UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 6-K

Report of Foreign Private Issuer Pursuant to Rule 13a-16 or 15d-16 under the Securities Exchange Act of 1934

For the month of July 2020

Commission File Number 001-37626

Mesoblast Limited

(Exact name of Registrant as specified in its charter)

Not Applicable (Translation of Registrant's name into English)

Australia

(Jurisdiction of incorporation or organization)

Silviu Itescu **Chief Executive Officer and Executive Director** Level 38 55 Collins Street Melbourne 3000 Australia

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F:	
Form 20-F ☑ Form 40-F □	
Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):	
Yes □ No ☑	
Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):	
Yes □ No ☑	

INFORMATION CONTAINED ON THIS REPORT ON FORM 6-K

y 8, 2020, Mesoblast Limited filed an application for quotation of add	with the Australian Securities itional securities (Appendix 2)	Exchange a new issue an A) which is attached here	nnouncement, application to as <u>Exhibit 99.1</u> , and is	for quotation of additional incorporated herein by refe	securities and agreement (Aperence.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly organized.

Mesoblast Limited

/s/ Charlie Harrison

Charlie Harrison
Company Secretary

Dated: July 9, 2020

99.1 Cover Letter, Appendix 3B & Appendix 2A of Mesoblast Ltd, dated July 8, 2020.



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Issue to Kentgrove Capital

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In connection with the Kentgrove Capital equity facility agreement entered into in 2016, and the extension of the term of the facility which occurred in 2019, Mesoblast needs to issue 1,500,000 new incentive rights and 74,924 ordinary shares to Kentgrove Capital.

A prospectus has been filed with ASIC in order to enable this issuance of ordinary shares and incentive rights and is attached to this Appendix 3B and 2A.

Proposed issue of +securities

Appendix 3B

Proposed issue of +securities

Information and documents given to ASX become ASX's property and may be made public.

If you are an entity incorporated outside Australia and you are proposing to issue a new class of +securities other than CDIs, you will need to obtain and provide an International Securities Identification Number (ISIN) for that class. Similarly, if you are an entity incorporated outside Australia, the +securities proposed to be issued are in an existing class of +security but the event timetable includes a period of rights or +deferred settlement trading, you will need to obtain and provide an ISIN code for the rights and/or the deferred settlement +securities. Further information on the requirement for the notification of an ISIN is available from the Create Online Forms page. ASX is unable to create the new ISIN for non-Australian issuers.

*Denotes minimum information required for first lodgement of this form, with exceptions provided in specific notes for certain questions. The balance of the information, where applicable, must be provided as soon as reasonably practicable by the entity.

Part 1 – Entity and announcement details

Question no	Question	Answer
	*Name of entity We (the entity here named) 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	MESOBLAST LIMITED (Mesoblast)
1.2	*Registration type and number Please supply your ABN, ARSN, ARBN, ACN or another registration type and number (if you supply another registration type, please specify both the type of registration and the registration number).	ABN: 68 109 431 870
1.3	*ASX issuer code	MSB
1.4	*This announcement is Tick whichever is applicable.	☐ A new announcement ☐ An update/amendment to a previous announcement ☐ A cancellation of a previous announcement
1.4a	*Reason for update Mandatory only if "Update" ticked in Q1.4 above. A reason must be provided for an update.	
	*Date of previous announcement to this update Mandatory only if "Update" ticked in Q1.4 above.	

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1.4c	*Reason for cancellation Mandatory only if "Cancellation" ticked in Q1.4 above.	
1.4d	*Date of previous announcement to this cancellation Mandatory only if "Cancellation" ticked in Q1.4 above.	
1.5	*Date of this announcement	7 July 2020
1.6	*The proposed issue is: Note: You can select more than one type of issue (e.g. an offer of securities under a securities purchase plan and a placement, however ASX may restrict certain events from being announced concurrently). Please contact your listing adviser if you are unsure.	□ A +bonus issue (complete Parts 2 and 8) □ A standard +pro rata issue (non-renounceable or renounceable) (complete Q1.6a and Parts 3 and 8) □ An accelerated offer (complete Q1.6b and Parts 3 and 8) □ An offer of +securities under a +securities purchase plan (complete Parts 4 and 8) ☑ A non-+pro rata offer of +securities under a +disclosure document or +PDS (complete Parts 5 and 8) □ A non-+pro rata offer to wholesale investors under an information memorandum (complete Parts 6 and 8) □ A placement or other type of issue (complete Parts 7 and 8)
1.6a	*The proposed standard +pro rata issue is: Answer this question if your response to Q1.6 is "A standard pro rata issue (non-renounceable or renounceable)." Select one item from the list	□ Non-renounceable
1.6b	*The proposed accelerated offer is: Answer this question if your response to Q1.6 is "An accelerated offer" Select one item from the list	□ Accelerated non- renounceable entitlement offer (commonly known as a JUMBO or ANREO) □ Accelerated renounceable entitlement offer (commonly known as an AREO) □ Simultaneous accelerated renounceable entitlement offer (commonly known as a SAREO) □ Accelerated renounceable entitlement offer with dual book-build structure (commonly known as a RAPIDS) □ Accelerated renounceable entitlement offer with retail rights trading (commonly known as a PAITREO)

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Part 2 – Details of proposed +bonus issue

If your response to Q1.6 is "A bonus issue", please complete Parts 2A – 2D and the details of the securities proposed to be issued in Part 8. Refer to section 1 of Appendix 7A of the Listing Rules for the timetable for bonus issues.

Part 2A -Proposed +bonus issue – conditions

Question No.	Question		Answer		
2A.1		of the following appro-			
	•+Security	y holder approval			
	•Court approval				
	•Lodgement of court order with +ASIC				
	•ACCC approval				
	•FIRB app	proval			
	•Another entity	approval/condition ext	ternal to the		
	they must b timetable. T	above approvals apply to t e obtained before business he relevant approvals must can establish an ex market	day 0 of the be received		
2A.1a	Condition	S			
	Select the a the date tha	it you expect to know if the	the list. More than c approval is given (f	". one approval can be selected. To or example, the date of the sec earing in the case of court appro	urity holder meeting in the
*Approval/ Type	condition /		*Is the date estimated or actual?	*Approval received/ condition met? Please respond "Yes" or "No". Only answer this question when you know the outcome of the approval. Please advise before business day 0 of the Appendix 7A bonus issue timetable.	Comments
+Security approval	holder				
Court app	roval				
Lodgemer order with	nt of court +ASIC				
ACCC approval					
FIRB approval					
Other (ple specify in section)					

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Part 2B – Proposed +bonus issue - issue details

