

Analytica Limited
ACN 006 464 866

SHARE PURCHASE PLAN

www.analvticamedical.com

The logo for Analytica features the word "ANALYTICA" in a bold, serif font. A horizontal line is positioned above the letters "A", "N", "A", and "L". A vertical line intersects this horizontal line at its right end, with a small black dot at the intersection point.

ANALYTICA

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Key Features of the SPP

Summary of offer

Offer Price	\$0.017 per New Share
Maximum number of New Shares to be issued under the SPP	167,500,000

Key dates

Record Date	7:00pm (Sydney time) on Thursday, 26 September 2013
Announcement of the SPP	Friday, 27 September 2013
Opening date of the SPP	Monday, 30 September 2013
Closing Date — last date for lodgement of Applications and payment of Application Money	5:00pm (Sydney time) on Thursday 31 October 2013
Issue and allotment of New Shares	Thursday 7th November 2013

Eligible Shareholders that wish to participate in the SPP are encouraged to subscribe for New Shares as soon as possible after the SPP opens. The above timetable is indicative only. The Company reserves the right, subject to the Corporations Act, and other applicable laws, to vary the dates of the SPP (including extending the SPP or accepting late applications) without notice.

SPP Terms and Conditions

1 Details of the SPP

1.1 SPP

Eligible Shareholders are invited to participate in a SPP.

Participation in the SPP is voluntary and not transferrable, which means that a right to participate in the SPP cannot be transferred to the third party.

1.2 Offer Price

The offer price per New Share is \$0.017, which represents a discount of approximately:

- (a) 15% to the last closing price; and
- (b) 17.2% to the volume weighted average price of 2.054 cents over the 5 days on which sales of securities were recorded during the period 16th September 2013 until 26th September 2013.

Shareholders should be aware that the market price of the Company's shares may rise or fall between the date of this offer and the date when New Shares are allotted and issued. Any such rise or fall will not affect the price of New Shares under this SPP. Shareholders should obtain independent investment advice in relation to the SPP and consider the effect of price movements on their individual circumstances.

1.3 Applications may be scaled back

The maximum number of New Shares offered under the SPP is 167,500,000. The Company reserves the right (in its absolute discretion) to scale back Applications.

If there is a scale back, Eligible Shareholders may receive less than the parcel of New Shares for which they applied. If a scale back produces a fractional number of New Shares when applied to a parcel, the number of New Shares will be rounded up to the nearest whole number of New Shares.

In the event of a scale back, the difference between the Application Money received, and the number of New Shares allotted to an Eligible Shareholder multiplied by the Offer Price, will be refunded to the Eligible Shareholder without interest following allotment of the New Shares.

1.4 Fees and commissions

There are no amounts payable by Shareholders in respect of the New Shares under this offer information Statement whether by way of fee, commission or charge.

1.5 Eligible Shareholders

The SPP contains an offer of New Shares to Eligible Shareholders only. Eligible Shareholders are those holders of Shares who:

- (a) are registered as a holder of Shares on the Record Date;
- (b) have a registered address in Australia and New Zealand; and
- (c) are eligible under all applicable securities laws to receive an offer under the SPP.

Shareholders that are not Eligible Shareholders are Ineligible Shareholders.

1.6 Participation by Eligible Shareholders

The amount an Eligible Shareholder can invest under the SPP is limited. The Application Form specifies parcels of a particular value of New Shares for which applications may be made. An Eligible Shareholders may only apply for one of the specified number of Shares below:

Offer	Number of New Shares Offered	Total amount payable
A	29,411	\$500
B	58,823	\$1,000
C	88,235	\$1,500
D	117,647	\$2,000
E	147,058	\$2,500
F	294,117	\$5,000
G	588,235	\$10,000
H	882,352	\$15,000

If you make a payment for a parcel of New Shares which is:

- (a) in excess of the amount specified for that parcel - the Company will refund any Application Money without interest; or
- (b) less than the amount specified for that parcel – the Company may, in its absolute discretion, round down the dollar amount of New Shares an Eligible Shareholder is applying for to the next lowest parcel and refund any excess Application Money without interest.

