

5 December 2019

Dear Orthocell Shareholder

**ORTHOCELL LIMITED - SHARE PURCHASE PLAN
OFFER DOCUMENT AND TERMS AND CONDITIONS**

1. Introduction

On behalf of the Directors of Orthocell Limited (ACN 118 897 135) (**Company**), I am pleased to offer Eligible Shareholders (as defined in paragraph 3 of the enclosed Terms and Conditions) the opportunity to participate in the Orthocell Limited Share Purchase Plan (**Plan** or **SPP**).

Under the Plan, Eligible Shareholders may apply to purchase up to \$30,000 worth of new fully paid ordinary shares in the Company (**New Shares**) (subject to any discretionary scale back) at an issue price of \$0.50 per New Share (**Issue Price**) without paying brokerage or other transaction costs. The Issue Price represents a discount of 15.2% to the volume weighted average price of fully paid ordinary shares (**Shares**), calculated over the last 5 trading days on which sales of Shares were recorded before the day on which the Plan was announced.

The Plan will allow all Eligible Shareholders to subscribe for New Shares at the same price as the placement of up to 26,000,000 Shares to professional and sophisticated investors to raise \$13,000,000 (before costs), as announced by the Company on 4 December 2019 (**Placement**).

Full details in relation to the SPP are set out in the enclosed Terms and Conditions and Application Form.

2. Purpose of the Plan and Use of Funds

As announced on 4 December 2019, the Company is targeting to raise up to approximately \$5,000,000 under the Plan, which, along with the funds raised pursuant to the Placement will be used primarily to accelerate regulatory approvals and commercialisation of CelGro® for bone, tendon and nerve regeneration following recent successful clinical results and growing demand from industry leading clinicians and potential partners for superior regenerative medicine medical devices. In addition, funds raised will be utilised to advance the development and commercialisation of Ortho-ATI®, support continued business development and marketing initiatives and for general working capital purposes as follows:

a) CelGro® for Bone, Nerve and Tendon applications:

Commercialisation into US, EU and AUS focusing on regulatory approvals, establishing commercial infrastructure and execution of the marketing strategy:

- completing US (510K) and AUS (TGA) approvals for CelGro bone regeneration (Dental);
- establish the regulatory infrastructure to accelerate approvals in US, EU and AUS (Nerve/Tendon);
- establish the commercial infrastructure for initial commercialisation into key markets; and
- implementing the marketing strategy including expansion of clinician advocacy program with Key Opinion Leaders, growing product adoption and use in centres of excellence in target jurisdictions, publication and presentation of clinical data at key conferences and in high impact industry journals

b) Ortho-ATI®:

Commercialisation into US with collaboration partner (J&J) or other party focusing on:

- completion of Australian Ortho-ATI vs Corticosteroids clinical study for treatment of rotator cuff tendinopathy in conjunction with collaboration partner;
- completion of Australian Ortho-ATI vs. Surgery clinical study for treatment of tennis elbow; and
- file IND submission and RMAT application to the FDA.

c) Manufacturing scale up and automation:

Expansion of CelGro® production team and processing facilities including automation infrastructure and quality control systems.

3. Summary of the Offer

The following is a summary of the key details in relation to the offer of New Shares under the Plan (**Offer**). Please carefully read the full terms and conditions of the Offer, as you will be bound by them.

- (a) **Offer to Eligible Shareholders only:** You are eligible to apply for New Shares under the Offer if:
- (i) your registered address, as recorded in the Company's register of members, is in Australia, New Zealand or Hong Kong; and
 - (ii) you were registered as a holder of fully paid ordinary shares in the Company as at 5.00pm AEDT on 3 December 2019 (being the **Record Date** for the Offer, (**Eligible Shareholder**)).
- (b) **Optional, but not transferable:** Participation in the Plan is optional, but the right of Eligible Shareholders to participate in the Plan is not transferable.
- (c) **Issue Price:** The Issue Price of New Shares under the Offer is \$0.50 per New Share. The Issue Price represents a discount of 15.2% to the volume weighted average price of Shares, calculated over the last 5 trading days on which sales of Shares were recorded before the day on which the Plan was announced.

The Issue Price is the same as the subscription price for the Placement.

