ABN: 15 129 742 409

dorsaVi launches $1.7m capital raising comprising of convertible notes and private placement. Share purchase plan up to $1.0m.

Highlights

- Commitments to subscribe for 1,155,000 convertible notes received from sophisticated investors with an issue price of A$1 per convertible note, raising A$1.155 million
- Commitments received from a private placement to sophisticated and institutional investors to raise approximately A$0.56 million at an issue price of A$0.027 per share
- A Share Purchase Plan (**SPP**) will be offered to eligible shareholders at an issue price of A$0.028 per share, capped at $1 million, to provide eligible shareholders with an opportunity to participate in the capital raising
- Proceeds (after costs of the issue) to be used primarily for general working capital purposes

Melbourne, Australia – 28 November 2019: dorsaVi Ltd (ASX: DVL) (**dorsaVi** or **Company**) is pleased to announce that it has secured additional funding of approximately $1.7 million from placements of convertible notes and shares to existing and new institutional and sophisticated investors. In addition the Company is seeking to raise up to $1 million via an SPP offered to existing shareholders with a record date of 7pm on 27 November 2019. The funds raised (after costs) will be used for general working capital purposes and to assist the Company's successful push into the United States market. The Company will call an extraordinary general meeting to vote on the conversion terms of the convertible notes and approve the placement.

Indicative Timetable

Event	**Date**
Record date to identify shareholders who may participate in the SPP offer	Wednesday, 27 November 2019 at 7:00 pm (Melbourne time)
Announce details of Placement and SPP offer to ASX	Thursday, 28 November 2019
Despatch SPP offer documents to eligible shareholders	Tuesday, 3 December 2019
SPP offer opens	Tuesday, 3 December 2019
Expected issue date for notes and allotment date for shares issued under the Placement*	Friday 6 December 2019
SPP offer closes	Thursday, 19 December 2019 at 7:00 pm (Melbourne time)
Issue shares under SPP offer	Monday, 30 December 2019

**Other than shares to be issued to related parties which is subject to and will not occur until shareholder approval is obtained*

Apart from the record date, the above dates are indicative only and subject to change. Any change to a date may have a consequential effect on another date. The Company also reserves the right not to proceed with, or to withdraw, the offer at any time for any reason including, for example, if a requirement for the relief from disclosure under ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 is not or cannot be met.

Convertible Notes

The Company has received commitments from existing and new sophisticated and institutional investors to subscribe for 1,155,000 convertible notes, raising A$1,155,000. The key terms of the convertible notes are:

- **Expected issue date**: 6 December 2019
- **Face value**: $1 per convertible note
- **Interest**: 10% per annum, payable monthly in arrears
- **Maturity Date**: 3 years from the issue date of the notes
- **Redemption**: the Company may elect to repay the notes (and any accrued interest) in cash at any time before the Maturity Date.
- **Conversion**: Subject to and only after shareholder approval, but before the Maturity Date, a note holder may elect to convert their notes into shares at a conversion price of $0.07 per note being converted (an approximately 160% premium to the placement price). For example, if a note holder holds 1,000 notes, they will convert into 14,286 fully paid ordinary shares in dorsaVi.
- **Early repayment options:** If the Company repays any notes in cash before the Maturity Date, for each $0.07 in the value of notes being repaid, the Company will grant the note holder an option to acquire 1 fully paid ordinary share for $0.07. The grant of such options is also subject to shareholder approval being obtained.
- **Shareholder approval**: The conversion of notes and grant of options are subject to shareholder approval. If shareholder approval for the conversion of notes is not obtained, the Company must repay the notes in cash 3 years from the issue date.
- **Automatic conversion at a minimum of 3 cents and maximum of 7 cents on Maturity:** Subject to shareholder approval, if notes are not repaid or converted before the Maturity Date they will automatically be converted in shares on the Maturity Date at the higher of 3 cents (being an 11% premium to the placement price) or up to 7 cents (an approximately 160% premium to the placement price) per share. If the 40 day VWAP for dorsaVi's shares prior to the Maturity Date less a 15% discount falls between 3 cents and 7 cents, that discounted VWAP based measure will constitute the applicable conversion price.
- **Maximum and minimum share issues to note holders:** The maximum number of ordinary shares that would, subject to shareholder approval, be issued to the holders of notes (if they convert at 3 cents) is 38.5 million and the minimum number of ordinary shares that would, subject to shareholder approval, be issued to the holders of notes (if they convert at 7 cents) is 16.5 million.

It is anticipated that an EGM will be held in the first quarter of 2020 for shareholders to vote on a resolution to approve the issue of shares on conversion of the notes and the grant of early repayment options (as well as those shares issued under the placement).

New ordinary shares issued on the conversion of notes will rank equally with the existing ordinary shares in dorsaVi.

The funds raised from the issue of the convertible notes will primarily be used by the Company for general working capital purposes.

