

Announcement Summary

Entity name

DIMERIX LIMITED

Announcement Type

New announcement

Date of this announcement

4/5/2023

The Proposed issue is:☒ A standard pro rata issue (including non-renounceable or renounceable)**Total number of +securities proposed to be issued for a standard pro rata issue (including non-renounceable or renounceable)**

ASX +security code	+Security description	Maximum Number of +securities to be issued
New class-code to be confirmed	Unlisted options with an exercise price of \$0.126 and expiry date of 31 March 2024	53,478,945
New class-code to be confirmed	Options with an exercise price of \$0.154 and expiry date of 30 June 2025 (Long Term New Option)	53,478,945
DXB	ORDINARY FULLY PAID	106,957,889

Ex date

8/5/2023

+Record date

9/5/2023

Offer closing date

29/5/2023

Issue date

5/6/2023

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

DIMERIX LIMITED

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

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type

ABN

Registration Number

18001285230

1.3 ASX issuer code

DXB

1.4 The announcement is☒ New announcement**1.5 Date of this announcement**

4/5/2023

1.6 The Proposed issue is:☒ A standard +pro rata issue (non-renounceable or renounceable)**1.6a The proposed standard +pro rata issue is:**☒ + Non-renounceable



Part 3 - Details of proposed entitlement offer issue

Part 3A - Conditions

3A.1 Do any external approvals need to be obtained or other conditions satisfied before the entitlement offer can proceed on an unconditional basis?

☒ No

Part 3B - Offer details

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

ASX +security code and description

DXB : ORDINARY FULLY PAID

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

☒ Existing class

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

☒ Yes

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

☒ No

Details of +securities proposed to be issued

ASX +security code and description

DXB : ORDINARY FULLY PAID

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

ISIN Code for the entitlement or right to participate in a non-renounceable issue (if Issuer is foreign company and +securities are non CDIs)

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

The quantity of additional +securities to be issued

1

For a given quantity of +securities held

3



What will be done with fractional entitlements?

Fractions rounded up to the next whole number

Maximum number of +securities proposed to be issued (subject to rounding)

106,957,889

Offer price details for retail security holders

In what currency will the offer be made?

AUD - Australian Dollar

What is the offer price per +security for the retail offer?

AUD 0.08000

Oversubscription & Scale back details

Will individual +security holders be permitted to apply for more than their entitlement (i.e. to over-subscribe)?

☒ Yes

Describe the limits on over-subscription

The Company reserves the right to offer and issue New Shares and free-attaching New Options from the Shortfall at its sole discretion on or before the date that is 3 months after the Closing Date.

Will a scale back be applied if the offer is over-subscribed?

☒ Yes

Describe the scale back arrangements

Shortfall applications capped at 100% of entitlement under the rights issue. Further scale back if required at the discretion of the Company having regard to the share holder at the record date and control factors.

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

☒ Yes

Attaching +Security

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

☒ New class

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

Details of attaching +securities proposed to be issued



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

ISIN Code for the entitlement or right to participate in a non-renounceable issue (if Issuer is foreign company and +securities are non CDIs)

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

☒ Yes

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

☒ No

ASX +security code

New class-code to be confirmed

+Security description

Unlisted options with an exercise price of \$0.126 and expiry date of 31 March 2024

+Security type

Options

Offer ratio (ratio of attaching securities at which the new +securities will be issued)

The quantity of attaching +securities to be issued

1

For a given quantity of the new +securities issued

2

What will be done with fractional entitlements?

Fractions rounded up to the next whole number

Maximum number of +securities proposed to be issued (subject to rounding)

53,478,945

Offer price details for retail security holders

In what currency will the offer be made?

AUD - Australian Dollar

What is the offer price per +security for the retail offer?

AUD 0.00000

Oversubscription & Scale back details

Will individual +security holders be permitted to apply for more than their entitlement (i.e. to over-subscribe)?

☒ Yes

Describe the limits on over-subscription

The Company reserves the right to offer and issue New Shares and free-attaching New Options from the Shortfall at its sole discretion on or before the date that is 3 months after the Closing Date.

Will a scale back be applied if the offer is over-subscribed?

☒ Yes



Describe the scale back arrangements

Shortfall applications capped at 100% of entitlement under the rights issue. Further scale back if required at the discretion of the Company having regard to the share holder at the record date and control factors.

