



29 August 2017

## Despatch of Share Purchase Plan (SPP) Documents to Shareholders

Optiscan Imaging Limited (ASX: OIL) is pleased to advise that it has despatched the Share Purchase Plan documentation to eligible shareholders and the Company has now officially opened the Offer.

A copy of the SPP Offer Document, Application form and Letter from the Company's Chairman are included in this announcement.

As announced on 23 August 2017, eligible shareholders are being provided with the opportunity to apply for new fully paid ordinary shares ("Shares") in the Company under a Share Purchase Plan (the "SPP") at an issue price of 8 cents per share.

The SPP is underwritten by Paterson Securities Limited ("Underwriter") up to the amount of \$2,500,000 (31,250,000 shares) ("Underwritten Amount"). The Underwriter is also acting as Lead Manager to the offer.

On completion of the SPP, the Company will offer a Placement ("Placement") of up to \$2.5 million to sophisticated and professional investors at the same price as shares issued under the SPP. The maximum number of Shares that may be issued under the Placement is equal to the Company's placement capacity under Listing Rules 7.1 and 7.1A which is currently approximately 45 million shares. The Company is pleased to advise that it has already received commitments from professional and sophisticated investors to participate in the Placement for \$1 million to date.

### For Further information:

Archie Fraser  
Chief Executive Officer  
E: [afraser@optiscan.com](mailto:afraser@optiscan.com)

### About Optiscan

Optiscan is an Australian company that has developed and patented miniaturised confocal microscopes, and is a global leader in the development and application of microscopic imaging and related technologies for medical and research markets.

### Disclaimer

*All statements other than statements of historical fact included on this announcement including, without limitation, statements regarding future plans and objectives of Optiscan, are forward-looking statements. Forward-looking statements can be identified by words such as 'anticipate', 'believe', 'could', 'estimate', 'expect', 'future', 'intend', 'may', 'opportunity', 'plan', 'potential', 'project', 'seek', 'will' and other similar words that involve risks and uncertainties. These statements are based on an assessment of present economic and operating conditions, and on assumptions regarding future events and actions that are expected to take place. Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, its directors and management of Optiscan that could cause actual results to differ from the results expressed or anticipated in these statements.*

Phone (61 3) 9538 3333  
Website [www.optiscan.com](http://www.optiscan.com)  
PO Box 1066, Mt Waverley MDC VIC 3149 Australia

29 August 2017

Dear fellow Shareholder

### Share Purchase Plan (SPP)

On behalf of the Board, I am delighted to provide you with the opportunity to participate in Optiscan's SPP Offer by subscribing for up to a maximum A\$15,000 worth of new fully paid ordinary shares at an issue price of 8 cents per share (\$0.08).

The SPP offer is set at a price that is discounted relative to the Volume Weighted Average Price as shown in this chart.

The Offer is underwritten by Patersons Securities Limited up to an amount of A\$2.5 million.

It has the full support of the Board and all directors eligible to participate in the SPP, including myself, will take up their full entitlement.

It is intended that funds raised by the SPP will be applied to:

- Meet both the firm and significant anticipated future demand from the Company's global partner, Carl Zeiss Meditec AG (CZM);
- Meet the anticipated product demand for the Company's recently launched ViewnVivo systems into the US, Asia and Europe;
- Fund additional sales and marketing costs of the Company's current products;
- Fund additional Research and Development activities and working capital requirements.

Eligible Shareholders may apply to purchase a parcel of Shares for one of the following amounts:

- A\$2,000 (25,000 Shares)
- A\$4,000 (50,000 Shares)
- A\$6,000 (75,000 Shares)
- A\$8,000 (100,000 Shares)
- A\$10,000 (125,000 Shares)
- A\$12,500 (156,250 Shares)
- A\$15,000 (187,500 Shares)

Important information including details of the SPP offer is set out in the enclosed Offer Document together with a description of a share placement to raise up to \$2.5 million following the completion of this SPP. Additionally, our Investor Presentation (July 2017) issued to the ASX on 3 July 2017 provides greater detail of our significant progress and our future plans. This presentation is available from the ASX website ([www.asx.com.au](http://www.asx.com.au)) under announcements for code "OIL".

**The SPP Offer is open now and proposed closing 5.00pm (AEST) on Friday 22 September 2017.**

This is a very exciting time for Optiscan and for its shareholders. With significant anticipated demand for our products through our global partner CZM and our recently launched ViewnVivo systems, Optiscan is on the verge of delivering a significantly improved performance for the 2017/18 period and beyond.

In asking you to consider this opportunity, I also thank you for your continued support of Optiscan to date.

Yours sincerely,



Alan Hoffman  
Chairman



**OPTISCAN IMAGING LIMITED**  
**ABN 81 077 771 987**

**SHARE PURCHASE PLAN 2017 OFFER DOCUMENT**

This Offer of ordinary fully paid shares in the Company (“Shares”) is made on the terms and conditions of the Share Purchase Plan set out in this Offer Document and the accompanying Application Form. The closing date for this Offer is 5pm AEST on 22 September 2017.

