



25 November 2014

Market Announcements Office  
ASX Limited  
MELBOURNE VIC 3000

Dear Sir/Madam

**Equity Capital Raising  
Confirmation of placement of new shares**

Following approval by shareholders at the Annual General Meeting on 18 November 2014, the board of directors advises the issue of 73,142,857 fully paid ordinary shares in the capital of the Company together with 40,000,003 options over fully paid ordinary shares to various sophisticated and professional investors.

This placement raised \$12.8 million and completes the successful capital raising announced on 6 October 2014.

Yours faithfully

A handwritten signature in black ink, appearing to read "Mike Tonroe", followed by a horizontal line.

Mike Tonroe  
Company Secretary  
**Circadian Technologies Limited**

# 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

Circadian Technologies Limited

ABN

32 006 340 567

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  | Ordinary fully paid shares and quoted options.   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | 113,142,860 quoted ordinary shares and options.  |
| 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) | <ol style="list-style-type: none"> <li>1. 73,142,857 ordinary fully paid shares issued under a placement approved by members at the 2014 AGM; and</li> <li>2. 40,000,003 options to purchase ordinary shares at an exercise price of \$0.27 exercisable by 25 November 2018 issued under a placement approved by members at the 2014 AGM.</li> </ol> |

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+ See chapter 19 for defined terms.

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>	<p>Yes, the shares (and the shares issued on exercise of the options) will rank equally in all respects from the issue date.</p>
5	Issue price or consideration	<p>\$0.175 per share and nil consideration for the options</p>
6	<p>Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Development of the company's asset OPT-302 to the completion of Phase I and IIa clinical trials. (Refer to ASX announcement dated 6 October 2014 for further details).</p>
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>	<p>Not applicable</p>
6b	<p>The date the security holder resolution under rule 7.1A was passed</p>	<p>Not applicable</p>
6c	<p>Number of +securities issued without security holder approval under rule 7.1</p>	<p>Not applicable</p>
6d	<p>Number of +securities issued with security holder approval under rule 7.1A</p>	<p>Not applicable</p>

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	<p>+Issue dates</p> <p>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.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	<p>1. 73,142,857 ordinary shares – issue date on 25 November 2014; and</p> <p>2. 40,000,003 options - issue date on 25 November 2014.</p>						
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="786 1534 1085 1579">Number</th> <th data-bbox="1085 1534 1380 1579">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="786 1579 1085 1635">148,086,328</td> <td data-bbox="1085 1579 1380 1635">Ordinary</td> </tr> <tr> <td data-bbox="786 1635 1085 1803">49,726,672</td> <td data-bbox="1085 1635 1380 1803">Quoted options</td> </tr> </tbody> </table>	Number	+Class	148,086,328	Ordinary	49,726,672	Quoted options
Number	+Class							
148,086,328	Ordinary							
49,726,672	Quoted options							

+ See chapter 19 for defined terms.

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	Not applicable
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The ability of the Company to offer dividends (if any) is contingent on it making taxable profits. The determination of any dividend payable is at the absolute discretion of the Directors.

## Part 2 - 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
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 offer 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 offer documents 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
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

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+ See chapter 19 for defined terms.

- 32 How do security holders dispose of their entitlements (except by sale through a broker)? Not applicable
- 33 <sup>+</sup>Issue 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 <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

*Tick to indicate you are providing the information or documents*

- 35  If the <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders
- 36  If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>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 <sup>+</sup>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	<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>	Not applicable	
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>	Not applicable	
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	Number	+Class
		Not applicable	Not applicable

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+ See chapter 19 for defined terms.

**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 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.



25 November 2014

Sign here: ..... Date: .....  
(Company secretary)

Print name: Mike Tonroe  
.....

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# 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

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<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	
<p><b>Add</b> the following:</p> <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> <li>• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul> <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	
<b>“A”</b>	

+ See chapter 19 for defined terms.

<b>Step 2: Calculate 15% of “A”</b>	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply</b> “A” by 0.15	
<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>	
“C”	
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	
<b>Subtract</b> “C” <i>Note: number must be same as shown in Step 3</i>	
<b>Total</b> [“A” x 0.15] – “C”	<i>[Note: this is the remaining placement capacity under rule 7.1]</i>

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

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+ See chapter 19 for defined terms.