If the amount received is less than \$500, the Company will not allot any New Shares to the Eligible Shareholder and the money received will be refunded without interest.

Please see section 2 for further details on how to participate in the SPP.

1.7 Effect of the SPP on the Company's capital structure

The principal effect of the SPP on the Company's capital structure will be to increase the total number of issued Shares. The capital structure of the Company following the issue of the New Shares in connection with the SPP is expected to be as follows:

Shares on issue on announcement of the SPP	559,988,815
Maximum New Shares to be issued under the SPP	167,500,000
Potential Shares on issue after the SPP	Up to 727,488,815

This table is indicative and has been prepared for illustrative purposes only. Shareholders should be aware that the actual number of New Shares issued may differ from this table.

1.8 Application of funds

Funds raised will be used to fund

1. PeriCoach System Commercialisation
 - a) fund the production of the first batch of PeriCoach devices and software,
 - b) fund validation and field usability trials,

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- c) complete market readiness of the PeriCoach,
 - d) initiate the marketing campaign and launch of the PeriCoach
2. AutoStart® Infusion System
- a) continue AutoStart Infusion System regulatory approval in Taiwan.
 - b) continue negotiations for AutoStart Infusion System distribution in Brazil.
 - c) support marketing in Australia of the AutoStart Infusion System.
3. Continuing Research and Development
- a) develop additional functionality for the PeriCoach system and enter markets in addition to female urinary stress incontinence,
 - b) commercialise the neurology and rehabilitation stimulator device currently in development,
 - c) pursue novel enhancements to the AutoStart Infusion System.

1.9 Withdrawal of SPP

The Board reserves the right to withdraw all or part of the SPP at any time before the issue of New Shares, in which case the Company will refund Application Money without payment of interest.

1.10 No cooling off rights

Cooling off rights do not apply to an investment in New Shares. You cannot withdraw your Application or payment once it has been accepted, except as allowed by law.

1.11 Opening and Closing Date for applications

The SPP opens for acceptances on Monday, 30 September 2013 and all Applications and payments of Application Money must be received by no later than 5:00pm (Sydney time) on Thursday, 31 October 2013, subject to the any variation of the Closing Date by the Directors.

1.12 Allotment of New Shares

It is expected that allotment of the New Shares will take place as soon as practicable after the Closing Date. It is expected that the New Shares will be allotted no later than 4 November 2013. However, if the Closing Date is extended, the date for allotment may also be extended.

1.13 Share rights

The New Shares issued under the SPP will be fully paid ordinary shares in the capital of the Company and will rank equally with ordinary shares in the Company currently on issue.

1.14 Shortfall Shares

Patersons Securities Limited have agreed to underwrite the SPP by agreeing to take up (or have the sub-underwriters take up) any Shortfall Shares up to an aggregate amount of \$1.8 million, subject to the terms of the Underwriting Agreement.

The directors have each agreed to partially sub-underwrite the SPP, with their participation as sub-underwriters being subject to shareholder approval.

1.15 Underwriting Fees

Under the Underwriting Agreement, Patersons Securities Limited (**Patersons**) will receive a management fee of 1% of the gross amount raised under the SPP and an underwriting fee of 5% of the gross amount underwritten by Patersons.

2 How to apply

2.1 If you wish to apply for New Shares

If you wish to apply for New Shares under the SPP, please do one of the following:

Either:

Payment by cheque or bank draft

If you are paying for your New Shares by cheque, bank cheque or bank draft, complete and return the Application Form with your payment.

You must ensure that your cheque account has sufficient funds to cover your payment, as your cheque will be presented for payment on receipt. If your bank dishonours your cheque your application will be rejected. The Company will not re-present any dishonoured cheques.

Your cheque, bank cheque or bank draft must be paid in Australian currency. Your payment must be for the full amount required to pay for the New Shares applied for. Payments in cash will not be accepted.

