

BARD 1 Life Sciences Limited ACN 009 070 384

2017 SHARE PURCHASE PLAN

IMPORTANT NOTICE

General

This document is dated 10 July 2017.

This document is not a prospectus and has not been lodged with ASIC. Accordingly, this document does not contain all the information that an investor would find in a prospectus or which may be required in order to make an informed investment decision regarding whether or not to invest in the New Shares offered by this document.

This document is important and requires your immediate attention. It should be read in its entirety. If you do not understand or are in doubt about the contents of this document, or the action you should take, you should consult your financial or other professional adviser without delay.

The market price of Shares may rise or fall between the date of this document and the date the New Shares are issued to you. This means that up to or after the date on which the New Shares are issued to you, you may be able to buy Shares on the market at a lower price than the Issue Price. The Company and its Directors do not offer any recommendation or advice regarding participation in the Offer.

Holding shares in an early-stage biotechnology company engaged in research and development activities such as the Company is a speculative form of investment and the future price of Shares may rise or fall depending on, amongst other things, successful research and development outcomes and fluctuations on the stock market generally.

This document does not, and is not intended to, constitute an Offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an Offer or to issue this document.

No action has been taken to permit the Offer in any jurisdiction other than Australia and New Zealand to the extent set out in this document.

The distribution of this document in jurisdictions outside Australia and New Zealand may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any other jurisdiction.

Application will be made for the New Shares to be quoted on ASX. The New Shares have not been and will not be registered under any other applicable securities laws and they may not, subject to certain exceptions, be offered or sold directly or indirectly within any jurisdiction outside Australia and New Zealand.

Capitalised terms in this document are defined in the Glossary.

United States

This Offer may not be released or distributed in the United States. The New Shares have not been and will not be registered under the US Securities Act 1933 (**Securities Act**) or the securities laws of any state or other jurisdiction of the United States. The New Shares may not be offered, sold or otherwise transferred in the United States except in a transaction exempt from, or not subject to, the registration of the Securities Act and the applicable laws of any state or other jurisdiction in the United States.

No Recommendation

The information in this document is not a recommendation to accept the Offer and does not constitute financial advice. Eligible Shareholders should therefore conduct their own investigations, assessment and analysis of the Company and its operations and prospects and must base their investment decision solely on those investigations and that assessment and analysis.

If, after reading this document, Eligible Shareholders have any questions regarding the Offer, they should contact their financial or other professional adviser before deciding whether or not to accept the Offer.



10 July 2017

Dear Shareholder

SHARE PURCHASE PLAN OFFER

The Company is pleased to offer eligible shareholders the opportunity to participate in the Company's share purchase plan (**Offer**). The Offer will give you the opportunity to apply for up to AUD\$15.000 worth of New Shares.

The Company intends to issue up to 125 million Shares to raise up to \$1 million under the Offer.

The issue price of each New Share will be \$0.008 (**Issue Price**). The Issue Price will be 80.9% of the volume weighted average market price of Shares calculated over the last 5 days on which Shares were recorded as trading on ASX the day before the Issue Date.

If the total value of the acceptances under the Offer for New Shares exceeds an aggregate amount of \$1,000,000 worth of New Shares, the Company reserves the right to scale back applications in such manner as the Directors see fit so that the total funds raised under the Offer do not exceed this amount.

Participation in the Offer is entirely voluntary. No brokerage costs apply to purchases under the Offer. The issue of New Shares is expected to take place on or around 12 August 2017.

On 5 July 2017 the Company announced that it had received firm commitments for a share placement of new ordinary shares to institutional, professional and sophisticated investors to raise \$1.097 million (**Placement**). It is intended that the proceeds of the Placement and the Offer will be used to fund ongoing research and development programs, commercial initiatives and for general working capital.

Participation and Important Dates in relation to the Offer

The Offer is offered exclusively to all Shareholders (including Custodians), who are registered holders of Shares as at 5pm WST on 4 July 2017 (**Record Date**) with a registered address in Australia or New Zealand, and not resident or located in any jurisdiction in or into which an offer of New Shares would be unlawful, who meet certain other conditions as expressly prescribed in the Terms & Conditions (**Eligible Shareholders**).

The Offer opens at 9:00am (WST) on 12 July 2017 and is expected to close at 5:00pm (WST) on 2 August 2017.

No late applications will be accepted. However, the Directors reserve their right, subject to the Corporations Act and the ASX Listing Rules, to vary the Closing Date without prior notice. If the Closing Date is varied, subsequent dates may also be varied accordingly.

Subject to the Company obtaining a waiver from ASX or ASX Listing Rule 10.12 Exception 8 being satisfied at the date of the issue of the New Shares, Directors who are Eligible Shareholders may (without having to obtain prior Shareholder approval), participate in the Offer, on the same terms as all other Eligible Shareholders.

