

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

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

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

Name of entity

Creso Pharma Limited

ABN

89 609 406 911

We (the entity) give ASX the following information.

### Part 1 - All issues

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

- |   |   |   |
|---|---|---|
| 1 | +Class of +securities issued or to be issued  | Fully paid ordinary shares ( <b>Shares</b> )  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | a) 8,299,271 Shares<br>b) 7,500,000 Shares<br>c) 1,000,000 Shares   |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | The Shares are issued on the same terms and conditions as the fully paid ordinary shares that are currently on issue. |

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|   |  |
|---|--|
| <p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul> | <p>Yes</p>   |
| <p>5 Issue price or consideration</p>   | <p>a) \$0.191 per Share<br/> b) - c) Nil cash consideration</p>  |
| <p>6 Purpose of the issue<br/> (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>  | <p>a) Issued to professional and sophisticated investors who participated in a placement undertaken by the Company (<b>Placement Shares</b>).</p> <p>b) Issued to former secured lenders for nil cash consideration (<b>Initial Settlement Shares</b>).</p> <p>c) Issued to a consultant of the Company for digital marketing consultancy services to be provided over a 6-month period (<b>Consultancy Shares</b>).</p> <p>Further details in respect of each of the issues are set out in the prospectus dated 27 November 2019.</p> |
| <p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>   | <p>Yes</p>   |
| <p>6b The date the security holder resolution under rule 7.1A was passed</p>  | <p>31 May 2019</p>   |

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+ See chapter 19 for defined terms.

|    |   |   |
|----|---|---|
| 6c | Number of +securities issued without security holder approval under rule 7.1  | b) 7,500,000 Shares<br>c) 1,000,000 Shares  |
| 6d | Number of +securities issued with security holder approval under rule 7.1A  | a) 8,299,271 Shares   |
| 6e | Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)   | Not applicable.   |
| 6f | Number of +securities issued under an exception in rule 7.2   | Not applicable.   |
| 6g | If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.  | 15-day VWAP is \$0.2544186<br>75% discount to the 15-day VWAP is \$0.1908<br>VWAP Source: IRESS |
| 6h | If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements  | Not applicable.   |
| 6i | Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements  | 7.1 – 9,333,113<br>7.1A – 6,835,606   |
| 7  | +Issue dates<br><br>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.<br><br>Cross reference: item 33 of Appendix 3B. | 29 November 2019  |

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|   | Number      | +Class  |
|---|-------------|---|
| 8 | 173,017,250 | Ordinary Fully Paid Shares (CPH) *  |
|   | 72,796,411  | Listed CPHO Options<br>(\$0.80, 21/08/2020)   |
|   |             | *Includes 2,053,043 Shares which are subject to voluntary escrow restrictions until 20/12/2019; |

