

16 September 2019

ASX Code: MXC

## Issue of \$1m Priority Offer Shares to Shareholders and Issue of Options to Canaccord as ECM Advisor

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**MGC Pharmaceuticals Ltd (ASX: MXC, 'MGC Pharma' or 'the Company')**, advises it has today completed the issue of 25,001,000 Ordinary Shares raising \$1,000,040 before costs under the Priority Offer to eligible shareholders as detailed in the Prospectus dated 29 August 2019.

In addition, pursuant to the commercial terms of the agreement with Canaccord Genuity (Australia) Limited to act as Equity Capital Markets Advisor as announced on 21 August 2019, the Company has also issued the following unlisted options under Listing Rule 7.1:

1. 14,500,000 options exercisable at \$0.05 expiring 31 August 2023 (Tranche 1)
2. 14,500,000 options exercisable at \$0.06 expiring 31 August 2023 (Tranche 2)

Due to the Company nearing its maximum available capacity under Listing Rule 7.1 the third and final tranche of 14,500,000 options exercisable at \$0.07 expiring 31 August 2023 (Tranche 3), will be issued following shareholder approval at the Company's next shareholder meeting.

An Appendix 3B is attached for the issue of the Priority Offer shares and Tranche 1 and 2 of the Canaccord Unlisted Options.

--Ends--

### For further information, please contact:

**UK IR/Media Advisors**

Gaby Jenner/ Catherine Leftley  
St Brides Partners Ltd  
+44 (0) 207 236 1177  
[gaby@stbridespartners.co.uk](mailto:gaby@stbridespartners.co.uk)  
[catherine@stbridespartners.co.uk](mailto:catherine@stbridespartners.co.uk)

**MGC Pharmaceuticals Ltd**

Brett Mitchell  
Executive Chairman  
+61 8 6382 3390  
[info@mgcpharma.com.au](mailto:info@mgcpharma.com.au)

### About MGC Pharma

MGC Pharmaceuticals Ltd (ASX: MXC, OTCQB: MGCLF) is an EU-based BioPharma company with many years of technical clinical and commercial experience in the medical cannabis industry. The Company's founders were key figures in the global medical cannabis industry and the core business strategy is to develop and supply high quality phytocannabinoid derived medicines for the growing demand in the medical markets in Europe, North America and Australasia.

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# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

MGC Pharmaceuticals Ltd

ABN

30 116 800 269

We (the entity) give ASX the following information.

### Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

<p>1 +Class of +securities issued or to be issued</p>	<p>1. Fully paid ordinary shares 2. Unlisted Options exercisable at \$0.05 expiring 31/08/2023 (Tranche 1) 3. Unlisted Options exercisable at \$0.06 expiring 31/08/2023 (Tranche 2)</p>
<p>2 Number of +securities issued or to be issued (if known) or maximum number which may be issued</p>	<p>1. 25,001,000 2. 14,500,000 3. 14,500,000</p>
<p>3 Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)</p>	<p>1. Fully paid ordinary shares 2. Unlisted Options exercisable at \$0.05 expiring 31/08/2023 (Tranche 1) 3. Unlisted Options exercisable at \$0.06 expiring 31/08/2023 (Tranche 2)</p>

+ See chapter 19 for defined terms.