**It is important to ensure that you read this Offer Document and accompanying Application Form in full. You should seek independent legal and/or financial advice if you are in any doubt about the terms of this Offer or whether to accept this Offer.**

<b>KEY OFFER DETAILS</b>	
Issue price of shares offered under this SPP:	8 cents (\$0.08) per Share
Minimum application amount:	\$2,000 (25,000 shares)
Maximum application amount: <sup>^</sup>	\$15,000 (187,500 shares)
Applications can be made for parcels of Shares valued (at the issue price) at: <sup>*</sup>	A. \$2,000 (25,000 shares) B. \$4,000 (50,000 shares) C. \$6,000 (75,000 shares) D. \$8,000 (100,000 shares) E. \$10,000 (125,000 shares) F. \$12,500 (156,250 shares) G. \$15,000 (187,500 shares)
Maximum amount to be raised: <sup>*</sup>	\$2,500,000 (31,250,000 shares)
Underwriting:	This Offer is underwritten up to \$2,500,000 by Patersons Securities Limited [ABN 69 008 896 311] [AFSL 239 052].
Proposed use of funds:	Funds raised by this Offer will be used towards the following: <ul style="list-style-type: none"> <li>• Meet both the firm and significant anticipated future orders from the Company’s global partner, Carl Zeiss Meditec (CZM);</li> <li>• Meet the anticipated product demand for the Company’s recently launched ViewnVivo systems into the US, Asia and Europe;</li> <li>• Fund additional sales and marketing costs of the Company’s current products; and</li> <li>• Fund additional Research and Development activities and working capital requirements.</li> </ul>
Offer Date:	29 August 2017, being the date of this Offer Document.
Eligibility:	To be eligible under the Offer, the applicant’s address in the Company’s register of members must be in Australia and New Zealand. The applicant must have been registered as a shareholder on the Record Date.
Record Date (for determining recipients of this Offer): <sup>+</sup>	7pm AEST on 22 August 2017, being the day before the date on which this Share Purchase Plan was announced to ASX.
Closing Date: <sup>+</sup>	5pm AEST on 22 September 2017

	Late applications will not be accepted unless the Company in consultation with the Underwriter otherwise agrees.
Anticipated issue of new Shares: <sup>+</sup>	2 October 2017
Anticipated dispatch of holding statements and (if applicable) refunds: <sup>+</sup>	3 October 2017
Anticipated commencement of trading of new Shares: <sup>+</sup>	3 October 2017

<sup>^</sup> Custodians (within the meaning of ASIC CO 09/425) may apply for up to \$15,000 (187,500 shares) on behalf each distinct beneficiary represented, by returning their completed Application Form and Custodian Schedule (“Custodian Schedule”) which can be obtained from the Company or its Share Registrar. Further details are provided below.

<sup>\*</sup> If the total number of Shares applied for exceeds 31,250,000, the Company’s Board in consultation with the Underwriter may scale back (reduce) the applications received or accept applications over and above the Underwritten Amount at its discretion. In the event that a scale back is applied, preference will be given to eligible applicants on a first come, first served basis. Eligible Shareholders must ensure they apply for Shares prior to the Closing Date. . The Company will refund to the applicant the difference between the application monies received by the Company and application monies payable for the number of Shares actually issued to the applicant. Refunds will be paid to the applicant by cheque. No interest shall be paid on refunded application monies.

<sup>+</sup> The above dates are indicative only. The Company reserves the right, in consultation with the Underwriter, to change any date without notice including by postponing the closing date or closing this Offer early, or to withdraw or cancel this Offer.

If you wish to participate in this Share Purchase Plan you must apply for Shares using the personalised Application Form accompanying this Offer Document. If you are a Custodian and wish to apply on behalf of distinct beneficiaries, you must complete and return the personalised Application Form and Custodian Schedule which can be obtained from the Company or its Share Registrar. If any of your details on the Application Form are incorrect, please contact the Company’s Share Registrar urgently.

Certain capitalised terms used in this Offer Document have the meaning set out in the Glossary on page 8.

### **About Optiscan**

Optiscan Imaging Limited (“**Optiscan**” or the “**Company**”) is an ASX listed company engaged in the development and commercialisation of confocal microscopes and microscopic imaging technologies for global medical and research markets.

Optiscan is focused on commercialising its patented confocal microscopic technology through a partnership with German surgical microscope market leader Carl Zeiss Meditec (**CZM**). The Optiscan technology has the ability to provide surgeons with real time visualisation and a virtual biopsy of human tissue at cellular level. In surgical procedures where there is great difficulty to distinguish cancerous from noncancerous tissue with the human eye, this new technology has the opportunity for a paradigm shift away from the major dependency of the existing method of serial frozen section biopsies (very time consuming, freezing artefacts, sampling errors).

