

Appendix 3B

New Issue Announcement, Application for Quotation of Additional Securities and Agreement

*Information or documents not available now must be given to ASX as soon as available.
Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of Entity

Prana Biotechnology Limited (ASX: PBT)

ABN

37 080 699 065

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|--|
| 1 | +Class of +securities issued or to be issued | a) Ordinary Shares (PBT)
b) Unlisted Options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | a) 6,784,000
b) 1,400,000 |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | a) Fully Paid Ordinary Shares (PBT)
b) Unlisted options exercisable at AUD\$0.27 on or before 25 May 2020 |
| 4 | Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state: <ul style="list-style-type: none"> the date from which they do the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment | a) Yes (PBT)
b) Yes, upon exercise of Ordinary Shares |

5	Issue price or consideration	a) AUD \$1,419,890 b) Nil consideration – Options issued under ESOP
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	a) To fund the Company's current clinical development, research programs and working capital. This is an on-going placement – more tranches will be allotted in the future. b) As per Employee Incentive Scheme and Consulting Agreements
6a	Is the entity an ⁺ eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h <i>in relation to the ⁺securities the subject of this Appendix 3B</i> , and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of ⁺ securities issued without security holder approval under rule 7.1	a) 6,784,000
6d	Number of ⁺ securities issued with security holder approval under rule 7.1A	Nil
6e	Number of ⁺ securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil
6f	Number of ⁺ securities issued under an exception in rule 7.2	b) 1,400,000
6g	If ⁺ securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the ⁺ issue date and both values. Include the source of the VWAP calculation.	N/A
6h	If ⁺ securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Refer to the attached Annexure 1

7 ⁺Issue dates

Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.

Cross reference: item 33 of Appendix 3B.

a-b) Wednesday, 27th May 2015

8 Number and ⁺class of all ⁺securities quoted on ASX (including the ⁺securities in section 2 if applicable)

Number	⁺ Class
533,891,470	Fully Paid Ordinary Shares (PBT)

9 Number and ⁺class of all ⁺securities not quoted on ASX (including the ⁺securities in section 2 if applicable)

ASX Code	Number	Class of Securities			Issued under an ESOP
		Security Type	Exercise Price	Expiry Date	
PBTAA	200,000	Unlisted Options	AUD\$0.61	24 Oct 2018	2004 ASX Plan
PBTAB	1,000,000	Unlisted Options	AUD\$0.34	2 Oct 2018	2004 ASX Plan
PBTAC	1,649,573	Unlisted Options	AUD\$0.37	25 June 2018	2004 ASX Plan
PBTAD	360,000	Unlisted Options	AUD\$0.73	3 Nov 2018	2004 ASX Plan
PBTAE	1,200,000	Unlisted Options	AUD\$1.04	11 Dec 2018	2004 ASX Plan
PBTAF	100,000	Unlisted Options	AUD\$1.12	5 Feb 2019	2004 ASX Plan
PBTAG	1,200,000	Unlisted Options	AUD\$0.25	6 April 2018	2004 ASX Plan
PBTAH	2,000,000	Unlisted Options	AUD\$0.26	18 Feb 2020	2004 ASX Plan
PBTAO	612,397	Unlisted Options	AUD\$0.17	24 Feb 2016	-
PBTAQ	8,500,000	Unlisted Options	AUD\$0.33	13 Dec 2017	2004 ASX Plan
PBTAW	1,119,519	Unlisted Options	AUD\$0.25	20 Mar 2017	2004 ASX Plan
PBTAY	306,490	Unlisted Options	AUD\$0.66	4 Aug 2018	2004 ASX Plan
PBTAZ	360,000	Unlisted Options	AUD\$0.66	1 Oct 2018	2004 ASX Plan
'New Class'	1,400,000	Unlisted Options	AUD\$0.27	25 May 2020	2004 ASX Plan
TOTAL	20,007,979				

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

Unchanged

Part 2 - Pro rata issue

11	Is security holder approval required?	<input style="width: 100%;" type="text"/>
12	Is the issue renounceable or non-renounceable?	<input style="width: 100%;" type="text"/>
13	Ratio in which the *securities will be offered	<input style="width: 100%;" type="text"/>
14	*Class of *securities to which the offer relates	<input style="width: 100%;" type="text"/>
15	*Record date to determine entitlements	<input style="width: 100%;" type="text"/>
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	<input style="width: 100%;" type="text"/>
17	Policy for deciding entitlements in relation to fractions	<input style="width: 100%;" type="text"/>
18	<p>Names of countries in which the entity has security holders who will not be sent new offer documents</p> <p><small>Note: Security holders must be told how their entitlements are to be dealt with.</small></p> <p><small>Cross reference: rule 7.7.</small></p>	<input style="width: 100%; height: 60px;" type="text"/>
19	Closing date for receipt of acceptances or renunciations	<input style="width: 100%;" type="text"/>
20	Names of any underwriters	<input style="width: 100%;" type="text"/>
21	Amount of any underwriting fee or commission	<input style="width: 100%;" type="text"/>
22	Names of any brokers to the issue	<input style="width: 100%;" type="text"/>
23	Fee or commission payable to the broker to the issue	<input style="width: 100%;" type="text"/>
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	<input style="width: 100%; height: 40px;" type="text"/>
25	If the issue is contingent on security holders' approval, the date of the meeting	<input style="width: 100%;" type="text"/>
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	<input style="width: 100%;" type="text"/>
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	<input style="width: 100%; height: 40px;" type="text"/>
28	Date rights trading will begin (if applicable)	<input style="width: 100%; height: 30px;" type="text"/>