<p>4 Do the <sup>+</sup>securities rank equally in all respects from the <sup>+</sup>issue date with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?</p> <p>If the additional <sup>+</sup>securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<ol style="list-style-type: none"> <li>1. Yes – fully paid ordinary shares</li> <li>2. No – shares issued upon exercise of the unlisted options will rank equally with existing fully paid ordinary shares</li> <li>3. No – shares issued upon exercise of the unlisted options will rank equally with existing fully paid ordinary shares</li> </ol>
<p>5 Issue price or consideration</p>	<ol style="list-style-type: none"> <li>1. \$0.04 per share</li> <li>2. Nil</li> <li>3. Nil</li> </ol>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<ol style="list-style-type: none"> <li>1. As per section 5.1 of the Prospectus the funds will be allocated towards R&amp;D expenditure on clinical trials, Production for sale of MXC Pharmaceutical grade cannabinoid products, Immediate construction works on Malta GMP Pharma facility, Costs towards LSE Standard dual listing, Corporate and working capital and expenses of the offer.</li> <li>2. &amp; 3. As announced 21 August 2019, the Company appointed Canaccord Genuity (Australia) Limited as Equity Capital Markets Advisor, in consideration, the Company is to issue these Tranche 1 and Tranche 2 options (Tranche 3 is to be issued at a later date following shareholder approval)</li> </ol>
<p>6a Is the entity an <sup>+</sup>eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the <sup>+</sup>securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>Yes</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>22 November 2018</p>
<p>6c Number of <sup>+</sup>securities issued without security holder approval under rule 7.1</p>	<p>Total of 178,601,875 (see Annexure 1 for breakdown)</p>
<p>6d Number of <sup>+</sup>securities issued with security holder approval under rule 7.1A</p>	<p>Nil</p>
<p>6e Number of <sup>+</sup>securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)</p>	<p>Nil</p>
<p>6f Number of <sup>+</sup>securities issued under an exception in rule 7.2</p>	<p>Nil</p>

6g	If <sup>+</sup> securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the <sup>+</sup> issue date and both values. Include the source of the VWAP calculation.	N/A													
6h	If <sup>+</sup> securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A													
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	3,964,491 under rule 7.1 121,710,911 under rule 7.1A													
7	<sup>+</sup> Issue dates  Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.  Cross reference: item 33 of Appendix 3B.	<ol style="list-style-type: none"> <li>1. 16 September 2019</li> <li>2. 16 September 2019</li> <li>3. 16 September 2019</li> </ol>													
8	Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX ( <i>including</i> the <sup>+</sup> securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th>Number</th> <th><sup>+</sup>Class</th> </tr> </thead> <tbody> <tr> <td>1,356,375,475</td> <td>Fully Paid Ordinary Shares</td> </tr> <tr> <td>10,335,511</td> <td>VHL Ordinary Shares</td> </tr> </tbody> </table>	Number	<sup>+</sup> Class	1,356,375,475	Fully Paid Ordinary Shares	10,335,511	VHL Ordinary Shares							
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1,356,375,475	Fully Paid Ordinary Shares														
10,335,511	VHL Ordinary Shares														
9	Number and <sup>+</sup> class of all <sup>+</sup> securities not quoted on ASX ( <i>including</i> the <sup>+</sup> securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th>Number</th> <th><sup>+</sup>Class</th> </tr> </thead> <tbody> <tr> <td>19,900,000</td> <td>Unlisted Options (\$0.125, 31 March 2021) <ul style="list-style-type: none"> <li>• Subject to vesting conditions</li> </ul> </td> </tr> <tr> <td>10,000,000</td> <td>Unlisted Options (\$0.15, 30 June 2021)</td> </tr> <tr> <td>16,000,000</td> <td>Unlisted Options (\$0.065, 30 June 2021)</td> </tr> <tr> <td>14,500,000</td> <td>Unlisted Options (\$0.05, 31 August 2023)</td> </tr> <tr> <td>14,500,000</td> <td>Unlisted Options (\$0.06, 31 August 2023)</td> </tr> </tbody> </table>	Number	<sup>+</sup> Class	19,900,000	Unlisted Options (\$0.125, 31 March 2021) <ul style="list-style-type: none"> <li>• Subject to vesting conditions</li> </ul>	10,000,000	Unlisted Options (\$0.15, 30 June 2021)	16,000,000	Unlisted Options (\$0.065, 30 June 2021)	14,500,000	Unlisted Options (\$0.05, 31 August 2023)	14,500,000	Unlisted Options (\$0.06, 31 August 2023)	
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10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The Company does not have a dividend policy													

## Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A

+ See chapter 19 for defined terms.

