



Announcement Summary

Entity name

MEMPHASYS LIMITED.

Announcement Type

New announcement

Date of this announcement

17/8/2022

The Proposed issue is:

☒ A standard pro rata issue (including non-renounceable or renounceable)

☒ A placement or other type of issue

Total number of +securities proposed to be issued for a standard pro rata issue (including non-renounceable or renounceable)

| ASX +security code | +Security description | Maximum Number of +securities to be issued |
|--------------------|-----------------------|--|
| MEM | ORDINARY FULLY PAID | 88,019,816 |

Ex date

22/8/2022

+Record date

23/8/2022

Offer closing date

6/9/2022

Issue date

13/9/2022

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

| ASX +security code | +Security description | Maximum Number of +securities to be issued |
|--------------------|-----------------------|--|
| MEM | ORDINARY FULLY PAID | 80,000,000 |

Proposed +issue date

24/8/2022

Refer to next page for full details of the announcement



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Part 1 - Entity and announcement details

1.1 Name of +Entity

MEMPHASYS LIMITED.

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

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

1.2 Registered Number Type

ABN

Registration Number

33120047556

1.3 ASX issuer code

MEM

1.4 The announcement is☒ New announcement**1.5 Date of this announcement**

17/8/2022

1.6 The Proposed issue is:☒ A standard +pro rata issue (non-renounceable or renounceable)☒ A placement or other type of issue**1.6a The proposed standard +pro rata issue is:**☒ + Non-renounceable



Part 3 - Details of proposed entitlement offer issue

Part 3A - Conditions

3A.1 Do any external approvals need to be obtained or other conditions satisfied before the entitlement offer can proceed on an unconditional basis?

☒ No

Part 3B - Offer details

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

ASX +security code and description

MEM : ORDINARY FULLY PAID

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

☒ Existing class

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

☒ No

If the entity has quoted company options, do the terms entitle option holders to participate on exercise?

☒ No

Details of +securities proposed to be issued

ASX +security code and description

MEM : ORDINARY FULLY PAID

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

ISIN Code for the entitlement or right to participate in a non-renounceable issue (if Issuer is foreign company and +securities are non CDIs)

Offer ratio (ratio to existing holdings at which the proposed +securities will be issued)

The quantity of additional +securities to be issued

1

For a given quantity of +securities held

9



What will be done with fractional entitlements?

Fractions rounded up to the next whole number

Maximum number of +securities proposed to be issued (subject to rounding)

88,019,816

Offer price details for retail security holders

In what currency will the offer be made?

AUD - Australian Dollar

What is the offer price per +security for the retail offer?

AUD 0.02000

Oversubscription & Scale back details

Will individual +security holders be permitted to apply for more than their entitlement (i.e. to over-subscribe)?

☒ Yes

Describe the limits on over-subscription

Allocation of the Shortfall Shares will be at the discretion of the Board in conjunction with the Underwrite

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

☒ No

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

☒ Yes

Part 3C - Timetable

3C.1 +Record date

23/8/2022

3C.2 Ex date

22/8/2022

3C.4 Record date

23/8/2022



3C.5 Date on which offer documents will be sent to +security holders entitled to participate in the +pro rata issue

26/8/2022

3C.6 Offer closing date

6/9/2022

3C.7 Last day to extend the offer closing date

1/9/2022

3C.9 Trading in new +securities commences on a deferred settlement basis

7/9/2022

3C.11 +Issue date and last day for entity to announce results of +pro rata issue

13/9/2022

3C.12 Date trading starts on a normal T+2 basis

14/9/2022

3C.13 First settlement date of trades conducted on a +deferred settlement basis and on a normal T+2 basis

16/9/2022

Part 3E - Fees and expenses

3E.1 Will there be a lead manager or broker to the proposed offer?

☒ Yes

3E.1a Who is the lead manager/broker?

Canaccord Genuity (Australia) Limited

3E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

- (a) a management fee of 2.0% of the gross proceeds raised under the Offer; and
- (b) a selling/underwriting fee of 4% of the gross proceeds raised from any Shortfall under the Offer placed by the Lead Manager.

3E.2 Is the proposed offer to be underwritten?

☒ Yes

3E.2a Who are the underwriter(s)?

Canaccord Genuity (Australia) Limited

3E.2b What is the extent of the underwriting (ie the amount or proportion of the offer that is underwritten)?