- (d) **Maximum/minimum amounts and increments:** If you are an Eligible Shareholder, you may apply to purchase a parcel of New Shares for a minimum price of \$2,000 and up to a maximum price of \$30,000. Eligible Shareholders have the ability to subscribe for seven different parcels of New Shares as follows:

	Subscription Amount (\$A)	New Shares to be issued calculated at the Issue Price
Option A	\$2,000 (minimum)	4,000
Option B	\$5,000	10,000
Option C	\$10,000	20,000
Option D	\$15,000	30,000
Option E	\$20,000	40,000
Option F	\$25,000	50,000
Option G	\$30,000 (maximum)	60,000

If you have two or more registered holdings of shares in the Company, the total value of all your applications must not exceed \$30,000. The Company reserves the right to decline applications from multiple registered holdings if the total exceeds \$30,000, including where those registered holdings are in similar, but not identical names, are held directly or indirectly, or are held alone or with others.

- (e) **Scale back** The Company is targeting to raise up to approximately \$5,000,000 under the Plan, and in the circumstance that \$5,000,000 is received before the closure of subscriptions, the Directors reserve the right to close the Offer early by announcement of a revised timetable to ASX. However, should total demand exceed this amount, the Directors reserve the right to scale back applications and to place any shortfall in their absolute discretion.

Pursuant to the ASX Listing Rules, the maximum number of New Shares that could be issued under the Plan is 30% of the number of fully paid ordinary shares already on issue, namely 46,465,829 New Shares. If the Company raises \$5,000,000 under the Plan, 10,000,000 New Shares will be issued.

The allocation of New Shares will be at the absolute discretion of the Directors from time to time – the Company reserves the right to issue fewer New Shares than an Eligible Shareholder applies for under the Plan, or no New Shares, in its absolute discretion or if the Company believes it is not permitted to issue the New Shares as a result of any law or ASX Listing Rule.

When determining any scale back or rejection of applications, the Company may take into account a number of factors, including the size of an applicant's shareholding, the extent to which Eligible Shareholders have sold or purchased additional Shares after the Record Date, whether the applicant has multiple registered holdings and the date an application was made. Eligible Shareholders are, therefore, encouraged to submit their applications early.

Any determination by the Directors in respect of any scaling back will be final.

The Company will refund any excess application money to Eligible Shareholders (without interest).

4. Application procedure

The Offer opens at 9.00am AEDT on 6 December 2019 and closes at 5.00pm AEDT on 23 December 2019. No late applications will be accepted; however, the Directors reserve the right to extend the closing date at their discretion, or close the Offer early in their sole and absolute discretion.

To apply for New Shares under the Plan, Eligible Shareholders may either:

- (a) return the **enclosed** Application Form, completed in accordance with the instructions on that form, together with a cheque, bank draft or money order; or
- (b) **pay** directly via BPAY® on the internet or by telephone, in accordance with the **instructions** on the enclosed Application Form (for shareholders with an eligible Australian bank account only).

Application Forms must be received by the Company's share registry, or a BPAY® payment must be received by no later than 5.00pm AEDT on 23 December 2019.

Full details of how to apply for New Shares under the Plan are set out in the enclosed Terms and Conditions and Application Form.

The Company encourages Shareholders who wish to participate to act promptly in submitting their Application Form.

5. Additional information

You should be aware that the market price of Shares on ASX may rise and fall between the date of the Offer and the date that the New Shares are issued under the Plan. This means that the price you pay per New Share under this Offer may be either higher or lower than the price of Shares at the date of this Offer.

The New Shares are a speculative investment and there can be no certainty that New Shares will trade at or above the Issue Price following completion of the Offer.

The Plan does not take into account the individual investment objectives, financial situation, tax position or particular needs of each Eligible Shareholder. You should consider seeking independent legal, financial and taxation advice before making a decision whether or not to accept the Offer.

Please carefully read the accompanying Terms and Conditions relating to the Offer, as you will be bound by them if you accept the Offer.

If you have any questions in respect of the Plan, the Offer, or the Terms and Conditions, please contact Simon Robertson, Company Secretary on (08) 9360 2888.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Paul Anderson', with a stylized flourish at the end.

Paul Anderson
Managing Director

THIS DOCUMENT MAY NOT BE RELEASED OR DISTRIBUTED IN THE UNITED STATES

Orthocell Limited

SHARE PURCHASE PLAN TERMS AND CONDITIONS

Orthocell Limited (ACN 118 897 135) (**the Company**), would like to offer Eligible Shareholders (as defined in paragraph 3 below) the opportunity to participate in the Orthocell Limited Share Purchase Plan (**Plan**) and subscribe for new fully paid ordinary shares in the Company (**New Shares**) on the terms and conditions set out below (**Terms and Conditions**). The Company is targeting to raise up to approximately \$5,000,000 under the Plan. By accepting the offer to subscribe for New Shares under the Plan, you will have agreed to be bound by these Terms and Conditions and the Company's constitution.

1. ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547

The Offer has been structured to comply with the ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (as may be amended from time to time) (**ASIC Instrument 2019/547**) to enable the Company to issue the New Shares without a prospectus.

