

# ASX Announcement



Medibio Limited – 15 December 2021

## Medibio to Raise up to \$5.7 million By Way of a Placement & Entitlement Offer

**Melbourne, Australia and Minneapolis, MN – 15 December 2021: Medibio Limited** (“MEB” or “Medibio”) (ASX: MEB) (OTCPINK: MDBIF) is pleased to announce that it has launched a capital raising to raise up to approximately \$5.7 million by way of a \$2.25 million Placement (“Placement”) followed by a Non-Renounceable Entitlement Offer (“Entitlement Offer”) which is expected to be underwritten by the Lead Manager to raise up to a further \$3.4 million (collectively the “Capital Raising”).

### HIGHLIGHTS:

- Commitments received for \$2.25 million Placement at \$0.005 (0.5 cents) per fully paid ordinary share.
- Entitlement Offer on the same terms as the preceding Placement to raise up to a further \$3.4 million and is expected to be underwritten.
- Shares issued under the Placement and Entitlement Offer to be offered at an issue price of \$0.005, a 27.5% discount to the 15-day VWAP.
- Placement to be completed over two stages (Stage 2 will be subject to shareholder approval).
- Investors under the Placement and Eligible Shareholders under the Entitlement Offer to be offered one (1) free attaching option for every two (2) new shares subscribed for, exercisable at \$0.015 (1.5 cents) on or before an expiry date of 28 February 2024 of which are already in a quoted class (“Options”).
- Issue of securities under Stage 2 of the Placement is subject to shareholder approval, to be sought at an EGM to be held in February 2022.

The Company is pleased to advise that CPS Capital Group Pty Ltd (“CPS”) has been appointed as the Lead Manager, Broker and Corporate Advisor to the Capital Raising and is expected to underwrite the Entitlement Offer.

The Company will pay CPS a management fee of 2% and a 4% placing fee for the total funds raised under the Placement. CPS will be entitled to subscribe for options to acquire shares in the Company at an issue price of \$0.00001 per option on the basis of ten (10) options for every \$1.00 of all funds raised under the Capital Raising. The CPS Options to be issued will be issued under the existing class of quoted MEBOC options (“CPS Options”). The CPS Options have an exercise price of \$0.015 (1.5 cents) and expire on 28 February 2024. Should the Company be successful in executing an underwriting agreement for the Entitlement Offer, the Company will pay 6% on the total underwritten amount to CPS.

The Placement and Entitlement Offer will be undertaken at an issue price \$0.005 (0.5 cents) per share (“Issue Price”). The issue price of \$0.005 cents per share represents a discount of 27.5% to the Company’s 15-day VWAP of \$0.0069 cents as of 10 December 2021. New shares issued under the Placement and

# ASX Announcement



Medibio Limited – 15 December 2021

Entitlement Offer will rank equally with the shares already on issue and the Company will apply to the ASX for quotation of the new shares.

## **Placement**

The Company has received binding commitments to raise approximately \$2.25 million capital through the issue of 450,049,250 new fully paid ordinary shares in the Company (**New Shares**) to new and existing sophisticated and professional investors under section 708 of the *Corporations Act 2001* (Cth).

The New Shares are to be offered at an issue price of \$0.005 per New Share, with one (1) free attaching Option for every two (2) New Shares issued. The Company will apply for quotation for both the New Shares and Options (subject to the conditions of the ASX Listing Rules) noting that the class of Options to be issued are already an existing class of quoted Options, being MEBOC.

The Placement will be conducted in two stages:

- Under Stage 1 the Company will issue 260,000,000 New Shares without shareholder approval under its existing placement capacity pursuant to ASX Listing Rule 7.1.
- Under Stage 2 the Company is proposing to issue, subject to shareholder approval at an Extraordinary General Meeting (“**EGM**”) of the Company expected to be held in February 2022:
  - a total of 130,000,000 free attaching Options (in connection with stage 1 of the Placement);
  - 190,049,250 New Shares and 95,024,625 Options (in respect of stage 2 of the Placement); and
  - Up to 56,853,315 Broker Options on the basis of ten (10) options for every \$1.00 of all funds raised under the Capital Raising.

## **Non-Renounceable Entitlement Offer**

The Company is also undertaking a Non-Renounceable Entitlement Offer which is expected to be underwritten. The terms of the underwriting are yet to be finalised. Confirmation of the terms of any underwriting will be the subject of an update to the market to be lodged in due course.

