

# **IMAGION BIOSYSTEMS LIMITED**

## **ACN 616 305 027**

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## **PROSPECTUS**

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For an offer of 550,000 Convertible Notes with a face value of \$1.00 each and a subscription price of \$0.90909 each and up to 20,833,333 Options (**Offer**).

### **IMPORTANT NOTICE**

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the Securities being offered under this Prospectus or any other matter, then you should consult your professional advisers without delay.

The Securities offered by this Prospectus should be considered as highly speculative.

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## IMPORTANT NOTICE

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This Prospectus is dated 10 September 2024 and was lodged with the ASIC on that date. The ASIC, ASX and their respective officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No Securities may be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

No person is authorised to give information or to make any representation in connection with this Prospectus, which is not contained in this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with this Prospectus.

It is important that investors read this Prospectus in its entirety and seek professional advice where necessary. The Securities offered by this Prospectus should be considered as highly speculative.

Applications for Securities offered pursuant to this Prospectus can only be submitted on an original Application Form.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act and ASIC Corporations (Offers of Convertibles) Instrument 2016/83. It does not contain the same level of disclosure as an initial public offering prospectus and is only required to contain information in relation to the effect of the issue of securities on a company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

Representations contained in this Prospectus are made taking into account that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters are publicly available information or may reasonably be expected to be known to investors and professional advisers whom prospective investors may consult.

### No Investment Advice

The information contained in this Prospectus is not financial product advice or investment advice and does not take into account your financial or investment objectives, financial situation or particular needs (including financial or taxation issues). You should seek professional advice from your accountant, financial adviser, stockbroker, lawyer or other professional adviser before deciding to subscribe for Securities under this Prospectus to determine whether it meets your objectives, financial situation and needs.

### Forward-looking statements

This Prospectus contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties.

These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and the Company's management.

The Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

The Company has no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.

These forward-looking statements are subject to various risk factors that could cause our actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 4.

### Applicants outside Australia

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. This Prospectus does not constitute an offer of Securities in any jurisdiction where, or to any person to whom, it would be unlawful to issue in this Prospectus. In particular, the Securities may not be offered or sold, directly or indirectly, to persons in the United States other than to Mercer Street Global Opportunity Fund, LLC. The Securities have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

### Continuous disclosure obligations

The Company is a "disclosing entity" (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Securities.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the three months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Please refer to Section 5.2 for further details.

### **Electronic Prospectus**

A copy of this Prospectus can be downloaded from the website of the Company at [www.imagionbiosystems.com](http://www.imagionbiosystems.com). If you are accessing the electronic version of this Prospectus for the purpose of making an investment in the Company, you must be an Australian resident and must only access this Prospectus from within Australia.

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. You may obtain a hard copy of this Prospectus free of charge by contacting the Company by phone on 1300 384 692 during office hours or by emailing the Company at [investor@imagionbio.com](mailto:investor@imagionbio.com).

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

### **Company Website**

No documents or other information available on the Company's website is incorporated into this Prospectus by reference.

### **Clearing House Electronic Sub-Register System (CHES) and Issuer Sponsorship**

The Company will apply to participate in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by the Company.

Electronic sub-registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with statements (similar to a bank account statement) that set out the number of Securities issued to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHES and issuer sponsorship.

Electronic sub-registers also mean ownership of securities can be transferred without having to rely upon paper documentation. Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

### **Definitions and Time**

Unless the contrary intention appears or the context otherwise requires, words and phrases contained in this Prospectus have the same meaning and interpretation as given in the Corporations Act and capitalised terms have the meaning given in the Glossary in Section 7.

All references to time in this Prospectus are references to Australian Eastern Standard Time.

### **Privacy statement**

If you complete an Application Form, you will be providing personal information to the Company. The Company collects, holds and will use that information to assess your Application, service your needs as a Shareholder and to facilitate distribution payments and corporate communications to you as a Shareholder.

The information may also be used from time to time and disclosed to persons inspecting the register, including bidders for your securities in the context of takeovers, regulatory bodies including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the share registry.

You can access, correct and update the personal information that we hold about you. If you wish to do so, please contact the share registry at the relevant contact number set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the Application for Shares, the Company may not be able to accept or process your Application.

### **Enquiries**

If you are in any doubt as to how to deal with any of the matters raised in this Prospectus, you should consult with your broker or legal, financial or other professional adviser without delay. Should you have any questions about the Offer or how to accept the Offer please call the Company Secretary on 1300 384 692.

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## CORPORATE DIRECTORY

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### Directors

Robert Proulx  
*Executive Chairman*

Brett Mitchell  
*Non-Executive Director*

Melanie Leydin  
*Non-Executive Director*

### Company Secretary

Melanie Leydin

### Registered Office

Level 4  
96-100 Albert Road  
SOUTH MELBOURNE VIC 3205

Telephone: +61 3 9692 7222

Facsimile: +61 2 9956 7355

Email: [investor@imagonbio.com](mailto:investor@imagonbio.com)

Website: [www.imagonbiosystems.com](http://www.imagonbiosystems.com)

### Share Registry\*

Boardroom Pty Limited  
Level 8  
210 George Street  
SYDNEY NSW 2000

### Telephone:

1300 668 019 (within Australia)  
+61 2 8016 2897 (outside Australia)

### Auditor\*

RSM Australia Partners  
Level 27  
120 Collins Street  
MELBOURNE VIC 3000

### Legal Advisers

Steinepreis Paganin  
Level 14, QV1 Building  
250 St Georges Terrace  
PERTH WA 6000

\*These entities are included for information purposes only. They have not been involved in the preparation of this Prospectus and have not consented to being named in this Prospectus.