Question No.	Question	Answer
2B.1	*Class or classes of +securities that will participate in the proposed +bonus issue (please enter both the ASX security code & description) If more than one class of security will participate in the proposed bonus	
	inflore than one class of security will participate in the proposed boilds issue, make sure you clearly identify any different treatment between the classes.	
2B.2	Class of +securities that will be issued in the proposed +bonus issue (please enter both the ASX security code & description)	
2B.3	*Issue ratio Enter the quantity of additional securities to be issued for a given quantity of securities held (for example, 1 for 2 means 1 new security issued for every 2 existing securities held). Please only enter whole numbers (for example, a bonus issue of 1 new security for every 2.5 existing securities held should be expressed as "2 for 5").	
2B.4	*What will be done with fractional entitlements? Select one item from the list.	 □ Fractions rounded up to the next whole number □ Fractions rounded down to the nearest whole number or fractions disregarded □ Fractions sold and proceeds distributed □ Fractions of 0.5 or more rounded up □ Fractions over 0.5 rounded up □ Not applicable
2B.5	*Maximum number of +securities proposed to be issued (subject to rounding)	

Part 2C – Proposed +bonus issue – timetable

Question No.	Question	Answer
2C.1	*+Record date	
	Record date to identify security holders entitled to participate in the bonus issue. Per Appendix 7A section 1 the record date must be at least 4 business days from the announcement date (day 0).	
2C.3	*Ex date	
	Per Appendix 7A section 1 the ex date is one business day before the record date. This is also the date that the bonus securities will commence quotation on a deferred settlement basis.	
2C.4	*Record date	
	Same as Q2C.1 above	

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2C.5	*+Issue date	
	Per Appendix 7A section 1 the issue date should be at least one business day and no more than 5 business days after the record date (the last day for the entity to issue the bonus securities and lodge an Appendix 2A with ASX to apply for quotation of the bonus securities). Deferred settlement trading will end at market close on this day.	
2C.6	*Date trading starts on a normal T+2 basis Per Appendix 7A section 1 this is one business day after the issue date.	
2C.7	*First settlement date of trades conducted on a +deferred settlement basis and on a normal T+2 basis	
	Per Appendix 7A section 1 this is two business days after trading starts on a normal T+2 basis (3 business days after the issue date).	

Part 2D -Proposed +bonus issue – further information

Question No.	Question	Answer
2D.1	*Will holdings on different registers or sub registers be aggregated for the purposes of determining entitlements to the +bonus issue?	
	Please explain how holdings on different registers or subregisters will be aggregated for the purposes of determining entitlements Answer this question if your response to Q2D.1 is "Yes".	
	*Countries in which the entity has +security holders who will not be eligible to participate in the proposed +bonus issue Note: The entity must send each holder to whom it will not offer the securities details of the issue and advice that the entity will not offer securities to them (listing rule 7.7.1(b)).	
2D.3	*Will the entity be changing its dividend/distribution policy as a result of the proposed +bonus issue	
	Please explain how the entity will change its dividend/distribution policy if the proposed +bonus issue proceeds Answer this question if your response to Q2D.3 is "Yes".	
2D.4	*Details of any material fees or costs to be incurred by the entity in connection with the proposed +bonus issue	
	Any other information the entity wishes to provide about the proposed +bonus issue	

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Part 3 – Details of proposed entitlement offer

If your response to Q1.6 is "A standard pro rata issue (non-renounceable)" or "An accelerated offer", please complete parts 3A, 3F and 3G and the details of the securities proposed to be issued in Part 8. Please also complete Parts 3B and 3C if your response to Q1.6 is "A standard pro rata issue (non-renounceable)" and Parts 3D and 3E if your response to Q1.6 is "An accelerated offer". Refer to sections 2,3,4,5 and 6 of Appendix 7A of the Listing Rules for the respective timetables for entitlement offers, including non-renounceable, renounceable and accelerated offers.

Part 3A -Proposed entitlement offer – conditions

Question No.	n Question		Answer		
3A.1		of the following appro titlement offer to be u			
	•+Security holder approval				
	•Court approval				
	•Lodgement of court order with +ASIC				
	•ACCC a _l •FIRB ap _l	•			
	•Another entity	approval/condition ext	ternal to the		
	offer, they n timetable. T	above approvals apply to to nust be obtained before bus he relevant approvals must can establish an ex market	siness day 0 of the be received		
3A.1a	Select the a the date tha	se questions if your respons pplicable approval(s) from t you expect to know if the	the list. More than c approval is given (f	". nne approval can be selected. T or example, the date of the sec nearing in the case of court app	urity holder meeting in the
*Approval	condition	*Date for determination	*Is the date estimated or actual?	**Approval received/ condition met? Please respond "Yes" or "No". Only answer this question when you know the outcome of the approval. Please advise before *business day 0 of the relevant Appendix 7A entitlement offer timetable.	Comments
+Security approval	holder				
Court app	roval				
Lodgemer order with	nt of court +ASIC				
ACCC approval					
FIRB approval					
Other (ple specify in section)					

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Part 3B – Proposed standard pro rata issue entitlement offer - offer details

If your response to Q1.6 is "A standard pro rata issue (non-renounceable or renounceable)", please complete the relevant questions in this part.

Question No.	Question	Answer
3B.1	*Class or classes of +securities that will participate in the broposed entitlement offer (please enter both the ASX security code & description) If more than one class of security will participate in the proposed entitlement offer, make sure you clearly identify any different treatment between the classes.	
3B.2	Class of +securities that will be issued in the proposed entitlement offer (please enter both the ASX security code & description)	
3B.3	*Offer ratio Enter the quantity of additional securities to be offered for a given quantity of securities held (for example, 1 for 2 means 1 new security will be offered for	
	every 2 existing securities held). Please only enter whole numbers (for example, an entitlement offer of 1 new security for every 2.5 existing securities held should be expressed as "2 for 5").	
3B.4	*What will be done with fractional entitlements? Select one item from the list.	□ Fractions rounded up to the next whole number □ Fractions rounded down to the nearest whole number or fractions disregarded □ Fractions sold and proceeds distributed □ Fractions of 0.5 or more rounded up □ Fractions over 0.5 rounded up □ Not applicable
3B.5	*Maximum number of +securities proposed to be issued (subject to rounding)	
3B.6	*Will individual +security holders be permitted to apply for more than their entitlement (i.e. to over-subscribe)?	
3B.6a	*Describe the limits on over-subscription Answer this question if your response to Q3B.6 is "Yes".	
3B.7	*Will a scale back be applied if the offer is over-subscribed?	
3B.7a	*Describe the scale back arrangements Answer this question if your response to Q3B.7 is "Yes".	
3B.8	*In what currency will the offer be made? For example, if the consideration for the issue is payable in Australian Dollars, state AUD.	
3B.9	*Has the offer price been determined?	
3B.9a	*What is the offer price per +security? Answer this question if your response to Q3B.9 is "Yes" using the currency specified in your answer to Q3B.8.	

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3B.9b	*How and when will the offer price be determined?	
	Answer this question if your response to Q3B.9 is "No".	

Part 3C -Proposed standard pro rata issue – timetable

If your response to Q1.6 is "A standard pro rata issue (non-renounceable or renounceable)", please complete the relevant questions in this part.