<p><b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b></p>	
<p>“A” x 0.10</p> <p><i>Note: number must be same as shown in Step 2</i></p>	
<p><b>Subtract “E”</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>	
<p><b>Total</b> [“A” x 0.10] – “E”</p>	<p><i>Note: this is the remaining placement capacity under rule 7.1A</i></p>

CLASS: FP /ORDINARY FULLY PAID SHARES

HOLDER NO	NAME AND ADDRESS	UNITS	% I/C	RANK
	ACCBELL NOMINEES PTY LTD	32,415,974	21.89	1
	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED-GSCO ECA	18,243,642	12.32	2
	BNP PARIBAS NOMS PTY LTD <DRP>	13,486,971	9.11	3
	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	12,627,687	8.53	4
	CITICORP NOMINEES PTY LIMITED	11,979,355	8.09	5
	JAGEN PTY LTD	5,714,286	3.86	6
	J P MORGAN NOMINEES AUSTRALIA LIMITED	4,924,479	3.33	7
	WARBONT NOMINEES PTY LTD <ACCUMULATION ENTREPOT A/C>	3,300,000	2.23	8
	LUDWIG INSTITUTE FOR CANCER RESEARCH LTD	3,122,090	2.11	9
	UBS NOMINEES PTY LTD	2,500,000	1.69	10
	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 3	2,000,000	1.35	11
	CAPITAL MACQUARIE PTY LIMITED	1,928,304	1.30	12
	4 EYES LIMITED <WORSLEY FAMILY A/C>	1,643,550	1.11	13
	DR CHOON-JOO KHO	1,243,286	0.84	14
	CHEMICAL TRUSTEE LIMITED	1,158,108	0.78	15
	TRADERS MACQUARIE PTY LIMITED	907,161	0.61	16
	NATIONAL NOMINEES LIMITED	762,732	0.52	17
	JFF STEVEN PTY LTD	714,867	0.48	18
	PHILADELPHIA INVESTMENTS PTY LTD	653,859	0.44	19
	PRIMDONN NOMINEES PTY LIMITED <PRIMDONN SECURITIES SF AC>	650,000	0.44	20
***	REPORT TOTAL ***	119,976,351	81.02	
***	REMAINDER ***	28,109,977	18.98	
***	GRAND TOTAL ***	148,086,328	100.00	

	1	1001	5001	10001	100001		
	to	to	to	to	to		
	1000	5000	10000	100000	(MAX)		
FP	/ORDINARY FULLY PAID SHARES						* TOTAL *
Holders							
Issuer	145	347	97	73	18		680
Chess	320	753	252	339	48		1712
Total	465	1100	349	412	66		2392
Units							
Issuer	127025	896862	736881	1927715	10772359		14460842
Chess	259876	2037368	1968645	10255450	119104147		133625486
Total	386901	2934230	2705526	12183165	129876506		148086328
TOTAL HOLDERS FOR CLASSES SELECTED							2392
TOTAL UNITS	"	"	"				148086328

CLASS: OPT/LIST OPT EXP 25/11/18 @ \$0.27

HOLDER NO	NAME AND ADDRESS	UNITS	% I/C	RANK
	ACCBELL NOMINEES PTY LTD	16,171,431	32.52	1
	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED-GSCO ECA	8,067,228	16.22	2
	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	5,918,889	11.90	3
	CITICORP NOMINEES PTY LIMITED	3,773,752	7.59	4
	JAGEN PTY LTD	2,857,143	5.75	5
	J P MORGAN NOMINEES AUSTRALIA LIMITED	2,442,083	4.91	6
	BNP PARIBAS NOMS PTY LTD <DRP>	2,416,029	4.86	7
	WARBONT NOMINEES PTY LTD <ACCUMULATION ENTREPOT A/C>	1,650,000	3.32	8
	UBS NOMINEES PTY LTD	1,250,000	2.51	9
	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 3	1,000,000	2.01	10
	CAPITAL MACQUARIE PTY LIMITED	275,472	0.55	11
	DR CHOON-JOO KHO	257,143	0.52	12
	4 EYES LIMITED <WORSLEY FAMILY A/C>	234,793	0.47	13
	CAPITA TRUSTEES LIMITED <MK PENSION PLAN-473278 A/C>	187,517	0.38	14
	PHILADELPHIA INVESTMENTS PTY LTD	186,405	0.37	15
	PHILADELPHIA INVESTMENTS PTY LTD	145,218	0.29	16
	ABN AMRO CLEARING SYDNEY NOMINEES PTY LTD <CUSTODIAN A/C>	143,000	0.29	17
	TRADERS MACQUARIE PTY LIMITED	129,595	0.26	18
	M F M PROPERTIES PTY LIMITED	112,510	0.23	19
	PHILADELPHIA INVESTMENTS PTY LTD	110,509	0.22	20
***	REPORT TOTAL ***	47,328,717	95.18	
***	REMAINDER ***	2,397,955	4.82	
***	GRAND TOTAL ***	49,726,672	100.00	