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## 1. DETAILS OF THE OFFER

### 1.1 Indicative Timetable

Action	Date
Lodgement of Prospectus with the ASIC and ASX	10 September 2024
Opening Date*	17 September 2024
Closing Date*	18 September 2024

\*These dates are indicative only and may change without notice. The Directors reserve the right to extend the Closing Date at any time after the Opening Date without notice. Opening and Closing dates are subject to the Exposure Period. ASIC may extend the Exposure Period by up to seven calendar days in which case the opening date for the offer and other dates may be varied accordingly without notice.

### 1.2 Background to the Offer

As announced on 7 March 2023, the Company entered into a convertible securities agreement with Mercer Street Global Opportunity Fund, LLC (**Mercer**), as varied on 15 July 2024, a US-based investment fund managed by Mercer Street Capital Partners, LLC whereby Mercer agreed to subscribe for, and the Company agreed to issue convertible notes (**Convertible Notes**) for an aggregate subscription amount of up to \$15,000,000 (**Convertible Securities Agreement**).

Mercer agreed to advance the Company \$500,000 (**Subsequent Investment Amount**) in consideration for which the Company agreed to issue Mercer that number of Convertible Notes which is equal to 110% of the Subsequent Investment Amount, and that number of Options which is equal to 75% of the Subsequent Investment Amount, divided by the 20-day VWAP immediately prior to the date of the Prospectus.

### 1.3 The Offer

The Offer is an offer of 550,000 Convertible Notes, each with a face value of \$1.00 and a subscription price of \$0.90909 each, and up to 20,833,333 Options, being that number of Options which is equal to 75% of the Subsequent Investment Amount divided by a 50% discount to the 20-day VWAP immediately prior to the date of this Prospectus.

The Offer will only be extended to Mercer and Application Forms will only be provided by the Company to Mercer. Mercer is a sophisticated investor within the meaning of sections 708(8) of the Corporations Act and does not ordinarily require a disclosure document under Chapter 6D of the Corporations Act to subscribe for Securities under the Offer.

The key terms and conditions of the Convertible Notes are set out in Section 3.1. This information should be read in conjunction with other information contained in this Prospectus including the risk factors set out in Section 4.

The Convertible Notes will be issued to Mercer as soon as practicable after the Closing Date.

### 1.4 On-sale

The Offer is being made such that the relief provided under ASIC Corporations (Offers of Convertibles) Instrument 2016/83 with respect to the on-sale provisions of section 707 of the Corporations Act is available.

Specifically, if the Securities under the Offer are issued with disclosure under this Prospectus, then the Securities and the Shares issued upon the conversion of any of those Securities can be on-sold within 12 months of their issue, without a disclosure document for the on-sale offer.

### 1.5 Application for Securities

Applications for Securities under the Offer may only be made by Mercer and must be made using the relevant Application Form accompanying this Prospectus.

By completing the Application Form, you will be taken to have declared that all details and statements made by you are complete and accurate and that you have received personally the Application Form together with a complete and unaltered copy of the Prospectus.

Payment for the Convertible Notes subscribed for under the Offer must be made in full at the subscription price of \$0.90909 per Convertible Note.

Completed Application Forms must be made as set out on the Application Form, with sufficient time to be received by or on behalf of the Company by no later than 5:00pm (AEST) on the Closing Date.

The Company has agreed to offset a loan advance of \$500,000 (**Advance**) made by Mercer in relation to the Offer. The full value of the Advance will be offset against Mercer's subscription for the corresponding portion of Securities under the Offer.

#### **1.6 Minimum subscription**

There is no minimum subscription.

#### **1.7 Oversubscriptions**

No oversubscriptions will be accepted by the Company.

#### **1.8 Underwriting**

The Offer is not underwritten.

#### **1.9 Issue of Securities**

The issue of the Securities offered under the Offer will take place as soon as practicable after the Closing Date of the Offer.

Holding statements for Securities issued under this Prospectus will be mailed to Mercer.

#### **1.10 ASX listing**

The Company will not apply for Official Quotation of the Securities offered under this Prospectus as the Securities will not be quoted.

#### **1.11 Applicants outside Australia**

The distribution of this Prospectus outside Australia may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions constitutes a violation of those laws.

The Offer does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus. In particular, the Securities may not be offered or sold, directly or indirectly, to persons in the United States other than to Mercer.

The Securities have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

## 2. PURPOSE AND EFFECT OF THE OFFER

### 2.1 Purpose of the Offer

The purpose of the Offer is to raise up to \$500,000 and to remove any trading restrictions that may attach to Securities offered and under this Prospectus Shares issued on conversion of the Securities issued under this Prospectus.

The funds raised from the Offer (after expenses) are planned to be used for general working capital.

### 2.2 Effect on capital structure

The effect of the Offer on the capital structure of the Company is set out below.