Placement

In addition to the convertible notes, the Company has received commitments from existing and new sophisticated and institutional investors to subscribe for 20,740,740 new fully paid ordinary shares in the Company (**New Shares**) at an issue price of A$0.027 per share, to raise approximately A$0.56 million (**Placement**). As part of the Placement, Managing Director Andrew Ronchi, Director Caroline Elliott (via her family trust) and major shareholders, Starfish Technology Fund II Nominees A Pty Ltd and Starfish Technology Fund II Nominees B Pty Ltd (**Starfish**) participated in the Placement for a combined commitment of $0.36 million. As Andrew Ronchi, Caroline Elliott and Starfish are related parties of dorsaVi, the issue of shares under the Placement to them is subject to shareholder approval and the Company will call an EGM in the first quarter of 2020 for shareholders to vote on a resolution to approve the issue of shares to them on the terms of the Placement.

The Placement is being conducted in accordance with dorsaVi's 15% existing placement capacity in accordance with Listing Rule 7.1. To the extent any New Shares are to be issued to related parties of dorsaVi, the issue of those New Shares under the Placement will be subject to shareholder approval, and the issue of those shares to related parties will be delayed until after the relevant shareholder approval is obtained. The New Shares issued under the Placement and Share Purchase Plan (described below) will rank equally with the existing ordinary shares of dorsaVi.

The funds raised from the Placement will be used for the same purposes as the convertible notes.

Shaw and Partners has acted as the lead manager for the Placement.

Share Purchase Plan

In addition to the Convertible Notes and Placement, the Company is offering existing shareholders with a registered address in Australia (**eligible shareholders**) the opportunity to participate in the capital raising and subscribe for up to A$29,960 (i.e. 1,070,000 ordinary shares) under a SPP. The issue price under the SPP is A$0.028 per share (**Issue Price**), being a discount of 6.67% from the last and lowest traded market price for the Company's shares in the previous 30 days and an 18.60% discount from the 5 day VWAP of A$0.034 prior to the announcement of the SPP.

The Issue Price is at a small premium of 3.7% to the issue price of A$0.027 offered under the Placement. The reason for this is because in order for the SPP to be able to be offered to eligible shareholders at the same time as the Placement, the maximum discount to the 5 day VWAP permitted under the ASX Listing Rules is 20% and an issue price of 2.7cents would have exceeded the permissible discount. The amount raised under the SPP will be capped at $1 million. The proceeds of the SPP (after costs) will be used by the Company for the same purposes as the Placement and Convertible Notes.

Each of the directors who is eligible to participate in the SPP has indicated that they will, either directly or indirectly via related parties or entities controlled by them, participate in the SPP by applying for shares of approximately $0.1million in total between them.

Each eligible shareholder will be entitled to subscribe for fully paid ordinary shares in the Company under the SPP at a price of $0.028 per share under one of the application amounts set out in the table below. The total number of ordinary shares a participating eligible shareholder will receive under each available parcel is as follows (assuming no scale back referred to below):

Application amount (A$)	Number of Shares
$1,960	70,000
$5,040	180,000
$9,800	350,000
$19,600	700,000
$29,960	1,070,000

The SPP offer is subject to a maximum limit of $1,000,000. If eligible shareholders apply for more than this in total, each eligible shareholder's application will be scaled back on a pro rata basis. Eligible shareholders whose application is scaled back will be refunded the amount of the scale back (without interest) within 21 days of the issue date under the SPP.

For more information about dorsaVi or to arrange an interview, please contact:

MEDIA
Megan Connell
dorsaVi
0416 116 526
mconnell@dorsavi.com

About dorsaVi

dorsaVi (ASX: DVL) is an ASX company focused on developing innovative motion analysis device technologies for use in elite sports, occupational health and safety and clinical applications. dorsaVi believes its wearable sensor technology enables – for the first time – many aspects of detailed human movement and position to be accurately captured, quantified, and assessed outside a biomechanics lab, in both real-time and real situations for up to 24 hours.

Our technology has applications across three sectors:

- **Clinical**: dorsaVi is transforming the management of patients with its clinical solutions - ViMove, ViMove2 and Professional Suite – which provide objective assessment, monitoring outside the clinic and immediate biofeedback. dorsaVi is currently used by medical and physiotherapy practices globally.

- **Elite Sports:** ViPerform is allowing coaches and medical teams managing elite athletes and teams to screen athletes and provide objective evidence for decisions on return to play, measure biomechanics and provide immediate biofeedback out on the field, tailor and track training programs and optimise technique and peak performance. ViPerform is being used in the US by the National Basketball Association (NBA), the Major Soccer League (MLS) and the National Football League (NFL), by the AFL and NRL clubs, Cricket Australia, and the Australian Institute of Sport (AIS) in Australia, and by Barclays Premier League (EPL) clubs, England and Wales Cricket Board and the Board of Control for Cricket in India as well as various Olympic teams and athletes internationally.

- **OHS:** dorsaVi enables employers to assess risk of injury for employees as well as test the effectiveness of proposed changes to workplace design, equipment or methods based on objective evidence. dorsaVi has been used by major corporations including Sodexo, London Underground, Vinci Construction, Crown Resorts, Caterpillar (US), Monash Health, Coles, Woolworths, Toll, Toyota, Orora (formerly Amcor), Crown and BHP Billiton.

Further information is available at www.dorsavi.com.