



## IMAGION BIOSYSTEMS LIMITED

(ASX: IBX)

3 October 2018

### Despatch of Offer Document Pro-Rata Non-Renounceable Rights Issue

Imagion Biosystems Limited (the **Company**) confirms that the Entitlement Offer Document and personalised Entitlement and Acceptance Form for its pro-rata non-renounceable entitlement offer are being despatched to Eligible Shareholders today.

**Attached** is a copy of the Entitlement Offer Document and sample Entitlement and Acceptance Form.

Under the Entitlement Offer which was announced on 20 September 2018, Eligible Shareholders are invited to subscribe for one new fully paid ordinary share in the capital of the Company for every two fully paid ordinary shares held as at the Record Date of 7.00pm (Melbourne time) Friday 28 September 2018, at an offer price of \$0.04 per share.

The Entitlement Offer opened today, and will close at 5.00pm (Melbourne time) on Wednesday 17 October 2018 (unless varied).

Shareholders who have questions about the Entitlement Offer should contact the Company Secretary at corpsecretary@imagionbio.com or the Company's share registry Boardroom Pty Limited on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia).

**-ENDS**

For further information please visit [www.imagionbiosystems.com](http://www.imagionbiosystems.com)

#### U.S. Media Contact:

Matthew Wygant

[matthew@biotechwriting.com](mailto:matthew@biotechwriting.com)

+1-408-905-7630

#### Australian Media & Investor Relations:

Matt Wright, NWR Communications

[matt@nwrcommunications.com.au](mailto:matt@nwrcommunications.com.au)

+61-451-896-420



## **IMAGION BIOSYSTEMS LIMITED**

**ACN 616 305 027**

### **INFORMATION BOOKLET**

A pro rata non-renounceable entitlement offer of one (1) new share for every two (2) ordinary shares at \$0.04 per new share to raise approximately \$4.28 million

Valid acceptances must be received by  
5.00pm (Melbourne time) on Wednesday, 17 October 2018 (unless extended)

If you are an Eligible Shareholder, this document is important and requires your immediate attention. It should be read in its entirety. This document is not a prospectus under the *Corporations Act 2001* (Cth) and has not been lodged with the Australian Securities & Investments Commission. If you have any questions, you should contact your stockbroker, solicitor, accountant or other professional adviser.

**NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES OF AMERICA**

## Table of contents

<b>IMPORTANT NOTICES .....</b>	<b>1</b>
<b>CHAIRMAN'S LETTER.....</b>	<b>4</b>
<b>SUMMARY OF ENTITLEMENT OFFER.....</b>	<b>6</b>
<b>CAPITAL STRUCTURE.....</b>	<b>6</b>
<b>KEY DATES.....</b>	<b>6</b>
<b>1. DETAILS OF THE OFFER .....</b>	<b>8</b>
1.1 Overview.....	8
1.2 No Entitlement Trading .....	8
1.3 Right to apply for Shortfall Shares.....	9
1.4 Ineligible Shareholders .....	9
1.5 Record Date and Entitlements .....	9
1.6 Opening and Closing Date for Applications.....	9
1.7 New Zealand Securities Law Requirements .....	10
1.8 Lead Manager Mandate .....	10
1.9 Application Monies.....	11
1.10 ASX Quotation .....	11
1.11 Issue of New Shares.....	11
1.12 Ranking of New Shares .....	11
1.13 Discretions .....	11
1.14 Foreign Shareholders.....	12
<b>2. HOW TO APPLY .....</b>	<b>13</b>
2.1 Shareholder's choices.....	13
2.2 Taking up all of your Entitlement or taking up all of your Entitlement and applying for Shortfall Shares .....	13
2.3 Taking up part of your Entitlement and allow for the balance to lapse .....	14
2.4 Allow your Entitlement to lapse .....	14
2.5 Consequences of not accepting your Entitlement .....	14
2.6 Payment.....	15
2.7 No minimum subscription .....	15
2.8 Entitlement and Acceptance Form is binding.....	15
2.9 Brokerage and stamp duty .....	17
2.10 Notice to nominees and custodians .....	17
<b>3. DEFINITIONS .....</b>	<b>18</b>
<b>4. INVESTOR PRESENTATION .....</b>	<b>20</b>

## IMPORTANT NOTICES

This Information Booklet is dated Monday, 24 September 2018.

The Entitlement Offer is being made without a prospectus under section 708AA *Corporations Act 2001* (Cth) (**Corporations Act**) (as notionally modified by ASIC Corporations (Non-Traditional Rights Issue) Instrument 2016/84). This Information Booklet does not contain all of the information which a prospective investor may require to make an informed investment decision. The information in this Information Booklet does not constitute financial product advice and does not take into account your investment objectives, financial situation or particular needs.

This Information Booklet is important and should be read in its entirety before deciding to participate in the Entitlement Offer. This Information Booklet is not a prospectus under the Corporations Act and has not been lodged with ASIC. Imagion Biosystems Limited (ACN 616 305 027) (**IBX**) may make additional announcements after the date of this Information Booklet and throughout the period that the Entitlement Offer is open that may be relevant to your consideration about whether you should participate in the Entitlement Offer.

No party other than IBX has authorised or caused the issue of this Information Booklet, or takes any responsibility for, or makes, any statements, representations or undertakings in this Information Booklet or for any action you take in reliance on this Information Booklet.

The Lead Manager has not authorised, permitted or caused the issue or lodgement, submission, dispatch or provision of this Information Booklet and there is no statement in this Information Booklet which is based on any statement made by its or by any of its affiliates, officers, employees or advisers. To the maximum extent permitted by law, the Lead Manager and each of its affiliates, officers, employees and advisers expressly disclaim all liabilities in respect of, and make no representations or warranties regarding, and take no responsibility for, any part of this Information Booklet other than references to their names and make no representation or warranty as to the currency, accuracy, reliability or completeness of this Information Booklet.

By returning an Entitlement and Acceptance Form or otherwise paying for your New Shares through BPAY® in accordance with the instructions on the Entitlement and Acceptance Form, you acknowledge that you have read this Information Booklet and you have acted in accordance with and agree to the terms of the Entitlement Offer detailed in this Information Booklet.

### Foreign Offers

This Information Booklet and the accompanying Entitlement and Acceptance Form do not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make that offer or invitation. In particular, this Information Booklet does not constitute an offer to Ineligible Shareholders and may not be distributed in any other jurisdiction other than Australia and New Zealand and the New Shares may not be offered or sold, directly or indirectly, to persons in any other jurisdiction other than Australia and New Zealand.

This Information Booklet is not to be distributed in, and no offer of New Shares is to be made in countries other than Australia and New Zealand. The distribution of this Information Booklet (including an electronic copy) in other jurisdictions may be restricted by law and, therefore, persons who come into possession of this Information Booklet should seek advice on and observe these restrictions. Any failure to comply with these restrictions may constitute a violation of applicable securities laws.

No action has been taken to register or qualify the Entitlement Offer, the Entitlements or the New Shares, or otherwise permit the public offering of the New Shares, in any jurisdiction. Foreign exchange control restrictions or restrictions on remitting funds from Australia and New Zealand to Australia may apply. Each Application will be subject to all requisite authorities and clearances being obtained for IBX to lawfully receive any or all of the Application Monies.

### **Definitions, Currency and Time**

Defined terms used in this Information Booklet are contained in section 3. All references to currency are to Australian dollars and all references to time are to the time in Melbourne, Australia unless otherwise indicated.

### **Taxation Consequences for Applicants**

There will be tax implications associated with participating in the Entitlement Offer and receiving New Shares. IBX considers that it is not appropriate to give advice regarding the tax consequences of subscribing for New Shares under this Information Booklet or the subsequent disposal of any New Shares. IBX recommends that you consult your professional tax adviser in connection with the Entitlement Offer.

### **Privacy**

IBX collects information about each Applicant provided on an Entitlement and Acceptance Form for the purposes of processing the Application and, if the Application is successful, to administer the Applicant's shareholding in IBX.

By submitting an Entitlement and Acceptance Form, you will be providing personal information to IBX (directly or through the Share Registry). IBX collects, holds and will use that information to assess your Application. IBX collects your personal information to process and administer your shareholding in IBX and to provide related services to you. IBX may disclose your personal information for purposes related to your shareholding in IBX, including to the Share Registry, IBX's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory bodies. You can obtain access to personal information that IBX holds about you. To make a request for access to your personal information held by (or on behalf of) IBX, please contact IBX through the Share Registry.