#### Shares<sup>1</sup>

	Number
Shares currently on issue	35,646,551
Shares offered under this Prospectus	Nil
<b>Total Shares on issue after completion of the Offer</b>	<b>35,646,551</b>

#### Notes:

1. The rights and liabilities attaching to the Shares are summarised in Section 3.3 of this Prospectus.

#### Options

	Number
Options currently on issue <sup>1</sup>	5,352,613
Options offered under this Prospectus <sup>2,3</sup>	20,833,333
<b>Total Options on issue after completion of the Offer</b>	<b>26,185,946</b>

#### Notes:

1. Comprising:
  - (a) 75,000 unquoted Options exercisable at \$0.64 each on or before 28 February 2029;
  - (b) 1,164,597 unquoted Options exercisable at \$0.90 each on or before 25 August 2026;
  - (c) 353,474 unquoted Options exercisable at \$1.496 each on or before 20 March 2026;
  - (d) 68,750 unquoted Options exercisable at \$1.12 each on or before 1 May 2026;
  - (e) 68,750 unquoted Options exercisable at \$1.12 each on or before 1 May 2027;
  - (f) 50,000 unquoted Options exercisable at \$1.12 each on or before 1 May 2028;
  - (g) 21,775 unquoted Options exercisable at \$1.68 each expiring on various dates;
  - (h) 702,248 unquoted Options exercisable at \$1.496 each on or before 1 June 2026;
  - (i) 25,000 unquoted Options exercisable at \$3.488 each on or before 30 November 2027;
  - (j) 25,000 unquoted Options exercisable at \$3.488 each on or before 30 November 2028;
  - (k) 25,000 unquoted Options exercisable at \$3.488 each on or before 30 November 2029;
  - (l) 25,000 unquoted Options exercisable at \$3.488 each on or before 30 November 2030;
  - (m) 699,897 unquoted Options exercisable at \$1.496 each on or before 26 May 2026; and
  - (n) 2,048,122 unquoted Options exercisable at \$1.11284 each on or before 29 May 2027.
2. Up to 20,833,333 Options being that number which is equal to 75% of the Subsequent Investment Amount divided by a 50% discount to the 20-day VWAP immediately prior to the date of this Prospectus.
3. The terms and conditions of the Options are summarised in Section 3.2 of this Prospectus.

#### Performance Rights

	Number
Performance Rights currently on issue	3,275,000
Performance Rights offered under this Prospectus	Nil
<b>Total Performance Rights on issue after completion of the Offer</b>	<b>3,275,000</b>



## Convertible Notes

	Number
Convertible Notes currently on issue	3,792,000
Convertible Notes offered under this Prospectus <sup>1</sup>	550,000
<b>Total Convertible Notes on issue after completion of the Offer</b>	<b>4,342,000</b>

### Notes:

1. The terms and conditions of the Convertible Notes are summarised in Section 3.2 of this Prospectus.

## 2.3 Financial effect of the Offer

The audited balance sheet as at 30 June 2024 and the unaudited pro-forma balance sheet as at 30 June 2024 shown below have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position.

The pro-forma statement of financial position shows the effect of the Offer as if the Convertible Notes and Options offered under this Prospectus had been issued and as if the Offers are fully subscribed.

The pro-forma balance sheet has been prepared to provide investors with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company as noted below. The historical and pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

	AUDITED 30 JUNE 2024 \$	IMPACT OF OFFER \$	PRO FORMA \$
<b>CURRENT ASSETS</b>			
Cash and cash equivalents	382,450	500,000	882,450
Trade and other receivables	916	-	916
Other current assets	113,536	-	113,536
<b>TOTAL CURRENT ASSETS</b>	<b>496,902</b>	<b>500,000</b>	<b>996,902</b>
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment	25,821	-	25,821
<b>TOTAL NON-CURRENT ASSETS</b>	<b>25,821</b>	<b>-</b>	<b>25,821</b>
<b>TOTAL ASSETS</b>	<b>522,723</b>	<b>500,000</b>	<b>1,022,723</b>
<b>CURRENT LIABILITIES</b>			
Trade and other payables	2,590,291	-	2,590,291

	AUDITED 30 JUNE 2024 \$	IMPACT OF OFFER \$	PRO FORMA \$
Lease liabilities	14,451	-	14,451
Borrowings	3,169,319	500,000	3,669,319
Other liabilities	16,045	-	16,045
<b>TOTAL CURRENT LIABILITIES</b>	<b>5,790,106</b>	<b>500,000</b>	<b>6,290,106</b>
<b>NON-CURRENT LIABILITIES</b>			
Lease liabilities	6,525	-	6,525
<b>TOTAL NON-CURRENT LIABILITIES</b>	<b>6,525</b>	<b>-</b>	<b>6,525</b>
<b>TOTAL LIABILITIES</b>	<b>5,796,631</b>	<b>500,000</b>	<b>6,296,631</b>
<b>NET ASSETS / (LIABILITIES)</b>	<b>(5,273,908)</b>	<b>-</b>	<b>(5,273,908)</b>
<b>EQUITY</b>			
Issued capital	59,605,923	-	59,605,923
Reserves	1,592,584	-	1,592,584
Accumulated losses	(66,472,415)	-	(66,472,415)
<b>TOTAL EQUITY</b>	<b>(5,273,908)</b>	<b>-</b>	<b>(5,273,908)</b>

### 3. RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

#### 3.1 Terms and Conditions of the Convertible Notes

The key terms and conditions of the Convertible Notes offered pursuant to the Offer, are set out below.

