

# Medical Developments International Limited

ACN 106 340 667

## Prospectus

For the offer of:

- approximately 5.0 million New Shares at the Offer Price of \$2.00 per New Share and approximately 2.0 million free attaching New Options to Eligible Shareholders with an exercise price of \$2.80 under the retail component of a fully underwritten 1 for 9.5 pro-rata accelerated non-renounceable entitlement offer to raise approximately \$15.0 million (**Entitlement Offer**); and
- approximately 4.0 million free Institutional Options with an exercise price of \$2.80 to participants in the Placement and the institutional component of Entitlement Offer on the basis of 1 Institutional Option for every 2.5 New Shares issued under the Placement and Institutional Entitlement Offer (as applicable).

### IMPORTANT NOTICE

This Prospectus is a transaction specific prospectus issued in accordance with section 713 of the Corporations Act. This is an important document that should be read in its entirety. You should read this Prospectus in its entirety before deciding whether to take up Securities under the Offers.

This Prospectus is not for release to US wire services nor distribution in the United States or elsewhere outside Australia and New Zealand.

## **TABLE OF CONTENTS**

<b>IMPORTANT INFORMATION</b>	<b>3</b>
<b>CHAIR'S LETTER</b>	<b>6</b>
<b>KEY DATES</b>	<b>8</b>
<b>1. INVESTMENT OVERVIEW</b>	<b>9</b>
<b>2. DETAILS OF THE RETAIL ENTITLEMENT OFFER</b>	<b>15</b>
<b>3. DETAILS OF THE INSTITUTIONAL OPTION OFFER</b>	<b>28</b>
<b>4. PURPOSE AND EFFECT OF THE ENTITLEMENT OFFER AND PLACEMENT</b>	<b>30</b>
<b>5. RISK FACTORS</b>	<b>34</b>
<b>6. ADDITIONAL INFORMATION</b>	<b>41</b>
<b>7. DIRECTORS' AUTHORISATION</b>	<b>52</b>
<b>8. DEFINITIONS</b>	<b>53</b>
<b>CORPORATE DIRECTORY</b>	<b>55</b>

# IMPORTANT INFORMATION

## General

This Prospectus relates to the Medical Developments International Limited ACN 106 340 667 (**MVP** or **Company**) Retail Entitlement Offer and Institutional Option Offer under which the Company will offer New Shares, New Options and Institutional Options. This Prospectus is dated 4 August 2022 and a copy has been lodged with ASIC. The expiry date of this Prospectus is 3 September 2023. No Securities will be issued on the basis of this Prospectus after the expiry date.

The Company has applied or will, within 7 days after the date of this Prospectus, apply for quotation of the Securities on ASX. Neither ASIC nor ASX takes any responsibility for the contents of this Prospectus nor for the merits of the investment to which this Prospectus relates.

In preparing this Prospectus, regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and that certain matters may reasonably be expected to be known to investors and their professional advisers. This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. Section 713 of the Corporations Act allows the issue of a more concise prospectus in relation to an offer of continuously quoted securities. This Prospectus does not include all information that would be included in a prospectus for an initial public offering.

This Prospectus is important and requires your immediate attention. You should read the entire Prospectus carefully before deciding whether to invest in the Securities under the Offers. In particular you should consider the risk factors that could affect the performance of MVP or the value of an investment in MVP, some of which are outlined in Section 5. However, the information provided in this Prospectus is not investment advice or financial product advice and has been prepared without taking into account your individual investment objectives, financial situation, tax position or particular needs. Before deciding whether to apply for Securities under the Offers, you should consider whether they are a suitable investment for you in light of your own investment objectives, financial situation, tax position and particular needs and having regard to the merits and risks involved. If, after reading

this Prospectus, you have any questions about the Offers you should contact your stockbroker, solicitor, accountant and/or other professional financial adviser. The Company is not licensed to provide financial product advice in relation to Securities or any other financial products. No cooling off regime applies to the acquisition of Securities under this Prospectus.

The past performance of the price of the Company's Shares or other securities of the Company provides no guidance or indication as to how the price of the Securities will perform in the future.

The right to participate in the Offers is not transferable. Please carefully read and follow the instructions in this Prospectus and on the accompanying personalised Application Form (if applicable) when subscribing for Securities.

## Prospectus availability

Eligible Shareholders and participants in the Placement and Institutional Entitlement Offer will receive a copy of this Prospectus together with an accompanying personalised Application Form. Eligible Shareholders and participants in the Placement and the Institutional Entitlement Offer can obtain a copy of this Prospectus during the Offer Period (free of charge) from the Company's website at <https://medicaldev.com/investors-media/>.

Any references to documents located on the Company's website are provided for convenience only, and none of the documents or other information on the Company's website are incorporated by reference into this Prospectus.

## Target market determination

In accordance with the design and distribution obligations under the Corporations Act, the Company has determined the target market for the offer of Options issued under this Prospectus. The Company will only distribute this Prospectus to those investors who fall within the target market determination as set out on the Company's website at <https://medicaldev.com/investors-media/>.

## New Zealand

The New Shares are not being offered or sold 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 the New Shares is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016. The Company is issuing the New Options to existing Shareholders of the Company for no consideration.

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013.

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.

## **Other jurisdictions**

The Retail Entitlement Offer does not constitute an offer to sell, or the solicitation of any offer to buy, any securities in the United States (or to any person acting for the account or benefit of a person in the United States), or in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation.

No action has been taken to register or qualify the Retail Entitlement Offer, or otherwise permit an offering of the New Shares or New Options, in any jurisdiction other than Australia or New Zealand.

The distribution of this Prospectus (including an electronic copy) outside Australia may be restricted by law. If you come into possession of this Prospectus, you should observe any such restrictions, particularly restrictions on the distribution of the Prospectus to persons outside Australia and New Zealand. Any failure to comply with such restrictions may contravene applicable securities laws. The Company disclaims all liability to such persons.

By making a payment by BPAY®, you will be taken to have given the representations and warranties set out in Section 2.10 and represented and warranted that there has been no breach of such laws and that all necessary approvals and consents have been obtained.

The Securities have not been, and will not be, registered under the US Securities Act, or the securities laws of any state or other jurisdiction in the United States. The Securities may not be offered, sold or resold in the United States or to, or for the account or benefit of, a person in the United States, except in a transaction exempt

from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

The Retail Entitlement Offer is not being extended to any Shareholder outside Australia and New Zealand. The Institutional Option Offer is not being extended to any Shareholder outside Australia, New Zealand, Hong Kong, Singapore and the United Kingdom. For details of the restrictions that apply to the Securities in New Zealand, Hong Kong, Singapore and the United Kingdom, please refer to Section 6.3.

## **Future performance and forward-looking statements**

The pro forma financial information provided in this Prospectus is for illustrative purposes only and does not represent a forecast or expectation by the Company as to its future financial condition and/or performance. In particular, certain pro forma financial information and certain other qualitative assessments by MVP in this Prospectus assume that proceeds of the Offers are received by the Company on the relevant settlement dates under the Offers.

This Prospectus contains forward-looking statements, including statements containing such words as “anticipate”, “estimates”, “should”, “will”, “expects”, “plans” or similar expressions. These forward-looking statements are, despite being based on MVP’s current expectations about future events and on assumptions for which the Directors consider they have reasonable grounds, subject to known and unknown risks and uncertainties, many of which are outside the control of the Company and its Directors. These known and unknown risks and uncertainties could cause actual results, performance or achievements to differ materially from future results, performance or achievements expressed or implied by the forward-looking statements. These risks, uncertainties and assumptions include but are not limited to the risks outlined in Section 5. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements in this Prospectus. In addition, except as required by law, and then only to the extent required by law, neither the Company nor any other person warrants the future performance of the Company, the future performance of the Securities, the correctness of the assumptions underlying the forecast financial information or any return on any investment made by you under this Prospectus.

The Company and its Directors, officers and employees disclaim any responsibility to update any risk factors or publicly announce the result of any revisions to the forward-looking statements contained in this Prospectus to reflect future developments or events, other than where required to do so by the Corporations Act or the ASX Listing Rules.

## Electronic Prospectus

In addition to issuing the Prospectus in printed form, a read-only version of the Prospectus is also available on the Company's website at <https://medicaldev.com/investors-media/>. Any person accessing the electronic version of this Prospectus for the purpose of making an investment in the Company must be an Australian resident and must only access the Prospectus from within Australia. The Corporations Act prohibits any person passing onto another person an Application Form unless it is included in or accompanied by a hard copy of this Prospectus or it accompanies the complete and unaltered electronic version of this Prospectus. The Company will not accept a completed Application Form (if applicable) if it has reason to believe that the Applicant has not received a complete and unaltered copy of the Prospectus. Any person may obtain a hard copy of this Prospectus by contacting the Company prior to the Closing Date.

## Risk factors

Before deciding to invest in the Company, potential investors should read the entire Prospectus. In considering the prospects for the Company, potential investors should consider the assumptions underlying the prospective financial information and the risk factors that could affect the performance of the Company. Potential investors should carefully consider these factors in light of personal circumstances (including financial and taxation issues) and seek professional advice from a stockbroker, accountant or other independent financial adviser before deciding to invest. No person named in this Prospectus, nor any other person, guarantees the performance of the Company, the repayment of capital by the Company or the payment of a return on the Shares.

## Publicly available information

Information about the Company is publicly available and can be obtained from ASIC and ASX (including ASX's website [www.asx.com.au](http://www.asx.com.au)). The contents of any website or ASIC or ASX filing

by the Company are not incorporated into this Prospectus and do not constitute part of the Offers. This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest in Shares or the Company.

No person is authorised to give any information or to make any representation in relation to the Offers which is not contained in this Prospectus and any such information may not be relied on as having been authorised by the Directors.

## Enquiries

Phone the Offer Information Line:  
1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)  
between 8.30am and 5.30pm (Sydney time)  
Monday to Friday during the Offer Period.

If you have questions about the Offers, please contact your solicitor, stockbroker, accountant and/or other professional financial adviser.

## Interpretation

A number of terms and abbreviations used in this Prospectus have defined meanings which are set out in Section 8.

All references in this Prospectus to **\$**, **AUD** or **dollars** are references to Australian currency, unless otherwise stated.

Unless otherwise stated, all references to time in this Prospectus relate to the time in Melbourne, Australia.

## Chair's Letter

Thursday, 4 August 2022

Dear Shareholder

As announced by the Company to ASX on Thursday, 4 August 2022, the Company intends to raise approximately \$30 million by way of:

- a fully underwritten placement of 7.5 million new fully paid ordinary shares in the Company (**New Shares**) to institutional and sophisticated investors at an issue price of \$2.00 per New Share (**Placement**) to raise approximately \$15.0 million; and
- a fully underwritten pro rata accelerated non-renounceable entitlement offer of 1 New Share for every 9.5 Existing Shares (**Entitlement Offer**), to:
  - existing institutional and sophisticated shareholders in Australia and New Zealand and certain other foreign jurisdictions as approved by the Board (**Institutional Entitlement Offer**); and
  - to Eligible Shareholders under the retail component of the Entitlement Offer, to raise approximately \$15.0 million,

collectively referred to as the (**Capital Raising**).

The Capital Raising was announced to the ASX on Thursday, 4 August 2022 and the Placement and Institutional Entitlement Offer are expected to be completed on Monday, 8 August 2022.

For every 2.5 New Shares subscribed for by participants under the Placement and Institutional Entitlement Offer, each participant will also receive one free quoted option to acquire one Share by way of issue which will be exercisable at \$2.80 per Share (**Institutional Option Offer**).

On behalf of the Board, I am pleased to offer Eligible Shareholders an opportunity to participate in the retail component of the Entitlement Offer under this Prospectus.

The retail component of the Entitlement Offer will give all Eligible Shareholders an opportunity to apply for 1 new Share (**New Share**) for every 9.50 Existing Shares already held at an issue price of \$2.00 per New Share, being the same issue price per Share paid under the Placement and Institutional Entitlement Offer, while also receiving one free option for every 2.50 New Shares (**New Options**), together the (**Retail Entitlement Offer**), to raise approximately \$10.0 million. The New Options issued under the Retail Entitlement Offer will have the same terms as the Institutional Options proposed to be issued to participants in the Placement and the Institutional Entitlement Offer, collectively referred to as the (**Options**). The Options will be quoted on the ASX and will expire at 5.00pm (Melbourne time) on 30 September 2024 (**Expiry Date**).

Funds raised through the Placement and the Entitlement Offer, are intended to be used to drive our Australian business expansion, European growth strategy and invest in capability to continue delivery of the Company's growth strategy.

Additionally, funds received by the Company from the exercise of the Options, which are exercisable at any time prior to the Expiry Date, will be primarily used to provide further funding for our growth strategy.

The Retail Entitlement Offer is open to all Shareholders recorded as holding Shares on the Company's register of members as at 7.00pm (Sydney, Australia time) on Monday, 8 August 2022 and who have a registered address in Australia or New Zealand (and who otherwise meet the eligibility criteria set out in Section 2.4).

The issue of New Shares under the Entitlement Offer and the Placement is fully underwritten by the Underwriter, Bell Potter Securities Limited.

Participation in the Retail Entitlement Offer is completely optional, however, a Shareholder's entitlement to participate in the Retail Entitlement Offer is non-renounceable meaning that a Shareholder's right to participate in the Retail Entitlement Offer cannot be transferred to anyone else. If you do not take up your Entitlement, you will not be allocated New Shares and your Entitlements will lapse. If you do not take up your Entitlement, your proportionate equity interest in MVP will be diluted as a result of the Entitlement Offer.

