



Announcement Summary

Entity name

MEDIBIO LIMITED

Announcement Type

New announcement

Date of this announcement

15/2/2023

The Proposed issue is: An offer of securities under a securities purchase plan A placement or other type of issue**Total number of +securities proposed to be issued for an offer of securities under a securities purchase plan**

ASX +security code	+Security description	Maximum Number of +securities to be issued
New class-code to be confirmed	OPTIONS EXPIRING 15-Jun-2025 EX\$0.004	500,000,000
MEB	ORDINARY FULLY PAID	1,000,000,000

+Record date

14/2/2023

Offer closing date

6/4/2023

+Issue date

14/4/2023

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +security code	+Security description	Maximum Number of +securities to be issued
New class-code to be confirmed	OPTIONS EXPIRING 15-Jun-2025 EX\$0.004	414,999,999
New class-code to be confirmed	Unlisted Options	24,900,000
MEB	ORDINARY FULLY PAID	829,999,997



Proposed +issue date

21/2/2023

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

MEDIBIO LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type

ACN

Registration Number

008130336

1.3 ASX issuer code

MEB

1.4 The announcement is

New announcement

1.5 Date of this announcement

15/2/2023

1.6 The Proposed issue is:

- An offer of +securities under a +securities purchase plan
- A placement or other type of issue



Part 4 - Details of proposed offer under securities purchase plan

Part 4A - Conditions

4A.1 Do any external approvals need to be obtained or other conditions satisfied before the offer of +securities under the +securities purchase plan issue can proceed on an unconditional basis?

Yes

4A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	6/4/2023	<input checked="" type="checkbox"/> Estimated	

Comments

The securities to be issued under the SPP will be subject to shareholder approval.



Part 4B - Offer details

Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued

ASX +security code and description

MEB : ORDINARY FULLY PAID

Will the proposed issue of this +security include an offer of attaching +securities?

Yes

Details of +securities proposed to be issued

ASX +security code and description

MEB : ORDINARY FULLY PAID

Maximum total number of those +securities that could be issued if all offers under the +securities purchase plan are accepted

1,000,000,000

Will the offer be conditional on applications for a minimum number of +securities being received or a minimum amount being raised (i.e. a minimum subscription condition)?

No

Will the offer be conditional on applications for a maximum number of +securities being received or a maximum amount being raised (i.e. a maximum subscription condition)?

No

Will individual security holders be required to accept the offer for a minimum number or value of +securities (i.e. a minimum acceptance condition)?

Yes

Is the minimum acceptance unit based or dollar based?

Dollar based (\$)

Please enter the minimum acceptance value

\$ 1,000

Will individual security holders be limited to accepting the offer for a maximum number or value of +securities (i.e. a maximum acceptance condition)?

Yes

Is the maximum acceptance unit based or dollar based?

Dollar based (\$)

Please enter the maximum acceptance value

\$ 30,000



Describe all the applicable parcels available for this offer in number of securities or dollar value

\$1,000, \$2,500, \$5,000, \$7,500, \$10,000, \$15,000, \$20,000 & \$30,000.

Offer price details

Has the offer price been determined?

Yes

In what currency will the offer be made?

AUD - Australian Dollar

What is the offer price per +security?

AUD 0.00150

Oversubscription & Scale back details

Will a scale back be applied if the offer is over-subscribed?

Yes

Describe the scale back arrangements

The Company may in its discretion undertake a scale-back to the extent and in the manner it sees fit.

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

Yes

Attaching +Security

The proposed attaching security can only be of an 'Existing class' (additional +securities in a class that is already quoted or recorded by ASX)

New class

Attaching +Security - New class (+securities in a class that is not yet quoted or recorded by ASX)

Details of attaching +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?

No

Will the entity be seeking quotation of the 'new' class of +securities on ASX?

No

ASX +security code

New class-code to be confirmed

+Security description

OPTIONS EXPIRING 15-Jun-2025 EX\$0.004

+Security type

Options

Offer ratio (ratio of attaching securities at which the new +securities will be issued)



The quantity of attaching +securities to be issued

1

For a given quantity of the new +securities issued

2

What will be done with fractional entitlements?

