



## Announcement Summary

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**Entity name**

MEDIBIO LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

Wednesday June 10, 2020

**The Proposed issue is:**

- ☒ A standard pro rata issue (including non-renounceable or renounceable)
- ☒ A placement or other type of issue

**Total number of +securities proposed to be issued for a standard pro rata issue (including non-renounceable or renounceable)**

ASX +Security Code	+Security Description	Maximum Number of +securities to be issued
MEB	ORDINARY FULLY PAID	252,865,843

**Ex date**

Friday June 12, 2020

**+Record date**

Monday June 15, 2020

**Offer closing date**

Monday June 29, 2020

**Issue date**

Monday July 6, 2020

**Total number of +securities proposed to be issued for a placement or other type of issue**

ASX +Security Code	+Security Description	Maximum Number of +securities to be issued
MEB	ORDINARY FULLY PAID	83,333,333
MEBAD	OPTION EXPIRING VARIOUS DATES EX VARIOUS PRICES	20,000,000



**Proposed +issue date**

Tuesday June 16, 2020

Refer to next page for full details of the announcement



## Part 1 - Entity and announcement details

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### 1.1 Name of +Entity

MEDIBIO LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

### 1.2 Registered Number Type

ABN

### Registration Number

58008130336

### 1.3 ASX issuer code

MEB

### 1.4 The announcement is

☒ New announcement

### 1.5 Date of this announcement

Wednesday June 10, 2020

### 1.6 The Proposed issue is:

☒ A standard +pro rata issue (non-renounceable or renounceable)

☒ A placement or other type of issue

### 1.6a The proposed standard +pro rata issue is:

☒ + Non-renounceable



## Part 3 - Details of proposed entitlement offer issue

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### Part 3A - Conditions

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#### 3A.1 - Are any of the following approvals required for the entitlement offer to be unconditional?

- +Security holder approval
- Court approval
- Lodgement of court order with +ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

☒ No

### Part 3B - Offer details

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**Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued**

#### ASX +Security Code and Description

MEB : ORDINARY FULLY PAID

**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**

☒ Existing class

**Will the proposed issue of this +security include an offer of attaching +securities?**

☒ No

**If the entity has quoted company options, do the terms entitle option holders to participate on exercise?**

☒ Yes

### Details of +securities proposed to be issued

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#### ASX +Security Code and Description

MEB : ORDINARY FULLY PAID

**ISIN Code (if Issuer is a foreign company and +securities are non CDIs)**

Offer ratio (ratio to existing holdings at which the proposed +securities will be issued)

**The quantity of additional +securities to be issued**

1

**For a given quantity of +securities held**

4

**What will be done with fractional entitlements?**

Fractions rounded up to the next whole number

**Maximum Number of +securities proposed to be issued**

252,865,843

**Purpose of the issue**

Funds raised by the Capital Raising will be used towards undertaking the depressive burden trial; commercialisation of MEBsleep; commercialisation of ilumenTM; the development of a consumer app and general working capital purposes.

**Offer price details for retail security holders****Issue Currency**

AUD - Australian Dollar

**Offer Price per +security**

AUD 0.00600

**Estimated or Actual?**

☒ Actual

**Oversubscription & Scale back details****Are +security holders allowed to oversubscribe?**

☒ Yes

**Provide the oversubscription details**

Eligible shareholders who apply for their Entitlement in full may apply for additional Shares under the Shortfall. If eligible shareholders subscribe for more Shares than are available under the Shortfall, the Company will apply a scale-back procedure to ensure a fair allocation of the shortfall.

**May a scale back be applied to this event?**

☒ Yes

**Provide the scale back details**

In the event of a scale back, Eligible Shareholders' applications will be scaled back using a consistent percentage across all applications.

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

☒ Yes

Details of company options where holders entitled to participate in the offer

**ASX +Security Code and Description**

MEBOB : OPTION EXPIRING 01-DEC-2021

**Date Option must be exercised by**

Friday June 12, 2020



**3C.1 +Record date**

Monday June 15, 2020

**3C.2 Ex date**

Friday June 12, 2020

**3C.4 Record date**

Monday June 15, 2020

**3C.5 Date on which offer documents will be sent to +security holders entitled to participate in the +pro rata issue**

Thursday June 18, 2020

**3C.6 Offer closing date**

Monday June 29, 2020

**3C.7 Last day to extend the offer closing date**

Wednesday June 24, 2020

**3C.9 Trading in new +securities commences on a deferred settlement basis**

Tuesday June 30, 2020

**3C.10 Last day for entity to announce the results of the offer to ASX, including the number and percentage of +securities taken up by existing +security holders and any shortfall taken up by underwriters or other investors**

Thursday July 2, 2020

**3C.11 Issue date**

Monday July 6, 2020

**3C.12 Date trading starts on a normal T+2 basis**

Tuesday July 7, 2020

**3C.13 First settlement date of trades conducted on a +deferred settlement basis and on a normal T+2 basis**

Thursday July 9, 2020

Part 3E - Fees and expenses

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**3E.1 Will there be a lead manager or broker to the proposed offer?**

☒ Yes

**3E.1a Who is the lead manager/broker?**

CPS Capital Group Pty Ltd



**3E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?**

The lead manager will receive a fee of 6% for the Capital Raising. In addition, CPS will subscribe to 20,000,000 unlisted options at an issue price of \$0.00001 per option. The options will have an exercise price of \$0.03 (3 cents) and will expire on 2 June 2022.