### **Governing Law**

This Information Booklet, the Entitlement Offer and the contracts formed on acceptance of the Applications are governed by the law applicable in Victoria, Australia. Each Applicant submits to the exclusive jurisdiction of the Victorian courts and courts competent to hear appeals from those courts.

### **No Representations**

No person is authorised to give any information, or to make any representation, in connection with the Entitlement Offer which is not contained in this Information Booklet. Any information or representation in connection with the Entitlement Offer not contained in this Information Booklet may not be relied upon as having been authorised by IBX or any of its officers. Except as required by law, and only to the extent so required, none of IBX, or any other person, warrants or guarantees the future performance of IBX or any return on any investment made pursuant to this Information Booklet.

### **Past Performance**

Investors should note that IBX's past performance, including past share price performance, cannot be relied upon as an indicator of (and provides no guidance as to) IBX's future performance including IBX's future financial position or share price performance.

## **Forward Looking Statements**

This Information Booklet contains certain forward-looking statements with respect to the financial condition, results of operations, projects and business of IBX and certain plans and objectives of the management of IBX. These forward-looking statements involve known and unknown risks, uncertainties and other factors which are subject to change without notice, and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be correct.

Forward-looking statements are provided as a general guide only and there can be no assurance that actual outcomes will not differ materially from these statements. Neither IBX, nor any other person, gives any representation, warranty, assurance or guarantees that the occurrence of the events expressed or implied in any forward-looking statement will actually occur. In particular, those forward-looking statements are subject to significant uncertainties and contingencies, many of which are outside the control of IBX. A number of important factors could cause actual results or performance to differ materially from the forward looking statements. Investors should consider the forward looking statements contained in this Information Booklet in light of those disclosures.

## **Risks**

Refer to the 'Key Risks' section of the investor presentation included in section 4 of this Information Booklet for a summary of general and specific risk factors that may affect IBX.

## **Trading of New Shares**

IBX and the Lead Manager will have no responsibility and disclaim all liability (to the maximum extent permitted by law) to persons who trade New Shares they believe will be issued to them before they receive their holding statements, whether on the basis of confirmation of the allocation provided by IBX or the Share Registry or otherwise, or who otherwise trade or purport to trade New Shares in error or to which they do not hold or are not entitled. If you are in any doubt as to these matters, you should first consult with your stockbroker, accountant or other professional adviser.

## **Contact Details**

If you have any query or question about the Entitlement Offer, you may contact the company secretary, Jovanka Naumoska on +1 619-693-4432 or at [corpsecretary@imaginationbio.com](mailto:corpsecretary@imaginationbio.com) or IBX's share registrar as follows:

### ***Boardroom Pty Limited***

Telephone: 1300 737 760 (within Australia)

+61 2 9290 9600 (outside Australia)

between 8.30 am and 5.00pm (Melbourne time) Monday to Friday

## CHAIRMAN'S LETTER

Dear Fellow Shareholder,

On behalf of the Directors of Imagion Biosystems Limited (**IBX**), I am pleased to invite you to participate in the Entitlement Offer described in this letter. The Entitlement Offer is a one (1) for two (2) non-renounceable pro rata entitlement offer of new IBX fully paid ordinary shares (**New Shares**) to raise approximately A\$4.28 million (**Entitlement Offer**).

### ***Background to the Entitlement Offer***

IBX is seeking to raise approximately A\$4.28 million of new capital through the Entitlement Offer at an Issue Price of A\$0.04 per share (before direct offer costs including fees paid to advisers and to providers of specific services to cover share registry, printing and postage costs). No shareholder approvals are necessary.

Pamplona Pty Ltd (ACN 135 225 366) (**Lead Manager**) is advising on the Entitlement Offer. The Entitlement Offer is not underwritten.

The Entitlement Offer is non-renounceable, meaning that Eligible Shareholders may not sell their Entitlements to third parties if they do not wish to take them up. A market will not be established for Entitlements trading. If you do not take up all or any part of your Entitlements by the Closing Date, they will lapse.

### ***Use of Funds***

The purpose of the Entitlement Offer is to raise funds.

Following from the Company's recent announcement regarding successful optimisation of its nanoparticle formulation, the Company is raising funds to support the first-in-human study, which is expected to be conducted at the MD Anderson Cancer Centre in early 2019 after small scale production transfer and safety testing. The funds raised will ensure the Company has adequate resources to undertake and complete this early feasibility study which has previously been disclosed as an important milestone in the product development and regulatory path. The Directors intend to apply the funds towards the costs of the Entitlement Offer, and to ensure the Company has adequate resources to undertake and complete this early feasibility study which has previously been disclosed as an important milestone in the product development and regulatory path. This includes general R&D support and costs to support first-in-human studies and general working capital.

### ***Details of your Entitlement***

As an Eligible Shareholder, you are entitled to subscribe for one (1) New Share for every two (2) Shares held at the Record Date. The Issue Price of A\$0.04 per New Share represents a discount of approximately 21.57% to IBX's closing share price of A\$0.051 on Friday, 21 September 2018.

New Shares will be issued on a fully paid basis and will rank equally with existing Shares from the date of issue.

Eligible Shareholders are not required to take up their Entitlements and may allow all or part of all of their Entitlements to lapse. If an Eligible Shareholder allows all or part of all of their Entitlements to lapse, this will create a shortfall with respect to the amount proposed to be raised under the Entitlement Offer.

Eligible Shareholders that have taken up their full Entitlements will have the opportunity to apply for any Shortfall Shares. The allocation of any Shortfall Shares will be at the discretion of IBX and the Lead Manager, and in any event will be subject to a cap as outlined in section 2.2 of this Information Booklet.

If the Eligible Shareholders fail to subscribe for all of the Shortfall Shares, the Lead Manager may offer an equivalent number of Shares (to the remaining balance of the Shortfall Shares) to sophisticated and/or professional investors (under section 708 of the Corporations Act) on the same terms as the Entitlement Offer.

This Information Booklet contains a number of important documents including:

- “Important Notices”;
- “Key Dates” for the Entitlement Offer;
- instructions on “How to Apply”, setting out how to accept all or part of your Entitlement if you choose to do so;
- ASX Entitlement Offer announcements, which includes the “Investor Presentation”; and
- a personalised “Entitlement and Acceptance Form” which details your Entitlement, to be completed in accordance with the instructions provided on the form and the instructions in the “How to Apply” section of this Offer Booklet.

The Offer closes at 5.00pm (Melbourne time) on Wednesday, 17 October 2018.

To participate, you need to ensure that:

- you have paid your Application Monies via BPAY® pursuant to the instructions that are set out on your personalised Entitlement and Acceptance Form and payment via BPAY® has been received by IBX by 5.00pm (Melbourne time) on Wednesday, 17 October 2018; or
- your completed personalised Entitlement and Acceptance Form, together with payment of Application Monies is received by IBX by 5.00pm (Melbourne time) on Wednesday, 17 October 2018.

Please refer to instructions in the “How to Apply” section of this Information Booklet for further information.

### ***Further Information***

Further information on the Entitlement Offer and IBX’s business is detailed in this letter. You should read the entirety of this Information Booklet carefully before deciding whether to participate in the Entitlement Offer.

If you have any further question about the Entitlement Offer, you should seek advice from your stockbroker or other professional adviser, or you can visit the Offer website at [www.imagionbiosystems.com](http://www.imagionbiosystems.com) or call the company secretary, Jovanka Naumoska on +1 619-693-4432 or IBX’s share registrar, Boardroom Pty Limited, on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) between 8.30am and 5.00pm (Melbourne time) Monday to Friday during the Entitlement Offer period.

On behalf of the Directors, I thank you for your continued support of IBX and encourage you to carefully consider this investment opportunity.