2. Key Dates

Event	Date
Record Date for determining entitlement	5.00pm AEDT on 3 December 2019
Opening date and despatch of Offer letter	6 December 2019
Closing date	5.00pm AEDT 23 December 2019
Announcement of results	27 December 2019
Issue of New Shares under the Plan and lodge Appendix 2A	By 12 noon AEDT 30 December 2019
Trading of New Shares expected to commence	31 December 2019
Despatch of holding statements / refund advice (if applicable)	31 December 2019

The timetable is indicative only. The Company reserves the right to change the timetable or cancel the SPP at any time before the new Shares are issued, subject to regulatory requirements. **The Company encourages shareholders who wish to participate to act promptly in submitting their Application Form.** The Company reserves the right to close the SPP early, in its sole and absolute discretion, should it be considered necessary to do so, by making an announcement to the ASX.

3. Who is eligible to participate in the Offer?

You are eligible to apply for New Shares in the Offer if:

- (a) your registered address, as recorded in the Company's register of members, is in Australia, New Zealand or Hong Kong; and
- (b) you were registered as a holder of fully paid ordinary shares in the Company as at 5.00pm AEDT on 3 December 2019 (being the Record Date for the Offer),
(Eligible Shareholder).

The Offer to each Eligible Shareholder is made on the same Terms and Conditions.

The Offer is non-renounceable, which means you may not transfer your right to subscribe for New Shares under the Offer to anyone else.

4. Foreign offer restrictions

This document may not be released or distributed outside Australia, New Zealand and Hong Kong.

This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in any other country. In particular, any securities described in this document 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, registration under the US Securities Act and applicable US state securities laws.

Information for New Zealand investors

The New Shares under the Plan are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the Offer of New Shares under the Plan is being made in reliance on the Financial Markets Conduct Act 2013 and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

This document has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

Information for Hong Kong investors

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (**SFO**). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the New Shares have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

5. Is the Offer optional?

The Offer is entirely optional and is subject to these Terms and Conditions. You do not have to participate if you do not want to.

6. How was the Issue Price determined?

The issue price of New Shares under the Offer is \$0.50 per New Share (**Issue Price**). The Issue Price represents a discount of 15.2% to the volume weighted average price of Shares, calculated over the last five trading days on which sales of fully paid ordinary shares in the Company (**Shares**) were recorded before the day on which the Plan was announced. This is the same price as that offered under the recent placement to professional and sophisticated investors announced on 4 December 2019.

7. Important information on price risk to consider

Before deciding whether to accept the Offer, you should refer to the current market price of shares in the Company, which can be obtained from the financial pages of your daily newspaper, your stockbroker, your financial adviser, or ASX by searching the Company's code/ticker; OCC. Please note that the market price of Shares in the Company may rise or fall between the date of this Offer and the date when the New Shares are issued to you under the Plan. This means that the price you pay per New Share under this Offer may be either higher or lower than the price of Shares at the date of this Offer.

The New Shares are a speculative investment and there can be no certainty that New Shares will trade at or above the Issue Price following completion of the Offer.

In determining whether you wish to participate in this Offer and the extent to which you participate, you should seek your own personal legal, financial and/or taxation advice referable to your own circumstances.

8. How much can you invest in the Offer?

Subject to paragraph 9, if you are an Eligible Shareholder under the Plan, you can subscribe for New Shares as follows:

	Subscription Amount (\$A)	New Shares to be issued calculated at the Issue Price
Option A	\$2,000 (minimum)	4,000
Option B	\$5,000	10,000
Option C	\$10,000	20,000
Option D	\$15,000	30,000
Option E	\$20,000	40,000
Option F	\$25,000	50,000
Option G	\$30,000 (maximum)	60,000

Please note that the maximum limit of 60,000 New Shares applies to you even if you receive more than one Offer from the Company.

If you are the only registered holder of a holding of Shares, but you receive more than one offer under the Plan (for example, due to multiple registered holdings), you may only apply in aggregate for a maximum of \$30,000 worth of Shares.

If you are registered with one or more persons as the joint shareholders of a holding of Shares, that joint holding is considered to be a single registered holding for the purposes of the Plan and the joint holders are entitled to participate in the Plan in respect of that single holding only. If the same joint holders receive more than one offer under the Plan due to multiple identical holdings, the joint holders may only apply in aggregate for a maximum of \$30,000 worth of Shares.

