

## WEBSITE DISCLAIMER

**Before downloading, printing or viewing the Prospectus, please carefully read this information. By accessing the Prospectus (by clicking on the link below) you agree to and acknowledge that you have read and accept these terms and conditions of access. The information on this page is not part of the Prospectus. If you do not understand it, you should consult your professional adviser without delay.**

### Important Notice

Memphasys Limited ACN 120 047 556 (**Company**) has lodged a prospectus dated 18 August 2022 (**Prospectus**) with the Australian Securities and Investments Commission (**ASIC**) for a pro-rata non-renounceable entitlement issue of one (1) fully paid ordinary share in the capital of the Company (**Shares**) for every nine (9) Shares held by those Shareholders registered at the Record Date at an issue price of \$0.02 per Share to raise up to approximately \$1,760,396 (based on the number of Shares on issue as at the date of the Prospectus) (**Offer**).

The Prospectus is an important document which should be read in its entirety. If, after reading the Prospectus you have questions about the Offer, or any other matter, please contact your professional advisers without delay.

Neither ASIC nor ASX Limited, nor any of their respective officers, take any responsibility for the contents of the Prospectus or the merits of the investment to which the Prospectus relates.

The electronic copy of the Prospectus available on this website does not constitute an offer of, or an invitation to subscribe for, any securities. You may print out a hard copy of the Prospectus from this website or copy the electronic Prospectus on this website into an electronic file for your personal use only. You must not alter the contents of this electronic file in any way.

Alternatively, you may obtain a hard copy of the Prospectus free of charge by contacting the Company by phone on +61 2 8415 7300 during office hours or by emailing the Company at info@memphasys.com.

To the extent permitted by law, the Company is not liable for any loss incurred from accessing or downloading the Prospectus from this website, including, but not limited to, data corruption or download.

### Entitlement and Acceptance

Anyone who wants to take up their entitlement and apply for shortfall securities beyond their entitlement will need to carefully consider the Prospectus and complete the personalised Entitlement and Acceptance attached to or accompanied by the Prospectus (**Acceptance Form**) or pay the applications monies in accordance with the details set out in the Prospectus and Acceptance Form. The *Corporations Act 2001* (Cth) prohibits any person from passing onto another person an Acceptance Form unless it is attached to or accompanied by a complete and unaltered version of a prospectus.

The Company reserves the right not to accept Acceptance Form or payment of application monies from a person if it has reason to believe that when that person was given access to the electronic Acceptance Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

If an Acceptance Form is not completed correctly, or if the accompanying payment is the wrong amount, the Company may, in its discretion, still treat the Acceptance Form to be valid. The Company's decision to treat an acceptance as valid, and how to construe, amend or complete the Acceptance Form, will be final.

## **No Advice**

Nothing contained on this website or in the Prospectus constitutes investment, legal, business, tax or other advice. In particular, the information on this website and in the Prospectus does not take into account your financial or investment objectives, financial situation or particular needs. In making an investment decision, you must rely on your own examination of the Company, the securities being offered for and the terms of the offering, including the merits and risks involved. You should consult your professional advisers for investment, legal, business, tax or other advice.

## **Persons to whom Offer is available**

For legal reasons, the electronic version of the Prospectus accessible through this website is available to persons accessing this website from within Australia and New Zealand only. If you are accessing this website from anywhere outside Australia and New Zealand, please do not download the electronic version of the Prospectus.

The Prospectus does not constitute an offer, or invitation to apply for, of securities in any jurisdiction where, or to any person to whom, it would not be lawful to issue the Prospectus or to make the offer or invitation. It is the responsibility of any applicant outside Australia and New Zealand to ensure compliance with all laws of any country relevant to their applications, and any such applicant should consult their professional advisers as to whether any government or other consents are required, or whether any formalities need to be observed to enable them to apply for and be allotted any securities.

It is not practicable for the Company to comply generally with the securities laws of overseas jurisdictions having regard to the number of overseas shareholders, the number and value of securities those shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction. Accordingly, the offer pursuant to the Prospectus is only being extended and securities will only be issued to shareholders with a registered address in Australia or New Zealand.

## **Acknowledgement**

By clicking "I Accept" below, you acknowledge and agree that:

- You have read and understood the above terms and conditions to access the electronic version of the Prospectus;
- You are a resident of Australia and New Zealand and you are requesting a copy of the Prospectus from within Australia or New Zealand;

### **OR**

If you are a non-Australian resident, you have consulted your professional adviser as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed before accessing the Prospectus; and

- You will not pass onto any other person the Acceptance Form unless it is attached to or accompanied by the complete and unaltered electronic version of the Prospectus.



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