

IMAGION BIOSYSTEMS LIMITED

ASX: IBX

17 July 2024

Variation of Convertible Securities Agreement

Imagion Biosystems Limited (ASX:IBX) (**Company**) wishes to advise that it has executed a deed of variation (**Deed**) with Mercer Street Global Opportunity Fund, LLC (**Mercer**) in respect of convertible securities agreement entered into between the Company and Mercer on 7 March 2023 (**Convertible Securities Agreement**).

Further details in respect of the variations to the Convertible Securities Agreement is set out below.

	Existing Term	Amended Term
Floor Price	\$0.50, subject to adjustment in accordance with the Convertible Securities Agreement.	\$0.04, subject to adjustment in accordance with the Convertible Securities Agreement.
Qualifying Capital Raising	If a capital raising occurs which raises \$10,000,000 or more, the Company must give Mercer written notice of such event. Mercer may require repayment by the Company of some or all of the Convertible Notes, by giving written notice to the Company no later than 20 Business Days after the date of the notice issued by the Company. Repayment of the nominated outstanding Convertible Notes must occur 5 Business Days after the date the on which notice is given to Mercer by the Company.	If a capital raising occurs which raises \$10,000,000 or more (Qualifying Capital Raising), the Company must give Mercer written notice of such event. In circumstances where: <ul style="list-style-type: none"> (a) the Qualifying Capital Raising is between \$10 million and \$15 million, Mercer may require repayment by the Company of some or all of up to 50% of the Convertible Notes; and (b) where the Qualifying Capital Raising is more than \$15 million, Mercer may require repayment by the Company of some or all of up to 100% of the Convertible Notes, by giving written notice to the Company no later than 20 Business Days after the date of the notice issued by the Company. Repayment of the nominated outstanding Convertible Notes must occur 5 Business Days after the date the on which notice is given to Mercer by the Company.
Maturity Date	<ul style="list-style-type: none"> (a) In respect of the First and Second Convertible Notes, the maturity date is 18 months from the date of issue. (b) In respect of the Subsequent Convertible Notes, the Maturity Date is 18 months from the issue date. 	<ul style="list-style-type: none"> (a) In respect of the First and Second Convertible Notes, the maturity date is 30 months from the date of issue. (b) In respect of the Subsequent Convertible Notes, the Maturity Date is 18 months from the expiry date.



The Company's securities were suspended from quotation from 2 April 2024 to 14 June 2024 (**Suspension**), which constituted an event of default under the Convertible Securities Agreement. Under the terms of Deed, Mercer agreed to waive all rights of redemption of the Convertible Notes issued under the Convertible Securities Agreement that would otherwise have been triggered by the Suspension.

In consideration, the Company agreed to issue Mercer 3,000,000 Shares (**Mercer Shares**). The Company intends to issue 2,350,000 Mercer Shares on 16 July 2024 pursuant to its existing placement capacity under Listing Rule 7.1. The balance of the Mercer Shares, being 650,000 Shares, are to be issued subject to Shareholder approval at the Company's upcoming general meeting to be held on 22 August 2024.

Cleansing Offer

The Company advises that it intends to lodge a cleansing prospectus shortly for an offer of up to 1,000 Shares at an issue price of \$0.07 per Share to raise up to \$70 (before expenses). The cleansing prospectus is primarily for the purpose of section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of Shares issued by the Company prior to the closing date of the Prospectus, including the Mercer Shares.

— ENDS —

About Imagion Biosystems

Established in 2017 and headquartered in the San Diego, California, US, Imagion Biosystems is an ASX-listed company dedicated to developing innovative medical imaging technologies for various cancer types. Imagion Biosystems is advancing clinical development of its MagSense® platform technology to revolutionize cancer diagnosis, introducing molecular imaging to MRI. The Company's lead program has demonstrated its innovative technology embodied in MagSense® HER2 Imaging Agent (MSH2IA) is safe and well-tolerated in patients diagnosed with HER2+ breast cancer. Imagion Biosystems' MagSense® pipeline includes prostate cancer, ovarian cancer, pancreatic cancer, and brain cancer programs.

For more information, visit <https://imaginationbiosystems.com/investor-hub/>

Authorisation & Additional information

This announcement was authorised by the Board of Imagion Biosystems Limited.

