Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme FACTOR THERAPEUTICS LIMITED
ACN/ARSN 101 955 088

1. Details of substantial holder (1)

Name See Annexure A

ACN/ARSN (if applicable)

The holder became a substantial holder on: 20/06/2019

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully paid ordinary shares	65,275,000	65,275,000	6.26%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
ALITIME NOMINEES PTY LTD <HONEYHAM FAMILY A/C>	Registered holder of securities	28,250,000 Fully paid ordinary shares
MRS PAMELA CHRISTINE NEESHAM	Registered holder of securities	5,000,000 Fully paid ordinary shares
DC & PC HOLDINGS PTY LTD <DC & PC NEESHAM SUPER A/C>	Registered holder of securities	31,025,000 Fully paid ordinary shares
RICHSHAM NOMINEES PTY LTD	Registered holder of securities	1,000,000 Fully paid ordinary shares

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
ALITIME NOMINEES PTY LTD <HONEYHAM FAMILY A/C>	ALITIME NOMINEES PTY LTD <HONEYHAM FAMILY A/C>	ALITIME NOMINEES PTY LTD <HONEYHAM FAMILY A/C>	28,250,000 Fully paid ordinary shares
MRS PAMELA CHRISTINE NEESHAM	MRS PAMELA CHRISTINE NEESHAM	MRS PAMELA CHRISTINE NEESHAM	5,000,000 Fully paid ordinary shares
DC & PC HOLDINGS PTY LTD <DC & PC NEESHAM SUPER A/C>	DC & PC HOLDINGS PTY LTD <DC & PC NEESHAM SUPER A/C>	DC & PC HOLDINGS PTY LTD <DC & PC NEESHAM SUPER A/C>	31,025,000 Fully paid ordinary shares
RICHSHAM NOMINEES PTY LTD	RICHSHAM NOMINEES PTY LTD	RICHSHAM NOMINEES PTY LTD	1,000,000 Fully paid ordinary shares

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
See Annexure A				

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
See Annexure A	

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
ALITIME NOMINEES PTY LTD <HONEYHAM FAMILY A/C>	PO Box 8292, South Perth WA 6151
MRS PAMELA CHRISTINE NEESHAM	137 Stoneham Road, Attadale WA 6156
DC & PC HOLDINGS PTY LTD <DC & PC NEESHAM SUPER A/C>	137 Stoneham Road, Attadale WA 6156
RICHSHAM NOMINEES PTY LTD	137 Stoneham Road, Attadale WA 6156

Signature

print name Mr Timothy Neesham capacity: Director of substantial holders

sign here date: 20/06/2019

DIRECTIONS

(1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.

(2) See the definition of 'associate' in section 9 of the Corporations Act 2001.

(3) See the definition of 'relevant interest' in sections 608 and 671B(7) of the Corporations Act 2001.

(4) The voting shares of a company constitute one class unless divided into separate classes.

(5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.

(6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.

(7) Include details of:

(a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and

(b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of 'relevant agreement' in section 9 of the Corporations Act 2001.

(8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write 'unknown'.

(9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

Factor Therapeutics Limited ACN 101 955 088
This is Annexure A of 2 pages referred to in the Form 603 – Notice of Initial Substantial Holder.

Signed:

Print Name: Mr Timothy Neesham

Capacity: Director of substantial holders

Date: 20/06/2019

ANNEXURE A

1. Details of substantial holder (1)

Name and ACN/ARSN (if applicable)	ALITIME NOMINEES PTY LTD (ACN 158 130 468) <HONEYHAM FAMILY A/C>
	MRS PAMELA CHRISTINE NEESHAM
	DC & PC HOLDINGS PTY LTD (ACN 623 024 751) <DC & PC NEESHAM SUPER A/C>
	RICHSHAM NOMINEES PTY LTD (ACN 123 132 525)

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
ALITIME NOMINEES PTY LTD (ACN 158 130 468) <HONEYHAM FAMILY A/C>	20/06/2019	N/A See Annexure B		28,250,000 Fully paid ordinary shares
MRS PAMELA CHRISTINE NEESHAM				5,000,000 Fully paid ordinary shares
DC & PC HOLDINGS PTY LTD (ACN 623 024 751) <DC & PC NEESHAM SUPER A/C>				31,025,000 Fully paid ordinary shares
RICHSHAM NOMINEES PTY LTD (ACN 123 132 525)				1,000,000 Fully paid ordinary shares