Yours sincerely



**Mr Robert Romeo Proulx**  
Chairman

## SUMMARY OF ENTITLEMENT OFFER

Ratio	One (1) New Share for every two (2) Shares held by an Eligible Shareholder
Issue Price	\$0.04 per New Share
Size	107,147,608 New Shares
Approximate amount to be raised under the Entitlement offer (before costs)	Approximately \$4.28 million (subject to rounding of fractional entitlements)

## CAPITAL STRUCTURE

Subject to rounding of fractional Entitlements, the capital structure of IBX following the issue of New Shares is expected to be as follows:	
Shares on issue as at Announcement of Entitlement Offer	214,295,216
New Shares to be issued under the Entitlement Offer	107,147,608

## KEY DATES

EVENT	DATE (2018)
Announcement of the Offer	Thursday 20 September
Lodgement of the following documents with ASX: <ul style="list-style-type: none"> <li>Appendix 3B;</li> <li>Offer Document; and</li> <li>Cleansing notice under section 708AA(2)(f) of the Corporations Act</li> </ul>	Monday, 24 September
Notice sent to option holders advising that they cannot participate in the Offer without first exercising their options	Monday, 24 September
Notice sent to Shareholders containing ASX Appendix 3B details and indicative timetable	Tuesday, 25 September
"Ex" date where the Company's existing shares will commence trading without the entitlement to participate in the Offer	Thursday 27 September
Record date to determine Entitlements under the Offer	7.00pm (Melbourne time) Friday 28 September
Opening Date for the Offer	Wednesday 3 October
Mailing of Offer Document and Entitlement and Acceptance Form to Eligible Shareholders	Wednesday 3 October

Last day to extend Offer Closing Date	Friday 12 October
Closing Date for the Offer	5.00pm (Melbourne time) Wednesday 17 October
Shares quoted on a deferred settlement basis	Thursday 18 October
ASX notified of under subscriptions	Friday 19 October
New Shares for which valid applications have been received and accepted by the Company will be issued	Wednesday 24 October
Deferred settlement trading ends	Wednesday 24 October
Normal trading of New Shares on ASX expected to commence	Thursday 25 October
Deadline for placement of remaining shortfall	Friday 11 January 2019

These dates are indicative only and subject to change. IBX reserves the right, subject to the *Corporations Act 2001* (Cth) and the ASX Listing Rules, to change any date including to extend the Closing Date, to close the Offer early, to accept late acceptances either generally or in particular cases, or to withdraw or reduce the size of the Offer without notice. Any extension of the Closing Date will have a consequential effect on the issue date of New Shares. If the Offer is withdrawn, the Application Monies will be returned without interest.

## ENQUIRIES

If you require further information regarding the Entitlement Offer, or if you would like a replacement Entitlement and Acceptance Form, please contact the company secretary, Jovanka Naumoska on +1 619-693-4432, or email the company secretary at [corpsecretary@imagonbio.com](mailto:corpsecretary@imagonbio.com), or contact IBX's share registrar, Boardroom Pty Limited, on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) between 8.30am and 5.00pm (Melbourne time) Monday to Friday.

## 1. DETAILS OF THE OFFER

### 1.1 Overview

The Entitlement Offer is a non-renounceable rights offer of one (1) New Share in IBX at A\$0.04 each for every two (2) Shares held by Eligible Shareholders at 7.00pm (Melbourne time) on Friday, 28 September 2018.

Fractional entitlements to New Shares will be rounded up to the nearest whole number.

If fully subscribed, the Entitlement Offer will raise approximately A\$4.28 million (before expenses of the Entitlement Offer) and result in the issue of approximately 107.1 million New Shares.

Only those shareholders at the Record Date with registered addresses in Australia, New Zealand or where the Entitlement Offer falls within a security offer exception, and such exception is applicable to those shareholders in that jurisdiction at that time, are entitled to participate in the Entitlement Offer and, accordingly, only those shareholders will be entitled to subscribe for New Shares (**Eligible Shareholders**).

A personalised Entitlement and Acceptance Form setting out your Entitlement accompanies this Information Booklet. Eligible Shareholders may subscribe for all or part of their Entitlement. By returning a completed personalised Entitlement and Acceptance Form with payment or making a payment by BPAY®, you will be taken to have represented and warranted that you satisfy the criteria listed above to be an Eligible Shareholder. Nominees, trustees or custodians are, therefore, advised to seek independent professional advice as to how to proceed.

Eligible Shareholders who take up their rights in full will not have their percentage shareholding in IBX diluted as a result of the Entitlement Offer. The percentage shareholding in IBX of Eligible Shareholders who do not take up all of their rights will be diluted.

Eligible Shareholders should be aware that an investment in IBX involves risks. The key risks identified by IBX are summarised in the 'Key Risks' section of the investor presentation included in section 4 of this Information Booklet.

Any Shareholder that is not an Eligible Shareholder will be an ineligible shareholder (**Ineligible Shareholder**). IBX reserves the right to determine whether a Shareholder is an Eligible Shareholder or an Ineligible Shareholder.

The Entitlement Offer is not being extended to the Ineligible Shareholders because of the small number of those Shareholders, the number and value of the Shares they hold and the cost of complying with applicable regulations in foreign jurisdictions. IBX may (in its absolute discretion) extend the Entitlement Offer to Shareholders that have registered addresses outside Australia and New Zealand in accordance with applicable law.

No New Shares will be issued if, to do so would, to the extent of the knowledge of IBX, result in a breach of the Listing Rules or the restrictions on obtaining or increasing relevant interests of greater than 20% of IBX's issued voting shares under Chapter 6 of the Corporations Act, or would otherwise be contrary to the Corporations Act or the Listing Rules.

### 1.2 No Entitlement Trading

The Entitlement Offer is non-renounceable, meaning that Eligible Shareholders may not sell their Entitlements to third parties if they do not wish to take them up. A market will not be established for Entitlements trading.

If you do not take up all or any part of your Entitlements by the Closing Date, they will lapse.

### 1.3 Right to apply for Shortfall Shares

In the event that certain Eligible Shareholders do not take up all of their Entitlements, Eligible Shareholders who have taken up all of their Entitlement will be provided the opportunity to apply for the Shortfall Shares.

Eligible Shareholders may apply for Shortfall Shares by completing the relevant part of the Entitlement and Acceptance Form and paying by cheque, or through BPAY®.

The Company will only issue up to the aggregate number of New Shares that are offered under the Entitlements Offer, therefore it may be necessary to scale-back Applications for Shortfall Shares if all Applications exceed this number.

There is no guarantee that Eligible Shareholders will receive the number of Shortfall Shares applied for, or that they will receive any at all.

If any Applications for Shortfall Shares are not accepted in part or in full, the relevant portion of the Application Monies will be refunded without interest as soon as practicable.

The allocation of Shortfall Shares will be determined at the discretion of the board of Directors.

### 1.4 Ineligible Shareholders

IBX has decided that it is unreasonable to make offers under this Information Booklet to shareholders with registered addresses outside Australia and New Zealand (except in transactions exempt from, or not subject to, the registration requirements of the relevant jurisdiction and any applicable jurisdiction) having regard to the small number of these shareholders, the small number and value of the New Shares these shareholders would be offered and the cost of complying with the legal and regulatory requirements in the relevant overseas jurisdictions.

This Information Booklet does not constitute an offer of Shares in any place outside Australia and New Zealand in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Information Booklet. Where this Information Booklet has been despatched to shareholders domiciled outside Australia and New Zealand, this Information Booklet is provided for information purposes only. No Entitlement and Acceptance Forms will be sent to these foreign shareholders except in transactions exempt from, or not subject to, the registration requirements of the relevant jurisdiction and any applicable jurisdiction.

### 1.5 Record Date and Entitlements

The Record Date for the purposes of the Entitlement Offer is Friday, 28 September 2018 at 7.00pm (Melbourne time).

The number of New Shares to which you are entitled is shown on the personalised Entitlement and Acceptance Form accompanying this Information Booklet. Shares acquired before Thursday, 27 September 2018 will be eligible to participate in the Entitlement Offer.

### 1.6 Opening and Closing Date for Applications

The Entitlement Offer opens for acceptances on Wednesday, 3 October 2018 and all acceptances and payments must be received by 5.00pm (Melbourne time) on Wednesday, 17 October 2018. This date may be varied without notice to shareholders, but only in accordance with the ASX Listing Rules. New Shares must be paid for in full on acceptance.

## 1.7 New Zealand Securities Law Requirements

The Entitlement Offer is not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the *Financial Markets Conduct Act 2013* and the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2016*.