Directors propose to take up their Entitlements in full under the Retail Entitlement Offer and some will in aggregate sub-underwrite up to \$1.2 million of the Retail Entitlement Offer. Further details of the Directors' sub-underwriting are set out in Section 2.5 of this Prospectus.

If you are eligible and wish to participate in the Retail Entitlement Offer, you should submit a BPAY® payment in accordance with the instructions on the accompanying personalised Application Form. New Zealand holders will not be able to make a payment using BPAY® and should contact the Share Registry to obtain payment details. Your application and payment must be received by no later than 5.00pm (Sydney time) on 25 August 2022.

**You should be aware that your own financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment.** It is your responsibility to ensure that Application Monies submitted through BPAY® are received by 5.00pm (Sydney time) on 25 August 2022.

The Board recommends that you read this Prospectus carefully, and in its entirety, before you decide whether to participate in the Offers. In particular, you should note the future market price of the Shares is uncertain and may rise or fall. This means the price you pay for New Shares under the Retail Entitlement Offer may be either higher or lower than the Share price as traded on ASX at the time the New Shares are issued to you under the Retail Entitlement Offer, with the effect that the value of your investment in the Securities could rise or fall. In deciding whether to participate in the Offers, you should seek your own independent financial, legal and taxation advice in respect of the Offers. No cooling off regime applies to the acquisition of Securities under the Offers.

On behalf of the Directors, I invite you to consider participating in the Offers and thank you for your ongoing support of MVP.

Yours sincerely,



Mr Gordon Naylor  
Independent Non-Executive Chair  
**Medical Developments International Limited**

## Key Dates

Event	Date* (Sydney, Australia Time)
Lodgement of this Prospectus and trading halt	Thursday, 4 August 2022
Record Date for the Retail Entitlement Offer	7.00pm on Monday, 8 August 2022
Retail Entitlement Offer opens	9.00am on Thursday, 11 August 2022
Proposed issue of New Shares under the Placement and the Institutional Entitlement Offer	Monday, 15 August 2022
Retail Entitlement Offer closes	5.00pm on Thursday, 25 August 2022
Allotment of New Shares and Options	Thursday, 1 September 2022
Commencement of trading of New Shares and Options on ASX	Friday, 2 September 2022
Dispatch of holding statements	Friday, 2 September 2022

\* The timetable is indicative only and subject to change. The Company retains the discretion, subject to the ASX Listing Rules and the Corporations Act, to alter any or all of these key dates at its discretion (generally or in particular cases), without prior notice, including extending the Closing Date or to withdraw the Offers without prior notice. Applicants are encouraged to submit their Application Forms (if applicable) as soon as possible.



# 1. INVESTMENT OVERVIEW

The information is a selective overview of the Retail Entitlement Offer and Institutional Option Offer only. Participants should read the Prospectus in full before deciding to invest in Securities.

## Retail Entitlement Offer

Topic	Summary	Where to find more information
<b>What is the Retail Entitlement Offer?</b>	<p>The Retail Entitlement Offer provides Eligible Shareholders with the opportunity to subscribe for 1 New Share for every 9.5 Existing Shares held on the Record Date and one New Option for every 2.5 New Shares issued, free of brokerage or other transaction costs.</p> <p>The Retail Entitlement Offer is non-renounceable. This means that Eligible Shareholders who do not take up their Entitlements by 5.00pm (Sydney time) on 25 August 2022, will not receive any payment or value for those Entitlements, and their proportionate equity interest in the Company will be diluted.</p> <p>The Company reserves the right to modify or terminate the Retail Entitlement Offer at any time including closing the Retail Entitlement Offer early (see Section 2.3). The Company will notify the ASX of any modification to, or termination of, the Retail Entitlement Offer.</p>	Sections 2.1, 2.3, 2.6 and 2.18
<b>What is the Offer Price?</b>	<p>The Offer Price is \$2.00 per New Share, being the issue price per Share paid by participants under the Placement and Institutional Entitlement Offer.</p> <p>The Options will be issued for nil consideration.</p>	Section 2.1 and 2.2
<b>Am I eligible to participate in the Retail Entitlement Offer?</b>	<p>Only Eligible Shareholders are entitled to participate in the Retail Entitlement Offer. An Eligible Shareholder is a person:</p> <ul style="list-style-type: none"> <li>▪ who was a registered holder of Shares as at 7.00pm (Sydney time) on 8 August 2022 (being the record date for the Retail Entitlement Offer);</li> <li>▪ whose registered address was in Australia or New Zealand;</li> <li>▪ who is not in the United States nor acting for the account or benefit of a person in the United States or elsewhere outside Australia or New Zealand; and</li> <li>▪ who does not hold Shares on behalf of another person who resides outside Australia or New Zealand (unless they hold Shares in an eligible capacity).</li> </ul> <p>Custodians holding Shares on behalf of one or more beneficial holders should refer to Section 2.12.</p>	Section 2.4

Topic	Summary	Where to find more information
<b>Is the Retail Entitlement Offer conditional?</b>	The issue of New Shares under the Retail Entitlement Offer is not conditional on Shareholder approval and will not count towards the Company's placement capacity in ASX Listing Rule 7.1 or 7.1A as it falls under an exemption in ASX Listing Rule 7.2.	Section 2.1
<b>Is the Retail Entitlement Offer underwritten?</b>	<p>The issue of New Shares under the Retail Entitlement Offer is fully underwritten.</p> <p>The following Directors (or their related entities) have agreed to sub-underwrite the Retail Entitlement Offer up to a maximum aggregate amount of \$1,200,000 in the following amounts:</p> <ul style="list-style-type: none"> <li>▪ David Williams as to \$500,000;</li> <li>▪ Gordon Naylor as to \$500,000;</li> <li>▪ Christine Emmanuel-Donnelly as to \$100,000;</li> <li>▪ Leon Hoare as to \$50,000; and</li> <li>▪ Richard Betts as to \$50,000.</li> </ul>	Section 2.5 and 2.11
<b>Do I have to participate in the Retail Entitlement Offer?</b>	No. Participation in the Retail Entitlement Offer is optional.	Section 2.4
<b>Can I transfer my Entitlement to participate in the Retail Entitlement Offer?</b>	No. You cannot transfer your right to purchase New Shares and receive the New Options under the Retail Entitlement Offer to anyone else.	Sections 2.6 and 2.8
<b>How many New Shares will I receive if I participate in the Retail Entitlement Offer?</b>	Under the Retail Entitlement Offer, Eligible Shareholders may subscribe for 1 New Share for every 9.5 Existing Shares held on the Record Date.	Section 2.1
<b>How many New Options will I receive if I participate in the Retail Entitlement Offer?</b>	You will receive 1 New Option for every 2.5 New Shares issued to you under the Retail Entitlement Offer.	Section 2.1

Topic	Summary	Where to find more information
<b>What are the terms of the New Options?</b>	<p>Each New Option is offered for free and is exercisable at a price of \$2.80 until the expiry date of 5.00pm (Melbourne time) on 30 September 2024.</p> <p>The Company will apply for quotation of the New Options on ASX.</p> <p>The full terms of the New Options are set out in Section 6.6.</p>	Section 6.6
<b>What is the purpose of the funds raised under the Entitlement Offer?</b>	The Entitlement Offer is being undertaken to raise capital of up to \$15.0 million. The effect of the Entitlement Offer on the Company is set out in Section 4.	Section 4
<b>Do I have to pay brokerage on the New Shares and New Options?</b>	No brokerage, commission or other participation costs are payable by you in respect of the acquisition of New Shares and New Options under the Retail Entitlement Offer.	Section 2.17
<b>What are the risks of subscribing for New Shares and New Options under this Prospectus ?</b>	<p>New Shares and New Options offered under this Prospectus should be considered speculative and an investment in the Company is subject to a range of risks, including (but not limited to):</p> <ul style="list-style-type: none"> <li>▪ COVID-19 Risk;</li> <li>▪ business strategy execution;</li> <li>▪ competition risk;</li> <li>▪ product safety and liability;</li> <li>▪ counterparty risk;</li> <li>▪ reliance on key customers;</li> <li>▪ reputational risk;</li> <li>▪ business disruption;</li> <li>▪ growth risk; and</li> <li>▪ reliance on key management.</li> </ul> <p>Further details on the risks associated with an investment in the Company are set out in Section 5.</p>	Section 5
<b>What do I do if I receive more than one Application Form?</b>	Eligible Shareholders who receive more than one Application Form under the Retail Entitlement Offer or who are able to participate in the Retail Entitlement Offer as an underlying beneficial owner of a custodian (e.g. where an Eligible Shareholder holds Shares in more than one capacity) may apply on different Application Forms for New Shares and New Options.	Sections 2.6 and 2.12

Topic	Summary	Where to find more information
<b>How do I participate in the Retail Entitlement Offer?</b>	<p>If you are an Eligible Shareholder and wish to take up New Shares and New Options under the Retail Entitlement Offer, you need to pay by BPAY® so that your payment is received by the Company before 5.00pm (Sydney time) on the Closing Date.</p> <p>If you are paying by BPAY® you do not need to submit the accompanying personalised Application Form. It is the responsibility of the Applicant to ensure that funds submitted through BPAY® are received by the Closing Date. Applicants should be aware that their own financial institution may implement earlier cut-off times with regards to electronic payment, and should therefore take that into consideration when making payment. New Zealand Shareholders will not be able to make a payment using BPAY® and should contact the Share Registry to obtain payment details.</p>	Section 2.6
<b>When will I receive my New Shares and New Options?</b>	New Shares and New Options are expected to be issued on 1 September 2022. Holding statements are expected to be sent to successful Applicants on 2 September 2022.	Section 2.14
<b>When can I trade my New Shares and New Options?</b>	It is expected that New Shares and New Options issued under this Prospectus will commence trading on ASX on 2 September 2022. You should confirm your shareholding before trading any New Shares and/or New Options you believe you have acquired under this Prospectus .	Section 2.14
<b>What are the rights and liabilities attaching to the New Shares issued under the Retail Entitlement Offer?</b>	New Shares issued under the Retail Entitlement Offer will rank equally in all respects with Existing Shares. The rights and liabilities attaching to the New Shares are set out in Section 6.5.	Section 6.5
<b>What are the rights and liabilities attaching to the New Options issued under this Prospectus?</b>	The rights and liabilities attaching to the New Options are set out in Section 6.6	Section 6.6
<b>How can Eligible Shareholders obtain further information?</b>	<p>If you would like further information you can:</p> <ul style="list-style-type: none"> <li>▪ phone the Offer Information Line on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) between 8.30am and 5.00pm (Sydney time) Monday to Friday during the Offer Period;</li> <li>▪ contact your stockbroker, accountant, solicitor and/or other professional adviser; and/or</li> <li>▪ visit the Company's website at <a href="https://medicaldev.com/investors-media/">https://medicaldev.com/investors-media/</a>.</li> </ul>	N/A

## Institutional Option Offer

Topic	Summary	Where to find more information
<b>What is the Institutional Option Offer?</b>	Participants in the Placement and Institutional Entitlement Offer will receive 1 Institutional Option for every 2.5 New Shares issued to that participant under the Placement or the Institutional Entitlement Offer (as applicable), free of brokerage or other transaction costs.	Sections 3.1 and 3.2
<b>What is the offer price for the Institutional Option Offer?</b>	The Institutional Options will be issued for nil consideration.	Section 3.2
<b>Am I eligible to participate in the Institutional Option Offer?</b>	Only participants in the Placement and the Institutional Entitlement Offer are entitled to participate in the Institutional Option Offer.	Section 3.4
<b>Is the Institutional Option Offer underwritten?</b>	The Institutional Option Offer is not underwritten.	Section 3.7
<b>Can I transfer my entitlement to participate in the Institutional Option Offer?</b>	No. You cannot transfer your right to acquire Institutional Options under the Institutional Option Offer to anyone else.	Section 3.1
<b>How many Institutional Options will I receive if I participate in the Institutional Option Offer?</b>	Participants in the Placement and the Institutional Entitlement Offer will receive 1 Institutional Option for every 2.5 New Shares received under the Placement or the Institutional Entitlement Offer (as applicable).	Sections 3.1 and 3.4
<b>What are the terms of the Institutional Options?</b>	<p>Each Institutional Option is offered for free and is exercisable at a price of \$2.80 until the expiry date at 5.00pm (Melbourne time) on 30 September 2024.</p> <p>The Company will apply for quotation of the Institutional Options on ASX.</p> <p>The full terms of the Institutional Options are set out in Section 6.6.</p>	Sections 3.1, 3.2 and 6.6
<b>How do I participate in the Institutional Options Offer?</b>	If you participated in the Placement or the Institutional Entitlement Offer, no action is required from you to take up the Institutional Options under the Institutional Option Offer. The Institutional Options will be issued to you on 1 September 2022.	Section 3.5

Topic	Summary	Where to find more information
<b>When will I receive my Institutional Options?</b>	Institutional Options are expected to be issued to successful participants in the Institutional Option Offer on 1 September 2022. Holding statements are expected to be sent to successful Applicants shortly after the issue of the Institutional Options.	Section 6.6
<b>What are the rights and liabilities attaching to the Institutional Options?</b>	The rights and liabilities attaching to the Institutional Options are set out in Section 6.6.	Section 6.6
<b>How can participants in the Institutional Options Offer obtain further information?</b>	<p>If you would like further information you can:</p> <ul style="list-style-type: none"> <li>▪ phone the Offer Information Line on 1300 850 505 (within Australia) or +61 39415 4000 (outside Australia) between 8.30am and 5.00pm (Melbourne time) Monday to Friday during the Offer Period;</li> <li>▪ contact your stockbroker, accountant, solicitor and/or other professional adviser; and/or</li> <li>▪ visit the Company's website at <a href="https://medicaldev.com/investors-media/">https://medicaldev.com/investors-media/</a>.</li> </ul>	N/A

## **2. DETAILS OF THE RETAIL ENTITLEMENT OFFER**

### **2.1 The Retail Entitlement Offer**

Under this Prospectus, the Company invites each Eligible Shareholder to subscribe for 1 New Share for every 9.5 Existing Shares held on the Record Date and 1 New Option for every 2.5 New Shares issued, free of brokerage or other transaction costs. The Retail Entitlement Offer is non-renounceable. This means that Eligible Shareholders who do not take up their Entitlements by 5.00pm (Sydney time) on 25 August 2022, will not receive any payment or value for those Entitlements, and their proportionate equity interest in the Company will be diluted.