Cheques must be made payable to '**Analytica Limited**' and crossed 'Not Negotiable'.

The Share Registry must receive your completed Application Form together with full payment for the number of New Shares for which you are applying by no later than **5:00pm (Sydney time) on 31 October 2013**.

or:

Pay by BPAY®

If you are paying for your New Shares by BPAY®, please refer to your personalised instructions on your Application Form. Please note that should you choose to pay by BPAY® you do not need to complete or return the Application Form, but are taken to have made the declarations on that personalised Application Form.

When completing your BPAY® payment, please make sure to use the specific Biller Code and unique reference number provided on your personalised Application Form.

You should be aware that your own financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment. It is your responsibility to ensure that funds submitted through BPAY® are received by **5:00pm (Sydney time) on 31 October 2013**.

2.2 Acceptance of the SPP

By the Company receiving your Application, in the form of either your personalised Application Form with the requisite Application Money or you making a payment of the Application Money by BPAY®, you:

- (a) agree to be bound by the Terms and Conditions and the provisions of the Company's Constitution;
- (b) authorise the Company to register you as the holder(s) of the New Shares allotted to you;
- (c) declare that all details and statements made in your personalised Application Form are complete and accurate;

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- (d) declare that you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the SPP;
 - (e) acknowledge that once the Company receives your Application, you may not withdraw it except as allowed by law;
 - (f) agree to apply for, and be issued with up to, the number of New Shares that your payment of Application Money will pay for at the Offer Price;
 - (g) authorise the Company and its officers or agents to do anything on your behalf necessary for the New Shares to be issued to you, including to act on instructions of the Share Registry upon using the contact details set out in your Application Form;
 - (h) declare that you were the registered holder(s) at the Record Date of the Shares indicated on the Application Form as being held by you on the Record Date;
 - (i) represent that the aggregate of the application amount for the New Shares the subject of an Application and the application amount for any other Shares in the Company applied for under the SPP or any other similar arrangement in the last 12 months does not exceed \$15,000;
 - (j) acknowledge and accept the risk that the market price of the Shares may fall between the date on which the Application is submitted and the date the New Shares are issued and allocated;
 - (k) represent and acknowledge that the Company and its Board are not liable for any exercise of its discretions referred to in these Terms and Conditions;
 - (l) represent and warrant that the law of any place (other than Australia) does not prohibit you from making an Application for New Shares; and
 - (m) represent and warrant that you are an Eligible Shareholder and have read and understood these Terms and Conditions and the Application Form, and that you acknowledge the matters, and make the warranties and representations and agreements contained in this document and the Application Form.

2.3 Joint Eligible Shareholders

Joint Eligible Shareholders are considered to be a single registered holding for the purpose of the SPP and the joint holders are entitled to participate in the SPP in respect of that single holding. If an Eligible Shareholder is a joint holder and also has a separate holding in their individual name, they may only apply for the maximum value of \$15,000 worth of shares between the joint and individual holdings.

2.4 Custodians, Trustees and Nominees

If you are an Eligible Shareholder and hold Shares as a custodian (as defined in ASIC Class Order 09/425 (refer below) (**Custodian**) or in any more specific ASIC relief granted to the Company in relation to the SPP), you may apply for up to the maximum of new Shares for each beneficiary for whom you act as custodian provided you annexe to your SPP application form (**Application Form**) a certificate to the Company (**Custodian Certificate**) with the following information:

- (a) that you held Shares in the Company on behalf of one or more other persons who are resident in Australia or New Zealand (each a **Participating Beneficiary**) at 7:00pm (Sydney time) on **Thursday, 26 September 2013** who have subsequently instructed you to apply for Shares under the SPP on their behalf;
- (b) the number of Participating Beneficiaries and their names and addresses;

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- (c) the number of Shares that you hold on behalf of each Participating Beneficiary;
 - (d) the dollar amount of Shares that each Participating Beneficiary has instructed you, either directly or indirectly through another custodian, to apply for on their behalf;
 - (e) that the application price for Shares applied under the offer for each Participating Beneficiary for whom you act plus the application price for any other Shares issued to you as custodian for that Participating Beneficiary under any arrangement similar to the Plan in the prior 12 months does not exceed \$15,000;
 - (f) that a copy of the written offer document was given to each beneficiary; and
 - (g) where you hold shares on behalf of a beneficiary indirectly, through one or more interposed custodians, the name and address of each interposed custodian.