This same technology through ViewnVivo, has important applications in the pre-clinical research market. Our Investor Presentation (July 2017) issued to the ASX on 3 July 2017 provides greater detail of our significant progress and our future plans. It is available from the ASX website ([www.asx.com.au](http://www.asx.com.au)) under announcements for code “OIL”.

The Company released its unaudited preliminary annual financial results for the 2017 financial year as an announcement to ASX on 29 August 2017. A copy can be obtained from the Company’s website [www.optiscan.com](http://www.optiscan.com) or the ASX website [www.asx.com.au](http://www.asx.com.au) under the code “OIL”.

Funds raised through the SPP are intended to be applied to:

- Meet both the firm and significant anticipated future orders from the Company’s global partner, Carl Zeiss Meditec (CZM);
- Meet the anticipated product demand for the Company’s recently launched ViewnVivo systems into the US, Asia and Europe;
- Fund additional sales and marketing costs of the Company’s current products; and
- Fund additional Research and Development activities and working capital requirements.

## IMPORTANT INFORMATION

Participation in the Share Purchase Plan is entirely optional and is subject to the terms and conditions specified in this letter. The Company intends to raise up to \$2,500,000 at an issue price of 8 cents (\$0.08) per Share. This price represents a 4% discount to the volume weighted average price of the Company's shares sold on the ASX for the last five days on which the Company's shares were traded prior to 23 August 2017, being the day this Offer was announced.

Fractional entitlements to Shares will be rounded up and amounts payable rounded to the nearest whole dollar.

Each offer made under this Share Purchase Plan to eligible Shareholders is made on the same terms and conditions.

As a separate exercise to the SPP the Company may conduct a Small Parcel Share Sale Facility. Details will be announced if the Company determines to implement the Facility. A small parcel is a parcel of shares with a market value of less than \$500. This Offer is an opportune time to increase your shareholding in the Company.

**Price Risk:** Applicants should specifically consider the risk of movement in market value of the Company's Shares. The market price of the Company's Shares may change between the Offer Date and the date when the Shares are issued to applicants under this Share Purchase Plan, with the effect that the price or value of the Shares which applicants receive under this Share Purchase Plan may be more or less than the price paid for the Shares. The closing price of the Company's shares on the last trading day before this document was finalised, being Friday 25 August 2017, was \$0.08. The trading price may rise or fall after the Offer Date, after the date upon which the Shares are applied for, before the Shares are issued, or before the Shares can be traded. There is no certainty that applicants will be able to sell their Shares for more than or at the same price as they paid for them, or at all. Information about the prices at which the Company's trade on ASX can be obtained from the ASX website ([www.asx.com.au](http://www.asx.com.au)) under using the code "OIL". Closing prices can also be found in daily newspapers.

No account has been taken of the particular objectives, financial situation or needs of recipients of this Offer Document. Because of this, recipients of this Offer Document should have regard to their own objectives, financial situation and needs.

Recipients of this Offer Document should make their own independent investigation and assessment of the Company, its business, assets and liabilities, prospects and profits and losses, and the risks associated with investing in the Company. Independent expert advice should be sought before any decision is made to apply for Shares under this Share Purchase Plan, or acquire additional Shares or other securities in the Company.

The Offer under this Share Purchase Plan is non-renounceable, meaning that a Shareholder cannot transfer the right to participate in the Offer to another person or entity. Participation in this Offer is not compulsory.

This Share Purchase Plan offer is made pursuant to ASIC CO 09/425. Accordingly, the Company is exempted from the requirements contained in Parts 6D.2 and 6D.3 of the Corporations Act. The Company will not be issuing a prospectus in relation to the Shares offered under the Share Purchase Plan is not required to seek the approval of shareholders in relation to the Offer of Shares under this Share Purchase Plan.

Directors and officers of the Company (and their associates) who hold Shares as at the Record Date may participate in this Offer, subject to the terms and conditions set out in this Offer Document and the Application Form.

The Company reserves the right to vary the terms and conditions of this Share Purchase Plan without notice. The Company reserves the right to waive strict compliance with the terms and conditions of this Share Purchase Plan, including but not only by accepting applications received after 5pm AEST on the Closing Date.

The Company also reserves the right to terminate this Share Purchase Plan at any time. In the event of termination of this Share Purchase Plan, or rejection of any application for any reason, all monies received shall be refunded to the applicant by cheque without interest.

The Company's rights and powers may be exercised by the directors of the Company or any delegate of the directors.

This Share Purchase Plan, Offer, and terms and conditions (including the Application Form) are governed by the laws applying in the State of Victoria. By applying for Shares applicants agree to submit to the exclusive jurisdiction of the Courts of that State and the courts of appeal from those Courts.

## PLACEMENT

On 23 August 2017 the Company announced its intention to undertake a placement up to 31,250,000 Shares to eligible professional, sophisticated and other exempt investors to raise up to \$2.5 million (before costs) at the same issue price as the Share Purchase Plan. The maximum number of Shares that may be issued under the Placement is subject to the Company's placement capacity under Listing Rules 7.1 and 7.1A. Recipients of Shares under the Placement will not be eligible to participate in this Share Purchase Plan unless they are an existing eligible Shareholder at the Record Date.

