



Oventus Medical Limited

ACN 608 393 282

Non-Renounceable Entitlement Offer Booklet

A Non-Renounceable Pro-Rata Entitlement Offer of one (1) New Share for every twenty (20) Shares held at an Issue Price of \$0.38 per New Share (Offer) to raise approximately \$2.3 million before costs

The Entitlement Offer opens at 9 a.m. (Melbourne time) on Thursday, 8 August 2019

The Entitlement Offer closes at 5 p.m. (Melbourne time) on Wednesday, 21 August 2019

The Entitlement Offer is fully underwritten by Bell Potter Securities Limited ACN 006 390 772 and Patersons Securities Limited ACN 008 896 311.

NOT FOR RELEASE OR DISTRIBUTION IN THE UNITED STATES

This Offer Booklet dated 31 July 2019 and the accompanying personalised Entitlement and Acceptance Form contain important information. Please read both the Entitlement Offer Booklet and the personalised Entitlement and Acceptance Form carefully and in their entirety and call your professional adviser or Oventus Medical Limited (**Oventus** or **Company**) if you have any queries. In particular, Eligible Shareholders should refer to the risk factors set out in Section 5 of this document. If you do not understand these documents, or are in doubt as to how to act, you should consult your financial or other professional adviser before making any investment decision.

The Entitlement Offer Booklet is not a prospectus prepared in accordance with the Corporations Act and has not been lodged with ASIC. Accordingly, this Offer Booklet does not necessarily contain all of the information which a prospective investor may require to make an investment decision and it does not contain all of the information which would otherwise be required to be disclosed in a prospectus or other disclosure document. As the Company is a listed disclosing entity which meets the requirements of section 708AA of the Corporations Act, the Entitlement Offer will be made without a prospectus. Neither ASIC nor ASX, nor any of their officers or employees takes responsibility for this Entitlement Offer or the merits of the investment to which this Entitlement Offer relates.

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Important information

Not a prospectus, not investment advice or financial product advice

The information in this Offer Booklet is not a prospectus, product disclosure statement, disclosure document or other offering document under the Corporations Act (or any other law) and has not been lodged with ASIC.

This Offer Booklet does not purport to contain all the information that you may require to evaluate a possible application for New Shares, nor does it contain all the information which would be required in a prospectus or product disclosure statement prepared in accordance with the requirements of the Corporations Act (or any other law). It should be read in conjunction with the Company's other periodic statements and continuous disclosure announcements lodged with ASX.

It is also not financial product advice and has been prepared without taking into account your investment objectives, financial circumstances or particular needs. The Company is not licensed to provide financial product advice in respect of the New Shares. Neither ASIC nor ASX take responsibility for the contents of this Offer Booklet.

The information in this Booklet does not take into account the investment objectives, financial situation or needs of you or any particular investor. The potential tax effects of the Entitlement Offer will vary between individual investors. Before deciding whether to apply for New Shares, you should consider whether they are a suitable investment for you in light of your own investment objectives and financial circumstances and having regard to the merits or risks involved. You should conduct your own independent review, investigation and analysis of Shares the subject of the Entitlement Offer. If, after reading this Offer Booklet, you have any questions about the Entitlement Offer, you should contact your stockbroker, accountant or other independent and appropriately licensed professional adviser.

By returning an Entitlement and Acceptance Form or otherwise paying for your New Shares and any Additional New Shares through BPAY® in accordance with the instructions on the Entitlement and Acceptance Form, you acknowledge that you have read this Offer Booklet and you have acted in accordance with and agree to the terms of the Entitlement Offer detailed in this Offer Booklet.

You should also consider the key risks which is included in this Offer Booklet at section 5.

References to 'you' and 'your Entitlement'

In this Offer Booklet, references to 'you' are references to Eligible Shareholders and references to 'your Entitlement' (or 'your Entitlement and Acceptance Form') are references to the Entitlement and Acceptance Form of Eligible Shareholders.

No Entitlement trading

Entitlements are non-renounceable and will not be tradable on the ASX or otherwise transferable. Accordingly, you cannot, in most circumstances, withdraw your application for New Shares once it has been accepted.

Defined terms and time

Defined terms and abbreviations used in this Offer Booklet are explained in Section 7 Glossary.

Notwithstanding any references to the contrary, all references to time in this Offer Booklet are to **Melbourne time**.

This Offer Booklet should be read in its entirety

No person is authorised to give any information or make any representation in connection with the Entitlement Offer other than as contained in this Offer Booklet. Any information or representation in connection with the Entitlement Offer not contained in this Offer Booklet is not, and may not be relied upon as having been, authorised by the Company or any of its officers.

This Offer Booklet should be read in its entirety before you decide to participate in the Entitlement Offer.

If you have any questions about your Entitlement to New Shares, please contact either the Company using the contact details provided in the Corporate Directory in Section 8 or your stockbroker or professional adviser.

Jurisdictions

This Offer Booklet does not, and is not intended to, constitute an offer, invitation or issue in any place in which, or to any person to whom, it would be unlawful to make such an offer, invitation or issue. This Offer Booklet has not been, nor will it be, lodged, filed or registered with any regulatory authority under the securities laws of any country.

No action has been taken to register or qualify the Entitlement Offer, the Entitlements, the New Shares, or otherwise permit a public offering of the New Shares, in any jurisdiction outside of Australia and New Zealand. See the foreign selling restrictions set out in Section 3.20 of this Offer Booklet for more information.

Financial forecasts and forward looking statements

Some of the statements appearing in this Offer Booklet may be in the nature of forward looking statements, including statements of current intention, statements of opinion and predictions as to possible future events. These may be identified by words such as 'may', 'could', 'believes', 'estimates', 'expects', or 'intends' and other similar such words that involve risks or uncertainties.

You should be aware that such statements are not statements of fact or guarantees and there can be

no certainty of outcome in relation to the matters to which the statements relate. Forward looking statements are subject to many inherent risks and uncertainties before actual outcomes are achieved. These risk factors are discussed further in Section 5 of this Offer Booklet. Actual outcomes may differ materially from the events, intentions or results expressed or implied in any forward looking statement in this Offer Booklet.

To the maximum extent permitted by law, none of the Company or any person named in this Entitlement Offer Booklet or any person involved in the preparation of this Offer Booklet makes any representation or warranty (express or implied) as to the accuracy or likelihood of fulfilment of any forward looking statement, or any intentions or outcomes expressed or implied in any forward looking statement and disclaim all responsibility and liability for such forward looking statements (including, without limitation, liability for negligence). The Company has no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Offer Booklet, except where required by law. You are cautioned not to place undue reliance on any forward looking statement having regard to the fact that the outcome may not be achieved.

Any pro forma financial information (including past performance information) provided in this Offer Booklet is for information purposes only and is not a forecast of operating results to be expected in any future period. Except as required by law, and only then to the extent so required, neither the Company nor any other person warrants or guarantees the future performance of the Company or any return on any investment made pursuant to this Offer Booklet.

Privacy Act

If you complete an Entitlement and Acceptance Form, you will be providing personal information to the Company (directly or to the Company's Share Registry). The Company collects, holds and uses that information to assess your application, service your needs as a Shareholder, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

The information may also be used from time to time and disclosed to persons lawfully entitled to inspect the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company's Share Registry.

You can access, correct and update the personal information that we hold about you by contacting the Company or its Share Registry. Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules.

You should note that if you do not provide the information required on the Entitlement and Acceptance Form, the Company may not be able to accept or process your application for New Shares.

Risks

You should consider the Section 5 for a summary of general and specific risk factors that may affect the Company.

Publicly available information

The Entitlement Offer Booklet should be read in conjunction with the Company's continuous disclosure announcements made to the ASX available from the ASX website (at www.asx.com.au - ASX Code: OVN). The Company may release further announcements after the date of this Offer Booklet which may be relevant to your consideration of the Entitlement Offer.

Past performance

Investors should note that past performance, including past Share price performance, cannot be relied on as an indicator of, and provides no guidance as to, future Company performance, including future Share performance.

Underwriting

The Entitlement Offer is fully underwritten by the Underwriters, subject to the terms of an agreement between the Company and the Underwriters. See Section 6.11 for full particulars.

1 Key Offer details

Key Status	
Issue Price	\$0.38 per New Share
Ratio	1 New Share for every 20 Shares held
Shortfall Offer	Eligible Shareholders, who apply for their full Entitlement, may apply for 'Additional Shares', provided that the issue of those Additional Shares will not result in a breach of the Listing Rules or any applicable law.
Maximum number of New Shares to be issued under Entitlement Offer	6,084,835 (approximately)
Maximum number of New Shares to be issued under the Tranche 1 Placement	15,757,491
Maximum number of New Shares to be issued under the Tranche 2 Placement	2,747,922
Maximum amount to be raised under Entitlement Offer	\$2,312,237 (approximately)
Maximum number of Shares on issue following the Entitlement Offer (and the Tranche 1 Placement)	127,781,538 (approximately)
Maximum number of Shares on issue following the Entitlement Offer (and the Tranche 1 Placement and Tranche 2 Placement)	130,529,460 (approximately)

The above figures assume that no Existing Options over Shares will be exercised prior to the Record Date. There are 4,579,952 Existing Options.