For the purposes of ASIC Class Order 09/425 you are a 'custodian' if you are a registered holder that:

- (a) holds an Australian financial services licence that allows you to perform custodian or depositary services or operate IDPS accounts;
- (b) is exempt from holding an Australian financial services licence by virtue of Class Order 03/184 or by relying on the Australian financial services licence of your master custodian under regulation 7.1.06(k) of the *Corporations Regulations 2001*;
- (c) is a trustee of a self managed superannuation fund;
- (d) is a trustee of superannuation master trusts;
- (e) is a responsible entity of IDPS like schemes;
- (f) is noted on the Company's register of members as holding the shares on account of another person.

If you hold Shares as a trustee or nominee for another person or persons but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings (above) apply.

Custodians should request a Custodian Certificate when making an application on behalf of Participating Beneficiaries. To request a Custodian Certificate and if you would like further information on how to apply, you should contact the Company's Share Registry.

The Company reserves the right to reject any application for Shares to the extent it considers that the application (whether alone or in conjunction with other applications) does not comply with these requirements. The Company reserves the right to reject applications in accordance with these Terms and Conditions.

2.5 Address details

Completed Applications (including payment of Application Money) should be forwarded by mail to the following address:

Link Market Services Limited
Locked Bag 3415
Brisbane QLD 4001

If you would like further information you can contact your stockbroker, accountant or other professional adviser.

2.6 If you do not wish to participate in the SPP

If you do not wish to participate in the SPP you should do nothing.

The offer to participate in the SPP is non-renounceable by Eligible Shareholders. This means that you cannot transfer your right to purchase New Shares to any other person. Shareholders who do not participate will have their percentage shareholding in the Company reduced as a result of the issue of New Shares to participating Shareholders.

3 Additional information

3.1 ASIC relief

The offer of Shares under the SPP is an offer of continuously quoted securities (as defined in the Corporations Act) of the Company and has been prepared in accordance with ASIC Class Order 09/425 and the Corporations Act. In broad terms, ASIC Class Order 09/425 relates to SPP offers that do not require the provision of a prospectus or other disclosure document.

Accordingly, the level of disclosure in this document is significantly less than that required in a prospectus or other disclosure document. Eligible Shareholders should therefore rely upon their own knowledge of the Company, refer to disclosures made by it to the ASX, and refer to their professional advisers before deciding whether to participate in the SPP.

3.2 Administration of the SPP

The SPP is administered by the Board which may determine in any manner it thinks fit, any interpretation, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP whether generally or in relation to any particular shareholder. The determination of the Board will be conclusive and binding. The Company, Board and its employees will not be held responsible or liable for any error or omission which occurs in the administration of the SPP.

3.3 Variation of the SPP

The Board reserves the right to withdraw this SPP and any offer under it at any time prior to the allotment of Shares (in which case all application monies will be refunded without interest), to waive strict compliance with any provision of these Terms and Conditions, to amend or vary these Terms and Conditions and to suspend or terminate the SPP at any time.

3.4 Authorisation

No person is authorised to give any information or make any representations in connection with this SPP other than as contained in this document. Any information or representation in connection with the SPP not contained in this document is not, and may not be relied on as having been, authorised by the Company (or any of its officers).

3.5 Governing law

The SPP and the contracts formed on acceptance of applications are governed by the laws applicable in Queensland, Australia. Interpretation

Some capitalised words and expressions used in this offer Information Statement have meanings which are explained in section 4.

