

2 January 2020

Australian Securities Exchange Limited  
40 Central Park  
152 – 158 St Georges Terrace  
PERTH WA 6000

Attention: Anjuli Sinniah  
By email only: Anjuli.Sinniah@asx.com.au

Dear Madam,

**SECTION 708A CLEANSING NOTICE AND APPENDIX 3B**

This notice is given by Zelira Therapeutics Ltd (**Zelira** or **the Company**) (ASX: ZLD) under Section 708A(5)(e) of the *Corporations Act 2001* (Cth) (**Corporations Act**).

The Company hereby confirms that:

1. On 2 January 2020, the Company issued 113,601,290 fully paid ordinary shares (**Shares**) at a deemed issue price of \$0.055 (5.5 cents) per Share pursuant to Ilera Therapeutics acquisitions and merger approved by shareholders at the 2019 Annual General Meeting held on 28 November 2019; and
2. The Shares were issued without disclosure to investors under Part 6D.2 of the Corporations Act;
3. The Company is providing this notice under section 708A(5)(e) of the Corporations Act;
4. As at the date of this notice Zelira Therapeutics has complied with:
  - a. The provisions of Chapter 2M of the Corporations Act as they apply to Company; and
  - b. Section 674 of the Corporations Act; and
5. As at the date of this notice, there is no information that is “excluded information” (within the meaning of sections 708A(7) and 708A(8) of the Corporations Act) which is required to be disclosed by Zelira.

Please see the attached Appendix 3B for details of the share issue.

Yours sincerely



Tim Slate  
**Company Secretary**

# 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

**ZELIRA THERAPEUTICS LIMITED**

ABN

27 103 782 378

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).*

1	+Class of +securities issued or to be issued	<div>1) Fully paid ordinary shares 2) Performance Rights (Class A) 3) Performance Rights (Class B)</div>
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	<div>1) 113,601,290 2) 362,620,322 3) 362,620,322</div>

<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</p> <p>2,3) Grant of Class A Performance Rights and Class B Performance Rights as approved by shareholders at the 2019 Annual General Meeting. The terms and conditions of the Performance Rights are details in Schedules 4 and 5 of the Notice of Annual General Meeting dated 25 October 2019.</p> <p>Performance Rights will be issued at an issue price of \$Nil per Performance Right.</p> <p>Class A Performance Rights and Class B Performance Rights are issued with the conversion milestones and otherwise on the terms set out in Schedules 4 and 5 respectively.</p> <p>Each Performance Right is the right to one fully paid Zelira Therapeutics Limited Ordinary share, subject to the satisfaction of the conversion milestone.</p> <p>Each Performance Right will lapse five (5) years from the date of issue of the Performance Rights.</p>
<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +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>	<p>1) Yes – The shares rank equally in all respects from the date of the issue with the existing fully paid ordinary shares of the company.</p> <p>2,3) Shares allocated on conversion will rank equally in all respects from the date of the issue with the existing fully paid ordinary shares of the company.</p>
<p>5 Issue price or consideration</p>	<p>1) Issued at \$0.055 per share for nil cash consideration as consideration shares to the Ilera Therapeutics vendors.</p> <p>2,3) Issued at nil cash consideration as consideration rights to the Ilera Therapeutics vendors.</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Issued as approved by shareholders at the 2019 Annual General Meeting held on 28 November 2019.</p>

+ See chapter 19 for defined terms.

6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?  If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	28 November 2019
6c	Number of +securities issued without security holder approval under rule 7.1	Not Applicable
6d	Number of +securities issued with security holder approval under rule 7.1A	Not Applicable
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	1) 113,601,290 2) 362,620,322 3) 362,620,322 Issued as approved by shareholders at the 2019 Annual General Meeting held on 28 November 2019.
6f	Number of +securities issued under an exception in rule 7.2	Not Applicable
6g	If +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 +issue date and both values. Include the source of the VWAP calculation.	-
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	-
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	7.1 130,866,483 7.1A 87,244,322

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.