<b>Face Value</b>	In respect of each Convertible Note is \$1.00.
<b>Floor Price</b>	In respect of each Convertible Note is \$0.04.
<b>Maturity Date</b>	(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 all subsequent Convertible Notes, the maturity date is 18 months from the expiry date.
<b>Conversion Price</b>	(a) In respect of the First Convertible Notes, where a conversion takes place within three months of the issue date, \$0.03. (b) At all other times, the higher of: (i) 90% of the lowest daily VWAP of Shares for the 15 trading days on which Shares traded on the ASX ending on the date immediately prior to the relevant a notice of conversion ( <b>Conversion Notice</b> ); and (ii) the Floor Price.
<b>Ranking on Conversion</b>	Shares issued on conversion of the Convertible Notes will rank equally with existing Shares on issue.
<b>Security Documents</b>	Repayment of the face value of the Convertible Notes is secured by a first ranking general security granted by the Company in favour of Mercer, subject to permitted securities interests.
<b>Reconstruction of Capital</b>	In the event of a consolidation, subdivision or similar reconstruction of the issued capital of the Company, the terms of the Convertible Notes will be reconstructed to the extent necessary to comply with the Listing Rules.
<b>Participation Rights</b>	The Convertible Notes will not carry any entitlement to participate in future issues of Securities by the Company prior to any conversion of the Convertible Notes into Shares.
<b>No Voting Rights</b>	Except as required by the Corporations Act, the Convertible Notes will not carry a right to vote at meetings of the Company prior to any conversion of the Convertible Notes into Shares.

#### 3.2 Terms and Conditions of the Options

- (a) The Options shall be issued for no cash consideration.
- (b) The exercise price of each Option is an amount equal to 140% of the 20-day VWAP per Share immediately prior to the date of issue (**Exercise Price**).
- (c) The Options will expire at 5:00pm AEST on the date that is 36 months after their date of issue (**Expiry Date**) unless earlier exercised.
- (d) The Options are not transferable except with the prior written consent of the Company.
- (e) The Options may be exercised at any time wholly or in part by delivering a duly completed form of notice of exercise together with payment for the Exercise Price per Option to the Company at any time on or after the date of issue of the Options and on or before the Expiry Date. Payment may be made as directed by the Company from time to time, which may include by cheque, electronic funds transfer or other methods.

- (f) The Options may be exercised at any time wholly or in part by delivering a duly completed form of notice of exercise together with payment for the Option Exercise Price per Option to the Company at any time on or after the date of issue of the Options and on or before the Expiry Date.
- (g) Upon the valid exercise of the Options and payment of the Exercise Price, the Company will within 3 Business Days issue fully paid ordinary shares ranking pari passu with the then issued ordinary shares.
- (h) The Company must either:
  - (i) within 5 Business Days of the issue of shares under 7 above, provide ASX with a written notice pursuant to section 708A(5) of the Corporations Act meeting the requirements of section 708A(6) of the Corporations Act, in a form, and containing the information, that is sufficient to permit secondary trading on the ASX of those shares (**Cleansing Statement**); or
  - (ii) where unable to issue a Cleansing Statement, as soon as is reasonably practicable and in any event within 10 Business Days of issue of the resultant shares under 7 above, issue a prospectus or other form of disclosure document to enable those shares to be freely on-sold.
- (i) Option holders do not have any right to participate in new issues of securities in the Company made to shareholders generally. The Company will, where required pursuant to the Listing Rules, provide Option holders with notice prior to the books record date (to determine entitlements to any new issue of securities made to shareholders generally) to exercise the Options, in accordance with the requirements of the Listing Rules.
- (j) Option holders do not participate in any dividends unless the Options are exercised and the resultant shares of the Company are issued prior to the record date to determine entitlements to the dividend.
- (k) In the event of any reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the Company:
  - (i) the number of Options, the Exercise Price of the Options, or both will be reorganised (as appropriate) in a manner consistent with the Listing Rules as applicable at the time of reorganisation, but with the intention that such reorganisation will not result in any benefits being conferred on the holders of the Options which are not conferred on shareholders; and
  - (ii) subject to the provisions with respect to rounding of entitlements as sanctioned by a meeting of shareholders approving a reorganisation of capital, in all other respects the terms for the exercise of the Options will remain unchanged.
- (l) If there is a pro rata issue (except a bonus issue), the Exercise Price of an Option may be reduced according to the following formula:
 
$$On = \frac{O - E [P - (S + D)]}{N + 1}$$

Where:

On = the new exercise price of the Option;

O = the old exercise price of the Option;

E = the number of underlying securities into which one Option is exercisable;

P = the volume weighted average market price per security of the underlying securities during the five trading days ending on the day before the ex right date or the ex entitlements date;

S = the subscription price for a security under the pro rata issue;

D = dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro rata issue); and

N = the number of securities with rights or entitlements that must be held to receive a right to one new security.

- (m) If there is a bonus issue to the holders of shares in the Company, the number of shares over which the Option is exercisable may be increased by the number of shares which the Option holder would have received if the Option had been exercised before the record date for the bonus issue.
- (n) The terms of the Options shall only be changed if holders (whose votes are not to be disregarded) of ordinary shares in the Company approve of such a change. However, unless all necessary waivers of the Listing Rules are obtained, the terms of the Options shall not be changed to reduce the Exercise Price, increase the number of Options or change any period for exercise of the Options.
- (o) The Company does not intend to apply for listing of the Options on the ASX.
- (p) The Company shall apply for listing of the resultant Shares issued upon exercise of any Option.

### **3.3 Rights and liabilities attaching to Shares**

The following is a summary of the more significant rights and liabilities attaching to Shares. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

Full details of the rights and liabilities attaching to Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

#### **(a) General meetings**

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

Shareholders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution of the Company.

#### **(b) Voting rights**

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at general meetings of shareholders or classes of shareholders:

- (i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- (iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for each Share held, but in respect of partly paid shares shall have such number of votes as bears the same proportion to the total of such Shares registered in the Shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

#### **(c) Dividend rights**

Subject to the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend, the Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend which shall be payable on all Shares according to the proportion that the amount paid (not credited) is of the total

amounts paid and payable (excluding amounts credited) in respect of such Shares.