4 Definitions

Application	An application for New Shares under the SPP made in accordance with the instructions on the accompanying Application Form
Application Form	The personalised application form accompanying this document
Application Money	The payment of the Offer Price under the SPP submitted by an Eligible Shareholder for the purposes of making an Application.
ASIC	The Australian Securities and Investments Commission
Board	The board of Directors
Closing Date	5:00pm (Sydney time) on Thursday, 31 October 2013
Company	Analytica Limited ACN 006 646 866
Constitution	The constitution of the Company as amended from time to time
Corporations Act	<i>Corporations Act 2001</i> (Cth) (Australia)
Director	A Director of the Company
Eligible Shareholder	The meaning stated in section 1.5
Ineligible Shareholder	A Shareholder who is not an Eligible Shareholder
New Shares	Shares issued under the SPP
Offer Price	\$0.017 per New Share
Record Date	7:00pm (Sydney time) on Thursday, 26 September 2013
Register	The register of Shareholders required to be kept under the Corporations Act
Share	A fully paid ordinary share in the Company
Shortfall Shares	Those Shares available for purchase under the SPP not accepted by Shareholders
SPP	The offer of New Shares in accordance with the Terms and Conditions of this document
Share Registry	Link Market Services Limited
Shareholder	A holder of Shares
Terms and Conditions	The terms and conditions under which the offer in respect of the SPP is being made.
Underwriting Agreement	The agreement between the Company and Patersons Securities Limited underwriting the SPP for up to \$1.8 million.

SRN/HIN:

Entitlement Number:

Record Date: 26 September 2013

Offer Opens: 30 September 2013

Issue Price per Share: \$0.017

Offer Closes 5:00pm (AEDT):	31 October 2013
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SHARE PURCHASE PLAN ("SPP") APPLICATION FORM

How do I apply for Shares under this offer?

- Carefully read the SPP Terms and Conditions accompanying this form.
- Decide on the amount you wish to apply for.
- Pay for the Shares in accordance with the instructions outlined in the Terms and Conditions Booklet and further important instructions on the reverse of this form.
 - Option 1: Paying by BPAY®.
 - Option 2: Paying by Cheque, Bank Draft or Money Order.
- Payments must be in Australian dollars.

PAYMENT OPTIONS

Option 1: Paying by BPAY®

If paying by BPAY®, you do **NOT** need to complete or return the Acceptance Slip attached to this Application Form below. Payment must be received by the Registry by BPAY® by 5:00pm (AEDT) on 31 October 2013. By paying by BPAY®, you will be deemed to have completed an Application Form for the number of Shares the subject of your Application Payment.

If you make a payment by BPAY® and Analytica Limited receives an amount which is not equal to either \$500, \$1,000, \$1,500, \$2,000, \$2,500, \$5,000, \$10,000 and \$15,000, Analytica Limited may round down the number of Shares that you are applying for to the next lowest parcel at their discretion. Your payment must be for a minimum of \$500.



Billers Code: 63768

Ref:

Telephone & Internet Banking – BPAY®

Contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account.
More info: www.bpay.com.au

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Option 2: Paying by Cheque, Bank Draft or Money Order

If paying by cheque, bank draft or money order, complete and return the Acceptance Slip attached to this Application Form with your Application Payment.

- Tick the box beside the amount you wish to apply for, either \$500, \$1,000, \$1,500, \$2,000, \$2,500, \$5,000, \$10,000 and \$15,000.
- Enter your cheque, bank draft or money order details. The amount of your Application Payment should be equal to the amount applied for in section A of the Acceptance Slip. Cheques, bank drafts or money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to "Analytica Limited" and crossed "Not Negotiable". Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. If you provide a cheque, bank draft or money order for an amount that is not equal to either \$500, \$1,000, \$1,500, \$2,000, \$2,500, \$5,000, \$10,000 and \$15,000, Analytica Limited may round down the number of Shares that you are applying for to the next lowest parcel at their discretion. Your payment must be for a minimum of \$500.
- Enter your contact telephone number at which we may contact you regarding your application for Shares, if necessary.

