



# **BARD1 Life Sciences Limited**

**ACN 009 070 384**

## **OFFER DOCUMENT**

For

A non-renounceable pro rata entitlement offer to Eligible Shareholders of one (1) New Share for every ten (10) Shares held on the Record Date at an issue price of \$0.02 per New Share to raise up to approximately \$2.5 million (before costs).

**THE ENTITLEMENT OFFER OPENS ON 26 JUNE 2019 AND CLOSES AT 3:00PM (WST) ON 5 JULY 2019 (UNLESS WITHDRAWN OR EXTENDED). VALID ACCEPTANCES MUST BE RECEIVED BEFORE THAT TIME.**

**PLEASE READ THE INSTRUCTIONS IN THIS OFFER DOCUMENT AND ON THE ACCOMPANYING ENTITLEMENT AND ACCEPTANCE FORM REGARDING THE ACCEPTANCE OF YOUR ENTITLEMENT UNDER THE ENTITLEMENT OFFER.**

**THIS IS AN IMPORTANT DOCUMENT WHICH REQUIRES YOUR IMMEDIATE ATTENTION AND SHOULD BE READ IN ITS ENTIRETY. IF YOU ARE IN DOUBT ABOUT WHAT TO DO, YOU SHOULD CONSULT YOUR STOCKBROKER, ACCOUNTANT, SOLICITOR, OR OTHER PROFESSIONAL ADVISER.**

**AN INVESTMENT IN THE SECURITIES OFFERED BY THIS OFFER DOCUMENT SHOULD BE CONSIDERED HIGHLY SPECULATIVE IN NATURE.**

**NOT FOR RELEASE OR DISTRIBUTION INTO THE UNITED STATES OR IN ANY JURISDICTION WHERE THIS DOCUMENT DOES NOT COMPLY WITH THE RELEVANT REGULATIONS.**

# IMPORTANT INFORMATION

## General

This offer document (**Offer Document**) is issued pursuant to section 708AA of the Corporations Act (as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73) for the offer of New Shares without disclosure to investors under Part 6D.2 of the Corporations Act. This Offer Document has been prepared by BARD1 Life Sciences Limited ACN 009 070 384 and was lodged with ASX on 18 June 2019. ASX takes no responsibility for the content of this Offer Document.

This Offer Document is not a prospectus and does not contain all of the information that an investor would find in a prospectus or which may be required by an investor in order to make an informed investment decision regarding, or about the rights attaching to, New Shares. Nevertheless, this Offer Document contains important information and requires your immediate attention. It should be read in its entirety. If you are in any doubt as to how to deal with this Offer Document, you should consult your professional adviser as soon as possible.

No person or entity is authorised to give any information or to make any representation in connection with the Offers which is not contained in this Offer Document. Any information or representation not contained in this Offer Document should not be relied on as having been made or authorised by the Company or the Directors in connection with the Offers.

## No updates to Offer Document

The information in this Offer Document may not be complete and may be changed, modified or amended at any time by the Company, and is not intended to, and does not, constitute representations and warranties of the Company. Except as required by law or regulation, neither the Company, nor any other adviser of the Company intends to update this Offer Document or accepts any obligation to provide the recipient with access to information or to correct any additional information or to correct any inaccuracies that may become apparent in the Offer Document or in any other information that may be made available concerning the Company. Potential investors should conduct their own due diligence investigations regarding the Company.

## Application Forms

The Application Forms accompanying this Offer Document are important. An Application for New Shares under an Offer can only be submitted on an Application Form. If acceptance is by BPAY® there is no need to return an Application Form. The Entitlement and Acceptance Form sets out an Eligible Shareholder's Entitlement. Please refer to the instructions in Section 3 regarding the acceptance of your Entitlement and completion of the Entitlement and Acceptance Form.

By returning an Application Form, you acknowledge that you have received and read this Offer Document and you have acted in accordance with the terms of the Offers detailed in this Offer Document.

## Overseas shareholders

This Offer Document does not, and is not intended to, constitute an offer of New Shares in any jurisdiction in which, or to any person to whom, it would be unlawful to make such an offer or to issue this Offer Document. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

The Offers are not being extended, and New Shares will not be issued, to Shareholders with a registered address which is outside Australia, New Zealand, Switzerland or Hong Kong. It is not practicable for the Company to comply with the securities laws of overseas jurisdictions (other than those mentioned above) having regard to the number of overseas Shareholders, the number and value of New Shares these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction.

No action has been taken to permit the offer of New Shares to existing Shareholders in any jurisdiction other than Australia, New Zealand, Switzerland or Hong Kong. The distribution of this Offer Document in jurisdictions outside Australia, New Zealand, Switzerland and Hong Kong is restricted by law and persons outside of Australia, New Zealand, Switzerland and Hong Kong should observe such restrictions. Any failure to comply with these restrictions may constitute a violation of applicable securities laws.

This Offer Document, any accompanying ASX announcements and the Entitlement and Acceptance Form do not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or to any person who is acting for the account or benefit of any person in the United States (to the extent such person holds Shares and is acting for the account or benefit of a person in the United States)

or in any jurisdiction in which, or to any person to whom it would not be lawful to make such an offer. Return of the personalised Entitlement and Acceptance Form will be taken by the Company to constitute a representation by you that there has been no breach of any such laws.

### ***New Zealand***

The New Shares are not being offered or sold to the public in New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the Financial Markets Conduct Act 2013 and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

This document has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

### ***Switzerland***

The New Shares may not be publicly offered in Switzerland and will not be listed on the SIX Swiss Exchange (**SIX**) or on any other stock exchange or regulated trading facility in Switzerland. This document has been prepared without regard to the disclosure standards for issuance prospectuses under art. 652a or art. 1156 of the Swiss Code of Obligations or the disclosure standards for listing prospectuses under art. 27 ff. of the SIX Listing Rules or the listing rules of any other stock exchange or regulated trading facility in Switzerland. Neither this document nor any other offering or marketing material relating to the New Shares may be publicly distributed or otherwise made publicly available in Switzerland.

Neither this document nor any other offering or marketing material relating to the New Shares have been or will be filed with or approved by any Swiss regulatory authority. In particular, this document will not be filed with, and the offer of Securities will not be supervised by, the Swiss Financial Market Supervisory Authority (FINMA).

This document is personal to the recipient only and not for general circulation in Switzerland.

### **Hong Kong**

**WARNING:** The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

### **Notice to nominees and custodians**

Nominees and custodians may not distribute any part of this Offer Document, and may not permit any beneficial shareholder to participate in the Offer, in any country outside Australia and New Zealand. However, with the consent of the Company, nominees and custodians may distribute this Offer Document to beneficial shareholders resident in certain other countries if the Company determines it is lawful and practical.

Shareholders resident in Australia or New Zealand holding Shares on behalf of persons who are resident in other jurisdictions are responsible for ensuring that taking up any New Shares does not breach regulations in the relevant jurisdiction. Return of a duly completed Application Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

### **Speculative investment**

An investment in New Shares should be considered highly speculative. Refer to Section 4 for details of the key risks applicable to an investment in the Company. Those key risks are not exhaustive of all risks which may arise from an investment in New Shares.

Persons wishing to apply for New Shares should read this Offer Document in its entirety and the Company's ASX announcements, in order to make an informed assessment of the Company's current strategy, plans, assets and liabilities, financial position and performance, profits and losses and prospects of the Company and the rights and liabilities attaching to New Shares.

This Offer Document does not take into account the investment objectives, financial or taxation or particular needs of any Applicant. Before making any investment in the Company, each Applicant should consider whether such an investment is appropriate to his/her particular needs, their individual risk profile

for speculative investments, investment objectives and individual financial circumstances. If persons considering applying for New Shares have any questions, they should consult their stockbroker, solicitor, accountant or other professional adviser.

There is no guarantee that New Shares will make a return on the capital invested, that dividends will be paid on the New Shares or that there will be an increase in the value of the New Shares in the future.

### **Diagrams**

Any diagrams used in this Offer Document are illustrative only and may not be drawn to scale. Unless otherwise stated, all data contained in charts, graphs and tables is based on information available at the date of this Offer Document.

### **Currency**

All financial amounts contained in this Offer Document are expressed as Australian dollars unless otherwise stated.

### **Rounding**

Any discrepancies between totals and sums and components in tables contained in this Offer Document are due to rounding.

### **Time**

All references to time in this Offer Document are references to WST, unless otherwise stated.

### **Glossary**

Defined terms and abbreviations used in this Offer Document are detailed in the glossary of terms in Section 5.

### **Offer Document intended to be read in conjunction with publicly available information**

This Offer Document is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest, including the announcements made available at [www.bard1.com](http://www.bard1.com) or [www.asx.com.au](http://www.asx.com.au).

All announcements made by the Company are available from the ASX website [www.asx.com.au](http://www.asx.com.au).