By applying to purchase Shares under the Plan, you certify you have not exceeded this \$30,000 limit and

- (a) **if you are a Custodian – you make the certifications set out in paragraph 0 of the Terms and Conditions; and**
- (b) **if you are not a Custodian – you make the certifications set out in paragraph 13 of the Terms and Conditions.**

No fractions of New Shares will be issued. The number of New Shares to be issued to you will be calculated by dividing the aggregate application money that you pay in applying for New Shares by the Issue Price of \$0.50, then rounding down to the nearest whole number.

9. Scale back

The Company is targeting to raise up to approximately \$5,000,000 under the Plan. The Directors reserve the right to scale back applications and to place any shortfall from the Plan at its absolute discretion. In the circumstance that \$5,000,000 is received before the closure date for subscriptions, the Directors reserve the right to close the Offer early by announcement of a revised timetable to ASX.

Without limiting the above, the Company reserves the right to issue fewer New Shares than an Eligible Shareholder applies for under the Plan, or no New Shares and any determination by the Directors in respect of any scaling back will be final.

Pursuant to the ASX Listing Rules, the maximum number of New Shares that could be issued under the Plan is 30% of the number of fully paid ordinary shares already on issue, namely 46,465,829 New Shares. If the Company raises \$5,000,000 under the Plan, 10,000,000 New Shares will be issued.

In the event the Company wishes to allot fewer New Shares than an Eligible Shareholder applies for or is not permitted to issue all the New Shares offered as a result of any law or ASX Listing Rule, the allocation of New Shares will be at the absolute discretion of the Directors from time to time.

If a scale back occurs, the Company will refund any excess application money to Eligible Shareholders (without interest).

10. Issue of New Shares

The New Shares will be allotted within 5 business days after the closing date of the Offer.

The Company's share registry, Automic Registry Services, will send to you a holding statement for the New Shares in due course.

11. What rights will the New Shares carry?

Once the New Shares are issued, they will rank equally with existing Shares and will carry the same voting rights, dividend rights, and entitlements to dividends, rights issues and bonus issues.

12. Custodian certificate

If on the Record Date you are a custodian within the definition of "custodian" in ASIC Instrument 2019/547 (**Custodian**) and hold Shares in the Company on behalf of one or more persons (each a **Participating Beneficiary**), you may apply for up to a maximum of \$30,000 worth of New Shares for each Participating Beneficiary, subject to providing a notice in writing to the Company on application for New Shares pursuant to the Offer certifying the following:

- (a) either or both of the following:
 - (i) that the Custodian holds Shares in the Company on behalf of one or more other persons (**Participating Beneficiaries**) that are not Custodians; and
 - (ii) that another Custodian (**Downstream Custodian**) holds beneficial interests in shares in the Company on behalf of one or more other persons (each a Participating Beneficiary), and the Custodian holds the Shares in the Company to which those beneficial interests relate on behalf of the Downstream Custodian or another Custodian,

on the Record Date and that each Participating Beneficiary has subsequently instructed the following persons:

- (i) where paragraph 12(a)(i) applies – the Custodian; and
 - (ii) where paragraph 12(a)(ii) applies – the Downstream Custodian,
to apply for New Shares on their behalf under the Plan;
- (b) the number of Participating Beneficiaries;
 - (c) the name and address of each Participating Beneficiary;
 - (d) in respect of each Participating Beneficiary:
 - (i) where paragraph 12(a)(i) applies – the number of shares in the Company that the Custodian holds on their behalf and the number or the dollar amount of New Shares they instructed the Custodian to apply for on their behalf; and
 - (ii) where paragraph 12(a)(ii) applies – the number of shares in the Company to which the beneficial interests relate and the number or the dollar amount of New Shares they instructed the Downstream Custodian to apply for on their behalf;
 - (e) that there are no Participating Beneficiaries in respect of which the total of the application price for the following exceeds \$30,000:
 - (i) the New Shares applied for by the Custodian on their behalf under the Plan with the instructions referred to in paragraph 12(d); and
 - (ii) any other Shares in the Company issued to the Custodian in the 12 months before the application as a result of an instruction given by them to the Custodian or the Downstream Custodian to apply for shares in the Company on their behalf under an arrangement similar to the Plan;
 - (f) that a copy of the accompanying Offer document and these Terms and Conditions were given to each Participating Beneficiary; and
 - (g) where clause paragraph 12(a)(ii) applies – the name and address of each Custodian who holds beneficial interests in the shares in the Company held by the Custodian in relation to each

Participating Beneficiary.

(Custodian Certificate)

In providing a Custodian Certificate under this paragraph 12, the Custodian may rely on information provided to it by the Participating Beneficiary and any Custodian who holds beneficial interests in the shares in the Company held by the Custodian.

