



## Announcement Summary

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**Entity name**

ZELIRA THERAPEUTICS LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

Friday July 10, 2020

**The Proposed issue is:**

☒ A placement or other type of issue

**Total number of +securities proposed to be issued for a placement or other type of issue**

ASX +Security Code	+Security Description	Maximum Number of +securities to be issued
ZLDAF	PERFORMANCE RIGHTS	25,000,000

**Proposed +issue date**

Monday September 7, 2020

Refer to next page for full details of the announcement



## Part 1 - Entity and announcement details

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### 1.1 Name of +Entity

ZELIRA THERAPEUTICS 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.

### 1.2 Registered Number Type

ABN

### Registration Number

27103782378

### 1.3 ASX issuer code

ZLD

### 1.4 The announcement is

☒ New announcement

### 1.5 Date of this announcement

Friday July 10, 2020

### 1.6 The Proposed issue is:

☒ A placement or other type of issue



## Part 7 - Details of proposed placement or other issue

## Part 7A - Conditions

**7A.1 - Are any of the following approvals required for the placement or other type of issue?**

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

☒ Yes

## 7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	Friday September 4, 2020	<input checked="" type="checkbox"/> Estimated	

**Comments**

Zelira Therapeutics Ltd has agreed, subject to Shareholder approval at Zeliras next General Meeting, for the issue of 12,500,000 Performance Rights to, Chairman, Mr Osagie Imasogie and, Non Executive Director, Ms Lisa Gray.

The Key Terms of the Performance Rights are set out below:

The Performance Rights will be split into two equal tranches:

6,250,000 Class A Performance Rights

6,250 000 Class B Performance Rights

The Performance Rights will otherwise be on terms that are considered standard, and will be outlined in detail in the Notice of Meeting seeking the approval of the Performance Rights, to be issued late July 2020.

## Part 7B - Issue details

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

☒ Existing class

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

☒ No

## Details of +securities proposed to be issued

**ASX +Security Code and Description**

ZLDAF : PERFORMANCE RIGHTS



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

25,000,000

**Purpose of the issue**

The issue provides Mr Imasogie and Ms Gray with a performance based remuneration package consistent with other Non-Executive Directors and further aligns their interest with the other directors and shareholders of Zelira.

**Offer price details for retail security holders**

**In what currency is the cash  
consideration being paid?**

AUD - Australian Dollar

**What is the issue price per  
+security?**

AUD 0.00010

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

☒ Yes

**Oversubscription & Scale back details**

**May a scale back be applied to this event?**

☒ No

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Part 7C - Timetable

**7C.1 Proposed +issue date**

Monday September 7, 2020

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Part 7D - Listing Rule requirements

**7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?**

☒ Yes

**7D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1**

Friday September 4, 2020

**7D.2 Is a party referred to in listing rule 10.11.1 participating in the proposed issue?**

☒ Yes

**7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?**

☒ No



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**7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?**

☒ No

Part 7E - Fees and expenses

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**7E.1 Will there be a lead manager or broker to the proposed issue?**

☒ No

**7E.2 Is the proposed issue to be underwritten?**

☒ No

**7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue**

Part 7F - Further Information

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**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**

Conversion of the Class A Performance Rights

(a) (Milestone) A Performance Right will be able to be converted into a Share by a Holder subject to satisfaction of one of the following milestone

(i) the cumulative revenues from 1 July 2020 received by the Company or its subsidiaries from US based product sales of products developed, derived or generated internally by the Company or its subsidiaries exceeds US \$1,000,000.

Conversion of the Class B Performance Rights

(b) (Milestone) A Performance Right will be able to be converted into a Share by a Holder subject to satisfaction of one of the following milestone

(i) the cumulative revenues from 1 July 2020 received by the Company or its subsidiaries from US based product sales of products developed, derived or generated internally by the Company or its subsidiaries exceeds US \$2,500,000.

Milestone Date

The proposed milestone date for the above Performance Rights is 23 December 2024, which would align the issue with existing performance rights held by other Directors.

The terms of the Performance Rights may otherwise be subject to approval by ASX in accordance with its policies and procedures.