

# ASX Announcement

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## SUDA Further Outlines Case For Share Consolidation And Appendix 3A.3

**Perth, Australia – 4 November 2019:** SUDA Pharmaceuticals Limited (ASX: SUD), a leader in oro-mucosal drug delivery, has attached its Appendix 3A.3: Notification of reorganisation of capital, being a proposed 1-for-25 share consolidation.

As announced on 14 October, the Directors consider that the share consolidation will result in a more appropriate and attractive capital structure for the company, not only for domestic Australian investors, but in particular US investors who are more cautious of “penny stocks” and companies with vast numbers of shares on issue.

Whilst the market evidence is mixed, the Board does not support the blanket view that share consolidations themselves do not offer any investor benefit. Some research has shown that companies do better after share consolidation<sup>1</sup>.

SUDA’s Board recognises that some shareholders have expressed concern over the share consolidation, however, on balance, it has decided that the long term interests of the Company are best served by consolidating the capital now.

As the consolidation applies equally to all shareholders, individual shareholding will be reduced in the same ratio as the total number of shares (subject only to rounding of fractions). The consolidation will have no material effect on the percentage interest of each shareholder.

All things being equal, the SUD share price should increase in proportion to reflect the reduced number of shares on issue: in other words, following consolidation, the share price should increase by 25 times. However, as this is a market issue, no definite forecast can be provided.

The increased price could be expected largely to solve some of the negative perceptions of the prevailing low share price, which were explained in the announcement of 14 October.

The increased price would be more likely to attract the attention of investors applying ‘screens’ to segment the market, one of which could be an unwillingness to consider a stock trading at less than one cent – or even, less than five cents.

Given that the consolidation does not change the market capitalisation of the company, the Directors believe the increase to the share price that can be expected from the

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<sup>1</sup> Mining Journal.com/newsletter Sept 2015 John Robertson

consolidation to be a positive outcome in terms of lifting the company's profile and thus, its attractiveness to potential investors.

If the share consolidation is approved, the company's options to acquire shares (options) will also be reorganised in accordance with their terms and conditions and Listing Rule 7.22.1 (as applicable), on the basis that the number of options will be consolidated in the same ratio as the shares and the exercise price will be amended in inverse proportion to that ratio. The expiry dates of options will not change.

Further information:

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**Executive Chairman**

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#### **NOTES TO EDITORS:**

##### **About SUDA Pharmaceuticals Ltd**

SUDA Pharmaceuticals Ltd (ASX: SUD) is a drug delivery company focused on oro-mucosal administration, headquartered in Perth, Western Australia. The company is developing low-risk oral sprays using its OroMist® technology to reformulate existing pharmaceuticals. The many potential benefits of administering drugs through the oral mucosa (i.e.: cheeks, tongue, gums and palate) include ease of use, lower dosage, reduced side effects and faster response time. SUDA's product pipeline includes ZolpiMist™, a first-in-class oral spray of zolpidem for insomnia. ZolpiMist is marketed in the USA and SUDA has rights to the product outside of the US and Canada. Other products in development include oral sprays for the treatment of: migraine headache, chemotherapy-induced nausea and vomiting, erectile dysfunction, PAH, epileptic seizures and pre-procedural anxiety and cancer. For more information, visit [www.sudapharma.com](http://www.sudapharma.com)

This announcement contains certain statements which may constitute forward-looking statements or information ("forward-looking statements"), including statements regarding negotiations with third parties and regulatory approvals. These forward-looking statements are based on certain key expectations and assumptions, including assumptions regarding actions of third parties and financial terms. These factors and assumptions are based upon currently available information and the forward-looking statements contained herein speak only as of the date hereof. Although the expectations and assumptions reflected in the forward-looking statements are reasonable in the view of the Company's directors and management, reliance should not be placed on such statements as there is no assurance that they will prove correct. This is because forward-looking statements are subject to known and unknown risks, uncertainties and other factors that could influence actual results or events and cause actual results or events to differ materially from those stated, anticipated or implied in the forward-looking statements. These risks include, but are not limited to: uncertainties and other factors that are beyond the control of the Company; global economic conditions; risk associated with foreign currencies; and risk associated with securities market volatility. The Company assumes no obligation to update any forward-looking statements or to update the reasons why actual results could differ from those reflected in the forward-looking statements, except as required by Australian securities laws and ASX Listing Rules.

