

6 December 2019

Dear Shareholder,

Non-Renounceable Rights Issue Offer – Ineligible Shareholders

Sienna Cancer Diagnostics Limited (**Sienna** or **the Company**) announced on 29 November 2019 that the Company would be undertaking a non-renounceable pro-rata rights issue for approximately 72,263,793 new Sienna ordinary shares (**New Shares**) at an issue price of 3.5 cents each (**Offer**) to raise approximately \$2.5 million.

The purpose of this letter is to inform you that under the terms of the Offer, you are an Ineligible Shareholder. You are not required to do anything in response to this letter. The Offer will be made to eligible shareholders on the basis of 1 New Share for every 4 existing shares held at 7:00pm (AEST) on Monday, 4 December 2019 (**Record Date**).

The Company also announced that it has secured commitments for a placement of 47,348,164 new shares to institutional and sophisticated investors at the same price as the Offer, to raise \$1,657,186 before expenses (**Placement**), via Merchant Corporate Advisory Pty Ltd (**Merchant**).

The Offer will include a 'top-up' facility for eligible shareholders to apply for additional shares not taken up by other eligible shareholders (**Shortfall**). If any Shortfall remains after applications for additional New Shares under the top-up facility are considered, the Directors reserve the right, subject to the Corporations Act and the Listing Rules, to place any further Shortfall at their discretion (other than to Directors and related parties of the Company) within 2 months after the close of the Offer (at a price not less than the Issue Price of 3.5 cents per New Share). Merchant has offered to seek to place shares not taken up by eligible shareholders under the Offer, and will earn a fee of 6% on funds received under the Shortfall from institutional and sophisticated investors introduced by Merchant.

The Offer is being made by Sienna pursuant to a rights issue offer document to be lodged with the ASX today (**Offer Document**). The Offer is not being made via a prospectus prepared pursuant to the *Corporations Act 2001* (Cth) (**Act**).

Eligibility criteria

"Eligible Shareholders" are those persons who:

- are registered holders of shares in the Company as at the Record Date;
- have a registered address in Australia or New Zealand; and
- are eligible under all applicable securities laws to receive an offer under the Offer.

Those Shareholders who are not Eligible Shareholders are **"Ineligible Shareholders"** and will not be able to subscribe for New Shares under the Offer.

Sienna has determined, as permitted by law, that it would be unreasonable to make or extend the Offer to shareholders in countries outside of Australia and New Zealand, having regard to the relatively

small number of shareholders in those countries, and the potential cost of complying with regulatory requirements in those countries.

Accordingly, in compliance with ASX Listing Rules and the Act, Sienna wishes to advise you that the Offer will not be extended to you and you will not be able to apply for New Shares under the Offer.

Further information

If you have any questions relating to the Offer, please call the Company on +61 3 8288 2141 at any time between 9.00am to 5.00pm (AEST) Monday to Friday during the Offer period.

On behalf of the Board of the Company,



Tony Di Pietro
Company Secretary
Sienna Cancer Diagnostics Limited

Important Information

This letter is for information purposes only and does not constitute an offer, invitation or recommendation to subscribe for, retain or purchase any securities in the Company in any jurisdiction. This letter does not constitute financial product advice and does not and will not form part of any contract for the acquisition of shares in the Company.

This letter does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. No action has been made or will be taken to register, qualify or otherwise permit a public offering of the New Shares in any jurisdiction outside Australia or New Zealand. In particular, neither the entitlements nor the New Shares have been, or will be, registered under the U.S. Securities Act, as amended (the "**Securities Act**") or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Entitlements may not be exercised or taken up by, and the New Shares may not be offered or sold to, persons in the United States or persons who are acting for the account or benefit of persons in the United States unless they are offered and sold in a transaction exempt from, or not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws.

Certain statements made in this letter are forward-looking statements. These forward-looking statements are not historical facts but rather are based on the Company's current expectations, estimates and projections about the industry in which the Company operates, and beliefs and assumptions. These statements are not guarantees of future performance and are subject to known and unknown risks, uncertainties and other factors, some of which are beyond the control of the Company, are difficult to predict and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements. The Company cautions shareholders and prospective shareholders not to place undue reliance on these forward-looking statements, which reflect the view of the Company only as of the date of this letter. The forward-looking statements made in this letter relate only to events as of the date on which the statements are made.