



Announcement Summary

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**Entity name**

CRESO PHARMA LIMITED

**Date of this announcement**

Friday December 02, 2022

**The +securities the subject of this notification are:**

Other

**Total number of +securities to be issued/transferred**

<b>ASX +security code</b>	<b>Security description</b>	<b>Total number of +securities to be issued/transferred</b>	<b>Issue date</b>
New class - code to be confirmed	Convertible Notes	1,127,175	02/12/2022

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 notice of the issue, conversion or payment up of the following unquoted +securities.

**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**

2/12/2022



Part 2 - Issue details

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**2.1 The +securities the subject of this notification are:**

Other

**Please specify**

Refer to the Convertible Note Offer detailed in the Prospectus dated 28 November 2022.

**2.2a This notification is given in relation to an issue of +securities in a class which is not quoted on ASX and which:**

does not have an existing ASX security code ("new class")



Part 3C - number and type of +securities the subject of this notification (new class) where issue has not previously been notified to ASX in an Appendix 3B

**New +securities**

**ASX +security code**

New class - code to be confirmed

**+Security description**

Convertible Notes

**+Security type**

+Convertible debt securities

**ISIN code**

**Date the +securities the subject of this notification were issued**

2/12/2022

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

Yes

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

Yes

**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities being issued.**

[https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02604546-6A1124905?access\\_token=83ff96335c2d45a094df02a206a39ff4](https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02604546-6A1124905?access_token=83ff96335c2d45a094df02a206a39ff4)

+Convertible debt securities Details

**Type of +security**

Convertible note or bond

**+Security currency**

US\$ - US Dollar (Same day)

**Face value**

US\$ 1.15000000

**Interest rate type**

Zero coupon/no interest

**Frequency of coupon/interest payments per year**

No coupon/interest payments

**s128F of the Income Tax Assessment Act status applicable to the +security**

s128F exemption status unknown

**Is the +security perpetual (i.e. no maturity)?**

No

**Maturity date**

2/2/2024

**Select other feature(s) applicable to the +security**

- Convertible  
 Redeemable

**Is there a first trigger date on which a right of conversion, redemption, call or put can be exercised (whichever is first)?**

Yes

**If yes, what is the first trigger date?**

20/1/2023

**Details of the existing class of +security that will be issued if the securities are converted, transformed or exchanged**

Other

**Description**

CPH Fully Paid Ordinary Share.

**Any other information the entity wishes to provide about the +securities the subject of this notification**

Issue of 1,127,175 Convertible Notes to Obsidian Global GP, LLC per the Convertible Note Offer detailing in the Prospectus dated 28 November 2022. Please note that as per the Appendices 2A released today, the following securities on issue should be as follows; CPH: 1,835,962,135, CPHO: 422,941,788 and CPHOA: 63,954,018.

**Please provide any further information needed to understand the circumstances in which you are notifying the issue of these +securities to ASX, including why the issue of the +securities has not been previously announced to the market in an Appendix 3B**

An Appendix 3B was lodged for these securities on 1 November 2022. This Appendix 3G did not offer the possibility to pick a class of securities that was not yet on issue when selecting the abovementioned Appendix 3B.

## Issue details

**Number of +securities**

1,127,175

**Were the +securities issued for a cash consideration?**

Yes

**In what currency was the cash consideration being paid?**

USS - US Dollar (Same day)

**What was the issue price per +security?**

USS 1.15000000

**Purpose of the issue**

To raise additional working capital





## Part 4 - +Securities on issue

Following the issue, conversion or payment up of the +securities the subject of this application, the +securities of the entity will comprise:  
(A discrepancy in these figures compared to your own may be due to a matter of timing if there is more than one application for quotation/issuance currently with ASX for processing.)

**4.1 Quoted +Securities (Total number of each +class of +securities quoted)**

<b>ASX +security code and description</b>	<b>Total number of +securities on issue</b>
CPHOA : OPTION EXPIRING 22-JAN-2023	63,958,997
CPH : ORDINARY FULLY PAID	1,835,957,156
CPHO : OPTION EXPIRING 02-NOV-2024	400,941,788

**4.2 Unquoted +Securities (Total number of each +class of +securities issued but not quoted on ASX)**

<b>ASX +security code and description</b>	<b>Total number of +securities on issue</b>
CPHAAN : OPTION EXPIRING 06-SEP-2024 EX \$0.25	10,000,000
CPHA AO : PERFORMANCE RIGHTS	10,000,000
CPHAY : OPTION EXPIRING 02-JUN-2023 EX 17C	27,764,706
CPHAAA : OPTION EXPIRING 02-JUN-2023 EX 20C	8,000,000
CPHAZ : OPTION EXPIRING 02-JUN-2023 EX 25C	4,000,000
CPHAAB : OPTION EXPIRING 25-JUN-2023 EX 13.86C	5,752,688
CPHAAL : OPTION EXPIRING 01-AUG-2024 EX \$0.18	12,000,000
CPHAS : OPTION EXPIRING 12-FEB-2023 EX 40C	6,847,725
CPHAT : OPTION EXPIRING 12-FEB-2023 EX 35C	2,128,387
CPHAAK : OPTION EXPIRING 01-AUG-2024 EX \$0.15	12,000,000
CPHAAM : OPTION EXPIRING 06-SEP-2024 EX \$0.18	10,000,000



CPHAM : PERFORMANCE RIGHTS	549,000
CPHAAC : OPTION EXPIRING 11-JAN-2023 EX \$0.235	8,000,000
CPHAAD : OPTION EXPIRING 11-JAN-2023 EX \$0.27	8,000,000
CPHAAE : OPTION EXPIRING 11-JAN-2023 EX \$0.30	8,000,000
CPHAAF : OPTION EXPIRING 11-JAN-2023 EX \$0.40	2,800,000
CPHAAG : OPTION EXPIRING 23-DEC-2023 EX \$0.20	833,333
CPHAAH : OPTION EXPIRING 23-DEC-2025 EX \$0.039	30,000,000
CPHAAI : OPTION EXPIRING 14-JUL-2024 EX \$0.38	12,000,000
CPHAAP : OPTION EXPIRING 25-OCT-2024 EX \$0.1375	1,000,000
CPHAAR : PERFORMANCE SHARES	6,000,000
New class - code to be confirmed : Convertible Notes	1,127,175





Part 5 - Other Listing Rule requirements

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**5.1 Were the +securities issued under an exception in Listing Rule 7.2 and therefore the issue did not need any security holder approval under Listing Rule 7.1?**

No

**5.2 Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?**

No

**5.2b Are any of the +securities being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

Yes

**5.2b.1 How many +securities are being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

24,177,174 shares agreed to be issued under LR7.1 out of 116,666,667 maximum shares which may be issued upon conversion of 1,127,175 convertible notes by Obsidian based on A\$1,750,000 investment at A\$0.015 floor price. The issue of the remainder shares upon conversion of 1,127,175 convertible notes remains subject to shareholder approval.

**5.2c Are any of the +securities being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?**

No