## SHARES OFFERED

The Shares offered under this Share Purchase Plan are fully paid ordinary shares in the capital of the Company. The Shares issued under this Share Purchase Plan shall rank equally with, and have the same terms as the Company's other Shares.

The Company will not be obliged to issue Shares and the applicant will not be entitled to receive or be issued Shares until the Board resolves to issue the Shares. After the Shares are issued, the Company will promptly make an application to the ASX for the Shares to be admitted to quotation. The anticipated Timetable for issuing Shares and sending holding statements to successful applicants is set out on page 1 of this Offer Document. It is the responsibility of applicants to determine their allocation prior to trading in Shares. Applicants trading Shares before they receive their holding statements will do so at their own risk.

## APPLYING FOR SHARES UNDER THE SPP

To apply for Shares under the Share Purchase Plan, please utilise the payment options detailed below:

- Make your payment via BPAY<sup>®1</sup> for one of the designated subscription amounts set out on the application form using the personalised customer reference number set out on the application form. There is no requirement to return the application form if you are paying by electronic means. You may only make a payment by BPAY if you are the holder of an account with an Australian Financial Institution. If applying by BPAY, you need to ensure your payment is received by the Share Registry by no later than 5pm AEST on the Closing Date. Applicants should be aware that their own financial institution may implement early cut off times with regards to electronic payments and therefore should take this into consideration when making payment; or
- Complete the enclosed application form and return it, together with a cheque made payable to "Optiscan Imaging Ltd – SPP Account" and cross "Not Negotiable" in the amount equal to the designated subscription amounts selected, to the Share Registry's address below:

Optiscan Imaging Limited  
c/- Computershare Investor Services Pty Limited  
GPO Box 505  
Melbourne Victoria 3001  
Australia

By completing and returning the Application Form accompanying this Offer Document or making a payment for Shares offered under this Share Purchase Plan by BPAY, the applicant agrees to be bound by the Constitution of the Company and by the terms and conditions set out in this Offer Document and the Application Form. It is the applicant's responsibility to ensure any application and application monies are received at the address specified on the Application Form before the close of this Offer being 5pm AEST on the Closing Date. Note, your bank may impose cut off times for processing payments, and/or may impose daily limits – it is important that you make your payment in time and according to any limits so that payment for the full amount of Shares you wish to apply for is received on time and in full. Late applications or of application monies received after the specified time will not be accepted, unless the Company in consultation with the Underwriter otherwise agrees. Neither the Company nor the Company's Share Registry accepts any liability for lost, delayed or misdelivered application forms or application monies.

Applications should only be made in one of the designated amounts set out in the Application Form.

The Company in consultation with the Underwriter reserves the right to reject an application received, and/or may refuse to issue Shares under this Share Purchase Plan, if the Company believes that acceptance of the application or issue of the Shares may be contrary to any applicable law, the terms of ASIC CO 09/425 (or any replacement class order), the Listing Rules of ASX, or the terms and conditions of this Share Purchase Plan.

The Company in consultation with the Underwriter may amend or complete any application received if such amendment would assist or permit the Company to issue and/or the applicant to receive Shares under this Share Purchase Plan, provided no amendment shall result in the number of Shares to be issued exceeding the number of Shares which may be issued at the Offer price represented by the application monies received. If a cheque or other form of payment of application monies is not honoured, the Company may at its sole discretion in consultation with the Underwriter issue Shares in response to the application and recover the application monies as a debt due or reject the application.

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<sup>1</sup> © Registered to Bpay Pty Ltd ABN 69 079 137 518

## **MAXIMUM APPLICATIONS**

Each eligible Shareholder who is not a Custodian may only apply for up to \$15,000 of Shares. If a registered holder of Shares receives more than one offer under this Share Purchase Plan (for example, due to multiple registered holdings, including joint holdings), it may only apply for up to \$15,000 of shares in total.

Accordingly, applicants must provide the Company with certification to the effect that the total of the application for Shares subject of the Application Form and any other Shares applied for by the applicant under a share purchase plan or similar arrangement in the 12 months prior to the application (including any Shares which the applicant has instructed a Custodian to acquire on their behalf under a share purchase plan including this Share Purchase Plan or similar arrangement) does not exceed \$15,000. Joint holders are counted as a single shareholder for the purposes of determining entitlements. A joint holder who receives more than one offer under the Share Purchase Plan due to multiple registered holdings (including both sole and joint holdings) may only apply for up to \$15,000 of shares in total.

Applications counted in determining whether the \$15,000 limit would be exceeded include application made through a Custodian or other nominee. The Application Form includes a statement that the acceptance by the Company of the application will not result in the applicant acquiring Shares under this Offer (or under any other Share Purchase Plan of the Company or similar arrangement) with an application price totalling more than \$15,000 in the prior 12 month period. The statement also applies to applications made by BPAY.

