

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

Name of entity

Unilife Corporation

ARBN

141 042 757

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 | Common shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 1,328,007 common shares |
| 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) | Issue of common shares through ATM facility |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

4	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?	Yes
	<p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • 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 	
5	Issue price or consideration	US\$4,594,466 gross proceeds i.e. US\$3.46 per common share (\$4,456,632 net proceeds)
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Working capital
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	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	Not applicable

+ See chapter 19 for defined terms.

6d	Number of +securities issued with security holder approval under rule 7.1A	Not applicable							
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not applicable							
6f	Number of securities issued under an exception in rule 7.2	Not applicable							
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	Not applicable							
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	22 to 25 May 2013							
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	<table border="1" style="width: 100%;"> <thead> <tr> <th style="text-align: left;">Number</th> <th style="text-align: left;">+Class</th> </tr> </thead> <tbody> <tr> <td>Number of CDIs quoted as at 28 May was 264,647,424</td> <td></td> </tr> <tr> <td>521,279,592 CDIs would be quoted if all common stock was held as CDIs (excludes restricted stock, treasury and phantom stock)</td> <td></td> </tr> </tbody> </table>	Number	+Class	Number of CDIs quoted as at 28 May was 264,647,424		521,279,592 CDIs would be quoted if all common stock was held as CDIs (excludes restricted stock, treasury and phantom stock)		
Number	+Class								
Number of CDIs quoted as at 28 May was 264,647,424									
521,279,592 CDIs would be quoted if all common stock was held as CDIs (excludes restricted stock, treasury and phantom stock)									

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	Number	+Class	
9	Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	<p>42,772,028 shares of common stock as at 28 May 2013</p> <p>1,550,003 options (over 1,550,003 shares of common stock or 9,300,018 CDIs)</p> <p>4,588,000 options (over 4,588,000 shares of common stock or 27,528,000 CDIs)</p> <p>3,187,938 unlisted options (over 3,187,938 shares of common stock or 19,127,628 CDIs)</p> <p>5,583,978 shares of restricted stock</p> <p>1 unlisted warrant (over 100,000 shares of common stock or 600,000 CDIs)</p> <p>28,670 shares of common stock</p> <p>90,000 phantom stock units</p>	<p>Common stock on issue (excludes restricted stock)</p> <p>Unlisted options issued under the Unilife Corporation Employee Stock Option Plan</p> <p>Unlisted options issued under the Unilife Corporation 2009 Stock Incentive Plan</p> <p>Unlisted options</p> <p>Shares of restricted stock issued under the Unilife Corporation 2009 Stock Incentive Plan</p> <p>Unlisted warrant</p> <p>Treasury stock held by the Company</p> <p>Phantom stock units</p>
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not applicable	

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	Not applicable
12	Is the issue renounceable or non-renounceable?	Not applicable
13	Ratio in which the +securities will be offered	Not applicable
14	+Class of +securities to which the offer relates	Not applicable
15	+Record date to determine entitlements	Not applicable
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not applicable

+ See chapter 19 for defined terms.

17	Policy for deciding entitlements in relation to fractions	Not applicable
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.	Not applicable
19	Closing date for receipt of acceptances or renunciations	Not applicable
20	Names of any underwriters	Not applicable
21	Amount of any underwriting fee or commission	Not applicable
22	Names of any brokers to the issue	Not applicable
23	Fee or commission payable to the broker to the issue	Not applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	Not applicable
25	If the issue is contingent on +security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	Not applicable
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	Not applicable
28	Date rights trading will begin (if applicable)	Not applicable

+ See chapter 19 for defined terms.

Appendix 3B New issue announcement

- | | | |
|----|--|----------------|
| 29 | Date rights trading will end (if applicable) | Not applicable |
| 30 | How do +security holders sell their entitlements <i>in full</i> through a broker? | Not applicable |
| 31 | How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance? | Not applicable |
| 32 | How do +security holders dispose of their entitlements (except by sale through a broker)? | Not applicable |
| 33 | +Despatch date | Not applicable |

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

+ See chapter 19 for defined terms.

- 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

Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought Not applicable

39 Class of +securities for which quotation is sought Not applicable

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

Not applicable

41 Reason for request for quotation now Not applicable

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	Number	+Class
42	Number and +class of all +securities quoted on ASX (including the securities in clause 38)	

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +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 +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.

4 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 +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.

+ See chapter 19 for defined terms.



Sign here:

Date: 29 May 2013

Print name: Alan Shortall (Director)

== == == == ==

+ See chapter 19 for defined terms.