|         | Number**                               | +Class   |   |
|---------|--|--|---|
| 9       |  | <b>Options</b>   |   |
|         | 400,000                                | CPHOPT2 Options (\$0.40, 27/06/2020)   |   |
|         | 2,886,250                              | CPHOPT3 Options (\$0.20, 13/10/2020)*  |   |
|         | 300,000                                | CPHOPT5 Options (\$0.50, 23/01/2021)*  |   |
|         | 100,000                                | CPHOPT12 Options (\$0.60, 27/07/2020)  |   |
|         | 150,000                                | CPHOPT14 Options (\$0.80, 13/07/2021)*   |   |
|         | 200,000                                | CPHOPT16 Options (\$0.535, 27/07/2021)   |   |
|         | 200,000                                | CPHOPT17 Options (\$0.80, 27/07/2022)  |   |
|         | 200,000                                | CPHOPT18 Options (\$0.55, 21/08/2021)  |   |
|         | 400,000                                | CPHOPT19 Options (\$0.80, 15/09/2022)*   |   |
|         |  |  | <b>Performance Shares</b>                       |
|         | 303,027                                | CPHPERSB Performance Shares*   |   |
|         | 303,027                                | CPHPERSC Performance Shares*   |   |
|         | 303,027                                | CPHPERSD Performance Shares*   |   |
|         | 303,039                                | CPHPERSE Performance Shares (esc to 20/12/19)*   |   |
|         |  |  | <b>Performance Rights</b>                       |
|         | 800,000                                | CPHPERR6 Performance Rights (T1)*  |   |
|         | 800,000                                | CPHPERR7 Performance Rights (T2)*  |   |
|         | 100,000                                | CPHPERR15 Performance Rights (T16)   |   |
|         | 100,000                                | CPHPERR16 Performance Rights (T17)*  |   |
|         |  |  | <b>Employee Performance Rights (Under Plan)</b> |
|         | 132,000                                | CPHPERR22 Employee Performance Rights  |   |
|         | 132,000                                | CPHPERR23 Employee Performance Rights  |   |
|         | 132,000                                | CPHPERR24 Employee Performance Rights*   |   |
|         | 200,000                                | CPHPERR27 Employee Performance Rights  |   |
|         | 100,000                                | CPHPERR28 Employee Performance Rights  |   |
|         | 300,000                                | CPHPERR29 Employee Performance Rights*   |   |
| 300,000 | CPHPERR30 Employee Performance Rights  |  |   |
| 300,000 | CPHPERR31 Employee Performance Rights  |  |   |
| 100,000 | CPHPERR32 Employee Performance Rights* |  |   |
| 150,000 | CPHPERR33 Employee Performance Rights* |  |   |
| 150,000 | CPHPERR34 Employee Performance Rights* |  |   |
| 500,000 | CPHPERR35 Employee Performance Rights* |  |   |
| 400,000 | CPHPERR36 Employee Performance Rights  |  |   |
| 400,000 | CPHPERR37 Employee Performance Rights* |  |   |
| 100,000 | CPHPERR39 Employee Performance Rights  |  |   |
| 100,000 | CPHPERR40 Employee Performance Rights  |  |   |
|         |  | <b>*Subject to performance milestones and/or vesting conditions.</b>   |   |
|         |  | <b>**Debt Notes</b>  |   |
|         |  | In addition to the above securities, the Company also has 2,166,667 Debt Notes on issue. Refer to the Prospectus released on 28 November 2019 for further details. |   |

+ See chapter 19 for defined terms.

|    |  |                 |
|----|--|-----------------|
| 10 | Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) | Not applicable. |
|----|--|-----------------|

## Part 2 - Pro rata issue

|    |  |                 |
|----|--|-----------------|
| 11 | Is security holder approval required?  | Not applicable. |
| 12 | Is the issue renounceable or non-renounceable?   | Not applicable. |
| 13 | Ratio in which the +securities will be offered   | Not applicable. |
| 14 | +Class of +securities to which the offer relates   | Not applicable. |
| 15 | +Record date to determine entitlements   | Not applicable. |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?   | Not applicable. |
| 17 | Policy for deciding entitlements in relation to fractions  | Not applicable. |
| 18 | Names of countries in which the entity has security holders who will not be sent new offer documents<br><br><small>Note: Security holders must be told how their entitlements are to be dealt with.<br/>Cross reference: rule 7.7.</small> | Not applicable. |
| 19 | Closing date for receipt of acceptances or renunciations   | Not applicable. |

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|    |   |                 |
|----|---|-----------------|
| 20 | Names of any underwriters   | Not applicable. |
| 21 | Amount of any underwriting fee or commission  | Not applicable. |
| 22 | Names of any brokers to the issue   | Not applicable. |
| 23 | Fee or commission payable to the broker to the issue  | Not applicable. |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders  | Not applicable. |
| 25 | If the issue is contingent on security holders' approval, the date of the meeting   | Not applicable. |
| 26 | Date entitlement and acceptance form and offer documents will be sent to persons entitled   | Not applicable. |
| 27 | If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders | Not applicable. |
| 28 | Date rights trading will begin (if applicable)  | Not applicable. |
| 29 | Date rights trading will end (if applicable)  | Not applicable. |
| 30 | How do security holders sell their entitlements <i>in full</i> through a broker?  | Not applicable. |
| 31 | How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?   | Not applicable. |

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+ See chapter 19 for defined terms.

- 32 How do security holders dispose of their entitlements (except by sale through a broker)? Not applicable.
- 33 <sup>+</sup>Issue date Not applicable.

### Part 3 - Quotation of securities

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

- 34 Type of <sup>+</sup>securities  
(tick one)
- (a)  <sup>+</sup>Securities described in Part 1
- (b)  All other <sup>+</sup>securities
- Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

#### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

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

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**Entities that have ticked box 34(b)**

38 Number of +securities for which +quotation is sought

39 +Class of +securities for which quotation is sought

40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

|  | Number | +Class |
|--|--------|--------|
| 42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38) |        |        |

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+ See chapter 19 for defined terms.