This document has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

## 1.8 Lead Manager Mandate

The key terms of the mandate with the Lead Manager are as follows:

- (a) The Entitlement Offer is not underwritten.
- (b) If IBX does not receive valid acceptances for all New Shares under the Entitlement Offer by the Closing Date, the Lead Manager will use its best efforts to find investors to invest in IBX up to the number of remaining Shortfall Shares and on the same terms as the Entitlement Offer.
- (c) The Lead Manager is entitled to:
  - (i) A management fee of \$25,000 (excl. GST); and
  - (ii) A selling fee equal to 6.0% of the total amount that the Lead Manager raises under its mandate. This fee includes a percentage that would be required to be paid to other brokers that the Lead Manager may include for the purposes of placing investors against the Shortfall Shares.
- (d) IBX must also pay all out of pocket expenses incurred during the performance of its services under the mandate.
- (e) The Lead Manager and its related bodies corporate, officers and employees are indemnified by IBX against certain claims arising in relation to the Entitlement Offer subject to certain limitations.
- (f) The mandate may be terminated if:
  - (i) at any time, either IBX or the Lead Manager provides 7 days' notice in writing to the other party; or
  - (ii) either party commits a breach of the mandate that has a material and adverse effect on the other party and fails to remedy (if capable of remedy) that breach within 7 days of receiving writing notice from the other party; or
  - (iii) an insolvency event occurs in relation to either party.

Neither the Lead Manager nor any of its respective related bodies corporate and affiliates and each of their respective directors, officers, partners, employees, representatives or agents have authorised or caused the issue of this Information Booklet and they do not take any responsibility for this Information Booklet or any action taken by you on the basis of such information. To the maximum extent permitted by law, the Lead Manager and its related bodies corporate and affiliates and its directors, officers, partners, employees, representatives or agents exclude and disclaim all liability for any expenses, losses,

damages or costs incurred by you as a result of your participation in the Entitlement Offer and this Information Booklet being inaccurate or incomplete in any way for any reason, whether by negligence or otherwise.

Neither the Lead Manager nor its related bodies corporate and affiliates nor directors, officers, partners, employees, representatives or agents make any recommendations as to whether you or your related parties should participate in the Entitlement Offer nor do they make any representations or warranties to you concerning the Entitlement Offer, or any such information, and you represent, warrant and agree that you have not relied on any statements made by the Lead Manager or any of its related bodies corporate and affiliates or any of its directors, officers, partners, employees, representatives or agents in relation to the New Shares or the Entitlement Offer generally.

### **1.9 Application Monies**

Application Monies received for New Shares will be held in a separate account by IBX until the New Shares are issued. Any interest earned on Application Monies will be applied against the cost of the Entitlement Offer, with any balance being retained by IBX. If the Entitlement Offer does not proceed, the Application Monies will be returned in full as soon as possible, without interest.

### **1.10 ASX Quotation**

Application has been made to ASX for the New Shares offered under the Entitlement Offer to be granted official quotation. Allotment of the New Shares under the Entitlement Offer or those placed by the Lead Manager will take place as soon as practicable after the close of the Entitlement Offer.

Application Monies will be held by IBX on trust for Applicants until the New Shares are allotted. No interest will be paid on Application Monies.

It is the responsibility of Applicants to determine the number of New Shares allotted and issued to them before trading the New Shares. The sale by an Applicant of New Shares before receiving their holding statement is at the Applicant's own risk.

### **1.11 Issue of New Shares**

It is expected that the issue of New Shares will take place on Wednesday, 24 October 2018. Holding statements for the New Shares will be despatched after completion of the issue.

### **1.12 Ranking of New Shares**

On issue, the New Shares will rank equally with all other Shares then on issue. The rights and liabilities attaching to the New Shares are set out in the IBX constitution, a copy of which can be obtained by contacting IBX.

### **1.13 Discretions**

Without limiting the other powers and discretions set out in this Information Booklet, the directors of IBX (or their delegate for this purpose) may implement the Entitlement Offer in the manner they think fit and settle any difficulty, anomaly or dispute which may arise either generally or in a particular case in connection with, or by reason of, the operation of the Entitlement Offer or a matter in this Information Booklet, as they think fit, whether generally or in relation to any shareholder or any Shares, and the determination of the directors (or their delegate) is conclusive and binding on all relevant shareholders and other persons to whom the determination relates.

### 1.14 Foreign Shareholders

This Information Booklet and the accompanying Entitlement and Acceptance Form do not constitute an offer in any place which, or to any person to whom, it would be unlawful to make such an offer. The Entitlement Offer is being made without a disclosure document under section 708AA of the Corporations Act (as notionally modified by *ASIC Corporations (Non-Traditional Rights Issue) Instrument 2016/84*) and no action has been taken to register this Information Booklet in Australia or any other jurisdiction.

#### (a) New Zealand

The New Shares are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the *Financial Markets Conduct Act 2013* and the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2016*.

This document has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

#### (b) United States of America

This Information Booklet is not an offer to sell, nor a solicitation of an offer to buy, securities in the United States. The New Shares have not been, and will not be, registered under the US Securities Act or the securities law of any state or other jurisdiction of the United States of America and may not be offered or sold, directly or indirectly, in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and any applicable US state securities laws.

## 2. HOW TO APPLY

*This section does not apply to shareholders with registered addresses outside Australia or New Zealand.*

### 2.1 Shareholder's choices

The number of New Shares to which Eligible Shareholders are entitled under the Entitlement Offer (i.e. their Entitlement) is shown on the accompanying Entitlement and Acceptance Form. If Eligible Shareholders have more than one registered holding of Shares, Eligible Shareholders will be sent more than one personalised Entitlement and Acceptance Form and Eligible Shareholders will have a separate Entitlement for each separate holding.

Eligible Shareholders may:

- (a) take up their Entitlement in full, or take up their Entitlement in full and also apply for additional New Shares if there are any Shortfall Shares (refer to section 2.2);
- (b) take up part of their Entitlement and allow the balance to lapse (refer to section 2.3); or
- (c) do nothing and allow their Entitlement to lapse (refer to section 2.4).

Ineligible Shareholders may not take up any of their Entitlements.

IBX reserves the right to reject any Entitlement and Acceptance Form that is not correctly completed or that is received after the Closing Date.

The Closing Date for acceptance of the Entitlement Offer is 5.00pm (Melbourne time) on Wednesday, 17 October 2018 (however, that date may be varied by IBX, in accordance with the Listing Rules).

The Entitlement Offer is being made pursuant to provisions of the Corporations Act (as notionally modified by *ASIC Corporations (Non-Traditional Rights Issue) Instrument 2016/84*) which allow entitlement offers to be made without a prospectus. This Information Booklet does not contain all of the information which may be required in order to make an informed decision regarding an application for New Shares offered under the Entitlement Offer. As a result, it is important for you to read carefully and understand the information on IBX and the Entitlement Offer made publicly available, prior to deciding whether to take up all or part of your Entitlement or do nothing in respect of your Entitlement. In particular, please refer to this Information Booklet and other announcements by IBX made available at [www.asx.com.au](http://www.asx.com.au) (including announcements which may be made by IBX after publication of this Information Booklet).

Please consult with your stockbroker, accountant or other professional adviser if you have any queries or are uncertain about any aspect of the Entitlement Offer. You should also refer to the

'Key Risks' section of the investor presentation included in section 4 of this Information Booklet for a summary of general and specific risk factors that may affect IBX.

### 2.2 Taking up all of your Entitlement or taking up all of your Entitlement and applying for Shortfall Shares

If you wish to take up your Entitlement in full, or if you wish to take up your Entitlement in full and also apply for additional New Shares if there are any Shortfall Shares, follow the instructions set out on the Entitlement and Acceptance Form.

Payment may only be made by BPAY or cheque. Cash will not be accepted via the mail or at the Imagination Biosystems Limited Share Registry. Payments cannot be made at any bank.

## Payments by cheque

Please return your completed Entitlement and Acceptance Form together with a cheque for your Application Monies (including where relevant for the Shortfall Shares) in accordance with section 2.6 for the amount shown on the Entitlement and Acceptance Form to the Share Registry so that it is received no later than 5.00pm (Melbourne time) on Wednesday, 17 October 2018 at the following address:

### By post

Boardroom Pty Limited  
GPO Box 3993  
SYDNEY NSW 2001

You may also take up all of your Entitlement by payment of the Application Monies through BPAY® in accordance with the instructions on the Entitlement and Acceptance Form. If payment is being made through BPAY®, you do not need to return the Entitlement and Acceptance Form. If paying by BPAY the amount of your payment received in the account divided by the Issue Price will be deemed to be the total number of New Shares you are applying for. Your payment must be received by no later than 5.00pm (Melbourne time) on Wednesday, 17 October 2018.

Refund amounts, if any, will be paid in Australian dollars and without any interest. You will be paid either by cheque sent by ordinary post to your address as recorded on the share register (the registered address of the first-named in the case of joint holders), or by direct credit to the nominated bank account as noted on the share register as at the Closing Date. If you wish to advise or change your banking instructions with the Share Registry you may do so by going to [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au) and following the instructions.