# CORPORATE DIRECTORY

## Directors

|                             |                        |
|-----------------------------|------------------------|
| Peter Gunzburg              | Chairman               |
| Dr. Irmgard Irminger-Finger | Executive Director     |
| Robert (Max) Johnston       | Non-Executive Director |
| Philip Powell               | Non-Executive Director |

## Solicitors

DLA Piper Australia  
Level 31, Central Park  
152 - 158 St Georges Terrace  
Perth Western Australia 6000

## Chief Executive Officer

Dr. Leearne Hinch

## ASX Code

BD1 - Fully Paid Ordinary Shares

## Company Secretary

Pauline Collinson

## Lead Manager

Merchant Corporate Advisory Pty Ltd  
Level 3, 101 St Georges Terrace  
Perth Western Australia 6000

## Registered Office

Unit B1, Tempo Building  
431 Roberts Road  
Subiaco Western Australia 6008  
Telephone: +61 (0)8 9381 9550  
Facsimile: +61 (0)8 9381 7559  
Website: www.bard1.com

## Postal Address

PO Box 7493  
Cloisters Square  
Perth Western Australia 6850

## Share Registry - Australia\*

Computershare Investor Services Pty Ltd  
Level 11, 172 St Georges Terrace  
Perth Western Australia 6000  
Telephone: 1300 850 505  
Overseas : +61 3 9145 4000  
Facsimile: +61(0)8 9323 2033

## Auditors - Australia\*

Ernst & Young  
11 Mounts Bay Road  
Perth Western Australia 6000

\*This party is named for informational purposes only and was not involved in the preparation of this Offer Document.

## INDICATIVE TIMETABLE

| Event                                                                                                                                       | Date         |
|---------------------------------------------------------------------------------------------------------------------------------------------|--------------|
| Entity announced Entitlement Offer and completion of the Placement                                                                          | 18 June 2019 |
| Entity lodged Offer Document and Cleansing Statement with ASX and applies for quotation (Appendix 3B)                                       | 18 June 2019 |
| Entity sends notices to Shareholders                                                                                                        | 19 June 2019 |
| 'Ex' date                                                                                                                                   | 20 June 2019 |
| Record Date (5:00pm (WST))                                                                                                                  | 21 June 2019 |
| Entity sends Offer Document and personalised Entitlement and Acceptance Forms to Eligible Shareholders and announces that this has occurred | 26 June 2019 |
| Opening Date                                                                                                                                | 26 June 2019 |
| Closing Date (3:00pm (WST))                                                                                                                 | 5 July 2019  |
| Entity notifies ASX of under subscriptions                                                                                                  | 10 July 2019 |
| Anticipated issue date                                                                                                                      | 12 July 2019 |
| Normal trading of New Shares on ASX expected to commence                                                                                    | 15 July 2019 |

The above timetable is indicative only and subject to change. Subject to the Listing Rules, the Directors reserve the right to vary these dates, including the Closing Date, without prior notice. Any extension of the Closing Date will have a consequential effect on the anticipated date for issue of the New Shares. The Directors also reserve the right not to proceed with the whole or part of the Offers at any time prior to allotment. In that event, the relevant Application Monies will be returned without interest.

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# 1. DETAILS OF THE ENTITLEMENT OFFER

## 1.1 Entitlement Offer

The Entitlement Offer is a non-renounceable pro rata entitlement issue of one (1) New Share for every ten (10) Shares held by Eligible Shareholders at 5:00pm (WST) on the Record Date at an issue price of \$0.02 per New Share to raise up to approximately \$2.5 million (before costs) (**Entitlement Offer**).

The Entitlement Offer is being made pursuant to section 708AA of the Corporations Act (as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73).

Under this Offer Document, Eligible Shareholders, being Shareholders on the Record Date with a registered address in Australia, New Zealand, Switzerland or Hong Kong are eligible to participate in the Entitlement Offer.

At the date of this Offer Document, the Company has on issue 1,242,895,172 Shares, 217,003,236 Performance Shares and 2,000,000 Options.

Assuming no Options are exercised before the Record Date, up to approximately 124,289,518 New Shares may be issued under the Entitlement Offer (subject to rounding). If all of the existing Options are exercised before the Record Date (and assuming all Shares issued on exercise of the Options are issued to Eligible Shareholders), up to approximately 124,489,518 New Shares may be issued under the Entitlement Offer (subject to rounding).

Where the determination of the Entitlement of any Shareholder results in a fraction of a New Share, such fraction will be rounded up to the nearest whole New Share.

All of the New Shares will, from their time of issue, rank equally with the Shares on issue at the date of this Offer Document. Refer to Section 2.15 for a summary of the rights attaching to New Shares.

This Offer Document is also for the offer of New Shares that are not applied for under the Entitlement Offer. Refer to Section 2.5 for further details of the Shortfall Offer.

## 1.2 Placement

On 18 June 2019, the Company issued a total of 248,500,000 Shares (**Placement Shares**) by way of a placement to sophisticated and professional investors who are not related parties of the Company (**Placement**).

Investors who have participated in the Placement will be entitled to participate in the Entitlement Offer.

Among other investors, the major participants in the Placement and their subscriptions were as follows:

- (a) 62,500,000 Shares issued to The Trust Company (Australia) Limited <MOF A/c>, which trades as The Merchant Opportunities Fund (being, in aggregate with Merchant Opportunities Fund's pre-existing shareholding in the Company, 7.57%<sup>1</sup> of the Shares on issue immediately after the Placement);
- (b) 68,500,000 Shares issued to Moggs Creek Pty Ltd (ACN 060 875 738) ATF Moggs Creek Superannuation Fund, a company nominated by David Williams (of Kidder Williams and Chairman of Medical Developments

International (ASX:MVP) & PolyNovo (ASX:PNV)) (being 5.51% of the Shares on issue immediately after the Placement); and

- (c) 92,500,000 Shares issued to Mr Jeffrey Gerard Emmanuel, founder of EFM Asset Management a global equities asset manager based in Hong Kong (being 7.44% of the Shares on issue immediately after the Placement).

<sup>1</sup> This percentage includes 31,540,211 Shares held by Merchant Opportunities Fund at the date of this Offer Document which are not Placement Shares.

Details of the how the Company intends to apply the funds raised from the Placement as detailed in Section 1.3.

### 1.3 Indicative funding allocation and reasons for the Entitlement Offer and Placement

The purpose of the Entitlement Offer is to raise up to approximately \$2.5 million (before costs). The Company has received a firm commitment from the Lead Manager under the Mandate referred to in Section 2.6 to subscribe for and/or place any unallocated New Shares remaining after close of the Entitlement Offer.

In addition to the Entitlement Offer, the Company has also received approximately \$5 million (before costs) from investors who subscribed for Placement Shares.

The Company intends to use the funds raised from the Entitlement Offer, Shortfall Offer and Placement as follows:

| Description                                                                                                                                                                                         | A\$                |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|
| Development of the BARD1 diagnostics pipeline (including development and validation activities) to launch as Laboratory Developed Tests (LDTs)                                                      | \$2,000,000        |
| New R&D activities and commercial initiatives (including business development, evaluation of new technology and cancer applications, other strategic initiatives and associated due diligence work) | \$2,700,000        |
| Working capital (including 1) salaries, corporate, advisory and overheads, and 2) costs for strengthening management and R&D resources)                                                             | \$2,245,790        |
| Costs of the Offers                                                                                                                                                                                 | \$510,000          |
| <b>Total</b>                                                                                                                                                                                        | <b>\$7,455,790</b> |

The above table is a statement of the Board's current intentions as at the date of this Offer Document. However, Shareholders should note that, as with any budget, the allocation of funds set out in the above table may change depending on a number of factors, including the outcome of operational and development activities, regulatory developments, market and general economic conditions and environmental factors. In light of this, the Board reserves the right to alter the way the funds are applied. In addition the Board will also actively seek strategic acquisition opportunities and reserves the right to redirect funds raised from the Offers for those purposes.

Please refer to the Company's ASX announcements (including the announcements released on 18 June 2019) for further information.

## 1.4 Capital structure on completion of the Offers

On the basis that the Company completes the Offers, the Company's indicative capital structure is estimated to be as follows, subject to rounding and reconciliation of Entitlements (inclusive of the Placement, which has already been completed):

|                                               | Number of Shares         | Number of Performance Shares | Number of Options <sup>2</sup> |
|-----------------------------------------------|--------------------------|------------------------------|--------------------------------|
| Balance as at the date of this Offer Document | 1,242,895,172            | 217,003,236                  | 2,000,000                      |
| Entitlement Offer                             | 124,289,518 <sup>1</sup> | -                            | -                              |
| <b>TOTAL</b>                                  | <b>1,367,184,690</b>     | <b>217,003,236</b>           | <b>2,000,000</b>               |

Notes:

1. Assuming no Options are exercised before the Record Date and the Entitlement Offer is fully subscribed or placed under the Shortfall Offer.
2. The Company and its CEO, Dr Hinch, previously agreed that, as part of Dr Hinch's long term incentive bonus and subject to various KPIs, 20 million options would be granted to Dr Hinch and which shall be issued in four tranches over three years. 5 million options were agreed to be issued with a KPI of completion of the probationary period (which has been met) at an exercise price of \$0.05. To date, the Board has not yet agreed any further KPIs for Dr Hinch. After completion of the probation period, Dr Hinch agreed with the Board in good faith that the option exercise price be renegotiated. The 5 million options are still to be issued and are exercisable on or before the date that is four years after their issue at an exercise price yet to be agreed. An exercise price and KPIs for the remaining 15 million options have not been agreed. Refer to Section 4.2(g) for further details.

