



Cancellation Summary

Entity name

CRESO PHARMA LIMITED

Announcement Type

Cancellation of previous announcement

Date of this announcement

6/3/2023

Reason for cancellation of previous announcement

Converting Loan Deed amended to include an additional USD500,000, and reduce face value per note to facilitate that change.

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

CRESO PHARMA 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

89609406911

1.3 ASX issuer code

CPH

1.4 The announcement is

Cancellation of previous announcement

1.4c Reason for cancellation of previous announcement

Converting Loan Deed amended to include an additional USD500,000, and reduce face value per note to facilitate that change.

1.4d Date of previous announcement to this cancellation

27/1/2023

1.5 Date of this announcement

6/3/2023

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	15/3/2023	<input checked="" type="checkbox"/> Estimated	No

Comments

The Company intends to seek shareholder approval for the following potential issues: potential conversion of the proposed 19 secured convertible notes into an estimated 36,674,292 shares and 9,168,573 Conversion Options, the issue of 19,000,000 Investor Options and 74,125,134 broker options.

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)?

 New class

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

 No

Details of +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?

 No

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

Secured Convertible Notes

**+Security type**

+Convertible debt securities

Number of +securities proposed to be issued

19

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 being issued to restructure debt in accordance with the Converting Loan Agreement. Refer to ASX Release dated 27 January 2023 for further details.

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**Will all the +securities issued in this class rank equally in all respects from their issue date?** Yes**+Convertible debt securities details****These securities are:**

Convertible

Type of security

Convertible note or bond

+Security currency

USD - US Dollar

Face value

USD 67,500.0000

Interest rate type

Fixed rate

Frequency of coupon/interest payments per year

Quarterly

First interest payment date

31/3/2023

Interest rate per annum

30.00000 %

Is the interest rate per annum estimated at this time? No**s128F of the Income Tax Assessment Act status applicable to the +security**

s128F exemption status unknown

Is the +security perpetual (ie. no

**maturity date)?** No**Maturity date**

27/7/2023

Select other features applicable to the +security Secured**Is there a first trigger date on which a right of conversion, redemption, call or put can be exercised (whichever is first)?** No**Details of the type of +security that will be issued if the securities are converted, transformed or exchanged**

CPH : ORDINARY FULLY PAID

Number of +securities that will be issued if the +securities are converted, transformed or exchanged (including, if applicable, any interest)

To be calculated as face value (US\$67,500) converted to AUD, divided by A\$0.05. Plus 1 Conversion Option for every 4 shares issued. Estimated 36,674,292 shares (FX rate \$0.6994) & 9,168,573 options

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 the ASX releases dated 27 January 2023

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)? New class**Will the proposed issue of this +security include an offer of attaching +securities?** No

Details of +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?** No**Will the entity be seeking quotation of the 'new' class of +securities on ASX?** Yes**ASX +security code**

New class-code to be confirmed

+Security description

Investor Options

+Security type

Options

Number of +securities proposed to be issued

19,000,000

**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**

Issue of 1 million investor options for each US\$67,500 invested

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**Will all the +securities issued in this class rank equally in all respects from their issue date?** Yes

Options details

+Security currency	Exercise price	Expiry date
AUD - Australian Dollar	AUD 0.0800	15/3/2027

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

CPH : ORDINARY FULLY PAID

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

One fully paid ordinary share

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 the ASX release dated 27 January 2023

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)? New class**Will the proposed issue of this +security include an offer of attaching +securities?** No

Details of +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?
 No

Will the entity be seeking quotation of the 'new' class of +securities on ASX?
 Yes

ASX +security code

New class-code to be confirmed

+Security description

Broker Options

+Security type

Options

Number of +securities proposed to be issued

74,125,134

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

Subject to shareholder approval, 74,125,134 Options to be issued to EverBlu as fees in connection with the La Plata debt restructuring.

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

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 0.0800

Expiry date

15/3/2027

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

CPH : ORDINARY FULLY PAID

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

One fully paid ordinary share

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 the ASX release dated 27 January 2023



Part 7C - Timetable

7C.1 Proposed +issue date

15/3/2023

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

15/3/2023

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?

Yes

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

Everblu Capital Pty Ltd

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

Subject to shareholder approval, 74,125,134 Options to be issued to EverBlu as fees in connection with the La Plata debt restructuring.

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

74,125,134 Options to be issued to EverBlu. Refer to ASX Release dated 27 January 2023



Part 7F - Further Information

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

Refer to ASX Announcement dated 27 January 2023

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

The Investor Options, the Conversion Options and Broker Options shall have the same terms and conditions as the options announced on 4 August 2022. Refer to the announcement titled 'Capital Raising & Q2 22 Quarterly Activities Report Updates'

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)