



29 November 2021

Dear Shareholder

Actinogen Medical Limited - Offer to participate in Share Purchase Plan

As announced on 25 November 2021, Actinogen Medical Limited ACN 086 778 476 (**Actinogen** or **Company**) is intending to raise approximately \$15 million through:

- a) a placement of approximately 88.89 million new fully paid ordinary shares in the share capital of the Company (**Shares**) to professional and sophisticated investors at an issue price of \$0.135 per Share to raise approximately \$12 million (**Placement**); and
- b) a share purchase plan, whereby eligible shareholders may each apply for up to \$30,000 of new Shares at an issue price of \$0.135 per Shares, pursuant to which the Company will seek to raise up to approximately \$3 million (**target SPP raise**) through an issue of up to approximately 22.22 million Shares which combined with the Placement is targeted in aggregate to raise approximately \$15 million, plus the ability of the Company to take over-subscription under the SPP of up to an additional \$2 million (by the issue of an additional approximately 14.81 million shares) (collectively the **SPP**). Where the funds raised under the SPP do not achieve the target SPP raise, then the Company reserves the right to place that shortfall (using the Company's existing capacity under ASX Listing Rules 7.1 and 7.1A).

The funds raised from the Placement and the SPP will be used towards an expanded Fragile X program to North America; depression associated with cognitive impairment (3rd disease indication); early assessment of Alzheimer's Disease biomarker data; additional GMP manufacturing and Offer costs and working capital.

SPP Offer

The Board of Directors of Actinogen is pleased to invite you to participate in the offer of up to \$30,000 new Shares at an issue price of \$0.135 per Share under the SPP (**SPP Offer**). The SPP Offer is not underwritten.

Based on the capital structure of the Company as at the Record Date (defined below), a target of approximately 22.22 million Shares will be issued under the SPP (or up to an aggregate of 37.03 million Shares including the maximum of \$2 million in over-subscriptions) (**SPP Shares**).

If all the target SPP Shares are issued the Company will receive approximately \$3 million under the SPP (plus up to an additional \$2 million in over-subscriptions). Application for quotation on ASX of the SPP Shares will be made immediately following the issue of those SPP Shares.

The SPP Offer is being made to those shareholders of the Company with a registered address in Australia or New Zealand on the Record Date, being Wednesday 24 November 2021 (**Eligible Shareholders**).

All Non-Executive Directors have committed to subscribe for the maximum entitlement of \$30,000 each. Dr Steven Gourlay, the Company's Managing Director, has agreed subject to prior Shareholder approval to subscribe for \$107,625 of the Placement.

Offer Booklet and Application Form

An offer booklet containing the terms and conditions of the SPP (**Offer Booklet**) was lodged with ASX on 29 November 2021. Actinogen will not be printing / dispatching hard copies of the Offer Booklet or Application Forms, except in response to a specific request by a Shareholder. Instead, an electronic copy of the Offer Booklet and your personalised application form (**Application Form**) is accessible at the following link: <https://investor.automic.com.au>. Shareholders should read the Offer Booklet in full prior to making an application under the SPP.

Your application under the SPP Offer must be made by making payment in accordance with the personalised payment instructions on your Application Form. You will need to provide your Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**) and postcode to access the online application system and follow the instructions provided including making payment. Your acceptance of the SPP Offer should be made using this electronic service.

To download your Application Form you have the following 3 choices:

I already have an online account with Automic share registry	I don't have an online account with Automic – but wish to register for one	I don't have an online account with Automic – but want to use Automic for this Offer only
<p>https://investor.automic.com.au Select: "Existing Users Sign In" Once you have successfully signed in, click on "Documents and Statements" Click on "Other Documents" on the left. Download the Prospectus and SPP Application Form</p>	<p>https://investor.automic.com.au/#/signup Select: Actinogen Medical Limited from the dropdown list in the ISSUER field Enter you holder number SRN / HIN (from your latest Holding Statement) Enter Postcode (Aust only) or Country of Residence (if not Australia) Tick box "I am not a robot", then Next Complete prompts Once you have successfully signed in, click on "Documents and Statements". Click on "Other Documents" on the left. Download the Prospectus and SPP Application Form</p>	<p>https://investor.automic.com.au/#/loginsah Select: Actinogen Medical Limited from the dropdown list in the ISSUER field Enter you holder number SRN / HIN (from your latest Holding Statement) Enter Postcode (Aust only) or Country of Residence (if not Australia) Tick box "I am not a robot", then Access Once you have successfully signed in, click on "Documents and Statements" Click on "Other Documents" on the left. Download the Prospectus and SPP Application Form</p>

Your Application must be for a minimum parcel of at least \$2,500, with parcels sizes and share numbers, up to a maximum of \$30,000 worth of New Shares, as follows:

Number of New Shares	Application Monies (at \$0.135 per New Share)
18,519	\$2,500
37,037	\$5,000
74,075	\$10,000
148,149	\$20,000
222,223	\$30,000

If you are unable to access <https://investor.automic.com.au> online, you can obtain a copy of the Offer Booklet and your Application Form by calling Automic Group on 1300 288 664 or emailing hello@automicgroup.com.au and asking them to mail a paper copy of the Offer Booklet and your Application Form to you free of charge. You will need your holder number SRN / HIN (from your latest Holding Statement) to make this request. To accept an Offer using these paper copy documents, you will still need to make payment via BPay®.

For New Zealand shareholders please contact the Share Registry on + 61 2 9698 5414 for payment arrangements.

Key dates for the SPP Offer

Record Date	7pm (AEDT time), Wednesday 24 November 2021
Online access to SPP Offer Booklet and Application Form commences	29 November 2021
Opening Date	
Expected Placement Issue Date	Tuesday, 30 November 2021
Closing Date	5pm (AEDT time), Monday 13 December 2021
Announcement of Results of SPP	Monday 20 December 2021
SPP Shares Issue Date	Monday 20 December 2021
New Shares quoted on ASX	Tuesday 21 December 2021

Actions required by Eligible Shareholders

As an Eligible Shareholder, you may:

- a) apply for your full entitlement under the SPP Offer;
- b) accept part of your entitlement under the SPP Offer; or
- c) if you do not wish to accept all or part of your entitlement under the SPP Offer, you are not obliged to do anything.

The Company reserves the right to scale back any applications, and to accept over-subscriptions up to a maximum of \$2 million, at its discretion.

Further details concerning the Offer are contained in the Offer Booklet. If you have any questions about the SPP Offer, please contact Automic Group on 1300 288 664 or by email to hello@automicgroup.com.au.

On behalf of the Board, I invite you to consider this opportunity to participate in the SPP Offer.

Yours faithfully



Dr Geoffrey Brooke
Non-Executive Chairman