Indicative Timetable for the Entitlement Offer and Placements	
Activity	Date
Announcement of the Entitlement Offer and lodgement of Appendix 3B	Friday, 26 July 2019
Lodgement of Offer Booklet and 708AA cleansing notice with the ASX	Wednesday, 31 July 2019
Issue of the Shares under the Placement	Thursday, 1 August 2019
Letter to Eligible and Ineligible Shareholders regarding the Entitlement Offer	Thursday, 1 August 2019
Trading on ex basis	Friday, 2 August 2019
Record Date for the Entitlement Offer (7:00 p.m. Melbourne time)	Monday, 5 August 2019
Offer Booklet and Entitlement and Acceptance Form sent to	Thursday, 8 August 2019

Indicative Timetable for the Entitlement Offer and Placements

Eligible Shareholders	
Entitlement Offer opens	Thursday, 8 August 2019
Last day to extend the Closing Date	Friday, 16 August 2019
Closing Date for acceptances under the Entitlement Offer (5:00 p.m. Melbourne time)	Wednesday, 21 August 2019
Quotation on deferred settlement basis	Thursday, 22 August 2019
ASX notified of shortfall	Friday 23 August 2019
Allotment of New Shares issued under the Entitlement Offer and lodgement of Appendix 3B and 708A cleansing notice (for the underwritten shortfall)	Wednesday, 28 August 2019
Expected despatch of Holding Statement and normal ASX trading for New Shares issued under the Entitlement Offer	Thursday, 29 August 2019
General meeting to approve the issue of the Tranche 2 Placement Shares	Monday, 9 September 2019
Issue of the Tranche 2 Placement Shares under the Tranche 2 Placement	Tuesday, 17 September 2019

The above dates are indicative only and may be subject to change. Subject to the Corporations Act, the Listing Rules and other applicable laws, the Directors reserve the right:

- (a) to vary the dates of the Entitlement Offer in consultation with the Underwriters;
- (b) not to proceed with the whole or part of the Entitlement Offer at any time prior to issue of the New Shares.

In the event the Directors decide not to proceed with the whole or part of the Entitlement Offer, Application Money (without interest) will be returned in full to the Applicants.

An extension of the Closing Date for the Entitlement Offer will delay the anticipated date for issue of the New Shares. The commencement of quotation of New Shares is subject to confirmation from ASX.

Eligible Shareholders wishing to participate in the Entitlement Offer are encouraged to submit their Entitlement and Acceptance Form and Application Monies as soon as possible after the Entitlement Offer opens.

You cannot, in most circumstances, withdraw an application once it has been accepted. No cooling-off rights apply to the Entitlement Offer.

2 Chairman's Letter

Dear Shareholder,

On behalf of the Board of Oventus Medical Limited (**Oventus** or the **Company**) I invite you to participate in the Company's fully underwritten non-renounceable pro-rata entitlement offer of 1 (one) New Share for every twenty (20) Shares held at the Record Date, at an Issue Price of \$0.38 per New Share (**Entitlement Offer**) to raise a total of \$2.3 million (before costs).

The Placement and the Entitlement Offer

On Friday, 26 June 2019, the Company announced that it:

- had received commitments for a two tranche placement to Institutional Investors to raise in aggregate a total of \$7,032,056.94 (before costs) through the issue of 18,505,413 Shares at an issue price of \$0.38 per Share (together, the **Placements**); and
- would proceed with the Entitlement Offer.

The shares under the Placements will be issued as follows:

- 15,757,491 Shares at an issue price of \$0.38 per Share to be issued under Oventus' 15% placement capacity which means that shareholder approval under ASX Listing Rule 7.1 will not be required for the issue. The placement of these Shares is anticipated to complete on Thursday, 1 August 2019 (**Tranche 1 Placement**); and
- 2,747,922 Shares at an issue price of \$0.38 per Share to be issued following shareholder approval under ASX Listing Rule 7.1. The placement of these Shares is anticipated to complete on Tuesday, 17 September 2019 (**Tranche 2 Placement**).

The shares under the Entitlement Offer will be issued under exception 1 and 2 of ASX Listing Rule 7.2 and exception 1 of ASX Listing Rule 10.12 which means that shareholder approval under ASX Listing Rule 7.1 and 10.11 (respectively) will not be required for the issue.

The Shares issued under the Tranche 1 Placement will be issued prior to the Record Date for the Entitlement Offer and, as such, will be included in the number of issued Shares for the purposes of determining Entitlements to subscribe for Shares pursuant to the Entitlement Offer.

The Entitlement Offer

Under the Entitlement Offer, Eligible Shareholders who are on the Company's share register at 7:00p.m. (Melbourne time) on Monday, 5 August 2019 (**Record Date**) will be entitled to subscribe for 1 (one) New Share for every twenty (20) Shares, at an Issue Price of \$0.38 per New Share (**Offer**) to raise a total of approximately \$2.3 million, on the terms set out in this Offer Booklet (**Entitlement**).

Eligible Shareholders who subscribe for their full Entitlement may also apply for New Shares in excess of their Entitlement (**Additional Shares**) in accordance with the Shortfall Offer.

The Entitlement Offer is fully underwritten by Bell Potter Securities Limited ACN 006 390 772 and Patersons Securities Limited ACN 008 896 311.

The Issue Price represents an 18.3% discount to the last traded price of Shares on Tuesday 23 July 2019, being the last trading day prior to the announcement of the Entitlement Offer.

Proceeds of the Entitlement Offer and Placements

The Placements will raise approximately \$7.0 million (before costs).

The proceeds of the Placements will be used for the go-to-market strategy for the Company's Lab-in-Lab business model including associated capital expenditures as well as general working capital requirements.

The Entitlement Offer will raise approximately \$2.3 million. The proceeds of the Entitlement Offer will be used for the go-to-market strategy for the Company's Lab-in-Lab business model including associated capital expenditures as well as general working capital requirements.

Non-tradable rights

Entitlements are non-renounceable and will not be tradeable on ASX or otherwise transferrable. Eligible Shareholders who do not take up their Entitlement will not receive any value in respect of those Entitlements.

Low-docs offer

The Entitlement Offer is to be made under s708AA of the Corporations Act and the Entitlement Offer Booklet has been lodged with the ASX. A copy of that document can be accessed on the ASX website or the Company's website and is anticipated to be despatched to Eligible Shareholders (with personalised Entitlement and Acceptance Forms) on or before Thursday, 8 August 2019.

How to apply

The Entitlement Offer is scheduled to close at 5:00p.m. (Melbourne time) on Wednesday, 21 August 2019. To participate in the Entitlement Offer, you must have applied for New Shares so that your completed Entitlement and Acceptance Form and application money, or BPAY® payment is received by this time. Shareholders recorded on the share register with an address outside Australia or New Zealand are not eligible to participate in the Entitlement Offer.

I encourage you to read those document before deciding whether or not to take up your Entitlement. You should read the key risk information included in this Offer Booklet at Section 5.

If you have any questions in respect of the Entitlement Offer please consult your stockbroker, accountant or other professional adviser or call the Company Secretary on 0413 453 506 or by email at sdenaro@triobi.com.au at any time between 8:30 a.m and 5:00 p.m. (Melbourne time) on Monday to Friday during the Entitlement Offer period.

Conclusion

As a Board, we appreciate the support of our existing Shareholders and we have been mindful of providing existing Shareholders, the opportunity to increase their investment in the Company. This Entitlement Offer represents an opportunity for shareholders to participate directly in an exciting new growth phase for the Company, and, on behalf of my fellow directors, I look forward to welcoming your participation in the Entitlement Offer.

Mel Bridges
Chairman

3 Details of the Entitlement Offer and the Placements

3.1 The Entitlement Offer and the Placements

The Entitlement Offer

The Company is conducting a fully-underwritten non-renounceable pro rata offer of New Shares to Eligible Shareholders.

Eligible Shareholders who are recorded on the Company's share register at 7:00 p.m. (Melbourne time) on Monday, 5 August 2019 (**Record Date**) will be entitled to subscribe for 1 (one) New Share for every twenty (20) Shares held on the Record Date. The Issue Price for each New Share is \$0.38, which is payable in full on application.

Fractional Entitlements are being rounded up to the next whole New Share.

To participate in the Entitlement Offer, Eligible Shareholders need to ensure that Entitlement and Acceptance Forms and/ or payment of Application Money is received by the Company on or before the Closing Date, in accordance with the instructions in Section 4.

The maximum number of New Shares to be issued under the Entitlement Offer will be approximately 6,084,835, to raise up to approximately \$2.3 million (before costs). The details of the use of the proceeds of the Entitlement Offer are set out in Section 3.5 below.

All of the New Shares offered under this Offer Booklet will rank equally with the Shares on issue at the date of this Offer Booklet, on and from their date of issue.

The Directors may, at any time, decide to withdraw this Offer Booklet and the Entitlement Offers of New Shares made under it, in which case the Company will return all Application Money (without interest) within 28 days of giving such notice of withdrawal.

As the Entitlement Offer is fully underwritten by the Underwriters, there is no minimum subscription.

The Placements

The Company has recently received firm commitments for a private placement to issue 18,505,413 Shares to Institutional Investors to raise \$7,032,056 (**Placements**).

The Shares under the Placements will be issued at the same price as this Entitlement Offer, namely \$0.38 per Share.

The shares under the Placements will be issued as follows:

- 15,757,491 Shares at an issue price of \$0.38 per Share to be issued under Oventus' 15% placement capacity which means that shareholder approval under ASX Listing Rule 7.1 will not be required for the issue. The Placement is anticipated to complete on Thursday, 1 August 2019 (**Tranche 1 Placement**); and
- 2,747,922 Shares at an issue price of \$0.38 per Share to be issued following shareholder approval under ASX Listing Rule 7.1. The Placement is anticipated to complete on Thursday, 1 August 2019 (**Tranche 2 Placement**); and

The Shares issued under the Tranche 1 Placement will be issued prior to the Record Date for the Entitlement Offer and, as such, will be included in the number of issued Shares for the purposes of determining Entitlements to subscribe for Shares pursuant to this Entitlement Offer.

The details of the use of the proceeds of the Placements is set out in Section 3.5 below.