Under the Retail Entitlement Offer, the Company is seeking to raise approximately \$10.0 million through the issuance of approximately 5.0 million New Shares and approximately 2.0 million free attaching New Options to Eligible Shareholders.

Any fractional entitlements will be rounded down to the nearest whole number of New Shares or New Options (as applicable).

All New Shares offered under this Prospectus will rank equally with the Existing Shares on issue as at their date of issue. The material rights and liabilities attaching to the New Shares and New Options are set out in Section 6.5 and Section 6.6.

The purpose of the Entitlement Offer and the intended use of funds raised are set out in Section 4.

### **2.2 Offer Price**

Eligible Shareholders are being offered the opportunity to acquire New Shares at the same price as investors under the Placement and the Institutional Entitlement Offer.

The Offer Price represents a discount of:

- 16.7% to the closing Share price (as quoted on ASX) of \$2.40 on 3 August 2022 (being the last day on which a trade in Shares occurred prior to the Company's entry into a trading halt); and
- 16.4% to the 10 day VWAP of Shares up to and including 3 August 2022.

### **2.3 Offer Period**

The Retail Entitlement Offer opens on 11 August 2022 and is scheduled to close at 5.00pm (Sydney time) on 25 August 2022.

The Company reserves the right to:

- extend the Retail Entitlement Offer;
- close the Retail Entitlement Offer early; or
- withdraw the Retail Entitlement Offer,

at any time. The Company will announce to ASX any such extension, early closure or withdrawal. Eligible Shareholders who wish to apply for New Shares and New Options under the Retail Entitlement Offer are encouraged to make their Application as soon as possible.

### **2.4 Participation in the Retail Entitlement Offer**

Participation in the Retail Entitlement Offer is optional, subject to the eligibility criteria set out below and the terms and conditions of this Prospectus.

The Retail Entitlement Offer is only open to Eligible Shareholders. An eligible shareholder is a person who:

- was registered as the holder of Shares as at 7.00pm (Sydney time) on the Record Date;
- has a registered address in Australia or New Zealand;
- is not in the United States nor acting for the account or benefit of a person in the United States or elsewhere outside Australia or New Zealand; and
- does not hold Shares on behalf of another person who resides outside Australia or New Zealand (unless they hold Shares in another eligible capacity),

**(Eligible Shareholder).**

Shareholders who are not Eligible Shareholders are '**Ineligible Shareholders**'. The Company reserves the right to determine whether a Shareholder is an Eligible Shareholder or an Ineligible Shareholder.

Joint holders of Shares will be taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder.

The Company has determined that it is either unlawful or impracticable for holders of Shares with registered addresses in jurisdictions outside Australia (and its external territories) or New Zealand to participate in the Retail Entitlement Offer.

The Company reserves the right to reject any Application for New Shares and New Options under this Prospectus to the extent it considers that the Application (whether alone or in conjunction with other Applications) does not comply with these requirements.

If you are in any doubt about the Retail Entitlement Offer, whether you should participate in the Retail Entitlement Offer or how such participation will affect you, you should seek independent financial and taxation advice before making a decision as to whether or not to take up any New Shares and New Options under the Retail Entitlement Offer.

## **2.5 Underwriting**

The issue of New Shares under the Retail Entitlement Offer is fully underwritten by the Underwriter, Bell Potter Securities Limited, subject to the terms and conditions of the Underwriting Agreement. Please refer to Section 2.11 for further details in relation to the Underwriting Agreement.

It is important to note that the Underwriter will be acting for, and providing services to, the Company in relation to the Retail Entitlement Offer and will not be acting for or providing services to Shareholders. The Underwriter has been engaged solely as an independent contractor and is acting solely in a contractual relationship on an arm's length basis with the Company. The engagement of the Underwriter by the Company is not intended to create any agency or other relationship between the Underwriter and Shareholders.

The following Directors (or their related entities) have agreed to sub-underwrite the Retail Entitlement Offer up to a maximum aggregate amount of \$1,200,000 in the following amounts:

- David Williams as to \$500,000;
- Gordon Naylor as to \$500,000;
- Christine Emmanuel-Donnelly as to \$100,000;
- Leon Hoare as to \$50,000; and
- Richard Betts as to \$50,000.



The Directors listed above will receive sub-underwriting fees of 1% in connection with their sub-underwriting and the terms of their sub-underwriting arrangements are materially the same as for other sub-underwriters. See section 6.8(b) for further details.

The sub-underwriting arrangements can only be terminated by the Underwriter, including where the Underwriter terminates the Underwriting Agreement. See section 2.11 for further details.

## 2.6 Applications

Under the Retail Entitlement Offer, Eligible Shareholders may subscribe for 1 New Share for every 9.5 Existing Shares held on the Record Date and 1 New Option for every 2.5 New Shares issued.

If you are an Eligible Shareholder you may:

- take up all of your Entitlement;
- take up part of your Entitlement and allow the balance to lapse; or
- decline to exercise your Entitlement, in which case your Entitlement will lapse and you will receive no value for those lapsed Entitlements.

If you are an Eligible Shareholder and wish to take up all or part of your Entitlement, or you wish to also apply for Additional New Shares, you should:

- read this Prospectus and the accompanying personalised Acceptance Form in full;
- consider the risks associated with the Retail Entitlement Offer, as summarised in Section 5 of this Prospectus, in light of your personal circumstances;
- decide whether to participate in the Retail Entitlement Offer; and
- make payment and apply for New Shares in accordance with Section 2.7.

Any fractional entitlements will be rounded down to the nearest whole number of New Shares or New Options (as applicable).

Any Application Monies received for more than an Applicant's final allocation of New Shares (and only where the amount is \$5.00 or greater) will be refunded, without interest.

You cannot withdraw or revoke your Application once you have paid via BPAY®.

If an Eligible Shareholder holds Shares as a custodian the Retail Entitlement Offer is also being made to the custodian and, subject to certain conditions, the custodian has the discretion to extend the Offer to the relevant Beneficiaries. Please refer to Section 2.12 for further details.

## 2.7 Payment of Application Monies

For payment by BPAY®, please follow the instructions on the accompanying personalised Application Form. You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. Please note that if you pay by BPAY® you do not need to submit the accompanying personalised Application Form but are taken to have made the declarations in that Application Form.

New Zealand holders will not be able to make a payment using BPAY® and should contact the Share Registry to obtain payment details.

**It is your responsibility to ensure that your BPAY® payment is received by the Share Registry by no later than 5.00pm (Sydney time) on the Closing Date. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic**

**payment and you should therefore take this into consideration when making payment. No interest will be paid on any application monies received or refunded.**

## **2.8 Declining all or part of your Entitlement**

If you decide not to take up all or part of your Entitlement, the Entitlement which is unexercised will lapse and may be taken up by the Underwriter (or by persons they nominate, including any potential sub-underwriters). Your Entitlement to participate in the Retail Entitlement Offer is non-renounceable and cannot be traded on the ASX nor any other financial markets, nor can it be privately transferred.

If you decide not to participate in the Retail Entitlement Offer, you do not need to fill out or return the accompanying personalised Application Form. By allowing your Entitlement to lapse, you will forgo any exposure to increases or decreases in the value of the New Shares or New Options had you taken up your Entitlement and you will not receive any value for your Entitlement. Your proportionate interest in MVP will also be diluted by the extent that New Shares are issued under the Retail Entitlement Offer.

## **2.9 Ineligible Shareholders**

If you are an Ineligible Shareholder, you may not take up any of, or do anything in relation to, your Entitlement under the Retail Entitlement Offer.

## **2.10 Effect of making an Application**

If you apply for New Shares and New Options under the Retail Entitlement Offer or make a payment by BPAY®, you:

- will be deemed to have represented and warranted (for the benefit of the Company, the Underwriter and their respective related bodies corporate) that you are an Eligible Shareholder, that you have read and understood the terms and conditions of participating in the Retail Entitlement Offer as set out in this Prospectus and the accompanying personalised Application Form, that you subscribe for New Shares and New Options in accordance with those terms and conditions and that you agree to be bound by the Constitution as in force from time to time;
- declare that all details and statements in the accompanying personalised Application Form (if applicable) are true, complete and not misleading;
- acknowledge that you have not been provided with investment advice or financial product advice by the Company or its Directors and have made your own enquiries before making an investment decision;
- agree that your Application is made on the terms and conditions of the Retail Entitlement Offer set out in this Prospectus, the accompanying personalised Application Form and the Constitution;
- accept that you will not be able to withdraw or revoke your Application or BPAY® payment once you have sent it in (or paid it, as the case may be);
- acknowledge that the Company may at any time determine that your Application is valid, in accordance with the terms and conditions set out in this Prospectus, even if the Application is incomplete, contains errors or is otherwise defective;
- accept the risk associated with any refund that may be sent to you by direct credit or cheque to your address shown on the Company's register of members;
- acknowledge that the Company is not liable for any exercise of its discretions referred to in this Prospectus;

- are in compliance with all relevant laws and regulations (including, without limitation, section 1043A of the Corporations Act and laws and regulations designed to restrict terrorism financing and/or money laundering);
- acknowledge that the market price of the Securities may rise or fall between the date on which the Retail Entitlement Offer opens and the date of issue of the Securities to you under the Offers and that the price you pay per Security under the Offers may exceed the market price of the Securities at the time the Securities are issued to you under the Offers;
- acknowledge that the New Shares and New Options have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdictions in the United States and accordingly, the New Shares and New Options may not be offered or sold except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and any other applicable US state securities laws;
- acknowledge that you have not and will not send this Prospectus or any other document relating to the Retail Entitlement Offer to any person in the United States or elsewhere outside Australia or New Zealand;
- authorise the Company to register you as the holder(s) of New Shares (including any Additional New Shares) and New Options allotted to you;
- if you are a natural person, you declare you are over 18 years of age and have full legal capacity and power to perform all of your rights and obligations under the accompanying personalised Application Form;
- acknowledge that after the Company receives your payment of Application Monies through BPAY®, you may not withdraw your Application or funds provided except as allowed by law;
- authorise the Company, the Underwriter, the Share Registry and their respective officers or agents to do anything on your behalf necessary for New Shares (including any Additional New Shares) and New Options to be issued to you, including to act on instructions of the Share Registry on using the contact details set out in your Application Form;
- acknowledge that none of the Company, the Underwriter nor their respective related bodies corporate and affiliates and their respective directors, officers, partners, employees, representatives, agents, consultants or advisers, guarantees the performance of the Company, nor do they guarantee the repayment of capital;
- agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Retail Entitlement Offer and of your holding of Existing Shares on the Record Date; and
- acknowledge and agree that determination of eligibility of investors for the purposes of the Retail Entitlement Offer was made by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of the Company and/or the Underwriter, and each of the Company and the Underwriter and their respective related bodies corporate and affiliates disclaim any duty or liability (including for negligence) in respect of that determination and the exercise of that discretion to the maximum extent permitted by law.

## 2.11 Underwriting Agreement

The Company has entered into an underwriting agreement with the Underwriter (**Underwriting Agreement**). Under the Underwriting Agreement, the Underwriter was appointed by the Company on an exclusive basis, to act as lead manager for the Capital Raising and as underwriter for the issue of New Shares under the Placement and the Entitlement Offer. The obligations of the

Underwriter are subject to the satisfaction of certain conditions precedent, including (but not limited to):

- preparation of offer documents;
- due diligence investigations being undertaken to the satisfaction of the Underwriter;
- ASX not indicating that it will not admit the New Shares and New Options to quotation; and
- receipt by the Underwriter of certain customary opinions and reports from the Company and its advisers.

The Company has (subject to certain limitations) agreed to indemnify the Underwriter and its related bodies corporate and each of any of their respective directors, officers, employees and representatives against losses in connection with the Capital Raising, the performance of the Underwriter's obligations under the Underwriting Agreement or the Underwriting Agreement.

The Company and the Underwriter have given certain representations, warranties and undertakings in connection with (among other things) the conduct of the Entitlement Offer.

The Underwriter may terminate the Underwriting Agreement and be released from its obligations if any of a range of events occur including events both not subject to materiality and subject to materiality.