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## **2. FURTHER DETAILS OF THE OFFERS**

### **2.1 Minimum subscription**

There is no minimum subscription for the Entitlement Offer.

### **2.2 Entitlements and acceptance**

The Entitlement of Eligible Shareholders to participate in the Entitlement Offer is determined on the Record Date. Your Entitlement is shown on the Entitlement and Acceptance Form accompanying this Offer Document.

Acceptance of a completed Entitlement and Acceptance Form and Application Monies by the Company creates a legally binding contract between the Applicant and the Company for the number of New Shares accepted by the Company. The Entitlement and Acceptance Form does not need to be signed to be a binding acceptance of New Shares.

If an Entitlement and Acceptance Form is not completed correctly it may still be treated as valid. The Directors' decision as to whether to treat the acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final.

### **2.3 No rights trading**

The rights to New Shares under the Entitlement Offer are non-renounceable. Accordingly, there will be no trading of rights on the ASX and you may not dispose of your rights to subscribe for New Shares under the Entitlement Offer to any other party. If you do not take up your Entitlement by the Closing Date, the Entitlement Offer to you will lapse.

### **2.4 Pro-forma financial information**

To demonstrate the indicative impact of the Entitlement Offer on the financial position of the Company, a pro-forma statement of financial position has been provided below. The reviewed statement of financial position as at 31 December 2018, as set out in the 31 December 2018 Half Yearly Report and Accounts (announced to the ASX on 28 February 2019) has been used for the purposes of the pro-forma statement. Certain other pro-forma events are also displayed (in addition to completion of the Entitlement Offer) as listed in the notes set out below the pro-forma statement of financial position.

|                                    | 31 December<br>2018 | Pro-forma<br>Adjustments | Pro-forma<br>31 December<br>2018 |
|------------------------------------|---------------------|--------------------------|----------------------------------|
|                                    | \$                  | \$                       | \$                               |
| <b>Current Assets</b>              |                     |                          |                                  |
| Cash and cash equivalents          | 3,713,212           | 6,494,582                | 10,207,794                       |
| Other current receivables          | 36,296              | -                        | 36,296                           |
| Other current assets               | 517                 | -                        | 517                              |
| Assets classified as held for sale | 3,750,025           | 6,494,582                | 10,244,607                       |
| <b>Total Current Assets</b>        |                     |                          |                                  |
| <b>TOTAL ASSETS</b>                | <b>3,750,025</b>    | <b>6,494,582</b>         | <b>10,244,607</b>                |
| <b>Current Liabilities</b>         |                     |                          |                                  |
| Trade and other payables           | 167,096             | -                        | 167,096                          |
| Other liability                    | 177,184             | -                        | 177,184                          |
| Short-term provisions              | 36,441              | -                        | 36,441                           |
| <b>Total Current Liabilities</b>   | <b>389,721</b>      | <b>-</b>                 | <b>389,721</b>                   |
| <b>TOTAL LIABILITIES</b>           | <b>389,721</b>      | <b>-</b>                 | <b>389,721</b>                   |
| <b>NET ASSETS</b>                  | <b>3,360,034</b>    | <b>6,494,582</b>         | <b>9,854,886</b>                 |
| <b>EQUITY</b>                      |                     |                          |                                  |
| Issued capital                     | 12,393,078          | 6,941,792                | 19,334,870                       |
| Reserves                           | (295,779)           | -                        | (295,779)                        |
| Accumulated losses                 | (8,736,995)         | (447,210)                | (9,184,205)                      |
| <b>TOTAL EQUITY</b>                | <b>3,360,034</b>    | <b>6,494,582</b>         | <b>9,854,886</b>                 |

Pro-forma adjustments included in the pro-forma statement of financial position comprise:

1. Cash to be raised under the Offers and Placement of approximately \$7,455,790 (before costs) via the issue of approximately 124,289,518 New Shares under the Entitlement Offer at an issue price of 2 cents per New Share and the issue on 18 June 2019 of 248,500,000 Shares under the Placement at an issue price of 2 cents per Share.
2. Management Fee calculated at 1.0% of the total equity raised (being \$74,558) under the Placement and Offers plus an additional Placement Fee of 5.0% of proceeds of the Placement and Offers (being, \$372,790).
3. Other costs of the Offers and Placement are indicatively estimated to total \$66,649.
4. Net cash outflow, relating to normal operating activities, not discussed elsewhere above, for the period 1 January 2019 to 31 May 2019 of \$447,210 adjusted against Accumulated losses as the operation loss for the period. No adjustments have been made for movements in other balances in the Statement of Financial Position other than cash, Issued capital and Accumulated losses.

The pro-forma balance sheet has not been audited or reviewed.

## 2.5 Shortfall Offer

Any New Shares under the Entitlement Offer that are not applied for will form the Shortfall Shares. The offer to issue Shortfall Shares is a separate offer under this Offer Document (**Shortfall Offer**).

Under this Offer Document, the Company may offer to issue the Shortfall Shares to investors to be determined by the Directors, at the same price of \$0.02 per New Share as that offered under the Entitlement Offer. The Shortfall Shares will have the same rights as the New Shares, as summarised in Section 2.15.

Investors who are selected by the Company may apply for Shortfall Shares by completing the Shortfall Application Form upon invitation from the Company (refer to Section 3.3).

Shortfall Shares may be allocated to investors who apply for Shortfall Shares under the Shortfall Offer, at the absolute discretion of the Directors. Eligible Shareholders may not apply for Shortfall Shares, unless invited by the Directors.

Shortfall Shares will not be offered or issued to any Applicant if, in the view of the Directors, to do so would increase that Applicant's voting power in the Company above 19.9% or otherwise result in a breach of the Listing Rules, the Corporations Act or any other applicable law.

An Application for Shortfall Shares accompanied by payment of Application Monies does not guarantee the allotment of any Shortfall Shares. The Shortfall Shares will be allocated within three months after the Closing Date.

In relation to the Shortfall Offer, the Company reserves the right to issue to an Applicant a lesser number of Shortfall Shares than the number applied for, reject an Application or not proceed with the issuing of the Shortfall Shares or part thereof. If the number of Shortfall Shares issued is less than the number applied for, surplus Application Monies will be refunded in full. Interest will not be paid on Application Monies refunded. The Directors reserve the right to issue the Shortfall at their discretion.

## 2.6 Mandate

The Company and Merchant Corporate Advisory Pty Ltd (the **Lead Manager**) have entered into a mandate letter whereby the Lead Manager has agreed to act as lead manager to the Offers (**Mandate**). The Lead Manager has agreed under the Mandate to subscribe for and/or place any unallocated New Shares remaining after close of the Entitlement Offer.

A Management Fee of 1% of the total amount raised under the Offers and a Placement Commitment Fee of 5% of the total amount raised under Offers are payable by the Company to the Lead Manager for its services.

## 2.7 Underwriting Agreements

Companies nominated by Max Johnston and Philip Powell (respectively), who are newly appointed directors of the Company, have entered into separate underwriting agreements with the Company to partially underwrite the Entitlement Offer (**Underwriting Agreements**) at \$0.02 per New Share up to the amounts detailed in the following table:

| Underwriter                                                                                    | A\$              | Shortfall Shares underwritten |
|------------------------------------------------------------------------------------------------|------------------|-------------------------------|
| Jondol Pty Ltd ACN 159 230 850 as trustee for Jondol Estates Super Fund <sup>1</sup>           | \$100,000        | 5,000,000                     |
| PNSF Pty Ltd ACN 600 194 072 as trustee for the Prime Numbers Superannuation Fund <sup>2</sup> | \$100,000        | 5,000,000                     |
| <b>Total</b>                                                                                   | <b>\$200,000</b> | <b>10,000,000</b>             |

Notes:

1. Jondol Pty Ltd ACN 159 230 850 as trustee for Jondol Estates Super Fund is a company controlled by Max Johnston and owned by him and his family.

- PNSF Pty Ltd ACN 600 194 072 as trustee for the Prime Numbers Superannuation Fund is a company controlled by Philip Powell and owned by him and his spouse.

Pursuant to the Underwriting Agreements, each Underwriter above has agreed to underwrite up to 5,000,000 Shortfall Shares at the issue price of \$0.02 each. It is expected that the underwriting will occur ahead of any allocation of Shortfall under the Mandate referred to in Section 2.6.

No underwriting fees are payable to the Underwriters under the Underwriting Agreements.

Each Underwriter or the Company may terminate its obligations under the relevant Underwriting Agreement if the Company withdraws the Entitlement Offer or indicates that it does not intend to proceed with the Entitlement Offer. In addition, the Company may terminate the relevant Underwriting Agreement if the relevant Underwriter breaches its obligations or if a representation, warranty or undertaking of that Underwriter becomes untrue or incorrect.

The Underwriting Agreements also contain a number of representations and warranties from the Company and each Underwriter, that are considered standard for an agreement of this type.

