



## Announcement Summary

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**Entity name**

CRESO PHARMA LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

Monday March 15, 2021

**The Proposed issue is:**

A placement or other type of issue

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

<b>ASX +security code</b>	<b>+Security description</b>	<b>Maximum Number of +securities to be issued</b>
n/a	Performance Shares	17,551,077
CPH	ORDINARY FULLY PAID	29,251,795

**Proposed +issue date**

Friday April 30, 2021

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

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**1.1 Name of +Entity**

CRESO PHARMA LIMITED

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

**1.2 Registered Number Type**

ABN

**Registration Number**

89609406911

**1.3 ASX issuer code**

CPH

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

Monday March 15, 2021

**1.6 The Proposed issue is:**

A placement or other type of issue



## Part 7 - Details of proposed placement or other issue

## Part 7A - Conditions

**7A.1 - Are any of the following approvals required for the placement or other type of issue?**

- +Security holder approval
- Court approval
- Lodgement of court order with +ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

 Yes

## 7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	Friday April 30, 2021	<input checked="" type="checkbox"/> Estimated	No

**Comments**

The Company intends to seek shareholder approval for the issue of the Consideration Shares and Consideration Performance Shares at the Company's upcoming annual general meeting expected to be held in April 2021. Refer to the ASX announcements released on 15 March 2021 for further information.

## Part 7B - Issue details

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

 Existing class

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

 No

## Details of +securities proposed to be issued

**ASX +security code and description**

CPH : ORDINARY FULLY PAID

**Number of +securities proposed to be issued**

29,251,795

**Offer price details**



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

No

**Please describe the consideration being provided for the +securities**

Subject to condition precedents and shareholder approval, the Company agreed to issue 29,251,795 Shares as part consideration for the acquisition of Halucenex Life Sciences Inc. ("Halucenex"). These Shares will be subject to voluntary escrow for 6 months following settlement. Refer to the ASX announcements released on 15 March 2021 for further information.

**Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**

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

Yes

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

New class

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

No

Details of +securities proposed to be issued

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

**Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?**

No

**Will the entity be seeking quotation of the 'new' class of +securities on ASX?**

No

**ASX +security code**

New class-code to be confirmed

**+Security description**

Performance Shares

**+Security type**

Performance shares/units

**Number of +securities proposed to be issued**

17,551,077

**Offer price details**

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

No



**Please describe the consideration being provided for the +securities**

Subject to condition precedents and shareholder approval, the Company agreed to issue 17,551,077 Performance Shares as part consideration for the acquisition of Halucenex. The Performance Shares and any shares issued on conversion of the Performance Shares will be subject to voluntary escrow for 6 months following settlement. Refer to the ASX announcements released on 15 March 2021 for further information.

**Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**

**Will all the +securities issued in this class rank equally in all respects from their issue date?**

Yes

Performance shares/units details

**+Security currency**

AUD - Australian Dollar

**Will there be CDIs issued over the +securities?**

No

**Is it a partly paid class of +security?**

No

**Is it a stapled +security?**

No

**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.**

Refer to the ASX announcement entitled "Agreement to acquire established Canadian psychedelics company Halucenex Life Sciences Inc" as released on 15 March 2021.  
The Company intends to seek shareholder approval for the issue of the Performance Shares at the Company's upcoming annual general meeting expected to be held in April 2021. Full terms of the Performance Shares will be included in the relevant notice of meeting.

Part 7C - Timetable

**7C.1 Proposed +issue date**

Friday April 30, 2021

Part 7D - Listing Rule requirements



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

Yes

**7D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1**

Friday April 30, 2021

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

No

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

No

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

Yes

**7D.4a Please enter the number and +class of the +securities subject to +voluntary escrow and the date from which they will cease to be subject to +voluntary escrow**

29,251,795 Shares, 17,551,077 Performance Shares and any Creso shares issued on conversion of the 17,551,077 Performance Shares will be subject to voluntary escrow for 6 months following settlement of the Halucenex Acquisition.

#### Part 7E - Fees and expenses

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

No

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

No

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

No.

#### Part 7F - Further Information

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

Issue of 29,251,795 Shares and 17,551,077 Performance Shares as part consideration for the acquisition of Halucenex. Refer to the ASX announcements released on 15 March 2021 for further information.

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

No



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