The Directors may from time to time pay to the Shareholders any interim dividends as they may determine. No dividend shall carry interest as against the Company. The Directors may set aside out of the profits of the Company any amounts that they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.

Subject to the ASX Listing Rules and the Corporations Act, the Company may, by resolution of the Directors, implement a dividend reinvestment plan on such terms and conditions as the Directors think fit and which provides for any dividend which the Directors may declare from time to time payable on Shares which are participating Shares in the dividend reinvestment plan, less any amount which the Company shall either pursuant to the Constitution or any law be entitled or obliged to retain, be applied by the Company to the payment of the subscription price of Shares.

(d) **Winding-up**

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

The liquidator may, with the authority of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any shares or other securities in respect of which there is any liability.

(e) **Shareholder liability**

As the Shares issued will be fully paid shares, they will not be subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(f) **Transfer of shares**

Generally, shares in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act and the ASX Listing Rules.

(g) **Future increase in capital**

The issue of any new Shares is under the control of the Directors of the Company. Subject to restrictions on the issue or grant of Shares contained in the ASX Listing Rules, the Constitution and the Corporations Act (and without affecting any special right previously conferred on the holder of an existing share or class of shares), the Directors may issue Shares as they shall, in their absolute discretion, determine.

(h) **Variation of rights**

Under section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to Shares.

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

(i) **Alteration of Constitution**

In accordance with the Corporations Act, the Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

## 4. RISK FACTORS

### 4.1 Introduction

The Shares offered under this Prospectus should be considered as highly speculative and an investment in the Company is not risk free.

The Directors strongly recommend that prospective investors to consider the risk factors set out in this Section 4, together with information contained in this Prospectus.

The future performance of the Company and the value of the Shares may be influenced by a range of factors, many of which are largely beyond the control of the Company and the Directors. The key risks associated with the Company's business, the industry in which it operates and general risks applicable to all investments in listed securities and financial markets generally are described below.

The risks factors set out in this Section 4, or other risk factors not specifically referred to, may have a materially adverse impact on the performance of the Company and the value of the Shares. This Section 4 is not intended to provide an exhaustive list of the risk factors to which the Company is exposed.

If you do not understand any matters contained in this Prospectus or have any queries about whether to invest in the Company, you should consult your accountant, financial adviser, stockbroker, lawyer or other professional adviser.

### 4.2 Company specific

RISK CATEGORY	RISK
<b>Additional requirements for capital</b>	The Company's capital requirements depend on numerous factors. Depending on the Company's ability to generate income from its operations, the Company may require further financing to develop its business. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its research, development and commercialisation of its technology / products and its other longer-term objectives as the case may be. There is however no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.
<b>Going Concern</b>	<p>The Company's annual report for the financial year ended 31 December 2023 and half year ended 30 June 2024 include a note on the financial condition of the Company and the possible existence of a material uncertainty about the Company's ability to continue as a going concern.</p> <p>As disclosed in the financial statements, the consolidated entity incurred a loss of \$1,526,829 and had net cash outflows from operating activities of \$156,942 for the half-year ended 30 June 2024. As at that date, the consolidated entity had net current liabilities of \$5,293,204 and net liabilities of \$5,273,908. These factors indicate a material uncertainty which may cast significant doubt as to whether the consolidated entity will continue as a going concern and therefore whether it will realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the half year report.</p> <p>Notwithstanding the 'going concern' qualification included in the annual report and half-year report, the Directors believe that the Company will have sufficient funds to adequately meet the Company's current operations and short term working capital requirements. However, it is highly likely that further funding will be required to meet the medium to long term</p>



RISK CATEGORY	RISK
	working capital costs of the Company.
<b>Product Risk</b>	<p>The MagSense® specific cancer imaging agents are still at various stages of development and each is a new applications and has not been fully proven. The detection of a specific type of cancer depends on the availability and functionality of tumor specific targeting moieties, e.g. antibodies, peptides, or ligands. The Company cannot guarantee that targeting moieties will be available to achieve the bio-functionality needed for any given application. Additionally, whilst a sample of in human safety and efficacy data has been collected for the Company's first product, a test for HER2 Breast Cancer, further in-human studies will be required to confirm clinical use. Although the Company has obtained approval for a recent Phase 1 study in Australia there has been no regulatory approval in any other country and that regulatory approval has not yet been, and may not be, granted. There is an inherent risk that development of the technology will not progress as planned or achieving further regulatory clearance may take longer than planned which could require the Company to raise more capital.</p>
<b>Commercialisation Risk</b>	<p>Due to limited clinical data, there is no certainty that the MagSense® technology will be commercially viable, and the profitability and sustainability of the Company's business model is uncertain. There is no guarantee that any of the Company's research, development or commercialization plans and activities in relation to the MagSense® technology will be successful, that the Company will reach further development milestones or that the MagSense® technology tests will be commercially exploitable. There can be no assurance that the Company will attract a commercial licensee or partner, which may delay commercial progress or require the Company to raise more capital.</p> <p>There is no certainty that medical professionals or other potential customers will take up Imagion's products. The products retailed by the Company, its licensee, or partner may be unable to compete with established medical imaging methods on price or accuracy or may be unsuited to the established preferences or methods of medical professionals or other potential consumers.</p>
<b>Regulatory Risks</b>	<p>The diagnostic imaging industry is highly regulated in Australia, the United States, and other countries in which the Company may conduct business operations. Whilst the Company is not aware of any reason why its MagSense® imaging agents will not continue to be able to be used in further clinical settings for HER 2 breast cancer as well as transitioning from phase 1 to further clinical product development for other cancer indications and uses, the Company cannot guarantee that this will occur in a timely manner or at all. The capabilities, testing, maintenance and stability of the MagSense® technology is subject to regulatory and legal requirements, and any amendment to existing legislation or regulations in countries where the Company operates or plans to operate may adversely affect the Company's operations. Any actual or alleged breach of such legislation or regulations could results in the Company or any of its subsidiaries being subject to delayed filings or review, remedial actions, such as product recalls, or penalties, or litigation. Following commercialization of the MagSense® technology, the Company will be subject to United States, Australian or any other applicable jurisdictional laws and</p>

