

## ASX Release

### **\$2.78M PLACEMENT APPENDIX 3B, CLEANSING NOTICE AND ASX LISTING RULE 3.10.5A DETAIL**

Novita Healthcare Limited (ASX: NHL) ("**Novita**" or the "**Company**"), announced today the completion of an equity raising to fund the commercial growth of the Company's Digital Therapeutic product TALI. The \$2.78 million equity raising was achieved through a successful Placement to institutional and sophisticated investors ("**Placement**").

Further to this announcement please find following:

- Appendix 3B - New issue announcement
- New Issue – Cleansing Notice
- Information provided pursuant to ASX Listing Rule 3.10.5A

Following the release of the earlier Placement and Divestment Announcement and this release, the Company requests the lifting of the Trading Halt and Suspension with effect from the commencement of trading today, 20 July 2018.

John Osborne  
Company Secretary  
Novita Healthcare Limited

### **ABOUT NOVITA HEALTHCARE**

Novita Healthcare is an emerging health sector technology company targeting developmental delay in children through its breakthrough technology TALI. TALI Train, which is TALI health's flagship application uses proprietary software algorithms to monitor and assist in the treatment of cognitive problems such as attention difficulties in early childhood.

### **CONTACTS**

**Glenn Smith**  
Managing Director  
Novita Healthcare  
P: 1300 082 013  
E: novita@novitahealthcare.com.au

**Mark Simari**  
Chairman  
Novita Healthcare  
P: 1300 082 013  
E: msimari@novitahealthcare.com.au

For personal use only

# 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, 04/03/13

Name of entity

NOVITA HEALTHCARE LIMITED

ABN

180 150 750

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  | Fully Paid Ordinary Shares  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | 89,861,033 Ordinary Shares  |
| 3 | Principal terms of the +securities (e.g. 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) | Fully paid ordinary shares ranking equally in all respects with existing ordinary shares. |

+ See chapter 19 for defined terms.

For personal use only

**Appendix 3B**  
**New issue announcement**

4	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>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>Fully paid ordinary shares ranking equally in all respects with existing ordinary shares.</p>
5	<p>Issue price or consideration</p>	<p>\$0.031 per share</p>
6	<p>Purpose of the issue          (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>To fund the commercial growth of the Company's Digital Therapeutic product TALI. as advised to the ASX on 19 July 2018.</p>
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p>	<p>Yes</p>
	<p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	
6b	<p>The date the security holder resolution under rule 7.1A was passed</p>	<p>30/10/2017</p>
6c	<p>Number of +securities issued without security holder approval under rule 7.1</p>	<p>53,916,620</p>

+ See chapter 19 for defined terms.

For personal use only

6d	Number of +securities issued with security holder approval under rule 7.1A	35,944,413
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil
6f	Number of +securities issued under an exception in rule 7.2	Not applicable.
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.	<p>Issue price was 90% of the 15 day VWAP calculated for the trading days for NHL up to and including 13/07/2018, being \$0.035 per share.</p> <p>Source: Weblink Pty Ltd ( data provider) <a href="https://www.weblink.com.au">https://www.weblink.com.au</a></p>
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	<p>Part of the proceeds of the placement are expected to be applied to the subscription for shares in HealthcareLink (“HCL”). This transaction is further detailed in announcement on 20 July 2018 of Placement and Divestment of Newly. The value of the HCL shares have been valued by the HCL directors and their independent advisers.</p>
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	Nil
7	<p>+Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	25 July 2018

+ See chapter 19 for defined terms.

For personal use only

**Appendix 3B**  
**New issue announcement**

8	Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX (including the <sup>+</sup> securities in section 2 if applicable)	Number	<sup>+</sup> Class
		449,305,165	fully paid ordinary shares (NHL)
9	Number and <sup>+</sup> class of all <sup>+</sup> securities not quoted on ASX (including the <sup>+</sup> securities in section 2 if applicable)	Number	<sup>+</sup> Class
		14,377,766 6,800,000	Employee options Director Options
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Ranks equally with all other securities.	

**Part 2 - Pro rata issue**

Not a Pro-rate issues so Questions 11 to 33 not applicable

**Part 3 - Quotation of securities**

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

34 Type of <sup>+</sup>securities  
(tick one)

(a)  <sup>+</sup>Securities described in Part 1

(b)  All other <sup>+</sup>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

**Entities that have ticked box 34(a)**

**The Director Options are a new class of securities but will not be listed so box 34(a) not ticked**

Questions 35 to 37 not applicable

**Box 34(b) not ticked**

Questions 38 to 42 not applicable

---

+ See chapter 19 for defined terms.

For personal use only

**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 is not available now, we 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:            John Osborne.      Date: 20 July 2018

Print name:          John Osborne  
                              (Company secretary)  
  == == == == ==

---

+ See chapter 19 for defined terms.

