



Announcement Summary

Entity name

MEDIBIO LIMITED

Announcement Type

New announcement

Date of this announcement

Wednesday February 10, 2021

The Proposed issue is:

☒ A placement or other type of issue

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
n/a	Listed Options	83,333,333
MEB	ORDINARY FULLY PAID	333,333,333

Proposed +issue date

Monday February 15, 2021

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

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

ACN

Registration Number

008130336

1.3 ASX issuer code

MEB

1.4 The announcement is

☒ New announcement

1.5 Date of this announcement

Wednesday February 10, 2021

1.6 The Proposed issue is:

☒ A placement or other type of 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

☒ Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	Wednesday March 24, 2021	<input checked="" type="checkbox"/> Estimated	

Comments

Shareholder approval is required for the Tranche two placement of Shares and Options being for up to 111,111,111 Shares and 27,777,778 Options on the same terms as Tranche 1 of the Placement.

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

Number of +securities proposed to be issued

333,333,333

Offer price details



Are the +securities proposed to be issued being issued for a cash consideration?

☒ Yes

In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD 0.00900

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

☒ Yes

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)?

☒ New class

Attaching +Security - New class (+securities in a class that is not yet quoted or recorded by ASX)

Details of attaching +securities proposed to be issued

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

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?

☒ No

Will the entity be seeking quotation of the 'new' class of +securities on ASX?

☒ Yes

ASX +security code

New class-code to be confirmed

+Security description

Listed Options

+Security type

Options

Number of +securities proposed to be issued

83,333,333

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

☒ No

Please describe the consideration being provided for the +securities

Issue of one (1) free attaching option for every four (4) Tranche One or Two Shares subscribed and issued



Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

Will all the +securities issued in this class rank equally in all respects from their issue date?

☒ Yes

Options details

+Security currency

AUD - Australian Dollar

Exercise price

AUD 0.0150

Expiry date

Wednesday February 28, 2024

Details of the type of +security that will be issued if the option is exercised

MEB : ORDINARY FULLY PAID

Number of securities that will be issued if the option is exercised

83,333,333

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.

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

Part 7C - Timetable

7C.1 Proposed +issue date

Monday February 15, 2021

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire 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?

87,479,545 Fully Paid Ordinary Shares
55,555,555 Attaching 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?

134,742,677 Fully Paid Ordinary Shares

7D.1c (ii) Please explain why the entity has chosen to do a placement rather than a +pro rata issue or an offer under a +security purchase plan in which existing ordinary +security holders would have been eligible to participate

The Company is launching a Share Purchase Plan as announced on 10 February 2021.

7D.2 Is a party referred to in listing rule 10.11 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 (CPS)

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

- a. a management fee of 2% plus GST of the total amount raised by the Company under Placement (Management fee);
- b. a placement fee of 4% plus GST of the total amount raised by the Company under Placement (Placement fee);
- c. CPS (or it's nominee(s)) will receive 94,000,000 unlisted options (Options) at a subscription price of \$0.00001 each (each option being exercisable at \$0.015 (1.5 cents) and expiring on 28 February 2024 (being the same terms as the Placement Options and SPP Options) (Broker Options);
- d. CPS will also receive a monthly fee of A\$4,000 plus GST (where applicable) for providing corporate advisory services for the 12 month period.

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

None



Part 7F - Further Information

7F.01 The purpose(s) for which the entity is issuing the securities

Progress development of :

- software medical device and related platform, MEB-001
- Sleep Analysis of Depressive Burden trial
- commercialisation of ilumenTM
- complete the development of the Company's consumer app
- working capital requierments

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

The Company is undertaking the Share Placement in two Tranches in which Tranche 1 will consist of 222,222,222 Shares and 55,555,555 attaching options which will be issued under the Company's existing placement capacity. Tranche 2 will be subject to Shareholder approval and will consist of 111,111,111 Shares and 27,777,778 attaching options.