



## Announcement Summary

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**Entity name**

MEMPHASYS LIMITED.

**Announcement Type**

New announcement

**Date of this announcement**

Wednesday May 26, 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	Convertible Notes	50,000,000
n/a	Options	3,000,000

**Proposed +issue date**

Friday July 9, 2021

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**

MEMPHASYS 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**

120047556

**1.3 ASX issuer code**

MEM

**1.4 The announcement is**

☒ New announcement

**1.5 Date of this announcement**

Wednesday May 26, 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	Friday July 9, 2021	<input checked="" type="checkbox"/> Estimated	

#### Comments

### 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)?

☒ New class

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

☒ Yes

#### Details of +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?

☒ No

ASX +security code

New class-code to be confirmed

+Security description

Convertible Notes

**+Security type**

+Convertible debt securities

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

50,000,000

**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 0.06000

**Will all the +securities issued in this class rank equally in all respects from their issue date?**☒ Yes**+Convertible debt securities details**

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**These securities are:**

Convertible

**Type of security**

Capital Note

**+Security currency**

AUD - Australian Dollar

**Face value**

AUD 0.0600

**Interest rate type**

Fixed rate

**Frequency of coupon/interest payments per year**

Annual

**First interest payment date**

Saturday December 31, 2022

**Interest rate per annum**

8.00000 %

**Is the interest rate per annum estimated at this time?**☒ No**s128F of the Income Tax Assessment Act status applicable to the +security**

s128F exemption status unknown

**Is the +security perpetual (ie. no maturity date)?**☒ No**Maturity date**

Saturday December 31, 2022



Select other features applicable to the +security

☒ None of the above

Is there a first trigger date on which a right of conversion, redemption, call or put can be exercised (whichever is first)?

☒ Yes

If yes, what is the first trigger date

Friday September 30, 2022

Details of the type of +security that will be issued if the securities to be quoted are converted, transformed or exchanged

MEM : ORDINARY FULLY PAID

Number of +securities that will be issued if the +securities to be quoted are converted, transformed or exchanged

50,000,000

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.

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?

☒ No

ASX +security code

New class-code to be confirmed

+Security description

Options

+Security type

Options

Number of +securities proposed to be issued

3,000,000

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**

Convertible Note raising AUD\$3,000,000

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

0.060000

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

☒ Yes

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Options details

**+Security currency**

AUD - Australian Dollar

**Exercise price**

AUD 0.0600

**Expiry date**

Sunday December 31, 2023

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

MEM : ORDINARY FULLY PAID

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

50,000,000

**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.**

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Part 7C - Timetable

**7C.1 Proposed +issue date**

Friday July 9, 2021

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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?**

☒ Yes

**7D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1**

Friday July 9, 2021



**7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?**

☒ Yes

**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?**

Canaccord

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

- (a) a gross 2% fee,
- (b) an additional 2% of the Convertible Notes subscribed for by Peters Investments Pty Ltd when the Convertible Notes are issued; and
- (c) a further 2% fee on conversion of the Convertible Notes (if conversion occurs) by Peters Investments Pty Ltd.

**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**

Funding will enable the Company to complete a range of necessary tasks for the upgraded Felix device, ahead of the re-commencement of commercial sales discussions in early access markets during the later stages of the quarter ending September 2021

**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**

- ¿ Conversion Price: the lower of:
- o \$0.06; and
- o a 20% discount to the issue price of shares and/or the exercise price of any options offered under any capital raising(s) completed by the Company of greater than \$1,000,000 prior to the Repayment Date.