Please email corporate.actions@automicgroup.com.au for further information about the Custodian application process and a copy of the Custodian Certificate which is required with the Application Form.

For the purpose of ASIC Instrument 2019/547, you are a Custodian if you provide a custodial or depository service in relation to Shares and you:

- (a) hold an Australian financial services licence covering the provision of a custodial or depository service;
- (b) are exempt from the requirement to hold an Australian financial services licence covering the provision of a custodial or depository service;
- (c) hold an Australian financial services licence covering the operation an IDPS or is a responsible entity of an IDPS-like scheme;
- (d) are a trustee of a self-managed superannuation fund or a superannuation master trust; or
- (e) are a registered holder of shares or interests in the class and is noted on the register of members of the body or scheme as holding the shares or interests on account of another person.

If you hold Shares as a trustee or nominee for another person, but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings set out in paragraph 8 apply.

13. Shareholder certificate

Subject to paragraph 12, by submitting an Application Form, together with the appropriate payment in the manner specified in 17(a), or by making a BPAY® payment in the manner specified in 17(b), you certify, acknowledge, warrant and represent as true, correct and not misleading to the Company that if you are not a Custodian:

- (a) you are not applying for New Shares with an application price of more than \$30,000 under the Plan (including by instructing a Custodian to acquire New Shares on your behalf under the Plan);
- (b) the total of the application price for the following does not exceed \$30,000 as at the date of issue of the New Shares under the Plan:
 - (i) the New Shares you are applying for;
 - (ii) any Shares or interests in the class issued under a similar arrangement in the 12 months before date of issue of the New Shares under the Plan;
 - (iii) any other New Shares which you have instructed a Custodian to acquire on your behalf under the Plan; and
 - (iv) any other Shares or interests in the class issued to a Custodian under an arrangement similar to the Plan in the 12 months before the date of issue of the New Shares under

the Plan as a result of you instructing the Custodian or another Custodian, which resulted in you holding a beneficial interest in the Shares or interests.

14. Costs of participation

The only cost to you associated with the Offer is the Issue Price of the number of New Shares you wish to subscribe for. Under the Offer you do not have to pay for brokerage, commission or other transaction costs which would normally apply when you acquire shares in the Company on market.

15. Can the Company change the Plan?

The Plan may be changed, suspended or terminated by the Company at any time. If the Company changes, suspends or terminates the Plan it will advise ASX. The accidental omission to give notice of changes to or suspension or termination of the Plan or the non-receipt of any such notice will not invalidate the change, suspension or termination.

16. Directors' participation

The Directors of the Company, as Eligible Shareholders, may participate in the Offer (without having to obtain shareholder approval), on the same terms as all other Eligible Shareholders in the Company.

17. How do you pay for the New Shares?

All amounts in this Offer are expressed in Australian dollars. Your application monies will be held on trust, pending the issue of New Shares and any applicable refund.

You must pay for the New Shares by cheque, bank draft or money order in Australian dollars. Please make your cheque, bank draft or money order payable to "Orthocell Limited" and ensure cheques are crossed "**Not Negotiable**". Applicants must not forward cash. Receipts will not be issued.

Please post your application moneys, together with a completed Application Form (a copy of which is **enclosed** with this document) to:

Orthocell Limited
C/- Automic
GPO Box 5193
Sydney NSW 2001

OR

- (a) Make payment using BPAY® in accordance with the instructions on the Application Form. If paying via BPAY®, Eligible Shareholders should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment and it is the responsibility of the Eligible Shareholder to ensure that funds are submitted through BPAY® by the date and time mentioned above. If you elect to pay via BPAY®, you must follow the instructions for BPAY® set out in the Application Form (which includes the Biller Code and your unique Customer Reference Number) and you will not need to return the Application Form. Ensure that your BPAY® payment reaches the Company by the closing date of the Offer being no later than 5.00pm AEDT on 23 December 2019. No late payments will be accepted, although the Directors reserve the right to extend the closing date.

If paying by BPAY®, please make sure you use the specific Biller Code and unique Customer Reference Number on your Application Form. If you receive more than one personalised Application Form, you will need to complete individual BPAY® transactions using the Customer Reference Number specific to each individual personalised Application Form that you receive.

The maximum investment any Eligible Shareholder may apply for will remain \$30,000 even if an Eligible Shareholder receives more than one Application Form (whether in respect of a joint holding or because the Eligible Shareholder has more than one holding under a separate account).

Please provide a cheque, bank draft or money order or make the BPAY payment for the exact amount.