## 2.3 Taking up part of your Entitlement and allow for the balance to lapse

If you wish to take up part of your Entitlement, please complete the Entitlement and Acceptance Form for the number of New Shares you wish to take up and follow the instructions set out on the Entitlement and Acceptance Form.

You may arrange for payment through BPAY® in accordance with the instructions on the Entitlement and Acceptance Form. If payment is made through BPAY® and IBX receives an amount that is less than the Issue Price multiplied by your Entitlement (**Reduced Amount**), your payment may be treated as an application for as many New Shares as the Reduced Amount will pay for in full.

The portion of your Entitlement not taken up will lapse without further action by you.

## 2.4 Allow your Entitlement to lapse

If you do not wish to accept all or any part of your Entitlement, do not take any further action and that part of your Entitlement will lapse.

## 2.5 Consequences of not accepting your Entitlement

If you do not accept all of your Entitlement in accordance with the instructions set out, any New Shares that you would have otherwise been entitled to under the Entitlement Offer (or New Shares that relate to the portion of your Entitlement that has not been accepted) may be acquired by other Shareholders that have applied for Shortfall Shares.

Your percentage shareholding in IBX will be diluted if you do not accept all or a part of your Entitlement.

If the Eligible Shareholders fail to subscribe for all of the Shortfall Shares, the Lead Manager may offer an equivalent number of Shares (to the remaining balance of the Shortfall Shares) to sophisticated and/or

professional investors (under section 708 of the Corporations Act) on the same terms as the Entitlement Offer.

The effect of the Entitlement Offer on the control of the Company will depend on a number of factors, including:

- the level of shareholder participation in the Entitlement component of the offer and the identity of shareholders who participate in the Entitlement component of the offer;
- if applicable, the level of shareholder subscription for Shortfall Shares and the identity of shareholders who subscribe for and are allocated Shortfall Shares; and
- if applicable, the level of investor participation in the placement of remaining Shortfall Shares after close of the offer, and the identity of investors who participate in the placement.

The potential effect of the Offer on the control of the Company is as follows:

- If all shareholders take up their full Entitlements, there would be no effect on the control of the Company, as the Offer is made pro-rata, and in that case no rights would lapse or revert to the Shortfall Shares facility or shortfall placement following close of the offer.
- If Eligible Shareholders do not take up their full Entitlements under the Offer, then the interests of those Eligible Shareholders will be diluted.
- The interests of Ineligible Shareholders will be diluted as a result of the Offer.

## 2.6 Payment

The consideration for the New Shares is payable in full on application by a payment of A\$0.04 per New Share. The completed Entitlement and Acceptance Form must be accompanied by a cheque for the Application Monies. Cheques must be drawn in Australian currency on an Australian bank and made payable to 'Imagion Biosystems Limited – Entitlement Offer' and crossed 'Not Negotiable'.

Alternatively, you may arrange for payment of the Application Monies through BPAY® in accordance with the instructions on the Entitlement and Acceptance Form. It is your responsibility to ensure your BPAY® payment is received by the Share Registry by no later than 5.00pm (Melbourne time) on Wednesday, 17 October 2018. Your financial institution may implement earlier cut-off times with regard to electronic payment, and you should take that into consideration.

Eligible Shareholders must not forward cash by mail. Receipts for payment will not be issued.

## 2.7 No minimum subscription

There is no minimum subscription amount for the Entitlement Offer.

## 2.8 Entitlement and Acceptance Form is binding

A completed and lodged Entitlement and Acceptance Form with the requisite Application Monies, or a payment made through BPAY®, constitutes a binding offer to acquire New Shares on the terms of this Information Booklet and, once paid, cannot be withdrawn. If the Entitlement and Acceptance Form is not completed correctly it may still be treated as a valid Application for New Shares. The Directors' (or their delegates') decision whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is at their sole discretion and final.

By completing and returning your personalised Entitlement and Acceptance Form with the requisite Application Monies or making a payment by BPAY®, you will also be deemed to have acknowledged, represented and warranted on behalf of each person on whose account you are acting that you:

- (a) acknowledge that you have read this Information Booklet and the accompanying Entitlement and Acceptance Form in their entirety;
- (b) agree to be bound by the terms of the Entitlement Offer, this Information Booklet and IBX's constitution;
- (c) authorise IBX to register you as the holder(s) of the New Shares allotted to you;
- (d) declare that all details and statements made in the Entitlement and Acceptance Form are complete and accurate;
- (e) declare that you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Entitlement and Acceptance Form;
- (f) acknowledge that, once IBX or the Share Registry receives the Entitlement and Acceptance Form or your payment by BPAY®, you may not withdraw it except as allowed by law;
- (g) apply for the number of New Shares specified in the Entitlement and Acceptance Form, or for which you have submitted payment of any Application Monies, at the Issue Price per New Share;
- (h) agree to be issued the number of New Shares that you apply for;
- (i) authorise IBX, the Lead Manager, the Share Registry and their respective officers or agents to do anything on your behalf necessary for the New Shares to be issued to you, including to act on instructions of the Share Registry upon using the contact details set out in the Entitlement and Acceptance Form;
- (j) declare that you were the registered holder(s) at the Record Date of the Shares indicated on the Entitlement and Acceptance Form;
- (k) acknowledge that the information contained in this Information Booklet is not investment advice or a recommendation that New Shares are suitable for you, given your investment objectives, financial situation or particular needs;
- (l) acknowledge that the Information Booklet is not a prospectus and does not contain all of the information that you may require in order to assess an investment in IBX and is given in the context of IBX's past and ongoing continuous disclosure announcements to ASX;
- (m) acknowledge that you have read and understood the statements of risks in the 'Key Risks' section of the investor presentation included in section 4 of this Information Booklet and that an investment in IBX is subject to risks;
- (n) acknowledge that none of IBX, the Lead Manager, or their respective related bodies corporate and affiliates and their respective directors, officers, partners, employees, representatives, agents, consultants or advisers, guarantees the performance of IBX, nor do they guarantee the repayment of capital;
- (o) you agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Entitlement Offer and of your holding of the New Shares on the Record Date;

- (p) authorise IBX to correct any errors in your personalised Entitlement and Acceptance Form or other form provided by you;
- (q) you represent and warrant (for the benefit of IBX, the Lead Manager and their respective related bodies corporate and affiliates) that are not an Ineligible Shareholder and are otherwise eligible to participate in the Entitlement Offer;
- (r) you represent and warrant that the law of any place does not prohibit you from being given this Information Booklet and the personalised Entitlement and Acceptance Form, nor does it prohibit you from making an application for New Shares;
- (s) are an Eligible Shareholder and are not in the United States of America and are not a person (including nominees or custodians) acting for the account or benefit of a person in the United States of America (to the extent such person holds Shares for the account or benefit of such person in the United States) and are not otherwise a person to whom it would be illegal to make an offer or issue New Shares under the Entitlement Offer;
- (t) acknowledge that the New Shares have not been, and will not be, registered under the US Securities Act or under the laws of any other jurisdiction outside Australia;
- (u) have not and will not send any materials relating to the Entitlement Offer to any person in the United States of America or to any person (including nominees or custodians) acting for the account or benefit of a person in the United States of America; and
- (v) you understand and acknowledge that neither the Entitlements nor the New Shares have been, or will be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction in the United States. Notwithstanding the foregoing, the Entitlements may not be purchased, taken up or exercised by persons in the United States or by persons who are acting for the account or benefit of a person in the United States. Neither the Entitlements nor the New Shares may be offered, sold or resold in the United States except in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act and the applicable securities laws of any state or other jurisdiction in the United States.

## 2.9 Brokerage and stamp duty

No brokerage fee is payable by Eligible Shareholders who accept their Entitlement. No stamp duty is payable for subscribing for New Shares under the Entitlement Offer.

## 2.10 Notice to nominees and custodians

Nominees and custodians may not distribute any part of this Information Booklet or any Entitlement and Acceptance Form in any country outside Australia, except to beneficial holders of Shares in New Zealand or any other country to the extent IBX may determine it is lawful and practical to make the Entitlement Offer.

IBX is not required to determine whether or not any registered holder or investor is acting as a nominee or custodian or the identity or residence of any beneficial owners of existing Shares or Entitlements. Where any person is acting as a nominee or custodian for a foreign person, that person, in dealing with its beneficiary, will need to assess whether indirect participation in the Entitlement Offer by the beneficiary complies with applicable foreign laws. IBX is not able to advise on foreign laws.