## 2.8 Dilution and potential effect on control

Shareholders should note that if they do not participate in the Entitlement Offer, their holdings are likely to be diluted by the following percentages:

| Example Shareholder | Holding as at Record Date | % as at record Date | Entitlement | Holding if Entitlement not taken up | % following allotment of New Shares |
|---------------------|---------------------------|---------------------|-------------|-------------------------------------|-------------------------------------|
| Shareholder 1       | 10,000,000                | 0.805               | 1,000,000   | 10,000,000                          | 0.731                               |
| Shareholder 2       | 20,000,000                | 1.61                | 2,000,000   | 20,000,000                          | 1.463                               |
| Shareholder 3       | 50,000,000                | 4.023               | 5,000,000   | 50,000,000                          | 3.657                               |
| Shareholder 4       | 100,000,000               | 8.046               | 10,000,000  | 100,000,000                         | 7.314                               |

Note: The dilutionary effect in the above table is the maximum percentage on the assumption that those Entitlements not accepted are placed under the Shortfall Offer and Underwriting Agreements. If Entitlements not accepted are not subsequently placed under the Shortfall Offer or underwritten, the dilution to each shareholder not accepting their Entitlement will be less. The above table assumes that no Options are exercised.

### Entitlement Offer is fully subscribed (no Shortfall)

The following table show the number of Shares held by, and approximate voting power of, Irmgard Irminger-Finger after completion of the Entitlement Offer, assuming all Eligible Shareholders fully subscribe for their Entitlement and no Options are exercised before the Record Date.

| Shareholder             | Date of Offer Document   |                  | Entitlement Offer is fully subscribed (no Shortfall) |                  |
|-------------------------|--------------------------|------------------|------------------------------------------------------|------------------|
|                         | Number of Shares         | Voting Power (%) | Number of Shares                                     | Voting Power (%) |
| Irmgard Irminger-Finger | 122,752,337 <sup>1</sup> | 9.88%            | 135,027,571 <sup>1</sup>                             | 9.88%            |

Note:

- The above number of Shares assumes that transfers to Irmgard Irminger-Finger of 10,599,600 Shares as beneficiary of a will occur prior to 5:00pm on the Record Date.

## Entitlement Offer is not fully subscribed

The Lead Manager has agreed to subscribe for and/or place all New Shares not subscribed for pursuant to the Entitlement Offer.

In the event that the Lead Manager does not perform its obligations under the Mandate and the Underwriters do not perform their obligations under the Underwriting Agreements, and Irmgard Irminger-Finger is the only shareholder who subscribes for their Entitlement and no New Shares are placed under the Shortfall Offer, Irmgard Irminger-Finger will hold the following voting power in the Company (assuming that Irmgard Irminger-Finger does not acquire or dispose of a relevant interest in any Shares prior to the Record Date).

| Shareholder             | Date of Offer Document   |                  | No take up under the Entitlement Offer (other than Irmgard Irminger-Finger) |                  |
|-------------------------|--------------------------|------------------|-----------------------------------------------------------------------------|------------------|
|                         | Number of Shares         | Voting Power (%) | Number of Shares                                                            | Voting Power (%) |
| Irmgard Irminger-Finger | 122,752,337 <sup>1</sup> | 9.88%            | 135,027,571 <sup>1</sup>                                                    | 10.76%           |

Note:

1. The above number of Shares assumes that transfers to Irmgard Irminger-Finger of 10,599,600 Shares as beneficiary of a will occur prior to 5:00pm on the Record Date.

In the event that the Underwriters do not perform their obligations under the Underwriting Agreements, no Entitlements are subscribed for under the Offer and the Lead Manager subscribes for the entire Shortfall pursuant to the Mandate, the Lead Manager will hold voting power of 9.09% in the Company (assuming that the Lead Manager does not acquire a relevant interest in any Shares prior to the Record Date).

## 2.9 Directors' interests and participation

The relevant interest of each Director in Shares as at the date of this Offer Document, together with their respective Entitlements, is detailed in the table below:

| Director                   | Shares held              | Entitlement (Number of New Shares) |
|----------------------------|--------------------------|------------------------------------|
| Peter Gunzburg             | 35,802,005               | 3,580,201                          |
| Irmgard Irminger-Finger    | 122,752,337 <sup>1</sup> | 12,275,234 <sup>1</sup>            |
| Max Johnston <sup>2</sup>  | 700,000                  | 70,000                             |
| Philip Powell <sup>3</sup> | Nil                      | Nil                                |

Notes:

1. The above table assumes that transfers to Irmgard Irminger-Finger of 10,599,600 Shares as beneficiary of a will occur prior to 5:00pm on the Record Date. Irmgard Irminger-Finger also holds a relevant interest in 108,252,420 Performance Shares on issue in the Company, as previously disclosed to the ASX. Irmgard Irminger-Finger may take up part of her Entitlement, subject to her final decision.
2. Max Johnston's interest in the above 700,000 Shares is held by Jondol Pty Ltd ACN 159 230 850 as trustee for Jondol Estates Super Fund (a company controlled by Max Johnston and owned by him and his family). Mr Johnston has confirmed that company's intention to participate in the Entitlement Offer, subscribing for its maximum Entitlement. In addition, as disclosed in Section 2.7, that company has agreed to underwrite up to 5,000,000 New Shares.
3. As disclosed in Section 2.7, PNSF Pty Ltd ACN 600 194 072 as trustee for the Prime Numbers Superannuation Fund (a company controlled by Philip Powell and owned by him and his spouse) has agreed to underwrite up to 5,000,000 New Shares.

The Company expects that Peter Gunzburg will take up some or all of his Entitlement under the Entitlement Offer.

Brett Montgomery has resigned from the Board of Directors, as announced to the ASX on 18 June 2019. His relevant interest in shares is 5,640,000 (as previously announced to the ASX), which gives rise to an Entitlement of 564,000 pursuant to the Entitlement Offer. The Company does not expect that Brett Montgomery will take up his Entitlement pursuant to the Entitlement Offer.

## **2.10 Foreign Shareholders**

The Entitlement Offer is not being extended to any Shareholders whose registered address is outside Australia, New Zealand, Switzerland or Hong Kong (**Foreign Shareholders**).

The Company is of the view that it is unreasonable to make the Offers to Shareholders outside Australia, New Zealand, Switzerland or Hong Kong having regard to:

- (a) the number of those Shareholders;
- (b) the number and value of Shares to be offered to those persons; and
- (c) the cost of complying with overseas legal requirements.

**This Offer Document and the Entitlement and Acceptance Form do not, nor are they intended to, constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer.**

Shareholders resident in Australia, New Zealand, Switzerland or Hong Kong holding Shares on behalf of persons who are resident overseas are responsible for ensuring that taking up Entitlements under the Entitlement Offer does not breach regulations in the relevant overseas jurisdiction. Return of a duly completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

## **2.11 Opening and closing dates**

The Company will accept Entitlement and Acceptance Forms in respect of the Entitlement Offer from Eligible Shareholders from the Opening Date until 3:00pm (WST) on the Closing Date or such other date as the Directors in their absolute discretion shall determine, subject to the Listing Rules.

Please note that payment made by BPAY® must be received no later than 3:00pm (WST) on the Closing Date. It is the responsibility of all Eligible Shareholders to ensure that their BPAY® payments are received by the Company on or before the Closing Date.

The Shortfall Offer will close upon the earlier of when the Shortfall is fully subscribed or three months after the Closing Date, subject to the Board's discretion to modify the time for closing of the Shortfall Offer without prior notice.

## **2.12 Issue and Dispatch**

The expected dates for issue of New Shares and dispatch of holding statements are expected to occur on the dates specified in the Indicative Timetable.

It is the responsibility of Applicants to determine their allocation prior to trading in New Shares. Applicants who sell New Shares before they receive their holding statements will do so at their own risk.

Shortfall Shares may be issued within three months after the Closing Date.

### **2.13 Application Monies held on trust**

All Application Monies will be held on trust in a bank account maintained solely for the purpose of depositing Application Monies received pursuant to this Offer Document until the New Shares are issued. All Application Monies will be returned (without interest) if the New Shares are not issued.

### **2.14 Application Forms and BPAY® payments**

Acceptance of a completed Application Form, or alternatively, a BPAY® payment, by the Company creates a legally binding contract between the Applicant and the Company for the number of New Shares accepted by the Company. The Application Form does not need to be signed to be a binding acceptance of New Shares.

If the Application Form is not completed correctly it may still be treated as valid. The Directors' decision whether to treat a completed Application Form as valid and how to construe, amend or complete the Application Form is final.

### **2.15 Rights and liabilities attaching to New Shares**

The New Shares offered under this Offer Document will rank equally in respect of dividends and have the same rights in all other respects (e.g. voting, bonus issues) as existing Shares.

Full details of the rights and liabilities attaching to New Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

The Company does not currently intend to pay any dividends. Payment of dividends by the Company will be at the discretion of the Board after taking into account many factors, including, but not limited to, the Company's operating results, financial condition and current and anticipated cash needs.

### **2.16 ASX quotation**

Application will be made to ASX no later than seven days after the date of this Offer Document for Official Quotation of the New Shares. If ASX does not grant Official Quotation of the New Shares within three months after the date of this Offer Document (or such period as the ASX allows), no New Shares will be issued or allotted under the Offers and the Company will return, as soon as practicable, without interest, all Application Monies received pursuant to this Offer Document.

ASX takes no responsibility for the contents of this Offer Document. The fact that ASX may grant Official Quotation is not to be taken in any way as an indication of the merits of the Company or the New Shares.