By using the BPAY facility, you certify you have not exceeded this \$30,000 limit and:

- (a) **if you are a Custodian – you make the certifications set out in paragraph 0 of the Terms and Conditions; and**
- (b) **if you are not a Custodian – you make the certifications set out in paragraph 13 of the Terms and Conditions.**

If you do not provide the exact amount, the Company reserves the right to return your BPAY® payment or your Application Form and cheque, bank draft or money order. If the Company returns your BPAY® payment or Application Form and cheque, bank draft or money order (without interest), no New Shares will be issued to you.

18. Will the New Shares be quoted on ASX?

The Company will apply for the New Shares issued to you to be quoted on ASX, within the relevant period specified in the ASX Listing Rules.

19. How is a dispute resolved?

The Company may settle any dispute in connection with the Plan in any manner it thinks fit, whether generally or in relation to any participant, application or New Share. The Company's decision shall be final and binding.

The Company reserves the right to waive strict compliance with any provision of these Terms and Conditions.

20. Joint holders/joint beneficiaries

If two or more persons are registered on the Company share register as jointly holding Shares, then they are taken to be a single registered holder of Shares and a certification given by any of them is taken to be a certification given by all of them.

21. Discretions regarding applications

The Company has a broad discretion to accept or reject your application to purchase New Shares under the Plan in whole or in part, including if:

- (a) your Application Form, cheque, bank draft, money order or BPAY payment is not received, is late, dishonoured, incorrectly completed, incomplete or otherwise determined by the Company to be invalid;
- (b) the cheque, bank draft or money order that you enclose with your Application Form is not made out for the exact amount as indicated on the Application Form;
- (c) the Company is not satisfied with your certification for any reason, or if you have not provided certification;
- (d) the amount of your cheque, bank draft, money order or BPAY payment is not equal to the amount indicated on the Application Form, in which event the Company will:

- (i) refund in full your application monies and not allot any New Shares to you; or
 - (ii) allot to you the number of New Shares that would have been allotted had you applied for the highest parcel that is less than the amount of your payment and refund to you the excess of your application monies by direct credit deposit to your nominated bank account or by cheque; or
- (e) the Company has reason to believe that you are not an Eligible Shareholder (subject to compliance with any applicable ASIC or ASX requirements).

The Company must reject applications if required to do so under ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547.

HOW DO YOU APPLY FOR NEW SHARES UNDER THE OFFER

1. If you want to participate in this Offer, please carefully read the Terms and Conditions relating to the Offer.
2. Once an application has been made it cannot be revoked. All valid applications shall be deemed accepted if received before the closing date of the Offer, being 5.00pm AEDT on 23 December 2019.

If your payment is to be by cheque, bank draft and money order:

3. Complete all the required details in the enclosed Application Form, noting that all amounts are expressed in Australian dollars:
 - (a) Select the number of New Shares you want to subscribe for noting that the minimum number of New Shares is 4,000 and the maximum number of New Shares is 60,000, as per the parcel options set out in paragraph 8 of the Terms and Conditions.
 - (b) The amount payable will be specified next to the parcel option you select on the Application Form.
 - (c) Complete the cheque details section and ensure that the "Amount" section corresponds to the exact amount payable for the New Shares you wish to subscribe for. **Remember, the minimum is \$2,000 worth of New Shares and the maximum is \$30,000 worth of New Shares as per the parcel options set out in paragraph 8 of the Terms and Conditions.**
 - (d) Insert your telephone contact numbers so that we may contact you if necessary.
 - (e) You do not need to sign the Application Form.
4. Ensure your cheque, bank draft or money order is made out for the exact amount of the New Share parcel you want to subscribe for, payable to "**Orthocell Limited**" and cheques crossed "**Not Negotiable**".
5. Return the completed Application Form, together with the original cheque, bank draft or money order to:

Orthocell Limited
C/- Automic
GPO Box 5193
Sydney NSW 2001

If your payment is to be made using BPAY®

6. Make payment using BPAY® in accordance with the instructions on the Application Form. If paying via BPAY®, Eligible Shareholders should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment and it is the responsibility of the Eligible Shareholder to ensure that funds are submitted through BPAY® by the date and time mentioned above. If you elect to pay via BPAY®, you must follow the instructions for BPAY® set out in the Application Form (which includes the Biller Code and your unique Customer Reference Number) and **you will not need to return the Application Form**. Ensure that your BPAY® payment reaches the Company by the closing date of the Offer being no later than 5.00pm AEDT on 23 December 2019. No late payments will be accepted, although the Directors reserve the right to extend the closing date.