THIS IS A PERSONALISED FORM FOR THE SOLE USE OF THE SHAREHOLDER AND HOLDING RECORDED ABOVE.

Please detach and enclose with payment



SRN/HIN:

Entitlement Number:

A I/we wish to purchase a parcel of Shares to the dollar amount of (tick one box only):

- | | | | | | | | | | |
|--|----|---|----|---|----|--|----|--|----|
| <input type="checkbox"/> 29,411 Shares
\$500 | OR | <input type="checkbox"/> 58,823 Shares
\$1,000 | OR | <input type="checkbox"/> 88,235 Shares
\$1,500 | OR | <input type="checkbox"/> 117,647 Shares
\$2,000 | OR | <input type="checkbox"/> 147,058 Shares
\$2,500 | OR |
| <input type="checkbox"/> 294,117 Shares
\$5,000 | OR | <input type="checkbox"/> 588,235 Shares
\$10,000 | OR | <input type="checkbox"/> 882,352 Shares
\$15,000 | | | | | |

B Make your cheque, bank draft or money order payable to "Analytica Limited" and crossed "Not Negotiable"

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	\$ <input type="text"/> .00

C Telephone Number – Business Hours Telephone Number – After Hours Contact Name

<input type="text"/>	<input type="text"/>	<input type="text"/>
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IMPORTANT INFORMATION

1. This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this Application Form, please consult a professional adviser.
2. If you do not wish to purchase additional Shares under this SPP, there is no need to take action.
3. Please ensure you have read and understood the SPP Terms and Conditions and this Important Information, before you make the Application Payment by BPAY® or you submit your Acceptance Slip with your Application Payment.
4. This SPP is non-renounceable. Applications can only be accepted in the name printed on the Application Form.
5. If you are a custodian, trustee or nominee within the definition of "custodian" in ASIC Class Order [CO 09/425] you must complete and submit an additional Schedule that contains additional certifications and details that must be provided ("the Schedule") before your Application will be received. The Schedule can be obtained by contacting the Analytica Limited SPP Offer Information Line. Applications received by custodians that are not accompanied by the Schedule will be rejected.
6. For applicants that are not required to complete the Schedule, by submitting the Acceptance Slip (with a cheque, bank draft or money order) or making payment by BPAY®, you certify that the aggregate of the Application Payment paid by you for:
 - the parcel of New Shares indicated on this Application Form or BPAY® payment; and
 - any other Shares applied for by you, or which you have instructed a Custodian to acquire on your behalf under the SPP or any other similar arrangement in the 12 months prior to the date of submission of the Acceptance Slip or payment by BPAY® does not exceed \$15,000.
7. Analytica Limited reserves the right to make amendments to this Application Form where appropriate.
8. Applicants are not assured of receiving the Shares for which they have applied as Analytica Limited may scaleback applications in its discretion.

How to Lodge your Acceptance Slip and Application Payment

A reply paid envelope is enclosed for you to return your Acceptance Slip and Application Payment. No postage stamp is required if it is posted in Australia.

Acceptance Slip and the payment for New Shares must be received by the Registry no later than the closing date shown overleaf. If paying by BPAY® you do not need to complete or return the Application Form. You should check the processing cut off-time for BPAY® transactions with your bank, credit union or building society to ensure your payment will be received by the Registry by the close of the offer.

Mailing Address

Analytica Limited
C/- Link Market Services Limited
Locked Bag 3415
Brisbane QLD 4001

or

Hand Delivery

Analytica Limited
C/- Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138 **(Please do not use this address for mailing purposes)**

Make sure you send your Acceptance Slip and Application Payment allowing enough time for mail delivery, so Link Market Services Limited receives them no later than 5:00pm (AEDT) on 31 October 2013. Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. Analytica Limited reserves the right not to process any Acceptance Slips and Application Payments received after the Closing Date.

If you require information on how to complete this Acceptance Slip please contact Bryan Dulhunty Company Secretary on 0433 217 876.