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
ALITIME NOMINEES PTY LTD (ACN 158 130 468) <HONEYHAM FAMILY A/C>	Association pursuant to Section 12(2)(b) of the Corporations Act by reason of a proposal to move resolutions pursuant to Section 249D of the Corporations Act to remove Dr Cherrell Hirst, Dr Christian Behrenbruch, Mr John Michailidis and Dr David Brookes as directors of the company and to appoint Mr Darren Paul Olsen, Mr Joshua John Wellisch and Mr Shaun Menezes as directors of the company.
MRS PAMELA CHRISTINE NEESHAM	Association pursuant to Section 12(2)(b) of the Corporations Act by reason of a proposal to move resolutions pursuant to Section 249D of the Corporations Act to remove Dr Cherrell Hirst, Dr Christian Behrenbruch, Mr John Michailidis and Dr David Brookes as directors of the company and to appoint Mr Darren Paul Olsen, Mr Joshua John Wellisch and Mr Shaun Menezes as directors of the company.
DC & PC HOLDINGS PTY LTD (ACN 623 024 751) <DC & PC NEESHAM SUPER A/C>	Association pursuant to Section 12(2)(b) of the Corporations Act by reason of a proposal to move resolutions pursuant to Section 249D of the Corporations Act to remove Dr Cherrell Hirst, Dr Christian Behrenbruch, Mr John Michailidis and Dr David Brookes as directors of the company and to appoint Mr Darren Paul Olsen, Mr Joshua John Wellisch and Mr Shaun Menezes as directors of the company.

RICHSHAM NOMINEES PTY LTD (ACN 123 132 525)	Association pursuant to Section 12(2)(b) of the Corporations Act by reason of a proposal to move resolutions pursuant to Section 249D of the Corporations Act to remove Dr Cherrell Hirst, Dr Christian Behrenbruch, Mr John Michailidis and Dr David Brookes as directors of the company and to appoint Mr Darren Paul Olsen, Mr Joshua John Wellisch and Mr Shaun Menezes as directors of the company.

Factor Therapeutics Limited ACN 101 955 088
This is Annexure B of 4 pages referred to in the Form 603 – Notice of Initial Substantial Holder.

Signed: ______________________

Print Name: Mr Timothy Neesham

Capacity: Director of substantial holders

Date: 20/06/2019

ANNEXURE B

Notice of Resolution pursuant to Section 249D of the Corporations Act

REQUEST TO CALL GENERAL MEETING PURSUANT TO SECTION 249D OF THE CORPORATIONS ACT

TO: Factor Therapeutics Limited (ACN 101 955 088) C/- McCullough Robertson Lawyers
66 Eagle Street
BRISBANE QLD 4000

Pursuant to Section 249D(1)(a) of the *Corporations Act 2001* (Cth) (**Corporations Act**), members of Factor Therapeutics Limited (**Company**) with at least 5% of the votes that may be cast at a general meeting hereby request the Company to call and arrange to hold a general meeting of the Company. The following resolutions will be proposed at the general meeting:

1. That pursuant to clause 19.3(h)(iii) of the Company's Constitution, Mr Darren Paul Olsen be elected as a director of the Company.
2. That pursuant to clause 19.3(h)(iii) of the Company's Constitution, Mr Joshua John Wellisch be elected as a director of the Company.
3. That pursuant to clause 19.3(h)(iii) of the Company's Constitution, Mr Shaun Menezes be elected as a director of the Company.
4. That pursuant to section 203D of the Corporations Act, Dr Cherrell Hirst be removed from office as a director of the Company.
5. That pursuant to section 203D of the Corporations Act, Dr Christian Behrenbruch be removed from office as a director of the Company.
6. That pursuant to section 203D of the Corporations Act, Mr John Michailidis be removed from office as a director of the Company.
7. That pursuant to section 203D of the Corporations Act, Dr David Brookes be removed from office as a director of the Company.

Dated: 20 June 2019

EXECUTED by **RICHSHAM NOMINEES PTY LTD** in accordance with section 127 of the Corporations Act 2001 (Cth):

Signature of director	Signature of director/company secretary (please delete as applicable)
	Timothy Paul Needham
Name of director	Name of director/company secretary (please delete as applicable)

EXECUTED by
RICHSHAM NOMINEES PTY LTD
in accordance with section 127 of the
Corporations Act 2001 (Cth):

Signature of director	Signature of director/company secretary (please delete as applicable)
	Timothy Paul Neesham
Name of director	Name of director/company secretary (please delete as applicable)

EXECUTED by **DC & PC HOLDINGS PTY LTD <DC & PC NEESHAM SUPER A/C>** in accordance with section 127 of the Corporations Act 2001 (Cth):

	Pamela Christine Neesham
Signature of director	Signature of director/company secretary (please delete as applicable)
DAVID CHARLES NEESHAM	PAMELA CHRISTINE NEESHAM
Name of director	Name of director/company secretary (please delete as applicable)

EXECUTED by **ALITIME NOMINEES PTY LTD <HONEYHAM FAMILY A/C>** in accordance with section 127 of the Corporations Act 2001 (Cth):

Signature of director	Signature of director/company secretary (please delete as applicable)
	Alicia Nicole Honey
Name of director	Name of director/company secretary (please delete as applicable)

SIGNED by **MRS PAMELA CHRISTINE NEESHAM** in the presence of:)

Signature of witness

Pamela Christine Neesham

Signature

Peter Tomasevic

Name of witness