**3E.2 Is the proposed offer to be underwritten?**

☒ Yes

**3E.2a Who are the underwriter(s)?**

CPS Capital Group Pty Ltd

**3E.2b What is the extent of the underwriting (ie the amount or proportion of the offer that is underwritten)?**

Fully underwritten

**3E.2c What fees, commissions or other consideration are payable to them for acting as underwriter(s)?**

The lead manager will receive an underwriting fee of AU \$20,000 (in addition to what is noted in 3E.1b as noted above).

**3E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated**

The key terms are summarised in the offer booklet in section 7.12 but summarised below:

- (a) a statements in the offer document or cleansing statement is inaccurate or misleading;
- (b) drops in the market by 10% or more below the level on the business day before the date the Offer is announced (details within offer document);
- (c) regulatory investigations in relation to the offers;
- (d) removal from ASX Listing;
- (e) a director or a senior manager of a Relevant Company is charged with an indictable offence;
- (f) insolvency;
- (g) changes to the timetable greater than three days without prior written consent;
- (h) changes to the capital structure; and
- (i) other items as outlined within the offer booklet.

**3E.2e Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer?**

☒ No

**3E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?**

☒ No

**3E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer**

Part 3F - Further Information

**3F.1 The purposes for which the entity intends to use the cash raised by the proposed issue**

Funds raised by the Capital Raising will be used towards undertaking the depressive burden trial; commercialisation of MEBsleep; commercialisation of ilumenTM; the development of a consumer app and general working capital purposes.



**3F.2 Will holdings on different registers or subregisters be aggregated for the purposes of determining entitlements to the issue?**

☒ No

**3F.3 Will the entity be changing its dividend/distribution policy if the proposed issue is successful?**

☒ No

**3F.4 Countries in which the entity has security holders who will not be eligible to participate in the proposed issue**

The Countries that the Company has on its register that will not be able to participate are as follows Bahamas, Canada, Germany, Malaysia, Philippines, Singapore, United Kingdom and USA.

**3F.5 Will the offer be made to eligible beneficiaries on whose behalf eligible nominees or custodians hold existing +securities**

☒ No

**3F.6 URL on the entity's website where investors can download information about the proposed issue**

<https://medibio.com.au/>

**3F.7 Any other information the entity wishes to provide about the proposed issue**





## Part 7 - Details of proposed placement or other issue

### Part 7A - Conditions

#### 7A.1 - Are any of the following approvals required for the placement or other type of issue?

- +Security holder approval
- Court approval
- Lodgement of court order with +ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

☒ No

### Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

☒ Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

☒ Yes

#### Details of +securities proposed to be issued

##### ASX +Security Code and Description

MEB : ORDINARY FULLY PAID

##### Maximum Number of +securities proposed to be issued

83,333,333

##### Purpose of the issue

Funds raised by the Capital Raising will be used towards commercialisation of ilumenTM, progressing its FDA 510(K) application for its sleep staging medical software and other working capital purposes.

##### Offer price details for retail security holders

In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD 0.00600



**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

☒ Yes

**Oversubscription & Scale back details**

**May a scale back be applied to this event?**

☒ No

Attaching +Security

**Is the proposed attaching security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional +securities in a class that is already quoted or recorded by ASX)?**

☒ Existing class

Attaching +Security - Existing class (additional +securities in a class that is already quoted or recorded by ASX)

**Details of attaching +securities proposed to be issued**

**ASX +Security Code and Description**

MEBAD : OPTION EXPIRING VARIOUS DATES EX VARIOUS PRICES

**Maximum Number of +securities proposed to be issued**

20,000,000

**Offer price details for retail security holders**

**In what currency is the cash consideration being paid?**

AUD - Australian Dollar

**What is the issue price per +security?**

AUD 0.00001

**Oversubscription & Scale back details**

**May a scale back be applied to this event?**

☒ No

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

☒ Yes

Part 7C - Timetable



### 7C.1 Proposed +issue date

Tuesday June 16, 2020

## Part 7D - Listing Rule requirements

**7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?**

☒ No

**7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

☒ Yes

**7D.1b ( i ) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

20,000,000 unlisted options

**7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?**

☒ Yes

**7D.1c ( i ) How many +securities are proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?**

83,333,333 Fully Paid Ordinary Shares

**7D.2 Is a party referred to in listing rule 10.11.1 participating in the proposed issue?**

☒ No

**7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?**

☒ No

**7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?**

☒ No

## Part 7E - Fees and expenses

**7E.1 Will there be a lead manager or broker to the proposed issue?**

☒ Yes

**7E.1a Who is the lead manager/broker?**

CPS Capital Group Pty Ltd

**7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?**

The lead manager will receive a fee of 6% for the Capital Raising. In addition, CPS will subscribe to 20,000,000 unlisted options at an issue price of \$0.00001 per option. The options will have an exercise price of \$0.03 (3 cents) and will expire on 2 June 2022. These fees are the same fees as outlined in section 3E and cover the \$2 million as announced on 10 June 2020 in relation to the Placement and Entitlement Offer.

**7E.2 Is the proposed issue to be underwritten?**

☒ No



**7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue**

Part 7F - Further Information

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**7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?**

☒ No

**7F.2 Any other information the entity wishes to provide about the proposed issue**