The Underwriter will be remunerated by the Company for providing these underwriting services at market rates and be reimbursed for certain expenses. The Underwriter has not authorised or caused the issue of, and takes no responsibility for, this Prospectus, and to the maximum extent permitted by law, disclaims all liability in connection with the Entitlement Offer and this Prospectus.

The Underwriter may (in certain circumstances, including having regard to the materiality of the relevant event) terminate the Underwriting Agreement and be released from its obligations under it on the occurrence of certain events. A summary of these key termination events is set out below.

#### *Key Underwriting Agreement termination events*

The list below is not exhaustive of all of the termination events in the Underwriting Agreement and is a summary of the select events set out below only. Capitalised terms used in the table below have the meaning given to those terms in the Underwriting Agreement.

Termination events	
<b>Offer documents</b>	the Underwriter forms the view (acting reasonably) that a statement contained in the Prospectus is or becomes misleading or deceptive or likely to mislead or deceive or a matter required by the Corporations Act is omitted or the issue of the Offer Documents becomes misleading or deceptive or likely to mislead or deceive.
<b>New circumstance</b>	a new circumstance arises which would have been required by the Corporation Act to be included in the Offer Documents.
<b>Public information</b>	a statement in any of the Public Information is or becomes misleading or deceptive or likely to mislead or deceive in any material respect.
<b>Section 730 notice</b>	a person gives a notice to the Company under section 730 of the Corporations Act in relation to the Prospectus (other than the Underwriter).
<b>Supplementary Prospectus</b>	the Company lodges a Supplementary Prospectus without the consent of the Underwriter or fails to lodge a Supplementary Prospectus in a form acceptable to the Underwriter.

Termination events	
<b>Material adverse change</b>	any material or adverse change occurs in the assets, liabilities, the equity of any Company shareholders, financial position or performance, profits, losses or prospects of the Company or any Group member (in so far as the position in relation to the Group member affects the overall position of the Company).
<b>Market fall</b>	the S&P/ASX 300 Index has fallen at any time to a level that is 10% or more below its level as at the close of trading on the Business Day before the date of the Underwriting Agreement.
<b>Clinical hold</b>	any of the Company's clinical trials (including without limitation the Company's Phase III US clinical trial of Pentrox) or products being placed on clinical hold by the US FDA or other applicable Government Agency.
<b>Board or KMP changes</b>	there is any change to the Board or KMP of the Company, or a prospective change is announced with regards to the Board or KMP (without the prior written consent of the Underwriter).
<b>Listing</b>	<ul style="list-style-type: none"> <li>(i) the Company ceases to be admitted to the official list of ASX or the Shares cease trading or are suspended from quotation on ASX ;</li> <li>(ii) ASX makes any official statement to any person, or indicates to the Company or the Underwriter that official quotation on ASX of the Shares and the New Options will not be granted; or</li> <li>(iii) approval is refused or approval is not granted which is unconditional to the official quotation of the Shares and the New Options on ASX.</li> </ul>
<b>Notifications</b>	<p>any of the following notifications are made in relation to the Offer or an Offer Document:</p> <ul style="list-style-type: none"> <li>(i) ASIC applies for an order under sections 1324B or 1325 of the Corporations Act in relation to an Offer Document or prosecutes or commences proceedings against or gives notice of an intention to prosecute or commence proceedings against the Company; or</li> <li>(ii) an application is made by ASIC for an order under Part 9.5 in relation to the Offer or an Offer Document or ASIC commences, or gives notice of an intention to hold, any investigation or hearing under Part 3 of the ASIC Act or other applicable laws.</li> </ul>
<b>Withdrawal</b>	the Company withdraws the Offer or any part of it.
<b>Unable to issue</b>	the Company is prevented from granting the Entitlements or issuing Offer Securities within the time required by the Timetable or by or in accordance with ASX Listing Rules applicable laws, a Government Agency or an order of a court of competent jurisdiction.
<b>Prosecution</b>	<p>any of the following occur:</p> <ul style="list-style-type: none"> <li>(i) a director of the Company is charged with an indictable offence;</li> <li>(ii) any Government Agency commences any public proceedings against the Company or any of the Directors in their capacity as a director of the Company, or announces that it intends to take such action;</li> <li>(iii) any director of the Company is disqualified from managing a corporation under Part 2D.6 of the Corporations Act; or</li> <li>(iv) proceedings are commenced or there is a public announcement of an intention to commence proceedings before a court or tribunal</li> </ul>

Termination events	
	of competent jurisdiction in Australia seeking an injunction or other order in relation to the Offer.
<b>Fraud</b>	a director or officer of the Company or KMP engages in any fraudulent conduct, whether or not in connection with the Offer.
<b>Insolvency</b>	the Company or a Group Member is or becomes Insolvent or there is an act or omission which is likely to result in the Company or a Group Member becoming Insolvent.
<b>Debt facilities</b>	a Group Member breaches, or defaults under (including potential event of default or review event which gives a lender or financier the right to accelerate or require repayment of the debt or financing), any provision, undertaking covenant or ratio of a material debt or financing arrangement or any related documentation to which that entity is a party which has or is likely to have a material adverse effect on the Group.
<b>Future matters</b>	any expression of belief, expectation or intention, or statement relating to future matters (including any forecast or prospective financial statements, information or data) in an Offer Document or Public Information is or becomes incapable of being met or, in the reasonable opinion of the Underwriter, unlikely to be met in the projected timeframe.
<b>Due Diligence*</b>	any of the documents required to be provided under the Due Diligence Planning Memorandum having been withdrawn, or varied without the prior written consent of the Underwriter, or any such documents being false, misleading or deceptive (or likely to be false, misleading or deceptive) or containing an omission.
<b>Litigation*</b>	litigation, arbitration, administrative or industrial proceedings of any nature are after the date of the Underwriting Agreement commenced against any Group Member or against any director of the Company in their capacity as such, other than any claims foreshadowed in the Prospectus (or any vexatious or frivolous claims).
<b>Contravention of constitution or applicable law*</b>	a contravention by a Group Member of any provision of its constitution, the Corporations Act, the Listing Rules or any other material applicable legislation or any policy or requirement of ASIC or ASX.
<b>Information*</b>	the Due Diligence Report (as defined in the Due Diligence Planning Memorandum) or the information provided by or on behalf of the Company to the Underwriter in relation to the Due Diligence Program, the Offer Documents or the Offer, is false, misleading or deceptive or likely to mislead or deceive (including by omission).
<b>Representations and warranties*</b>	an obligation, undertaking, representation or warranty made or given by the Company under the Underwriting Agreement is breached or proves to be, or has been, or becomes, untrue or incorrect or misleading or deceptive.
<b>Regulatory action*</b>	any regulatory body commences any enquiry or public action against a Group Member or any person is appointed under any legislation in respect of the Company to investigate the affairs of a Group Member.
<b>Changes to the Company*</b>	the Company or a Group Member varies any term of the Constitution, alters the issued capital or capital structure of the Company or disposes, attempts or agrees to dispose of a substantial part of the business or property of the without the prior written consent of the Underwriter.
<b>Default*</b>	a default by the Company in the performance of any of its obligations under the Underwriting Agreement occurs.

Termination events	
<b>Force majeure*</b>	there is an event or occurrence after the date of this agreement, including an official directive or request (including one compliance with which is in accordance with the general practice of persons to whom the directive or request is addressed) of any Government Agency which makes it illegal or commercially impractical for the Underwriter to satisfy any obligation under the Underwriting Agreement, or to market, promote or settle the Offer, or delays the Underwriter from doing any of the foregoing.
<b>Information*</b>	the Due Diligence Committee Sign-Off, Management Sign-Offs or the information provided by or on behalf of the Company to the Underwriter in relation to the Due Diligence Investigations, the Offer Documents or the Offer, is false, misleading or deceptive or likely to mislead or deceive (including by omission).
<b>Material contracts*</b>	any contract, deed or other agreement to which the Company is a party and which is material to the making of an informed investment decision in relation to the Offer is terminated, rescinded, altered or amended without the prior written consent of the Underwriter or is found to be void or voidable.
<b>Disruption in financial markets*</b>	<p>either:</p> <ul style="list-style-type: none"> <li>(i) a general moratorium on commercial banking activities in Australia, the United States of America, Canada, the United Kingdom, Hong Kong, Singapore or the People's Republic of China is declared by the relevant central banking authority in any of those countries, or there is a material disruption in commercial banking or security settlement or clearance services in any of those countries; or</li> <li>(ii) trading in all securities quoted or listed on ASX, the London Stock Exchange, the Hong Kong Stock Exchange, the Tokyo Stock Exchange, the Singapore Stock Exchange or the New York Stock Exchange is suspended or limited for more than 1 trading day.</li> </ul>
<b>Change in laws*</b>	<p>any of the following occurs which does or is likely to prohibit, materially restrict or regulate the Offer or materially reduce the likely level of Valid Applications or materially affects the financial position of the Company or has a material adverse effect on the success of the offer:</p> <ul style="list-style-type: none"> <li>(i) the introduction of legislation into the Parliament of the Commonwealth of Australia or of any State or Territory of Australia; or</li> <li>(ii) the public announcement of prospective legislation or policy by the Federal Government or the Government of any State or Territory or the Reserve Bank of Australia; or</li> <li>(iii) the adoption by ASX or their respective delegates of any regulations or policy.</li> </ul>
<b>Hostilities*</b>	major hostilities not existing at the date of the Underwriting Agreement commence (whether war has been declared or not) or an escalation in existing hostilities occurs (whether war has been declared or not) involving any one or more of Russia, Ukraine, Australia, New Zealand, the United States, the United Kingdom, China, Hong Kong, France, Germany, Italy, Spain Ireland, Slovenia, Norway, Switzerland, Finland, Sweden, Denmark, Netherlands, Luxembourg, Belgium, Slovakia, Austria, Croatia, Portugal, Iceland and Czechia or a national emergency is declared by any of those countries, or a major terrorist act is perpetrated anywhere in the world.

Termination events	
<b>Pandemic*</b>	a pandemic, epidemic or large-scale outbreak of a disease (including without limitation SARS, swine or avian flu, H5N1, H7N9, COVID-19 or a related or mutated form of these) not presently existing occurs or in respect of which there is a major escalation, involving any one or more of Australia, New Zealand, the United States, Canada, Japan, the United Kingdom, China, Hong Kong, Singapore, France, Germany, Italy, Spain, Ireland, Slovenia, Norway, Switzerland, Finland, Sweden, Denmark, Netherlands, Luxembourg, Belgium, Slovakia, Austria, Croatia, Portugal, Iceland and Czechia.
<b>Political economic conditions*</b>	<b>or</b> the occurrence of any adverse change or disruption to financial, political or economic conditions, or controls or financial markets in Australia, New Zealand, Hong Kong, Singapore, the United States of America, the United Kingdom or China or any change or development involving a prospective adverse change in any of those conditions or markets.
<b>Prescribed Occurrence*</b>	a Prescribed Occurrence in respect of the Company occurs during the Offer Period.

No event listed with an (\*) in the summary above entitles the Underwriter to exercise its termination right unless the Underwriter has grounds to believe (acting reasonably) or reasonably believes that:

- the event has, or is likely to have, a material adverse effect on:
  - the financial position or performance, shareholders' equity, profits, losses, results, condition, operations or prospects of the Company or the Group; or
  - the success or outcome of the Offer; or
  - the ability of the Underwriter to market, promote or effect settlement of, the Offer (irrespective of whether or not the Offer has opened); or
  - the market price of Shares on ASX; or
  - a decision of an investor to invest in Shares; or
- has given or could reasonably be expected to give rise to a contravention by, or a liability of, the Underwriter under any applicable law or regulation (including the Corporations Act).

#### *Underwriting fees*

The Underwriter will be paid:

- an underwriting fee of 1% of the total cash proceeds raised from the Placement and the Entitlement Offer; plus
- a management fee of 3% of the total cash proceeds raised from the Placement and the Entitlement Offer.

The Underwriter will also be reimbursed for certain expenses, including but not limited to legal, marketing and communication costs, printing, couriers, postage and distribution, roadshow expenses, accommodation and travel expenses.

Neither the Underwriter nor any of its related bodies corporate and affiliates, nor any of its directors, officers, partners, employees, representatives or agents have authorised or caused the issue of this Prospectus and they do not take any responsibility for this document or any action taken by you on the basis of information contained in this document. To the maximum extent permitted by



law, the Underwriter and its related bodies corporate and affiliates and each of their respective 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 Retail Entitlement Offer and this information being inaccurate or incomplete in any way for any reason, whether by negligence or otherwise. Neither the Underwriter nor any of its related bodies corporate and affiliates, nor any of their respective directors, officers, partners, employees, representatives or agents make any recommendations as to whether you or your related parties should participate in the Retail Entitlement Offer, nor do they make any representations or warranties to you concerning this Retail Entitlement Offer or any such information, and you represent, warrant and agree that you have not relied on any statements made by either Underwriter or any of their respective related bodies corporate and affiliates or any of their respective directors, officers, partners, employees, representatives or agents in relation to the New Shares or the Retail Entitlement Offer generally.

## **2.12 Custodians, trustees and nominees**

Nominees and custodians which hold Shares as nominees or custodians will have received, or will shortly receive, a letter from the Company. Nominees and custodians should consider carefully the contents of that letter and note in particular that the Retail Entitlement Offer is not available to beneficiaries on whose behalf they hold Shares who would not satisfy the criteria for an Eligible Shareholder.