RISK CATEGORY	RISK
	regulations concerning the post market surveillance of imaging agents.
<b>Product Liability</b>	Developing and commercializing imaging agents carries an inherent risk of product liability. Even though the Company has insurance cover, any product liability claims are likely to disrupt the Company's business operations and may cause reputational harm by leading medical professionals and other consumers to doubt product accuracy, safety or quality, adversely impacting the Company's performance.
<b>Dependence on service providers and third-party collaborators</b>	The Company relies upon independent third-party service providers, third-party collaborators including academic institutions and clinical study sites to complete the development and commercialisation of its products. The Company therefore is exposed to the risk that any of these parties can experience problems related to operations, financial strength or other issues, which in turn could negatively impact the progress or success of the Company's product development efforts.
<b>Reliance on key personnel</b>	The Company's research and development and its operations success will substantially depend on the continued employment of senior executives, technical staff and other key personnel. The loss of key personnel is likely to have an adverse effect on the Company's operation and performance.
<b>Intellectual Property</b>	<p>The prospect of obtaining patent protection for its imaging agents that the Company proposes to develop is highly uncertain and involves complex and continually evolving factual and legal questions. The Company may incur significant costs in applying for, prosecuting or defending its intellectual property rights.</p> <p>The Company may rely on trade secret and first-mover advantage to assist in the protection of its imaging agents. Although the development of these imaging agents is highly complex there is still a risk that competitors could attempt to replicate the technology.</p> <p>The detection of a specific type of cancer depends on the availability of tumour specific targeting moieties, e.g. antibodies, peptides, or ligands. The Company cannot guarantee that targeting moieties will be available to license for any given application or at commercially reasonable terms.</p>
<b>Competition Risk</b>	The biotechnology sector is highly competitive and subject to rapid and significant technology change. The development of imaging agents is very difficult and demanding; even more so if this competition is against competitors who may have larger resources than the Company. A number of companies, both in Australia and overseas, may be developing imaging technology that target similar markets that the Company is targeting. The Company may face competition from companies with superior technologies or greater resources. As a result, there is the risk that the Company may be beaten to the market by one or more competitors.
<b>Currency Risk</b>	Revenue and expenditure in overseas jurisdictions are subject to the risk of fluctuations in foreign exchange markets. The Company carries on part of its business outside of Australia and intends to continue to do so. Accordingly, revenues and payments will be made in those countries' currencies and may deviate from budgeted expectations if there are adverse

RISK CATEGORY	RISK
	currency fluctuations against the Australian dollar.
<b>Insurance</b>	The Company insures its business and operations. However, the Company's insurance may not be of a nature or level to provide adequate insurance cover to insure against the occurrence of all events that may impact on the operations of the Company. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial conditions and results of the Company.
<b>Climate Risk</b>	<p>There are a number of climate-related factors that may affect the operations and proposed activities of the Company. The climate change risks particularly attributable to the Company include:</p> <p>(a) the emergence of new or expanded regulations associated with the transitioning to a lower-carbon economy and market changes related to climate change mitigation. The Company may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or environmental damage. These examples sit amongst an array of possible restraints on industry that may further impact the Company and its profitability. While the Company will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Company will not be impacted by these occurrences; and</p> <p>(b) climate change may cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns and incidence of extreme weather events and longer-term physical risks such as shifting climate patterns. All these risks associated with climate change may significantly change the industry in which the Company operates.</p>

#### 4.3 General risks

RISK CATEGORY	RISK
<b>Economic</b>	General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's operations, as well as on its ability to fund those activities.
<b>Market conditions</b>	<p>Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:</p> <p>(a) general economic outlook;</p> <p>(b) introduction of tax reform or other new legislation;</p> <p>(c) interest rates and inflation rates;</p> <p>(d) changes in investor sentiment toward particular market sectors;</p> <p>(e) the demand for, and supply of, capital; and</p>

RISK CATEGORY	RISK
	<p>(f) terrorism or other hostilities.</p> <p>The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in biotechnology stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.</p>
<b>Litigation risks</b>	<p>The Company is exposed to possible litigation risks including intellectual property claims, contractual disputes, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position. The Company is not currently engaged in any litigation.</p>
<b>Dividends</b>	<p>Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend on the financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.</p>
<b>Taxation</b>	<p>The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All prospective investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation viewpoint and generally.</p> <p>To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability and responsibility with respect to the taxation consequences of subscribing for Shares under this Prospectus.</p>
<b>Economic conditions and other global or national issues</b>	<p>General economic conditions, laws relating to taxation, new legislation, trade barriers, movements in interest and inflation rates, currency exchange controls and rates, national and international political circumstances (including outbreaks in international hostilities, wars, terrorist acts, sabotage, subversive activities, security operations, labour unrest, civil disorder, and states of emergency), natural disasters (including fires, earthquakes and floods), and quarantine restrictions, epidemics and pandemics, may have an adverse effect on the Company's operations and financial performance, including the Company's exploration, development and production activities, as well as on its ability to fund those activities.</p> <p>General economic conditions may also affect the value of the Company and its market valuation regardless of its actual performance.</p>

#### 4.4 Speculative investment

The risk factors described above, and other risk factors not specifically referred to, may have a materially adverse impact on the performance of the Company and the value of the Securities.