+Rule 3.20.4, 7.18-7.24A, 15.3, Appendix 7A paragraphs 8 & 9.

## Appendix 3A.3

### Notification of reorganisation of capital – \*security consolidation or split

*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.*

Please note that two or more corporate actions on the same \*security may not run with different record dates if the timetables result in overlapping (but not identical) ex-periods. It is permissible to run different corporate actions with the same record date except in the case of reorganisations – consolidations/splits which cannot run at the same time as any other corporate action for that entity.

If you are an entity incorporated outside Australia, for \*securities other than CDIs / depository interests, please obtain and provide an International Securities Identification Number (ISIN) for the class(es) of \*securities to be created during your corporate action. The ISIN(s) should be advised in the Further Information section of this form. Further information on this requirement can be found in the Online Forms section of ASX Online for companies.

\*Denotes minimum information required for first lodgement of this form.

\*\*Denotes information that must be provided on or before \*business day 0 of the relevant Appendix 6A or Appendix 7A timetable.

The balance of the information, where applicable, must be provided as soon as reasonably practicable by the entity.

#### Part 1 – Entity and announcement details

Question No.	Question	Answer
1.1	*Name of entity	Suda Pharmaceuticals Ltd
1.2	*Registration type and number <i>One of ABN/ARSN/ARBN/ACN or other registration type and number (if "other" please specify what type of registration number has been provided).</i>	ABN: 35 090 987 250
1.3	*ASX issuer code	SUD
1.4	*The announcement is <i>Tick whichever is applicable.</i>	<input checked="" type="checkbox"/> New announcement <input type="checkbox"/> Update/amendment to previous announcement <input type="checkbox"/> Cancellation of previous announcement
1.4a	*Reason for update <i>Mandatory only if "Update" ticked in Q1.4 above. A reason must be provided for an update.</i>	N/A
1.4b	*Date of previous announcement to this update <i>Mandatory only if "Update" ticked in Q1.4 above.</i>	N/A
1.4c	*Reason for cancellation <i>Mandatory only if "Cancellation" ticked in Q1.4 above.</i>	N/A

**Appendix 3A.3**  
**Notification of reorganisation of**  
**capital – \*Security consolidation or split**

1.4d	<p>*Date of previous announcement to this cancellation</p> <p><i>Mandatory only if "Cancellation" ticked in Q1.4 above.</i></p>	N/A
1.5	<p>*Date of this announcement</p> <p><i>The date of lodgement of the form by the entity via ASX Online.</i></p>	4 November 2019
1.6	<p>*Applicable ASX *security code(s) and description(s) for reorganisation</p> <p><i>Please confirm the entity's *securities (quoted and unquoted) which will be affected by the reorganisation. Please note Listing Rule 7.21 in respect of *convertible *securities, Listing Rules 7.22.1 and 7.22.2 in respect of options and Listing Rule 7.24 in respect of partly paid *securities.</i></p>	<p>ASX *security code: SUD; SUDOC; SUDOD</p> <p>*Security description: Fully paid ordinary shares; Listed Options (exercisable at \$0.0147 on or before 31 July 2020); Listed Options (exercisable at \$0.015 on or before 30 June 2021).</p> <p>Unquoted securities include: Unlisted Options (26/04/2020; 4.0 cents); Unlisted Options (10/12/2020; 2.28 cents); Unlisted Options (30/01/2022; 0.73 cents); Unlisted Options to be issued to a related party, subject to shareholder approval (resolution 6 of Notice of Meeting for AGM to be held 12 November 2019)</p>

