

## Appendix 3B Amendment and re-lodgement

**Sydney, Australia – 9 April 2015:** Medibio Ltd (**MEB** or the **Company**) advises that the attached Appendix 3B replaces the Appendix 3B lodged 7 April 2015.

The changes and corrections are reduction in the total number of shares issued at \$0.30 by one share and the total number of shares issued from the conversion of Series A Convertible Notes increases by one share. Escrowed shares from the Invatec acquisition are separately disclosed. The total number of shares issued remains unchanged.

### About Medibio Limited

Medibio (ASX: MEB) is a medical technology company developing a new diagnostic test for depression and other mental health disorders. This test is based on measured differences in circadian heart rate and measures of heart rate variability. The technology is based on the discovery that circadian heart rates are sensitive measures for depression and other mental health disorders. The technology consists of a heart monitor that sends recordings wirelessly to the internet where a proprietary algorithm analyses and delivers a quantifiable diagnosis. The Technology has the potential to be the first FDA-approved objective, evidence based approach to the diagnosis of depression and other affective disorders. The technology has already benefited from 10 years of laboratory research and Medibio is undertaking a number of pivotal studies to validate its clinical utility with the University of New South Wales, Black Dog Institute, and The Johns Hopkins University School of Medicine . Located in Sydney, NSW, Medibio is listed on the Australian Stock Exchange.

<b>Further Information contact:</b>	
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Rule 2.7, 3.10.3, 3.10.4, 3.10.5

# 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

Name of entity

Medibio Limited (formerly to BioProspect Limited)

ABN

58 008 130 336

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   | Ordinary Shares<br>Options exercisable at \$0.10 expiring 1 April 2018<br>Options exercisable at \$0.30 expiring 1 April 2017   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | (a) 54,653,980 ordinary shares<br>(b) 15,000,000 Options exercisable at \$0.10 expiring 1 April 2018<br>(c) 6,666,667 Options exercisable at \$0.30 expiring 1 April 2017 |
| 3 | Principal terms of the +securities (eg, 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) | Ordinary Shares<br>Options exercisable at \$0.10 expiring 1 April 2018<br>Options exercisable at \$0.30 expiring 1 April 2017   |

+ See chapter 19 for defined terms.

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<p>4 Do the +securities rank equally in all respects from the date of allotment 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>Yes</p>
<p>5 Issue price or consideration</p>	<p>\$0.30 per share – 39,474,290 shares          \$0.10 per share – 15,179,690 shares          Options – nil consideration</p>
<p>6 Purpose of the issue          (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>(a) 25,537,500 Shares issued at \$0.30 to acquire Invatec Health Pty Ltd of which 23,929,979 shares are subject to a 1 year ASX imposed escrow</p> <p>(b) 8,106,668 Shares issued at \$0.30 to raise additional equity</p> <p>(c) 15,043,032 Shares issued at \$0.10 &amp; 15,000,000 Options issued and 3,587,022 Shares issued at \$0.30 to convert debt &amp; accrued interest to Equity</p> <p>(d) 2,093,100 Shares issued at \$0.30 for technology acquisition</p> <p>(e) 150,000 shares issued at \$0.30 &amp; 250,000 options issued to Directors – Approved by shareholders - 6 March 2015</p> <p>(f) 6,416,667 Options issued under terms approved in 6 March 2015 NoM</p> <p>(g) 136,658 Shares issued on exercise of \$0.10 Options</p>

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+ 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	No
6b	The date the security holder resolution under rule 7.1A was passed	n/a
6c	Number of +securities issued without security holder approval under rule 7.1	2,289,821 Shares 2,416,667 Options exercisable at \$0.30 expiring 1 April 2017
6d	Number of +securities issued with security holder approval under rule 7.1A	Nil
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Approved at Shareholders Meeting 6 March 2015 8,106,668 ordinary shares – Resolution 12 4,000,000 Options exercisable at \$0.30, expiring 1 April 2017 – Resolution 11
6f	Number of securities issued under an exception in rule 7.2	Nil
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.	n/a
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	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	8,418,420

+ See chapter 19 for defined terms.