For personal use only

## Appendix 3B – Annexure 1

### Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

#### Part 1

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	252,194,192
<b>Add</b> the following: <ul style="list-style-type: none"> <li>• Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 <span style="float: right;">39,583,273</span></li> <li>• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval <span style="float: right;">67,666,667</span></li> <li>• Number of partly paid +ordinary securities that became fully paid in that 12 month period <span style="float: right;">N/A</span></li> </ul>	
<b>Note:</b> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	N/A
<b>“A”</b>	359,444,132

+ See chapter 19 for defined terms.

For personal use only

<b>Step 2: Calculate 15% of “A”</b>	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply “A” by 0.15</b>	53,916,620
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	53,916,620
“C”	<b>53,916,620</b>
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	53,916,620
<b>Subtract “C”</b> <i>Note: number must be same as shown in Step 3</i>	53,916,620
<b>Total</b> [“A” x 0.15] – “C”	0  <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

For personal use only



Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b>  <i>Note: number must be same as shown in Step 1 of Part 1</i>	359,444,132
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10  <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	35,944,413
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <i>Notes:</i> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	35,944,413
<b>“E”</b>	35,944,413

+ See chapter 19 for defined terms.

For personal use only

<b>Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A</b>	
<p>"A" x 0.10</p> <p><i>Note: number must be same as shown in Step 2</i></p>	35,944,413
<p><b>Subtract "E"</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>	35,944,413
<p><b>Total</b> ["A" x 0.10] – "E"</p>	0
	<p><i>Note: this is the remaining placement capacity under rule 7.1A</i></p>

For personal use only

+ See chapter 19 for defined terms.

## New Issue – Cleansing Notice

Novita Healthcare Limited, (“Novita” or the “Company”) today announced the issue of 89,861,033 new shares at \$0.031 per share (“Issue Shares”) to be allotted to professional and sophisticated investors on 25 July 2018.

The Company will issue these without disclosure to investors under section 708A(5) of the Corporations Act 2001 (Cth) (“Corporations Act”).

For the purposes of section 708A(6) of the Corporations Act, the Company advises:

- (a) the Issue Shares are issued without disclosure to investors under Part 6D.2 of the Corporations Act;
- (b) this notice is being given under section 708A(5)(e) of the Corporations Act;
- (c) as at the date of this notice, the Company has complied with the provisions of:
  - (i) Chapter 2M of the Corporations Act as they apply to the Company; and
  - (ii) section 674 of the Corporations Act; and
- (d) as at the date of this notice, there is no information that is ‘excluded information’ (within the meaning of sections 708A(7) and 708A(8) of the Corporations Act).

John Osborne  
Company Secretary  
Novita Healthcare Limited

---

### ABOUT NOVITA HEALTHCARE

Novita Healthcare is an emerging health sector technology company targeting developmental delay in children through its breakthrough technology TALI. TALI Train, which is TALI health’s flagship application uses proprietary software algorithms to monitor and assist in the treatment of cognitive problems such as attention difficulties in early childhood.

### CONTACTS

**Glenn Smith**  
Managing Director  
Novita Healthcare  
P: 1300 082 013  
E: [novita@novitahealthcare.com.au](mailto:novita@novitahealthcare.com.au)

**Mark Simari**  
Chairman  
Novita Healthcare  
P: 1300 082 013  
E: [msimari@novitahealthcare.com.au](mailto:msimari@novitahealthcare.com.au)

For personal use only

Australian Securities Exchange,  
Rialto Tower, 525 Collins Street,  
Melbourne VIC 3000.

20 July 2018

**Novita Healthcare Limited (“NHL”): Information Pursuant to ASX Listing Rule 3.10.5A**

Further to the issue of shares under ASX Listing Rule 7.1A announced today the Company provides the following information required under ASX Listing Rule 3.10.5A.

- (a) The dilution to existing shareholders as a result of the Placement is as follows  
The percentage of the Company's issued capital represented by the issue under ASX Listing Rule 7.1A is 10.0%. 35,944,413 of the Placement shares were issued under 7.1A. The holders of ordinary shares before the issue under ASX Listing Rule 7.1A will hold 92% of the issued capital following the issue under of Listing Rule 7.1A.
- (b) The Company issued the shares under Listing Rule 7.1A to fund the commercial growth of the Company's Digital Therapeutic product TALI as advised to the ASX on 19 July 2018. The Company conducted the Placement as it was considered an efficient and expedient manner to raise capital given the Company's circumstances.
- (c) The issue was not underwritten.
- (d) The Company will pay to Shaw and Partners a fee, being 4.5% of the gross proceeds from the new issue for acting as lead manager to the issue and provision of related services.

John Osborne  
Company Secretary,  
Novita Healthcare Limited

**ABOUT NOVITA HEALTHCARE**

Novita Healthcare is an emerging health sector technology company targeting developmental delay in children through its breakthrough technology TALI. TALI Train, which is TALI health's flagship application uses proprietary software algorithms to monitor and assist in the treatment of cognitive problems such as attention difficulties in early childhood.

**CONTACTS**

**Glenn Smith**  
Managing Director  
Novita Healthcare  
P: 1300 082 013  
E: novita@novitahealthcare.com.au

**Mark Simari**  
Chairman  
Novita Healthcare  
P: 1300 082 013  
E: msimari@novitahealthcare.com.au

For personal use only