## **CUSTODIANS**

A registered shareholder who is a Custodian holding Shares on behalf of two or more beneficial holders as at the Record Date may acquire multiple parcels with an application price totalling up to \$15,000 (187,500 Shares) on behalf of distinct beneficiaries, subject to compliance with the procedures and certification requirements set out in ASIC CO 09/425. In addition, where requested by the Company, Custodians must provide evidence satisfactory to the Company of distinct holdings when accepting the Offer under this Share Purchase Plan. Custodians must establish that the issue of Shares applied for on behalf of a beneficiary will not result in the beneficiary acquiring Shares under this Offer (or under any other Share Purchase Plan of the Company or similar arrangement) with an application price totalling more than \$15,000 in the 12 month period prior to an application under this Share Purchase Plan.

Custodians must obtain a separate Custodian Schedule from the Company or the Company's Share Registry if they wish to accept multiple parcels on behalf of distinct beneficiaries. The lodgement of the personalised Application Form which accompanies this Offer may be treated by the Company as an acceptance by the holder named on the form and not as being made on behalf of distinct beneficiaries.

When requesting a Custodian Schedule from the Company or the Company's Share Registry, Custodians must allow time for the dispatch, completion and return of the form. Requests should be made in writing via email at [custodians@computershare.com.au](mailto:custodians@computershare.com.au). Requests made on or after the fifth business day before the Closing Date may not result in the separate Application Form being received in sufficient time to allow for lodgement before 5pm AEST on the Closing Date.

If you are unsure whether you are a Custodian for the purposes of this Offer, you should obtain independent legal advice.

## **EXCLUDED APPLICANTS**

A Shareholder who alone or with its associates would obtain an interest in more than 20% of the issued voting shares of the Company may be ineligible to accept an offer under this Share Purchase Plan. The Company reserves the right to refuse an application if the applicant (alone or with its associates) would obtain an interest in more than 20% of the issued voting shares of the Company. The Company may amend any application received such that the applicant's interest alone or with its associates is no more than 20% of the issued voting shares of the Company. In the event that an application is adjusted, the Company will refund to the applicant by cheque without interest the difference between the application monies received by the Company and application monies payable for the number of Shares actually issued to the applicant.

Only shareholders whose address in the Company's register of members is in Australia and New Zealand may apply. Regardless of their address in the register, applicant's resident in countries outside Australia and New Zealand should consult their professional advisers as to whether any governmental or other consent are required or whether formalities need to be observed to enable them to apply for and accept Shares.

Only applicants registered as a shareholder in the Company's register of members at 7pm AEST on the Record Date may apply.

Accordingly, this document does not constitute an offer of Shares in any place in which, or to any person to whom, it would not be lawful to make such an offer. Return of an Application Form or payment of application monies will be taken by the Company to constitute a representation by the applicant that there has been no breach of such requirements.

#### **BROKERAGE**

No brokerage is payable in respect of applications or the issue of Shares to applicants under this Share Purchase Plan.

#### **UNDERWRITING CONDITIONS**

The Company has entered into an Underwriting Agreement with Patersons Securities Limited ("Patersons" or "the Underwriter") in which Patersons has agreed to underwrite the Offer up to the target amount of \$2,500,000. If applications from Shareholders under the Offer are less than \$2,500,000, the Underwriter will subscribe or procure sub-underwriters to subscribe for the difference between the amount received from Shareholders and \$2,500,000.

Patersons has also agreed to act as the Lead Manager of this Offer and of the Placement.

Patersons will receive a corporate advisory fee of \$50,000 payable at completion of the SPP, a management fee of 2.0% on the total amount raised in the SPP and Placement ("the Capital Raising"), and an underwriting/selling fee of 4.0% of the total gross amount raised in the SPP and the Placement (all plus GST) less the amount subscribed by the investors introduced to the Placement by the Company (referred to as "cornerstone investors"). All third party selling and/or sub-underwriting fees will be paid by Patersons from the underwriting/selling fee. In addition to the above fees, Patersons be reimbursed out-of-pocket expenses directly related to the Capital Raising. These expenses may include, but are not limited to, legal fees of Patersons own legal advisors, travel and accommodation (for due diligence and marketing), marketing and communication costs, printing, couriers and other distribution costs and postage.