If paying by BPAY®, please make sure you use the specific Biller Code and unique Customer Reference Number on your Application Form. If you receive more than one personalised Application Form, you will need to complete individual BPAY® transactions using the Customer Reference Number specific to each individual personalised Application Form that you receive. The maximum investment any Eligible Shareholder may apply for will remain \$30,000 (please refer to the parcel options set out in paragraph 8 of the Terms and Conditions) even if an Eligible Shareholder receives more than one Offer (whether in respect of a joint holding or because the Eligible Shareholder has more than one holding under a separate account).

By using the BPAY facility, you certify you have not exceeded this \$30,000 limit and:

- (a) **if you are a Custodian – you make the certifications set out in paragraph 0 of the Terms and Conditions; and**
 - (b) **if you are not a Custodian – you make the certifications set out in paragraph 13 of the Terms and Conditions.**
7. Ensure that your completed Application Form and payment reach Computershare Investor Services Pty Limited by the closing date of the Offer being no later than 5.00pm AEDT on 23 December 2019. **No late applications will be accepted, although the Directors reserve the right to extend the closing date.**

In determining whether you wish to participate in this Offer, you should seek personal financial and/or taxation advice referable to your own circumstances.

By submitting an application:

- (a) **if you are a Custodian – you make the certifications set out in paragraph 0 of the Terms and Conditions; and**
- (b) **if you are not a Custodian – you make the certifications set out in paragraph 13 of the Terms and Conditions.**

By accepting this Offer, you agree to be bound by the Terms and Conditions of the Offer and the Constitution of the Company.

Forward Looking Statements

Any statements in this document about future expectations, plans and prospects for the Company, the Company's strategy, future operations, and other statements containing the words "anticipate," "believe," "estimate," "expect," "intend," "may," "plan," "predict," "project," "target," "potential," "will," "would," "could," "should," "continue," and similar expressions, constitute forward-looking statements. Actual results may differ materially from those indicated by such forward-looking statements as a result of various important factors, including: the Company's ability to successfully develop its product candidates and timely complete its planned clinical programs and the Company's ability to obtain marketing approvals for its product candidates. In addition, the forward-looking statements included in this press release represent the Company's views as of the date hereof. The Company anticipates that subsequent events and developments will cause the Company's views to change. However, while the Company may elect to update these forward-looking statements at some point in the future, the Company specifically disclaims any obligation to do so. These forward-looking statements should not be relied upon as representing the Company's views as of any date subsequent to the date hereof.

[EntityRegistrationDetailsLine1Envelope]
[EntityRegistrationDetailsLine2Envelope]
[EntityRegistrationDetailsLine3Envelope]
[EntityRegistrationDetailsLine4Envelope]
[EntityRegistrationDetailsLine5Envelope]
[EntityRegistrationDetailsLine6Envelope]

SRN/HIN: [HolderNumberMasked]

ASX Code: OCC

Record Date: 7pm AEDT on 3 December 2019

Minimum value available to purchase: \$2,000

Maximum value available to purchase: \$30,000

SHARE PURCHASE PLAN APPLICATION FORM

IMPORTANT: CLOSING DATE 5.00PM (AEDT) ON 23 DECEMBER 2019 (UNLESS VARIED)

1: SELECT THE VALUE OF SHARES APPLIED FOR


I/We being registered as the holder of Ordinary Shares in Orthocell Limited as at the above record date, do hereby apply for the New Ordinary Shares in Orthocell Limited as indicated below at the Offer Price of **fifty cents (\$0.50) per New Share** in accordance with the Terms and Conditions of the Orthocell Limited Limited Share Purchase Plan that accompanies this Application Form.

OFFER DETAILS (PLEASE SELECT ONE OPTION BELOW):

Offer A	<input type="checkbox"/>	A\$2,000	Minimum Value (4,000 New Shares)	Offer E	<input type="checkbox"/>	A\$20,000	Maximum Value (60,000 New Shares)
Offer B	<input type="checkbox"/>	A\$5,000		Offer F	<input type="checkbox"/>	A\$25,000	
Offer C	<input type="checkbox"/>	A\$10,000	Offer G	<input type="checkbox"/>	A\$30,000		
Offer D	<input type="checkbox"/>	A\$15,000					

2: MAKE YOUR PAYMENT

Payment by BPAY



Biller Code: TBC
Ref No: [BPayCRN]

Contact your financial institution to make your payment from your cheque or savings account.

Payment by Cheque

Cheques must be drawn on an Australian branch of a financial institution in Australian currency, made payable to "Orthocell Limited" and crossed "Not Negotiable". Return your cheque and this application form to: Automic Group, GPO Box 5193 Sydney NSW 2001 by Closing Date.

