

Fermiscan Holdings Limited ABN 51 000 689 725

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### ASX ANNOUNCEMENT

3 August 2011

Fermiscan Holdings Ltd ACN 000 689 725

### **ASX Code: FER**

#### **Capital Raising**

The Board of Fermiscan Holdings Limited (ASX: FER) (**"Fermiscan"** or **"the Company"**) is pleased to announce that it has signed a mandate with Capital Investment Partners for the placement of 571,428,571 ordinary fully paid shares (**Shares**) at \$0.0035 per Share to raise \$2,000,000. The Company has also agreed to issue a further 160,000,000 options exercisable at \$0.01 each on or before 31 December 2011 at an issue price of \$0.0005 each (**Options**), to raise an additional \$80,000. The placement will be made to sophisticated investors pursuant to section 708 of the Corporations Act.

The Company having received subscription sums amounting to \$262,500 has today allotted and issued 75,000,000 Shares under the Company's 15% placement capacity, as allowed under the ASX Listing Rules, with the balance of 496,428,571 Shares and 160,000,000 Options, to be issued upon and subject to shareholder approval.

The Company will shortly convene a meeting of shareholders to ratify and/or seek shareholder approval for the issue of the Shares and Options.

Funds raised from the issue will be applied to further the Company's Italian and French trials of the non-invasive diagnostic test for the detection of breast cancer, the identification of any potential new businesses and to provide working capital.

Attached to this announcement is an Appendix 3B in relation to the securities issued. Pursuant to section 708A(5)(e) of the Corporations Act, the Company gives notice that the securities were issued without disclosure to investors under Part 6D.2 of the Corporations Act in reliance on section 708A(5).

The Company as at the date of this announcement has complied with:

- a) The provisions of the Corporations Act as they apply to the Company; and
- b) Section 674 of the Corporations Act.

As at the date of this announcement, there is no excluded information for the purposes of section 708A(7) and (8) of the Corporations Act, required to be disclosed by the Company.

Robert Whitton Chairman

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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Fermiscan Holdings Limited

ABN

51 000 689 725

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

Fully paid ordinary shares

75,000,000

- 2 Number of \*securities issued or to be issued (if known) or maximum number which may be issued
- 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)

Fully paid ordinary shares in accordance with constitution

+ See chapter 19 for defined terms.

4	<ul> <li>Do the 'securities rank equally in all respects from the date of allotment with an existing 'class of quoted 'securities?</li> <li>If the additional securities do not rank equally, please state: <ul> <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> </li> </ul>	Rank equally with a ordinary shares on iss	ıll existing fully paid ue		
5	Issue price or consideration	\$0.0035 per share			
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Placement pursuant Corporations Act.	to Section 708 of the		
			·		
7	Dates of entering <sup>+</sup> securities into uncertificated holdings or despatch of certificates	2 August 2011			
		Number	+Class		
8	Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX ( <i>including</i> the securities in clause 2 if applicable)	657,375,995	Fully paid ordinary		

+ See chapter 19 for defined terms.

9 Number and <sup>+</sup>class of all <sup>+</sup>securities not quoted on ASX (*including* the securities in clause 2 if applicable)

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

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+Class

No dividend policy presently in place

Number

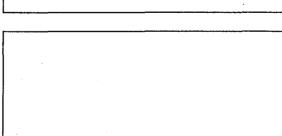
Nil

## Part 2 - Bonus issue or pro rata issue

- II Is security holder approval required?
- 12 Is the issue renounceable or nonrenounceable?
- 13 Ratio in which the <sup>+</sup>securities will be offered
- 14 \*Class of \*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?
- 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 issue documents

Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.

19 Closing date for receipt of acceptances or renunciations



+ See chapter 19 for defined terms.

# Appendix 3B New issue announcement

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 *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 applicable)	
30	How do <sup>+</sup> security holders sell their entitlements <i>in full</i> through a broker?	
31	How do <sup>+</sup> security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	

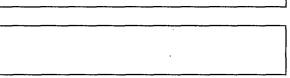
+ See chapter 19 for defined terms.

Appendix 3B Page 4

1/1/2003

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 \*securities are \*equity securities, the names of the 20 largest holders of the additional \*securities, and the number and percentage of additional \*securities held by those holders

36

If the \*securities are \*equity securities, a distribution schedule of the additional \*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 \*securities

+ See chapter 19 for defined terms.

1/1/2003

Appendix 3B Page 5

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

- 38 Number of securities for which <sup>+</sup>quotation is sought
- 39 Class of \*securities for which quotation is sought
- 40 Do the \*securities rank equally in all respects from the date of allotment 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
- 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	+Class	

Appendix 3B Page 6

1/1/2003

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

#### **Quotation agreement**

- <sup>1</sup> <sup>+</sup>Quotation of our additional <sup>+</sup>securities is in ASX's absolute discretion. ASX may quote the <sup>+</sup>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 <sup>+</sup>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.
  - 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 <sup>+</sup>quotation of the <sup>+</sup>securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

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Sign here:

4

(Director/Company secretary)

Date: ..3 August 2011.

Print name:

Robert Whitton

24/10/2005Appendix 3B Page 7

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