Offer

The Offer provides Eligible Shareholders with an opportunity to acquire a parcel of New Shares in the Company. Shareholders may apply for New Shares in five different parcels:

	Subscription Amount (AUD	Number of New Shares	
Parcel A	\$1,000 (minimum)	125,000	
Parcel B	\$2,500	312,500	
Parcel C	\$5,000	625,000	
Parcel D	\$10,000	1,250,000	
Parcel E	\$15,000 (maximum)	1,875,000	

No fractions of New Shares will be issued.

All Application Monies must be paid in Australian dollars.

The Company reserves its right to issue fewer New Shares than an Eligible Shareholder applies for under the Offer or none at all and its right to scale back applications in such manner as the Directors see fit. Any determination by the Directors in respect of any scaling back or refusal of any application will be final. If a scale back occurs or the Company refuses an application, the Company will refund any excess Application Monies to the relevant Eligible Shareholders in full (without interest and at the Eligible Shareholder's sole risk).

The Offer is not underwritten.

Pricing

As stated above the Issue Price of each New Share \$0.008. This Issue Price is 19.1% discount from the average market price of the Company's shares sold on the ASX during the previous five trading days ending 4 July 2017.

The market price of the Shares may rise or fall between the date of this document and the date that New Shares are issued to you under the Offer. This means that the price at which New Shares are issued to you may be greater or less than the prevailing market price of the Shares at the date of this document. Further, the Issue Price may exceed the price at which you would be able to buy Shares on the market at the same time that New Shares are issued to you under the Offer. We recommend that you seek financial advice from a suitably qualified adviser before you decide to participate in the Offer.

Shareholder Approval

The Offer is limited to 30% of the Company's ordinary shares on issue as at the date of this document and the Company will, to the extent it is permitted, issue the New Shares under the Offer pursuant to the Company's ASX Listing Rule 7.1 placement capacity or ASX Listing Rule 7.2 Exception 15. Accordingly, Shareholder approval is not required for the issue of the New Shares under the Offer.

If required, the Company will scale back applications in such manner as the Directors see fit.

Terms & Conditions

Full details of the Offer are outlined in the Terms & Conditions attached. Before you decide whether to participate in the Offer, please read the Terms & Conditions carefully, as you will be bound by them.

If you have any questions in respect of the Offer please contact the Company Secretary on +618 93819550.

If you have any questions about the Company, its technology and pipeline please contact:

Dr Leearne Hinch CEO M 0400414416 E leearne@bard1.com

Yours faithfully

Peter Gunzburg

Chairman

KEY DATES*

Details	Date
Record Date 5.00pm WST	4 July 2017
The date on which the Company determines Eligible Shareholders	
Dispatch Date	12 July 2017
The date on which this document and the Application Forms are dispatched to Eligible Shareholders	
Opening Date	12 July 2017
The date on which the Offer opens	
Closing Date	2 August 2017
The date on which the Offer closes	
Applications and payments must be received by 5.00pm WST	
Offer results announcement	3 August 2017
The date the Company intends to announce the results of the Offer	
Issue Date	10 August 2017
The date New Shares are intended to be issued and any scale back may be announced	
Dispatch of holding statements	11 August 2017
Quotation of New Shares on ASX	11 August 2017

^{*}The above dates are indicative only and, subject to compliance with applicable law, may be changed at the Company's discretion. Any changes will be advised to ASX.

Terms & Conditions of Offer

The following are the terms and conditions of the Offer. By accepting the Offer, you agree to be bound by these Terms & Conditions and the Company's constitution.

1. ASIC Class Order 09/425

The Offer is offered in compliance with ASIC Class Order 09/425. ASIC Class Order 09/425 provides relief from the requirement for the Company to provide a prospectus when offering shares to existing shareholders of a company pursuant to a share purchase plan.

2. Opening Date and Closing Date of the Offer

The Offer opens at 9:00am (WST) on 12 July 2017 (Opening Date).

The Offer closes at 5:00pm (WST) on 2 August 2017 (Closing Date).

Late applications will not be accepted. However, the Directors reserve their right, subject to the Corporations Act and the ASX Listing Rules, to vary the Closing Date without prior notice. If the Closing Date is varied, subsequent dates may also be varied accordingly.

3. Who is eligible to participate in the Offer?

You are eligible to apply for New Shares under the Offer if you were registered as a holder of Shares on the Register as at the Record Date and if your registered address, as recorded in the Register, is in Australia or New Zealand and you are not resident or located in any jurisdiction in or into which an offer of New Shares would be unlawful.

The Offer to each Eligible Shareholder is made on the same terms and conditions.

Your rights under the Offer are personal to you and the Offer is non-renounceable (i.e. you may not transfer your right to subscribe for New Shares to anyone else).

4. Shareholder Approval

The Offer is limited to 30% of the Company's ordinary shares on issue as at the date of this document and the Company will, to the extent it is permitted, issue the New Shares under the Company's ASX Listing Rule 7.1 placement capacity or ASX Listing Rule 7.2 Exception 15. Accordingly, Shareholder approval is not required for the issue of the New Shares pursuant to the Offer.