Question No.	Question	Answer
3C.1	*+Record date Record date to identify security holders entitled to participate in the issue. Per Appendix 7A sections 2 and 3 the record date must be at least 3 business days from the announcement date (day 0)	
3C.2	*Ex date Per Appendix 7A sections 2 and 3 the Ex Date is one business day before the record date. For renounceable issues, this is also the date that rights will commence quotation on a deferred settlement basis.	
3C.3	*Date rights trading commences For renounceable issues only - this is the date that rights will commence quotation initially on a deferred settlement basis	
3C.4	*Record date Same as Q3C.1 above	
3C.5	*Date on which offer documents will be sent to +security holders entitled to participate in the +pro rata issue The offer documents can be sent to security holders as early as business day 4 but must be sent no later than business day 6. Business day 5 is the last day for the offer to open. For renounceable issues, deferred settlement trading in rights ends at the close of trading on this day. Trading in rights on a normal (T+2) settlement basis will start from market open on the next business day (i.e. business day 7) provided that the entity tells ASX by 12pm Sydney time that the offer documents have been sent or will have been sent by the end of the day.	
3C.6	*Offer closing date Offers close at 5pm on this day. The date must be at least 7 business days after the entity announces that the offer documents have been sent to holders.	
3C.7	*Last day to extend the offer closing date At least 3 business days' notice must be given to extend the offer closing date.	
3C.8	*Date rights trading ends For renounceable issues only - rights trading ends at the close of trading 5 business days before the applications closing date.	
3C.9	*Trading in new +securities commences on a deferred settlement basis Non-renounceable issues - the business day after the offer closing date Renounceable issues – the business day after the date rights trading ends	

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3C.10	*Last day for entity to announce the results of the offer to ASX, including the number and percentage of +securities taken up by existing +security holders and any shortfall taken up by underwriters or other investors	
	No more than 3 business days after the offer closing date	
3C.11	*Issue date Per Appendix 7A section 2 and section 3, the issue date should be no more than 5 business days after the offer closes date (the last day for the entity to issue the securities taken up in the pro rata issue and lodge an Appendix 2A with ASX to apply for quotation of the securities). Deferred settlement trading will end at market close on this day.	
3C.12	*Date trading starts on a normal T+2 basis Per Appendix 7A section 2 and 3 this is one business day after the issue date.	
3C.13	*First settlement date of trades conducted on a +deferred settlement basis and on a normal T+2 basis Per Appendix 7A section 2 and 3.1 this is two business days after trading starts on a normal T+2 basis (3 business days after the issue date).	

Part 3D - Proposed accelerated offer - offer details

Question No.	Question	Answer
3D.1	*Class or classes of +securities that will participate in the proposed entitlement offer (please enter both the ASX security code & description) If more than one class of security will participate in the proposed entitlement offer, make sure you clearly identify any different treatment between the classes.	
3D.2	Class of +securities that will issued in the proposed entitlement offer (please enter both the ASX security code & description)	
3D.3	*Has the offer ratio been determined?	
3D.3a	*Offer ratio Answer this question if your response to Q3D.3 is "Yes" or "No". If your response to Q3D.3 is "No" please provide an indicative ratio and state as indicative. Enter the quantity of additional securities to be offered for a given quantity of securities held (for example, 1 for 2 means 1 new security will be offered for every 2 existing securities held). Please only enter whole numbers (for example, an entitlement offer of 1 new security for every 2.5 existing securities held should be expressed as "2 for 5").	
3D.3b	*How and when will the offer ratio be determined? Answer this question if your response to Q3D.3 is "No". Note that once the offer ratio is determined, this must be provided via an update announcement.	

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3D.4	*What will be done with fractional entitlements? Select one item from the list.	☐ Fractions rounded up to the next whole number
	Secret one nem nom are use.	☐ Fractions rounded down to the nearest whole number or fractions disregarded
		□ Fractions sold and proceeds distributed
		☐ Fractions of 0.5 or more rounded up
		☐ Fractions over 0.5 rounded up☐ Not applicable
3D.5	*Maximum number of +securities proposed to be issued (subject to rounding)	
3D.6	*Will individual +security holders be permitted to apply for more than their entitlement (i.e. to over-subscribe)?	
3D.6a	*Describe the limits on over-subscription Answer this question if your response to Q3D.6 is "Yes".	
3D.7	*Will a scale back be applied if the offer is over-subscribed?	
3D.7a	*Describe the scale back arrangements Answer this question if your response to Q3D.7 is "Yes".	
3D.8	*In what currency will the offer be made?	
02.0	For example, if the consideration for the issue is payable in Australian Dollars, state AUD.	
3D.9	*Has the offer price for the institutional offer been determined?	
3D.9a	*What is the offer price per +security for the institutional offer?	
	Answer this question if your response to Q3D.9 is "Yes" using the currency specified in your answer to Q3D.8.	
3D.9b	*How and when will the offer price for the institutional offer be determined?	
	Answer this question if your response to Q3D.9 is "No".	
3D.9c	*Will the offer price for the institutional offer be determined by way of a bookbuild?	
	Answer this question if your response to Q3D.9 is "No". If your response to this question is "yes", please note the information that ASX expects to be announced about the results of the bookbuild set out in section 4.12 of Guidance Note 30 Notifying an Issue of Securities and Applying for their Quotation.	
3D.9d	*Provide details of the parameters that will apply to the bookbuild for the institutional offer (e.g. the indicative price range for the bookbuild)	
	Answer this question if your response to Q3D.9 is "No" and your response to Q5B.9c is "Yes".	
3D.10	*Has the offer price for the retail offer been determined?	

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3D.10a	*What is the offer price per +security for the retail offer?	
	Answer this question if your response to Q3D.10 is "Yes" using the currency specified in your answer to Q3B.8.	
3D.10b	*How and when will the offer price for the retail offer be determined?	
	Answer this question if your response to Q3D.10 is "No".	

Part 3E -Proposed accelerated offer – timetable

If your response to Q1.6 is 'An accelerated offer", please complete the relevant questions in this Part.

Question No.	Question	Answer
3E.1a	*First day of trading halt	
	The entity is required to announce the accelerated offer and give a completed Appendix 3B to ASX. If the accelerated offer is conditional on security holder approval or any other requirement, that condition must have been satisfied and the entity must have announced that fact to ASX. An entity should also consider the rights of convertible security holders to participate in the issue and what, if any, notice needs to be given to them in relation to the issue	
3E.1b	*Announcement date of accelerated offer	
3E.2	*Trading resumes on an ex-entitlement basis (ex date) For JUMBO, ANREO, AREO, SAREO, RAPIDs offers	
3E.3	*Trading resumes on ex-rights basis	
SE.5	For PAITREO offers only	
3E.4	*Rights trading commences For PAITREO offers only	
3E.5	*Date offer will be made to eligible institutional +security holders	
3E.6	*Application closing date for institutional +security holders	
3E.7	*Institutional offer shortfall book build date For AREO, SAREO, RAPIDs, PAITREO offers	
3E.8	*Announcement of results of institutional offer The announcement should be made before the resumption of trading following the trading halt.	
3E.9	*+Record date	
	Record date to identify security holders entitled to participate in the offer. Per Appendix 7A sections 4, 5 and 6 the record date must be at least 2 business days from the announcement date (day 0).	