2 January 2020

8 Number and <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (*including* the <sup>+</sup>securities in section 2 if applicable)

Number	<sup>+</sup> Class
872,443,224	Ordinary shares

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

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	
	38,000,000	Unlisted options exercisable at \$0.03125 on or before 17 November 2021.
	1,500,000	Unlisted options exercisable at \$0.04 on or before 6 February 2020.
	4,500,000	Unlisted options exercisable at \$0.04 on or before 6 February 2020 and subject to vesting conditions.
	1,000,000	Unlisted options exercisable at \$0.125 on or before 22 August 2021.
	2,000,000	Unlisted options exercisable at \$0.125 on or before 22 August 2021 and subject to vesting conditions.
	2,096,667	Unlisted options exercisable at \$0.10 on or before 16 January 2022.
	7,500,000	Unlisted options exercisable at \$0.10 on or before 16 January 2022 and subject to vesting conditions.
	5,000,000	Unlisted options exercisable at \$0.10 on or before 19 February 2022.
	5,000,000	Unlisted options exercisable at \$0.15 on or before 19 February 2022 and subject to vesting conditions.
	5,000,000	Unlisted options exercisable at \$0.20 on or before 19 February 2022 and subject to vesting conditions.
	5,000,000	Unlisted options exercisable at \$0.28 on or before 19 February 2022 and subject to vesting conditions.
	5,000,000	Unlisted options exercisable at \$0.30 on or before 19 February 2022 and subject to vesting conditions.
	2,000,000	Unlisted options exercisable at \$0.12 on or before 27 September 2022.
	18,750,000	Class A Performance Rights, subject to conversion conditions on or before 23 December 2024
	18,750,000	Class B Performance Rights, subject to conversion conditions on or before 23 December 2024
	362,620,322	Class A Performance Rights, subject to conversion conditions on or before 2 January 2025
	362,620,322	Class B Performance Rights, subject to conversion conditions on or before 2 January 2025
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	There is currently no dividend policy in place for the Company.

## Part 2 - Pro rata issue

11	Is security holder approval required?	-
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12	Is the issue renounceable or non-renounceable?	-
13	Ratio in which the +securities will be offered	-
14	+Class of +securities to which the offer relates	-
15	+Record date to determine entitlements	-
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	-
17	Policy for deciding entitlements in relation to fractions	-
18	Names of countries in which the entity has security holders who will not be sent new offer documents  <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	-
19	Closing date for receipt of acceptances or renunciations	-
20	Names of any underwriters	-
21	Amount of any underwriting fee or commission	-
22	Names of any brokers to the issue	-
23	Fee or commission payable to the broker to the issue	-
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	-

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+ See chapter 19 for defined terms.

25	If the issue is contingent on security holders' approval, the date of the meeting	-
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	-
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	-
28	Date rights trading will begin (if applicable)	-
29	Date rights trading will end (if applicable)	-
30	How do security holders sell their entitlements <i>in full</i> through a broker?	-
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	-
32	How do security holders dispose of their entitlements (except by sale through a broker)?	-
33	<sup>†</sup> Issue date	-



## 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

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

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

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

38 Number of +securities for which  
+quotation is sought

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39 +Class of +securities for which  
quotation is sought

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40 Do the +securities rank equally in  
all respects from the +issue date  
with an existing +class of quoted  
+securities?

If the additional +securities do  
not rank equally, please state:

- the date from which they do
- the extent to which they  
participate for the next  
dividend, (in the case of a  
trust, distribution) or interest  
payment
- the extent to which they do  
not rank equally, other than in  
relation to the next dividend,  
distribution or interest  
payment

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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 +security, clearly identify  
that other +security)

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42 Number and +class of all  
+securities quoted on ASX  
(including the +securities in clause  
38)

Number	+Class

## 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: Tim Slate  
Company secretary

Date: 2 January 2020

Print name: Tim Slate

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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

Rule 7.1 – Issues exceeding 15% of capital	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	755,341,934
<b>Add</b> the following: <ul style="list-style-type: none"> <li>Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li> <li>Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>Include only ordinary securities here – other classes of equity securities cannot be added</li> <li>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</li> <li>It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	Exercise of options (17/7/19) - 2,000,000  1,500,000 – Fully Paid Ordinary Shares Issued 9.10.2019 113,601,290 - Fully Paid Ordinary Shares Issued 2.01.2020
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	
<b>“A”</b>	872,443,224

+ See chapter 19 for defined terms.

<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>	130,866,483
<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 +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><b>Note:</b></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>	
<b>“C”</b>	<b>Nil</b>
<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>	130,866,483
<b>Subtract “C”</b>  <i>Note: number must be same as shown in Step 3</i>	-
<b>Total [“A” x 0.15] – “C”</b>	130,866,483  <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

## Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
<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>	872,443,224
<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>	87,244,322
<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 +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <i>Notes:</i> <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>	Nil
<b>“E”</b>	87,244,322

+ See chapter 19 for defined terms.

<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>	87,244,322
<b>Subtract “E”</b>  <i>Note: number must be same as shown in Step 3</i>	Nil
<b>Total</b> [“A” x 0.10] – “E”	87,244,322  <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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+ See chapter 19 for defined terms.