

8th October 2014

Dear Shareholder

**Partially underwritten non-renounceable Entitlement Offer to raise up to \$3.17m**

Analytica Limited (**Company**) is pleased to announce a partially underwritten non-renounceable pro-rata entitlement offer to eligible shareholders of 1 new share in the Company (**New Share**) for every 8 existing shares held as at 7.00pm on Tuesday, 14<sup>th</sup> October 2014 (**Record Date**) at an issue price of \$0.03 per New Share (**Entitlement Offer**) to raise approximately \$3.17 million (before offer costs).

The entitlement offer price of \$0.03 was set at the same price as the \$850,000 placement which was made to large and sophisticated investors and represents a discount of approximately 23% to the 15 day volume weighted average price up to and including 2 October 2014.

The funds raised will put Analytica in a strong financial position leading up to the launch of its PeriCoach™ technology. The capital raised will be used to expand the scope of marketing activities of the Company's lead product PeriCoach™, which remains on target for launch this quarter.

**Details of the Entitlement Offer**

The Entitlement Offer will raise up to approximately \$3.17 million (before the payment of costs associated with the Entitlement Offer).

**Eligible Shareholders**

The Entitlement Offer will be offered to all shareholders of the Company with a registered address in Australia or New Zealand as at the Record Date (**Eligible Shareholders**).

The Company regrets that, having considered the number of shareholders with registered addresses outside Australia and New Zealand (**Ineligible Shareholders**), the number and value of the shareholdings held by Ineligible Shareholders, and the costs of complying with the laws and any requirements of any regulatory authority in each applicable jurisdiction, it will not offer the Entitlement Offer to Ineligible Shareholders.

**Entitlements**

Entitlements in respect of New Shares will be rounded up to the nearest whole number and holdings on different registers or sub-registers will not be aggregated to calculate entitlements.

The Entitlement Offer is non-renounceable and Entitlements cannot be traded on the ASX.

## Company's capital structure pro-forma

The Company currently has 843,695,143 shares and 55,850,000 unlisted options on issue.

The table below provides a pro-forma capital structure of the Company after completion of the Capital Raising (assuming no other shares are issued by the Company and no options or performance rights are exercised). The actual outcome of the Capital Raising may differ.

| Share Capital   | Shares                    |
|---|---------------------------|
| Shares on issue before announcement of the Capital Raising    | 815,361,809               |
| Shares issued under the placement announced on 3 October 2014 | 28,333,334                |
| <b>Shares currently on issue</b>                              | <b>843,695,143</b>        |
| New Shares to be issued under the Entitlement Offer           | Approx 105,461,893        |
| <b>Potential shares on issue after the Capital Raising</b>    | <b>Approx 949,157,036</b> |

## Further information

The Entitlement Offer will be made under section 708AA of the Corporations Act. Accordingly, the Company will not prepare a prospectus or other disclosure document.

Further details of the Entitlement Offer, including details on the use of proceeds, underwriting arrangements and the fees associated with conducting the Entitlement Offer will be contained in the Entitlement Offer booklet. A copy of the Entitlement Offer Booklet is available on ASX's website and the Company's website. The Company will send a copy of the Entitlement Offer booklet and the entitlement and acceptance form to all Eligible Shareholders Friday 17 October 2014.

The Entitlement Offer will be partially underwritten by Paterson's Securities Limited and partially sub-underwritten by Dr Michael Monsour, the Company's Chairman.

## Important dates

| Event  | Date   |
|--|--|
| Announcement of Entitlement Offer  | 3 October 2014                                   |
| Existing shares quoted on an 'ex-entitlement' basis  | 10 October 2014                                  |
| Record Date  | 7.00pm (Sydney time)<br>Tuesday, 14 October 2014 |
| Entitlement Offer opens<br>Entitlement Offer booklet and acceptance forms released to ASX and despatched | Friday, 17 October 2014                          |
| Entitlement Offer closes   | 5.00pm (Sydney time)<br>Tuesday, 28 October 2014 |

|   |                         |
|---|-------------------------|
| Announcement of shortfall (if any) under the Entitlement Offer                    | Friday, 31 October 2014 |
| Allotment date of new shares issued under the Entitlement Offer                   | 5 November 2014         |
| Despatch of holding statements for New Shares issued under the Entitlement Offer. | 6 November 2014         |
| Normal trading of New Shares issued under the Entitlement Offer                   | 6 November 2014         |

*The timetable is subject to change and the Company reserves the right to withdraw or vary the timetable for the offer without notice. In particular, the Company in consultation with the underwriter reserves the right to extend the closing date for the Entitlement Offer, to accept late applications whether generally or in particular cases or to withdraw the Entitlement Offer without prior notice.*

On behalf of the Directors and Management I thank you for your ongoing support of the Company.

Yours sincerely,

Dr Michael Monsour  
**Chairman**