



# Proteomics International

LABORATORIES LTD

ASX/Media Release

25 November 2019

ASX code: PIQ

## Completion of Placement

Medical technology company Proteomics International Laboratories Ltd (Proteomics International; ASX: PIQ) advises that further to the ASX announcement of 15 November 2019, the Company has today completed the \$3.0 million placement to new and existing institutional, family office, sophisticated and professional investors (**Placement**).

The Company has issued 10,858,140 fully paid ordinary shares (**Shares**) at an issue price of \$0.28 per Share pursuant to the Placement. The Shares were issued utilising the Company's 15% placement capacity under Listing Rule 7.1.

Alto Capital acted as Lead Manager and Adelaide Equity Partners acted as Corporate Advisor to the Placement and are due to receive 3,040,279 options exercisable at \$0.50 per option, with an expiry date of 3 years from date of issue (**Corporate Advisory Options**). The issue of Corporate Advisory Options will be put to shareholder approval at an extraordinary general meeting to be held in the 2020 calendar year at which time the Company will also refresh its placement capacity.

An Appendix 3B applying for quotation of the Shares follows this announcement.

### Secondary Trading Notice Pursuant to Paragraph 708A(5)(e) of the Corporations Act 2001 ("Act")

The Act restricts the on-sale of securities issued without disclosure, unless the sale is exempt under section 708 or 708A of the Act. By giving this notice, a sale of the Shares noted above will fall within the exemption in section 708A(5) of the Act.

The Company hereby notifies ASX under paragraph 708A(5)(e) of the Act that:

- (a) the Company issued the Shares without disclosure to investors under Part 6D.2 of the Act;
- (b) as at the date of this Notice, the Company has complied with the provisions of Chapter 2M of the Act as they apply to the Company, and section 674 of the Act; and
- (c) as at the date of this Notice, there is no information:
  - i. that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
  - II. that investors and their professional advisers would reasonably require for the purposes of making an informed assessment of:
    - a. the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
    - b. the rights and liabilities attaching to the relevant Shares.

Authorised by:

Karen Logan  
*Company Secretary*

**Proteomics International Laboratories Ltd**

ABN 78 169 979 971

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**About Proteomics International Laboratories (PILL) ([www.proteomicsinternational.com](http://www.proteomicsinternational.com))**

Proteomics International (Perth, Western Australia) is a wholly owned subsidiary and trading name of PILL (ASX: PIQ), a medical technology company at the forefront of predictive diagnostics and bio-analytical services. The company specialises in the area of proteomics – the industrial scale study of the structure and function of proteins. It received the world's first ISO 17025 laboratory accreditation for proteomics services, and operates from state-of-the-art facilities located on Perth's QEII Medical Campus. The Company's business model uses its proprietary technology platform across three integrated areas of diagnostics, drug discovery and analytical services.

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, 04/03/13

Name of entity

**Proteomics International Laboratories Ltd**

ABN

**78 169 979 971**

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 ( <b>Shares</b> ) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | 10,858,140 Shares.                           |
| 3 | Principal terms of the +securities (e.g. 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.                  |

+ See chapter 19 for defined terms.

## Appendix 3B

### New issue announcement

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|    |   |   |
|----|---|---|
| 4  | <p>Do the +securities rank equally in all respects from the +issue date 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> | Yes.  |
| 5  | Issue price or consideration  | \$0.28 per Share.   |
| 6  | Purpose of the issue<br>(If issued as consideration for the acquisition of assets, clearly identify those assets)   | Funds from the Placement will be used to fund the advancement of the commercialisation of PromarkerD, for the provision of analytical services and development of IP, for working capital and general corporate purposes. |
| 6a | <p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the +securities the subject of this Appendix 3B</i>, and comply with section 6i</p>   | No.   |
| 6b | The date the security holder resolution under rule 7.1A was passed  | Not applicable.   |
| 6c | Number of +securities issued without security holder approval under rule 7.1  | 10,858,140 Shares   |
| 6d | Number of +securities issued with security holder approval under rule 7.1A  | Nil.  |

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+ See chapter 19 for defined terms.