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

☒ Yes

Options details

+Security currency

AUD - Australian Dollar

Exercise price

AUD 0.1260

Expiry date

31/3/2024

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

DXB : ORDINARY FULLY PAID

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

One fully paid ordinary share (ASX:DXB)

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

Refer to Prospectus accompanying this Appendix 3B

Details of attaching +securities proposed to be issued

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

ISIN Code for the entitlement or right to participate in a non-renounceable issue (if Issuer is foreign company and +securities are non CDIs)

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

☒ Yes

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

☒ Yes

ASX +security code

New class-code to be confirmed

+Security description

Options with an exercise price of \$0.154 and expiry date of 30 June 2025 (Long Term New Option)

+Security type

Options

Offer ratio (ratio of attaching securities at which the new +securities will be issued)



The quantity of attaching +securities to be issued

1

For a given quantity of the new +securities issued

2

What will be done with fractional entitlements?

Fractions rounded up to the next whole number

Maximum number of +securities proposed to be issued (subject to rounding)

53,478,945

Offer price details for retail security holders

In what currency will the offer be made?

AUD - Australian Dollar

What is the offer price per +security for the retail offer?

AUD 0.00000

Oversubscription & Scale back details

Will individual +security holders be permitted to apply for more than their entitlement (i.e. to over-subscribe)?

☒ Yes

Describe the limits on over-subscription

The Company reserves the right to offer and issue New Shares and free-attaching New Options from the Shortfall at its sole discretion on or before the date that is 3 months after the Closing Date.

Will a scale back be applied if the offer is over-subscribed?

☒ Yes

Describe the scale back arrangements

Shortfall applications capped at 100% of entitlement under the rights issue. Further scale back if required at the discretion of the Company having regard to the share holder at the record date and control factors.

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

☒ Yes

Options details

+Security currency

AUD - Australian Dollar

Exercise price

AUD 0.1540

Expiry date

30/6/2025



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

DXB : ORDINARY FULLY PAID

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

One fully paid ordinary share (ASX:DXB)

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

Refer to Prospectus accompanying this Appendix 3B

Part 3C - Timetable

3C.1 +Record date

9/5/2023

3C.2 Ex date

8/5/2023

3C.4 Record date

9/5/2023

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

12/5/2023

3C.6 Offer closing date

29/5/2023

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

24/5/2023

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

30/5/2023

3C.11 +Issue date and last day for entity to announce results of +pro rata issue

5/6/2023

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

6/6/2023

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

8/6/2023



Part 3E - Fees and expenses

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

☒ Yes

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

Bell Potter Securities Ltd

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

- (i) 4,500,000 options on the same terms as the attaching Long Term New Option
- (ii) 6% of proceeds excluding the Chairman's list
- (iii) 2% of proceeds raised under the rights issue under the Chairman's list

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

☒ Yes

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

Bell Potter Securities Ltd

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

The Rights Issue is partially underwritten

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

Refer 3E.1b.

In addition, Up to 10,152,718 Long Term New Options to the sub-underwriters of the Rights Issue (as identified by the Underwriter) (refer separate Appendix 3B accompanying this announcement).

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

Refer to Annexure A of the ASX announcement released at or about the same time as this Appendix 3B.

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

☒ Yes

3E.2e (i) What is the name of that party?

Each of Peter Fletcher Meurs, Nina Webster and Sonia Poli.

3E.2e (ii) What is the extent of their underwriting or sub-underwriting (ie the amount or proportion of the offer they have underwritten or sub-underwritten)?

\$500,095.52 aggregate

Refer to section 1.6 of the Prospectus which was lodged with ASIC and released to ASX at or about the same time as this announcement

3E.2e (iii) What fee, commission or other consideration is payable to them for acting as underwriter or sub-underwriter?

1,250,239 Long Term New Options (representing two and a half (2.5) Long Term New Options for every \$1 of shortfall sub-underwritten). The issue of these Long Term New Options is subject to shareholder approval.

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

☒ No



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

Refer Annexure B of the announcement and to Section 2 of the Prospectus as lodged with ASIC and released to ASX at or about the same time as this announcement.

Part 3F - Further Information

3F.1 The purpose(s) for which the entity intends to use the cash raised by the proposed issue

- Clinical studies;
- Transaction / partnering activities;
- Pipeline non-clinical activities;
- Early repayment of R&D rebate advance (depending on quantum of funds raised);
- Working capital for the Company; and
- Meeting the costs of the Offers.

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

☒ No

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

☒ No

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

All countries other than Australia and New Zealand.

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

☒ Yes

3F.5a Please provide further details of the offer to eligible beneficiaries

Refer to ASX announcement and prospectus released to ASX at or about the same time as this Appendix 3B

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

<https://investors.dimerix.com/investor-centre/?page=asx-announcements-2023>

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

Refer to ASX announcement and prospectus released to ASX at or about the same time as this Appendix 3B.

3F.8 Will the offer of rights under the rights issue be made under a disclosure document or product disclosure statement under Chapter 6D or Part 7.9 of the Corporations Act (as applicable)?

☒ Yes

3F.9 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

☒ The publication of a +disclosure document or +PDS for the +securities proposed to be issued