



Announcement Summary

Entity name

CRESO PHARMA LIMITED

Announcement Type

New announcement

Date of this announcement

Wednesday October 7, 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
n/a	Unlisted Options	30,000,000
n/a	CPHOA Listed Options	8,591,066
n/a	CPHOA Listed Options	62,947,715
n/a	CPHOA Listed Options	25,773,195
n/a	CPHOA Listed Options	10,738,831
CPH	ORDINARY FULLY PAID	189,404,900

Proposed +issue date

Monday November 30, 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 October 7, 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**

 Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	Monday November 30, 2020	<input checked="" type="checkbox"/> Estimated	No

Comments

The Company intends to seek shareholder approval for the issue of securities the subject of this Appendix 3B at the Company's next General Meeting to be held in or around November 2020. The date noted above is indicative only.

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)?

 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

Unlisted Options



+Security type

Options

Number of +securities proposed to be issued

30,000,000

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 shareholder approval, Mr Bruce Linton, or his nominee, will received 30,000,000 unlisted options in consideration for his role as strategic advisor to the Company.

For further information, refer to the ASX release dated 7 October 2020.

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

Options details

+Security currency

AUD - Australian Dollar

Exercise price

AUD 0.0390

Expiry date

Monday November 30, 2020

Details of the type of +security that will be issued if the option is exercised

CPH : ORDINARY FULLY PAID

Number of securities that will be issued if the option is exercised

30,000,000 Fully Paid Ordinary Shares

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 Release titled "Bruce Linton Appointed as Strategic Advisor" dated 7 October 2020. Further disclosures will be outlined in a Notice of Meeting to be released in advance of the General Meeting at which the Company will seek approval of the 30,000,000 options . The expiry date set out above is indicative only. The actual expiry date will be set at five years from the date of issue.



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?

Yes

Details of +securities proposed to be issued

ASX +security code and description

CPH : ORDINARY FULLY PAID

Number of +securities proposed to be issued

34,364,261

Offer price details

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

Yes

In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD 0.02910

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

Yes

Attaching +Security

Is the proposed attaching 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

Attaching +Security - New class (+securities in a class that is not yet quoted or recorded by ASX)

Details of attaching +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?

Yes

**ASX +security code**

New class-code to be confirmed

+Security description

CPHOA Listed Options

+Security type

Options

Number of +securities proposed to be issued

8,591,066

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 shareholder approval and any other requirements, up to 8,591,066 CPHOA Listed Options will be issued to Adam Blumenthal (or his nominee) pursuant to his participation in the placement, on the basis of one option issued for every four shares issued under the Placement, for nil cash consideration. Refer to the ASX release titled "Creso Pharma receives commitments totaling A\$8.992m" dated 7 October 2020 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

Options details

+Security currency

AUD - Australian Dollar

Exercise price

AUD 0.0500

Expiry date

Wednesday November 30, 2022

Details of the type of +security that will be issued if the option is exercised

CPH : ORDINARY FULLY PAID

Number of securities that will be issued if the option is exercised

Up to 8,591,066 Shares (ASX:CPH).

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 Release titled "Creso Pharma receives commitments totaling A\$8.992m" dated 7 October 2020. Further disclosures will be outlined in a Notice of Meeting to be released in advance of the General Meeting at which approval of the issue of 8,591,066 CPHOA Listed Options will be sought. The expiry date set out above is indicative only. The actual expiry date will be set at 24 months from the date of issue.



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

8,992,530

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 shareholders' approval, the Company has agreed to issue up to 8,992,530 Shares to EverBlu Capital Pty Ltd ("EverBlu") in part consideration for EverBlu's appointment as lead manager of the Company's current Placement. For further information, refer to the ASX Release titled "Creso Pharma receives commitments totaling A\$8.992m" dated 7 October 2020.

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?
 Yes

ASX +security code

New class-code to be confirmed

+Security description

CPHOA Listed Options

+Security type

Options

Number of +securities proposed to be issued

62,947,715

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 shareholder approval, the Company has agreed to issue up to 62,947,715 CPHOA Listed Options to EverBlu Capital Pty Ltd ("EverBlu") in part consideration for EverBlu's appointment as lead manager of the Company's current Placement. For further information, refer to the ASX Release titled "Creso Pharma receives commitments totaling A\$8.992m" dated 7 October 2020.

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

Options details

+Security currency

AUD - Australian Dollar

Exercise price

AUD 0.0500

Expiry date

Wednesday November 30, 2022

Details of the type of +security that will be issued if the option is exercised

CPH : ORDINARY FULLY PAID

Number of securities that will be issued if the option is exercised

Up to 62,947,715 Shares (ASX:CPH).