Prospective investors should consider that an investment in the Company is highly speculative.

There is no guarantee that the Securities offered under this Prospectus will provide any return on capital, payment of dividends or increases in the market value of those Securities.

Before deciding whether to subscribe for Securities under this Prospectus you should read this Prospectus in its entirety and consider all factors, taking into account your objectives, financial situation and needs.

## **5. ADDITIONAL INFORMATION**

### **5.1 Litigation**

As at the date of this Prospectus, the Company is not involved in any legal proceedings and the Directors are not aware of any legal proceedings pending or threatened against the Company.

### **5.2 Continuous disclosure obligations**

As set out in the Important Notes Section of this Prospectus, the Company is a disclosing entity for the purposes of section 713 of the Corporations Act. Accordingly, information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
  - (i) the annual financial report most recently lodged by the Company with the ASIC;
  - (ii) any half-year financial report lodged by the Company with the ASIC after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC; and
  - (iii) any continuous disclosure documents given by the Company to ASX in accordance with the ASX Listing Rules as referred to in section 674(1) of the Corporations Act after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC.

Copies of all documents lodged with the ASIC in relation to the Company can be inspected at the registered office of the Company during normal office hours.

Details of documents lodged by the Company with ASX since the date of lodgement of the Company's latest annual financial report and before the lodgement of this Prospectus with the ASIC are set out in the table below.

Date	Description of Announcement
3 September 2024	Change of Director's Interest Notice - BM
30 August 2024	Half Yearly Report and Accounts
26 August 2024	Final Director's Interest Notice (MH)
23 August 2024	Change of Director's Interest Notice (RP)
23 August 2024	Final Director's Interest Notice (MVA)
23 August 2024	Final Director's Interest Notice (DL)
22 August 2024	Notification regarding unquoted securities - IBX
22 August 2024	Application for quotation of securities - IBX
22 August 2024	Amended Constitution
22 August 2024	Results of Meeting
15 August 2024	Investor Presentation

Date	Description of Announcement
13 August 2024	Investor Webinar
1 August 2024	Initial Director's Interest Notice - Melanie Leydin
1 August 2024	Director Appointment/Resignation
29 July 2024	Quarterly Activities/Appendix 4C Cash Flow Report
19 July 2024	Cleansing Prospectus
18 July 2024	Notice of General Meeting/Proxy Form
17 July 2024	Application for quotation of securities - IBX
17 July 2024	Variation of Convertible Securities Agreement
16 July 2024	Proposed issue of securities - IBX
2 July 2024	Change of Registered Office & Principal Place of Business
28 June 2024	Change of Director's Interest Notice - BM
20 June 2024	Change of Director's Interest Notice - BM
14 June 2024	Change of Director's Interest Notice - DL
14 June 2024	Change of Director's Interest Notice - MH
14 June 2024	Change of Director's Interest Notice - MVA
14 June 2024	Change of Director's Interest Notice - RP
14 June 2024	Appendix 3Y Cover Note
14 June 2024	Initial Director's Interest Notice - BM
14 June 2024	Reinstatement to Quotation
14 June 2024	Imagion appoints new Non-Executive Director
7 June 2024	Notification regarding unquoted securities - IBX
5 June 2024	Proposed issue of securities - IBX
5 June 2024	Notification regarding unquoted securities - IBX
31 May 2024	Results of Meeting
31 May 2024	AGM Investor Presentation
31 May 2024	Chairman's Address to Shareholders
21 May 2024	Prospectus - Convertible Notes
14 May 2024	Re-instatement to Official Quotation Imminent
13 May 2024	Change of Company Secretary
10 May 2024	Notification of cessation of securities - IBX
10 May 2024	Appendix 4G and Corporate Governance Statement
10 May 2024	Proposed issue of securities - IBX

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours.

The announcements are also available through the Company's website, <https://imagionbiosystems.com/>.

### 5.3 Market price of Shares

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

The highest, lowest and last market sale prices of the Shares on ASX during the three months immediately preceding the date of lodgement of this Prospectus with the ASIC and the most recent dates of those sales were:

	Price	Date
Highest	\$0.097	19 June 2024
Lowest	\$0.030	9 September 2024
Last	\$0.031	9 September 2024

### 5.4 Details of substantial Shareholders

Based on publicly available information as at the date of this Prospectus, there are no persons which have a relevant interest in 5% or more of the Shares on issue.

There will be no change to the substantial holders on completion of the Offer.

### 5.5 Directors' interests

Other than as set out in this Prospectus, no Director or proposed Director holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) any property acquired or proposed to be acquired by the Company in connection with:
  - (i) its formation or promotion; or
  - (ii) the Offer; or
- (c) the Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to a Director or proposed Director:

- (d) as an inducement to become, or to qualify as, a Director; or
- (e) for services provided in connection with:
  - (i) the formation or promotion of the Company; or
  - (i) the Offer.

#### Security holdings

The relevant interest of each of the Directors in the Securities of the Company as at the date of this Prospectus is set out in the table below.

Director	Shares	Performance Rights	Options
Brett Mitchell	520,908 <sup>1</sup>	1,250,000 <sup>2</sup>	Nil
Robert Proulx	154,082	2,000,000 <sup>3</sup>	2,100,000 <sup>4</sup>
Melanie Leydin	Nil	Nil	Nil

#### Notes

1. Held indirectly by Mr Brett Mitchell and Mrs Michelle Mitchell ATF Lefthanders Super Fund A/C of which Mr Mitchell is a trustee and beneficiary.
2. Comprising 325,000 Class A Performance Rights, 325,000 Class B Performance Rights and 500,000 Class C Performance Rights.



