



IMAGION BIOSYSTEMS LIMITED (ASX: IBX)

24 September 2018

To: Australian Securities Exchange Limited
Filed by: Imagion Biosystems Limited

Pro-Rata Non-Renounceable Rights Issue Notice under section 708AA(2)(f) of the Corporations Act 2001 (Cth)

Imagion Biosystems Limited (ASX: **IBX**) (**Imagion** or the **Company**) has announced a pro-rata non-renounceable rights issue (**Offer**) to shareholders, on the basis of 1 new share for every 2 Imagion shares held as at 7.00pm (Melbourne time) Friday 28 September 2018 (**Record Date**).

Pursuant to the Offer, the Company will issue up to 107,147,608 fully paid ordinary shares in the capital of the Company (**New Shares**) (subject to fractional rounding) at an issue price of \$0.04 each, to raise up to \$4.3 million (before costs). The entitlement to subscribe for New Shares under the Offer is non-renounceable.

The Offer is not underwritten. There will be a shortfall facility under the Offer, which will enable Eligible Shareholders to subscribe for shares in addition to their entitlement (**Shortfall Facility**).

In the event that following the close of the Offer a shortfall remains, the Directors reserve the right to place such shortfall shares at their discretion to sophisticated and/or professional investors (under section 708 of the *Corporations Act 2001* (Cth) (the **Act**)) within 3 months of the close of the Offer (**Shortfall Placement**). It is intended that any such Shortfall Placement will be managed by the Lead Manager to the Offer, Pamplona Corporate Pty Ltd.

The Company gives notice under section 708AA(2)(f) of the Act as follows:

- (a) the New Shares will be offered for issue without disclosure to investors under Part 6D.2 of the Act;
- (b) this notice is being given under section 708AA(2)(f) of the Act;
- (c) as at the date of this notice, the Company has complied with:
 - (i) the provisions of Chapter 2M of the Act as they apply to the Company; and
 - (ii) section 674 of the Act; and
- (d) as at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) of the Act.



Potential effect of Offer on shareholder dilution and the control of the Company

The effect of the Offer on the control of the Company will depend on a number of factors, including:

- the level of shareholder participation in the Entitlement component of the Offer and the identity of shareholders who participate in the Entitlement component of the Offer;
- if applicable, the level of shareholder participation in the Shortfall Facility and the identity of shareholders who participate in the Shortfall Facility; and
- if applicable, the level of investor participation in the Shortfall Placement and the identity of investors who participate in the Shortfall Placement.

The potential effect of the Offer on the control of the Company is as follows:

- If all shareholders take up their full Entitlements, there would be no effect on the control of the Company, as the Offer is made pro-rata, and in that case no rights would lapse or revert to the Shortfall Facility or Shortfall Placement.
- If eligible shareholders do not take up their full Entitlements under the Offer, then the interests of those eligible shareholders will be diluted.
- The interests of ineligible shareholders will be diluted as a result of the Offer.

No New Shares will be issued if, to do so would, to the extent of the knowledge of the Company, result in a breach of the Listing Rules or the restrictions on obtaining or increasing relevant interests of greater than 20% of the Company's issued voting shares under Chapter 6 of the Act, or would otherwise be contrary to the Act or the Listing Rules.

Signed for **Imagion Biosystems Limited**:


Jovanka Naumoska
Company Secretary
24 September 2018