



Announcement Summary

Entity name

MEMPHASYS LIMITED.

Announcement Type

New announcement

Date of this announcement

4/12/2023

The Proposed issue is:☒ A standard pro rata issue (including non-renounceable or renounceable)☒ A placement or other type of issue**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 | Entitlement Options | 106,613,376 |
| MEM | ORDINARY FULLY PAID | 213,226,752 |

Ex date

7/12/2023

+Record date

8/12/2023

Offer closing date

2/1/2024

Issue date

9/1/2024

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 |
|--------------------------------|-----------------------|--|
| New class-code to be confirmed | Placement Options | 105,000,000 |
| MEM | ORDINARY FULLY PAID | 210,000,000 |



Proposed +issue date

24/1/2024

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

MEMPHASYS LIMITED.

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

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

33120047556

1.3 ASX issuer code

MEM

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

4/12/2023

1.6 The Proposed issue is:☒ A standard +pro rata issue (non-renounceable or renounceable)☒ A placement or other type of issue**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?☒ Yes

3A.1a Conditions

| Approval/Condition | Date for determination | Is the date estimated or actual? | ** Approval received/condition met? |
|---------------------------|------------------------|---|-------------------------------------|
| +Security holder approval | 24/1/2024 | <input checked="" type="checkbox"/> Estimated | No |

Comments

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**

MEM : 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

MEM : 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 | For a given quantity of +securities held |
|--|---|
| 2 | 9 |

| What will be done with fractional entitlements? | Maximum number of +securities proposed to be issued (subject to rounding) |
|--|--|
| Fractions rounded up to the next whole number | 213,226,752 |

Offer price details for retail security holders

| In what currency will the offer be made? | What is the offer price per +security for the retail offer? |
|---|--|
| AUD - Australian Dollar | AUD 0.01000 |

Oversubscription & Scale back details

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

☒ No

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

☒ Yes

Describe the scale back arrangements

Scale back will be applied to applications under the Shortfall Offer on a pro-rata basis to the respective shareholdings of Eligible Shareholders

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

Entitlement Options

+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)

106,613,376

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)?

☒ No



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

☒ Yes

Describe the scale back arrangements

Scale back will be applied to applications under the Shortfall Offer on a pro-rata basis to the respective shareholdings of Eligible Shareholders

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 0.0200

Expiry date

9/1/2026

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

MEM : ORDINARY FULLY PAID

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

106,613,376 ordinary shares

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.

Prospectus Offer

Part 3C - Timetable

3C.1 +Record date

8/12/2023

3C.2 Ex date

7/12/2023

3C.4 Record date

8/12/2023

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

13/12/2023



3C.6 Offer closing date

2/1/2024

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

27/12/2023

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

3/1/2024

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

9/1/2024

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

10/1/2024

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

12/1/2024

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?

Canaccord Genuity (Australia) Limited

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

- (a) a management fee of 2.0% of the gross proceeds raised under the Entitlement Offer and Placement; and
- (b) a selling/underwriting fee of 4% of the gross proceeds raised from the Entitlement Offer and Placement.

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

☒ Yes

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

Canaccord Genuity (Australia) Limited

Mr Andrew Goodall (a related party by virtue of being a director in the past 6 months) has entered into a sub-underwriting agreement with the Underwriter, pursuant to which it has agreed to sub-underwrite 38,045,843 Shares (\$380,458) under the Entitlement Offer

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

100% of the offer is underwritten

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

- (a) a management fee of 2.0% of the gross proceeds raised under the Entitlement Offer; and
- (b) a selling/underwriting fee of 4% of the gross proceeds raised from the Entitlement Offer.



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

Refer to section 6.4.2 of Entitlement Offer Prospectus dated 4 December 2023

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?

Mr Andrew Goodall (a related party by virtue of being a director in the past 6 months)

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)?

sub-underwrite 38,045,843 Shares (\$380,458) under the Entitlement Offer

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

\$3,805

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

\$174,000 comprising ASIC fees, ASX fees, Underwriting/lead manager fees, legal fees, corporate fees

Part 3F - Further Information

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

Pursue commercial opportunities with FelixTM and continue to drive Product Development activities with RoXsta and AI-Port; as well as settle outstanding debts and creditors and provide working capital.

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

Australia and New Zealand

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

☒ No

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

<https://www.memphasys.com/investor-relations/>



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

Eligible Shareholders who wish to subscribe for Securities above their Entitlement are invited to apply for Shortfall Securities under the Shortfall Offer by completing the appropriate section on their Entitlement and Acceptance Form or by making payment for such Shortfall Securities. Allocation of the Shortfall Securities will be at the discretion of the Board in conjunction with the Underwriter.

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



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 | 24/1/2024 | <input checked="" type="checkbox"/> Estimated | No |

Comments

General Meeting of shareholders to approve issue of Placement Options and issue of securities to related parties

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

MEM : ORDINARY FULLY PAID

Number of +securities proposed to be issued

210,000,000

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 0.01000

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

☒ Yes

Attaching +Security

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

☒ New class

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

Details of attaching +securities proposed to be issued

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

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

☒ 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

Placement Options

+Security type

Options

Number of +securities proposed to be issued

105,000,000

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

Free attaching option to Placement shares

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

0.000010



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 0.0200

Expiry date

23/1/2026

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

MEM : ORDINARY FULLY PAID

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

105,000,000 ordinary shares

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 Offer dated 4 December 2023

Part 7C - Timetable

7C.1 Proposed +issue date

24/1/2024

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?

114,047,962

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?

95,952,038

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

☒ Yes

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

☒ No

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

☒ No

Part 7E - Fees and expenses

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

☒ Yes

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

Canaccord Genuity (Australia) Limited

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

- (a) a management fee of 2.0% of the gross proceeds raised under the Entitlement Offer and Placement; and
- (b) a selling/underwriting fee of 4% of the gross proceeds raised from the Entitlement Offer and Placement

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

ASX, lead manager and corporate fees

Part 7F - Further Information

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

pursue commercial opportunities with FelixTM and continue to drive Product Development activities with RoXsta and AI-Port; as well as settle outstanding debts and creditors and provide working capital.

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

No



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)