Fractions rounded down to the nearest whole number or fractions disregarded

Maximum total number of those +securities that could be issued if all offers under the +securities purchase plan are accepted

500,000,000

Offer price details

Has the offer price been determined?

Yes

In what currency will the offer be made?

AUD - Australian Dollar

What is the offer price per +security?

AUD 0.00000

Please confirm whether the offer of the attaching +securities is a separate offer to the offer pursuant to the +security purchase plan

Yes

Please confirm whether the attaching +securities are being offered under a +disclosure document or +PDS

Yes

Oversubscription & Scale back details

Will a scale back be applied if the offer is over-subscribed?

Yes

Describe the scale back arrangements

The Company may in its discretion undertake a scale-back to the extent and in the manner it sees fit.

Will all the +securities issued in this class rank equally in all respects from their issue date?

Yes

Options details

+Security currency

AUD - Australian Dollar

Exercise price

AUD 0.0040

Expiry date

15/6/2025

Details of the type of +security that will be issued if the option is exercised

MEB : ORDINARY FULLY PAID

Number of securities that will be issued if the option is exercised

500,000,000

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities



proposed to be issued or provide the information by separate announcement.

<https://medibio.com.au/asx-announcements/>

Part 4C - Timetable

4C.1 Date of announcement of +security purchase plan

15/2/2023

4C.2 +Record date

14/2/2023

4C.3 Date on which offer documents will be made available to investors

27/2/2023

4C.4 Offer open date

20/2/2023

4C.5 Offer closing date

6/4/2023

4C.7 +Issue date and last day for entity to announce results of +security purchase plan offer

14/4/2023

Part 4D - Listing Rule requirements

4D.1 Does the offer under the +securities purchase plan meet all of the requirements of listing rule 7.2 exception 5 or do you have a waiver from those requirements?

No

4D.1a Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

No

4D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

No

Part 4E - Fees and expenses

4E.1 Will there be a lead manager or broker to the proposed offer?

Yes



4E.1a Who is the lead manager/broker?

CPS Capital Group Pty Limited (CPS)

4E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

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 ("Broker Options") to acquire shares in the Company at an issue price of \$0.00001 per option on the basis of twenty (20) options for every \$1.00 of all funds raised under the Placement.

4E.2 Is the proposed offer to be underwritten?

Yes

4E.2a Who are the underwriter(s)?

The SPP is to be partially underwritten by Directors David Trimboli (and his related entity) and Chris Ntoumenopoulos.

4E.2b What is the extent of the underwriting (ie the amount or proportion of the issue that is underwritten)?

The SPP is to be partially underwritten by Directors David Trimboli and Chris Ntoumenopoulos to \$250,000 and \$100,000 respectively.

4E.2c What fee, commission or other consideration is payable to them for acting as underwriter(s)?

The Underwriters will receive a nominal fee of \$10 each for their underwriting.

4E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated.

The underwriting agreement may be terminated by the underwriter if:

- (a) (Indices fall): the All Ordinaries Index as published by ASX is at any time after the date of this Underwriting Agreement at a level that is 20% or more below its respective level as at the close of business on the Business Day prior to the date of this Underwriting Agreement; or
- (b) (Contravention of constitution or Act): a contravention by the Company of any provision of its Constitution, the Corporations Act, the ASX Listing Rules or any other applicable legislation or any policy or requirement of ASIC or ASX; or
- (c) (Default): default or breach by the Company under this Underwriting Agreement of any material terms; or
- (d) (Suspension): the Company is removed from the Official List or, the Shares become suspended from Official Quotation and that suspension is not lifted within 3 trading days following such suspension.

4E.2e Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer?

Yes

4E.2e (i) What is the name of that party?

Directors David Trimboli (and his related entity Seefeld Investments Pty Ltd) and Chris Ntoumenopoulos

4E.2e (ii) What is the extent of their underwriting or sub-underwriting (ie the amount or proportion of the offer they have underwritten or sub-underwritten)?

The SPP is to be partially underwritten by Directors David Trimboli and Chris Ntoumenopoulos to \$250,000 and \$100,000 respectively.

4E.2e (iii) What fee, commission or other consideration is payable to them for acting as underwriter or sub-underwriter?

The Underwriters will receive a nominal fee of \$10 each for their underwriting.

4E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?

