

11 August 2015

Isabella Wong
ASX Compliance Pty Ltd
20 Bridge St
SYDNEY NSW 2000

Dear Isabella

#### **RESPONSE TO APPENDIX 4C QUERY**

I refer to your letter dated 6 August 2015, regarding Invion Limited's Appendix 4C for the quarter ending 30 June 2015, and respond to your queries as follows:

1. It is possible to conclude on the basis of the information provided in the Appendix 4C that if the Company were to continue to expend cash at the rate for the quarter indicated by the Appendix 4C, the Company may not have sufficient cash to continue funding its operations. Does the Company expect that it will continue to have negative operating cash flows for the time being and, if not, why not?

The Company does not believe that the operating cash flows for the June 2015 quarter are indicative of expected levels of operating cashflow for the September or December quarters. The period January to June 2015 has, as forecast, been intensive in direct R&D spend related to the completion of two phase II clinical trials, and feasibility works for Invion's inhaled respiratory drug. The significant costs for these programs have now been incurred with only minimal forecast expense still to be incurred. As R&D accounts for the main operating cash outflow for the Company, it is expected that overall operating cashflows will decrease significantly in the current and next quarter.

2. Has the Company taken any steps, or does it propose to take any steps, to raise further cash to fund its operations and, if so, what are those steps and how likely does it believe that they will be successful?

Yes. The cash position of the Company is under constant review by the Board, and the Board is considering its options to ensure that cash resources are in place to see the Company through its forthcoming milestones. Business development activities continue to be geared towards maximising the potential commercial opportunities arising from the value of the Company's assets. The Company is due to report data in two phase II clinical trials in the current quarter. Results from either or both of these trials, if positive, should enable the Company to further realise the value of its assets by way of further equity raising to fund onward clinical development programs, the sale or out-license of one or all of the assets, or via the sale or merger of the Company.

3. Does the Company expect to be able to continue its operations and to meet its business objectives and, if so, on what basis?

Yes, on the basis on the information provided above.

4. Can the Company confirm that it is in compliance with Listing Rule 3.1 and that there is no information that should be given to ASX about its financial condition in accordance with that rule that has not already been released to the market?

The Company confirms that it is in compliance with Listing Rule 3.1 and that there is no information that should be given to ASX about its financial condition in accordance with that rule that has not already been released to the market.



The Company does not consider there is any further information that may be relevant to ASX forming an opinion on whether the Company is in compliance with Listing Rule 12.2.

For and on behalf of the Board of Invion Limited,

Yours sincerely

MELANIE FARRIS
Company Secretary



6 August 2015

Ms Melanie Farris Company Secretary Invion Limited c/-McCullough Robertson Lawyers Level 11, 66 Eagle Street Brisbane QLD 4000

By Email

Dear Ms Farris,

# Invion Limited (the "Company"): ASX Appendix 4C Query

I refer to the Company's quarterly report in the form of Appendix 4C for the period ended 30 June 2015, lodged with ASX Market Announcements Platform and released on Monday, 31 July 2015 (the "Appendix 4C").

ASX notes that the Company has reported:

- negative net operating cash flows for the quarter of \$4,351,000 and
- cash at the end of the quarter of \$2,285,000.

It is possible to conclude on the basis of the information provided in the Appendix 4C that if the Company were to continue to expend cash at the rate for the quarter indicated by the Appendix 4C, the Company may not have sufficient cash to continue funding its operations. In view of that, please respond to each of the following questions:

- 1. Does the Company expect that it will continue to have negative operating cash flows for the time being and, if not, why not?
- 2. Has the Company taken any steps, or does it propose to take any steps, to raise further cash to fund its operations and, if so, what are those steps and how likely does it believe that they will be successful?
- 3. Does the Company expect to be able to continue its operations and to meet its business objectives and, if so, on what basis?
- 4. Can the Company confirm that it is in compliance with Listing Rule 3.1 and that there is no information that should be given to ASX about its financial condition in accordance with that rule that has not already been released to the market?

Please also provide any other information that the Company considers may be relevant to ASX forming an opinion on whether the Company is in compliance with Listing Rule 12.2.

### When and where to send your response

This request is made under, and in accordance with Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by not later than **9.30 am A.E.S.T on Tuesday**, **11 August 2015**. If we do not have your response by then, ASX will have no choice but to consider suspending trading in the Company's securities under Listing Rule 17.3.



You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, the Company's obligation is to disclose the information "immediately". This may require the information to be disclosed before the deadline set out in the previous paragraph.

ASX reserves the right to release a copy of this letter and your response on the ASX Market Announcements Platform under Listing Rule 18.7A. Accordingly, your response should be in a form suitable for release to the market.

Your response should be sent to me by e-mail to isabella.wong@asx.com.au. It should <u>not</u> be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

# Listing Rule 3.1

Listing Rule 3.1 requires a listed entity to give ASX immediately any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities. Exceptions to this requirement are set out in Listing Rule 3.1A.

The obligation of the Entity to disclose information under Listing Rules 3.1 and 3.1A is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

In responding to this letter, you should have regard to the Entity's obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B.* 

# Trading halt

If you are unable to respond to this letter by the time specified above, you should discuss with us whether it is appropriate to request a trading halt in the Entity's securities under Listing Rule 17.1.

If you wish a trading halt, you must tell us:

- the reasons for the trading halt;
- how long you want the trading halt to last;
- the event you expect to happen that will end the trading halt;
- that you are not aware of any reason why the trading halt should not be granted; and
- any other information necessary to inform the market about the trading halt, or that we ask for.

We may require the request for a trading halt to be in writing. The trading halt cannot extend past the commencement of normal trading on the second day after the day on which it is granted.

You can find further information about trading halts in Guidance Note 16 Trading Halts & Voluntary Suspensions.

If you have any queries or concerns about any of the above, please contact me immediately.

Yours sincerely,

[Sent electronically without signature]

Isabella Wong

Adviser, Listings Compliance (Sydney)