



Announcement Summary

Entity name

CELLMID LIMITED

Announcement Type

New announcement

Date of this announcement

16/9/2021

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
CDY	ORDINARY FULLY PAID	82,786,885

Proposed +issue date

29/10/2021

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

CELLMID 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.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type

ACN

Registration Number

111304119

1.3 ASX issuer code

CDY

1.4 The announcement is

New announcement

1.5 Date of this announcement

16/9/2021

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 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis? Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	22/10/2021	<input checked="" type="checkbox"/> Estimated	

Comments

The proposed issues of shares the subject of this appendix 3B are all subject to shareholder approval. The issue of shares under the first tranche of the settlement of the acquisition will be subject to approval at a General Meeting of the Company expected to be held mid to end October. If shares are to be issued under the second tranche of the settlement of the acquisition shareholder approval will be sought at that time (expected to be in Q2 FY23).

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)?

 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

CDY : ORDINARY FULLY PAID

Number of +securities proposed to be issued

32,786,885

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

32,786,885 shares are being issued as part consideration of the first tranche of the settlement of the acquisition of BLC Cosmetics Pty Ltd as announced to the ASX on 16 September 2021. The issue of these shares is subject to shareholder approval.

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

2,000,000.000000

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)?

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

CDY : ORDINARY FULLY PAID

Number of +securities proposed to be issued

50,000,000

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

50,000,000 shares represents the cap on the number of shares that may be issued as part consideration of the second tranche of the settlement of the acquisition of BLC Cosmetics Pty Ltd. The total tranche 2 consideration will be a value of 3 times the incremental growth in BLC's EBITDA in FY22 with the first \$700k paid in cash and the remainder (if any) in shares issued at a price which is the lower of 9 cents or the VWAP over the previous 30 days prior to the issue. If the total tranche 2 payment exceeds \$700k plus 50m shares the excess payment will be settled in cash. If there is no growth in BLC's EBITDA in FY22 there will be no second tranche payment. The issue of any tranche 2 shares will be subject to shareholder approval.



The AUD value provided below is representative of the value of the maximum number of shares which may be issued under the second tranche of the settlement only. The true value of any second tranche shares issued will be as described above.

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

4,500,000.000000

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

Yes

Part 7C - Timetable

7C.1 Proposed +issue date

29/10/2021

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

22/10/2021

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

No

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?

Yes

7D.4a Please enter the number and +class of the +securities subject to +voluntary escrow and the date from which they will cease to be subject to +voluntary escrow

32,786,885 shares (being the first tranche shares) will be subject to a 24 month voluntary escrow from the date of issue. Any shares issued under the second tranche will be subject to a 12 month voluntary escrow from the date of issue.



Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

No

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

The Tranche 1 shares are proposed to be issued as part consideration of the acquisition of BLC Cosmetics Pty Ltd.
The Tranche 2 shares are proposed to be issued as part consideration of the acquisition subject to growth in BLC's EBITDA in FY22.

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

7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

Not applicable - the entity has arrangements in place with the holder that ensure the securities cannot be on-sold within 12 months in a manner that would breach section 707(3) or 1012C(6)