If required, the Company will scale back applications in such manner as the Directors see fit.

5. Voluntary participation

The Offer is entirely voluntary and is subject to the Terms & Conditions. You are not obliged to participate in the Offer.

6. Issue Price

The Issue Price of each New Share will be \$0.008. The issue price of each New Share will be 80.9% of the volume weighted average market price of Shares calculated over the last 5 days on which Shares were recorded as trading on ASX the day before the Issue Date.

The Issue Price represents a discount of 20% to the closing price of Shares of \$0.01 on 4 July 2017 (being the day before the Offer was announced).

7. Important information on price risk to consider

Before deciding whether to accept the Offer, you should refer to the current market price of the Shares, which can be obtained from the financial pages of most major daily newspapers, your stockbroker, your financial adviser, or ASX.

Subscription for New Shares is a speculative investment and the market price may change between the date you apply for New Shares and the issue of New Shares to you. Accordingly, the value of New Shares applied for is likely to rise or fall. Importantly, there is a risk that during the period when the Issue Price is determined and when the New Shares are issued to you, the price at which Shares are traded on ASX may be less than the Issue Price. You must rely on your own knowledge of the Company, previous disclosures made by the Company to ASX (including disclosure regarding risks of making an investment in the Company). In determining whether you wish to participate in the Offer and the extent to which you participate, you should seek your own personal financial and/or taxation advice referable to your personal circumstances.

8. Risks

The New Shares offered under the Offer are considered highly speculative. 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 document, before deciding whether to apply for New Shares pursuant to the Offer.

The Company is subject to a number of specific risks which relate directly to its business and to other general risks. These may either individually or in combination have a material impact on its future financial performance and the market price of Shares. Many of the risks are largely beyond the control of the Company and the Directors, and cannot be mitigated. The below list of risks is not intended to be an exhaustive list of the risks factors to which the Company or Shareholders are exposed. There can be no guarantee that the Company will achieve its stated objectives or that any forward looking statements or forecasts will eventuate.

Specific Risks

(a) Product development risk

The Company has two cancer diagnostic products in the early stages of development, and a cancer vaccine project 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 pipeline products will require substantial further development and validation, including clinical studies. 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 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 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), EMA (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 the Australia, the US, EU, or other jurisdictions for its cancer diagnostics products that are in development. Furthermore, any future marketing of 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, 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 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 elects 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 its 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 in 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 members of its management and scientific team. The loss of any of these people's services could materially and adversely affect the Company and may impede the achievement of its research, product development and commercialisation objectives. Furthermore, the Company's ability to operate successfully and manage its potential future growth will require the services of additional staff. 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.

(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 licensees involves a risk of product liability claims or litigation being brought against the Company, including for if any products fail to effectively diagnose cancer. 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 licensees and customers and will also be entitled to be indemnified by its licensees 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

BARD1AG SA was the 'Co-ordinator' of the BARDiag (262318) project under an EU Grant Agreement from 2011 to April 2013 for certain work product and deliverables. A financial audit was conducted by the audit body and a draft audit report found that up to EUR 91,285.80 (136,246) of expenditure may be ineligible. BARD1AG submitted a response with an amended budget covering these expenditure items, and is awaiting a final decision by the audit body as to its outstanding liabilities under the EU Grant Agreement.

In addition to the potential liabilities associated with the EU Grant Agreement, the University of Vienna has made payment claims against the Company that may not be covered by the Company's entitlement to payment under the EU Grant Agreement of up to EUR 62,620 (AUD 101,000).

(I) 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.

(m) Potential acquisitions

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. Any such future transaction would be accompanied by the risks commonly encountered in making acquisitions of companies, products, intellectual property or technologies.

General Risks

(n) Securities investments

There are risks associated with any securities investment. The prices at which the Shares trade on ASX may fluctuate in response to a number of factors including:

- (i) the recruitment or departure of key personnel;
- (ii) actual or anticipated changes in estimates as to financial results, development timelines or recommendations by securities analysts;
- (iii) variations in the Company's financial results or those of companies that are perceived to be similar to the Company including changes caused by changes in financial accounting standards or practices, or taxation rules or practices;
- (iv) announcements regarding litigation or other proceedings that involve the Company;
- (v) war or acts of terrorism or catastrophic disasters that disrupt world trade or adversely affect confidence in financial markets;
- (vi) other general economic, industry and market conditions; and
- (vii) other factors described in this paragraph 8.

(o) Share market conditions

The market price of the Shares may fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(p) Liquidity risk

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

(q) Economic risk

Factors such as inflation, currency fluctuations, interest rates and supply and demand of capital have an impact on business costs and stock market prices. The Company's operating costs, possible future revenues and future profitability can be affected by these factors which are beyond the control of the Company.