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*Settlement date of new +securities issued under institutional entitlement offer	
If DvP settlement applies, provided the Appendix 2A is given to ASX before noon (Sydney time) this day, normal trading in the securities will apply on the next business day, and if DvP settlement does not apply on the business day after that.	
*+Issue date for institutional +security holders	
*Normal trading of new +securities issued under institutional entitlement offer	
*Date on which offer documents will be sent to retail +security holders entitled to participate in the +pro rata issue	
The offer documents can be sent to security holders as early as business day 4 but must be sent no later than business day 6. Business day 6 is the last day for the offer to open. For renounceable offers, deferred settlement trading in rights ends at the close of trading on this day. Trading in rights on a normal (T+2) settlement basis will start from market open on the next business day (i.e. business day 7) provided that the entity tells ASX by 12pm Sydney time that the offer documents have been sent or will have been sent by the end of the day.	
*Offer closing date for retail +security holders Offers close at 5pm on this day. The date must be at least 7 business days after the entity announces that the offer documents have been sent to holders.	
*Last day to extend the retail offer closing date At least 3 business days' notice must be given to extend the offer closing date.	
*Rights trading end date For PAITREO offers only	
*Trading in new +securities commences on a deferred settlement basis For PAITREO offers only	
*Entity announces results of the retail offer to ASX, including the number and percentage of	
*Bookbuild for any shortfall (if applicable) For all offers except JUMBO, ANREO	
*Entity announces results of bookbuild (including any information about the bookbuild	
*+Issue date for retail +security holders Per Appendix 7A section 2 and section 3, the issue date should be no more than 5 business days after the offer closes date. This is the last day for the entity to issue the securities taken up in the pro rata issue and lodge an Appendix 2A with ASX to apply for quotation of the securities. Deferred settlement trading will end at market close on this day.	
	under institutional entitlement offer If DVP settlement applies, provided the Appendix 2A is given to ASX before noon (Sydney time) this day, normal trading in the securities will apply on the next business day, and if DVP settlement does not apply on the business day after that. *+Issue date for institutional +security holders *Normal trading of new +securities issued under institutional entitlement offer *Date on which offer documents will be sent to retail +security holders entitled to participate in the +pro rata issue The offer documents can be sent to security holders as early as business day 4 but must be sent no later than business day 6. Business day 6 is the last day for the offer to open. For renounceable offers, deferred settlement trading in rights ends at the close of trading on this day. Trading in rights on a normal (T+2) settlement basis will start from market open on the next business day (i.e. business day 7) provided that the entity tells ASX by 12pm Sydney time that the offer documents have been sent or will have been sent by the end of the day. *Offer closing date for retail +security holders Offers close at 5pm on this day. The date must be at least 7 business days after the entity announces that the offer documents have been sent to holders. *Last day to extend the retail offer closing date At least 3 business days' notice must be given to extend the offer closing date. *Rights trading end date For PAITREO offers only *Trading in new +securities commences on a deferred settlement basis For PAITREO offers only *Trading in new +securities commences on a deferred settlement basis For PAITREO offers only *Entity announces results of the retail offer to ASX, including the number and percentage of +securities taken up by existing retail +security holders *Bookbuild for any shortfall (if applicable) For all offers except JUMBO, ANREO *Henton and the first of the entity to issue the should be no more than 5 business days after the offer closes date. This is the last day for the entit

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3E.22	*Date trading starts on a normal T+2 basis For PAITREO offers only This is one business day after the issue date.	
3E.23	*First settlement date of trades conducted on a +deferred settlement basis and on a normal T+2 basis	
	For PAITREO offers only	
	This is two business days after trading starts on a normal T+2 basis (3 business days after the issue date).	

Part 3F -Proposed entitlement offer – fees and expenses

Question No.	Question	Answer
3F.1	*Will there be a lead manager or broker to the proposed offer?	
3F.1a	*Who is the lead manager/broker? Answer this question if your response to Q3F.1 is "Yes".	
3F.1b	*What fee, commission or other consideration is payable to them for acting as lead manager/broker? Answer this question if your response to Q3F.1 is "Yes".	
3F.2	*Is the proposed offer to be underwritten?	
3F.2a	*Who are the underwriter(s)? Answer this question if your response to Q3F.2 is "Yes". Note for issuers that are an ASX Listing (i.e. not an ASX Debt Listing or ASX Foreign Exempt Listing): If you are seeking to rely on listing rule 7.2 exception 2 to issue the securities without security holder approval under listing rule 7.1 and without using your placement capacity under listing rules 7.1 or 7.1A, you must include the details asked for in this and the next 3 questions.	
3F.2b	*What is the extent of the underwriting (i.e. the amount or proportion of the offer that is underwritten)? Answer this question if your response to Q3F.2 is "Yes".	
3F.2c	*What fees, commissions or other consideration are payable to them for acting as underwriter(s)? Answer this question if your response to Q3F.2 is "Yes". This includes any applicable discount the underwriter receives to the issue price payable by participants in the issue.	

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3F.2d	*Provide a summary of the significant events that could lead to the underwriting being terminated	
	Answer this question if your response to Q3F.2 is "Yes".	
	You may cross-refer to a disclosure document, PDS, information memorandum, investor presentation or other announcement with this information provided it has been released on the ASX Market Announcements Platform.	
3F.2e	*Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer?	
	Answer this question if the issuer is an ASX Listing (i.e. not an ASX Debt Listing or ASX Foreign Exempt Listing) and your response to Q3F.2 is "Yes".	
3F.2e(i)	*What is the name of that party?	
	Answer this question if the issuer is an ASX Listing and your response to Q3F.2e is "Yes".	
	Note: If you are seeking to rely on listing rule 10.12 exception 2 to issue the securities to the underwriter or sub-underwriter without security holder approval under listing rule 10.11, you must include the details asked for in this and the next 2 questions. If there is more than one party referred to in listing rule 10.11 acting as underwriter or sub-underwriter include all of their details in this and the next 2 questions.	
3F.2e(ii)	*What is the extent of their underwriting or	
51 .ZC(II)	sub-underwriting (i.e. the amount or proportion of the issue they have underwritten or sub-underwritten)?	
	Answer this question if the issuer is an ASX Listing and your response to Q3F.2e is "Yes".	
3F.2e(iii)	*What fee, commission or other consideration is payable to them for acting as underwriter or sub-underwriter?	
	Answer this question if the issuer is an ASX Listing and your response to Q3F.2e is "Yes".	
	Note: This includes any applicable discount the underwriter or sub-underwriter receives to the issue price payable by participants in the issue.	
3F.3	*Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?	
3F.3a	*Will the handling fee or commission be dollar based or percentage based? Answer this question if your response to Q3F.3 is "Yes".	
3F.3b	, , , , ,	
or.ou	*Amount of handling fee or commission payable to brokers who lodge acceptances or renunciations on behalf of eligible +security holders	
	Answer this question if your response to Q3F.3 is "Yes" and your response to Q3F.3a is "dollar based".	