Under the Entitlement Offer eligible shareholders will be given the opportunity to subscribe for one (1) new fully paid ordinary share for every three (3) existing fully paid ordinary shares held at an issue price of \$0.005 (0.5 cents) per share. Investors subscribing for shares under the Entitlement Offer will also be eligible to receive one (1) free attaching Option for every two (2) New Shares issued.

The Entitlement Offer will result in the issue of up to 687,017,041 shares to raise approximately up to \$3,435,085 (before costs). The Entitlement Offer will be offered to all shareholders with registered addresses in Australia and New Zealand who hold shares as at 7.00pm (AEDT) on the record date being Tuesday, 18 January 2022.

# ASX Announcement



Medibio Limited – 15 December 2021

Eligible shareholders who apply for their Entitlement in full may apply for additional Shares under the Shortfall. If eligible shareholders subscribe for more Shares than are available under the Shortfall, the Company will apply a scale-back procedure to ensure a fair allocation of the shortfall.

## Use of Funds

The funds raised under the Placement and Entitlement Offer will be used to:

- finalise the depressive burden validation trial and submit the data for FDA approval pursuant to a De Novo application;
- establish the depressive burden trial with Medibio's existing research partner, Medbridge Health, for monitoring of sleep disturbance patients in the home environment;
- establish the trial with a commercial partner to monitor the effects of pharmaceuticals in psychiatric patients; ;
- substantially increase the promotion, sales and marketing activities for the Company's corporate and consumer products, ilumen and LUCA, particularly in the USA; and
- general working capital.

## Indicative Event Dates for Entitlement Offer

The intended timetable for the Entitlement Offer is as follows:

Event	Date
Announcement of Placement and NREO	Prior to market open Wednesday, 15 December 2021
Lodge ASX Appendix 3B for Placement and NREO	Prior to market open Wednesday, 15 December 2021
Issue of Appendix 2A for Tranche 1 Placement Shares	Monday, 20 December 2021
Lodge s 708AA(2)(f) NREO offer document	Prior to market open Thursday, 13 January 2022
"Ex" date	Monday, 17 January 2022
Record date	Tuesday, 18 January 2022
Despatch offer documents	Friday, 21 January 2022
NREO Opening Date	Friday, 21 January 2022
Last day to extend NREO Closing Date	Tuesday, 8 February 2022
Holding of EGM	10:00am, Friday, 11 February 2022
NREO Closing Date	5.00pm Friday, 11 February 2022
Shares quoted on deferred settlement basis	Monday, 14 February 2022
Announcement of results of NREO	Wednesday, 16 February 2022
Issue shares and lodge ASX Appendix 2A for Tranche 2 Placement Shares, T1 & T2 Options, Broker Options and NREO	Prior to 12.00pm Friday, 18 February 2021
Shares commence trading on a regular basis	Monday, 21 February 2022

*\*The above timetable is indicative only and subject to change. The quotation of New Shares and Options is subject to ASX approval. Subject to the ASX Listing Rules and Corporations Act and other applicable laws, the Company reserves the right to vary these dates, without notice. Any extension of the Entitlement Offer will have a consequential effect on the issue date of the New Shares.*

# ASX Announcement

Medibio Limited – 15 December 2021



In commenting on the raising, Claude Solitario, Managing Director of Medibio said:

*"It is pleasing to note the strong support Medibio has received as part of this offering. I thank investors who participated in the Placement and CPS for their continuing support, and we look forward to providing all existing shareholders with the same opportunity. The funds raised will provide our regulatory team with the best chance of success as our depression trial enters its final validation phase and as our non-regulatory team seeks to take advantage of the momentum since the launch of LUCA; and the planned introduction of ilumen into the US market. Next year will be a pivotal year for Medibio and we look forward to 2022 with confidence."*

– ENDS –

This announcement is authorised for release to the market by the Board of Directors of Medibio Limited.

## **About Medibio Limited**

Medibio (ASX: MEB) (OTCPINK: MDBIF) is a health technology company pioneering the use of objective measures to aid in the early detection and screening of mental health conditions. Through their Corporate Health product, the Company offers mental well-being solutions for businesses and are also developing products to serve the healthcare provider market. The company was founded in Australia, with offices located in Melbourne (Vic) and U.S. offices in Minneapolis, MN. Medibio is listed on the Australian Securities Exchange Ltd and trades on the OTC Pink Open Market. Investors can find additional information on [www.otcmarkets.com](http://www.otcmarkets.com) and [www.asx.com.au](http://www.asx.com.au).

## **For Further information:**

Mathew Watkins  
Company Secretary  
T: +61 3 9692 7222