



Working to improve your health

10 June 2020

Client Market Services
NZX Limited
Level 1, NZX Centre
11 Cable Street
Wellington 6011

ASX Limited
20 Bridge Street
Sydney NSW 2000

NOTICE PURSUANT TO CLAUSE 20(1)(a) OF SCHEDULE 8 TO THE FINANCIAL MARKETS CONDUCT REGULATIONS 2014

1. AFT Pharmaceuticals Limited (NZX:AFT/ASX:AFP) ("**AFT**") has announced that:
 - (a) it intends to undertake a capital raising comprising:
 - (i) a fully underwritten placement of NZ\$10 million of newly issued ordinary shares ("**Placement**"); and
 - (ii) a share purchase plan to AFT's eligible existing shareholders with an address in New Zealand or Australia to raise up to NZ\$2 million, which is not underwritten ("**SPP**");
 - (b) Capital Royalty Partners II – Parallel Fund B (Cayman) L.P., Capital Royalty Partners II – Parallel Fund A L.P., Capital Royalty Partners II L.P. and Capital Royalty Partners II (Cayman) L.P. (together "**CRG**") propose to sell all of their ordinary shares in AFT, comprising 16,067,045 shares, by way of a fully underwritten bookbuild ("**CRG Sell Down**"); and
 - (c) Hartley Atkinson and Colin McKay as trustees of the Atkinson Family Trust ("**AF Trust**") propose to sell approximately NZ\$3.5 million of their ordinary shares in AFT, by way of a fully underwritten bookbuild ("**AF Trust Sell Down**"),(together, the "**Offer**").

2. Although initiated independently, the Placement, CRG Sell Down and AF Trust Sell Down will be conducted contemporaneously such that they will appear to be a single placement.
3. AFT, CRG and the AF Trust are making the Offer in reliance on the exclusion in clause 19 of schedule 1 of the Financial Markets Conduct Act 2013 ("**FMCA**").
4. This notice is provided under:
 - (a) clause 20(1)(a) of schedule 8 to the Financial Markets Conduct Regulations 2014 ("**Regulations**");
 - (b) paragraph 708A(12G) of the Corporations Act 2001 (Cth) ("**Corporations Act**") as notionally inserted by ASIC Instrument 17-0484; and
 - (c) ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 as amended by ASIC Instrument 20-0572.
5. AFT will issue the relevant securities under the Placement and SPP components of the Offer without disclosure to investors under Part 6D.2 of the Corporations Act.
6. AF Trust will sell the relevant securities under the AF Trust Sell Down component of the Offer without disclosure to investors under Part 6D.2 of the Corporations Act.
7. At the date of this notice:
 - (a) AFT is in compliance with the continuous disclosure obligations that apply to it in relation to ordinary shares in AFT;
 - (b) AFT is in compliance with its financial reporting obligations (as defined in clause 20(5) of Schedule 8 to the Regulations);
 - (c) AFT has complied with its obligations under Rule 1.15.2 of the ASX Listing Rules; and
 - (d) there is no information that is "excluded information" (as defined in clause 20(5) of Schedule 8 to the Regulations) in respect of AFT.
8. The Offer will not have any material effect or consequence on the control of AFT within the meaning set out in clause 48 of Schedule 1 to the FMCA.

This notice has been authorised for release to NZX and ASX on behalf of AFT by:

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This notice has been authorised for release to NZX and ASX on behalf of AF Trust by:

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ENDS