3.2 Snapshot of the Entitlement Offer and the Placements

A snapshot of the Entitlement Offer is detailed below:

Summary of Offer and Placements	
Issue Price per New Share	\$0.38 per New Share payable in full on application
Entitlement	1 New Share for every 20 Shares held on the Record Date
Discount of the Issue Price to the closing price of \$0.46 on Tuesday, 23 July 2019	18.3%
Discount of the Issue Price to the 5-day volume weighted average price up to and including Tuesday, 23 July 2019 of \$0.46	14.7%
Maximum number of New Shares to be issued under the Entitlement Offer ¹	6,084,835 (approximately)
Maximum number of New Shares to be issued under the Tranche 1 Placement	15,757,491
Maximum number of New Shares to be issued under the Tranche 2 Placement	2,747,922
Maximum amount to be raised under the Entitlement Offer	\$2,312,237 (approximately)
Maximum amount to be raised under the Placements	\$7,032,056 (approximately)
Maximum number of Shares on issue following the Entitlement Offer and the Tranche 1 Placement	127,781,538 (approximately)
Maximum number of Shares on issue following the Entitlement Offer and the Tranche 1 Placement and Tranche 2 Placement	130,529,460 (approximately)

The above figures assume that no Existing Options over Shares will be exercised prior to the Record Date. There are 4,579,952 Existing Options on issue.

3.3 Eligibility to participate in Offer

The Entitlement Offer is being offered to Eligible Shareholders only.

Eligible Shareholders are persons who are registered as a holder of Shares as at the Record Date that:

- (a) have a Registered Address in Australia or New Zealand; and;
- (b) are not located in the United States and are not a US Person or acting for the account of or benefit of a person in the United States or a US Person,

(Eligible Shareholders).

Shareholders who are not Eligible Shareholders are Ineligible Shareholders.

The Company has decided that it is unreasonable to make offers under the Entitlement Offer to shareholders who have a registered address outside Australia or New Zealand having regard to the number of such holders in those places and the number and the value of the New Shares that they would be offered, and the costs of complying with the relevant legal and regulatory requirements in those places. The Company may (in its absolute discretion) extend

¹ A small number of additional New Shares may be issued due to rounding of individual entitlements.

the Entitlement Offer to shareholders who have registered addresses outside of Australia or New Zealand in accordance with applicable law,

Shareholders with a registered address in New Zealand must note the selling restrictions set out in Section 3.20 of this Offer Booklet.

Eligible Shareholders will receive a personalised Entitlement and Acceptance Form setting out their Entitlement which will accompany the paper copy of this Offer Booklet sent to them. Shareholders who are not Eligible Shareholders, will not be entitled to participate in the Entitlement Offer or to subscribe for New Shares.

3.4 **Shortfall Offer**

Eligible Shareholders, who apply for their full Entitlement, may apply for New Shares in excess of their Entitlement (**Additional Shares**), provided that the issue of those Additional Shares will not result in a breach of the Listing Rules or any applicable law.

Any Additional Shares will be limited to the extent that there are sufficient New Shares available after satisfying all Applications received from Eligible Shareholders pursuant to the Entitlement Offer (i.e. there is a shortfall between the number of New Shares applied for under the Entitlement Offer and the total number of New Shares offered to Eligible Shareholders under the Entitlement Offer).

The Board has an absolute discretion in regards to the allocation of Additional Shares. Please note that no Additional Shares will be issued to a holder where the effect of issuing Additional Shares will result in the applicant's, or another person's, Voting Power in the Company increasing from 20% or below to more than 20%.

Following the allocation of the Additional Shares, any remaining Shares will be issued to the Underwriters or its nominees in accordance with the Underwriting Agreement.

The Company's decision as to the number of Additional Shares to be allocated to you will be final and binding. If scaling back occurs, Application Monies in relation to Additional Shares applied for but not issued will be refunded by cheque to your registered address as noted on the company's share register as soon as possible following the Closing Date, without interest.

Eligible Shareholders who wish to apply for Additional Shares should insert the number of Additional Shares that they want to apply for in the appropriate Section of the Entitlement and Acceptance Form or otherwise following the instructions in that form if paying via BPAY®. Any Additional Shares that are applied for must be paid for at the same time, and in the same way, that the New Shares to be issued pursuant to the acceptance of Entitlements are paid for.

There is no guarantee that Eligible Shareholders will receive any or all of the Additional Shares they apply for. New Shares, including Additional Shares issued under the Shortfall Offer will rank equally with the Company's existing Shares.

3.5 **Use of funds**

Completion of the Entitlement Offer will result in an increase in cash at hand of up to approximately \$2.3 million (before the payment of the costs associated with the Entitlement Offer).

The Company intends to apply the funds raised under the Entitlement Offer and the proceeds of the Placements (\$9,344,294 in total) as follows:

Use of funds under the Placements	Amount
Scale up and roll out of sales and marketing in North America, manufacturing and logistics	\$5,900,000
Use of funds under the Entitlement Offer	
Clinical, regulatory and product development	\$2,000,000
General working capital requirements of the Group	\$1,444,294
TOTAL (Placements and Offer)	\$9,344,294

The above is a statement of the Board's current intentions as at the date of this Offer Booklet. However, Shareholders should note that, as with any budget, the allocation of funds set out above may change depending on a number of factors, including the outcome of operational and development activities, regulatory developments, market and general economic conditions and environmental factors. In light of this, the Board reserves the right to alter the way the funds are applied.

3.6 CHESS

The Company participates in the Clearing House Electronic Sub-register System, known as CHESS. ASX Settlement Pty Ltd ACN 008 504 532 (**ASTC**), a wholly owned subsidiary of ASX, operates CHESS in accordance with the Listing Rules and ASTC Settlement Rules.

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

If you are registered in the Issuer Sponsored Sub-register, your statement will be despatched by Computershare Investor Services Pty Limited and will contain the number of New Shares issued to you under this Offer Booklet and your security holder reference number.

A CHESS statement or Issuer Sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their holding changes. Shareholders may request a statement at any other time; however, there may be a charge associated with the provision of this service.

3.7 Capital structure

The principal effect of the Entitlement Offer and the Placements will be to increase the total number of Shares and to increase the cash reserves by up to \$9.3 million (before deducting the costs of the Entitlement Offer and Placements).

Capital structure (excluding Options)

The following table shows the capital structure of the Company before, and after completion of the Entitlement Offer and the Placements:

Shares	Number
Current issued Shares	
Shares on issue at the date of this Offer Booklet	105,939,212
The Entitlement Offer	
Maximum number of New Shares to be issued under the Entitlement Offer	6,084,835 (approximately)

Shares	Number
The Placements	
Maximum number of New Shares to be issued under the Tranche 1 Placement	15,757,491
Maximum number of New Shares to be issued under the Tranche 2 Placement	2,747,922
Maximum number of Shares on issue following the Entitlement Offer and the Placements	
Maximum number of Shares on issue following the Entitlement Offer and the Tranche 1 Placement	127,781,538 (approximately)
Maximum number of Shares on issue following the Entitlement Offer and the Tranche 1 Placement and Tranche 2 Placement	130,529,460 (approximately)

The above figures may vary slightly due to rounding of individual entitlements. They also assume that no Existing Options over Shares will be exercised prior to the Record Date. There are 4,579,952 Existing Options on issue as at the date of this Offer Booklet.

Details of these Existing Options are as follows.

Existing	Exercise Price	Expiry Date
2,274,954 Existing Options	\$0.578	23 February 2021
300,000 Existing Options	\$1.055	1 December 2021
600,000 Existing Options	\$0.9606	12 December 2022
49,998 Existing Options	\$0.94	24 February 2022
200,000 Existing Options	\$1.016	18 December 2022
450,000 Existing Options	\$0.4804	2 July 2023
380,000 Existing Options	\$0.4236	8 October 2023
225,000 Existing Options	\$0.4228	15 January 2024
100,000 Existing Options	\$0.4030	22 May 2024
TOTAL 4,579,952 Existing Options		

In the event any Existing Options are exercised, any proceeds raised will be applied in accordance with section 3.5.

Capital structure assuming Existing Options are exercised into Shares after the Record Date

The following table shows the capital structure of the Company before, and after completion of the Entitlement Offer and the Placements and assuming exercise of the Existing Options into Shares after the Record Date:

Shares	Number
Current issued Shares	

Shares on issue at the date of this Offer Booklet	105,939,212
The Entitlement Offer	
Maximum number of New Shares to be issued under the Entitlement Offer	6,084,835 (approximately)
The Placements	
Maximum number of New Shares to be issued under the Tranche 1 Placement	15,757,491
Maximum number of New Shares to be issued under the Tranche 2 Placement	2,747,922
Shares on exercise of Options	
Maximum number of Shares to be issued on conversion of the Options	4,579,952
Maximum number of Shares on issue following the Entitlement Offer, the Placements and exercise of the Options into Shares	
Maximum number of Shares on issue following the Entitlement Offer ² , the Tranche 1 Placement, Tranche 2 Placement and the exercise of Options into Shares	135,109,412 (approximately)

3.8 Optionholders

Optionholder will not be able to participate in the Entitlement Offer unless they:

- (a) Have become entitled to exercise their Existing Options under the terms of their issue and do so, so they are registered as holders of Share prior to the Record Date; and
- (b) Participate in the Entitlement Offer as a result of being a holder of Shares registered on the register of Oventus at the Record Date.

3.9 Offer fully Underwritten

The Entitlement Offer is fully underwritten by the Underwriters. Subject to the terms of the Underwriting Agreement, the Underwriters will lodge or cause to be lodged with the Company, Applications for any New Shares not subscribed for by Eligible Shares. The Underwriters are entitled to nominate all the Applicants for the New Shares not subscribed for by Eligible Shares.

A summary of the other material terms of the Underwriting Agreement is set out in Section 6.11.