### **2.17 CHES**

The Company participates in the Clearing House Electronic Subregister System, known as CHES. ASX Settlement, a wholly owned subsidiary of ASX, operates CHES in accordance with the Listing Rules and ASX Operating Rules.

Under CHESS, Applicants will not receive a certificate but will receive a statement of their holding of New Shares.

If you are broker sponsored, ASX Settlement will send you a CHESS statement.

The CHESS statement will set out the number of New Shares issued under this Offer Document, provide details of your holder identification number, the participant identification number of the sponsor and the terms and conditions applicable to the New Shares.

If you are registered on the Issuer Sponsored subregister, your statement will be dispatched by the Share Registry and will contain the number of New Shares issued to you under this Offer Document and your security holder reference number.

A CHESS statement or Issuer Sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their shareholding changes. Shareholders may request a statement at any other time, however, a charge may be made for additional statements.

## **2.18 Continuous disclosure obligations**

The Company is a 'disclosing entity' (as defined in section 111AC of the Corporations Act) and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities.

This Offer Document is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

All announcements made by the Company are available from the ASX website [www.asx.com.au](http://www.asx.com.au).

Additionally, the Company is required to prepare and lodge with ASIC yearly and half-yearly financial statements accompanied by a directors' statement and report, and an audit report or review. These reports are released to ASX and published on the ASX website.

## **2.19 Taxation implications**

The Directors do not consider it appropriate to give Applicants advice regarding the taxation consequences of subscribing for New Shares.

The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Applicants. Applicants should consult their own professional tax adviser to obtain advice in relation to the taxation laws, regulations and implications applicable to their personal circumstances.

## **2.20 Risks of the Offers**

As with any securities investment, there are risks associated with investing in the Company. However, having regard to the risks applicable to the Company detailed in Section 4, Eligible Shareholders should be aware that an investment in the New

Shares should be considered highly speculative and there exists a risk that you may, in the future, lose some or all of the value of your investment.

Before deciding to invest in the Company, investors should read this Offer Document in its entirety, in particular the specific risks associated with an investment in the Company (detailed in Section 4), as well as reading the Company's ASX announcements, and should consider all factors in light of their personal circumstances and seek appropriate professional advice.

## **2.21 Withdrawal**

The Directors may at any time decide to withdraw this Offer Document and the Offers, in which case, the Company will return all Application Monies (without interest) in accordance with the Corporations Act.

## **2.22 Privacy**

The Company collects information about each Applicant provided on an Application Form for the purposes of processing the Application and, if the Application is successful, to administer the Applicant's security holding in the Company.

By submitting an Application Form, each Applicant agrees that the Company may use the information provided by an Applicant on the Application Form for the purposes detailed in this privacy disclosure statement and may disclose it for those purposes to the Share Registry, the Company's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

If you do not provide the information required on Application Form, the Company may not accept or process your Application.

An Applicant has an entitlement to gain access to the information that the Company holds about that person subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing to the Company's registered office.

## **2.23 Cleansing Statement**

The Company lodged a Cleansing Statement with ASX on 18 June 2019. The Cleansing Statement may be reviewed on the ASX website.

## **2.24 Enquiries concerning Offer Document or Entitlement and Acceptance Form**

If you have any questions in relation to this Offer Document or the Entitlement and Acceptance Form, they should be directed to the Company Secretary, Pauline Collinson, by telephone on +61 (08) 9381 9550.

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## 3. ACTION REQUIRED BY APPLICANTS

### 3.1 Eligible Shareholders

Your entitlement to participate in the Entitlement Offer will be determined on the Record Date. The number of New Shares which Eligible Shareholders are entitled to is shown on the Entitlement and Acceptance Form accompanying this Offer Document.

If you do not accept your Entitlement, then your percentage holding in the Company will be diluted.

If you are an Eligible Shareholder you may either:

- accept all of your Entitlement;
- accept part of your Entitlement and allow the balance to lapse;
- decline to accept any part of your Entitlement and allow it to lapse.

If you are an Eligible Shareholder and wish to accept all or part of your Entitlement:

- carefully read this Offer Document in its entirety and the Company's ASX announcements;
- consider the risks associated with an investment in the Company (refer to Section 4) in light of your personal circumstances;
- complete the relevant sections of the Entitlement and Acceptance Form in accordance with the instructions contained in this Offer Document and detailed on the Entitlement and Acceptance Form; and
- return the completed Entitlement and Acceptance Form together with the Application Monies (in full) in accordance with Section 3.4, so that it is received at the following address by no later than 3:00pm (WST) on the Closing Date:

**Mailing Address**

*Computershare Investor Services Pty Limited  
GPO Box 505  
Melbourne VIC 3001  
Australia*

(a) **Acceptance of all of your Entitlement**

If you wish to accept all of your Entitlement, complete the relevant sections of the Entitlement and Acceptance Form in accordance with the instructions contained in this Offer Document and detailed on the Entitlement and Acceptance Form, including the number of New Shares you wish to accept under the Entitlement Offer and the total Application Monies (calculated at \$0.02 per New Share accepted under the Entitlement Offer). Please read the instructions carefully.

Please return the completed Entitlement and Acceptance Form, together with the Application Monies (in full) in accordance with Section 3.4, to the

Share Registry so that it is received at the following address by no later than 3:00pm (WST) on the Closing Date:

**Mailing Address**

*Computershare Investor Services Pty Limited  
GPO Box 505  
Melbourne VIC 3001  
Australia*

**(b) Acceptance of part of your Entitlement and allowing the balance to lapse**

If you wish to accept part of your Entitlement and allow the balance to lapse, complete the relevant sections of the Entitlement and Acceptance Form in accordance with the instructions contained in this Offer Document and detailed on the Entitlement and Acceptance Form, including the number of New Shares you wish to accept under the Entitlement Offer and the Application Monies (calculated at \$0.02 per New Share accepted under the Entitlement Offer). Please read the instructions carefully.

Please return the completed Entitlement and Acceptance Form, together with the Application Monies (in full) in accordance with Section 3.4, to the Share Registry so that it is received at the following address by no later than 3:00pm (WST) on the Closing Date:

**Mailing Address**

*Computershare Investor Services Pty Limited  
GPO Box 505  
Melbourne VIC 3001  
Australia*

**(c) Allow your Entitlement to lapse**

If you do not wish to accept any of your Entitlement, you are not obliged to do anything.

The number of Shares you currently hold and the rights attaching to those Shares will not be affected should you choose not to accept or sell any part of your Entitlement, however, your percentage holding in the Company will be diluted.

**(d) Enquiries concerning your Entitlement**

If you have any queries concerning your Entitlement please contact the Company Secretary on +61 (08) 9381 9550.

**3.2 Non-Eligible Shareholders – Foreign Shareholders**

If you are a Foreign Shareholder, you may not accept any of, or do anything in relation to, your Entitlement. Refer to Section 2.10 for treatment of Foreign Shareholders.

**3.3 Applications for Shortfall Shares under the Shortfall Offer**

If you are not an Eligible Shareholder and, upon invitation from the Company, wish to apply for Shortfall Shares under the Shortfall Offer, you must complete the

relevant sections on the Shortfall Application Form, in accordance with the instructions referred to in this Offer Document and on the Shortfall Application Form, including the number of Shortfall Shares you wish to apply for under the Shortfall Offer and the total Application Monies (calculated at \$0.02 per Shortfall Share applied for under the Shortfall Offer). Please read the instructions carefully.

Please return the Shortfall Application Form, together with the Application Monies (in full) in accordance with Section 3.4, in accordance with the instructions on the Shortfall Application Form.

### **3.4 Payment**

The offer price of New Shares under the Offers is \$0.02 per New Share.

For Eligible Shareholders participating in the Entitlement Offer, Application Monies must be received by the Company by 3:00pm (WST) on the Closing Date.

Completed Application Forms must be accompanied by a cheque, bank draft or money order drawn in Australian dollars, made payable to 'BARD1 Life Sciences Limited' and crossed 'Not Negotiable'.

Eligible Shareholders participating in the Entitlement Offer, and who wish to pay via BPAY® must follow the instructions on the Entitlement and Acceptance Form. You will be deemed to have accepted all or part of your Entitlement (as applicable) upon receipt of the BPAY® payment by the Company.

If paying via BPAY®, Eligible Shareholders should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment and it is the responsibility of Eligible Shareholders to ensure that funds are submitted through BPAY® by the date and time mentioned above. If you elect to pay via BPAY®, you must follow the instructions for BPAY® set out in the Entitlement and Acceptance Form and you will not need to return the Entitlement and Acceptance Form.

The Company shall not be responsible for any postal or delivery delays, or delay in the receipt of the BPAY® payment.