(r) Litigation risk

The Company is exposed to possible litigation risks including, but not limited to, intellectual property and patent claims, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position. The Company is not currently engaged in any litigation.

(s) Insurance

The Company will, where possible and economically practicable, endeavour to mitigate some business risks by procuring relevant insurance coverage. However, such insurance coverage may not always be available or economically justifiable and the policy provisions and exclusions may render a particular claim by the Company outside the scope of the insurance coverage.

(t) Policies and legislation

The introduction of new legislation or amendments to existing legislation by governments, and the decisions of courts and tribunals, can impact adversely on the assets, operations and, ultimately, the financial performance of the Company.

Any adverse developments in political and regulatory conditions in the countries in which the Company could conduct business, could materially affect the Company's prospects. Political changes, such as changes in both monetary and fiscal policies, expropriation, methods and rates of taxation and currency exchange controls may impact the performance of the Company as a whole.

Investment speculative

The above list of risks ought not to be taken as exhaustive of the risks faced by the Company or by 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 offered under the Offer.

Therefore, the New Shares to be issued pursuant to the Offer carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those New Shares.

Investment in the Company must be regarded as speculative and neither the Company nor any of its Directors or any other party associated with the preparation of this document guarantees that any specific objectives of the Company will be achieved or that any particular performance of the Company or of the Shares, including those offered by the Offer, will be achieved. Potential investors should consider that the investment in the Company is highly speculative and should consult their professional advisers before deciding whether to apply for New Shares pursuant to the Offer.

9. How much can you invest in the Offer?

Subject to paragraph 12, if you are an Eligible Shareholder, you may subscribe for a maximum of AUD\$15,000 worth of New Shares.

There is a minimum amount for which you may subscribe under the Offer which is AUD\$1,000 worth of New Shares.

The following parcels of New Shares are available under the Offer:

	Subscription Amount	Number of New Shares
Parcel A	AUD\$1,000 (minimum)	125,000
Parcel B	AUD\$2,500	312,500
Parcel C	AUD\$5,000	625,000
Parcel D	AUD\$10,000	1,250,000
Parcel E	AUD\$15,000 (maximum)	1,875,000

The maximum limit of \$15,000 worth of New Shares applies to you even if you receive more than one Offer. For example, if as at the Record Date, you are both a sole and a joint Shareholder, you can only apply for New Shares once, either in your capacity as sole Shareholder or joint Shareholder, not both.

No fractions of New Shares will be issued.

All Application Monies must be paid in Australian dollars.

No brokerage, stamp duty or other costs are payable by applicants in respect of an application for New Shares.

10. Scale Back or Refusal of Application

The Company does not intend to issue more than 125 million New Shares. If applications of more than:

- (a) 125 million New Shares; or
- (b) 30% of the Company's ordinary shares on issue at the Issue Date,

the Directors may in their absolute discretion, undertake a scale back to the extent and in the manner they see fit.

Factors which the Directors may take into account in determining any scale back include, but are not limited to:

- (a) the total Application Monies received;
- (b) the amount applied for by each Eligible Shareholder;
- (c) the number of Shares held by each Eligible Shareholder at the Record Date;
- (d) whether an Eligible Shareholder remains on the Register on the Closing Date;
- (e) the date the Company received the Application Form; and
- (f) any other such criteria as determined by the Directors.

If there is a scale back, you may not receive all the New Shares for which you have applied. If a scale-back produces a fractional number when applied to the number of New Shares for which you have applied, the number of New Shares issued to you will be rounded down to the nearest whole number of New Shares.

If there is a scale back, the difference between the Application Monies received from you, and the number of New Shares issued to you multiplied by the Issue Price, will be refunded to you in full (without interest and at your sole risk).

The Directors reserve their right (in their absolute discretion) to refuse an Application Form (in whole or in part) if they consider that:

- (a) it is reasonable and prudent to do so;
- (b) the applicant is not an Eligible Shareholder;
- (c) the issue of those New Shares may contravene any applicable law, rule or regulation in any jurisdiction (including without limitation the Corporations Act or the ASX Listing Rules) or the requirements of any regulatory or governmental body or may require further action to be taken by the Company including, without limitation, registration of Shares or the preparation of a prospectus in any jurisdiction; or
- (d) the applicant has not otherwise complied with the Terms & Conditions.

If an Application Form is refused in whole or in part, the Application Monies will be returned to the applicant in full (without interest and at the applicant's sole risk).

All Directors' decisions in connection with a scale back or refusal of an application are final.

11. Not underwritten

The Offer is not underwritten.

12. Custodian Certification

If on the Record Date you are a Custodian and hold Shares on behalf of one or more persons each of whom is an Eligible Shareholder (each, a **Participating Beneficiary**), the Offer is made to you and you have the discretion whether to extend the Offer to the Participating Beneficiaries. You may apply up to a maximum of AUD\$15,000 worth of New Shares for each Participating Beneficiary.