### 3. DEFINITIONS

These definitions are provided to assist the understanding some of the expressions used in this Information Booklet.

**"\$" or "AUD"** means Australian dollars.

**"Applicant"** means an Eligible Shareholder who has applied to subscribe for New Shares by submitting an Entitlement and Acceptance Form or has arranged for payment through BPAY® in accordance with the instructions on the Entitlement and Acceptance Form.

**"Application"** means a duly completed Entitlement and Acceptance Form submitted to IBX accompanied by the relevant Application Monies or arranging for payment of the relevant Application Monies through BPAY® in accordance with the instructions on the Entitlement and Acceptance Form.

**"Application Monies"** means the aggregate amount of money payable for the New Shares applied for in a duly completed Entitlement and Acceptance Form or through BPAY®.

**"ASIC"** means the Australian Securities and Investments Commission.

**"ASX"** means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).

**"Business Day"** means a business day as defined in the Listing Rules.

**"Closing Date"** means Wednesday, 17 October 2018, the day the Entitlement Offer closes, or any other date that the Directors in their absolute discretion determine, subject to the Listing Rules.

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

**"Directors"** means the directors of IBX as appointed from time to time.

**"Eligible Shareholder"** has the meaning given in section 1.1.

**"Entitlement"** means the right to subscribe for New Shares under the Entitlement Offer.

**"Entitlement and Acceptance Form"** means the personalised acceptance form accompanying this Information Booklet.

**"Entitlement Offer"** means a non-renounceable entitlement offer to Eligible Shareholders to subscribe for one (1) New Share for every two (2) Shares of which the Shareholder is the registered holder on the Record Date, at the Issue Price pursuant to this Information Booklet.

**"Existing Shares"** means the Shares already on issue in IBX as at the Record Date.

**"Group"** means IBX and its subsidiaries, and **"Group Member"** means any one of them.

**"Ineligible Shareholder"** means a Shareholder as at the Record Date who is not an Eligible Shareholder.

**"Information Booklet"** means this document.

**"Issue Price"** means \$0.04 per New Share.

**"Listing Rules"** means the official listing rules of ASX.

**"New Shares"** means Shares to be allotted and issued by IBX including under the Entitlement Offer.

**"Record Date"** means 7.00pm (Melbourne time) on Friday, 28 September 2018.

**"Reduced Amount"** has the meaning given in section 2.3.

**"Shareholders"** means holders of Shares.

**"Shares"** means fully paid ordinary shares in the capital of IBX.

**"Share Registry"** means Boardroom Pty Limited.

**"Shortfall Shares"** means the aggregate number of unsubscribed New Shares on the Closing Date.

**"US Securities Act"** means the United States Securities Act of 1933, as amended.

#### **4. INVESTOR PRESENTATION**



## **MagSense™ Technology**

A New Functional Imaging Technology for Targeted Early Detection of Cancer

September 2018 | ASX:IBX

[www.imagionbiosystems.com](http://www.imagionbiosystems.com)



This investor presentation (**Presentation**) has been prepared by Imagion Biosystems Limited (**Imagion** or the **Company**). It contains general information about the Company as of the date of this Presentation and the proposed non-renounceable pro-rata entitlement offer to be made by the Company of new fully-paid ordinary shares (**Entitlement Offer**).

The Entitlement Offer is being made without a prospectus under section 708AA Corporations Act 2001 (Cth) (Corporations Act) (as notionally modified by ASIC Corporations (Non-Traditional Rights Issue) Instrument 2016/84). This Presentation does not contain all of the information which a prospective investor may require to make an informed investment decision. The information in this Presentation does not constitute financial product advice and does not take into account your investment objectives, financial situation or particular needs.

This Presentation and the Entitlement Offer Information Booklet are important and should be read in its entirety before deciding to participate in the Entitlement Offer. Imagion may make additional announcements after the date of this Presentation and throughout the period that the Entitlement Offer is open that may be relevant to your consideration about whether you should participate in the Entitlement Offer.

No party other than IBX has authorised or caused the issue of this Presentation, or takes any responsibility for, or makes, any statements, representations or undertakings in this Presentation or for any action you take in reliance on this Presentation. The Lead Manager has not authorised, permitted or caused the issue or lodgement, submission, dispatch or provision of this Presentation and there is no statement in this Presentation which is based on any statement made by its or by any of its affiliates, officers, employees or advisers. To the maximum extent permitted by law, the Lead Manager and each of its affiliates, officers, employees and advisers expressly disclaim all liabilities in respect of, and make no representations or warranties regarding, and take no responsibility for, any part of this Presentation other than references to their names and make no representation or warranty as to the currency, accuracy, reliability or completeness of this Presentation.

This Presentation 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 that offer or invitation. In particular, this Presentation does not constitute an offer to Ineligible Shareholders and may not be distributed in any other jurisdiction other than Australia and New Zealand and the New Shares may not be offered or sold, directly or indirectly, to persons in any other jurisdiction other than Australia and New Zealand. The distribution of this Presentation (including an electronic copy) in other jurisdictions may be restricted by law and, therefore, persons who come into possession of this Presentation should seek advice on and observe these restrictions. Any failure to comply with these restrictions may constitute a violation of applicable securities laws.

No action has been taken to register or qualify the Entitlement Offer, the Entitlements or the New Shares, or otherwise permit the public offering of the New Shares, in any jurisdiction. Foreign exchange control restrictions or restrictions on remitting funds from Australia and New Zealand to Australia may apply. Each Application will be subject to all requisite authorities and clearances being obtained for the Company to lawfully receive any or all of the Application Monies.

All references to currency are to Australian dollars and all references to time are to the time in Melbourne, Australia unless otherwise indicated.

# WHO WE ARE



## A Medical Device Company Focused on Early Detection of Cancer

Address Large Market

\$100B Global Cancer Diagnostics Market  
Medical Imaging Commands Largest Share

Multiple Clinical Targets

Platform Technology for many Cancers  
Breast, Prostate, Ovarian, Lung

Printer – Ink Business Model

High Gross Margin Consumable Revenue  
Multiple tests on installed base of instruments

Proprietary with Strong IP Portfolio

Totally New Medical Imaging Technique  
Patents issued in largest global markets

Clear Path to Commercialization

Regulated as Medical Device not Drug  
Route to market shorter and less expensive

# UNMET MEDICAL NEED



*Current technologies have significant drawbacks*

- No new medical imaging technology in last 50 years
- Current methods identify a “region of interest” but cannot differentiate benign from malignant tumors
- X-rays & PET scans expose patient to ionizing radiation
- Requires an invasive & risky biopsy procedures to confirm diagnosis



## MagSense Technology

### SAFE

- Non-invasive method able to minimize need for surgical or biopsy procedures
- No radio-isotopes are used. Particles are metabolized & excreted by normal processes

### EFFECTIVE

- Sensitivity down to tens of thousands of cells
- Functional imaging method able to identify specific tumors

# REVOLUTIONARY IMAGING TECHNOLOGY



## MORE SENSITIVE AND SPECIFIC

MagSense is up to 1,000 times more sensitive than other imaging methods, allowing earlier detection and treatment

MagSense can determine if it is cancer cells are present or not

## COSTS LESS TO MAKE & INSTALL

MagSense instrument will cost less than MRI or CT

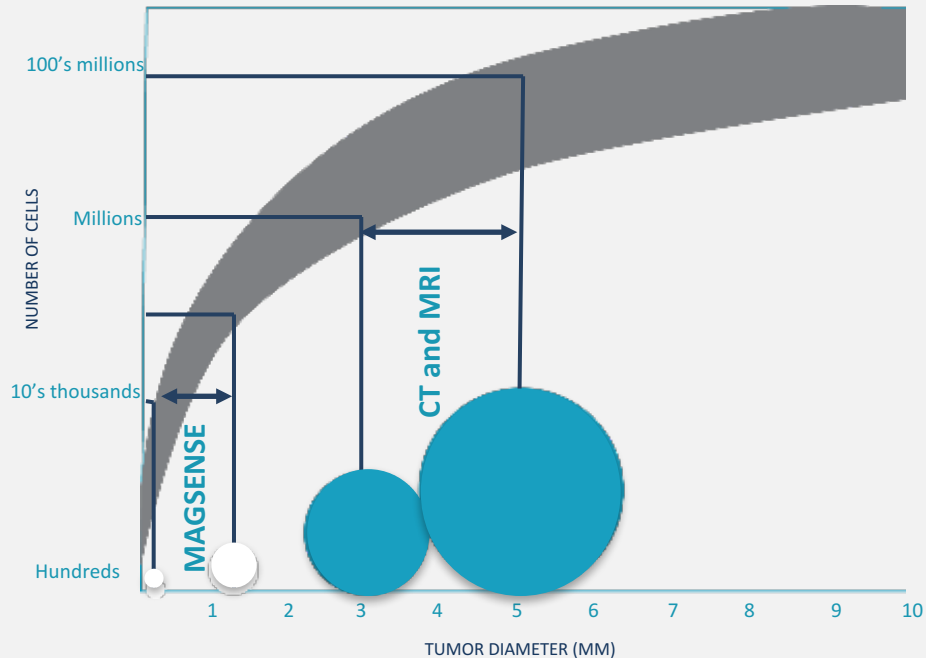
Does not require expensive shielded environment (eliminates \$1M in installation costs)