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7	Dates of entering <sup>+</sup> securities into uncertificated holdings or despatch of certificates	7 April 2015									
8	Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX ( <i>including</i> the securities in section 2 if applicable)	<table><tr><th>Number</th><th><sup>+</sup>Class</th></tr><tr><td>65,872,948</td><td>Ordinary Fully Paid Shares</td></tr></table>	Number	<sup>+</sup> Class	65,872,948	Ordinary Fully Paid Shares					
Number	<sup>+</sup> Class										
65,872,948	Ordinary Fully Paid Shares										
9	Number and <sup>+</sup> class of all <sup>+</sup> securities not quoted on ASX ( <i>including</i> the securities in section 2 if applicable)	<table><tr><th>Number</th><th><sup>+</sup>Class</th></tr><tr><td>23,929,979</td><td>Under ASX Escrow until 7 April 2016 - Ordinary Fully Paid Shares</td></tr><tr><td>14,863,342</td><td>Options exercisable at \$0.10 expiring 1 April 2018</td></tr><tr><td>6,666,667</td><td>Options exercisable at \$0.30 expiring 1 April 2017</td></tr></table>	Number	<sup>+</sup> Class	23,929,979	Under ASX Escrow until 7 April 2016 - Ordinary Fully Paid Shares	14,863,342	Options exercisable at \$0.10 expiring 1 April 2018	6,666,667	Options exercisable at \$0.30 expiring 1 April 2017	
Number	<sup>+</sup> Class										
23,929,979	Under ASX Escrow until 7 April 2016 - Ordinary Fully Paid Shares										
14,863,342	Options exercisable at \$0.10 expiring 1 April 2018										
6,666,667	Options exercisable at \$0.30 expiring 1 April 2017										
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)										

## Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the <sup>+</sup> securities will be offered	
14	<sup>+</sup> Class of <sup>+</sup> securities to which the offer relates	
15	<sup>+</sup> Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	

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

17	Policy for deciding entitlements in relation to fractions	
18	Names of countries in which the entity has <sup>+</sup> security holders who will not be sent new issue 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 <sup>+</sup> security holders	
25	If the issue is contingent on <sup>+</sup> security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement 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	

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

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### New issue announcement

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applicable)

- 30 How do <sup>+</sup>security holders sell their entitlements *in full* through a broker?

- 31 How do <sup>+</sup>security holders sell *part* of their entitlements through a broker and accept for the balance?

- 32 How do <sup>+</sup>security holders dispose of their entitlements (except by sale through a broker)?

- 33 <sup>+</sup>Despatch date

## Part 3 - Quotation of securities

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

- 34 Type of securities  
(tick one)

(a) ☒ Securities described in Part 1

(b) ☐ All other 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

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

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 securities for which <sup>+</sup>quotation is sought

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

40 Do the <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>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



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)



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

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



### 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 not available now, 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: .....  
(Company secretary)

Date: 9 April 2015

Print name:     Robert Lees

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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

#### 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 date of issue or agreement to issue	28,981,895 (Shares post-Consolidation)
<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>	2,750,000 Shares 3,333,333 Shares 52,447,492 Shares 386 shares (consolidation rounding)
<b>Subtract</b> the number of fully paid ordinary securities cancelled during that 12 month period	-
<b>“A”</b>	87,513,106

+ 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>	13,126,908
<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><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>	<p>83,333 Shares</p> <p>2,206,488 Shares</p> <p>2,416,667 Options</p>
<b>“C”</b>	<b>4,708,488</b>
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<p><b>“A” x 0.15</b></p> <p><i>Note: number must be same as shown in Step 2</i></p>	13,126,908
<p><b>Subtract “C”</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>	4,708,488
<b>Total [“A” x 0.15] – “C”</b>	<p>8,418,421</p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

+ 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>	nil
<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>	nil
<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  <b>Notes:</b> <ul style="list-style-type: none"> <li><i>This applies to equity securities – 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>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</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>“E”</b>	nil

+ 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>	
“A” x 0.10  <i>Note: number must be same as shown in Step 2</i>	nil
<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”	nil  <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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+ See chapter 19 for defined terms.