- | | | |
|----|---|--|
| 29 | Date rights trading will end
(if applicable) | |
| 30 | How do security holders sell their entitlements <i>in full</i>
through a broker? | |
| 31 | How do security holders sell <i>part</i> of their
entitlements through a broker and accept for the
balance? | |
| 32 | How do security holders dispose of their
entitlements
(except by sale through a broker)? | |
| 33 | *Issue date | |

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of *securities
(tick one)

(a) ☒ *Securities described in Part 1

(b) ☐ All other *securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 ☐ If the *securities are *equity securities, the names of the 20 largest holders of the additional *securities, and the number and percentage of additional *securities held by those holders
- 36 ☐ If the *securities are *equity securities, a distribution schedule of the additional *securities setting out the number of holders in the categories
- 1 - 1,000
 - 1,001 - 5,000
 - 5,001 - 10,000
 - 10,001 - 100,000
 - 100,001 and over
- 37 ☐ A copy of any trust deed for the additional *securities

Entities that have ticked box 34(b)

38	Number of *securities for which *quotation is sought					
39	*Class of *securities for which quotation is sought					
40	<p>Do the *securities rank equally in all respects from the *issue date with an existing *class of quoted *securities?</p> <p>If the additional *securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 					
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another *security, clearly identify that other *security)</p>					
42	Number and *class of all *securities quoted on ASX (including the *securities in clause 38)	<table border="1"> <thead> <tr> <th>Number</th> <th>*Class</th> </tr> </thead> <tbody> <tr> <td></td> <td></td> </tr> </tbody> </table>	Number	*Class		
Number	*Class					

Quotation agreement

1 ⁺Quotation of our additional ⁺securities is in ASX's absolute discretion. ASX may quote the ⁺securities on any conditions it decides.

2 We warrant the following to ASX.


- The issue of the ⁺securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those ⁺securities should not be granted ⁺quotation.
- An offer of the ⁺securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any ⁺securities to be quoted and that no-one has any right to return any ⁺securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the ⁺securities be quoted.
- If we are a trust, we warrant that no person has the right to return the ⁺securities to be quoted under section 1019B of the Corporations Act at the time that we request that the ⁺securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before ⁺quotation of the ⁺securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here:

Company Secretary

Date: Wednesday, 27th May 2015

Print name:

Phillip Hains



The CFO Solution

Wednesday, 27th May 2015

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid *ordinary securities on issue 12 months before the *issue date or date of agreement to issue	488,646,960
Add the following: <ul style="list-style-type: none"> Number of fully paid *ordinary securities issued in that 12 month period under an exception in rule 7.2 Number of fully paid *ordinary securities issued in that 12 month period with shareholder approval Number of partly paid *ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> Include only ordinary securities here – other classes of equity securities cannot be added Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 	290,000 (LR 7.2) Nil Nil
Subtract the number of fully paid *ordinary securities cancelled during that 12 month period	Nil
“A”	488,936,960

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	73,340,544

Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used

<p>Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p>Note:</p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	44,954,510
“C”	44,954,510

Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1

<p>“A” x 0.15</p> <p>Note: number must be same as shown in Step 2</p>	73,340,544
<p>Subtract “C”</p> <p>Note: number must be same as shown in Step 3</p>	44,954,510
<p>Total [“A” x 0.15] – “C”</p>	<p>28,386,034</p> <p>[Note: this is the remaining placement capacity under rule 7.1]</p>

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	N/A

Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	N/A

Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
<i>Insert number of *equity securities issued or agreed to be issued in that 12 month period under rule 7.1A</i> <i>Notes:</i> <ul style="list-style-type: none"> • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained • It may be useful to set out issues of securities on different dates as separate line items 	N/A
“E”	N/A

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	N/A
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	N/A
Total [“A” x 0.10] – “E”	N/A Note: This is the remaining placement capacity under rule 7.1A

ASX ANNOUNCEMENT

Notice Under Section 708A(5) of the Corporations Act [ASX Code: PBT]

Wednesday, 27th May 2015

This notice is given under paragraph (5)(e) of section 708A of the Corporations Act.

Type:	Shares
Class/Description:	Ordinary Fully Paid
ASX Code:	PBT
Date of Issue:	Wednesday, 27 th May 2015
Number Issued:	6,784,000
Issue Price:	AUD \$1,419,890

The Company intends to apply to Australian Stock Exchange Limited for quotation of the above shares.

Accordingly the Company gives notice under section 708A(5)(e) of the *Corporations Act 2001* (Cth) (the "Corporations Act") that:

1. the abovementioned ordinary shares were issued without disclosure to investors under Part 6D.2 of the *Corporations Act*;
2. as at the date of this notice the Company has complied with:
 - (i) the provisions of Chapter 2M *Corporations Act* as they apply to the Company; and
 - (ii) section 674 *Corporations Act*; and
3. as at the date of this notice there is no "excluded information" (as defined in subsection 708A(7) of the *Corporations Act*) which is required to be disclosed by the Company.

For and on behalf of the Company,



Phillip Hains
Company Secretary
Prana Biotechnology Limited