## REDUCES RISKS TO PATIENTS

MagSense uses a very low magnetic field compared to MRI

Unlike PET or X-ray which use harmful radioactivity, MagSense is biologically safe & applied at low dose

*Better sensitivity leads to earlier detection & more treatment options*

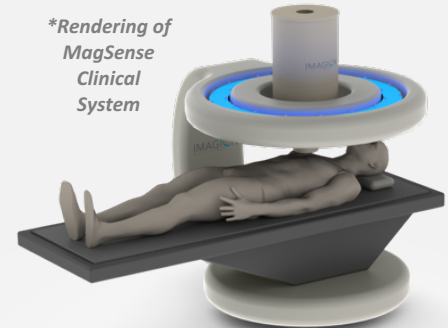


# HOW MAGSENSE WORKS

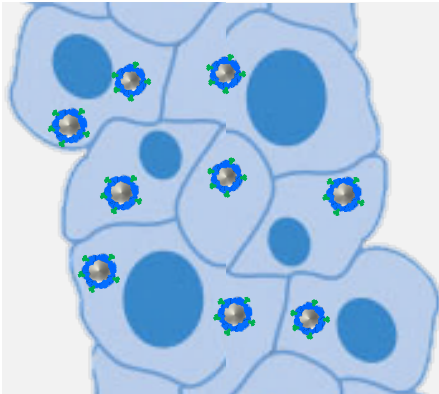


*A brief procedure with immediate results*

1. A low dose of tumor targeting nanoparticles is injected & circulate to find the tumor
2. The patient is positioned under the detector for localized measurement of particles that have attached to the tumor
3. The MagSense instrument displays a visual representation of the magnetic signal, **confirming the presence, size & location of the tumor**



*\*Human studies have not yet been conducted*



- The bio-specific antibodies on the nanoparticles cause the particles to stick to the specific tumor being targeted
- All nanoparticles lose their magnetization (“relax”) after a low magnetic field is applied
- A nanoparticle attached to a bio-marked cancer cell will relax more slowly than particles in circulation
- Imagion’s ultra-sensitive detectors are able to identify the presence of attached nanoparticles

# LOW TECHNICAL RISK



*MagSense uses already proven components & principles*

## NANOPARTICLE FORMULA USES **KNOWN MATERIALS**

Iron oxide is already in use as contrast agents

Antibodies are the standard for therapeutics & *in vitro* diagnostics in pathology

Safety profile of nanoparticles is low risk as confirmed by regulators (FDA)

## INSTRUMENT USES **PROVEN TECHNOLOGIES**

SQUID detectors are used in MEG/MCG systems

Coils are used in MRI with much higher magnetic fields

## MAGSENSE WILL **NOT BE REGULATED AS A DRUG**

Clinical studies requiring fewer patients, saving cost

Patients will not require long-term monitoring

## DEVELOPMENT RISK FACTORS

### IDENTIFYING & SOURCING ANTIBODY TO TARGET TUMOR

*Will use commercially available antibodies*

### OPTIMIZATION OF THE NANOPARTICLE FORMULATION FOR EACH TYPE OF CANCER

*Binding characteristics of antibodies are similar across targets*

### SAFETY STUDIES WILL BE REQUIRED FOR EACH NEW TARGETING NANOPARTICLE

*Other than the antibody, the same materials will be used for all formulations*

# BUSINESS MODEL



*Small capital investment for customers & proprietary consumable drive growth & profitability*

## PRINTER / INK

- MagSense includes the measuring instrument & consumable formulation ***unique in the medical imaging market***
- Revenue & profits driven by high gross margin consumable use on growing installed instrument base

## GROWTH THROUGH APPLICATIONS

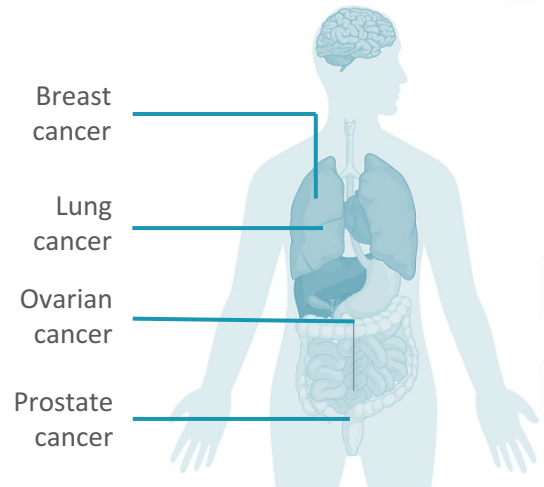
- MagSense can be applied to a wide variety of diseases, increasing revenue on the installed instruments
- Can be used at multiple points in the diagnosis & treatment of patients

## MONETIZING THE TECHNOLOGY

Printer/ink revenue model will be attractive to existing imaging companies

- Imagination will receive milestone fees & royalties or revenue share

## Multiple Clinical Targets



# ENTITLEMENT OFFER DETAIL



Entitlement Offer Ratio

1 for 2

Approximate Amount to be Raised

\$4.3 million

Current Shares on Issue

214,295,216

Entitlement Offer Shares

107,147,608

Post Entitlement Offer Shares on Issue (assuming 100% subscription)

321,442,824

# KEY DATES



EVENT	DATE (2018)
<b>Announcement of the Offer</b>	Thursday 20 September
<b>Lodgment of Appendix 3B, Offer Document and Cleansing notice under section 708AA(2)(f) of the Corporations Act with ASX</b>	Monday, 24 September
<b>Notice sent to option holders advising that they cannot participate in the Offer without first exercising their options</b>	Monday, 24 September
<b>Notice sent to Shareholders containing ASX Appendix 3B details and indicative timetable</b>	Tuesday, 25 September
<b>“Ex” date where the Company’s existing shares will commence trading without the entitlement to participate in the Offer</b>	Thursday 27 September
<b>Record date to determine Entitlements under the Offer</b>	7.00pm (Melbourne time) Friday 28 September
<b>Opening Date for the Offer</b>	Wednesday 3 October
<b>Mailing of Offer Document and Entitlement and Acceptance Form to Eligible Shareholders</b>	Wednesday 3 October
<b>Last day to extend Offer Closing Date</b>	Friday 12 October
<b>Closing Date for the Offer</b>	5.00pm (Melbourne time) Wednesday 17 October
<b>Shares quoted on a deferred settlement basis</b>	Thursday 18 October
<b>ASX notified of under subscriptions</b>	Friday 19 October
<b>New Shares for which valid applications have been received and accepted by the Company will be issued</b>	Wednesday 24 October
<b>Deferred settlement trading ends</b>	Wednesday 24 October
<b>Normal trading of New Shares on ASX expected to commence</b>	Thursday 25 October
<b>Deadline for placement of remaining shortfall</b>	Friday 11 January 2019

# USE OF FUNDS

*Undertaking our first-in-human study*



R&D and production costs to support the first-in-human study

\$1.3M

Working capital to fund current and forward operations

\$3.0M

Total

\$4.3M

## FIRST-IN-HUMAN EX VIVO RESEARCH STUDY



- Conducted at the MD Anderson Cancer Center
- 20-30 patients over 4-8 week period
- Will demonstrate safety in human patients
- Will show MagSense can detect metastatic cells in lymph nodes
- Will provide valuable data to design the pivotal clinical study

**Expected Q1 2019**

# OPPORTUNITY & SHAREHOLDER VALUE



*Achieving First-in-Human testing de-risks technology and opens path to future products & value*