3. Comprising 600,000 Class A Performance Rights, 600,000 Class B Performance Rights and 800,000 Class C Performance Rights.
4. Comprising 50,000 Options exercisable at \$1.12 each on or before 1 May 2026, 50,000 Options exercisable at \$1.12 each on or before 1 May 2027 and 2,000,000 Options exercisable at \$1.12 each on or before 1 May 2028.

No Director or any of their associates intend to participate in the Offer.

### **Remuneration**

The remuneration of an executive Director is decided by the Board, without the affected executive Director participating in that decision-making process. The total maximum remuneration of non-executive Directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director.

A Director may be paid fees or other amounts (ie non-cash performance incentives such as Options, subject to any necessary Shareholder approval) as the other Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. In addition, Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors.

The following table shows the total annual remuneration paid to both executive and non-executive Directors as disclosed in the Company's annual report for the financial year ended 31 December 2023 and proposed annual remuneration for the financial year ending 31 December 2024.

Director	Remuneration for the financial year ended 31 December 2023	Proposed remuneration for the financial year ending 31 December 2024
Brett Mitchell	Nil <sup>1</sup>	\$125,704 <sup>2</sup>
Robert Proulx	\$409,301	\$203,995 <sup>3</sup>
Melanie Leydin	Nil <sup>4</sup>	\$20,000 <sup>5</sup>

#### **Notes:**

1. Appointed as a Director on 14 June 2024.
2. Comprising Directors' fees of \$32,266 and share-based payments of \$93,438.
3. Comprising Directors' fees of US\$36,750 and share-based payments of \$149,500.
4. Appointed as a Director on 31 July 2024.
5. Comprising Directors' fees.

## **5.6 Interests of experts and advisers**

Other than as set out below or elsewhere in this Prospectus, no:

- (a) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- (b) promoter of the Company; or
- (c) underwriter (but not a sub-underwriter) to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

- (d) the formation or promotion of the Company;

- (e) any property acquired or proposed to be acquired by the Company in connection with:
  - (i) its formation or promotion; or
  - (ii) the Offer; or
- (f) the Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with:

- (g) the formation or promotion of the Company; or
- (h) the Offer.

Steinepreis Paganin has acted as the solicitors to the Company in relation to the Offer. The Company estimates it will pay Steinepreis Paganin \$5,000 (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Steinepreis Paganin has not received other fees from the Company.

## 5.7 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of the Shares), the Directors, the persons named in the Prospectus with their consent as proposed directors, any underwriters, persons named in the Prospectus with their consent having made a statement in the Prospectus and persons involved in a contravention in relation to the Prospectus, with regard to misleading and deceptive statements made in the Prospectus. Although the Company bears primary responsibility for the Prospectus, the other parties involved in the preparation of the Prospectus can also be responsible for certain statements made in it.

Each of the parties referred to in this Section:

- (a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section;
- (b) in light of the above, only to the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section; and
- (c) has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

Steinepreis Paganin has given its written consent to being named as the solicitors to the Company in this Prospectus.

## 5.8 Expenses of the Offer

The total expenses of the Offers are estimated to be approximately \$10,000 (excluding GST) and are expected to comprise legal fees, printing and other administrative expenses, including ASIC and ASX fees. The estimated expenses will be paid out of the Company's existing working capital.

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**6. DIRECTORS' AUTHORISATION**

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with the ASIC.

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## 7. GLOSSARY

**\$** means the lawful currency of the Commonwealth of Australia.

**AEST** means Australian eastern standard time.

**Applicant** means an investor who applies for Shares pursuant to the Offer.

**Application** means an application for Shares made on an Application Form.

**Application Form** means an application form either attached to or accompanying this Prospectus.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by it as the context requires.

**ASX Listing Rules** means the listing rules of the ASX.

**ASX Settlement Operating Rules** means the settlement rules of the securities clearing house which operates CHES.

**Board** means the board of Directors unless the context indicates otherwise.

**Closing Date** means the date specified in the timetable set out in Section 1.1 of this Prospectus (unless varied).

**Company** means Imagion Biosystems Limited (ACN 616 305 027).

**Constitution** means the constitution of the Company as at the date of this Prospectus.

**Convertible Securities** has the meaning given in Section 1.2.

**Convertible Securities Agreement** has the meaning given in Section 1.2.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Directors** means the directors of the Company as at the date of this Prospectus.

**First Convertible Notes** means the issue of 1,650,000 Convertible Notes to Mercer in consideration for \$1.5 million on 21 March 2023.

**Mercer** means Mercer Street Global Opportunity Fund, LLC.

**Offer** means the offer of Shares referred to in Section 1.2 of this Prospectus.

**Official Quotation** means official quotation on ASX.

**Opening Date** means the date specified in the timetable set out in Section 1.1 of this Prospectus (unless varied).

**Option** means an option to acquire a Share.

**Performance Right** means a right to acquire a Share, subject to satisfaction of any vesting conditions, and the corresponding obligation of the Company to provide the Share.

**Prospectus** means this prospectus.

**Second Convertible Notes** means the issue of 1,100,000 Convertible Notes to Mercer in consideration for \$1 million on 31 May 2023.

**Section** means a section of this Prospectus.

**Securities** means Shares and/ or Options and/or Convertible Notes as the context requires.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a holder of a Share.

**VWAP** means volume weighted average price.