In any consecutive 12 month period, the Company can only issue to a Custodian Shares up to the value AUD\$15,000, unless the Custodian certifies in writing (**Custodian Certificate**):

- (a) either or both of the following:
 - (i) that the Custodian holds Shares on behalf of one or more Participating Beneficiaries that are not Custodians; and
 - (ii) that another Custodian (**Downstream Custodian**) holds beneficial interests in Shares on behalf of one or more Participating Beneficiaries, and the Custodian holds the Shares to which those beneficial interests relate on behalf of the Downstream Custodian or another Custodian.

on the Record Date and that each Participating Beneficiary has subsequently instructed the following persons:

- (iii) where paragraph 12(a)(i) applies the Custodian; and
- (iv) where paragraph 12(a)(ii) applies the Downstream Custodian,

to apply for New Shares on their behalf under the Offer;

- (b) the number of Participating Beneficiaries;
- (c) the name and address of each Participating Beneficiary;
- (d) in respect of each Participating Beneficiary:
 - (i) where paragraph 12(a)(i) applies, the number of Shares that the Custodian holds on their behalf; and
 - (ii) where paragraph 12(a)(ii) applies, the number of Shares to which the beneficial interests relate applies;
- (e) in respect of each Participating Beneficiary:
 - (i) where paragraph 12(a)(i)applies, the number or the dollar amount of New Shares they instructed the Custodian to apply for on their behalf; and
 - (ii) where paragraph 12(a)(ii) applies, the number or the dollar amount of New Shares they instructed the Downstream Custodian to apply for on their behalf;
- (f) there are no Participating Beneficiaries in respect of which the total of the application price for the following exceeds AUD\$15,000:
 - (i) the New Shares applied for by the Custodian on their behalf under the Offer in accordance with the instructions in paragraph 12(e); and
 - (ii) any other Shares issued to the Custodian in the 12 months before the application under the Offer as a result of an instruction given by them to the Custodian or Downstream Custodian to apply for Shares on their behalf under an arrangement similar to the Offer;
- (g) that a copy of this document was given to each Participating Beneficiary; and
- (h) where paragraph 12(a)(ii) applies, the name and address of each Custodian who holds beneficial interests in the Shares held by the Custodian in relation to each Participating Beneficiary.

In providing a Custodian Certificate under this paragraph 12, the Custodian may rely on information provided to it by the Participating Beneficiary and any Custodian who holds beneficial interests in the Shares held by the Custodian.

If the Company is not satisfied with the Custodian Certificate (for whatever reason), the Company will not issue any New Shares to the Custodian on behalf of the relevant Participating Beneficiaries.

If you require a Custodian Certificate or require further information about the Custodian application process, you should contact the Share Registry.

If you hold Shares as a trustee or nominee for another person, but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings set out in paragraph 9 apply.

13. Effect of making an application and Shareholder Certification

Subject to paragraph 12 above, if you submit a BPAY® payment or complete and return an Application Form together with a cheque, bank draft or money order (as applicable), you:

- (a) warrant that you are an Eligible Shareholder and are eligible to participate in the Offer:
- (b) irrevocably and unconditionally agree to the Terms & Conditions and the terms of the Application Form;
- (c) acknowledge that your application will be irrevocable and unconditional;
- (d) certify and represent to the Company that you have not applied for more than AUD\$15,000 worth of New Shares;
- (e) certify that the total of the monies paid for the following does not exceed AUD\$15,000 (irrespective of whether you may have received more than one Offer or received Offers in more than one capacity):
 - (i) the New Shares the subject of your application under the Offer;
 - (ii) any other New Shares issued to you under the Offer or any other Shares issued to you under any similar arrangement in the 12 months before the application under the Offer (excluding Shares applied for but not issued);
 - (iii) any other New Shares which you have instructed a Custodian to acquire on your behalf under the Offer; and
 - (iv) any other Shares issued to a Custodian under an arrangement similar to the Offer in the 12 months before the application under the Offer as a result of an instruction you have given to a Custodian; and
- (f) agree to be bound by the Company's constitution.

14. Transaction Costs

The only cost associated with the Offer is the Issue Price for the number of New Shares for which you wish to subscribe. You do not have to pay brokerage, commission or other transaction costs which would normally apply when you acquire Shares on market.

15. Issue of New Shares and variation on number of New Shares issued

The New Shares will be issued on the Issue Date.

The Share Registry will send to you a holding statement in due course following the Issue Date.

The Company reserves its right and absolute discretion to issue fewer New Shares than an Eligible Shareholder applies for under the Offer (or none at all), if the Company believes the issue of those New Shares would contravene any applicable law, rule or regulation (including without limitation the ASX Listing Rules).

If an Application Form is refused in whole or in part, the Application Monies will be returned to the applicant in full without interest and the applicant's sole risk.