### **3.5 Representations by Applicants**

By completing and returning an Application Form or paying any Application Monies by BPAY®, in addition to the representations set out elsewhere in this Offer Document and the Application Form, you:

- (a) if participating in the Entitlement Offer, represent to the Company that you are an Eligible Shareholder;
- (b) acknowledge that you have received a copy of this Offer Document and an accompanying Application Form, and read them both in their entirety;
- (c) agree to be bound by the terms of the Offers, the provisions of this Offer Document and the Constitution;
- (d) authorise the Company to register you as the holder(s) of the New Shares allotted to you;
- (e) declare that all details and statements in the Application Form are complete and accurate;

- (f) declare that you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Application Form;
- (g) acknowledge that once the Application Form is returned, or a BPAY® payment instruction is given in relation to any Application Monies, the Application may not be varied or withdrawn except as required by law;
- (h) agree to accept and be issued up to the number of New Shares specified in the Application Form at the issue price of \$0.02 per New Share;
- (i) authorise the Company and its respective officers or agents to do anything on your behalf necessary for the New Shares to be issued to you, including to act on instructions of the Share Registry upon using the contact details set out in the Application Form;
- (j) if participating in the Entitlement Offer, declare that you were the registered holder at 5:00pm (WST) on the Record Date of the Shares indicated on your personalised Entitlement and Acceptance Form as being held by you at 5:00pm (WST) on the Record Date;
- (k) acknowledge the statement of risks in Section 4 and that an investment in the Company is subject to risk;
- (l) represent and warrant that the law of any place does not prohibit you from being given this Offer Document and the Application Form, nor does it prohibit you from accepting New Shares and that if you participate in the Entitlement Offer, that you are eligible to do so;
- (m) represent and warrant that you are not in the United States and you are not acting for the account or benefit of a person in the United States;
- (n) understand and acknowledge that neither the Entitlement or New Shares have been, or will be, registered under the United States Securities Act of 1933, as amended (**US Securities Act**) or the securities laws of any state or other jurisdiction in the United States, or in any other jurisdiction outside Australia and accordingly, the New Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and any other applicable securities laws;
- (o) agree not to send this Offer Document, an Application Form or any other material relating to the Offers to any person in the United States or that is a person in the United States, or is acting for the account or benefit of a person in the United States; and
- (p) agree that if in the future you decide to sell or otherwise transfer your New Shares you will only do so in transactions where neither you nor any person acting on your behalf knows, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, in the United States or a person in the United States.

### 3.6 Brokerage

No brokerage or stamp duty is payable by Eligible Shareholders who accept their Entitlement.

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## **4. RISKS**

### **4.1 Introduction**

The New Shares are considered highly speculative and carry no guarantee with respect to the payment of dividends or returns of capital. An investment in the Company is not risk free and the Directors strongly recommend that potential investors consult their professional advisers and consider the risks described below, together with information contained elsewhere in this Offer Document, before deciding whether to apply for New Shares.

The following list of risks ought not to be taken as exhaustive of all the risks faced by the Company or by Shareholders. The proposed future activities of the Company are subject to a number of risks and other factors which may impact its future performance. Some of these risks can be managed and mitigated by planning and the use of safeguards and appropriate controls. However, many of the risks are outside the control of the Company or the Directors and cannot be mitigated.

### **4.2 Specific investment risks**

(a) Product development risk

The Company has a number of cancer diagnostic products in the early stages of development, and other products at research stage. There are many risks inherent in the development of diagnostic products, including that projects can be delayed or fail to meet outcomes or demonstrate any benefit, or research may cease to be viable for a range of scientific, regulatory and commercial reasons.

The Company's diagnostic pipeline products will require substantial further development and validation, including technology transfer to a commercial instrument platform/s and future clinical studies (which are ongoing and carry the risk of technology transfer failure, clinical validation failure and other adverse outcomes for the Company). Regulatory review or approval may be required to conduct clinical studies in some jurisdictions, and there is no assurance that any regulatory or review body will allow the Company to undertake such studies or that approvals to conduct such studies will be granted in a timely manner. Any delays in securing relevant approvals from regulatory or review bodies may result in substantial delays and/or increases in costs.

If the Company's diagnostic products are not ultimately proven to be effective for diagnostic purposes, the Company's business and resulting value may be materially harmed. Until the development and validation studies are completed, there is no certainty that the products will reach development milestones or be effective for diagnostic purposes. There is no certainty that there will be a positive or definitive outcome from the Company's current and/or future technology transfer, development and validation studies.

(b) Regulatory environment

The diagnostic industry is regulated in Australia, the United States, Europe and other countries in which the Company may conduct business

operations or seek to commercialise its products. The Company has not yet formally engaged with the TGA (Australia), FDA (USA), Notified Bodies (Europe) and other regulatory authorities to establish the optimal regulatory pathway/s and clinical study plans for its diagnostic products in key jurisdictions. While the Company is not aware of any reason why its cancer diagnostic products would not be able to advance to clinical validation stage, the Company cannot guarantee that this will occur in a timely manner or at all. Additionally, the Company may fail to gain marketing or regulatory approval in Australia, the US, EU, or other jurisdictions for its cancer diagnostics products that are in development. Furthermore, any future marketing or regulatory approval for any laboratory development test (LDT) or invitro diagnostic (IVD) product would not guarantee that the Company would be successful in selling its products or in delivering substantial revenues.

The Company will be subject to the laws and regulations of Australia and each country in which it operates. Any amendment to existing legislation or regulations in countries where the Company operates may adversely affect the Company's business operations. Any actual or alleged breach of such legislation or regulations could result in the Company being subject to remedial actions, such as product recalls, or penalties, or litigation, which may be more stringent than those in Australia. Additionally, following commercialisation of any Company products (which may not occur), the Company will be subject to the laws and regulations concerning the post market surveillance of medical device products in that market.

(c) Commercialisation risk

In order to maximise the potential for commercial returns from any product derived from the BARD1 Intellectual Property it is likely that the Company will need to form marketing and/or product development alliances with other companies and there is no assurance that suitable partnerships will be secured. The Company will rely on its ability and that of its partners to develop and commercialise its products in order to create future revenue. Any products developed by the Company will require extensive clinical testing, regulatory approval and significant marketing efforts before they can be sold and generate revenue. The Company's efforts to generate revenue may not succeed for a number of reasons including issues or delays in the development, testing, regulatory approval, marketing or reimbursement of these products or services.

A failure to successfully develop and commercialise the Company's products could lead to a loss of opportunities and adversely impact on the Company's operating results and financial position. In those countries where the Company seeks to commercialise its products through distributors or other third parties, the Company will rely heavily on the ability of its partners to effectively market and sell its products and services. Additionally, should the Company elect to commercialise its products directly in any countries, it would be required to invest significant time and resources to build direct sales, distribution and marketing capabilities, and it would be required to ensure compliance with all legal and regulatory requirements for sales, marketing and distribution. Further, even if the Company does achieve commercialisation of any of its products and services, it may not be able to sustain its efforts or otherwise achieve commercialisation to a degree which would support the ongoing viability of its operations.

(d) Intellectual property protection

The value of the Company is strongly linked to its Intellectual Property. Maintaining this value is therefore dependent on the Company's ability to protect its Intellectual Property. There is no guarantee that the Company's patent rights comprise all of the rights that the Company needs to be entitled to freely use and commercialise its products. If third party patents or patent applications contain claims infringed by the Company's technology and these claims are valid, the Company may be unable to obtain licenses to these patents at a reasonable cost, if at all, and may also be unable to develop or obtain alternative technology. If such licenses cannot be obtained at a reasonable cost, the business could be significantly impacted. Further, the enforceability of the patents owned by the Company may be challenged and the Company's patents could be partially or wholly invalidated following challenges by third parties.

Further, a decision of the High Court of Australia (*D'Arcy v Myriad Genetics* [2015] HCA 35) has held that claims to isolated nucleic acids (in particular a nucleic acid coding for a BRCA1 protein with one or more specified variations indicative of susceptibility to breast or ovarian cancer) are not patentable subject matter, and it is unclear whether the decision will only impact nucleic acids (which are considered to essentially relate to genetic information), or will also apply to isolated nucleic acids that are functional in nature (for example, inhibitory RNA, ribozymes etc.). While the Company's patents are not limited to sequences of isolated nucleic acids, ultimately there is no guarantee that the Company will be able to maintain and successfully exploit the BARD1AG Intellectual Property.

Additionally, the Company relies on protecting trade secrets and the protective measures employed may not always be sufficient. Any failure in the measures implemented to protect intellectual property may result in an erosion of any potential competitive position.

(e) Infringement of third party intellectual property

If a third party accuses the Company of infringing its intellectual property rights or if a third party commences litigation against the Company for the infringement of patent or other intellectual property rights, the Company may incur significant costs in defending such action, whether or not it ultimately prevails. Typically, patent litigation in the pharmaceutical and biotechnology industry is expensive. Costs that the Company incurs in defending third party infringement actions would also include diversion of management's and technical personnel's time. In addition, parties making claims against the Company may be able to obtain injunctive or other equitable relief that could prevent the Company from further developing or commercialising its products. In the event of a successful claim of infringement against the Company, it may be required to pay damages and obtain one or more licenses from the prevailing third party. If it is not able to obtain these licenses at a reasonable cost, if at all, it could encounter delays in product development and commercialisation, and loss of substantial resources while it attempts to develop alternative products. Defence of any lawsuit or failure to obtain any of these licenses could prevent the Company or its partners from commercialising products and could cause it to incur substantial expenditure.