## Part 2 – Approvals

Question No.	Question	Answer		
2.1	<p>*Are any of the below approvals required for the reorganisation before business day 0 of the timetable?</p> <ul style="list-style-type: none"> <li>• *Security holder approval</li> <li>• Court approval</li> <li>• Lodgement of court order with *ASIC</li> <li>• ACCC approval</li> <li>• FIRB approval;</li> <li>• Another approval/condition external to the entity required to be given/met before business day 0 of the timetable for the reorganisation.</li> </ul> <p><i>If any of the above approvals apply to the reorganisation before business day 0 of the timetable, please answer 'yes' and provide details at Q2.2. If "no" go to Part 3.</i></p> <p><i>The purpose of the question is to confirm that relevant approvals are received prior to ASX establishing an ex market in the *securities. If the entity wishes to disclose approvals or conditions which are to be resolved at a later date it should use Part 6 "Further information".</i></p>	Y		
2.2	<p><b>Approvals</b></p> <p><i>Select appropriate approval from drop down box as applicable. More than one approval can be selected. This question refers only to events which take place before business day 0 of the timetable. The purpose of the question is to confirm that relevant approvals are received prior to ASX establishing an ex market in the *securities. The "Date for determination" is the date that you expect to know if the approval is given for example the date of the *security holder meeting in the case of *security holder approval or the date of the court hearing in the case of court approval. If the entity wishes to disclose approvals or conditions which are to be resolved at a later date it should use Part 6 "Further information".</i></p>			
*Approval/condition	*Date for determination	*Is the date estimated or actual?	**Approval received/condition met?	Comments
+Security holder approval	12 November 2019	<input type="checkbox"/> Estimated <b>OR</b> <input checked="" type="checkbox"/> Actual	<input type="checkbox"/> Yes <input type="checkbox"/> No	
Court approval	N/A	<input type="checkbox"/> Estimated <b>OR</b> <input type="checkbox"/> Actual	<input type="checkbox"/> Yes <input type="checkbox"/> No	

**Appendix 3A.3**  
**Notification of reorganisation of**  
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Lodgement of court order with +ASIC	N/A	<input type="checkbox"/> Estimated <b>OR</b> <input type="checkbox"/> Actual	<input type="checkbox"/> Yes <input type="checkbox"/> No	
ACCC approval	N/A	<input type="checkbox"/> Estimated <b>OR</b> <input type="checkbox"/> Actual	<input type="checkbox"/> Yes <input type="checkbox"/> No	
FIRB approval	N/A	<input type="checkbox"/> Estimated <b>OR</b> <input type="checkbox"/> Actual	<input type="checkbox"/> Yes <input type="checkbox"/> No	
Other (please specify in comment section)	N/A	<input type="checkbox"/> Estimated <b>OR</b> <input type="checkbox"/> Actual	<input type="checkbox"/> Yes <input type="checkbox"/> No	

Amended 29/06/15

Part 3 – reorganisation timetable and details

Question No.	Question	Answer
3.1	<p><b>**Record date</b></p> <p><b>COURT APPROVAL:</b> This is two *business days after the entity lodges the court order with ASIC and tells ASX – *business day 2 in the timetable. This is the date on which the register is closed to determine the register for the consolidation or split of *securities.</p> <p><b>NO COURT APPROVAL:</b> This is three *business days after the *security holder meeting – *business day 3 in the timetable. This is the date on which the register is closed to determine the register for the consolidation or split of *securities.</p> <p><b>ALL:</b> The *record date must be at least four *business days from the current date. Please note that the *record date and effective date cannot be changed (even to postpone it or cancel it) any later than 12 noon Sydney time on the day before the previous effective date advised.</p>	15 November 2019
3.2	<p><b>Date of *security holder meeting</b></p> <p>Same date as provided in Q2.2.</p>	12 November 2019
3.3	<p><b>Last day for trading in pre-reorganised *securities</b></p> <p><b>COURT APPROVAL:</b> This is the *business day the entity lodges the court order with ASIC and tells ASX – *business day 0 in the timetable.</p> <p><b>NO COURT APPROVAL:</b> This is the *business day after *security holders approve the reorganisation – *business day 1 in the timetable.</p> <p><b>ALL:</b> Please note that the last day of trading cannot be changed (even to postpone it) any later than 12 noon Sydney time on the day before the previous effective date advised.</p>	13 November 2019
3.4	<p><b>*Effective date</b></p> <p>Trading in the re-organised *securities “ex-reorganisation” commences on a deferred settlement basis. If the *entity’s *securities are suspended from trading during this period there will be no *deferred settlement trading however ASX still captures this date.</p> <p><b>COURT APPROVAL:</b> This is the *business day after the entity lodges the court order with ASIC and tells ASX – *business day 1 in the timetable.</p> <p><b>NO COURT APPROVAL:</b> This is the second *business day after *security holders approve the reorganisation – *business day 2 in the timetable.</p>	14 November 2019