|    |   |   |                             |
|----|---|---|-----------------------------|
| 6e | Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)   | Nil.                                    |                             |
| 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.  | Not applicable.                         |                             |
| 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  | Not applicable.                         |                             |
| 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  | 7.1: 1,295,270<br>7.1A: Not applicable. |                             |
| 7  | +Issue dates<br><br>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.<br><br>Cross reference: item 33 of Appendix 3B. | 25 November 2019                        |                             |
| 8  | Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)   | Number                                  | +Class                      |
|    |   | 91,880,875                              | Fully paid ordinary shares. |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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|    |   |                 |  |
|----|---|-----------------|--|
| 9  | Number and <sup>+</sup> class of all <sup>+</sup> securities not quoted on ASX (including the <sup>+</sup> securities in section 2 if applicable) | Number          | <sup>+</sup> Class   |
|    |   | 500,000         | Consultant Options exercisable at \$0.35 each on or before 8 March 2020            |
|    |   | 1,100,000       | Employee Options exercisable at \$0.30 each on or before 31 May 2020               |
|    |   | 400,000         | Director A Options exercisable at \$0.50 per option on or before 22 November 2021. |
|    |   | 400,000         | Director B Options exercisable at \$0.67 per option on or before 22 November 2022. |
| 10 | Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)  | Not applicable. |  |

## **Part 2 - Pro rata issue**

*Questions 11 to 33 – Not Applicable*

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

## Part 3 - Quotation of securities

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

34 Type of <sup>+</sup>securities  
(tick one)

(a) ☒ <sup>+</sup>Securities described in Part 1

(b) ☐ All other <sup>+</sup>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

*Questions 35 to 37 - Not Applicable*

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

*Questions 38 to 42 - Not Applicable.*

#### Quotation agreement

1 <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 <sup>+</sup>securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those <sup>+</sup>securities should not be granted <sup>+</sup>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 <sup>+</sup>securities to be quoted and that no-one has any right to return any <sup>+</sup>securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the <sup>+</sup>securities be quoted.

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

**Appendix 3B**  
**New issue announcement**

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- 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 is not available now, we 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: .....  ..... Date: **25 November 2019**  
**Company Secretary**

Print name: **Karen Logan**

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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 Amended 04/03/13

### 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 the +issue date or date of agreement to issue   | 80,211,965  |
| <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> </ul> | 700,000 <ul style="list-style-type: none"> <li>100,000 fully paid ordinary shares issued 3 December 2018, exception 4.</li> <li>100,000 fully paid ordinary shares issued 15 January 2019, exception 4.</li> <li>100,000 fully paid ordinary shares issued 4 February 2019, exception 4.</li> <li>75,000 fully paid ordinary shares issued 23 May 2019, exception 4.</li> <li>100,000 fully paid ordinary shares issued 26 June 2019, exception 4</li> <li>225,000 fully paid ordinary shares issued 4 November 2019, exception 4.</li> </ul> |
| <ul style="list-style-type: none"> <li>Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li> </ul>                                | 110,770   |
| <ul style="list-style-type: none"> <li>Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul>   | <ul style="list-style-type: none"> <li>110,770 fully paid ordinary shares issued 1 October 2019, approved at the AGM held on 22 November 2018.</li> </ul>   |

+ See chapter 19 for defined terms.

**Appendix 3B**  
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|   |   |
|---|---|
| <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</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>   |   |
| <b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period   | Nil   |
| <b>“A”</b>  | 81,022,835  |
| <b>Step 2: Calculate 15% of “A”</b>   |   |
| <b>“B”</b>  | 0.15<br><i>[Note: this value cannot be changed]</i>               |
| <b>Multiply</b> “A” by 0.15   | 12,153,410  |
| <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> | 10,858,140 fully paid ordinary shares issued on 25 November 2019. |
| <b>“C”</b>  | 10,858,140  |
| <b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>   |   |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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|  |   |
|--|---|
| <b>"A" x 0.15</b><br><i>Note: number must be same as shown in Step 2</i>   | 12,153,410  |
| <b>Subtract "C"</b><br><i>Note: number must be same as shown in Step 3</i> | 10,858,140  |
| <b>Total</b> ["A" x 0.15] – "C"  | 1,295,270<br><i>[Note: this is the remaining placement capacity under rule 7.1]</i> |

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+ 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><br><br><i>Note: number must be same as shown in Step 1 of Part 1</i>  | Not applicable  |
| <b>Step 2: Calculate 10% of “A”</b>  |   |
| <b>“D”</b>   | 0.10<br><br><i>Note: this value cannot be changed</i> |
| <b>Multiply “A” by 0.10</b>  | Not applicable  |
| <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 <sup>+</sup> equity securities issued or agreed to be issued in that 12 month period under rule 7.1A<br><br><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> | Not applicable  |
| <b>“E”</b>   | Not applicable  |

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<sup>+</sup> 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> |   |
|--|---|
| <b>“A” x 0.10</b><br><br><i>Note: number must be same as shown in Step 2</i>                           | Not applicable  |
| <b>Subtract “E”</b><br><br><i>Note: number must be same as shown in Step 3</i>                         | Not applicable  |
| <b>Total [“A” x 0.10] – “E”</b>  | Not applicable<br><br><i>Note: this is the remaining placement capacity under rule 7.1A</i> |

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+ See chapter 19 for defined terms.