(f) Future capital needs and additional funding

The future capital requirements of the Company will depend on many factors, including its research and development activities. The Company will require additional financial resources to continue funding its research and development activities, business plan and short-term objectives as detailed in this document. Additional expenditure related changes to operational requirements, market conditions and business opportunities may mean further funding is required by the Company at an earlier stage than is currently anticipated. No assurance can be given that any such additional financing will be available or that, if available, it will be available on terms acceptable to the Company or Shareholders. The Company may in the future raise additional funds through public or private financing.

If additional funds are raised through the issue of equity securities, the percentage ownership of the current Shareholders may be reduced and such securities may, subject to requisite Shareholder approval, have rights, preferences or privileges senior to those of the holders of the Company's securities then on issue.

If adequate funds are not available to satisfy either short or long-term capital requirements, the Company may be required to limit its operations significantly.

(g) Reliance on key personnel

The Company currently employs or engages as consultants, a number of key management and scientific personnel and seeks to engage further personnel, as announced to the ASX. The failure to recruit new personnel, or the loss of any existing personnel could materially and adversely affect the Company and may impede the achievement of its research, product development and commercialisation objectives. There can be no assurance that the Company will be able to attract, retain and motivate appropriately qualified and experienced additional staff and this may adversely affect the Company's prospects for success.

On 7 November 2016 the Company entered into an executive employment contact with Dr Leeorne Hinch pursuant to which she was appointed as Chief Executive Officer of the Company (**Executive Employment Contract**). Pursuant to the Executive Employment Contract, Dr Hinch shall be eligible for a short term incentive bonus not exceeding 40% of the Total Fixed Remuneration at the end of each 12 month term. Payment is to be determined by the board and assessed on the achievement of KPIs to be agreed by the Board and Dr Hinch during the probationary period.

Pursuant to the Executive Employment Contract, as part of Dr Hinch's long term incentive bonus and subject to various KPIs, it was agreed that 20 million options would be granted to Dr Hinch and which shall be issued in four tranches over three years. 5 million options were agreed to be issued with a KPI of completion of the probationary period (which has been met) at an exercise price of \$0.05. To date, the Board has not yet agreed any further KPIs for Dr Hinch. After completion of the probation period, Dr Hinch agreed with the Board in good faith that the option exercise price be renegotiated. The 5 million options are still to be issued and are exercisable on or before the date that is four years after their issue at an exercise price yet to be agreed. An exercise price and KPIs for the remaining 15 million options have not been agreed.

The CEO has raised matters of concern with the Board regarding her entitlements to short and long term incentives under the Executive Employment Contract.

(h) Competition

The Company operates in the life sciences and diagnostic industries that are highly competitive, and include companies that have substantially greater financial, technical, research and development, and marketing resources than the Company. There are companies that compete with the Company's efforts to develop, validate and commercialise diagnostic products and other product candidates. The Company's competitors may discover, develop, validate and commercialise products in advance of the Company, and/or products that are more effective, more economical or materially superior to those developed by the Company. Consequently, the Company's current or future technologies and products may become obsolete or uncompetitive, resulting in adverse effects on the Company's revenues, margins and ultimately its profitability.

(i) Special reputational risks

Any Company products that are successfully commercialised will be marketed in an industry where a product failure could have serious consequences. Any product failure, product recall or product liability claim is likely to disrupt the Company's business operations and may cause reputational harm by leading medical professionals and other consumers to doubt product accuracy, safety or quality, adversely impacting the Company's financial performance. Additionally, any negative news or controversies about the diagnostics industry, cancer diagnostic products or the Company may impact the Company's reputation and or the market acceptance of its products.

(j) Product liability

The testing, marketing and future sale of the Company's products whether directly or through future licencees involves a risk of product liability claims or litigation being brought against the Company, including if any products fail to effectively diagnose cancer in accordance with its product claims. If this occurs, the Company may have to expend significant financial resources to defend the proceedings. Further, if the action against the Company is successful this may result in the removal of regulatory approval for the relevant products and/or monetary damages being awarded against the Company.

The Company will seek to limit its liability for such claims in its agreements with future licencees and customers and may also be entitled to be indemnified by its licencees in various circumstances. However, limitations of liability are not necessarily effective at law and indemnification may not always be available. The Company intends to maintain product liability insurance in respect of its products, however, if the Company is unable to obtain sufficient product liability insurance at an acceptable cost then the Company's liability could exceed the Company's insurance coverage.

(k) Potential liabilities in relation to EU Grant

With effect from 1 October 2011 BARD1AG became the 'Co-ordinator' and a beneficiary under the EU Grant Agreement for a project called " BARDiag

- Biomarker tests for early cancer detection (**BARDiag Project**)" within the framework of the SP4-Capacities and under the conditions laid down in the grant agreement.

Prior to BARD1AG's appointment as Co-ordinator, a pre-financing contribution of \$1,074,845 (€681,882) (**Pre-Financing Contribution**) was paid to the original co-ordinator and distributed to participating beneficiaries (of which BARD1AG was not one) at the time in accordance with a consortium agreement.

Subsequent to BARD1AG's appointment, a further \$235,036 (€149,107) (**1st Period Contribution**) was received by BARD1AG which it retained as a beneficiary to finance agreed research under the BARDiag Project.

At the time of the Company acquiring BARD1AG in 2016 an audit was underway in relation to funds provided under the EU Grant Agreement by the European Commission Research Executive Agency (**REA**).

BARD1AG was advised in 2017 that the audit of the 1st Period Contribution had resulted in only \$157,968 (€100,215) of the expenditure claimed to have been expended by BARD1AG as beneficiary on the BARDiag Project being allowed as eligible expenditure under the 1st Period Contribution. BARD1AG is of the view that there is additional allowable expenditure in excess of \$235,036 (€149,107) and is in the process of providing support for this to REA. The Company has accrued the difference of \$77,068 (€48,892) as an accrued expense as at 30 June 2018.

The REA Final Assessment Report of the total EU contribution, being the \$1,074,845 (€681,882) Pre-Financing Contribution and \$235,036 (€149,107) 1st Period Contribution for the BARDiag Project for the periods prior to and post BARD1AG's appointment as Co-ordinator, determined that an amount of \$625,935 (€397,093) is returnable for expenditures which have been disallowed.

BARD1AG challenged the final assessment report, obtained legal advice and provided a formal response with new supporting documents to the REA.

The REA responded with a Recovery Order letter accepting additional expenses as eligible costs of €435,598.79 (from BARD1AG as Beneficiary) and agreeing a maximum EU contribution of €701,916.93. Importantly, the REA concludes that the net amount to be returned to the REA is now €75,883.03 instead of €397,092.91.

BARD1AG is in the process of finalising its obligations as the Coordinator under the FP7 Grant Agreement that include to ensure the Consortium repays €75,883.03.

The consortium agreement provides that a consortium party shall not be responsible to any other party for any indirect or consequential loss or similar damage and that each party is responsible for justifying its costs with respect to the BARDiag Project. Therefore, repayment of any overpaid funds received for costs considered ineligible by the REA, would appear to be the individual responsibility of the consortium party that received the funds.

Given the circumstances outlined above, the Company's view is that it is less than probable a future outflow of resources will be necessary in order to settle the obligations under the EU Grant Agreement in excess of the amount provided for disallowed expenditure under the 1st Period Contribution. Accordingly, at this stage no additional provision has been raised for repayment of funds by the Company. However there can be no guarantee that as a result of the Recovery Order additional amounts may need to be returned which cannot be recovered from other participating beneficiaries.

(l) Ukrainian gold project matters

As previously announced by the Company, on 10 July 2007 the Company's group disposed of its Ukrainian gold mining assets for US\$5,000,000. US\$3,000,000 of this amount remains outstanding and will only be received after the purchaser meets a regulatory milestone relating to the advancement of the Saulyak Gold Project; being the grant of a mining licence. The Company has been advised by its Ukrainian advisers that the mining licence may have been granted, but this has not yet been verified. The Company will keep the market informed of any relevant information it receives but stresses that it is not aware of whether the Company has a present right to be paid the US\$3 million and makes no statement of whether such a right will exist, or whether in any event the Company would receive those funds. No investment decision should be made on the basis of these matters.

In addition, as the Company previously announced, it has guaranteed the payment of a royalty by Saulyak Limited Liability Company based on gold output from the Saulyak Gold Project which was disposed of by the Company on 10 July 2007 (as described above). The royalty is up to 2% net smelter royalty per ounce of gold produced from the Saulyak Gold Project payable only in respect of ounces of gold produced over 750,000 ounces in total. At the time of the sale of the project by the Company total reserves identified at the project were not in excess of 750,000 ounces.

The Company has proposed a deed to the relevant counterparty which primarily provides for the release of the Company's guarantee of the above royalty in consideration for 50% of the Company's contingent right to the US\$3 million deferred consideration payment under the Saulyak asset sale agreement (referred to above). The deed of settlement has not been accepted or agreed at this stage and no representation or forecast is made as to whether any agreement will be reached, whether the Company may be obliged to make any payment pursuant to the guarantee, nor whether the Company is entitled to, or may receive any of the US\$3 million amount.

(m) Foreign exchange risks

The Company's financial reports are prepared in AUD. However, the Company is exposed to expenditure in foreign exchange rates, particularly the CHF and USD. The Company does not currently hedge against movements in foreign exchange rates. Any adverse movements in currencies against the AUD could adversely impact the Company's financial performance and position.