29 May 2013

Manager of Company Announcements
ASX Limited
Level 6
20 Bridge Street
SYDNEY NSW 2000

Dear Sir:

SECTION 708A CLEANSING NOTICE

Between 22 May 2013 and 25 May 2013, Unilife Corporation (**Unilife**) issued or agreed to issue a total of 1,328,007 shares of common stock (**Shares**) (which may be converted into CHES Depositary Interests (**CDIs**) at any time at the election of the holder of the Shares) at an average price of US\$3.46 per Share, pursuant to the Controlled Equity Offering Sales Agreement entered into between Unilife and Cantor Fitzgerald & Co (the terms of which were announced to the market on 5 October 2012) (**Transaction**).

The Corporations Act 2001 (Cth) (**Act**) restricts the offer for sale of securities without a disclosure document unless the relevant sale satisfies an exemption as set out in section 708 or 708A of the Act. Accordingly, Unilife seeks to rely on an exemption in section 708A of the Act (as modified by ASIC Instrument [12-1740] dated 17 December 2012 (**Instrument**)) with respect to the sale of any CDIs which are issued on conversion of the Shares issued pursuant to the Transaction.

As of 29 May 2013, Unilife gives notice under section 708A(5)(e) (as modified by the Instrument) that:

- (a) Unilife issued the Shares under the Transaction without a disclosure document under Part 6D.2 of the Act;
- (b) Unilife has complied with the requirements of section 601CK of the Act and the financial reporting laws of the kind set out in Chapter 2M which apply to Unilife in its place of origin;
- (c) Unilife has complied with the requirements of section 674 of the Act;
- (d) Unilife's Shares trade on ASX in the form of CDIs. CDI holders receive all of the economic benefits of actual ownership of the underlying Shares and can trade their CDIs on ASX in a manner similar to shares of listed Australian companies. Each CDI of Unilife represents an interest in one-sixth of an underlying Share.

Unilife Corporation

A corporation with limited liability incorporated in Delaware, USA

250 Cross Farm Lane, York PA 17406 USA
T + 1 717 3843400 F + 717 384 3401 E info@unilife.com W www.unilife.com
ARBN: 141 042 757

With the exception of voting arrangements (see below), the main difference between holding CDIs and Shares is that CDI holders hold the beneficial ownership in the Shares instead of legal title. CHES Depositary Nominees Pty Limited (CDN), a subsidiary of ASX, holds the legal title to the underlying Shares. The Shares underlying the CDIs will be registered in the name of CDN and will be held on behalf of and for the benefit of the CDI holder. The Shares underlying the CDIs rank equally with the Shares currently on issue in Unilife.

While CDIs carry the same voting rights as Shares, the manner of exercising the voting rights differs from holders of Shares. Unlike a holder of Shares, a holder of CDIs cannot attend and vote in person at a general meeting of Unilife. To vote at a general meeting of Unilife, a CDI holder has the following options:

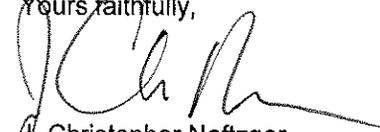
- 1.1 a CDI holder can instruct CDN, as the legal owner of the Shares, to vote the Shares underlying their CDIs in a particular manner. To facilitate this, a CDI Voting Instruction Form is sent to each CDI holder with every notice of meeting;
- 1.2 a CDI holder can inform Unilife that they wish to nominate themselves (or another person) to be appointed as CDN's proxy with respect to the Shares underlying their CDIs for the purposes of attending and voting at a general meeting; or
- 1.3 a CDI holder can convert their CDIs into a holding of Shares prior to the record date for the meeting and then attend and vote those Shares at the general meeting.

Unilife must, however, allow a CDI holder to attend any general meeting unless relevant US law at the time of the meeting prevents a CDI holder from attending.

For more information on the differences between holding Shares and holding CDIs please see the 'Trading in Unilife FAQ' in the Investor Relations section of Unilife's website (www.unilife.com); and

- (e) there is no information:
- (i) that has been excluded from a continuous disclosure notice in accordance with ASX Listing Rules; and
 - (ii) which investors and their professional advisors would reasonably require for the purpose of making an informed assessment of:
 - the assets and liabilities, financial position and performance, profits and losses and prospects of Unilife; or
 - the rights and liabilities attaching to Unilife's Shares.

Yours faithfully,



J. Christopher Naftzger
Corporate Secretary