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3F.3c	*Percentage handling fee or commission payable to brokers who lodge acceptances or renunciations on behalf of eligible +security holders Answer this question if your response to Q3F3 is "Yes" and your response to Q3F3a is "percentage based".	
3F.3d	Please provide any other relevant information about the handling fee or commission method Answer this question if your response to Q3F3 is "Yes".	
3F.4	Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer	

Proposed entitlement offer – further information Part 3G -

Question No.	Question	Answer
3G.1	*The purpose(s) for which the entity intends to use the cash raised by the proposed issue You may select one or more of the items in the list.	□ For additional working capital □ To fund the retirement of debt □ To pay for the acquisition of an asset [provide details below] □ To pay for services rendered [provide details below] □ Other [provide details below] □ Other [provide details below] Additional details:
3G.2	*Will holdings on different registers or subregisters be aggregated for the purposes of determining entitlements to the issue?	
3G.2a	*Please explain how holdings on different registers or subregisters will be aggregated for the purposes of determining entitlements. Answer this question if your response to Q3G.2 is "Yes".	
3G.3	*Will the entity be changing its dividend/distribution policy if the proposed issue is successful?	
3G.3a	*Please explain how the entity will change its dividend/distribution policy if the proposed issue is successful Answer this question if your response to Q3G.3 is "Yes".	

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3G.4	*Countries in which the entity has +security holders who will not be eligible to participate in the proposed issue For non-renounceable issues (including accelerated): The entity must send each holder to whom it will not offer the securities details of the issue and advice that the entity will not offer securities to them (listing rule 7.7.1(b)).	
	For renounceable issues (including accelerated): The entity must send each holder to whom it will not offer the securities details of the issue and advice that the entity will not offer securities to them. It must also appoint a nominee to arrange for the sale of the entitlements that would have been given to those holders and to account to them for the net proceeds of the sale and advise each holder not given the entitlements that a nominee in Australia will arrange for sale of the entitlements and, if they are sold, for the net proceeds to be sent to the holder (listing rule 7.7.1(b) and (c)).	
3G.5	*Will the offer be made to eligible beneficiaries on whose behalf eligible nominees or custodians hold existing +securities	
3G.5a	*Please provide further details of the offer to eligible beneficiaries Answer this question if your response to Q3G.5 is "Yes". If, for example, the entity intends to issue a notice to eligible nominees and custodians please indicate here where it may be found and/or when the entity expects to announce this information. You may enter a URL.	
3G.6	*URL on the entity's website where investors can download information about the proposed issue	
3G.7	Any other information the entity wishes to provide about the proposed issue	
3G.8	*Will the offer of rights under the rights issue be made under a disclosure document or product disclosure statement under Chapter 6D or Part 7.9 of the Corporations Act (as applicable)?	

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Part 4 – Details of proposed offer under +securities purchase plan

If your response to Q1.6 is "An offer of securities under a securities purchase plan", please complete Parts 4A – 4F and the details of the securities proposed to be issued in Part 8. Refer to section 12 of Appendix 7A of the Listing Rules for the timetable for securities purchase plans.

Part 4A -Proposed offer under +securities purchase plan - conditions

Question	Ouestion			Answer	
No.	•				
	*Are any of the following approvals required for the offer of +securities under the +securities purchase plan issue to be unconditional? -+Security holder approval -Court approval -Lodgement of court order with +ASIC -ACCC approval -FIRB approval -Another approval/condition external to the				
4A.1a	entity. Condition				
	Select the a the date tha case of +sec	t you expect to know if the a curity holder approval or the	the list. More than o approval is given (f e date of the court f	one approval can be selected. To or example, the date of the sec nearing in the case of court app	urity holder meeting in the roval).
*Approval/ Type	condition		*Is the date estimated or actual?	**Approval received/ condition met? Please respond "Yes" or "No". Only answer this question when you know the outcome of the approval.	Comments
+Security approval	holder				
Court appr	roval				
Lodgement of court order with +ASIC					
ACCC app	ACCC approval				
FIRB appr	oval				
Other (ple					
specify in section)	comment				

Part 4B - Proposed offer under +securities purchase plan - offer details

Question No.	Question	Answer
	*Class or classes of +securities that will participate in the proposed offer (please enter poth the ASX security code & description)	
	If more than one class of security will participate in the securities purchase plan, make sure you clearly identify any different treatment between the classes.	
	Class of +securities to be offered to them under the +securities purchase plan (please enter both the ASX security code & description)	
	Maximum total number of those +securities that could be issued if all offers under the +securities purchase plan are accepted	

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4B.4	*Will the offer be conditional on applications for a minimum number of +securities being received or a minimum amount being raised (i.e. a minimum subscription condition)?	
4B.4a	*Describe the minimum subscription condition Answer this question if your response to Q4B.4 is "Yes".	
4B.5	*Will the offer be conditional on applications for a maximum number of +securities being received or a maximum amount being raised (i.e. a maximum subscription condition)?	
4B.5a	*Describe the maximum subscription condition Answer this question if your response to Q4B.5 is "Yes".	
4B.6	*Will individual +security holders be required to accept the offer for a minimum number or value of +securities (i.e. a minimum acceptance condition)?	
4B.6a	*Describe the minimum acceptance condition Answer this question if your response to Q4B.6 is "Yes".	
4B.7	*Will individual +security holders be limited to accepting the offer for a maximum number or value of +securities (i.e. a maximum acceptance condition)?	
4B.7a	*Describe the maximum acceptance condition Answer this question if your response to Q4B.7 is "Yes".	
4B.8	*Describe all the applicable parcels available for this offer in number of securities or dollar value For example, the offer may allow eligible holders to subscribe for one of the following parcels: \$2,500, \$7,500, \$10,000, \$15,000, \$20,000, \$30,000.	
4B.9	*Will a scale back be applied if the offer is over-subscribed?	
4B.9a	*Describe the scale back arrangements Answer this question if your response to Q4B.9 is "Yes".	
4B.10	*In what currency will the offer be made? For example, if the consideration for the issue is payable in Australian Dollars, state AUD.	
4B.11	*Has the offer price been determined?	
4B.11a	*What is the offer price per +security? Answer this question if your response to Q4B.11 is "Yes" using the currency specified in your answer to Q4B.9.	

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4B.11b	*How and when will the offer price be determined?	
	Answer this question if your response to Q4B.11 is "No".	