(n) Potential transactions

As part of its overall business strategy, the Company may from time to time make acquisitions of, or significant investments, in companies, products, intellectual property or technologies. The Company may also review and consider other business activities, including alternative structures which may result in the Company being acquired or merged with another entity or the disposal of the Company's products, intellectual property or technologies.

Any such future transaction would be accompanied by the risks commonly encountered in making acquisitions or disposals of companies, products, intellectual property or technologies. For example, there may be liabilities in connection with a transaction which are not identified in the Company's due diligence investigations or such transactions may not prove to be successful. Any such transaction may be subject to shareholder and regulatory approvals.

### 4.3 General risks

(a) **Price of Shares**

The Shares are subject to general market risks applicable to all securities listed on a stock exchange. This may result in fluctuations in the Share price that are not explained by the performance of the Company.

The price at which Shares are quoted on the ASX may increase or decrease due to a number of factors, some of which may not relate directly or indirectly to the Company's performance or prospects.

There is no assurance that the price of the Shares will increase in the future, even if the Company achieves key technical or commercial milestones or any future financial forecasts.

Some of the factors which may affect the price of the Shares include:

- (i) fluctuations in the domestic and international markets for listed stocks;
- (ii) general economic conditions, including interest rates, inflation rates, exchange rates, commodity and oil prices or changes to government;
- (iii) fiscal, monetary or regulatory policies, legislation or regulation;
- (iv) inclusion in or removal from market indices;
- (v) the nature of the markets in which the Company operates;
- (vi) general operational and business risks;
- (vii) variations in sector performance, which can lead to investors exiting one sector to prefer another; and
- (viii) initiatives by other sector participants which may lead to investors switching from one stock to another.

Deterioration of general economic conditions may also affect the Company's business operations, and the consequent returns from an investment in Shares.

In the future, the sale of large parcels of Shares may cause a decline in the price at which the Shares trade on ASX.

(b) **Tax law and application**

The application of and change in relevant tax laws (including income tax, goods and services tax (or equivalent), rules relating to deductible liabilities and stamp duty), or changes in the way those tax laws are interpreted, will or may impact the tax liabilities of the Company or the tax treatment of a Shareholder's investment. An interpretation or application of tax laws or regulations by a relevant tax authority that is contrary to the Company's view of those laws may increase the amount of tax paid or payable by the Company.

Both the level and basis of tax may change. Any changes to the current rate of company income tax (in Australia or other countries in which the Company operates) and / or any changes in tax rules and tax arrangements (again in Australia or other countries in which the Company operates) may increase the amount of tax paid or payable by the Company, may also impact Shareholder returns and could also have an adverse impact on the level of dividend franking / conduit foreign income and Shareholder returns. In addition, an investment in Shares involves tax considerations which may differ for each Shareholder. Each Shareholder is encouraged to seek professional tax advice in connection with any investment in the Company.

(c) **Force majeure events**

Events may occur within or outside Australia that could impact upon global, Australian or other local economies relevant to the Company's financial performance, the operations of the Company and the price of the Shares. These events include but are not limited to acts of terrorism, an outbreak of international hostilities, fires, floods, earthquakes, labour strikes, civil wars, natural disasters, outbreaks of disease or other man-made or natural events or occurrences that can have an adverse effect on the demand for the Company's services and its ability to conduct business. The Company has only a limited ability to insure against some of these risks.

(d) **Accounting standards**

Australian Accounting Standards (**AAS**) are adopted by the AASB and are not within the control of the Company and its Directors. The AASB may, from time to time, introduce new or refined AAS, which may affect the future measurement and recognition of key statement of profit or loss and statement of financial position items. There is also a risk that interpretation of existing AAS, including those relating to the measurement and recognition of key statement of profit or loss or statement of financial position items may differ. Any changes to the AAS or to the interpretation of those standards may have an adverse effect on the reported financial performance and position of the Company.

(e) **Shareholder dilution**

In the future, the Company may elect to issue further Shares in connection with fundraisings, including to raise proceeds for acquisitions. While the Company will be subject to the constraints of the Listing Rules regarding the percentage of its capital it is able to issue within a 12 month period (other than where exceptions apply), Shareholders may be diluted as a result of such fundraisings.

(f) **Expected future events may not occur**

Certain statements in this Offer Document constitute forward looking statements. Such forward looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance and achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements. Given these uncertainties, prospective investors should not place undue reliance on such forward looking statements. In addition, under no circumstances should forward looking statements be regarded as a representation or warranty by the Company, or any other person referred to in this Offer Document, that a particular outcome or future event is guaranteed.

(g) **Trading in Shares may not be liquid**

There is no guarantee that there will be an ongoing liquid market for the Shares. Accordingly, there is a risk that, should the market or the Shares become illiquid, the Shareholders will be unable to realise their investment in the Company.

(h) **General economic and financial market conditions**

The operating and financial performance of the Company is influenced by a variety of general domestic and global economic and business conditions that are outside the control of the Company. There is a risk that prolonged deterioration in general economic conditions may impact the demand for the Company's products and negatively impact the Company's financial performance, financial position, cash flows, dividends, growth prospects and Share price.

#### **4.4 Investment speculative**

The above list of risks ought not to be taken as exhaustive of the risks faced by the Company or by prospective investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the New Shares. The New Shares carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Shares. Prospective investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for New Shares.

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## 5. GLOSSARY

In this Offer Document, unless the context otherwise requires:

**\$** or **AUD** means Australian dollars.

**AAS** has the meaning given to that term in Section 4.3(d).

**AASB** means the Australian Accounting Standards Board.

**Applicant** means a person who submits an Entitlement and Acceptance Form or Shortfall Application Form (as applicable).

**Application** means a valid application for New Shares under the Entitlement Offer made pursuant to an Entitlement and Acceptance Form or Shortfall Shares under the Shortfall Offer made pursuant to a Shortfall Application Form (as applicable).

**Application Form** means an Entitlement and Acceptance Form or Shortfall Application Form (as applicable).

**Application Monies** means application monies for New Shares received by the Company from an Applicant.

**ASIC** means the Australian Securities & Investments Commission.

**ASX** means ASX Limited ABN 98 008 624 691 and where the context permits, the market operated by it.

**Board** means the board of Directors.

**CHF** means Swiss Francs.

**CHES** means ASX Clearing House Electronic Subregister System.

**Cleansing Statement** means the notice lodged by the Company with ASX in accordance with section 708AA(2)(f) of the Corporations Act in respect of the Entitlement Offer.

**Closing Date** means the date referred to as such in the Indicative Timetable.

**Company** means BARD1 Life Sciences Limited ACN 009 070 384.

**Constitution** means the constitution of the Company as at the date of this Offer Document.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Director** means a director of the Company.

**Eligible Shareholder** means a person who:

- (a) is a Shareholder at 5:00pm (WST) on the Record Date; and
- (b) has a registered address in Australia, New Zealand, Switzerland or Hong Kong as recorded with the Share Registry as at the Record Date.

**Entitlement** means a Shareholder's entitlement to subscribe for New Shares under the Entitlement Offer.

**Entitlement and Acceptance Form** means the entitlement and acceptance form attached to, or accompanying this Offer Document, that sets out the entitlement of an Eligible Shareholder to subscribe for New Shares pursuant to the Entitlement Offer.

**Entitlement Offer** has the meaning given to that term in Section 1.1.

**Foreign Shareholder** has the meaning given to that term in Section 2.10.

**Indicative Timetable** means the indicative timetable on page 6 of this Offer Document.

**Issuer Sponsored** means securities issued by an issuer that are held in uncertificated form without the holder entering into a sponsorship agreement with a broker or without the holder being admitted as an institutional participant in CHESS.

**Lead Manager** means Merchant Corporate Advisory Pty Ltd (ACN 617 902 646).

**Listing Rules** means the official listing rules of ASX.

**New Share** means a Share offered pursuant to this Offer Document.

**Offer Document** means this offer document dated 18 June 2019.

**Offers** means the Entitlement Offer and Shortfall Offer.

**Official Quotation** means quotation of Shares on the official list of ASX.

**Opening Date** means the date referred to as such in the Indicative Timetable.

**Option** means an option to acquire a Share.

**Placement** has the meaning given to that term in Section 1.2.

**Placement Shares** has the meaning given to that term in Section 1.2.

**Record Date** means the date referred to as such in the Indicative Timetable.

**Section** means a section of this Offer Document.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a registered holder of Shares.

**Share Registry** means Computershare Investor Services Pty Ltd.

**Shortfall** means the New Shares not applied for under the Entitlement Offer before the Closing Date.

**Shortfall Application Form** means the application form attached to, or accompanying this Offer Document, to be used for the purposes of applying for Shortfall Shares.

**Shortfall Offer** has the meaning given to that term in Section 2.5.

**Shortfall Shares** means the New Shares constituting the Shortfall.

**Underwriters** means Jondol Pty Ltd ACN 159 230 850 as trustee for Jondol Estates Super Fund and PNSF Pty Ltd ACN 600 194 072 as trustee for the Prime Numbers Superannuation Fund.

**Underwriting Agreements** has the meaning given to that term in Section 2.7.

**USD** means United States dollars.

**WST** means Australian Western Standard Time.