released on the ASX Market Announcement Platform.

### *Holding statements and refunds*

CHESS transaction confirmation statements and issuer sponsored holding statements stating the number of New Shares issued to each successful Applicant under the Equity Offer were sent to successful Applicants on 24 November 2017.

If applicable, refunds have been made in accordance with the Corporations Act 2001 (Cth).

### *ASX Corporate Governance Statement*

The Company confirms that it has provided to ASX a statement disclosing the extent to which the Company will follow, as at the date of admission to the official list of ASX, the recommendations set by the ASX Corporate Governance Council (Corporate Governance Statement).

The Corporate Governance Statement has been released on the ASX Market Announcements Platform.

### *Shares and Broker Options subject to escrow arrangements*

#### Shares

The Company confirms 22,267,473 Shares are subject to mandatory escrow arrangements. The expiration of the mandatory escrow period imposed on Shares are as set out below:

SHARES	ESCROWED UNTIL
629,217	23 February 2018
586,957	24 March 2018
5,343,123	28 June 2018
338,573	29 June 2018

112,500      26 July 2018  
2,733,798      28 September 2018  
12,523,305      24 months from admission to the official list of ASX

The Company advises 17,267,932 Shares are subject to voluntary escrow for 6 months from the Company's admission to the official list of ASX. There is an overlap of 170,250 Shares that are both voluntarily and mandatorily escrowed. The restriction on these 170,250 Shares will lapse on 28 June 2018.

#### Broker Options

All 2,000,000 Broker Options are subject to an escrow period that will expire 24 months from the Company's admission to the official list of ASX.

#### *Loyalty Options*

As set out in the Prospectus, Loyalty Options will be received by the holders of shares as at the record date to be announced by the Company (with an eligible address). In the event a holder of Shares at listing sells their Shares and then buys shares again before the record date, they will receive the Loyalty Options for the Shares they bought.

Further information, including proposed terms of the Loyalty Options and the holders Loyalty Options are proposed to be issued to are set out in Section 10.9 of the Prospectus.

#### *Further information*

Further information can be obtained by contacting the Company's secretary, Roger McPherson, at [bgt.info@bio-gene.com.au](mailto:bgt.info@bio-gene.com.au).



Roger McPherson  
Company Secretary

#### **About Bio-Gene Technology Ltd**

Bio-Gene is an Australian AgTech development company enabling the next generation of novel insecticides to address the global problems of insecticide resistance and toxicity. Its novel platform technology is based on a naturally occurring class of chemicals known as beta-triketones.

Beta-triketone compounds have demonstrated insecticidal activity (e.g. kill or knock down insects) via a novel mode of action in testing performed to date. This platform may provide multiple potential new solutions for insecticide manufacturers in applications across animal health and crop protection, as well as in public health, and in consumer applications.

The Company's aim is to develop and commercialise a broad portfolio of targeted insect control and management solutions.