By submitting an Application on behalf of a Beneficiary, you certify that you are the custodian for the Beneficiary and the information contained in the Application Form is true and correct as at the date of the Application.

Nominees and custodians holding Shares on behalf of residents outside Australia and New Zealand may not send this Prospectus to persons, or apply for New Shares and New Options on behalf of beneficial shareholders, resident outside Australia and New Zealand. Payment by BPAY® or such other means will be taken to constitute a representation and warranty that there has been no breach of this restriction or applicable laws.

## **2.13 ASX listing**

Application for official quotation of the New Shares and New Options offered under this Prospectus has been made prior to, or will be made within seven days of, the date of this Prospectus.

If the New Shares or New Options are not admitted to official quotation by ASX before the expiration of three months after the date of this Prospectus, or such period as varied by ASIC, the Company will not issue any New Shares or New Options and will repay all Application Monies for the New Shares within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant official quotation to the New Shares and New Options is not to be taken in any way as an indication of the merits of the Company or the New Shares and New Options now offered for subscription.

## **2.14 Issue of New Shares and New Options**

The issue of New Shares and New Options under the Retail Entitlement Offer will take place as soon as practicable after the Closing Date of the Retail Entitlement Offer. The Company expects that the New Shares and New Options will be issued on 1 September 2022. It is expected that New Shares and New Options issued under the Retail Entitlement Offer will commence trading on a normal settlement basis on ASX on 2 September 2022. Holding statements are expected to be dispatched on 2 September 2022. These dates are subject to change at the absolute discretion of the Company.

Pending the issue of the New Shares and New Options or payment of refunds under this Prospectus, all Application Monies will be held by the Company in trust for the Applicants in a separate bank account as required by the Corporations Act. The Company will be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim interest.

## **2.15 Defects in Applications**

If an Application is not completed correctly or if the accompanying payment is for the wrong amount, the Company may, in its absolute discretion, still treat the Application to be valid. The Company's decision to treat an Application as valid, or how to construe, amend or complete it, will be final.

## **2.16 Refunds**

Refunds under the Retail Entitlement Offer may be paid under various circumstances. If a refund is made, payment will be by cheque mailed to your address as shown on the Company's share register or by deposit into your previously nominated bank account. You will not receive any interest on funds refunded to you.

## **2.17 Costs of participation**

No brokerage, commissions or other transaction costs will be payable by Eligible Shareholders in respect of the Application for, and allotment of, New Shares or New Options under the Retail Entitlement Offer.

## **2.18 Modification and termination of the Retail Entitlement Offer**

The Company may modify or terminate the Retail Entitlement Offer at any time including closing the Retail Entitlement Offer early. The Company will notify the ASX of any modification to, or termination of, the Retail Entitlement Offer. The omission to give notice of any modification to, or termination of, the Retail Entitlement Offer or the failure of ASX to receive such notice will not invalidate the modification or termination.

The Company may settle in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with, or by reason of, the operation of the Retail Entitlement Offer, whether generally or in relation to any participant or application, and the decision of the Company will be conclusive and binding on all participants and other persons to whom the determination relates.

The Company reserves the right to waive strict compliance with any provision of the terms and conditions of this Prospectus. The powers of the Company under this Prospectus may be exercised by the Directors or any delegate of the Directors.

## **2.19 Rights and liabilities attaching to New Shares**

The New Shares to be issued under the Retail Entitlement Offer are of the same class and will rank equally in all respects with the Existing Shares on issue. The rights and liabilities attaching to New Shares are further described in Section 6.5.

## **2.20 Rights and liabilities attaching to New Options**

Shares issued on exercise of the New Options will rank equally in all respects with the Existing Shares on issue. The rights and liabilities attaching to New Options are further described in Section 6.6.

## **2.21 CHESS and issuer sponsorship**

The Company operates an electronic CHESS sub-register and an electronic issue sponsored sub-register. These two sub-registers will make up the Company's register of Securities.

The Company will not issue a share certificate to a security holder. Rather, a holding statement (similar to a bank statement) will be dispatched to security holders as soon as practicable after issue of the New Shares and New Options the subject of the Retail Entitlement Offer. The holding statement will be sent either by CHESS (if the security holder elects to hold the New Shares and New Options on the CHESS sub-register) or by the Company's Share Registry (if the security holder elects to hold the New Shares and New Options on the issuer sponsored sub-register). The statement will set out details of the New Shares and New Options issued under this Prospectus and the Holder Identification Number (if the security holder elects to hold the New Shares and New

Options on the CHESS sub register) or Shareholder Reference Number (if the security holder elects to hold the New Shares and New Options on the issuer sponsored sub-register). Updated holding statements will also be sent to each security holder following the month in which the balance of their security holding changes, and also as required by the ASX Listing Rules and the Corporations Act.

## **2.22 Taxation**

It is the responsibility of all investors to satisfy themselves of the particular taxation treatment that applies to them in relation to the Retail Entitlement Offer, by consulting their own professional tax advisors. The Company and the Directors do not accept any liability or responsibility in respect of the taxation consequences of the matters referred to in this Prospectus.

## **2.23 Enquiries**

This Prospectus is important and should be read in its entirety. Persons who are in any doubt as to the course of action to be followed should consult their stockbroker, solicitor, accountant or other professional advisor without delay.

### **3. DETAILS OF THE INSTITUTIONAL OPTION OFFER**

#### **3.1 The Institutional Option Offer**

Under this Prospectus, participants in the Placement and the Institutional Entitlement Offer will be issued 1 Institutional Option for every 2.5 New Shares to be issued to them under the Placement and/or the Institutional Entitlement Offer (as applicable) on the same terms as the New Options.

#### **3.2 Offer Price**

The Institutional Options will be issued for nil consideration.

#### **3.3 Offer Period**

The Institutional Option Offer opens on 11 August 2022 and is scheduled to close at 5.00pm (Melbourne time) on 25 August 2022.

The Company reserves the right to:

- extend the Institutional Option Offer;
- close the Institutional Option Offer early; or
- withdraw the Institutional Option Offer,

at any time by making an announcement to the ASX.

#### **3.4 Participation in the Institutional Options Offer**

Participation in the Institutional Option Offer is only open to participants in the Placement and the Institutional Entitlement Offer. Participants will receive 1 Institutional Option for every 2.5 New Shares issued to them under the Placement and/or the Institutional Entitlement Offer (as applicable).

If you are in any doubt about the Institutional Option Offer, or how participation will affect you, you should seek independent financial and taxation advice.

#### **3.5 Action in relation to Institutional Option Offer**

No action is required from participants in the Placement and the Institutional Entitlement Offer to take up Institutional Options under the Institutional Option Offer.

#### **3.6 Effect of receiving Institutional Options**

If you are issued Institutional Options under the Institutional Option Offer, you:

- acknowledge that you have not been provided with investment advice or financial product advice by the Company or its Directors and have made your own enquiries before making an investment decision;
- agree that your Application is made on the terms and conditions of the Institutional Option Offer set out in this Prospectus and the Constitution;
- acknowledge that the Company is not liable for any exercise of its discretions referred to in this Prospectus; and
- are in compliance with all relevant laws and regulations (including, without limitation, section 1043A of the Corporations Act and laws and regulations designed to restrict terrorism financing and/or money laundering).

### **3.7 Not underwritten**

The Institutional Option Offer is not underwritten.

### **3.8 ASX listing**

Application for official quotation of the Institutional Options offered under this Prospectus has been made prior to, or will be made within seven days of, the date of this Prospectus.

If the Institutional Options are not admitted to Official Quotation by ASX before the expiration of three months after the date of issue of this Prospectus, or such period as varied by ASIC, the Company may not issue any Institutional Options.

The fact that ASX may grant Official Quotation to the Institutional Options is not to be taken in any way as an indication of the merits of the Company or the Institutional Options now offered for subscription.

### **3.9 Modification of the Institutional Option Offer**

The Company may modify the Institutional Option Offer at any time. The Company will notify the ASX of any modification to the Institutional Option Offer. The omission to give notice of any modification to the Institutional Option Offer or the failure of ASX to receive such notice will not invalidate the modification.

The Company may settle in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with, or by reason of, the operation of the Institutional Option Offer, whether generally or in relation to any participant, and the decision of the Company will be conclusive and binding on all participants and other persons to whom the determination relates.

The Company reserves the right to waive strict compliance with any provision of the terms and conditions of this Prospectus. The powers of the Company under this Prospectus may be exercised by the Directors or any delegate of the Directors.

## 4. PURPOSE AND EFFECT OF THE ENTITLEMENT OFFER AND PLACEMENT

### 4.1 Purpose of the Entitlement Offer and Placement

The primary purpose of the Entitlement Offer is to raise approximately \$15.0 million (before expenses).

The total funds raised from the Entitlement Offer and Placement of approximately \$30 million are planned to be used for the purposes set out in the table below.

The table below provides a breakdown of the proposed use of funds from the Entitlement Offer and Placement .

<b>Purpose</b>	<b>Entitlement Offer and Placement (\$ million)</b>
Operating activities, including growth in Europe and Australia and enhanced organisational capability	15.3
Capital expenditure programs	11.2
Working Capital	2.0
Capital Raising Costs	1.5
<b>Total funds raised</b>	<b>30.0</b>

Please refer to Section 6.10 for further details relating to the estimated expenses of the Entitlement Offer and the Placement.

The above table is a statement of current intentions as at the date of this Prospectus. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis.

### 4.2 Effect of the Offers and Placement

The principal effects of the Entitlement Offer and the Placement, assuming approximately \$30 million is raised under the Placement and the Entitlement Offer, will:

- be to increase the Company's cash reserves by approximately \$28.5 million (after deducting the estimated expenses of the Entitlement Offer and Placement) immediately after completion of the Retail Entitlement Offer;
- be to increase the number of Shares on issue from 71.3 million (prior to issue of the New Shares under the Placement and Institutional Entitlement Offer) to approximately 86.3 million Shares; and
- be to issue approximately 6.0 million Options.

Note that no consideration is expected to be received initially by the Company on the issue of the Options. There is no certainty that all or some of the Options will be exercised and additional Shares issued as a result and, consequently, no certainty that the Company will receive proceeds from the exercise of the Options.

### 4.3 Pro forma balance sheet

The pro forma balance sheet for the Company as at 30 June 2022 has been prepared based on the accounting policies normally adopted by the Company and reflect the changes to its financial position.

The pro forma balance sheet has been prepared to reflect:

- the approximately 15.0 million New Shares and approximately 6.0 million Options to be issued under the Placement and Entitlement Offer; and
- the expenses of the Placement and Entitlement Offer.

The pro forma balance sheet has not been prepared on a fully diluted basis meaning that it assumes none of the Options to be issued under this Prospectus have been exercised.

The pro forma balance sheet has been prepared to provide investors with information on the assets and liabilities of the Company and pro forma assets and liabilities of the Company as noted below. The historical and pro forma financial information is presented in abbreviated form, insofar as it does not include all of the disclosures required by the Australian Accounting Standards applicable to annual financial statements.

\$ million <sup>(1)</sup>	Unaudited balance sheet as at 30 Jun 22	Proforma adjustments	Proforma balance sheet
<b>CURRENT ASSETS</b>			
Cash and cash equivalents	20.4	28.5	48.9
Trade and other receivables	6.0	0.0	6.0
Inventories	7.5	0.0	7.5
Current tax receivable	3.6	0.0	3.6
Prepayments	0.6	0.0	0.6
<b>TOTAL CURRENT ASSETS</b>	<b>38.1</b>	<b>28.5</b>	<b>66.6</b>
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment	11.6	0.0	11.6
Goodwill and other intangible assets	40.7	0.0	40.7
Deferred tax assets	2.2	0.4	2.5
<b>TOTAL NON-CURRENT ASSETS</b>	<b>54.4</b>	<b>0.4</b>	<b>54.8</b>
<b>TOTAL ASSETS</b>	<b>92.5</b>	<b>28.9</b>	<b>121.3</b>
<b>CURRENT LIABILITIES</b>			
Trade and other payables	9.7	0.0	9.7
Employee benefits provisions	0.7	0.0	0.7
Lease liabilities	0.3	0.0	0.3
Unearned income	0.1	0.0	0.1
<b>TOTAL CURRENT LIABILITIES</b>	<b>10.8</b>	<b>0.0</b>	<b>10.8</b>
<b>NON-CURRENT LIABILITIES</b>			
Employee benefits provisions	0.4	0.0	0.4
Unearned income	21.6	0.0	21.6
Lease liabilities	2.5	0.0	2.5
<b>TOTAL NON-CURRENT LIABILITIES</b>	<b>24.5</b>	<b>0.0</b>	<b>24.5</b>

<b>\$ million<sup>(1)</sup></b>	<b>Unaudited balance sheet as at 30 Jun 22</b>	<b>Proforma adjustments</b>	<b>Proforma balance sheet</b>
<b>TOTAL LIABILITIES</b>	<b>35.2</b>	<b>0.0</b>	<b>35.2</b>
<b>NET ASSETS</b>	<b>57.2</b>	<b>28.9</b>	<b>86.1</b>
<b>EQUITY</b>			
Contributed equity	77.3	28.9	106.1
Reserves	4.6	0.0	4.6
Retained (losses) / earnings	(24.6)	0.0	(24.6)
<b>TOTAL EQUITY</b>	<b>57.2</b>	<b>28.9</b>	<b>86.1</b>

Note:

(1) The figures stated in this pro forma balance sheet are subject to the effects of rounding.