<i>Cheque Number</i>	<i>BSB</i>	<i>Account Number</i>
<input type="text"/>	<input type="text"/>	<input type="text"/>

3: PROVIDE YOUR CONTACT DETAILS

Telephone Number: ()

Contact Name (PLEASE PRINT):

Email Address:

SUPPORT YOUR COMPANY: By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

INSTRUCTIONS FOR COMPLETION OF THIS FORM

The right to participate in the Offer under the Share Purchase Plan is optional and is available exclusively to shareholders who are registered as holders of fully paid ordinary shares in the Company as at the record date and whose address is in Australia, New Zealand or Hong Kong (Eligible Shareholders).

If the Company rejects or scales-back an application or purported application, the Company will return to the Shareholder the relevant application monies, without interest.

HOW TO APPLY FOR SHARES UNDER THE SPP

1 Select the Value of Shares Applied For

Select the value of New Shares you wish to apply for by placing an "X" alongside the dollar value of your choice. You can only indicate one choice. Should you indicate more than one choice then it will be at the discretion of the company as to which dollar value you will be deemed to have selected.

2 Payment Options

Payment by BPAY: You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. To BPAY® this payment via internet or telephone banking use your reference number quoted on the front of this form. Multiple acceptances must be paid separately. Applicants should be aware of their financial institution's cut-off time (the payment must be made to be processed overnight).

It is the Applicant's responsibility to ensure funds are submitted correctly by the closing date and time.

You do not need to return this form if you have made payment via BPAY®. Your BPAY® reference number will process your payment to your entitlement electronically and you will be deemed to have applied for such shares for which you have paid.

Payment by Cheque: Cheques must be drawn on an Australian branch of a financial institution in Australian currency, made payable to "Orthocell Limited" and crossed "Not Negotiable". Please ensure sufficient funds are held in your account. If you provide a cheque for an incorrect amount the Company may treat you as applying for as many New Shares as your cheque will pay for.

Your cheque and this application form must be received by Automic Group by 5.00pm (AEDT) on 23 December 2019.

BY MAIL Orthocell Limited SPP C/- Automic Group GPO Box 5193 Sydney NSW 2001	BY HAND DELIVERY (Sydney office hours 9:00am – 5:00pm AEDT) Orthocell Limited SPP C/- Automic Group Level 5 126 Phillip Street Sydney NSW 2000
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3 Contact Details

Please enter a contact number we may reach you on between the hours of 9:00am and 5:00pm AEDT. We may use this email* or number to contact you regarding your acceptance of the Shares, if necessary.

IMPORTANT INFORMATION

1. This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this Application Form, please consult a professional adviser.
2. If you do not wish to purchase shares under the Share Purchase Plan, there is no need to take action.
3. Please ensure you have read and understood the terms and conditions of the Share Purchase Plan in the Share Purchase Plan Booklet accompanying this Application Form and this section entitled "Important Information" before making payment by BPAY®.
4. The offer for shares under the Share Purchase Plan is non-renounceable. Applications can only be accepted in the name printed on the Application Form.
5. If you are a custodian, trustee or nominee within the meaning of "Custodian" as defined in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547, you must complete and submit an additional schedule that contains further certifications and details (Schedule) that must be provided before your application will be received. The Schedule can be obtained by contacting the Share Registry on the telephone number set out below. Applications received by Custodians that are not accompanied by the Schedule will be rejected.
6. For applicants that are not required to complete the Schedule, by making payment by BPAY®, you certify that the aggregate of the payment paid by you for:
 - the parcel of Shares indicated on this Application Form or BPAY® payment; and
 - any other Shares applied for by you, or which you have instructed a custodian to acquire on your behalf under the Share Purchase Plan or any other similar arrangement in the 12 months prior to making payment by BPAY® does not exceed A\$30,000.
7. The maximum subscription limitation of \$30,000 will apply even if an Eligible Shareholder has received more than one Application Form (whether in respect of a joint holding or because the applicant has more than one holding under separate security accounts).
8. The Company reserves the right to make amendments to this Application Form where appropriate.
9. Applicants are not assured of receiving the shares for which they have applied as the Company may scale back applications in its discretion.
10. By making payment of application monies, you certify that:
 - you wish to apply for shares under the Share Purchase Plan as indicated on this Application Form;
 - you have read and understood the terms and conditions of the Share Purchase Plan;
 - you agree to be bound by the Constitution of the Company and the terms and conditions of the Share Purchase Plan;
 - you agree to accept any lesser number of shares than the number of shares applied for; and
 - you are not in the United States and are not acting for the account or benefit of a person in the United States and have not sent any offering materials relating to the SPP offer to any person in the United States.

***By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible)**

If you require further information about the Offer, please contact Automic on 1300 288 664 between 9:00am and 5:00pm (AEDT).