3.10 Impact of the Entitlement Offer on your shareholding and possible dilutive effect

The dilutionary effect of the Entitlement Offer on your shareholding will depend on whether you are an Eligible Shareholder and if so, whether you elect to subscribe for some or all of your Entitlement.

If Eligible Shareholders take up all of their entitlements under the Entitlement Offer, which will include any new Shareholders that acquired Shares as part of the Tranche 1 Placement, Eligible Shareholders will hold the same percentage interest in the Company as they did immediately prior to completion of the Entitlement Offer.

² A small number of additional New Shares may be issued due to rounding of individual entitlements.

However, to the extent that any Shareholder fails to take up their full Entitlement to New Shares under the Entitlement Offer, and Ineligible Shareholders are unable to participate in the Entitlement Offer, that Shareholder's percentage holding in the Company will be diluted.

Please refer to Section 3.11 for detail of the effect of the Entitlement Offer on voting power in the Company.

3.11 Effect of Offer on Voting Power in the Company

As the acquisition of Shares under the Entitlement Offer and Shortfall Offer does not satisfy the requirements of exception 10 of section 611 of the Corporations Act, no person (including the Underwriters or any sub-Underwriters) will be entitled to acquire Shares pursuant to the Entitlement Offer or Shortfall Offer if to do so would result in their, or another person's, Voting Power in the Company increasing from 20% or below to more than 20%, or from a starting point above 20% to below 90%, unless an exception to the restrictions contained in section 606 of the Corporations Act applies.

Accordingly, as there are currently no exceptions to the restrictions contained in section 606 of the Corporations Act and in light of the size of the Entitlement Offer, the Entitlement Offer is not expected to have any material effect or consequence on the control of the Company.

Please note, however, that the Placements will have an impact on the control of the Company. Details of the control implications are set out below.

Related bodies corporate of The Thorney Investment Group, have fully sub-underwritten the Entitlement Offer.

The following table set out the possible effects of the Entitlement Offer on the Existing Shareholders and Underwriter's or any sub-Underwriter's Voting Power in the Company on completion of the Entitlement Offer, under three potential scenarios (depending on the level of Acceptances received pursuant to the Entitlement Offer and Shortfall Offer).

The below table assumes that:

- the Tranche 1 Placement Shares are placed in accordance with the firm commitments received by the Company;
- no Shareholder takes up any New Shares under the Shortfall Offer; and
- no Existing Options are exercised into Shares before the Record Date.

The below table does not take into account the proposed take-up under the Tranche 2 Placement given that the Tranche 2 Placement is subject to shareholder approval and will complete well after completion of the Entitlement Offer.

Voting Power	No Shortfall Amount		50% Shortfall Amount		100% Shortfall Amount	
	Number of Shares	Shares %	Number of Shares	Shares %	Number of Shares	Shares %
Thorney Investment Group ³	18,666,956	14.61%	20,820,471 ⁴	16.29%	23,862,888	18.67%
Existing Shareholders (with the exception of	109,114,582	85.39%	106,961,067	83.71%	103,918,650	81.33%

³ The Thorney Investment Group includes Tiga Trading Pty Ltd, Jasforce Pty Ltd, Thorney Technologies Ltd and Waislitz Charitable Corporation Pty Ltd.

⁴ This assumes that The Thorney Investment Group take up no Shares under the Entitlement Offer and the relevant related bodies corporate of The Thorney Investment Group take-up Shares in their capacity as sub-underwriter.

Voting Power	No Shortfall Amount		50% Shortfall Amount		100% Shortfall Amount	
	Number of Shares	Shares %	Number of Shares	Shares %	Number of Shares	Shares %
the shareholders listed above)						
Total	127,781,538	100%	127,781,538	100%	127,781,538	100%

Whether the Underwriters (and consequently sub-underwriters) are required to subscribe for New Shares pursuant to the Underwriting Agreement and, therefore, any consequential increase in their Voting Power in the Company on the close of the Entitlement Offer, is dependent on the size of the Shortfall (if any), the extent to which Eligible Shareholders subscribe for Additional Shares pursuant to the Shortfall Offer, the number of New Shares subscribed for by any sub-Underwriters and whether the Underwriters or any sub-Underwriters increase their Voting Power in the Company between the date of this Offer Booklet and Completion of the Entitlement Offer.

3.12 Directors' intentions and participation

The Directors who hold Shares intend to participate in the Entitlement Offer for some or all of their respective Entitlements.

3.13 Entitlements and acceptance

Details of how to apply under the Entitlement Offer and Shortfall Offer are set out in Section 4 of this Offer Booklet.

The Entitlement of Eligible Shareholders to participate in the Entitlement Offer will be determined on the Record Date. Your Entitlement is shown on the Entitlement and Acceptance Form accompanying the Entitlement Offer Booklet that will be posted to Eligible Shareholders.

3.14 No rights trading

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

3.15 Risks

There are various risks associated with investing in the Company, as with any stock market investment, and, specifically, because of the nature of the Company's mining business and the present stage of development of the Company's operations. Potential investors should consider whether the securities are a suitable investment having regard to their own personal investment objectives and financial circumstances and the risk factors set out in Section 5 of this Offer Booklet. Many of those risk factors are outside the control of the Company.

3.16 Issue and dispatch

New Shares issued pursuant to this Offer Booklet will be issued in accordance with the ASX Listing Rules and the indicative timetable set out in Section 1 of this Offer Booklet of this Offer Booklet.

Pending the issue of New Shares or the payment of refunds pursuant to this Offer Booklet, all Application Monies will be held in trust for the relevant applicants in a separate bank account as required by the Corporations Act. The Company will, however, be entitled to retain all interest that accrues on the bank account and each applicant of New Shares waives the right to claim interest by completing and returning the Entitlement and Acceptance Form or making payment by BPAY.

The expected dates for the issue of New Shares offered by this Offer Booklet and dispatch of holding statements is expected to occur on the dates specified in the indicative timetable set out in Section 1 of this Offer Booklet. It is the responsibility of applicants for New Shares to determine the allocation prior to trading in the New Shares. Applicants who sell New Shares before they receive their holding statements will do so at their own risk.

3.17 **Taxation matters**

It should not be inferred or implied that the Company, Directors or its officers, purport to give Shareholders advice regarding the taxation consequences of subscribing for New Shares under this Offer Booklet. The Company, its advisers and its Directors and officers do not accept any responsibility or liability for any such taxation consequences to Eligible Shareholders. Eligible Shareholders should consult their professional tax adviser in connection with the tax consequences of subscribing for any New Shares under this Offer Booklet.

3.18 **Continuous disclosure**

The Company is a 'disclosing entity' under the Corporations Act and is subject to regular reporting and disclosure obligations under the Corporations Act and the ASX Listing Rules, including the preparation of annual reports and half yearly reports.

The Company is required to notify ASX of information about specific events and matters as they arise for the purposes of ASX making that information available to the stock markets conducted by ASX. In particular, the Company has an obligation under the ASX Listing Rules (subject to certain exceptions) to notify ASX immediately of any information of which it is or becomes aware which a reasonable person would expect to have a material effect on the price or value of the Company's Shares. That information is available to the public from ASX.

This Offer Booklet is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include information that would be included in a disclosure document or which investors ought to have regard to in deciding whether to subscribe for New Shares. All announcements made by the Company are available from its website galilee-energy.com.au or the ASX at www.asx.com.au (ASX Code: OVN).

3.19 **Ineligible Shareholders**

The restrictions upon eligibility to participate in the Entitlement Offer arise because the Company has determined, pursuant to ASX Listing Rule 7.7.1(a) and section 9A(3)(a) of the Corporations Act, that it would be unreasonable to extend the Entitlement Offer to Ineligible Shareholders. This decision has been made after taking into account the relatively small number of Shareholders in the jurisdictions in which the Ineligible Shareholders are located, the relatively small number and value of New Shares to which those Shareholders would otherwise be entitled to subscribe for and the potential costs of complying with legal and regulatory requirements in the jurisdictions in which the Ineligible Shareholders are located.

The Company, in its absolute discretion, may extend the Entitlement Offer to any Shareholder if it is satisfied that the Entitlement Offer may be made to the Shareholder in compliance with all applicable laws. The Company may determine whether a Shareholder is an Eligible Shareholder or an Ineligible Shareholder. To the maximum extent permitted by law, the Company disclaims all liability in respect of such determination.

3.20 **Foreign Jurisdictions**

This Offer Booklet has been prepared to comply with the requirements of the securities laws of Australia.

This Offer Booklet does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. No action has been taken to register or qualify the Entitlement Offer, the Entitlements or the New Shares, or otherwise permit the public offering of the New Shares, in any jurisdiction other than Australia.

The distribution of this Offer Booklet (including an electronic copy) outside Australia and New Zealand may be restricted by law. If you come into possession of this Offer Booklet, you should observe such restrictions and should seek your own advice on such restrictions.

Any non-compliance with these restrictions may contravene applicable securities laws.

New Zealand

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

This document has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (New Zealand). This document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

United States

None of the information in this Offer Booklet, or the Entitlement and Acceptance Form that will accompany this Offer Booklet when it is despatched to Eligible Shareholders, constitutes an offer to sell, or the solicitation of an offer to buy, any securities in the United States of America (United States). Neither this Offer Booklet (or any part of it), the accompanying ASX announcements nor the Entitlement and Acceptance Form when that is to be made available, may be released or distributed directly or indirectly, to persons in the United States.

The New Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States. The Entitlements may not be taken up by persons in the United States or by persons (including nominees or custodians) who are acting for the account or benefit of a person in the United States, and the New Shares may not be offered, sold or resold in the United States or to, or for the account or benefit of, a person in the United States except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act of 1933 and applicable securities laws of any state or other jurisdiction in the United States.

Ineligible Shareholders are not entitled to participate in the Entitlement Offer.