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.

Subject to shareholder approval, the Company has agreed to issue up to 62,947,715 CPHOA Listed Options to EverBlu Capital Pty Ltd ("EverBlu") in part consideration for EverBlu's appointment as lead manager of the Company's current Placement. For further information, refer to the ASX Release titled "Creso Pharma receives commitments totaling A\$8.992m" dated 7 October 2020.

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

103,092,783

Offer price details

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

Yes

In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD 0.02910

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?
 Yes

ASX +security code

New class-code to be confirmed

+Security description

CPHOA Listed Options

+Security type

Options

Number of +securities proposed to be issued

25,773,195

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 shareholder approval, the Company has agreed to issue up to 25,773,195 CPHOA Listed Options to Adam Blumenthal (or his nominee), upon the conversion of any debt drawn down under the \$3 million short-term loan facility to be made available to the Company by Adam Blumenthal (or his nominee) on an unsecured, interest free basis. For further information, refer to the ASX Release titled "Creso Pharma receives commitments totaling A\$8.992m" dated 7 October 2020.

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

Options details

+Security currency

AUD - Australian Dollar

Exercise price

AUD 0.0500

Expiry date

Wednesday November 30, 2022

Details of the type of +security that will be issued if the option is exercised

CPH : ORDINARY FULLY PAID

Number of securities that will be issued if the option is exercised

Up to 25,773,195 Ordinary Shares (ASX: CPH).



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.

Subject to shareholder approval, the Company has agreed to issue up to 25,773,195 CPHOA Listed Options to Adam Blumenthal, upon the conversion of any debt drawn down under the \$3 million short-term loan facility to be made available to the Company by Adam Blumenthal (or his nominee) on an unsecured, interest free basis. For further information, refer to the ASX Release titled "Creso Pharma receives commitments totaling A\$8.992m" dated 7 October 2020.

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?

Yes

Details of +securities proposed to be issued

ASX +security code and description

CPH : ORDINARY FULLY PAID

Number of +securities proposed to be issued

42,955,326

Offer price details

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

Yes

In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD 0.02910

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

Yes

Attaching +Security

Is the proposed attaching 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

Attaching +Security - New class (+securities in a class that is not yet quoted or recorded by ASX)



Details of attaching +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?

Yes

ASX +security code

New class-code to be confirmed

+Security description

CPHOA Listed Options

+Security type

Options

Number of +securities proposed to be issued

10,738,831

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 shareholder approval and any other requirements, up to 10,738,831 CPHOA Listed Options will be issued to Suburban Holdings Pty Limited (or its nominee), pursuant to the early redemption of its convertible notes, for nil cash consideration. Refer to the ASX release titled "Creso Pharma receives commitments totaling A\$8.992m" dated 7 October 2020 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

Options details

+Security currency

AUD - Australian Dollar

Exercise price

AUD 0.0500

Expiry date

Wednesday November 30, 2022

Details of the type of +security that will be issued if the option is exercised

CPH : ORDINARY FULLY PAID

Number of securities that will be issued if the option is exercised

Up to 10,738,831 Shares (ASX:CPH).



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.

Subject to shareholder approval, the Company has agreed to issue up to 10,738,831 CPHOA Listed Options will be issued to Suburban Holdings Pty Ltd (or its nominee), pursuant to the early redemption of its convertible notes, for nil cash consideration. For further information, refer to the ASX Release titled "Creso Pharma receives commitments totaling A\$8.992m" dated 7 October 2020.

Part 7C - Timetable

7C.1 Proposed +issue date

Monday November 30, 2020

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

Monday November 30, 2020

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

Yes

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?

Yes

7E.1a Who is the lead manager/broker?

EverBlu Capital Pty Ltd ("EverBlu").



7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

EverBlu acted as lead manager and corporate advisor for the Placement. EverBlu will receive a fee of 6% of the total funds raised and, subject to shareholder approval, be issued one Share for every \$1 raised under the Placement and seven options for every \$1 raised, which options will be issued on the same terms as options issued to participants in the Placement. Refer to the ASX release titled "Creso Pharma receives commitments totaling A\$8.992m" dated 7 October 2020 for further information.

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

Part 7F - Further Information

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

Issue of options to Bruce Linton as remuneration for his role as strategic advisor. The remainder of the issues pursuant to this Appendix 3B are part of a Placement to repay debt, redeem outstanding convertible notes and increase working capital.

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