- (a) a management fee of 2.0% of the gross proceeds raised under the Offer; and
- (b) a selling/underwriting fee of 4% of the gross proceeds raised from Shortfall under the Offer placed by the Lead Manager



3E.2c What fees, commissions or other consideration are payable to them for acting as underwriter(s)?

- (a) a management fee of 2.0% of the gross proceeds raised under the Offer; and
- (b) a selling/underwriting fee of 4% of the gross proceeds raised from any Shortfall under the Offer placed by the Lead Manager

3E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated

Indices fall; Non-compliance with disclosure requirements; Misleading Prospectus; Restriction on allotment; ASIC application; Takeovers Panel; Hostilities; Authorisation, Indictable offence;

3E.2e Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer?

☒ Yes

3E.2e (i) What is the name of that party?

Alison Coutts

3E.2e (ii) What is the extent of their underwriting or sub-underwriting (ie the amount or proportion of the offer they have underwritten or sub-underwritten)?

\$42,652

3E.2e (iii) What fee, commission or other consideration is payable to them for acting as underwriter or sub-underwriter?

fee of 1% of the value of Shares sub-underwritten (based on the Offer price of \$0.02 per Share)

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

☒ No

3E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

Part 3F - Further Information

3F.1 The purpose(s) for which the entity intends to use the cash raised by the proposed issue

- o continuing the commercialisation of the FelixTM System,
- o undertaking FelixTM System clinical trials and other regulatory activities,
- o continuing the development of other pipeline products with Uni of Newcastle

3F.2 Will holdings on different registers or subregisters be aggregated for the purposes of determining entitlements to the issue?

☒ No

3F.3 Will the entity be changing its dividend/distribution policy if the proposed issue is successful?

☒ No

3F.4 Countries in which the entity has +security holders who will not be eligible to participate in the proposed issue

the Offer is not being extended and Shares will not be issued to Shareholders with a registered address which is outside Australia or New Zealand.



3F.5 Will the offer be made to eligible beneficiaries on whose behalf eligible nominees or custodians hold existing +securities

☒ Yes

3F.5a Please provide further details of the offer to eligible beneficiaries

Nominees and custodians may not submit an Entitlement and Acceptance Form on behalf of any Shareholder resident outside Australia and New Zealand without the prior consent of the Company, taking into account relevant securities law restrictions

3F.6 URL on the entity's website where investors can download information about the proposed issue

<https://www.memphasys.com/investor-relations/>

3F.7 Any other information the entity wishes to provide about the proposed issue

3F.8 Will the offer of rights under the rights issue be made under a disclosure document or product disclosure statement under Chapter 6D or Part 7.9 of the Corporations Act (as applicable)?

☒ Yes

3F.9 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

☒ The publication of a +disclosure document or +PDS involving the same class of securities as the +securities proposed to be issued that meets the requirements of section 708A(11) or 1012DA(11)



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

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

☒ No

Part 7B - Issue details

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

☒ Existing class

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

☒ No

Details of +securities proposed to be issued

ASX +security code and description

MEM : ORDINARY FULLY PAID

Number of +securities proposed to be issued

80,000,000

Offer price details

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

☒ Yes

In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD 0.02000

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

☒ Yes



Part 7C - Timetable

7C.1 Proposed +issue date

24/8/2022

Part 7D - Listing Rule requirements

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

☒ No

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

☒ Yes

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

80,000,000 ordinary shares representing 10.09% of placement capacity under listing rule 7.1

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

☒ No

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

☒ No

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

☒ No

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

☒ No

Part 7E - Fees and expenses

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

☒ Yes

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

Canaccord Genuity (Australia) Limited

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

Selling/underwriting fee of 4% of the gross proceeds raised from the Placement and the Offer
Management fee of 2.0% of the gross proceeds raised under the Offer

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

☒ No



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

The Company agrees to reimburse the Canaccord for all reasonable out-of-pocket expenses incurred by the Lead Manager in connection with the Lead Manager Mandate and the Offer, including legal fees up to a maximum of \$20,000

Part 7F - Further Information

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

- ☐ continuing the commercialisation of the FelixTM System,
- ☐ undertaking FelixTM System clinical trials and other regulatory activities,
- ☐ continuing the development of other pipeline products with the University of Newcastle

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

☒ No

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

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

☒ The publication of a +disclosure document or +PDS involving the same class of securities as the +securities proposed to be issued that meets the requirements of section 708A(11) or 1012DA(11)