3.21 ASX quotation

The Company will apply to ASX for quotation of the New Shares on ASX. If ASX does not grant official quotation of the New Shares, the Company will not issue any New Shares and all Application Money will be refunded, without interest. The Company disclaims all liability (to the maximum extent permitted by law) to persons who trade New Shares before the New Shares are listed on the Official List of ASX or receiving their confirmation of issue, whether on the basis of confirmation of the allocation provided by the Company or the Share Registry.

3.22 Enquiries

If you have any questions, please contact the Company using contact details provided in the Corporate Directory during the Entitlement Offer period. If you are in any doubt as to whether you should participate in the Entitlement Offer you should consult your stockbroker, accountant, solicitor or other professional adviser.

4 What Eligible Shareholders may do

Eligible Shareholders will receive a personalised Entitlement and Acceptance Form setting out their Entitlement with the paper copy of this Offer Booklet sent to them. Shareholders, who are not Eligible Shareholders, will not receive an Entitlement and Acceptance form.

Eligible Shareholders' Entitlements to New Shares will be shown on the Entitlement and Acceptance Form accompanying the paper copy of this Offer Booklet sent to them. Before taking any action in relation to the Entitlement Offer, you should read this Offer Booklet in its entirety, and seek professional advice from your professional adviser.

You may:

- (a) take up all of your Entitlement to New Shares (see Section 4.1 below);
- (b) take up all of your Entitlement to New Shares and apply for Additional Shares in excess of your Entitlement (see Section 4.1 below);
- (c) take up part of your Entitlement to New Shares and allow the balance to lapse, in which case you will receive no value for those lapsed Entitlements (see Section 4.2 below); or
- (d) do nothing and allow all of your Entitlement to New Shares to lapse, in which case you will receive no value for those lapsed Entitlements (see Section 4.4 below).

Eligible Shareholders who do not participate in the Entitlement Offer, or participate for an amount that is less than their full Entitlement, will have their percentage Shareholding in the Company reduced or diluted.

Please note that the allocation and issue of Additional Shares is at the sole discretion of the Company and any scale back may be applied in its discretion, having regard to the circumstances as at the time of the close of the Entitlement Offer and the terms set out in this Offer Booklet.

Please also note that if you are an Eligible Shareholder who is a 'related party' in relation to the Company (as that term is defined in the ASX Listing Rules) or are otherwise a person to whom Listing Rule 10.11 applies, you may apply to take up your Entitlement in part or in full, but may not apply for Additional Shares.

4.1 If you wish to take up all of your Entitlement to New Shares (with or without Additional Shares)

If you wish to take up all of your Entitlement to New Shares, or if you wish to take up your Entitlement in full and apply for Additional Shares, you should:

- (a) complete the accompanying Entitlement and Acceptance Form (in accordance with the instructions set out in the Entitlement and Acceptance Form) and indicate the number of New Shares and any Additional Shares you wish to subscribe for in accordance with the instructions set out on the Entitlement and Acceptance Form; and
- (b) send the completed Entitlement and Acceptance Form together with your cheque, bank draft or money order (in Australian currency) made payable to 'Oventus Medical Limited' for the applicable Application Monies to the Share Registry at the address set out on the Entitlement and Acceptance Form.

The completed Entitlement and Acceptance Form should be sent together with your cheque bank draft or money order for the applicable Application Monies to the Share Registry at the address set on the Entitlement and Acceptance Form by no later than 5:00 pm Melbourne time on the Closing Date.

Alternatively, Eligible Shareholders may apply for New Shares (plus any Additional Shares) and pay by BPAY®. For Eligible Shareholders wishing to apply for New Shares and to pay by BPAY®, and for further details about payment, see Section 4.3 below.

If you take no action or your Application is not supported by cleared funds, you will be deemed not to have taken up your Entitlement and your Entitlement will lapse.

The Company will not allocate or issue Additional Shares where it is aware that to do so would result in a breach of the Corporations Act, the Listing Rules or any other relevant legislation or law. Eligible Shareholders wishing to apply for Additional Shares must consider whether or not the issue of the Additional Shares to them would breach the Corporations Act or Listing Rules having regard to their own circumstances.

4.2 **If you wish to take up part of your Entitlement to New Shares and allow the balance to lapse**

If you wish to take up part of your Entitlement to New Shares and allow the balance to lapse, you should:

- (a) complete the accompanying Entitlement and Acceptance Form (in accordance with the instructions set out on the Entitlement and Acceptance Form) and indicate the number of New Shares you wish to subscribe for in accordance with the instructions set out on the Entitlement and Acceptance Form; and
- (b) send the completed Entitlement and Acceptance Form together with your cheque, bank draft or money order (in Australian currency) made payable to 'Oventus Medical Limited' for the applicable Application Monies to the Share Registry at the address set out on the Entitlement and Acceptance Form.

The completed Entitlement and Acceptance Form should be sent together with your cheque bank draft or money order for the applicable Application Monies to the Share Registry at the address set on the Entitlement and Acceptance Form by no later than 5:00p.m. Melbourne time on the Closing Date.

Alternatively, Eligible Shareholders may apply for New Shares (plus any Additional Shares) and pay by BPAY®. For Eligible Shareholders wishing to apply for New Shares and to pay by BPAY® and for further details about payment, see Section 4.3 below.

If you take no action or your Application is not supported by cleared funds, you will be deemed not to have taken up your Entitlement and your Entitlement will lapse.

4.3 **Payment by BPAY®**

For Eligible Shareholders wishing to pay by BPAY® (only available to Eligible Shareholders who hold an account with an Australian financial institution that supports BPAY®):

- (a) You should make your payment in respect of your Application Monies via BPAY® for the number of New Shares you wish to subscribe for (being the Issue Price of \$0.38 multiplied by the number of New Shares you are applying for, including any Additional Shares).
- (b) Please follow the instructions on your personalised Entitlement and Acceptance Form (which includes the Biller Code and your unique Reference Number).
- (c) Your BPAY® payment must be received by no later than 5:00 p.m. (Melbourne time) on the Closing Date. Applicants should be aware that their own financial institution may impose earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. It is the responsibility of the applicant to ensure that funds submitted through BPAY® are received by this time.
- (d) For payment by BPAY® you do not need to submit your Entitlement and Acceptance Form but, by making a payment through BPAY®, you will be taken to have made the declarations set out in the Entitlement and Acceptance Form.
- (e) Please make sure to use the specific Biller Code and unique Reference Number on your personalised Entitlement and Acceptance Form.

Eligible Shareholders must not forward cash by mail. Receipts for payment will not be issued.

If you have more than one holding of Shares you will be sent more than one personalised Entitlement and Acceptance Form and you will have separate Entitlements for each separate holding. If you receive more than one personalised Entitlement and Acceptance Form, please only use the Reference Number specific to the Entitlement on that form. If you inadvertently use the same Reference Number for more than one of your Entitlements, you will be deemed to have applied only for your Entitlements to which that Reference Number applies.

If the amount of your cheque, bank draft, money order or BPAY® payment for Application Monies is insufficient to pay in full for the number of New Shares (and any Additional Shares) you have applied for, you will be taken to have applied for such lower whole number of New Shares as your cleared Application Monies will pay for. Alternatively, your Application will be rejected (at the discretion of the Company).

The Company will treat you as applying for as many New Shares as your payment will pay for in full, subject to any scale back it may determine to implement, in its absolute discretion, in respect of any Additional Shares. Amounts received in excess of the Application Monies for your Entitlement (**Excess Amount**) may be treated as an application to apply for as many Additional Shares as your Excess Amount will pay for in full.

Any Application Money received by the Company in excess of your final allocation of New Shares (and Additional Shares as the case may be) will be refunded by cheque to your registered address as noted on the Company's share register as soon as practicable after the close of the Entitlement Offer. It is not practical to refund any amount of less than \$5.00 to Shareholders and any refunds owing for less than this amount will be retained by the Company. No interest will be paid to Applicants on any Application Money received or refunded.

If you take no action or you fail to take any action prior to the Closing Date, your Entitlement under the Entitlement Offer will lapse.

4.4 **Entitlement to New Shares not taken up**

If you decide not to take up all or any part of your Entitlement to New Shares, do not take any further action and your Entitlement will lapse. In this instance, the New Shares to which you would have been entitled to subscribe for shall become Additional Shares and will be issued pursuant to the Shortfall Offer or pursuant to the Underwriting Agreement. You will receive no payment for your lapsed Entitlements. You cannot sell or transfer your Entitlements to another person. Your holding of Shares will, however, be diluted because the issue of New Shares will increase the total number of Shares on issue.

4.5 **Entitlement and Acceptance Form is binding**

A completed and lodged Entitlement and Acceptance Form, or a payment made through BPAY®, constitutes a binding and irrevocable offer to apply for New Shares (plus any Additional Shares) on the terms and conditions set out in this Offer Booklet and, once lodged or paid, cannot be withdrawn.

Your application will be considered to be for as many New Shares as your payment will cover. If the Entitlement and Acceptance Form is not completed correctly it may still be treated as a valid application for New Shares. The Directors' (or their delegates') decision whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final.