13	Ratio in which the <sup>+</sup> securities will be offered	N/A
14	<sup>+</sup> Class of <sup>+</sup> securities to which the offer relates	N/A
15	<sup>+</sup> Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has security holders who will not be sent new offer documents  Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7.	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A

27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	<sup>+</sup> Issue date	N/A

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

- 34 Type of <sup>+</sup>securities  
(tick one)
- (a)  <sup>+</sup>Securities described in Part 1
- (b)  All other <sup>+</sup>securities  
 Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

#### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

- 35  If the <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders

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<sup>+</sup> See chapter 19 for defined terms.

- 36  If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>securities setting out the number of holders in the categories  
 1 - 1,000  
 1,001 - 5,000  
 5,001 - 10,000  
 10,001 - 100,000  
 100,001 and over
- 37  A copy of any trust deed for the additional <sup>+</sup>securities

**Entities that have ticked box 34(b)**

38 Number of <sup>+</sup>securities for which <sup>+</sup>quotation is sought 

N/A
-----

39 <sup>+</sup>Class of <sup>+</sup>securities for which quotation is sought 

N/A
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40 Do the <sup>+</sup>securities rank equally in all respects from the <sup>+</sup>issue date with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?  
  
 If the additional <sup>+</sup>securities do not rank equally, please state:  
 1. the date from which they do  
 2. the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment  
 3. the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

N/A
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41 Reason for request for quotation now  
 Example: In the case of restricted securities, end of restriction period  
  
 (if issued upon conversion of another <sup>+</sup>security, clearly identify that other <sup>+</sup>security)

N/A
-----

	Number	<sup>+</sup> Class
42 Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX (including the <sup>+</sup> securities in clause 38)	N/A	

## Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: [lodged electronically without signature]  
.....  
(Company Secretary)

Date: 16 September 2019

Print name: Rachel Kerr

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+ See chapter 19 for defined terms.



# Appendix 3B – Annexure 1

## Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

### Part 1

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid <sup>+</sup> ordinary securities on issue 12 months before the <sup>+</sup> issue date or date of agreement to issue	1,212,830,412 Ordinary Fully Paid Shares
<b>Add</b> the following: <ul style="list-style-type: none"> <li>• Number of fully paid <sup>+</sup>ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid <sup>+</sup>ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid <sup>+</sup>ordinary securities that became fully paid in that 12 month period</li> </ul> <i>Note:</i> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	21 February 2019 – 7 Ordinary Fully Paid Shares 21 June 2019 – 553,266 Ordinary Fully Paid Shares 5 July 2019 – 87,426 Ordinary Fully Paid Shares 9 September 2019 – 3,638,000 Ordinary Fully Paid Shares
<b>Subtract</b> the number of fully paid <sup>+</sup> ordinary securities cancelled during that 12 month period	Nil
<b>“A”</b>	1,217,109,111

<b>Step 2: Calculate 15% of "A"</b>	
<b>"B"</b>	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply "A" by 0.15</b>	182,566,366
<b>Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> number of <sup>+</sup>equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	118,750,000 Shares – Placement 5,850,875 Shares – Panax Vendors 25,001,000 Shares – Priority Offer 29,000,000 Options – Canaccord
<b>"C"</b>	178,601,875
<b>Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1</b>	
<b>"A" x 0.15</b> <i>Note: number must be same as shown in Step 2</i>	182,566,366
<b>Subtract "C"</b> <i>Note: number must be same as shown in Step 3</i>	178,601,875
<b>Total</b> ["A" x 0.15] – "C"	3,964,491 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b> <i>Note: number must be same as shown in Step 1 of Part 1</i>	1,217,109,111
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10 <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	121,710,911
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> number of <sup>+</sup> equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <b>Notes:</b> <ul style="list-style-type: none"> <li>• This applies to equity securities – not just ordinary securities</li> <li>• Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</li> <li>• Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</li> <li>• It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	-
<b>“E”</b>	-
<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
<b>“A” x 0.10</b> <i>Note: number must be same as shown in Step 2</i>	121,710,911
<b>Subtract “E”</b> <i>Note: number must be same as shown in Step 3</i>	-
<b>Total [“A” x 0.10] – “E”</b>	121,710,911 <i>[Note: this is the remaining placement capacity under rule 7.1A]</i>