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	<p><b>ALL:</b> Please note that the *record date and effective date cannot be changed (even to postpone it or cancel it) any later than 12 noon Sydney time on the day before the previous effective date advised.</p>	
3.5	<p>+Record date</p> <p>Same as Q3.1 above.</p>	15 November 2019
3.6	<p>First day for entity to send notices to *security holders of the change in the number of *securities they hold. First day for entity to register *securities on a post reorganised basis</p> <p><b>COURT APPROVAL:</b> This is the day after the *record date – *business day 3 in the timetable.</p> <p><b>NO COURT APPROVAL:</b> This is the day after the *record date – *business day 4 in the timetable.</p>	18 November 2019
3.7	<p>**Issue date. *Deferred settlement market ends. Last day for entity to send notices to *security holder of the change in the number of *securities they hold. Last day for *entity to register *securities on a post-reorganised basis</p> <p><b>COURT APPROVAL:</b> This is five *business days after the *record date – *business day 7 in the timetable.</p> <p><b>NO COURT APPROVAL:</b> This is five *business days after the *record date – *business day 8 in the timetable.</p> <p><b>ALL:</b> Please note that the *issue date cannot be changed (even to postpone it) any later than 12 noon AEST on the previous *issue date advised.</p>	22 November 2019
3.8	<p>Trading starts on a normal T+2 basis</p> <p><b>COURT APPROVAL:</b> This is six *business days after the *record date and the *business day after *issue date – *business day 8 in the timetable.</p> <p><b>NO COURT APPROVAL:</b> This is six *business days after the *record date and the *business day after *issue date – *business day 9 in the timetable.</p>	25 November 2019
3.9	<p>First settlement of trades conducted on a deferred settlement basis and on a normal T+2 basis</p> <p><b>COURT APPROVAL:</b> This is eight *business days after *record date and two *business days after T+2 trading starts – *business day 10 in the timetable.</p> <p><b>NO COURT APPROVAL:</b> This is eight *business days after *record date and two *business days after T+2 trading starts – *business day 11 in the timetable.</p>	27 November 2019

Amended 07/03/16

+ See chapter 19 for defined terms  
7 March 2016

Part 4 – reorganisation type and details

Question No.	Question	Answer
4.1	<p>*The reorganisation is</p> <p><i>Please select one. If "consolidation" please answer Q4.1a, if "split" please answer Q4.1b.</i></p>	<p><input checked="" type="checkbox"/> *Security consolidation</p> <p><input type="checkbox"/> *Security split</p>
4.1a	<p>*Consolidation ratio</p> <p><i>Ratios may only be expressed as whole numbers. Fractional ratios will need to be multiplied up to a whole number (for example 1:1.5 should be expressed as 2:3). Where you consolidate five *securities into one *security, the answer above is 5.00 (pre-consolidation) *securities will be consolidated into 1.00 (post-consolidation) *security. To consolidate three *securities into two *securities, the answer above is 3.00 (pre-consolidation) *securities will be consolidated into 2.00 (post-consolidation) *securities.</i></p> <p><b>ALL:</b> Please note that the ratio (multiplier or divisor) cannot be changed any later than 12 noon Sydney time on the day before the previous effective date advised.</p>	<p>the *securities will be consolidated on the basis that every</p> <p>_____25_____ (pre-consolidation) *securities will be consolidated into</p> <p>_____1_____ (post-consolidation) *security (/ies)</p>
4.1b	<p>*Split ratio</p> <p><i>Ratios may only be expressed as whole numbers. Fractional ratios will need to be multiplied up to a whole number (for example 1:1.5 should be expressed as 2:3). Where you split each *security into five, the answer above is every 1.00 (pre-split) *security will be divided into 5.00 (post-split) *securities. To divide each two *securities into three *securities the answer is 2.00 (pre-split) *securities will be divided into 3.00 (post-split) *securities.</i></p> <p><b>ALL:</b> Please note that the ratio (multiplier or divisor) cannot be changed any later than 12 noon Sydney time on the day before the previous effective date advised.</p>	<p>the *securities will be split on the basis that every</p> <p>_____ (pre-split) *security (/ies) will be divided into</p> <p>_____ (post-split) *securities.</p> <p>N/A</p>
4.2	<p>*Scrip fraction rounding:</p> <p><i>Please select the appropriate description regarding how fractions will be handled. If you do not have a rounding policy please choose "Fractions rounded down to the nearest whole number or fractions disregarded".</i></p>	<p><input type="checkbox"/> Fractions rounded up to the next whole number</p> <p><input checked="" type="checkbox"/> Fractions rounded down to the nearest whole number or fractions disregarded</p> <p><input type="checkbox"/> Fractions sold and proceeds distributed</p> <p><input type="checkbox"/> Fractions of <b>0.5 and over</b> rounded up</p> <p><input type="checkbox"/> Fractions <b>over 0.5</b> rounded up</p>

