



## Announcement Summary

---

**Entity name**

MGC PHARMACEUTICALS LTD

**Announcement Type**

New announcement

**Date of this announcement**

Thursday April 22, 2021

**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
MXC	ORDINARY FULLY PAID	89,615,762

**Proposed +issue date**

Friday April 23, 2021

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

---

**1.1 Name of +Entity**

MGC PHARMACEUTICALS LTD

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.

**1.2 Registered Number Type**

ACN

**Registration Number**

116800269

**1.3 ASX issuer code**

MXC

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

Thursday April 22, 2021

**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 - Are any of the following approvals required for the placement or other type of issue?**

- +Security holder approval
- Court approval
- Lodgement of court order with +ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

No

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**

MXC : ORDINARY FULLY PAID

**Number of +securities proposed to be issued**

26,884,731

**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 consideration is 30% of the \$6m acquisition of MediCaNL.  
The proposed issue date of these securities is 23/04/2021.

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

1,800,000.000000



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

Yes

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

Existing class

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

No

Details of +securities proposed to be issued

**ASX +security code and description**

MXC : ORDINARY FULLY PAID

**Number of +securities proposed to be issued**

17,923,151

**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 consideration is 20% of the \$6m acquisition of MediCaNL.  
The proposed issue date of these securities is 22/08/2021.

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

1,200,000.000000

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

Yes

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

Existing class

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

No

Details of +securities proposed to be issued



**ASX +security code and description**

MXC : ORDINARY FULLY PAID

**Number of +securities proposed to be issued**

17,923,151

**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 consideration is 20% of the \$6m acquisition of MediCaNL.  
The proposed issue date of these securities is 22/11/2021.

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

1,200,000.000000

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

Yes

---

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

Existing class

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

No

Details of +securities proposed to be issued

---

**ASX +security code and description**

MXC : ORDINARY FULLY PAID

**Number of +securities proposed to be issued**

17,923,151

**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 consideration is 20% of the \$6m acquisition of MediCaNL.  
The proposed issue date of these securities is 22/02/2022.

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

1,200,000.000000

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

Yes

---

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

Existing class

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

No

Details of +securities proposed to be issued

---

**ASX +security code and description**

MXC : ORDINARY FULLY PAID

**Number of +securities proposed to be issued**

8,961,578

**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 consideration is 10% of the \$6m acquisition of MediCaNL.  
The proposed issue date of these securities is 22/05/2022.

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

600,000.000000

**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**

Friday April 23, 2021

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?**

26,884,729 securities are to be issued under the companies 15% placement capacity under listing rule 7.1.  
The remaining 70% of securities are subject to shareholder approval estimated 05 July 2021.

**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)?**

No

**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?**

No

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 purpose is for the acquisition of MediCaNL as announced on 22/04/2021.

**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**

N/A