## STAGING BREAST CANCER

Shortest path to  
clinical proof

\$500M

## PRIMARY TUMOR DETECTION

Breast, prostate,  
lung & ovarian

Addressable Markets

\$5B

## DOCTORS OFFICE

Ubiquitous like  
ultrasound

>\$10B

## DETECTION & THERAPY

Nanoparticle  
provides both  
detection &  
delivery of  
therapy

>\$100B

# INVESTMENT HIGHLIGHTS



## LARGE OPPORTUNITY

\$100B cancer diagnostic market

Growing 7% annually

Medical imaging commands largest share

Under-addressed need for early diagnosis



## UNIQUE TECHNOLOGY

New form of medical imaging

Molecularly specific & non-invasive

More sensitive than current methods

Protected by eight patents



## COMMERCIAL STRATEGY

\$2B initial market focus

Applies to many types of cancer

Printer-ink revenue model

Potential for therapeutics & research markets



## HIGHLY DE-RISKED

Technical feasibility demonstrated

Safety profile of technology vetted with FDA

Management & Board with track record bringing products to market



IMAGION<sup>®</sup>  
BIOSYSTEMS

IMAGION BIOSYSTEMS

[www.imagionbiosystems.com](http://www.imagionbiosystems.com)

## RIGHTS ISSUE ENTITLEMENT AND ACCEPTANCE FORM

Entitlement No.

Subregister

SRN/HIN.

Number of Shares held at 7pm  
(Melbourne time) on 28 September  
2018

**Offer Closes: 5pm (Melbourne time) 17 October 2018**

NON-RENOUNCEABLE ISSUE OF UP TO 107,147,608 NEW SHARES AT AN ISSUE PRICE OF \$0.04 EACH ON THE BASIS OF 1 NEW SHARE FOR EVERY 2 ORDINARY SHARES HELD, PAYABLE IN FULL UPON ACCEPTANCE OF THIS OFFER.

### A Rights Acceptance

If you wish to accept your **FULL ENTITLEMENT** please complete and return this form **WITH YOUR PAYMENT FOR THE AMOUNT SHOWN BELOW**. The return of this form by the close date with payment will constitute acceptance of the Offer. Your signature is only required when an alteration to your address is indicated by you over the page. **You do not need to return this form if you pay by BPAY.**

Entitlement to New Shares on the basis of 1 New Share for every 2 Ordinary Shares held	Price Per Share	Amount Payable for Full Acceptance, at \$0.04 per New Share
	<b>\$0.04 per Share =</b>	

If you wish to accept **PART OF YOUR ENTITLEMENT ONLY** please complete this form showing in the box below the **NUMBER OF NEW SHARES BEING ACCEPTED** and the appropriate amount payable.

Number of New Shares accepted	Price Per Share	Amount Enclosed
	<b>\$0.04 per Share =</b>	<b>\$</b>

### B Apply for Additional New Shares (if available)

If you wish to apply for Additional New Shares in addition to your Entitlement above please insert the number of Additional New Shares in the box below and the appropriate amount payable. These Additional New Shares will only be allotted if available.

Number of Additional New Shares Applied for	Price Per Additional New Share	Amount Enclosed
	<b>\$0.04</b>	<b>\$</b>

### C Payment

Payment may only be made by BPAY or cheque. Cash will not be accepted via the mail or at the Imagion Biosystems Limited Share Registry. Payments cannot be made at any bank.

#### Payment Option 1 - BPAY



**Biller Code:**

**Ref:**

#### Telephone & Internet Banking - BPAY®

Contact your bank, credit union or building society to make this payment from your cheque or savings account.

More info: [www.bpay.com.au](http://www.bpay.com.au)

® Registered to BPAY Ltd ABN 69 079 137 518

- To pay via BPAY please contact your participating financial institution
- If paying by BPAY you do not need to return the Application Form
- If paying by BPAY the amount of your payment received in the account divided by the issue price will be deemed to be the total number of shares you are applying for.

#### Payment Option 2 – Cheque (Record cheque details below)

DRAWER	CHEQUE NO.	BSB NO.	ACCOUNT NO.	AMOUNT \$AUD
				<b>\$</b>

- Only cheques or bank drafts in Australian dollars and drawn on a bank or financial institution in Australia will be accepted.
- Your cheque or bank draft must be made payable to "Imagion Biosystems Limited – Entitlement Offer" and crossed "Not Negotiable".
- Please ensure that you submit the correct amount. Incorrect payments may result in your application being rejected.

**THIS FORM CONTINUES OVERLEAF**

## D Contact Details

CONTACT NAME	TELEPHONE WORK	TELEPHONE HOME	EMAIL ADDRESS
	( )	( )	

By submitting this Application Form or by using the BPAY facility to accept the Offer, I/We represent and warrant that I/we have read and understood the Offer Document to which this Application Form relates and declare that this Application is completed and lodged according to the Offer Document and the instructions on the reverse of the Application form and declare that all details and statements made by me/us are complete and accurate. I/We agree to be bound by the constitution of Imagion Biosystems Limited and agree to the terms and conditions of the Offer under this Offer Document. I/We represent and warrant that I/we have not relied on any other information provided by the Company other than as set out in this Offer Document when making my/our decision to invest.

## LODGEMENT INSTRUCTIONS TO APPLICANTS

Please read these instructions carefully

### ACCEPTANCE OF YOUR ENTITLEMENT IN FULL OR PART

Multiply the number of New shares (and Additional New Shares, if any) for which you are accepting by \$0.04 then fill in the acceptance details, where necessary, in the space provided on the front of this form.

If you do not deal with your entitlement it will lapse at 5.00 pm (Melbourne time) on 17 October 2018.

### PAYMENT

#### Cheque or Draft

Complete your cheque or bank draft details on the front of this form and send your cheque/bank draft and completed form to:

Boardroom Pty Limited  
GPO Box 3993  
SYDNEY NSW 2001

Telephone No. 1300 737 760 (within Australia) + 61 2 9290 9600 (International)  
Facsimile No. 02 9279 0664

All cheques or bank drafts (expressed in Australian currency) are to be made payable to "Imagion Biosystems Limited – Entitlement Offer" and crossed "Not Negotiable".

### BPAY

If you make payment using BPAY you must contact your Australian bank, credit union or building society to make this payment from your cheque or savings account. For more information: [www.bpay.com.au](http://www.bpay.com.au). Refer to the front of this form for the Biller Code and Customer Reference Number. Payments must be received by BPAY before 5.00 pm (Melbourne time) on 17 October 2018.

### PAYMENT - OVERSEAS RESIDENTS

Overseas shareholders who are eligible to apply for shares must obtain a draft in Australian currency payable on a bank in Australia, or where the shareholder has an account with a bank in Australia, by a cheque drawn on that bank within Australia.

The Australian currency draft should be attached to your completed form and the document mailed to Boardroom Pty Limited at the above address.

OVERSEAS SHAREHOLDERS ARE ADVISED TO ENSURE THEIR DOCUMENTS ARE POSTED TO AUSTRALIA BY AIRMAIL.

Personal cheques drawn on overseas banks in Australian or any foreign currency will not be accepted. These will be returned and the acceptance deemed to be invalid.

### INTERPRETATION

Terms used in this Entitlement and Acceptance Form have the same meaning as defined in the Offer Document.

### CHANGES OF ADDRESS SUPPORTED BY YOUR SIGNATURE(S)

If your address is not exactly as shown, please provide details below. This is only relevant for Issuer Sponsored registered holdings. CHESS holders must notify your sponsoring broker for amendments to holdings on the CHESS Subregister.

CHANGE OF ADDRESS DETAILS – ISSUER SPONSORED ONLY		
SIGN HERE FOR ADDRESS AMENDMENTS:		

Shareholder 1 (Individual) /  
Sole Director & Sole Company  
Secretary

Joint Shareholder 2 (Individual) /  
Director

Joint Shareholder 3 (Individual) /  
Director/Company Secretary  
(Delete one)

### Privacy Statement:

Boardroom Pty Limited advises that Chapter 2C of the Corporations Act 2001 (Cth) requires information about you as a shareholder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold shares. Information is collected to administer your share holding and if some or all of the information is not collected then it might not be possible to administer your share holding. Your personal information may be disclosed to the entity in which you hold shares. You can obtain access to your personal information by contacting us at the address or telephone number shown on the Application Form. Our privacy policy is available on our website (<http://www.boardroomlimited.com.au/privacy.html>).