Part 4C -Proposed offer under +securities purchase plan – timetable

Question No.	Question	Answer
4C.1	*Date of announcement of +security purchase plan	
	The announcement of the security purchase plan must be made prior to the commencement on trading on the announcement date.	
4C.2	*+Record date	
	This is the date to identify security holders who may participate in the security purchase plan. Per Appendix 7A section 12 of the Listing Rules, this day is one business day before the entity announces the security purchase plan.	
	Note: the fact that an entity's securities may be in a trading halt or otherwise suspended from trading on this day does not affect this date being the date for identifying which security holders may participate in the security purchase plan.	
4C.3	*Date on which offer documents will be made available to investors	
4C.4	*Offer open date	
4C.5	*Offer closing date	
4C.6	*Announcement of results Per Appendix 7A section 12 of the Listing Rules, the entity should announce the results of the security purchase plan no more than 3 business days after the offer closing date	
4C.7	*+Issue date	
	Per Appendix 7A section 12 of the Listing Rules, the last day for the entity to issue the securities purchased under the plan is no more than 7 business days after the closing date. The entity should lodge an Appendix 2A with ASX applying for quotation of the securities before 12pm Sydney time on this day	

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Part 4D -Proposed offer under +securities purchase plan – listing rule requirements

Question No.	Question	Answer	
4D.1	*Does the offer under the +securities purchase plan meet the requirements of listing rule 7.2 exception 5 that:		
	the number of +securities to be issued is not greater than 30% of the number of fully paid +ordinary securities already on issue; and		
	•the issue price of the +securities is at least 80% of the +volume weighted average market price for +securities in that +class, calculated over the last 5 days on which sales in the +securities were recorded, either before the day on which the issue was announced or before the day on which the issue was made?		
	Answer this question if the issuer is an ASX Listing (i.e. not an ASX Debt Listing or ASX Foreign Exempt Listing).		
4D.1a	*Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?		
	Answer this question if the issuer is an ASX Listing and your response to Q4D.1 is "No".		
4D.1a(i)	*How many +securities are proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?		
	Answer this question if the issuer is an ASX Listing, your response to Q4D.1 is "No" and your response to Q4D.1a is "Yes".		
	Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure B to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1 to issue that number of securities.		
4D.1b	*Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?		
	Answer this question if the issuer is an ASX Listing and your response to Q4D.1 is "No".		
4D.1b(i)	*How many +securities are proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?		
	Answer this question if the issuer is an ASX Listing, your response to Q4D.1 is "No" and your response to Q4D.1b is "Yes".		
	Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure C to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1A to issue that number of securities.		

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Part 4E – Proposed offer under +securities purchase plan – fees and expenses

Question No.	Question	Answer
4E.1	*Will there be a lead manager or broker to the proposed offer?	
4E.1a	*Who is the lead manager/broker? Answer this question if your response to Q4E.1 is "Yes".	
4E.1b	*What fee, commission or other consideration is payable to them for acting as lead manager/broker? Answer this question if your response to Q4E.1 is "Yes".	
4E.2	*Is the proposed offer to be underwritten?	
4E.2a	*Who are the underwriter(s)? Answer this question if your response to Q4E.2 is "Yes". Note for issuers that are an ASX Listing (i.e. not an ASX Debt Listing or ASX Foreign Exempt Listing): listing rule 7.2 exception 5 does not extend to an issue of securities to or at the direction of an underwriter of an SPP. The issue will require security holder approval under listing rule 7.1 if you do not have the available placement capacity under listing rules 7.1 and/or 7.1A to cover the issue. Likewise, listing rule 10.12 exception 4 does not extend to an issue of securities to or at the direction of an underwriter of an SPP. If a party referred to in listing rule 10.11 is underwriting the proposed offer, this will require security holder approval under listing rule 10.11.	
4E.2b	*What is the extent of the underwriting (i.e. the amount or proportion of the offer that is underwritten)? Answer this question if your response to Q4E.2 is "Yes".	
4E.2c	*What fees, commissions or other consideration are payable to them for acting as underwriter(s)? Answer this question if your response to Q4E.2 is "Yes". This information includes any applicable discount the underwriter receives to the issue price payable by participants in the issue.	
4E.2d	*Provide a summary of the significant events that could lead to the underwriting being terminated Answer this question if your response to Q4E.2 is "Yes". You may cross-refer to a disclosure document, PDS, information memorandum, investor presentation or other announcement with this information provided it has been released on the ASX Market Announcements Platform.	

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4E.2e	*Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer? Answer this question if the issuer is an ASX Listing (i.e. not an ASX Debt Listing or ASX Foreign Exempt Listing) and your response to Q4E.2 is "Yes". Note: If your response is "Yes", this will require security holder approval under listing rule 10.11. Listing rule 10.12 execution of door with a part of the part	
	exception 4 does not extend to an issue of securities to an underwriter or sub-underwriter of an SPP.	
4E.2e(i)	*What is the name of that party? Answer this question if the issuer is an ASX Listing and your response to Q4E.2e is "Yes". Note: If there is more than one such party acting as underwriter or sub-underwriter include all of their details in	
4E.2e(ii)	this and the next 2 questions. *What is the extent of their underwriting or sub-underwriting (i.e. the amount or proportion of the issue they have underwritten or sub-underwritten)? Answer this question if the issuer is an ASX Listing and your response to Q4E.2e is "Yes".	
4E.2e(iii)	*What fee, commission or other consideration is payable to them for acting as underwriter or sub-underwriter? Answer this question if the issuer is an ASX Listing and your response to Q4E.2e is "Yes". Note: This includes any applicable discount the underwriter or sub-underwriter receives to the issue price payable by participants in the issue.	
4E.3	*Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?	
4E.3a	*Will the handling fee or commission be dollar based or percentage based? Answer this question if your response to Q4E.3 is "Yes".	
4E.3b	*Amount of handling fee or commission payable to brokers who lodge acceptances or renunciations on behalf of eligible +security holders Answer this question if your response to Q4E.3 is "Yes" and your response to Q4E.3a is "dollar based".	
4E.3c	*Percentage handling fee or commission payable to brokers who lodge acceptances or renunciations on behalf of eligible +security holders Answer this question if your response to Q4E.3 is "Yes" and your response to Q4E.3a is "percentage based".	
4E.3d	Please provide any other relevant information about the handling fee or commission method Answer this question if your response to Q4E.3 is "Yes".	
4E.4	Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer	

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Part 4F -Proposed offer under +securities purchase plan – further information

Question No.	Question	Answer
4F.1	*The purpose(s) for which the entity intends to use the cash raised by the proposed issue You may select one or more of the items in the list.	 □ For additional working capital □ To fund the retirement of debt □ To pay for the acquisition of an asset [provide details below] □ To pay for services rendered [provide details below] □ Other [provide details below] Additional details:
4F.2	*Will the entity be changing its dividend/distribution policy if the proposed issue is successful?	
4F.2a	*Please explain how the entity will change its dividend/distribution policy if the proposed issue is successful Answer this question if your response to Q4F.2 is "Yes".	
4F.3	*Countries in which the entity has +security holders who will not be eligible to participate in the proposed offer	
4F.4	*URL on the entity's website where investors can download information about the proposed offer	
4F.5	Any other information the entity wishes to provide about the proposed offer	

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Part 5 – Details of proposed non-pro rata offer under a +disclosure document or +PDS

If your response to Q1.6 is "A non-pro rata offer of securities under a disclosure document or PDS", please complete Parts 5A – 5F and the details of the securities proposed to be issued in Part 8. Refer to Listing Rule 7.10 for the rules that apply to non-pro rata issues to existing security holders.

