



Announcement Summary

Entity name

MEDIBIO LIMITED

Announcement Type

New announcement

Date of this announcement

7/8/2023

The Proposed issue is:

☒ A placement or other type of issue

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

ASX +security code	+Security description	Maximum Number of +securities to be issued
MEB	ORDINARY FULLY PAID	1,500,000,000
MEBAR	OPTION EXPIRING 15-JUN-2025 EX \$0.004	850,000,000

Proposed +issue date

14/8/2023

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

MEDIBIO LIMITED

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

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

ACN

Registration Number

008130336

1.3 ASX issuer code

MEB

1.4 The announcement is

☒ New announcement

1.5 Date of this announcement

7/8/2023

1.6 The Proposed issue is:

☒ A placement or other type of issue



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?

☒ Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	6/10/2023	☒ Estimated	

Comments

The Placement is being conducted in two tranches. The first tranche will see the Tranche 1 Placement Shares (950,150,000) issued on or around 14 August 2023 utilising the Company's 7.1 & 7.1A capacity. The Tranche 1 Placement Options (475,075,000), Tranche 2 Placement (549,850,000 Shares & 274,925,000 Options) and 100,000,000 advisor options are subject to shareholder approval at a general meeting to be held early October. See ASX announcement lodged 7 August 2023 - https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02694758-3A622823?access_token=83ff96335c2d45a094df02a206a39ff4

Part 7B - Issue details

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

☒ Existing class

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

☒ Yes

Details of +securities proposed to be issued

ASX +security code and description

MEB : ORDINARY FULLY PAID

Number of +securities proposed to be issued

1,500,000,000

Offer price details



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

☒ Yes

In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD 0.00150

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)?

☒ Existing class

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

Details of attaching +securities proposed to be issued

ASX +security code and description

MEBAR : OPTION EXPIRING 15-JUN-2025 EX \$0.004

Number of +securities proposed to be issued

750,000,000

Offer price details

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

☒ No

Please describe the consideration being provided for the +securities

Investors are receiving one free attaching unlisted option for every two new shares issued.

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

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

☒ Yes



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

☒ Existing class

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

☒ No

Details of +securities proposed to be issued

ASX +security code and description

MEBAR : OPTION EXPIRING 15-JUN-2025 EX \$0.004

Number of +securities proposed to be issued

100,000,000

Offer price details

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

☒ No

Please describe the consideration being provided for the +securities

Advisor options issued to JP Equity Partners and/or its nominee will receive 100,000,000 advisor options, with an exercise price of \$0.004 and an expiry date of 15 June 2025, subject to the successful completion of the placement and shareholder approval. See ASX announcement of 7 August 2023 - https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02694758-3A622823?access_token=83ff96335c2d45a094df02a206a39ff4

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

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

☒ Yes

Part 7C - Timetable

7C.1 Proposed +issue date

14/8/2023



Part 7D - Listing Rule requirements

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

☒ No

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

☒ Yes

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

Approximately 435,150,000

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

☒ Yes

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

Approximately 515,000,000

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

A placement has been used for more certainty in funding. The entity recently completed an SPP offer to all shareholders - see ASX announcement 29 May 2023 - https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02670521-3A619116?access_token=83ff96335c2d45a094df02a206a39ff4

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

☒ Yes

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

☒ No

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

☒ No

Part 7E - Fees and expenses

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

☒ Yes

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

JP Equity Partners

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

JP Equity Partners as lead manager to the Placement will receive a 6% capital raising fee on the total funds raised, and 100,000,000 unlisted options for the lead manager and/or its nominee with an exercise price of \$0.004 and an expiry date of 15 June 2025, subject to the successful completion of the placement and shareholder approval.

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

☒ No



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

Part 7F - Further Information

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

Funding to be deployed to fast track Phase 2 Sleep Signal Analysis for Current Major Depressive Episode study (SAMDE), FDA approval process for MEB-001 and commercial roll-out of Stager research tool in the US.

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

☒ No

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

The Placement is being conducted in two tranches. The first tranche will see the Tranche 1 Placement Shares (950,150,000) issued on or around 14 August 2023 utilising the Company's 7.1 & 7.1A capacity. The Tranche 1 Placement Options (475,075,000), Tranche 2 Placement (549,850,000 Shares & 274,925,000 Options) and 100,000,000 advisor options are subject to shareholder approval at a general meeting to be held early October. See ASX announcement lodged 7 August 2023 - https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02694758-3A622823?access_token=83ff96335c2d45a094df02a206a39ff4

7F.3 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 cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)