By completing and returning your personalised Entitlement and Acceptance Form with the requisite Application Monies or making payment by BPAY®, you will also be deemed to have acknowledged, represented and warranted on your own behalf and on behalf of each person on whose account you are acting that:

- (a) you are an Eligible Shareholder and that the Entitlement Offer can be made to you in accordance with this Offer Booklet, in accordance with applicable securities laws;

- (b) you have read and understood this Offer Booklet and your Entitlement and Acceptance Form in their entirety and provide the authorisations contained in this Offer Booklet and Entitlement and Acceptance Form;
- (c) you agree to be bound by the terms of the Entitlement Offer, provisions of the Entitlement Offer Booklet and the Company's constitution;
- (d) you declare that you are over 18 years of age and have full legal capacity and power to perform all of your rights and obligations under the Entitlement and Acceptance Form;
- (e) all details and statements in the Entitlement and Acceptance Form are complete and accurate;
- (f) you authorise the Company to register you as the holder of New Shares issued to you;
- (g) once the Company (or the Share Registry) receives the Entitlement and Acceptance Form or any payment of Application Monies via BPAY®, you may not withdraw it except as allowed by law;
- (h) you agree to apply for the number of New Shares (including any Additional Shares) specified in the Entitlement and Acceptance Form, or for which you have submitted payment of any Application Monies via BPAY®, at the Issue Price per New Share;
- (i) you agree to be issued the number of New Shares (including any Additional Shares) that you apply for in the Entitlement and Acceptance Form and that potentially (in the case of an application in excess of your Entitlement) a lesser number of Additional Shares may be issued to you than that applied for;
- (j) if you apply for Additional Shares, you declare that you are not a 'related party' (as that term is defined in the ASX Listing Rules) or a person to whom Listing Rule 10.11 applies;
- (k) you authorise the Company, the Underwriters, the Share Registry and their respective officers or agents, to do anything on your behalf necessary for the New Shares to be issued to you, including to act on instructions of the Share Registry upon using the contact details set out in the Entitlement and Acceptance Form;
- (l) you authorise the Company to correct any errors in your Entitlement and Acceptance Form or other form provided by you;
- (m) you declare that you were the current registered holder(s) on the Record Date of that number of Shares as indicated on the Entitlement and Acceptance Form as being held by you;
- (n) you agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Entitlement Offer and of your holding of Shares on the Record Date;
- (o) you acknowledge that the information contained in this Offer Booklet and the Entitlement and Acceptance Form is not investment advice or a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular needs, and that the Entitlement Offer Booklet is not a prospectus, does not contain all of the information that you may require in order to assess an investment in the Company and is given in the context of the Company's past and ongoing continuous disclosure announcements to ASX;
- (p) you acknowledge the statement of risks in the Risk Factors detailed in Section 5 of this Offer Booklet, and that investments in the Company are subject to investment risk;
- (q) you acknowledge that none of the Company, the Underwriters and their respective related bodies corporate and affiliates and their respective directors, officers, partners, employees, representatives, agents, consultants or advisers guarantees the performance of the Company, nor do they guarantee the repayment of capital;

- (r) you will also be deemed to have acknowledged, represented and warranted on your behalf and on behalf of and in relation to each person on whose account you are acting that:
 - (i) you are not in the United States, are not a US Person or acting for the account of or benefit of a person in the United States or US Person; and
 - (ii) you have not, and will not, send any materials relating to the Entitlement Offer to any person in the United States or that is, or is acting for the account or benefit of, a US Person; and
 - (iii) you are not otherwise a person to whom it would be illegal or unlawful to make an offer or issue of New Shares under the Entitlement Offer;
 - (iv) you have not and will not send any materials relating to the Entitlement Offer to any person in the United States or any other country outside Australia or New Zealand or any jurisdiction where it is not lawful for the materials relating to the Entitlement Offer to be sent; and
 - (v) you agree that the allotment of New Shares (including, if applicable, Additional New Shares) to you constitutes acceptance of your application.

4.6 **Brokerage and stamp duty**

No brokerage is payable for the issue of New Shares pursuant to this Offer Booklet. No stamp duty is payable for subscribing for New Shares under the Entitlement Offer or for Additional Shares under the Shortfall Offer.

4.7 **Notice to nominees and custodians**

The Company is not required to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial owners of Shares. Where any holder is acting as a nominee for a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Entitlement Offer is compatible with applicable foreign laws. The Company is not able to advise on foreign laws.

4.8 **Withdrawal of the Entitlement Offer**

Subject to applicable law, the Company reserves the right to withdraw the Entitlement Offer at any time before the issue of New Shares, in which case the Company will refund any Application Monies already received in accordance with the Corporations Act and will do so without interest being payable to Applicants.

To the fullest extent permitted by law, you agree that any Application Monies paid by you to the Company will not entitle you to receive any interest and that any interest earned in respect of Application Monies will belong to the Company.

4.9 **Risks**

Eligible Retail Shareholders should be aware that an investment in the Company involves risks. The key risks identified by the Company are set out in Section 5 of this Offer Booklet.

5 Risk Factors

5.1 Introduction

The New Shares offered under this Offer Booklet should be considered speculative because of the nature of the Company's business. There are numerous risk factors involved with the Company's existing business and participation in the Entitlement Offer. Some of these risks can be mitigated by the use of safeguards and appropriate systems and controls, but some are outside the control of the Company and cannot be mitigated. Accordingly, an investment in the Company carries no guarantee with respect to the payment of dividends, return of capital or price at which securities will trade.

The following is a summary of some of the more material matters to be considered. However, this summary is not exhaustive and potential investors should examine the contents of this Offer Booklet in its entirety and consult their professional advisors before deciding whether to apply for the New Shares.

5.2 Industry and Company specific risks

(a) Pipeline products in development and not all approved for commercial sale

The Company's ability to achieve profitability is dependent on a number of factors, including its ability to complete successful clinical trials and obtain regulatory approval for its products and successfully commercialise those products. There is no guarantee that Oventus' products will be commercially successful.

(b) Regulatory clearance and reimbursement approvals

The research, development, manufacture, marketing and sale of products using Oventus' technology are subject to varying degrees of regulation by a number of government authorities in Australia and overseas including but not limited to the FDA and European Competent Authorities.

(c) Clinical trial risk

Oventus may be unable to secure necessary clearance or registrations from regulatory agencies, ethics committees and institutional bodies (clinics and hospitals) to conduct future clinical trials. There is also no assurance that products developed using Oventus' technology will prove to be completely safe and efficacious in clinical trials, or that the regulatory clearance to manufacture and market its products will be received.

(d) Commercial manufacturing and distribution capability

Oventus' products have not yet been produced on a large scale. Oventus' success is dependent upon its ability, and the ability of any commercial partners, to manufacture those products (following regulatory clearance) on a commercial scale, with continuity of supply and in accordance with current good manufacturing practices, prescribed by applicable regulatory authorities.

(e) Intellectual property

The Company's ability to leverage its innovation and expertise depends upon its ability to protect its intellectual property and any improvements to it. The intellectual property may not be capable of being legally protected, it may be the subject of unauthorised disclosure or be unlawfully infringed, or the Company may incur substantial costs in asserting or defending its intellectual property rights.

(f) Litigation risk

The Company may be exposed to potential legal and other claims or disputes in the future which could negatively impact the Company's financial performance through damages payments and harm to reputation.

(g) Financing risk

The Company, in order to meet future ongoing work programs, will likely require additional capital (via equity, etc). There can be no assurance that sufficient capital funding will be available to the Company on favourable terms or at all. If the Company is unable to raise necessary capital, there may be a reduction in planned capital expenditure which could have a material adverse effect on the Company's ability to expand its business and/or maintain operations at current levels; this could, in turn, have a material adverse effect on the Company's business, financial condition and operations. Any additional capital requirements may dilute existing Shareholdings.

(h) Reliance on key personnel risk

The Company is reliant on its senior management and key personnel. There is a risk that the Company may not be able to retain or hire all necessary personnel. The Company's progress in pursuing its appraisal programs within the timeframes and currently envisaged cost structure could be influenced by the loss of existing key personnel or a failure to secure and retain additional key personnel as the Company's appraisal programs progress. The result of such loss would depend on the quality and timing of the employee's replacement. Although the Company's key personnel have a considerable amount of experience and have previously been successful in their pursuits of acquiring, exploring and evaluating mineral projects, there is no guarantee or assurance that they will be successful in their objectives.

5.3 General investment risks**(a) Economic risk**

Factors such as economic outlook, inflation, currency fluctuation, interest rates, demand, global geo-political events and hostilities and industrial disruption have an impact on operating costs and share market conditions. The Company's future possible profitability and the market price of the Company Shares can be affected by these factors which are beyond the control of its Directors.

(b) Investing in shares

Once the New Shares are quoted on the ASX, their price may rise or fall and they may trade at prices below or above the Issue Price. There also can be no assurance that the New Shares will be traded actively. In common with other listed entities, the Company's Shares can be affected by factors that are unrelated to the operating performance or underlying value of the Company, such as domestic and international economic conditions. These fluctuations may adversely affect the price of the Company's Shares, including the New Shares once issued.

(c) General economic conditions:

The Company's operation and financial performance is affected by general economic business conditions including inflation levels, interest rates, exchange rates, government fiscal and monetary policies, and changing healthcare policy and medical reimbursement in the jurisdictions in which the Company operates. A sustained decline in general economic condition, such as an increase in interest rates, could be expected to have a material adverse effect on the Company's operation and financial standing.

(d) Accounting standards

Australian accounting standards are set by the Australian Accounting Standards Board (**AASB**) and are therefore outside the Directors' and the Company's control. Changes to accounting standards issued by the AASB could materially adversely affect the way in which the Company's financial performance is perceived by the market.

(e) Taxation risks

Changes to tax law in Australia or other jurisdictions in which the Company and its Shareholders operate may affect the Company and its Shareholders. Personal tax liabilities are the responsibility of each individual investor and the Company has no responsibility for taxation or taxation penalties incurred by its Shareholders.

(f) **Equity market conditions**

Securities listed on the stock market can experience extreme price and volume fluctuations that are unrelated to the operating performances of such companies. The market price of Shares may fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general. General factors that may affect the market price of Shares include economic conditions in both Australia and internationally (particularly Australian, US and Chinese economic conditions), investor sentiment, local and international share market conditions, changes in interest rates and the rate of inflation, variations in commodity prices, the global security situation and the possibility of terrorist disturbances, changes to government regulation, policy or legislation, changes which may occur to the taxation of companies as a result of changes in Australian and foreign taxation laws, changes to the system of dividend imputation in Australia, and changes in exchange rates.

