

# 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

Name of entity

Cellmid Limited

ABN

69 111 304 119

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   | Unlisted options   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 12,500,000 Unlisted options  |
| 3 | Principal terms of the +securities (eg, 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) | <p><u>Unlisted options approved at Annual General Meeting held 12 November 2015</u></p> <p>- 8,000,000 Exercise Price @\$0.06<br/>Expiry 19 November 2018</p> <p><u>Unlisted Options issued under Cellmid Employee Share Plan</u></p> <p>- 4,000,000 Exercise Price @\$0.06<br/>Expiry 19 November 2018</p> <p>- 500,000 Exercise Price @\$0.031<br/>Expiry 19 November 2018</p> |

+ See chapter 19 for defined terms.

4	<p>Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities? 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><u>Unlisted Options</u> Upon exercise of the option, ordinary shares will be issued that will rank equally with existing ordinary shares.</p>
5	Issue price or consideration	\$Nil
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Unlisted Options issued as approved by Shareholders at the AGM held 12 November 2015. Unlisted options issued under the terms of the Employee Share Option Plan and in lieu of Consulting Services.
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h <i>in relation to the +securities the subject of this Appendix 3B</i> , and comply with section 6i	No
6b	The date the security holder resolution under rule 7.1A was passed	
6c	Number of +securities issued without security holder approval under rule 7.1	
6d	Number of +securities issued with security holder approval under rule 7.1A	
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	
6f	Number of securities issued under an exception in rule 7.2	
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.	

+ See chapter 19 for defined terms.

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																			
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	Dates of entering +securities into uncertificated holdings or despatch of certificates	19 November 2015																		
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>928,500,508</td> <td>ORD FULLY PAID SHARES</td> </tr> <tr> <td>290,542,770</td> <td>OPT 3.4c Exp 23.10.2016</td> </tr> </tbody> </table>	Number	+Class	928,500,508	ORD FULLY PAID SHARES	290,542,770	OPT 3.4c Exp 23.10.2016												
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928,500,508	ORD FULLY PAID SHARES																			
290,542,770	OPT 3.4c Exp 23.10.2016																			
9	Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>3,971,962</td> <td>OPT 3.0c Exp 15.11.2016</td> </tr> <tr> <td>5,000,000</td> <td>OPT 3.2c Exp 15.06.2017</td> </tr> <tr> <td>1,440,000</td> <td>OPT 3.4c Exp 14.08.2017</td> </tr> <tr> <td>4,000,000</td> <td>OPT 4.0c Exp 01.08.2018</td> </tr> <tr> <td>4,000,000</td> <td>OPT 5.0c Exp 01.08.2018</td> </tr> <tr> <td>10,000,000</td> <td>OPT 6.0c Exp 01.08.2018</td> </tr> <tr> <td>12,000,000</td> <td>OPT 6.0c Exp 19.11.2018</td> </tr> <tr> <td>500,000</td> <td>OPT 3.1c Exp 19.11.2018</td> </tr> </tbody> </table>	Number	+Class	3,971,962	OPT 3.0c Exp 15.11.2016	5,000,000	OPT 3.2c Exp 15.06.2017	1,440,000	OPT 3.4c Exp 14.08.2017	4,000,000	OPT 4.0c Exp 01.08.2018	4,000,000	OPT 5.0c Exp 01.08.2018	10,000,000	OPT 6.0c Exp 01.08.2018	12,000,000	OPT 6.0c Exp 19.11.2018	500,000	OPT 3.1c Exp 19.11.2018
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10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Unchanged																		

## Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the +securities will be offered	
14	+Class of +securities to which the offer relates	
15	+Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	

+ See chapter 19 for defined terms.

- |    |   |  |
|----|---|--|
| 17 | Policy for deciding entitlements in relation to fractions   |  |
| 18 | Names of countries in which the entity has +security holders who will not be sent new issue 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> |  |
| 19 | Closing date for receipt of acceptances or renunciations  |  |
| 20 | Names of any underwriters   |  |
| 21 | Amount of any underwriting fee or commission  |  |
| 22 | Names of any brokers to the issue   |  |

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+ See chapter 19 for defined terms.

23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of *security holders	
25	If the issue is contingent on *security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	
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	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do *security holders sell their entitlements <i>in full</i> through a broker?	
31	How do *security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	
32	How do *security holders dispose of their entitlements (except by sale through a broker)?	
33	*Despatch date	

### Part 3 - Quotation of securities

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

34 Type of securities  
(tick one)

(a)  Securities described in Part 1

(b)  All other 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

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**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 \*securities are \*equity securities, the names of the 20 largest holders of the additional \*securities, and the number and percentage of additional \*securities held by those holders
  
- 36  If the \*securities are \*equity securities, a distribution schedule of the additional \*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 \*securities

**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 date of allotment 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)
  
- 42 Number and \*class of all \*securities quoted on ASX (*including* the securities in clause 38)
 

Number	*Class

+ 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 not available now, 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: ..... Date: 19 November 2015  
Director  
Print name: Maria Halasz

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