**Quotation agreement**

- 1 +Quotation of our additional +securities is in ASX’s absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those +securities should not be granted +quotation.
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.  
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:   
Erlyn Dale  
Joint Company Secretary

Date: 29 November 2019

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+ See chapter 19 for defined terms.

## Appendix 3B – Annexure 1

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

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

#### Part 1

| <b>Rule 7.1 – Issues exceeding 15% of capital</b>   |  |
|---|--|
| <b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>   |  |
| <b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue   | <b>115,975,544</b>   |
| <p><b>Add</b> the following:</p> <ul style="list-style-type: none"> <li>• Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul> | <p>8,212,121 Shares issued on 20 December 2018 (shareholder approval obtained on 16 October 2018)</p> <p>6,055,556 Shares issued on 30 January 2019 (ratified on 31 May 2019)</p> <p>2,000,000 Shares issued on 30 January 2019 (under exception 4 of rule 7.2)</p> <p>555,555 Shares issued on 1 February 2019 (ratified on 31 May 2019)</p> <p>750,000 Shares issued on 1 February 2019 (under exception 4 of rule 7.2)</p> <p>10,300,000 Shares issued on 2 July 2019 (under exception 4 of rule 7.2)</p> <p>6,900,000 Shares issued on 2 July 2019 (under exception 4 of rule 7.2)</p> <p>250,000 Shares issued on 12 July 2019 (under exception 4 of rule 7.2)</p> <p>350,000 Shares issued on 31 July 2019 (under exception 4 of rule 7.2)</p> |
| <b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period   | Nil  |
| <b>“A”</b>  | <b>151,348,776</b>   |

+ See chapter 19 for defined terms.

|   |  |
|---|--|
| <b>Step 2: Calculate 15% of “A”</b>   |  |
| <b>“B”</b>  | 0.15<br><i>[Note: this value cannot be changed]</i>  |
| <b>Multiply “A” by 0.15</b>   | 22,702,316   |
| <b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>  |  |
| <p><b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><b>Note:</b></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul> | <p>195,556 Shares issued on 31 January 2019.</p> <p>4,333,333 Shares issued on 27 November 2019.</p> <p>340,314 Shares issued on 27 November 2019.</p> <p>7,500,000 Shares (the subject of this Appendix 3B).</p> <p>1,000,000 Shares (the subject of this Appendix 3B).</p> |
| <b>“C”</b>  | <b>13,369,203</b>  |
| <b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>   |  |
| <p><b>“A” x 0.15</b></p> <p><i>Note: number must be same as shown in Step 2</i></p>   | 22,702,316   |
| <p><b>Subtract “C”</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>   | 13,369,203   |
| <b>Total [“A” x 0.15] – “C”</b>   | <b>9,333,113</b><br><i>[Note: this is the remaining placement capacity under rule 7.1]</i>   |

+ See chapter 19 for defined terms.

## Part 2

| <b>Rule 7.1A – Additional placement capacity for eligible entities</b>   |   |
|--|---|
| <b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>  |   |
| <b>“A”</b><br><br><i>Note: number must be same as shown in Step 1 of Part 1</i>  | <b>151,348,776</b>                                    |
| <b>Step 2: Calculate 10% of “A”</b>  |   |
| <b>“D”</b>   | 0.10<br><br><i>Note: this value cannot be changed</i> |
| <b>Multiply “A” by 0.10</b>  | <b>15,134,877</b>                                     |
| <b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>  |   |
| <b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A<br><br><i>Notes:</i> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul> | 8,299,271 Shares (the subject of this Appendix 3B).   |
| <b>“E”</b>   | <b>8,299,271</b>                                      |

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|  |   |
|--|---|
| <b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b> |   |
| “A” x 0.10<br><br><i>Note: number must be same as shown in Step 2</i>                                  | 15,134,877  |
| <b>Subtract “E”</b><br><br><i>Note: number must be same as shown in Step 3</i>                         | 8,299,271   |
| <b>Total</b> [“A” x 0.10] – “E”  | <b>6,835,606</b><br><br><i>Note: this is the remaining placement capacity under rule 7.1A</i> |

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