The Underwriting Agreement contains common and normal commercial terms including a number of representations and warranties by the Company in favour of the Underwriter. A summary of circumstances in which the Underwriter may, without costs or liabilities to itself, by notice in writing to the Company upon or at any time prior to completion, terminate its obligations under the Underwriting Agreement is set out below:

- (a) the All Ordinaries Index Number or the Standard and Poors/ASX Small Ordinaries Index at the close of normal trading on ASX on three (3) or more consecutive ASX business days is at a level that is 7.5% or more below its respective level as at 22 August 2017 (being the date of the underwriting agreement);
- (b) the closing price of the Shares quoted on ASX (trading under code OIL) closes for two (2) consecutive ASX business days upon which shares of the Company trade on ASX at a price that is lower than the Offer price (8 cents);
- (c) ASX has indicated before the time for the Company to notify the Underwriter of any shortfall in acceptances under the Share Purchase Plan that official quotation will not be granted in accordance with the timetable or will be granted with such conditions attached so as to represent a material adverse effect, or having been granted, is subsequently withdrawn, withheld or qualified; or
- (d) the Company is prevented from allotting the Offer Shares within the time required by the underwriting agreement, the Corporations Act, the Listing Rules, any statute, regulation or order of a court of competent jurisdiction by ASIC, ASX or any court of competent jurisdiction or any governmental or semi-governmental agency or authority; or
- (e) the Share Purchase Plan or this Offer Document does not contain all the information required by ASIC Class Order 09/425, or equivalent ASIC relief, is or becomes unavailable to the Company, or is not expected to become available to the Company; or
- (f) there is a material statement made by the Company in connection with, or the Company's documents comprising, the SPP that is, or becomes, misleading or deceptive or likely to mislead or deceive in a material respect, or that there is a material omission from this Offer Document; or
- (g) ASIC gives notice of an intention to hold a hearing, examination or investigation, or it requires information to be disclosed in connection with this Offer, the Share Purchase Plan or the Company; or
- (h) the Takeovers Panel makes a declaration that circumstances in relation to the affairs of the Company are unacceptable circumstances under Pt 6.10 of the Corporations Act, or an application for such a declaration is made to the Takeovers Panel and the Takeovers Panel elects to hear the application; or



- (i) it transpires that the Company is unable to issue a notice under Section 708A(6) of the Corporations Act in relation to secondary trading of the Offer Shares or the shortfall Shares; or
- (j) any authorisation which is material to anything referred to in the Offer is repealed, revoked or terminated or expires, or is modified or amended in a manner unacceptable to the Underwriter; or
- (k) a director or a senior manager of a Relevant Company is charged with an indictable offence; or
- (l) subject to the note below, any of the following events occurs:
  - (i) default or breach by the Company under the underwriting agreement of any terms, condition, covenant or undertaking;
  - (ii) there is an outbreak of hostilities or a material escalation of hostilities (whether or not war has been declared) after the date of this Agreement involving one or more of Australia, New Zealand,, Indonesia, Japan, Russia, the United Kingdom, the United States of America, India, Pakistan, or the Peoples Republic of China, Israel or any member of the European Union, or a terrorist act is perpetrated on any of those countries or any diplomatic, military, commercial or political establishment of any of those countries anywhere in the world;
  - (iii) any representation, warranty or undertaking given by the Company in the underwriting agreement is or becomes untrue or incorrect;
  - (iv) a contravention by the Company or a material subsidiary of any provision of its constitution, the Corporations Act, the Listing Rules or any other applicable legislation or any policy or requirement of ASIC or ASX;
  - (v) an event occurs which gives rise to a material adverse effect or any adverse change or any development including a prospective adverse change after 22 August 2017 in the assets, liabilities, financial position, trading results, profits, forecasts, losses, prospects, business or operations of the Company or a material subsidiary including, without limitation, if any forecast disclosed to ASX prior to that date becomes incapable of being met or in the Underwriter's reasonable opinion, unlikely to be met in the projected time;
  - (vi) without the prior approval of the Underwriter a public statement is made by the Company in relation to this Offer or the Share Purchase Plan;
  - (vii) any material information supplied at any time by the Company or any person on its behalf to the Underwriter in respect of any aspect of the Offer or the affairs of the Company or a material subsidiary is or becomes misleading or deceptive or likely to mislead or deceive;
  - (viii) official quotation of the Shares is qualified or conditional other than being conditional upon allotment of the applicable Shares;
  - (ix) there is introduced, or there is a public announcement of a proposal to introduce, into the Parliament of Australia or any of its States or Territories any Act or prospective Act or budget or the Reserve Bank of Australia or any Commonwealth or State authority adopts or announces a proposal to adopt any new, or any major change in, existing, monetary, taxation, exchange or fiscal policy;
  - (x) the Company or a material subsidiary restructures or reduces its capital; approves a share buy-back or enters a share buy-back agreement; issues or agrees to issue shares (other than as part of the SPP or Placement, or upon exercise of exiting options), options or convertible notes; disposes of, agrees to dispose of, or grants a charge over the whole, or a substantial part, of its business or property; passes a winding up resolution or executes a deed of company arrangement; or if winding up order is made to a court, or a liquidator, provisional liquidator, receiver, receiver and manager, or an administrator is appointed;
  - (xi) the Company suspends payment of its debts generally;
  - (xii) an event of insolvency occurs in respect of the Company or a material subsidiary;
  - (xiii) a judgment in an amount exceeding \$100,000 is obtained against the Company or a material subsidiary and is not set aside or satisfied within 7 days;
  - (xiv) litigation, arbitration, administrative or industrial proceedings are after the date of this Agreement commenced or threatened against the Company or a material subsidiary, other than any claims disclosed to the ASX prior to 22 August 2017;

