



Announcement Summary

Entity name

CRESO PHARMA LIMITED

Announcement Type

New announcement

Date of this announcement

Wednesday February 5, 2020

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

ASX +Security Code	+Security Description	Maximum Number of +securities to be issued
CPH	ORDINARY FULLY PAID	21,000,000

Proposed +issue date

Wednesday February 5, 2020

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

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

Wednesday February 5, 2020

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**

No

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

Maximum Number of +securities proposed to be issued

21,000,000

Purpose of the issue

20,000,000 Collateral Shares under the New Convertible Securities Agreement entered into between the Company and L1 Capital Global Opportunities Master Fund.

1,000,000 Shares under a Deed of Settlement between the Company and Mozaik Asset Management Pty Ltd.

Refer to the ASX Announcement dated 5 February 2020 for further details.

Offer price details for retail security holders

In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD 0.15500



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

Yes

Oversubscription & Scale back details

May a scale back be applied to this event?

No

Part 7C - Timetable

7C.1 Proposed +issue date

Wednesday February 5, 2020

Part 7D - Listing Rule requirements

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

No

7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

Yes

7D.1b (i) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

Up to 21,000,000

7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

No

7D.2 Is a party referred to in listing rule 10.11.1 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?

No

Part 7E - Fees and expenses



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

Refer to ASX announcement dated 5 February 2020 which provides fulsome disclosure of the fees associated with the proposed issues.

Part 7F - 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

9,000,000 Fully Paid Ordinary Shares ("Shares") are to be issued immediately under the Company's issue capacity pursuant to ASX Listing Rule 7.1, for nil cash consideration as 'Collateral Shares' under the New Convertible Securities Agreement entered into between the Company and L1 Capital Global Opportunities Master Fund ("L1"). In addition, the Company has agreed to issue up to a further 11,000,000 Shares to L1, subject to certain conditions precedent. Refer to the ASX announcement dated 5 February 2020 for further details.

1,000,000 Shares are to be issued immediately under the Company's issue capacity pursuant to ASX Listing Rule 7.1, for nil cash consideration under a Deed of Settlement between the Company and Mozaik Asset Management Pty Ltd.

The issue price quoted on this Appendix 3B is a deemed issue price based on the closing price of CPH shares on ASX as at 4 February 2020.