### Basis of preparation

The basis of preparation for the Historical Financial Information is in accordance with the company's accounting policies, as described in its financial reports, and the recognition and measurement principles of the Australian Accounting Standards.

The Historical Financial Information is based on the unaudited balance sheet as of 30 June 2022.

The stated basis of preparation for the Pro Forma Historical Financial Information is in a manner consistent with the recognition and measurement principles of the Australian Accounting Standards applied to the Historical Financial Information and the events or transactions to which the pro forma adjustments relate, as described below, as if those events or transactions had occurred as of 30 June 2022.

## 4.4 The effect of the Entitlement Offer and Placement on the capital structure

The effect of the Entitlement Offer and the Placement on the Company's capital structure is set out in the table below.

<b>Shares</b>	<b>Number<sup>(1)</sup></b>
Shares on issue as at the date of this Prospectus	71,305,057
New Shares offered under the Institutional and Retail Entitlement Offer (approximate)	7,505,795
New Shares offered under the Placement	7,500,000
<b>Total Shares on issue after completion of the Capital Raising<sup>(2)</sup></b>	<b>86,310,852</b>
<b>Options</b>	
Unquoted options on issue as at the date of this Prospectus	2,771,012
New Options offered under the Retail Entitlement Offer, and Institutional Options offered under the Institutional Option Offer (approximate)	6,002,318
<b>Total quoted Options after completion of the Capital Raising</b>	<b>8,773,330</b>

Note:

(1) Ignores impact of rounding.

(2) Assuming no existing unquoted options are exercised.



## 4.5 Details of substantial holders

Based on publicly available information as at the date of this Prospectus, the following Shareholders (together with their associates) have a relevant interest in 5% or more of the Shares on issue:

Substantial holder	Number of shares	Voting power in the Company
Mr David John Williams	9,515,242	13.35
FIL Limited (and associated entities)	4,091,641	5.74

## 4.6 Effect of the Capital Raising on control of the Company

As no Shareholder is expected to increase their shareholding in the Company above 20% as a result of the Capital Raising, the Capital Raising is not expected to have a material effect on control of the Company.

## 5. RISK FACTORS

As with any share investment, there are risks associated with an investment in the Company. The numerous risk factors are both of a specific and general nature. Some can be mitigated by the use of safeguards and appropriate systems and controls, but some are outside the control of the Company and cannot be mitigated.

This Section 5 identifies and highlights some of the risks that potential investors should consider prior to entering into the investment opportunity referred to in this Prospectus. However, the following is not, and does not purport to be, a comprehensive statement of all relevant risks and is not listed in order of importance. Potential investors should seek their own financial or other professional advice in relation to the risks and must make their own assessment regarding an investment in the Company.

### 5.1 Specific risks

#### (a) COVID-19 Risk

Due to the COVID-19 global pandemic, there are a number of additional risks faced by MVP and its businesses. These include the risk of:

- MVP or its manufacturing partners being unable to operate their factories due to lockdown or mandatory quarantine, impacting supply of products;
- MVP and its supply chains being interrupted due to lockdown or mandatory quarantine, impacting supply of products;
- MVP not being able to effectively manage its workforce during any periods of lockdown or mandatory quarantine, impacting on its ability to execute on its business strategy;
- customers of MVP ceasing to operate and MVP not being able to collect outstanding receivables or customer materially adjusting trading terms, impacting MVP's net revenue; and
- a general downturn in the global economy due to the COVID-19 pandemic causing customers to reduce purchases, impacting on the overall sales of MVP.

#### (b) Business Strategy Execution

MVP's success will depend on its ability to successfully execute its business strategy. MVP's future growth, profitability and cash flows depend on the ability of MVP's management to successfully execute its business strategy, which is dependent on a number of factors, including its ability to:

- develop its portfolio through new product development and market execution;
- innovate and develop new products that are appealing to consumers;
- continue to expand its distribution channels within existing geographies to increase market presence, brand recognition and sales;
- successfully expand into priority international markets;
- expand margins through sales growth, the development of higher margin products and supply chain integration and efficiency initiatives;
- successfully execute on joint business plans with key customers to grow sales with select business partners; and
- effectively manage capital investments and working capital to improve the generation of cash flow.

There can be no assurance that MVP can successfully achieve any or all of the above initiatives or anticipated time frames. The failure by MVP to successfully execute its business strategy could have a material adverse effect on the Company's business, financial condition and results of operations.

(c) **Competition Risk**

The pharmaceutical market is highly competitive, and if MVP's customers and partners are unable to compete effectively, the Company's results may suffer. MVP faces competition from companies throughout the world. Some of these competitors have greater resources than MVP and may be able to respond more effectively to changing business and economic conditions. Competition in the pharmaceutical market is based on pricing of products, quality of products and packaging, perceived value and quality of brands, innovation, promotional activities, advertising, editorials, and other activities. MVP cannot predict the timing and scale of its competitors' actions in these areas or whether new competitors will emerge in the pharmaceutical market, including competitors who offer comparable products at more attractive prices. In addition, further technological breakthroughs, new product offerings by competitors, and the strength and success of competitors' marketing programs may impede MVP's growth and the implementation of its business strategy. MVP's ability to compete also depends on the following factors:

- the continued strength of its products and brands;
- ongoing growth and innovation in the pharmaceutical segments that MVP operates in;
- the success of MVP's branding, execution and integration strategies;
- the successful management of new products;
- successfully entering new markets and increasing penetration in existing geographies;
- the success of business acquisitions; and
- its ability to protect the Company's intellectual property, and utilise it to create value and support its business strategy.

(d) **Product Safety and Liability**

Product safety or quality failures, actual or perceived, or allegations of product contamination, even when false or unfounded, could tarnish the image of MVP's brands and could cause consumers to choose other products. Allegations of contamination or other adverse commentary on product safety or suitability for use by a particular consumer, even if untrue, may require MVP to recall a product from all of the markets in which the affected product was distributed. Such issues or recalls could negatively affect the Company's profitability and reputation.

If MVP's products are perceived to be defective or unsafe, or if they otherwise fail to meet customer or regulators' expectations, the Company's relationships with customers could suffer, the appeal of one or more of its brands could be diminished, and the Company could lose sales or become subject to liability claims. In addition, safety or other defects in MVP's competitors' products could reduce consumer demand for the Company's products if consumers view them to be similar. Any of these outcomes could result in a material adverse effect on MVP's business, financial condition and results of operations.

(e) **Counterparty Risk**

As a manufacturing and distribution company, MVP is heavily reliant on its main customers, suppliers and strategic partners.

Inputs for MVP's products consist of raw materials and packaging components and are purchased from various third party suppliers. The loss of multiple suppliers or a significant disruption or interruption in the supply chain could have a material adverse effect on the manufacturing and packaging of MVP's products. Increases in the costs of raw materials or other commodities may adversely affect the Company's profit margins if higher costs cannot be passed on in the form of price increases or unless the Company can achieve further cost efficiencies in its manufacturing and distribution processes.

In addition, failure by MVP's third party suppliers to comply with ethical, social, product, labour and environmental laws, regulations or standards, or their engagement in politically or socially controversial conduct, such as animal testing, could negatively impact their

reputations. Any of these failures or behaviours could lead to various adverse consequences, including damage to MVP's reputation, decreased sales and consumer boycotts.

**(f) Reliance on Key Customers**

A substantial portion of MVP's revenue is derived from certain customers or customer groups. The loss or impairment of any of these relationships for any reason, a material reduction in prices or deterioration in trading terms would have an adverse effect on MVP's financial performance.

More generally, there is a risk that MVP may fail to retain customers for a number of reasons, including pricing, competition or a failure to meet consumer expectations of its products.

**(g) Reputational Risk**

MVP's failure to protect its reputation, or the failure of the Company's partners to protect their reputations, could have a material adverse effect on the image of MVP's brands.

MVP's ability to maintain its reputation is critical to the image and consumer perception of its various products. MVP's reputation could be jeopardised if it fails to maintain high standards for product quality and integrity or if the Company, or the third parties with whom it does business, do not comply with regulations or accepted practices. Any consequential negative publicity may reduce demand for MVP's products.

Failure to comply with local laws and regulations, to maintain an effective system of internal controls or to provide accurate and timely financial information could damage MVP's reputation.

MVP depends on the reputations of its third party clients, which can be affected by matters outside of the Company's control. Damage to MVP's reputation or the reputations of its third party clients could have a material adverse effect on MVP's results of operations, financial condition and cash flows, as well as require additional resources to rebuild the Company's reputation.

**(h) Business Disruption**

MVP is engaged in manufacturing and distributing pharmaceutical products. As a result, MVP is subject to the risks inherent in such activities, including industrial accidents, environmental events, strikes and other labour disputes, disruptions in supply chain or information systems, loss or impairment of MVP's manufacturing facility(ies), product quality control, safety, licensing requirements and other regulatory issues, as well as natural disasters, pandemics, border disputes, acts of terrorism, and other external factors over which MVP has no control. The loss of, or damage to, the MVP manufacturing facility could have a material adverse effect on MVP's business, results of operations and financial condition.

**(i) Growth Risk**

Should the Company's growth accelerate at a higher rate than anticipated, the Company may, through lack of availability of materials or packaging, inability to scale production in a timely manner, lack of manufacturing capacity, lack of suitable labour or other unforeseen circumstances, be unable to supply its products in a timely manner to meet the demand of its customers. Should this occur the Company may risk the loss of either third party manufacturing clients or suffer a reduction in the customer base for its own products. Such events could have an adverse effect on both the reputation of the Company as well as its financial results.

**(j) Reliance on Key Management**

MVP, and each of its businesses, depend substantially on its key management, the loss of whose services might significantly delay or prevent the achievement of its business strategy.

The ability of MVP to retain and attract qualified individuals is also critical to its success. MVP may not be able to attract and retain suitable individuals currently or in the future on acceptable terms, or at all, and the failure to do so may adversely affect MVP's business.

**(k) Access to Equity and Debt Funding**

Volatility in the financial markets could have a material adverse effect on MVP's ability to equity or debt fund its business.

MVP's ability to raise additional funds will be subject to, among other things, factors beyond the control of the Company and its Directors, including cyclical factors affecting the economy and share markets generally.

In addition, a deterioration in global financial markets could impact risk appetite among lending institutions which may impact MVP's ability to renew existing loan facilities or enter into new loan facilities. The Directors can give no assurance that future funds can be raised by the Company on favourable terms, if at all.

**(l) Impairment of Intangibles**

MVP has a substantial amount of intangible assets on its balance sheet relating to goodwill and identifiable intangible assets. Under the relevant accounting standards MVP is required to annually test for impairment all indefinite life intangible assets. If this annual testing revealed that some or all of MVP's intangible assets are impaired to a level below their carrying value, MVP would be required to write down the value of those intangible assets. Such write downs could have a material adverse effect on MVP's financial position.

**(m) Regulatory and Legislative Risk**

MVP's business is subject to numerous laws and regulations in Australia and overseas. Changes in these laws and regulations, including their interpretation or enforcement, that affect, or will affect, the Company's business or products, including changes in accounting standards, tax laws and regulations, environmental or climate change laws, restrictions or requirements related to product content, labelling and packaging, regulations or accords, trade rules and customs regulations, could adversely affect MVP's financial results.

Regulation is specific to each geographic region. There are many important differences in regards to the suitability of key ingredients for specific markets and this can pose a risk to product registration across different jurisdictions.

Failure to remain up to date with these various regulatory requirements and any regulatory action or enforcement may adversely affect MVP's financial position.

**(n) Intellectual Property Infringement**

MVP's commercial success depends at least in part on its ability to operate without infringing, misappropriating or otherwise violating the trade marks, patents, copyrights and other proprietary rights of others. MVP cannot be certain that the conduct of its business does not and will not infringe, misappropriate or otherwise violate such rights. As MVP gains greater visibility and market exposure as a public company, third parties may allege that MVP's products, services or activities infringe, misappropriate or otherwise violate their trade mark, patent, copyright or other proprietary rights in an attempt to gain a competitive advantage. Defending against allegations and litigation could be expensive, take significant time and divert management's attention. MVP may also be required to pay substantial

damages or be subject to court orders prohibiting the Company and its customers from selling certain products or engaging in certain activities.

If MVP operates its business in a way which infringes, misappropriates or otherwise violates the trade marks, patents, copyrights and proprietary rights of others, this could have a material adverse impact on the Company's business, financial condition and results of operations.

**(o) Insurance Coverage**

MVP currently has in place what it believes are adequate levels of insurance for property, general and product liability, directors and officer's liability, and worker's compensation to protect MVP from potential losses and liabilities. There is a possibility that events may arise which are not adequately covered by existing insurance policies. In this case the Company may suffer adverse effects to its financial results as well as to the value of its brands. The Company cannot guarantee that its existing insurance will be available or offered in the future. An inability of the Company to secure such cover in the future could restrict the ability of the Company to conduct its business, and this could have a negative impact on the financial results of the Company.

**(p) Risk of Litigation, Claims and Disputes**

MVP is and may in the future be subject to litigation, claims and disputes in the course of its business, including competitor disputes, consumer disputes, supplier disputes, employment disputes, contractual disputes, disputes with governmental agencies or authorities or regulators, indemnity claims, and occupational and personal claims. Any such matters could involve prosecution, defence, and settlement costs, and consume management time in the dealing with any such litigation, claims and disputes.