- (xv) there is a change in the composition of the Board or a change in the senior management of the Company before issue of underwritten Shares without the prior written consent of the Underwriter;
- (xvi) there is a material change in the major or controlling shareholdings of the Company or a material subsidiary or a takeover offer or scheme of arrangement pursuant to Chapter 5 or 6 of the Corporations Act is publicly announced in relation to the Company or a material subsidiary;
- (xvii) there is a delay in any specified date in the timetable which is greater than three (3) business days;
- (xviii) a force majeure event affecting the Company's business or any obligation under the underwriting agreement lasting in excess of seven (7) days occurs;
- (xix) the Company or a material subsidiary passes or takes any steps to pass a resolution under section 254N, section 257A or section 260B of the Corporations Act or a resolution to amend its constitution without the prior written consent of the Underwriter;
- (xx) the Company or a material subsidiary alters its capital structure in any manner not contemplated by the Offer;
- (xxi) any person is appointed under any legislation in respect of companies to investigate the affairs of the Company or a material subsidiary;
- (xxii) a suspension or material limitation in trading generally on ASX occurs or any material adverse change or disruption occurs in the existing financial markets, political or economic conditions of Australia, Japan, the United Kingdom, the United States of America or other international financial markets;
- (xxiii) all Shares issued pursuant to this Offer and in accordance with the terms of the underwriting agreement must, from the date of allotment, rank equally in all respects with other fully paid ordinary shares in the Company and will be free of all encumbrances; or
- (xxiv) the Company is removed from the official list of ASX or, after 22 August 2017, the Shares become suspended from Official Quotation and that suspension is not lifted within three (3) trading days following such suspension.

Note: The occurrence of an event or two or more events described in paragraph (l) above will not entitle the Underwriter to terminate the underwriting agreement unless, in the reasonable opinion of the Underwriter reached in good faith, the event(s) has or have or is or are likely to have a materially adverse effect or give rise to a liability of the Underwriter under the Corporations Act or otherwise.

The underwriting agreement contains other provisions of the kind commonly included in agreements of its nature.

#### ENQUIRIES

You should seek independent legal and/or financial advice if you are in any doubt about the terms of this Offer or whether to accept this Offer.

If you have any questions about this Offer or how to accept this Offer, please contact your stockbroker or professional adviser, or the Company Secretary, Mr Justin Mouchacca on (03) 9692 7222.

#### GLOSSARY


<b>ASIC CO 09/425</b>	ASIC Class Order 09/425 which was issued by the Australian Securities and Investments Commission on 15 June 2009, as amended.
<b>ASX</b>	means ASX Limited [ACN 008 624 691] and the prescribed financial market known as the Australian Securities Exchange.
<b>Application Form</b>	means the personalised application and acceptance form which accompanies this Offer Document.
<b>Company</b>	means Optiscan Imaging Limited [ABN 81 077 771 987]
<b>Corporations Act</b>	means the Corporations Act 2001 (Cth).
<b>Custodian</b>	means a Custodian (within the meaning of ASIC Class Order 09/425).
<b>Custodian Schedule</b>	means a separate schedule which can be requested, completed and submitted by a Custodian.
<b>Director</b>	means a Director of the Company.

<b>Listing Rules</b>	means the Listing Rules of ASX.
<b>Offer</b>	means the offer of fully paid ordinary shares to eligible Shareholders made in this Share Purchase Plan offer document.
<b>Offer Document</b>	means this Share Purchase Plan offer document.
<b>Record Date</b>	means 7pm AEST on 22 August 2017.
<b>Share</b>	means an ordinary fully paid share in the capital of the Company and “ <b>Shares</b> ” has a corresponding meaning.
<b>Shareholder</b>	means a person who holds Shares.
<b>Share Purchase Plan or SPP</b>	means the Share Purchase Plan dated 29 August 2017 described in this Offer Document.
<b>Share Registrar</b>	means Computershare Investor Services Pty Limited [ABN 48 078 279 277].
<b>Underwriter</b>	means Patersons Securities Limited [ABN 69 008 896 311] [AFSL 239 052].



Optiscan Imaging Limited  
ACN 077 771 987

**For all enquiries:**

**Phone:**  
 Optiscan Imaging Limited +61 3 9538 3333


OIL  
MR SAM SAMPLE  
123 SAMPLE STREET  
SAMPLETOWN VIC 3000

**Make your payment:**



See overleaf for details of the Offer and how to make your payment

## Share Purchase Plan Application Form

 **Your payment must be received by 5:00pm (AEST) Friday 22 September 2017**

This is an important document that requires your immediate attention.

It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

By making payment you agree to be bound by the Constitution of Optiscan Imaging Limited and that the submission of this payment constitutes an irrevocable offer by you to subscribe for Optiscan Imaging Limited shares on the terms of the Share Purchase Plan (SPP).