(g) **Business factors**

The continuing economic viability of the Company will be dependent on managing risk factors normally found in conducting a business, including management of contractual risks, litigation due to breach of agreements or in relation to employees (through personal injuries, industrial matters or otherwise), strikes, lockouts, loss of services of key management or operational personnel or change in tax and accounting laws. There can be no assurance that parties with whom the Company has entered into commercial arrangements will adhere to the terms of the contracts and arrangements. There is the potential of material failure by or insolvency of any contractor used by the Company in any of its activities. Such being the case, this could cause disruption to the operations of the Company. The Company is unable to predict the risk of insolvency or other managerial failure by any of its contractors or other service providers used by the Company. All of the mentioned business factors could have a material adverse effect on the results of the operations or the financial condition of the Company.

6 Additional information

6.1 General

This Offer Booklet and the Entitlement and Acceptance Form have been prepared by the Company.

This Offer Booklet is dated Wednesday, 31 July 2019.

You should read this Offer Booklet carefully and in its entirety before deciding to invest in New Shares. In particular you should consider the risk factors referred to in the Risk Factors Section 5 of this Offer Booklet that could affect the performance of the Company or the value of an investment in the Company.

The past performance of the Company, and the past Share price of the Company should not be relied upon as (and is not) an indication of future performance.

No party other than the Company has authorised or caused the issue of this Offer Booklet, or takes any responsibility for, or makes, any statements, representations or undertakings in this Offer Booklet.

No person is authorised to give any information, or to make any representation, in connection with the Entitlement Offer that is not contained in this Offer Booklet. Any information or representation that is not in this Offer Booklet may not be relied on as having been authorised by the Company, or its related bodies corporate in connection with the Entitlement Offer.

6.2 Status of Offer Booklet

The Entitlement Offer is being made pursuant to provisions of the Corporations Act which allow rights issues to be offered without a prospectus.

Neither this Offer Booklet nor the Entitlement and Acceptance Form are required to be lodged or registered with ASIC. This Offer Booklet is not a prospectus under the Corporations Act and no prospectus for the Entitlement Offer will be prepared. These documents do not contain, or purport to contain, all of the information that a prospective investor may require in evaluating an investment in the Company. They do not contain all the information which would be required to be disclosed in a prospectus.

6.3 Rights issue exception not available

No nominee has been appointed for Ineligible Shareholders under section 615 of the Corporations Act and, as such, Eligible Shareholders will not be able to rely on the exception for rights issues in Item 10 of Section 611 of the Corporations Act. Accordingly, when an Eligible Shareholder applies for some or all of their Entitlement, they must have regard to section 606 of the Corporations Act. Eligible Shareholders who may be at risk of exceeding the 20% Voting Power threshold in section 606 as a result of acceptance of their Entitlement or subscribing for Additional Shares pursuant to the Shortfall Offer should seek professional advice before completing and returning the Entitlement and Acceptance Form.

6.4 Litigation

So far as the Company is aware, there are no legal or arbitration proceedings, active or threatened against, or being brought by, the Company which may have a material effect on the Company's financial position.

6.5 No cooling-off rights

Cooling-off rights do not apply to an investment in New Shares. You cannot, in most circumstances, withdraw your application once it has been accepted.

6.6 Disclaimer and forward-looking statements

This Offer Booklet contains certain forward-looking statements. The words 'anticipate', 'believe', 'except', 'project', 'forecast', 'estimate', 'likely', 'intend', 'should', 'could', 'may', 'target',

'plan' and other similar expressions are intended to identify forward-looking statements. Indications of, and guidance on, future earnings and financial position and performance are also forward looking statements. Such forward-looking statements are not guarantees of future performance and involve known and unknown risks,

uncertainties and other factors, many of which are beyond the control of the Company, and its officers, employees, agents and associates, that may cause actual results to differ materially from those expressed or implied in such statements. Actual results, performance or outcomes may differ materially from any projections and forward-looking statements. You should not place undue reliance on forward-looking statements and neither the Company nor any of its directors, employees, servants, advisers or agents assume any obligation to update such information.

To the maximum extent permitted by law, the Company and its officers, employees, agents, associates and advisers do not make any representation or warranty, express or implied, as to the currency, accuracy, reliability or completeness of such information or likelihood of fulfilment of any forward looking statements (including, without limitation, liability for negligence).

Please refer to Section 5 of this Offer Booklet for a summary of certain risk factors which may affect the Company when considering this Offer Booklet. There can be no assurance that actual outcomes will not differ materially from these forward looking statements. An investment in New Shares is subject to investment and other known and unknown risks, some of which are beyond the control of the Company.

The Company does not guarantee any particular rate of return or the performance of the Company nor does it guarantee the repayment of capital from the Company or any particular tax treatment.

6.7 Governing law

This Offer Booklet and the contracts formed on acceptance of the Entitlement and Acceptance Forms are governed by the law of Victoria, Australia. Each applicant submits to the non-exclusive jurisdiction of the courts of Victoria, Australia.

6.8 Other interests

Persons holding rights or interests in relation to Shares (such as options to subscribe for Shares), will not be entitled to participate in the Entitlement Offer in respect of those rights or interests unless they have become entitled to exercise their right or interest under the terms of their issue and do so such that they become the holder of Shares and an Eligible Shareholder in respect of those Shares.

6.9 Taxation

Eligible Shareholders should be aware that there may be taxation implications of participating in the Entitlement Offer and subscribing for Additional Shares. Eligible Shareholders should consult a professional taxation adviser to obtain advice in relation to the taxation laws and regulations applicable to their personal circumstances. Neither the Company, nor any of its Directors, officers, employees, agents or advisers accepts any liability or responsibility with respect to taxation consequences connected with participating in the Entitlement Offer or subscribing for Additional Shares.

6.10 Alteration of terms

The Company reserves the right, at its discretion, to vary all or part of the Entitlement Offer at any time, subject to the Corporations Act and ASX Listing Rules and any other law or regulation to which the Company is subject.

6.11 Underwriting

The Company has entered into an underwriting agreement with the Underwriters dated 26 July 2019 (**Underwriting Agreement**), pursuant to which the Underwriters has agreed to

underwrite the Entitlement Offer by procuring Applications for any New Shares that are not subscribed for by Eligible Shareholders pursuant to the Entitlement Offer and Shortfall Offer.

The Company has agreed to pay to the Underwriters an aggregate fee of 6% of the total gross amount underwritten by the Underwriters (**Underwriting Fee**).

The Company will also be required to indemnify the Underwriters for certain costs and expenses incurred by it in relation to the Entitlement Offer, including certain legal fees.

The Underwriting Agreement contains various representations, warranties, indemnities and undertakings in favour of the Underwriters that are not unusual for an underwriting arrangement of this sort. In particular, the Underwriting Agreement contains various representations and warranties by the Company relating to the Company and its business, including information provided to the Underwriters and disclosed to the ASX. The Underwriting Agreement also imposes various obligations on the Company, including undertakings to do certain things, including providing certain notices to the Underwriters and the ASX within prescribed periods. The Underwriting Agreement also places certain restrictions on the Company for a period of three months from the date of the Underwriting Agreement, including restrictions on amendments to its constitution, disposing of the whole or a substantial part of its business or property and restrictions on the issue of Shares by the Company.

The obligation of the Underwriters to underwrite the Entitlement Offer are conditional on customary conditions including, amongst others, the dispatch of this Offer Booklet and certain events not occurring during the period the Entitlement Offer is open.

If certain events occur, the Underwriters have the right to terminate the Underwriting Agreement. In summary, these include:

- (a) (**Certificate and new circumstances certificate**) a certificate or new circumstances certificate which is required to be furnished by the Company under the Underwriting Agreement is not furnished by the time specified or any statement in a certificate or new circumstances certificate is untrue, inaccurate, incomplete or misleading or deceptive in any material respect;
- (b) (**unable to issue New Shares**) the Company is prevented from issuing the New Shares within the time required by the Listing Rules, applicable laws, an order of a court of competent jurisdiction or a government agency;
- (c) (**Offer Booklet and cleansing notice to comply**) the Offer Booklet, cleansing notice or any aspect of the Offer does not comply in any material respect with the Corporations Act or the Listing Rules or any other applicable law including due to:
 - (i) a statement in the Offer Booklet or cleansing notice which is or becomes misleading or deceptive or likely to mislead or deceive in a material respect, or omit any information that is required (having regard to the provisions of section 708A and 708AA);
 - (ii) any forecasts, expressions of opinion, intention or expectation expressed in the Offer Booklet or cleansing notice, are not, in all material respects, based on reasonable assumptions;
- (d) (**withdrawal**) the Company withdraws the Entitlement Offer;
- (e) (**corrective notice**) the Company becomes required to give or gives a correcting notice under subsection 708A(9)(c) or 708AA(10) other than as a result of a new circumstance arising;
- (f) (**market fall**) the S&P/ASX 200 Index falls by 10% or more below the level of the S&P/ASX 200 Index on the business day before the date the Entitlement Offer is announced, at the close of trading:
 - (i) for at least 2 consecutive business days in the period between (and including) the Entitlement Offer is announced and the business day immediately prior to the settlement date for the New Shares; or

