



Announcement Summary

Entity name

4DMEDICAL LIMITED

Announcement Type

New announcement

Date of this announcement

11/12/2023

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
4DX	ORDINARY FULLY PAID	38,303,536

Proposed +issue date

30/4/2025

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

4DMEDICAL 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

161684831

1.3 ASX issuer code

4DX

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

11/12/2023

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	22/1/2024	<input checked="" type="checkbox"/> Estimated	

Comments

Part 7B - Issue details

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

☒ 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

4DX : ORDINARY FULLY PAID

Number of +securities proposed to be issued

38,303,536

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

The securities are proposed to be issued as earnout consideration in respect of the acquisition of Imbio Inc. by the Company.

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

20,000,000.000000

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

30/4/2025

Part 7D - Listing Rule requirements

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

☒ Yes

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

22/1/2024

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

☒ No

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?

☒ Yes

7D.4a Please enter the number and +class of the +securities subject to +voluntary escrow and the date from which they will cease to be subject to +voluntary escrow

Ordinary shares will be issued as earnout consideration to the Sellers of Imbio Inc. in up to 3 tranches.

With respect to each tranche of shares, 25% will be subject to voluntary escrow until 45 days after the date of issue, 25% will be subject to voluntary escrow until 90 days after issue, 25% will be subject to voluntary escrow until 135 days after issue and 25% will be subject to voluntary escrow until 180 days after issue.



Part 7E - Fees and expenses

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

☒ No

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

N/A

Part 7F - Further Information

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

The securities are proposed to be issued as earnout consideration in respect of the acquisition of Imbio Inc. by the Company.

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

Up to 38,303,536 ordinary shares are estimated to be issued to the sellers of Imbio Inc. as earnout consideration. The estimate is based on the 30-day VWAP to 8 December 2023 (\$0.8033).

The shares will be issued in up to 3 tranches.

The first tranche of up to an estimated 19,151,768 shares will be issued within 120 days of 31/12/2024.

The second tranche of up to an estimated 9,575,884 shares will be issued within 120 days of 31/12/2025.

The third tranche of up to an estimated 9,575,884 shares will be issued, at the latest, within 70 days of 31/12/2025.

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)