**(q) Climate Change**

There has been an increased frequency of natural disasters globally in recent years and it is expected that this trend will continue in the medium to long term.

MVP is exposed to a number of potential climate change related risks which include:

- increases in operating costs of assets due to carbon-pricing policies or other market mechanisms;
- disruption to MVP's access or increase in price of raw materials used in MVP's products as result of climate changes and extreme weather events;
- interruption to operations or supply chains from climate changes and extreme weather events; and
- general economic downturn caused by or impacted by climate change causing consumers to reduce discretionary spending, including consumption of MVP's products.

The occurrence of any of these risks could result in asset impairment, lost revenue, downturn in overall sales and have an adverse impact on the financial position of MVP.

**(r) Unforeseen Expenditure Risk**

MVP's future growth is dependent on having adequate capital available to fund its business strategy. MVP expects that the proceeds from this Capital Raising will provide sufficient capital resources to enable MVP to achieve its stated business strategy.

Should MVP require additional funding, there can be no assurance that additional funds will be available on acceptable terms or at all.

**(s) Foreign Exchange Rate Fluctuations**

Fluctuations in currency exchange rates may negatively impact MVP's financial position and operating results.

Exchange rate fluctuations may affect the costs that MVP incurs in its operations. The main currencies to which MVP is exposed are US dollars and the Euro. The exchange rates between these currencies and the Australian dollar in recent years have fluctuated significantly and may continue to do so in the future.

A lower Australian dollar may increase the costs of MVP's ongoing and future capital expenditure programs, and may increase the costs of input materials to MVP. A higher Australian dollar may lead to a lower Australian dollar value for sales denominated in foreign currencies.

## **5.2 General Risks**

### **(a) Market and an investment in Shares**

The market price of MVP's shares will fluctuate due to various factors, many of which are non-specific to MVP, including the number of potential buyers or sellers of MVP shares on the ASX at any given time, recommendations by brokers and analysts, Australian and international general economic conditions (including as a result of the impacts of COVID-19), inflation rates, interest rates, changes in government, fiscal, monetary and regulatory policies, changes in law, fire, flooding, extreme weather events, natural disasters, global geo-political events and hostilities, acts of terrorism, state of emergency declarations, outbreaks of pandemics, outbreaks of war, and investor perceptions. These factors may cause MVP shares to trade at a lower price than the Issue Price under the Retail Entitlement Offer.

### **(b) General Economic Conditions**

The trading price of MVP shares may be adversely impacted by various factors, including new or changed governmental measures, business closures, lockdowns, quarantines, travel and other restrictions and resultant impacts on economies and financial markets. The historic share price performance of MVP provides no guidance as to its future share price performance.

Any deterioration in the domestic and global economy may have a material adverse effect on the performance of MVP's business and MVP's share price. It is possible that new risks might emerge as a result of Australian or global markets experiencing extreme stress, or existing risks, may manifest themselves in ways that are not currently foreseeable. The equity markets have in the past and may in the future be subject to significant volatility.

### **(c) Dividends**

Any decisions regarding the payment of dividends in respect of MVP's shares is determined at the discretion of MVP's board of directors, having regard to relevant factors, which include MVP's available profits, cashflow, financial condition, operating results, future capital requirements, covenants in relation to financing agreements, as well as economic conditions more broadly. There is no guarantee that a dividend will be paid by MVP in future periods or, if paid, paid at historical levels.

### **(d) Liquidity risk**

MVP is a listed entity. Therefore the ability to sell MVP shares will be a function of the turnover of the MVP shares at the time of sale. Turnover itself is a function of the size of MVP and also the cumulative investment intentions of all current and possible investors in MVP at any one point in time.

### **(e) Risk of Dilution**

Current shareholders in MVP who do not participate in the Offer as per their entitlement will have their percentage shareholding in MVP diluted. Investors may also have their investment diluted by future capital raisings or issues of new equity securities by MVP.

MVP may issue new equity securities in the future to finance acquisitions or pay down debt which may, under certain circumstances, dilute the value of a shareholder's interest in MVP.



## **6. ADDITIONAL INFORMATION**

### **6.1 Continuous disclosure obligations**

As the Company is admitted to the Official List, the Company is a 'disclosing entity' for the purposes of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose to the market any information it has which a reasonable person would expect to have a material effect on the price or the value of the Company's securities.

Price sensitive information is publicly released through the ASX before it is disclosed to Shareholders and market participants. Distribution of other information to Shareholders and market participants is also managed through disclosure to the ASX. In addition, the Company posts information on its website after the ASX confirms an announcement has been made, with the aim of making the information readily accessible to the widest audience.

By virtue of section 713 of the Corporations Act, the Company is entitled to issue a 'transaction-specific' prospectus in respect of the Offers.

In general terms, a 'transaction-specific prospectus' is only required to contain information in relation to the effect of the issue of securities on the Company and the rights and liabilities attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position and performance, profits and losses or prospects of the issuing company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a securities exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

As a disclosing entity under the Corporations Act, the Company states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an office of ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
  - (i) the annual financial report of the Company for the financial year ended 30 June 2021;
  - (ii) any half-year financial report of the Company lodged with ASIC after the lodgement of the annual financial report referred to in paragraph (i) above and before the lodgement of this Prospectus with ASIC; and
  - (iii) all continuous disclosure notices given by the Company after the lodgement of the annual financial report referred to in paragraph (i) above and before the lodgement of this Prospectus with ASIC (see below).

There is no information which has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules that investors or their professional advisers:

- (a) would reasonably require for the purpose of making an informed assessment of:
  - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and
  - (ii) the rights and liabilities attaching to the securities the subject of this Prospectus; and
- (b) would reasonably expect to find in this Prospectus.

This Prospectus contains information specific to the Offers. If investors require further information in relation to the Company, they are recommended to take advantage of the opportunity to inspect or obtain copies of the documents referred to above.

The following announcements have been lodged with the ASX prior to the date of this Prospectus in respect of the Company since the lodgement of the annual financial report for the year ended 30 June 2021 with ASX on 25 August 2021.

Date	Title
30 May 2022	Appointment of General Counsel and Company Secretary
26 May 2022	Notification of cessation of securities - MVP
10 May 2022	MVP signs new Pentrox licensing agreement in Canada
5 May 2022	Notification of cessation of securities - MVP
5 May 2022	Chief Financial Officer Transition
3 May 2022	Appendix 2A
2 May 2022	Notification regarding unquoted securities - MVP
2 May 2022	Notification regarding unquoted securities – MVP
2 May 2022	Notification regarding unquoted securities – MVP
2 May 2022	Notification regarding unquoted securities – MVP
2 May 2022	Proposed issue of securities - MVP
3 March 2022	US FDA Investor Presentation
2 March 2022	Green Whistle gets the Green Light - FDA Clears US Trial
1 March 2022	Trading Halt
24 February 2022	MVP FY22 Half Year Investor Presentation
24 February 2022	FY22 Half Year Report and Accounts
22 February 2022	MVP FY22 Half Year Investor Presentation
3 February 2022	MVP concludes CSIRO API Continuous Flow Technology Project
10 January 2022	Proposed issue of securities - MVP
29 November 2021	Change of Director's Interest Notice
26 November 2021	Change of Director's Interest Notice
26 November 2021	Appendix 2A
25 November 2021	Change of Director's Interest Notice
5 November 2021	Jobkeeper Payments Notification
29 October 2021	Final Director's Interest Notice
29 October 2021	Results of Meeting
28 October 2021	Company Chair and CEO Address to Shareholders
27 September 2021	Proposed issue of securities - MVP

Date	Title
27 September 2021	Ceasing to be a substantial holder
23 September 2021	Notice of Annual General Meeting/Proxy Form
23 September 2021	Annual Report to shareholders
7 September 2021	Change of Director's Interest Notice
6 September 2021	Change of Director's Interest Notice
3 September 2021	S&P DJI Announces September 2021 Quarterly Rebalance
30 August 2021	Change of Director's Interest Notice
25 August 2021	MVP Investor Presentation
25 August 2021	Corporate Governance Statement
25 August 2021	Appendix 4G
25 August 2021	Preliminary Final Report and Full Year Accounts

## 6.2 Design and distribution obligations

The new product design and distributions obligations under the Corporations Act (**DDO Obligations**) took effect from 5 October 2021. The DDO Obligations are intended to help consumers obtain appropriate financial products by requiring issuers and distributors to have a consumer-centric product. The DDO Obligations require product issuers to make publicly available a target market determination that explains the target market for certain securities, any distribution conditions and any information related to reviewing and monitoring conduct in relation to the target market determination.

The Company has prepared a target market determination in respect of the Options which is available on the Company's website at <https://medicaldev.com/investors-media/>.

## 6.3 International offer restrictions

This Prospectus does not constitute an offer of New Shares or Options in any jurisdiction in which it would be unlawful. In particular, this Prospectus may not be distributed to any person, and the Options may not be offered or sold, in any country outside Australia except to the extent permitted below.

### (a) Hong Kong

**WARNING:** This Prospectus has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (**SFO**). Accordingly, this Prospectus may not be distributed, and the Options may not be offered or sold, in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the Options or the underlying ordinary shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to the Options that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted the Options may sell, or offer to sell, such securities or the underlying ordinary shares in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this Prospectus have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this Prospectus, you should obtain independent professional advice.

(b) **New Zealand**

The New Shares and the Options 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 (Incidental Offers) Exemption Notice 2021.

This Prospectus has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This Prospectus 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.

(c) **Singapore**

This Prospectus and any other materials relating to the Options have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this Prospectus and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of the Options, may not be issued, circulated or distributed, nor may the Options be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part 13 of the Securities and Futures Act 2001 of Singapore (**SFA**) or another exemption under the SFA.

This Prospectus has been given to you on the basis that you are an "institutional investor" or an "accredited investor" (as such terms are defined in the SFA). If you are not such an investor, please return this Prospectus immediately. You may not forward or circulate this Prospectus to any other person in Singapore.

Any offer is not made to you with a view to the Options or the underlying options being subsequently offered for sale to any other party in Singapore. On-sale restrictions in Singapore may be applicable to investors who acquire the Options or underlying ordinary shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

(d) **United Kingdom**

Neither this Prospectus nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended (**FSMA**)) has been published or is intended to be published in respect of the Options or the underlying ordinary shares.

The Options may not be offered or sold in the United Kingdom by means of this Prospectus or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This Prospectus is issued on a confidential basis in the United Kingdom to "qualified investors" within the meaning of Article 2(e) of the UK Prospectus Regulation. This Prospectus may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the Options has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this Prospectus is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling

within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (**FPO**), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together **Relevant Persons**). The investment to which this Prospectus relates is available only to Relevant Persons. Any person who is not a Relevant Person should not act or rely on this Prospectus.

## **6.4 Litigation**

The Company is not currently engaged in litigation and, as at the date of this Prospectus, the Directors are not aware of any legal proceedings pending or threatened against, or any material legal proceedings affecting, the Company.

## **6.5 Rights and liabilities attaching to the New Shares**

The following is a general description of the more significant rights and liabilities attaching to the New Shares. This summary is not exhaustive. Full details of provisions relating to rights attaching to the New Shares are contained in the Corporations Act, ASX Listing Rules and the Constitution (a copy of which is available for inspection at the Company's registered office during normal business hours).

### **(a) Ranking of New Shares**

At the date of this Prospectus, all shares are of the same class and rank equally in all respects. Specifically, the New Shares issued under this Prospectus will rank equally with the Company's existing Shares.

### **(b) Voting rights**

Subject to any rights or restrictions, at general meetings:

- every Shareholder present and entitled to vote may vote in person or by attorney, proxy or representative; and
- has one vote on a show of hands; or
- has one vote for every fully paid share held, on a poll.

### **(c) Dividend rights**

Shareholders will be entitled to dividends, distributed among members in proportion to the capital paid up or credited as paid up, from the date of payment. No dividend carries interest against the Company and the declaration of Directors as to the amount to be distributed is conclusive.

Shareholders may be paid interim dividends or bonuses at the discretion of the Directors. The Directors may set aside a sum out of the profits of the Company, as reserves, before recommending dividends of the profits.

### **(d) Variation of rights**

The rights attaching to the New Shares may only be varied by the consent in writing of the holders of three-quarters of the Shares, or with the sanction of a special resolution passed at a general meeting.

(e) **Transfer of Shares**

New Shares can be transferred through the financial market operated by the ASX or by a proper instrument of transfer. The instrument of transfer must be in writing in a usual form or any other form approved by the Directors, and signed by or on behalf of the transferor and the transferee. Except where the operating rules of an applicable CS facility licensee, being the ASTC Operating Rules provide otherwise, until the transferee has been registered, the transferor is deemed to remain the holder of the Shares, even after signing the instrument of transfer.

In some certain prescribed circumstances, the Directors may refuse to register a transfer of New Shares.

(f) **General meetings**

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

The Directors may convene a general meeting at their discretion.

(g) **Unmarketable parcels**

The Constitution provides for the sale of unmarketable parcels subject to any applicable laws and provided a notice is given to the relevant Shareholder stating that the Company intends to sell their relevant New Shares unless the relevant Shareholder advises the Company by a specified date that they wish to retain the Shares.