16. What rights will the New Shares carry?

Once the New Shares are issued, they will rank equally with existing Shares and will carry the same voting rights, dividend rights and other entitlements.

17. Can the Company change, suspend or terminate the Offer?

The Company may at any time change, suspend or terminate the Offer. If the Company changes, suspends or terminates the Offer it will advise ASX. The accidental omission to give notice of changes to or suspension or termination of the Offer or the non-receipt of any such notice will not invalidate the change, suspension or termination.

18. Directors' Participation

Subject to the Company obtaining a waiver from ASX or ASX Listing Rule 10.12 Exception 8 being satisfied at the date of the issue of the New Shares, Directors who are Eligible Shareholders may (without having to obtain prior Shareholder approval), participate in the Offer, on the same terms as all other Eligible Shareholders.

19. How do you pay for the New Shares?

All amounts in the Offer are expressed in Australian dollars. You must pay for the New Shares either by:

- (a) BPAY® payment via internet or phone banking. You must also quote your reference number which is on the Application Form. If you use this method, you should be aware of your financial institution's cut-off time. It is your responsibility to ensure funds are received by the Closing Date; or
- (b) cheque, bank draft or money order in Australian dollars. Please make your cheque, bank draft or money order payable to "BARD1 Life Sciences Limited" and cheques are crossed "Not Negotiable".

New Zealand Shareholders are not able to make a BPAY payment.

20. Please provide a cheque, bank draft or money order for the exact amount

If you have not elected to pay by BPAY® and you do not provide the exact amount, the Company reserves its right to return your Application Form and cheque, bank draft or money order. If the Company returns your Application Form and cheque, bank draft or money order, no New Shares will be issued to you.

If you make a BPAY® payment and do not provide the exact amount, you will, subject to the Terms & Conditions, be deemed to have applied for such New Shares for which you have paid.

21. Dispute resolution

The Company may settle any dispute in connection with the Offer in any manner it thinks fit, whether generally or in relation to any participant, application or Share. The Company's decision will be final and binding.

The Company reserves its right to waive strict compliance with any provision of the Terms & Conditions.

22. Quotation and Registration of your Shares

The Company will apply for the New Shares issued to you to be quoted on ASX by 10 August 2017.

The Company participates in CHESS. Under CHESS, you will not receive a share certificate but will receive a statement of your holding of Shares. The CHESS statement will prescribe the number of New Shares issued pursuant to the Offer, 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 broker sponsored, ASX Settlement will send you a CHESS statement.

If you are registered on the Issuer Sponsored Subregister, the Share Registry will dispatch your statement, which will contain the number of New Shares issued to you under the Offer and your security holder reference number.

23. Privacy

By receiving completed Application Forms, the Company collects personal information about Shareholders. The Company will use this information for the purposes of processing the Application Form and updating the records of the Company. To the extent restricted by law, the Company will not disclose personal information about a Shareholder to a third party. To the extent permitted by law, Shareholders are able to access, upon request, personal information about them by the Company.

24. Governing law and jurisdiction

These Terms & Conditions are governed by the laws in force in Western Australia. Any dispute arising out of or in connection with these Terms & Conditions, or the offer of New Shares, will be determined by the courts of Western Australia. By accepting this offer, you agree to submit to the non-exclusive jurisdiction of the courts in Western Australia.

HOW DO YOU APPLY FOR NEW SHARES UNDER THE OFFER

If you wish to participate in the Offer please read the Terms & Conditions carefully. You must subscribe for:

- (a) a minimum parcel of AUD\$1,000 worth of New Shares;
- (b) a parcel of AUD\$2,500 worth of New Shares;
- (c) a parcel of AUD\$5,000 worth of New Shares;
- (d) a parcel of AUD\$10,000 worth of New Shares; or
- (e) a maximum parcel of AUD\$15,000 worth of New Shares.

Application Forms and payments under the Offer are irrevocable and may not be withdrawn once the Company receives it.

If you make a BPAY® payment, you do not need to return the Application Form. However, you must quote your reference number which is on the Application Form and your reference number will process your payment to your entitlement. Please ensure you make a payment for the exact amount of the New Share parcel for which you wish to subscribe. You will be deemed to have applied for such New Shares for which you have paid, subject to the Terms & Conditions. You should also be aware of your financial institution's cut-off time. It is your responsibility to ensure funds are submitted correctly by the Closing Date.

Late applications will not be accepted. However, the Directors reserve their right, subject to the Corporations Act and the ASX Listing Rules, to vary the Closing Date without prior notice. If the Closing Date is varied, subsequent dates may also be varied accordingly.