- (ii) on the business day immediately prior to the settlement date for the New Shares;
- (g) **(ASIC action):**
 - (i) ASIC applies for an order under sections 1324B or 1325 in relation to the Entitlement Offer or the Offer Booklet or cleansing notice or gives notice of an intention to prosecute the Company or any of its directors and any such intention, application or notice becomes public or is not withdrawn within 2 business days after it is made, or where it is made less than 2 business days before the settlement date for the New Shares, it is not withdrawn before the settlement date for the New Shares;
 - (ii) an application is made by ASIC for an order under Part 9.5 in relation to the Entitlement Offer or the Offer Booklet or cleansing notice and such application becomes public or is not withdrawn within 2 business days after it is made or where it is made less than 1 business Day before the settlement date for the New Shares, it has not been withdrawn by the settlement date for the New Shares; or
 - (iii) ASIC commences any investigation or hearing under Part 3 of the *Australian Securities and Investments Commission Act 2001* (Cth) in relation to the Entitlement Offer or the Offer Booklet or cleansing notice and such investigation or hearing becomes public or is not withdrawn within 2 business days after it is commenced or where it is commenced within 1 business day before the settlement date for the New Shares, it has not been withdrawn before the settlement date the New Shares;
- (h) **(regulatory action)** there is an application to a government agency (including, without limitation, the Takeovers Panel) for an order, declaration (including, in relation to the Takeovers Panel, of unacceptable circumstances) or other remedy, or a Government Agency commences any investigation or hearing or announces its intention to do so, in each case in connection with the Entitlement Offer (or any part of it) or any agreement entered into in respect of the Entitlement Offer (or any part of it);
- (i) **(listing)** ASX announces that the Company will be removed from the official list or that any Shares will be delisted or suspended from quotation by ASX;
- (j) **(offences by Directors)** other than any proceedings on foot prior to the date of this Agreement and previously advised to the Underwriters, any of the following occurs:
 - (i) a Director of the Company is charged with an indictable offence;
 - (ii) any Government Agency commences any public action against a Director of the Company or announces that it intends to take any such action; or
 - (iii) any Director of the Company is disqualified from managing a corporation under the Corporations Act.
- (k) **(insolvency)** the Company or a related corporate entity is insolvent or there is an act or omission which may result in the Company or a related corporate entity becoming Insolvent;
- (l) **(capital structure)** the Company alters its capital structure or constitution without the prior written consent of the Underwriters;
- (m) **(ASX approval)** unconditional approval (or conditional approval, provided such condition would not, in the reasonable opinion of a Joint Lead Manager, have a material adverse effect on the success or settlement of either component of the Entitlement Offer) by the ASX for official quotation of:
 - (i) in the case of the Tranche 1 Placement Shares, is refused, or is not granted, by the issue date for the Tranche 1 Placement Shares, or withdrawn on or before the earlier of the issue date for the Tranche 1 Placement Shares or ASX makes an official statement to any person or indicates to the Company or the Underwriters that official quotation of the Tranche 1 Placement Shares will not be granted; and

- (ii) in the case of the New Shares, is refused, or is not granted, by the issue date for the New Shares, or withdrawn on or before the earlier of the issue date for the New Shares or ASX makes an official statement to any person or indicates to the Company or the Underwriters that official quotation of the New Shares will not be granted; and
- (n) **(Timetable)** any event specified in the timetable is delayed for more than 2 business days without the prior written consent of the Underwriters.

6.12 **Disclaimer of representations**

No party other than the Company has authorised or caused the issue of this Offer Booklet, or takes any responsibility for, or makes, any statements, representations or undertakings in this Offer Booklet.

No person is authorised to give any information, or to make any representation, in connection with the Entitlement Offer that is not contained in this Offer Booklet.

Any information or representation that is not in this Offer Booklet may not be relied on as having been authorised by the Company, or its related bodies corporate in connection with the Entitlement Offer. Except as required by law, and only to the extent so required:

- (a) none of the Company, or any other person, warrants or guarantees the future performance of the Company or any return on any investment made pursuant to the Entitlement Offer Booklet; and
- (b) the Company, its officers, employees and advisers disclaim all liability that may otherwise arise due to the Entitlement Offer Booklet being inaccurate or incomplete in any respect.
- (c) No party other than the Company has authorised or caused the issue of this Offer Booklet, or takes any responsibility for, or makes, any statements, representations or undertakings in this Offer Booklet.

7 Glossary

\$ or Dollars means dollars in Australian currency (unless otherwise stated);

Additional Shares has the meaning set out in Section 3.4;

Application means an application for New Shares pursuant to this Offer Booklet and the term **Applicant** means a person who has submitted an Application;

Application Money means the aggregate amount of money payable for New Shares applied for calculated by multiplying \$0.38 by the number of New Shares subscribed for;

ASIC means the Australian Securities and Investments Commission;

ASTC means ASX Settlement Pty Ltd ACN 008 504 532;

ASX means the Australian Securities Exchange;

ASX Limited means ASX Limited ACN 008 624 691;

Board means the Directors as at the date of this Offer Booklet;

CHESS means Clearing House Electronic Sub-register System of ASTC;

Closing Date means 5:00 p.m. Melbourne time on the date specified in the timetable set out in Section 1 of this Offer Booklet of this Offer Booklet or such other date as may be determined by the Directors;

Company or **Oventus** means Oventus Medical Limited ACN 608 393 282;

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

Directors means the directors of the Company;

Eligible Shareholder has the meaning set out in Section 3.3;

Entitlement and Acceptance Form means the form accompanying this Offer Booklet which sets out the entitlements of Eligible Shareholders under the Entitlement Offer;

Entitlement or **Entitlements** means the non-renounceable entitlement for Eligible Shareholders to subscribe for New Shares on the basis of one (1) New Share for every twenty (20) Shares held on the Record Date;

Existing Options means the options on issue in Company as at the date of this Offer Booklet;

Ineligible Shareholders means any Shareholder who is not an Eligible Shareholder;

Institutional Investors means a person:

- (a) to whom an offer of Shares in the Company could be made in Australia without a disclosure document (as defined in the Corporations Act); or
- (b) in selected jurisdictions outside Australia, to whom an offer of Shares in the Company could be made without registration, lodgement of a formal disclosure document or other formal filing in accordance with the laws of that foreign jurisdiction;

Issue Price means \$0.38 per New Share;

Listing Rules means the official listing rules of ASX Limited, as amended from time to time;

New Share or **New Shares** means a new fully paid share in the capital of the Company to be issued pursuant to the Entitlement Offer or Shortfall Offer;

Offer or **Entitlement Offer** means the entitlement offer for New Shares set out in this Offer Booklet;

Offer Booklet means this offer booklet dated Wednesday, 31 July 2019 and includes any amended or replacement summary document;

Placements means the Tranche 1 Placement and the Tranche 2 Placement;

Record Date means 7:00 p.m. Melbourne time on the date specified in the timetable set out in Section 1 of this Offer Booklet;

Registered Address means, in respect of a Shareholder, the address that is recorded in the Company's share register as being the address for the Shareholder;

Regulation S means Regulation S promulgated under the US Securities Act;

Share Registry means Computershare Investor Services Pty Limited ACN 078 279 277;

Shareholder means a holder of a Share;

Share or Shares means a fully paid ordinary share in the capital of the Company;

Shortfall means the extent to which Eligible Shareholders do not subscribe for New Shares (including Additional Shares) pursuant to the Entitlement Offer;

Shortfall Offer means the Entitlement Offer to Eligible Shareholders to subscribe for Additional Shares in excess of their Entitlement in accordance with Section 3.4 of this Offer Booklet;

Tranche 1 Placement means the issue of the Tranche 1 Placement Shares to Institutional Investors proposed to complete on Thursday 1 August 2019;

Tranche 1 Placement Shares means approximately 15,757,491 Shares;

Tranche 2 Placement means the issue of the Tranche 2 Placement Shares to Institutional Investors proposed to complete on Tuesday, 17 September 2019 following shareholder approval;

Tranche 2 Placement Shares means approximately of 2,747,922 Shares;

Underwriters means Bell Potter Securities Limited ACN 006 390 772 and Patersons Securities Limited ACN 008 896 311;

Underwriting Agreement means the underwriting agreement between the Underwriters and the Company dated 26 July 2019, as summarised in Section 6.11;

US Person means, among other things and subject to certain exceptions:

- (a) any natural person resident in the US;
- (b) any partnership, corporation or other entity organised or incorporated in the US;
- (c) any trust of which any trustee is a US person;
- (d) any agency or branch of a foreign entity located in the US;
- (e) any account held by a dealer or other fiduciary that either is organised, incorporated or resident in the US or holds for the benefit or account of a US Person; or
- (f) any partnership or corporation that is organised or incorporated in a foreign jurisdiction by a US person principally for the purpose of investing in securities not registered under the US Securities Act;

US Securities Act means the *United States Securities Act of 1933*, as amended; and

Voting Power has the meaning given to that term in the Corporations Act.

8 Corporate Directory

Board of Directors

Mel Bridges
(Chairman and Non-executive Director)
Christopher Hart
(Managing Director and Chief Executive Officer)
Neil Anderson
(Executive Director)
Sue MacLeman
(Non-executive Director)
Sharad Joshi
(Non- executive Director)

Underwriters

Bell Potter Securities Limited
Level 29, 101 Collins Street
Melbourne VIC 3000

Patersons Securities Limited
Level 15, 333 Collins Street,
Melbourne Vic 3000

Auditors

PKF Hacketts Audit
Level 6, 10 Eagle Street
Brisbane Qld 4000

Lawyers

Thomson Geer
Level 16, Waterfront Place
1 Eagle Street
Brisbane Qld 4000

Registered Office in Australia

Suite 1
1 Swann Road
Indooroopilly Qld 4068
Telephone: + 61 7 3831 8866
Website: <https://o2vent.com/>
ASX code: OVN

Share Registry

Computershare Investor Services Pty Limited
Yarra Falls
452 Johnston Street
Abbotsford Vic 3067
Telephone: 1300 850 505 (within Australia) or
+61 (3) 9415 4000 (outside Australia)
www.investorcentre.com