(h) **Rights on winding up**

If the Company is wound up, the liquidator may with the sanction of a special resolution, divide the assets of the Company amongst Shareholders as the liquidator sees fit. The liquidator may not require a Shareholder to accept any New Shares or other securities in respect of which there is any liability.

## **6.6 Rights and liabilities attaching to the Options**

The Options to be issued under the Offers will be issued on the following terms and conditions:

(a) **Entitlement**

Each Option entitles the holder to acquire by way of issue one Share on exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (h) below, the exercise price of the Options will be \$2.80 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5.00pm (Melbourne time) on 30 September 2024 (**Expiry Date**). An Option not exercised by the Expiry Date will automatically lapse at that time at that time.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the applicable Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

A minimum of 1,000 Options may be exercised under each Notice of Exercise. If a Shareholder holds less than 1,000 Options, all of the Options held by them must be exercised in one Notice of Exercise.

(f) **Timing of issue of Shares on exercise**

As soon as practicable after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company; and
- (ii) if admitted to the Official List at the time, apply for official quotation on ASX of Shares issued on the exercise of the Options.

(g) **Shares issued on exercise**

Shares issued on exercise of the Options will rank equally in all respects with the then issued Shares.

(h) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of a holder of Options are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(i) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options and unless Shares have been issued in respect of the Options before the record date for determining entitlements to the issue.

(j) **Change in Exercise Price**

There will be no change to the applicable Exercise Price of an Option or the number of Shares over which an Option is exercisable in the event of the Company making a pro rata issue of Shares or other securities to the holders of Shares (other than for a Bonus Issue).

(k) **Bonus issue**

If before the expiry of any Options, the Company makes a pro rata issue of Shares to Shareholders for no consideration (**Bonus Issue**), the number of Shares over which an

Option is exercisable will be increased by the number of Shares which the holder would have received if the Option had been exercised before the record date for the Bonus Issue.

(l) **Voting**

Holders of Options have no voting rights until the Options are exercised and Shares issued on exercise of those Options in accordance with the ASX Listing Rules.

(m) **Transferability**

The Options are transferable and will be quoted on the ASX.

## 6.7 Interests of Directors, experts and advisors

(a) Other than as set out below or elsewhere in this Prospectus, no:

- (i) Director or proposed Director;
- (ii) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- (iii) promoter of the Company; or
- (iv) financial services licensee named in this Prospectus as a financial services licensee involved in the Offers,

holds, or has held within 2 years before the date of this Prospectus, any interest in the Offers or in the formation or promotion of, or in any property acquired or proposed to be acquired by, the Company in connection with its formation or promotion or the Offers.

(b) Other than as set out in Section 6.8 or elsewhere in the Prospectus, no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given:

- (i) to a Director or proposed Director to induce him to become, or to qualify him as, a director of the Company; or
- (ii) for services provided in connection with the formation or promotion of the Company or the Offers by any Director or proposed Director, any person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus, any promoter of the Company, or any underwriter or financial services licensee named in this Prospectus as an underwriter or financial services licensee involved in the Offers.

## 6.8 Details of interests

(a) **Directors' security holdings**

The relevant interests of the Directors in securities of the Company as at the date of this Prospectus are as follows:

Director	Shares	Options
Mr Gordon Naylor (Non-Executive Chair)	630,815	Nil
Mr David J Williams (Non-Executive Director)	9,515,242	Nil
Mr Robert M Johnston (Non-Executive Director)	60,000	Nil



Mr Leon Hoare (Non-Executive Director)	38,244	Nil
Ms Christine Emmanuel-Donnelly (Non-Executive Director)	15,385	Nil
Ms Mary Sontrop (Non-Executive Director)	18,630	Nil
Mr Richard Betts (Non-Executive Director)	3,300	Nil

**(b) Directors' participation**

Eligible Directors propose to take up their Entitlements in full under the Retail Entitlement Offer.

The following Directors (or their related entities) have agreed to sub-underwrite the Retail Entitlement Offer up to a maximum aggregate amount of \$1,200,000 in the following amounts:

- i. David Williams as to \$500,000;
- ii. Gordon Naylor as to \$500,000;
- iii. Christine Emmanuel-Donnelly as to \$100,000;
- iv. Leon Hoare as to \$50,000; and
- v. Richard Betts as to \$50,000.

The Directors listed above will receive sub-underwriting fees of 1% in connection with their sub-underwriting and the terms of their sub-underwriting arrangements are materially the same as for other sub-underwriters

The sub-underwriting arrangements can only be terminated by the Underwriter, including where the Underwriter terminates the Underwriting Agreement. Please also refer to the summary of the key termination events under the Underwriting Agreement set out in section 2.11.

**(c) Directors' remuneration**

As Chair and non-executive Director, Mr Gordon Naylor is currently paid \$86,364 in directors fees per annum, plus superannuation.

As a non-executive Director, Mr David J Williams is currently paid \$54,545 in directors fees per annum, plus superannuation.

As a non-executive Director, Mr Robert M Johnston is currently paid \$54,545 in directors fees per annum, plus superannuation.

As a non-executive Director, Mr Leon Hoare is currently paid \$57,273 in directors fees per annum, plus superannuation.

As a non-executive Director, Ms Christine Emmanuel-Donnelly is currently paid \$54,545 in directors fees per annum, plus superannuation.

As a non-executive Director, Ms Mary Sontrop is currently paid \$54,545 in directors fees per annum, plus superannuation.

As a non-executive Director, Mr Richard Betts is currently paid \$54,545 in directors fees per annum, plus superannuation.

**(d) Related party arrangements**

Not applicable.

## 6.9 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of the Securities), the Directors, the persons named in the Prospectus with their consent as proposed directors, any underwriters, persons named in the Prospectus with their consent having made a statement in the Prospectus and persons involved in a contravention in relation to the Prospectus, with regard to misleading and deceptive statements made in the Prospectus. Although the Company bears primary responsibility for the Prospectus, the other parties involved in the preparation of the Prospectus can also be responsible for certain statements made in it.

### (a) Consenting parties

MinterEllison has given and has not, before lodgement of this Prospectus, withdrawn its written consent to be named in this Prospectus as legal adviser to the Company in respect of the Capital Raising in the form and context in which it is named.

Bell Potter Securities Limited has given and has not, before lodgement of this Prospectus, withdrawn its written consent to be named in this Prospectus as lead manager and underwriter of the issue of New Shares under the Placement and the Entitlement Offer in the form and context in which it is named.

Computershare Investor Services Pty Limited has given and has not, before lodgement of this Prospectus, withdrawn its written consent to be named in this Prospectus as share registry to the Company in respect of the Capital Raising in the form and context in which it is named.

### (b) Basis of consents

Each of the persons named as providing consents above:

- (i) did not authorise or cause the issue of this Prospectus;
- (ii) does not make, or purport to make, any statement in this Prospectus nor is any statement in this Prospectus based on any statement by any of those parties other than as specified in this Section 6.9; and
- (iii) to the maximum extent permitted by law, expressly disclaims any responsibility or liability for any part of this Prospectus other than a reference to its name and a statement contained in this Prospectus with the consent of that party as specified in this Section 6.9.

## 6.10 Expenses of the Offers

The total expenses of the Capital Raising are estimated to be approximately \$1,503,206 (excluding GST), the table below sets out the breakdown of these expenses:

Item of Expenditure	Amount (\$)
Bell Potter Securities Limited underwriter and lead manager fees	\$1,200,000
MinterEllison legal fees	\$160,000
Miscellaneous, including registry and printing fees	\$143,206
<b>TOTAL</b>	<b>\$1,503,206</b>

## **6.11 Governing law**

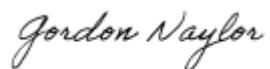
The information in this Prospectus, the Offers, and the contracts formed on acceptance of the Application Form are governed by the law applicable in Victoria, Australia. Any person who applies for Securities under the Offers submits to the non-exclusive jurisdiction of the courts of Victoria, Australia.

## **7. DIRECTORS' AUTHORISATION**

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with ASIC and has not withdrawn that consent.

Signed for and on behalf of the Company on 4 August 2022.

A handwritten signature in cursive script that reads "Gordon Naylor".

Mr Gordon Naylor  
Independent Non-Executive Chair  
Medical Developments International Limited

## 8. DEFINITIONS

Definitions used in this Prospectus are as follows:

**Applicant** means a person who submits an Application.

**Application** means an application for New Shares and/or Options under this Prospectus.

**Application Form** means the personalised application form included in or accompanying this Prospectus for participation in the Retail Entitlement Offer.

**Application Monies** means monies equal to the value of New Shares at the Offer Price applied for by an Eligible Shareholder.

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

**ASX Listing Rules** means the official listing rules of ASX Listing Rules as amended or waived.

**ASX** means ASX Limited ACN 008 624 691 or the financial market known as the 'Australian Securities Exchange' operated by it, as the context requires.

**ASTC Operating Rules** means the operating rules of ASTC in its capacity as a CS facility licensee, except to the extent of any relief given by ASTC in their application to the Company.

**Australian Accounting Standards** means the Australian accounting standards issued by the Australian Accounting Standards Board.

**Beneficiary** means a person who resides in either Australia or New Zealand for whom a custodian (being an Eligible Shareholder) held Shares on behalf of on the Record Date, and who is not, or is not acting for the account or benefit of, a U.S. Person.

**Board** means the board of Directors of the Company.

**Capital Raising** means the Placement, the Entitlement Offer and the Option Offer.

**Chair** means the Chair of the Board.

**CHES** means Clearing House Electronic Subregister System operated by ASX Settlement Pty Limited (ABN 49 008 504 532).

**Closing Date** means the date that the Offers close which is 5.00pm (Sydney time) on 25 August 2022 or such other time and date as the Directors determine, being the last day on which Applications will be accepted.

**Company** or **MVP** means Medical Developments International Limited ACN 106 340 667.

**Constitution** means the constitution of the Company.

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

**Director** means a director of the Company.

**Eligible Shareholder** has the meaning given in Section 2.4.

**Entitlement** means the number of New Shares and New Options each Eligible Shareholder is offered under the Retail Entitlement Offer.

**Entitlement Offer** means the Retail Entitlement Offer and the Institutional Entitlement Offer.

**Existing Shares** means Shares on issue at the Record Date.

**Expiry Date** means the expiry date of the New Options offered under this Prospectus, as defined in Section 6.6.

**Ineligible Shareholder** has the meaning given in Section 2.4.

**Institutional Entitlement Offer** means the fully underwritten pro-rata accelerated non-renounceable entitlement offer to existing institutional and sophisticated shareholders as announced by the Company to the ASX on 4 August 2022.

**Institutional Options** means the Options offered under the Institutional Option Offer.

**Institutional Option Offer** means the offer of Institutional Option to participants in the Placement and the Institutional Entitlement Offer under this Prospectus.

**New Options** means the free Options offered under the Retail Entitlement Offer.

**New Shares** means the new Shares offered under the Entitlement Offer and the Placement.

**Offers** means the Retail Entitlement Offer and the Institutional Option Offer.

**Offer Period** means the period commencing on the Opening Date and ending on the Closing Date.

**Offer Price** means the offer price of \$2.00 per New Share under the Retail Entitlement Offer.

**Official List** means the official list of the ASX.

**Opening Date** means the day that the Offers open, being 11 August 2022.

**Option** means the right of the holder to be issued one new Share on payment of the applicable exercise price on the terms and conditions set out in Section 6.6.

**Option Offer** means the Institutional Option Offer and the offer of New Options under the Retail Entitlement Offer.

**Placement** means the issue of approximately 7.5 million New Shares to certain sophisticated and institutional investors under a placement announced by the Company to the ASX on 4 August 2022.

**Prospectus** means this prospectus dated 4 August 2022 and lodged with ASIC, including any supplementary or replacement prospectus in relation to this prospectus.

**Record Date** means 7.00pm (Sydney time) on 8 August 2022, being the date on which Eligible Shareholders who are permitted to participate in the Retail Entitlement Offer are determined.

**Retail Entitlement Offer** means the offer of New Shares and New Options to Eligible Shareholders under this Prospectus.

**Section** means a section of this Prospectus.

**Securities** means the New Shares and Options offered under this Prospectus.

**Share** means a fully paid ordinary share in the capital of the Company.

**Share Registry** means Computershare Investor Services Pty Limited ACN 078 279 277.

**Shareholder** means a holder of at least one Share.

**Underwriter** means Bell Potter Securities Limited ACN 006 390 772.

**US or United States** means the United States of America.

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

# **CORPORATE DIRECTORY**

## **Directors**

Mr Gordon Naylor (Non-Executive Chair)  
Mr David J Williams (Non-Executive Director)  
Mr Robert M Johnston (Non-Executive Director)  
Mr Leon Hoare (Non-Executive Director)  
Ms Christine Emmanuel-Donnelly (Non-Executive Director)  
Ms Mary Sontrop (Non-Executive Director)  
Mr Richard Betts (Non-Executive Director)

## **Company Secretary**

Ms Anita James (Company Secretary and Chief Financial Officer)

## **Registered Office**

4 Caribbean Drive  
Scoresby VIC 3179

## **Share Registry**

Computershare Investor Services Pty Limited  
452 Johnston Street  
Abbotsford VIC 3067

## **Underwriter**

Bell Potter Securities Limited  
Level 29, 101 Collins Street  
Melbourne, VIC 3000

## **Legal Adviser**

MinterEllison  
Level 20, Collins Arch, 447 Collins Street  
Melbourne VIC 3000