In addition, by making payment you certify that the aggregate of the application price paid by you for:

- the New Shares the subject of the payment slip overleaf; and
- any other shares and interests in the class applied for by you under the SPP or any similar arrangement in the 12 months prior to the date of submission of the payment, does not exceed \$15,000.

Optiscan Imaging Limited may make determinations in any manner it thinks fit, in relation to any difficulties which may arise in connection with the SPP whether generally or in relation to any participant or application.

Any determinations by Optiscan Imaging Limited will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates. Optiscan Imaging Limited reserves the right to waive strict compliance with any provision of the terms and conditions of the SPP, to amend or vary those terms and conditions or to suspend or terminate the SPP at any time. Any such amendment, suspension or termination will be binding on all Eligible Shareholders even where Optiscan Imaging Limited does not notify you of that event.

### Step 1: Registration Name & Offer Details

Details of the shareholding and the Offer are shown overleaf.

Please check the details provided and update your address via [www.investorcentre.com](http://www.investorcentre.com) if any of the details are incorrect.

If you have a CHESS sponsored holding, please contact your Controlling Participant to notify a change of address.

### Step 2: Make Your Payment

Note your payment must correspond to one of the options detailed overleaf. You may choose one option only. Note that the amount chosen may be subject to scale back in accordance with the terms of the SPP.

Choose one of the payment methods shown below.

**BPAY®:** See overleaf. Do not return the payment slip with BPAY payment.

**By Mail:** Complete the reverse side of this payment slip and detach and return with your payment. Make your cheque, bank draft or money order payable in Australian dollars to "**Optiscan Imaging Limited**" and cross "**Not Negotiable**". The cheque must be drawn from an Australian bank. Cash is not accepted.

Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques received may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the payment slip. Receipts will not be forwarded. Funds cannot be debited directly from your account.

Entering your contact details is not compulsory, but will assist us if we need to contact you.

Optiscan Imaging Limited Share Purchase Plan Application Form  
Payment must be received by 5:00pm (AEST) Friday 22 September 2017

© Registered to BPAY Pty Limited ABN 69 079 137 518


**Turn over for details of the Offer →**

# Share Purchase Plan Application Form

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## STEP 1 Registration Name & Offer Details

 For your security keep your SRN/  
HIN confidential.

Registration Name: MR SAM SAMPLE  
123 SAMPLE STREET  
SAMPLETOWN VIC 3000


Entitlement No: 12345678

Offer Details: Record date: **22 August 2017**


Minimum value available to purchase: **\$2,000**

Maximum value available to purchase: **\$15,000**

## STEP 2 Make Your Payment

 Biller Code: 270603  
Ref No: 1234 5678 9123 4567 89

### Pay by Mail:

 Make your cheque, bank draft or money order payable to "**Optiscan Imaging Limited**" and cross "**Not Negotiable**".

Return your cheque with the below payment slip to:  
**Computershare Investor Services Pty Limited**  
**GPO BOX 505 Melbourne Victoria 3001 Australia**

Contact your financial institution to make your payment from your cheque or savings account.

### Lodgement of Acceptance

If you are applying for New Shares and your payment is being made by BPAY, you do not need to return the payment slip below. Your payment must be received by no later than 5:00pm (AEST) Friday 22 September 2017. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. Neither Computershare Investor Services Pty Limited (CIS) nor Optiscan Imaging Limited accepts any responsibility for loss incurred through incorrectly completed BPAY payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time.

If you are paying by cheque, bank draft or money order the payment slip below must be received by CIS by no later than 5:00pm (AEST) Friday 22 September 2017. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for shareholders in Australia. Other Eligible Shareholders will need to affix the appropriate postage. Return the payment slip below with cheque attached. Neither CIS nor Optiscan Imaging Limited accepts any responsibility if you lodge the payment slip below at any other address or by any other means.

### Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited (CIS), as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing [privacy@computershare.com.au](mailto:privacy@computershare.com.au). We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at [privacy@computershare.com.au](mailto:privacy@computershare.com.au) or see our Privacy Policy at <http://www.computershare.com/au>.

Detach here

## Purchase Details for Optiscan Imaging Limited (choose one option)

\$2,000 (25,000 shares) OR  \$4,000 (50,000 shares) OR  \$6,000 (75,000 shares)

\$8,000 (100,000 shares) OR  \$10,000 (125,000 shares) OR  \$12,500 (156,250 shares)

\$15,000 (187,500 shares)



Entitlement No: 12345678

MR SAM SAMPLE  
123 SAMPLE STREET  
SAMPLETOWN VIC 3000

Payment must be received by 5:00pm (AEST) Friday 22 September 2017

## Contact Details

Contact Name \_\_\_\_\_ Daytime Telephone \_\_\_\_\_

## Cheque Details

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
				A\$

123456789123456789+000000001-3051+14