Part 5A -Proposed non-pro rata offer under a +disclosure document or +PDS – conditions

Question No.			Answer		
5A.1	*Are any of the below approvals required for the non-pro rata offer of +securities under a +disclosure document or + PDS? •+Security holder approval •Court approval		No		
		ent of court order with	+ASIC		
	•ACCC ap	•			
	•FIRB app •Another a entity	approval/condition ex	ternal to the		
5A.1a	a Conditions Answer these questions if your response to 5A.1 is "Yes". Select the applicable approval(s) from the list. More than one approval can be selected. TI the date that you expect to know if the approval is given (for example, the date of the secu case of *security holder approval or the date of the court hearing in the case of court approval.			urity holder meeting in the	
*Approval Type	*Approval/ condition *Date for determination *Is the date estimated or actual?		**Approval received/ condition met? Please respond "Yes" or "No". Only answer this question when you know the outcome of the approval.	Comments	
+Security approval	holder				
Court app	roval				
Lodgement of court order with +ASIC					
ACCC ap	ACCC approval				
FIRB appi	FIRB approval				
Other (ple specify in section)	ase comment				

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Part 5B -Proposed non-pro rata offer under a +disclosure document or +PDS – offer details

Question No.	Question	Answer
5B.1	document or +PDS (please enter both the ASX security code &	Fully paid ordinary shares, and incentive rights to acquire fully paid ordinary shares
5B.2		74,924 fully paid ordinary shares and 1,500,000 incentive rights to acquire ordinary shares
5B.3	*Will the offer be conditional on applications for a minimum number of +securities being received or a minimum amount being raised (i.e. a minimum subscription condition)?	No
5B.3a	Describe the minimum subscription condition Answer this question if your response to Q5B.3 is "Yes".	
5B.4	*Will the entity be entitled to accept over-subscriptions?	No
5B.4a	*Provide details of the number or value of over-subscriptions that the entity may accept Answer this question if your response to Q5B.4 is "Yes".	
5B.5	*Will individual investors be required to accept the offer for a minimum number or value of +securities (i.e. a minimum acceptance condition)?	No
5B.5a	*Describe the minimum acceptance condition Answer this question if your response to Q5B.5 is "Yes".	
5B.6	*Will individual investors be limited to accepting the offer for a maximum number or value of +securities (i.e. a maximum acceptance condition)?	No
5B.6a	*Describe the maximum acceptance condition Answer this question if your response to Q5B.6 is "Yes".	
5B.7	*Will a scale back be applied if the offer is over-subscribed?	No
5B.7a	*Describe the scale back arrangements Answer this question if your response to Q5B.7 is "Yes".	
5B.8	*In what currency will the offer be made? For example, if the consideration for the issue is payable in Australian Dollars, state AUD.	AUD
5B.9	*Has the offer price been determined?	Yes

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5B.9a	*What is the offer price per +security? Answer this question if your response to Q5B.9 is "Yes" using the currency specified in your answer to Q5B.8.	The incentive rights will be issued for nil consideration with an exercise price of A\$2.86. The shares will be issued as payment in connection with provision of facility in accordance with the terms of the Kentgrove Facility Agreement, for an equivalent consideration of A\$275,000 (\$3.67 per share).
5B.9b	*How and when will the offer price be determined?	
	Answer this question if your response to Q5B.9 is "No".	
5B.9c	*Will the offer price be determined by way of a bookbuild?	
	Answer this question if your response to Q5B.9 is "No".	
	If your response to this question is "yes", please note the information that ASX expects to be announced about the results of the bookbuild set out in section 4.12 of Guidance Note 30 Notifying an Issue of Securities and Applying for their Quotation.	
5B.9d	*Provide details of the parameters that will apply to the bookbuild (e.g. the indicative price range for the bookbuild)	
	Answer this question if your response to Q5B.9 is "No" and your response to Q5B.9c is "Yes".	

Part 5C -Proposed non-pro rata offer under a +disclosure document or +PDS – timetable

Question No.	Question	Answer
5C.1	*Lodgement date of +disclosure document or +PDS with ASIC	7 July 2020
	Note: If the securities are to be quoted on ASX, you must lodge an Appendix 2A Application for Quotation of Securities with ASX within 7 days of this date.	
	*Date when +disclosure document or +PDS and acceptance forms will be made available to investors	7 July 2020
5C.3	*Offer open date	7 July 2020
5C.4	*Closing date for receipt of acceptances	8 July 2020
5C.6	*Proposed +issue date	7 July 2020

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Part 5D -Proposed non-pro rata offer under a +disclosure document or +PDS – listing rule requirements

Question No.	Question	Answer
5D.1	*Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1? Answer this question if the issuer is an ASX Listing (i.e. not an ASX Debt Listing or ASX Foreign Exempt Listing).	No
5D.1a	*Date of meeting or proposed meeting to approve the issue under listing rule 7.1 Answer this question if the issuer is an ASX Listing and your response to Q5D.1 is "Yes".	
5D.1b	*Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1? Answer this question if the issuer is an ASX Listing and your response to Q5D.1 is "No".	Yes
5D.1b(i)	capacity under listing rule 7.1?	74,924 fully paid ordinary shares and 1,500,000 incentive rights to acquire fully paid ordinary
	Answer this question if the issuer is an ASX Listing, your response to Q5D.1 is "No" and your response to Q5D.1b is "Yes". Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure B to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1 to issue that number of securities.	shares
5D.1c	*Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)? Answer this question if the issuer is an ASX Listing and your response to Q5D.1 is "No".	No
5D.1c(i)	*How many +securities are proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?	
	Answer this question if the issuer is an ASX Listing, your response to Q5D.1 is "No" and your response to Q5D.1c is "Yes".	
	Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure C to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1A to issue that number of securities.	

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Part 5E – Proposed non-pro rata offer under a disclosure document or PDS – fees and expenses

Question No.	Question	Answer	
5E.1	*Will there be a lead manager or broker to the proposed offer?	No	
5E.1a	*Who is the lead manager/broker? Answer this question if your response to Q5E.1 is "Yes".		
5E.1b	*What fee, commission or other consideration is payable to them for acting as lead manager/broker?		
	Answer this question if your response to Q5E.1 is "Yes".		
5E.2	*Is the proposed offer to be underwritten?	No	
5E.2a	*Who are the underwriter(s)? Answer this question if your response to Q5E.2 is "Yes".		
5E.2b	*What is the extent of the underwriting (i.e. the amount or proportion of the offer that is underwritten)?		
	Answer this question if your response to Q5E.2 is "Yes".		
5E.2c	*What fees, commissions or other consideration are payable to them for acting as underwriter(s)? Answer this question if your response to Q5E.2 is "Yes". Note: This includes any applicable discount the underwriter receives to the issue price payable by participants in the offer.		
5E.2d	*Provide a summary of the significant events that could lead to the underwriting being terminated Answer this question if your response to Q5E.2 is "Yes". You may cross-refer to another document with this information provided it has been released on the ASX Market Announcements Platform.		
5E.2e	*Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer? Answer this question if the issuer is an ASX Listing (i.e. not an ASX Debt Listing or ASX Foreign Exempt Listing) and your response to Q5E.2 is "Yes". Note: If your response is "Yes", this will require security holder approval under listing rule 10.11.		
5E.2e(i)	*What is the name of that party?		
()	Answer this question if the issuer is an ASX Listing and your response to Q5E.2e is "Yes".		
	Note: If there is more than one such party acting as underwriter or sub-underwriter include all of their details in this and the next 2 questions.		