Application Monies must be paid in Australian dollars. If you send in your cheque, bank draft or money order, you must complete all the required details in the enclosed Application Form. You must:

- 1. Tick the box for the number of New Shares for which you wish to subscribe, noting the amount payable for that number of New Shares.
- 2. Complete the cheque details section and ensure that the "Amount" section corresponds to the exact amount payable for the New Shares for which you wish to subscribe. (Should the exact amount payable not be tendered, the Company reserves its right to return the Application Form and cheque, bank draft or money order and not issue the applicant any New Shares and/or scale back the application as it sees fit.)
- 3. Insert your telephone contact numbers so that we may contact you if necessary.
- 4. Ensure your cheque, bank draft or money order is made out for the exact amount of the Share parcel for which you wish to subscribe, payable to "BARD1 Life Sciences Limited" and cheques crossed "Not Negotiable".
- 5. You must return the completed Application Form, together with the cheque, bank draft or money order to the Share Registry at:

Computershare Investor Services Pty Limited GPO Box 505 Melbourne VIC 3001

Ensure that your completed Application Form and payment reaches the Share Registry by the Closing Date **no later than 5:00pm (WST) on 2 August 2017.**

GLOSSARY

Application Form means the application form accompanying this document.

Application Monies means monies paid by Eligible Shareholders in respect of New Shares the subject of an application pursuant to the Offer.

ASIC means the Australian Securities and Investments Commission.

ASIC Class Order 09/425 means ASIC Class Order [CO 09/425] issued by ASIC (as amended from time to time).

ASX means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context requires.

ASX Listing Rules means the official listing rules of ASX (as amended from time to time).

ASX Settlement means ASX Settlement Pty Limited (ACN 008 504 532).

CHESS means the Clearing House Electronic Subregister System operated by ASX Settlement.

Closing Date has the meaning given in paragraph 2 of the Terms & Conditions.

Company means BARD1 Life Sciences Limited ACN 009 070 384.

Corporations Act means the Corporations Act 2001 (Cth).

Custodian has the meaning given in ASIC Class Order 09/425, being a person that:

- (a) that holds an Australian financial services licence that:
 - (i) covers the provision of a custodial or depositary service; or
 - (ii) covers the operation of an IDPS (as defined in ASIC Class Order [CO 13/763]); or
- (b) that is exempt under:
 - (i) paragraph 7.6.01(1)(k) of the Corporations Regulations 2001 (the Regulations); or
 - (ii) paragraph 7.6.01(1)(na) of the Regulations; or
 - (iii) ASIC Class Order [CO 14/1000] or ASIC Class Order [CO 14/1001]; or
 - (iv) Schedule 2 to the ASIC Corporations (Repeal and Transitional) Instrument 2016/396; or
 - (v) (an instrument, not being a legislative instrument, made by ASIC and which applies to the person on terms similar to Schedule 2 of the legislative instrument referred to in subparagraph (ii) or any of the ASIC Class Orders repealed by that legislative instrument; or
 - (vi) paragraph 911A(2)(h) of the Act;

from the requirement to hold an Australian financial services licence for the provision of a custodial or depositary service; or

- (c) that is a trustee of a:
 - (i) self-managed superannuation fund; or
 - (ii) superannuation master trust; or
- (d) that is the responsible entity of an IDPS-like scheme; or
- (e) that is the registered holder of shares or interests in the class and is noted on the register of members of the body or scheme (as the case may be) as holding the shares or interests on account of another person.

Custodian Certificate has the meaning given to that term in paragraph 12 of the Terms & Conditions.

Directors means the directors of the Company from time to time.

Downstream Custodian has the meaning given to that term in paragraph 12 of the Terms & Conditions.

Eligible Shareholder has the meaning given in the Letter.

Issue Date means the date on which New Shares will be issued, which as at the date of this document is intended to be 12 August 2017.

Issue Price has the meaning given in the Letter.

Issuer Sponsored Subregister means that part of the register for a class of the Company's securities for which CHESS approval has been given in accordance with the operating rules of ASX Settlement that is administered by the Company (and not by ASX Settlement) and that records uncertificated holdings of securities.

Letter means the letter addressed to Shareholders from the Chairman, included in this document.

New Shares means the Shares to be issued to Eligible Shareholders who accept the Offer.

Offer has the meaning given in the Letter.

Opening Date has the meaning given in paragraph 2 of the Terms & Conditions.

Participating Beneficiary has the meaning given to that term in paragraph 12 of the Terms & Conditions.

Record Date has the meaning given in the Letter.

Register means the share register maintained by or on behalf of the Company in Australia.

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

Share Registry means Computershare Investor Services Pty Limited.

Shareholder means a registered holder of Shares.

Terms & Conditions means the terms and conditions of the Offer as expressly prescribed in this document.

WST means Australian Western Standard Time.



ABN 58 009 070 384



BD1 MR SAM SAMPLE 123 SAMPLE STREET **SAMPLETOWN VIC 3000** For all enquiries:

Phone:

(within Australia) 08 9381 9550 (outside Australia) 61 8 9381 9550

www.investorcentre.com/contact

Make your payment:



See overleaf for details of the Offer and how to make your payment

Share Purchase Plan Application Form

Your payment must be received by 5:00pm (WST) Wednesday 2 August 2017

This is an important document that requires your immediate attention.