No

4E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

Nil



Part 4F - Further Information

4F.01 The purpose(s) for which the entity intends to use the cash raised by the proposed issue

The funds raised by the Company under the Placement will be used to progress the Company's FDA application and working capital.

4F.1 Will the entity be changing its dividend/distribution policy if the proposed offer is successful?

No

4F.2 Countries in which the entity has +security holders who will not be eligible to accept the proposed offer

Any countries outside of Australia and New Zealand.

4F.3 URL on the entity's website where investors can download information about the proposed offer

<https://medibio.com.au/asx-announcements/>

4F.4 Any other information the entity wishes to provide about the proposed offer

Nil



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?

Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	6/4/2023	<input checked="" type="checkbox"/> Estimated	

Comments

The Free Attaching Options to the Placement will require shareholder approval.

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

Yes

Details of +securities proposed to be issued

ASX +security code and description

MEB : ORDINARY FULLY PAID

Number of +securities proposed to be issued

829,999,997

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

Yes



In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD 0.00150

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

Yes

Attaching +Security

Is the proposed attaching security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional +securities in a class that is already quoted or recorded by ASX)?

New class

Attaching +Security - New class (+securities in a class that is not yet quoted or recorded by ASX)

Details of attaching +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?

No

Will the entity be seeking quotation of the 'new' class of +securities on ASX?

No

ASX +security code

New class-code to be confirmed

+Security description

OPTIONS EXPIRING 15-Jun-2025 EX\$0.004

+Security type

Options

Number of +securities proposed to be issued

414,999,999

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

No

Please describe the consideration being provided for the +securities

These are free attaching options associated with the placement on the basis of one free attaching option for every two shares subscribed to.

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

0.000010



Will all the +securities issued in this class rank equally in all respects from their issue date?

Yes

Options details

+Security currency

AUD - Australian Dollar

Exercise price

AUD 0.0040

Expiry date

15/6/2025

Details of the type of +security that will be issued if the option is exercised

MEB : ORDINARY FULLY PAID

Number of securities that will be issued if the option is exercised

414,999,999

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.

<https://medibio.com.au/asx-announcements/>

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

New class

Will the proposed issue of this +security include an offer of attaching +securities?

No

Details of +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?

No

Will the entity be seeking quotation of the 'new' class of +securities on ASX?

No

ASX +security code

New class-code to be confirmed

+Security description

Unlisted Options

+Security type

Options

**Number of +securities proposed to be issued**

24,900,000

Offer price details**Are the +securities proposed to be issued being issued for a cash consideration?** Yes**In what currency is the cash consideration being paid?**

AUD - Australian Dollar

What is the issue price per +security?

AUD 0.00001

Will all the +securities issued in this class rank equally in all respects from their issue date? YesOptions details

+Security currency

AUD - Australian Dollar

Exercise price

AUD 0.0040

Expiry date

15/6/2025

Details of the type of +security that will be issued if the option is exercised

MEB : ORDINARY FULLY PAID

Number of securities that will be issued if the option is exercised

24,900,000

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.

CPS will be entitled to subscribe for options ("Broker Options") to acquire shares in the Company at an issue price of \$0.00001 per option on the basis of twenty (20) options for every \$1.00 of all funds raised under the Placement. The Broker Options have an exercise price of \$0.004 (0.4 cents) and expire on 15 June 2025 (the same terms as the Capital Raising).

Part 7C - Timetable**7C.1 Proposed +issue date**

21/2/2023



Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?

No

7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

Yes

7D.1b (i) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

498,089,069

7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

Yes

7D.1c (i) How many +securities are proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?

331,910,928

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

No

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?

No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?

No

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

Yes

7E.1a Who is the lead manager/broker?

CPS Capital Group Pty Limited (CPS)

7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

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 ("Broker Options") to acquire shares in the Company at an issue price of \$0.00001 per option on the basis of twenty (20) options for every \$1.00 of all funds raised under the Placement.

7E.2 Is the proposed issue to be underwritten?

No



7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

Nil

Part 7F - Further Information

7F.01 The purpose(s) for which the entity is issuing the securities

The funds raised by the Company under the Placement will be used to progress the Company's FDA application and working capital.

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

No

7F.2 Any other information the entity wishes to provide about the proposed issue

Nil

7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)