## Part 5 – +Securities on issue before and after reorganisation

*A change to the terms or price of \*convertible securities should be advised in Part 6 – “Further information”.*

Question No.	Question		Answer				
5.1	<p><b>**Securities on issue before and after the reorganisation</b></p> <p><i>Please confirm the number of the entity's *securities on issue before and after the reorganisation. Please note Listing Rule 7.21 in respect of *convertible securities, Listing Rules 7.22.1, 7.22.2 in respect of options and Listing Rule 7.24 in respect of partly paid *securities. If an estimate is provided please provide the actual amounts as soon as reasonably practicable and no later than the *issue date.</i></p>						
ASX *security code	ASX *security description	Quoted/ unquoted	Number on issue before reorganisation	Number on issue after reorganisation	Estimate/ Actual		
SUD SUDOC SUDOD N/A N/A N/A N/A N/A N/A	ORD fully paid Listed Options Listed Options Unlisted options Unlisted options Unlisted options Unlisted options <sup>1</sup> Unlisted options <sup>1</sup> Unlisted options <sup>1</sup>	Quoted Quoted Quoted Unquoted Unquoted Unquoted Unquoted Unquoted Unquoted	3,556,371,635 698,908,634 517,206,121 10,000,000 11,500,000 6,000,000 13,000,000 13,000,000 14,000,000	142,254,865 27,956,345 20,688,244 400,000 460,000 240,000 520,000 520,000 560,000	Estimated Estimated Estimated Estimated Estimated Estimated Estimated Estimated Estimated		
5.2	<p><b>*Exercise price of options</b></p> <p><i>Please confirm the exercise price of options on issue before and after the reorganisation. Please note Listing Rule 7.21 in respect of *convertible securities, and Listing Rules 7.22.1, 7.22.2 in respect of options.</i></p>						
ASX *security code	ASX *security description	Quoted/ unquoted	Currency	Exercise price before reorganisation	Exercise price after reorganisation		
SUDOC SUDOD N/A N/A N/A N/A N/A N/A	Listed Options Listed Options Unlisted options Unlisted options Unlisted options Unlisted options <sup>1</sup> Unlisted options <sup>1</sup> Unlisted options <sup>1</sup>	Quoted Quoted Unquoted Unquoted Unquoted Unquoted Unquoted Unquoted	A\$ A\$ A\$ A\$ A\$ A\$ A\$ A\$	\$0.0147 \$0.0150 \$0.0400 \$0.0228 \$0.0073 \$0.0059 \$0.0063 \$0.0067	\$0.3675 \$0.375 \$1.00 \$0.57 \$0.1825 \$0.1475 \$0.1575 \$0.1675		
5.3	<p><b>*Partly paid *securities affected by the reorganisation</b></p> <p><i>Please confirm the effect of the reorganisation on “paid to” and “unpaid” amounts for partly paid *securities on issue before and after the reorganisation. Please note Listing Rule 7.21 in respect of *convertible securities and Listing Rule 7.24 in respect of partly paid *securities. If there is more than one *security please include the additional *securities.</i></p>						
ASX *security code	ASX *security description	Quoted/ unquoted	Currency	Paid up amount before re- organisation	Paid up amount after re- organisation	Unpaid amount before re- organisation	Unpaid amount after re- organisation
N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

Note 1: Unlisted options are subject to shareholder approval at the AGM to be held 12 November 2019.

## Part 6 – Further Information

<b>Question No.</b>	<b>Question</b>	<b>Answer</b>
6.1	Further information relating to the reorganisation <i>Please provide any further information relating to this reorganisation.</i>	The consolidation is subject to shareholder approval which is being sought at the Annual General Meeting on 12 November 2019.

Introduced 22/09/14