It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

By making payment you agree to be bound by the Constitution of BARD1 Life Sciences Limited and that the submission of this payment constitutes an irrevocable offer by you to subscribe for BARD1 Life Sciences Limited shares on the terms of the Share Purchase Plan (SPP).

In addition, by making payment you certify that the aggregate of the application price paid by you for:

- the New Shares the subject of the payment slip overleaf; and
- any other shares and interests in the class applied for by you under the SPP or any similar arrangement in the 12 months prior to the date of submission of the payment,

does not exceed \$15,000.

BARD1 Life Sciences Limited may make determinations in any manner it thinks fit, in relation to any difficulties which may arise in connection with the SPP whether generally or in relation to any participant or application.

Any determinations by BARD1 Life Sciences Limited will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates. BARD1 Life Sciences Limited reserves the right to waive strict compliance with any provision of the terms and conditions of the SPP, to amend or vary those terms and conditions or to suspend or terminate the SPP at any time. Any such amendment, suspension or termination will be binding on all Eligible Shareholders even where BARD1 Life Sciences Limited does not notify you of that event.

Step 1: Registration Name & Offer Details

Details of the shareholding and the Offer are shown overleaf.

Please check the details provided and update your address via www.investorcentre.com if any of the details are incorrect.

If you have a CHESS sponsored holding, please contact your Controlling Participant to notify a change of address.

Step 2: Make Your Payment

Your payment must correspond to one of the options detailed overleaf. You may choose one option only. Note that the amount chosen may be subject to scale back in accordance with the terms of the SPP.

Choose one of the payment methods shown below.

BPAY®: See overleaf. Do not return the payment slip with BPAY payment.

By Mail: Complete the reverse side of this payment slip and detach and return with your payment. Make your cheque, bank draft or money order payable in Australian dollars to "BARD1 Life Sciences Limited" and cross "Not Negotiable". The cheque must be drawn from an Australian bank. Cash is not accepted.

Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques received may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the payment slip. Receipts will not be forwarded. Funds cannot be debited directly from your account.

Entering your contact details is not compulsory, but will assist us if we need to contact you.

BARD1 Life Sciences Limited Share Purchase Plan Application Form Payment must be received by 5:00pm (WST) Wednesday 2 August 2017







Share Purchase Plan Application Form

X 999999991

IND

STEP 1

Registration Name & Offer Details

For your security keep your SRN/

Registration Name:

MR SAM SAMPLE 123 SAMPLE STREET SAMPLETOWN VIC 3000

Entitlement No: 12345678

Offer Details: Record date: 5.00pm (WST) Tuesday 4 July 2017

Minimum value available to purchase:

\$1,000

Maximum value available to purchase:

\$15,000

STEP 2

Make Your Payment



Biller Code: 99999

Ref No: 1234 5678 9123 4567 89

Contact your financial institution to make your payment from your cheque or savings account.

Pay by Mail:



Make your cheque, bank draft or money order payable to "BARD1 Life Sciences Limited" and cross "Not Negotiable".

Return your cheque with the below payment slip to: Computershare Investor Services Pty Limited GPO BOX 505 Melbourne Victoria 3001 Australia

Lodgement of Acceptance

If you are applying for New Shares and your payment is being made by BPAY, you do not need to return the payment slip below. Your payment must be received by no later than 5:00pm (WST) Wednesday 2 August 2017. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. Neither Computershare Investor Services Pty Limited (CIS) nor BARD1 Life Sciences Limited accepts any responsibility for loss incurred through incorrectly completed BPAY payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time.

If you are paying by cheque, bank draft or money order the payment slip below must be received by CIS by no later than 5:00pm (WST) Wednesday 2 August 2017. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for shareholders in Australia. Other Eligible Shareholders will need to affix the appropriate postage. Return the payment slip below with cheque attached. Neither CIS nor BARD1 Life Sciences Limited accepts any responsibility if you lodge the payment slip below at any other address or by any other means.

Privacy Notice

Detach here

The personal information you provide on this form is collected by CIS, as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at http://www.computershare.com/au.

Purchase Details for BARD1 Life Sciences Limited (choose one option)						
\(\cdot \)	\$2,500 worth of OR \$5,000 v New Shares New Shares					
	S15,000 worth of New Shares					
	1011 C.I.a. 00	Entitle	ment No: 12345678			
Payment must be received by 5:	A\$ 00pm (WST) Wednesday 2 Augu	MR S. 123 S	AM SAMPLE AMPLE STREET PLETOWN VIC 3000			
Contact Details		O, tivii	ELTOWN VIO 0000			
Contact	Daytime					
Name	Telephone					
Cheque Details						
Drawer Dr	Cheque Number BSB Number	Account Number	Amount of Cheque			
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