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5E.2e(ii)	*What is the extent of their underwriting or sub-underwriting (ie the amount or proportion of the issue they have underwritten or sub- underwritten)? Answer this question if the issuer is an ASX Listing and your response to Q5E.2e is "Yes".	
5E.2e(iii)	*What fee, commission or other consideration is payable to them for acting as underwriter or sub-underwriter? Answer this question if the issuer is an ASX Listing and your response to Q5E.2e is "Yes". Note: This includes any applicable discount the underwriter or sub-underwriter receives to the issue price payable by participants in the issue.	
5E.3	*Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?	No
5E.3a	* Will the handling fee or commission be dollar based or percentage based? Answer this question if your response to Q5E.3 is "Yes".	
5E.3b	*Amount of handling fee or commission payable to brokers who lodge acceptances or renunciations on behalf of eligible +security holders Answer this question if your response to Q5E.3 is "Yes" and your response to Q5E.3a is "dollar based".	
5E.3c	*Percentage handling fee or commission payable to brokers who lodge acceptances or renunciations on behalf of eligible +security holders Answer this question if your response to Q5E.3 is "Yes" and your response to Q5E.3a is "percentage based".	
5E.3d	Please provide any other relevant information about the handling fee or commission method Answer this question if your response to Q5E.3 is "Yes".	
5E.4	Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer	N/A

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Part 5F – Proposed non-pro rata offer under a +disclosure document or +PDS – further information

Question No.	Question	Answer
5F.1	*The purpose(s) for which the entity intends to use the cash raised by the proposed offer You may select one or more of the items in the list.	 □ For additional working capital □ To fund the retirement of debt □ To pay for the acquisition of an asset [provide details below] □ To pay for services rendered [provide details below] □ Other [provide details below] Additional details: N.A.
5F.2	*Will the entity be changing its dividend/distribution policy if the proposed issue is successful?	No
5F.2a	*Please explain how the entity will change its dividend/distribution policy if the proposed issue is successful Answer this question if your response to Q5F.2 is "Yes".	
	*Please explain the entity's allocation policy for the offer, including whether or not acceptances from existing +security holders will be given priority	The securities will be offered solely to Kentgrove in accordance with the terms of the Kentgrove Facility Agreement
5F.4	*URL on the entity's website where investors can download the +disclosure document or +PDS	http://investorsmedia.mesoblast.com/investor- overview
5F.5	Any other information the entity wishes to provide about the proposed offer	N/A

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Part 6 – Details of proposed non-pro rata offer to wholesale investors under an +information memorandum

If your response to Q1.6 is "A non-+pro rata offer to wholesale investors under an information memorandum", please complete Parts 6A – 6F and the details of the securities proposed to be issued in Part 8. Refer to Listing Rule 7.10 for the rules that apply to non-pro rata issues to existing security holders.

Part 6A -Proposed non-pro rata offer to wholesale investors under an +information memorandum – conditions

Question No.	nQuestion		Answer		
	*Are any of the below approvals required for the non-pro rata offer to wholesale investors under an information memorandum issue?				
	•+Security holder approval				
	•Court approval				
	 Lodgement of court order with +ASIC 				
	•ACCC approval				
	•FIRB approval				
	Another approval/condition external to the entity required to be given/met for the offer to wholesale investors under an information memorandum issue.				
6A.1a Conditions Answer these questions if your response to 6A.1 is Yes Select the applicable approvals from the list. More than one approval can be selected. I the date that you expect to know if the approval is given (for example, the date of the se case of +security holder approval or the date of the court hearing in the case of court ap					
			urity holder meeting in the		
*Approval/ Type	condition		*Is the date estimated or actual?	**Approval received/ condition met? Please respond "Yes" or "No". Only answer this question when you know the outcome of the approval.	Comments
+Security approval	holder				
Court approval					
Lodgement of court order with +ASIC					
ACCC approval					
FIRB approval					
Other (please specify in comment section)					

Part 6B -Proposed non-pro rata offer to wholesale investors under an +information memorandum – offer details

Question No.	Question	Answer
	Class of +securities to be offered under the +information memorandum (please enter both the ASX security code & description)	

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6B.2	*The number of +securities to be offered under the +information memorandum	
6B.3	*Will the offer be conditional on applications for a minimum number of +securities being received or a minimum amount being raised (i.e. a minimum subscription condition)?	
6B.3a	*Describe the minimum subscription condition Answer this question if your response to Q6B.3 is "Yes".	
6B.4	*Will the entity be entitled to accept over- subscriptions?	
6B.4a	*Provide details of the number or value of over-subscriptions that the entity may accept Answer this question if your response to Q6B.4 is "Yes".	
6B.5	*Will individual investors be required to accept the offer for a minimum number or value of +securities (i.e. a minimum acceptance condition)?	
6B.5a	*Describe the minimum acceptance condition Answer this question if your response to Q6B.5 is "Yes".	
6B.6	*Will individual investors be limited to accepting the offer for a maximum number or value of +securities (i.e. a maximum acceptance condition)?	
6B.6a	*Describe the maximum acceptance condition Answer this question if your response to Q6B.6 is "Yes".	
6B.7	*Will a scale back be applied if the offer is over-subscribed?	
6B.7a	*Describe the scale back arrangements Answer this question if your response to Q6B.7 is "Yes".	
6B.8	*In what currency will the offer be made? For example, if the consideration for the issue is payable in Australian Dollars, state AUD.	
6B.9	*Has the offer price been determined?	
6B.9a	*What is the offer price per +security? Answer this question if your response to Q6B.9 is "Yes" using the currency specified in your answer to Q6B.8.	
6B.9b	*How and when will the offer price be determined? Answer this question if your response to Q6B.9 is "No".	

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6B.9c	*Will the offer price be determined by way of a bookbuild?	
	Answer this question if your response to Q6B.9 is "No".	
	If your response to this question is "yes", please note the information that ASX expects to be announced about the results of the bookbuild set out in section 4.12 of Guidance Note 30 Notifying an Issue of Securities and Applying for their Quotation.	
6B.9d	*Provide details of the parameters that will apply to the bookbuild (e.g. the indicative price range for the bookbuild)	
	Answer this question if your response to Q6B.9 is "No" and your response to Q6B.9c is "Yes".	

Part 6C -Proposed non-pro rata offer to wholesale investors under an +information memorandum – timetable

Question No.	Question	Answer
6C.1	*Expected date of +information memorandum	
	*Date when +information memorandum and acceptance forms will be made available to investors	
6C.3	*Offer open date	
6C.4	*Closing date for receipt of acceptances	
6C.6	*Proposed +Issue date	

Part 6D -Proposed non-pro rata offer to wholesale investors under an +information memorandum – listing rule requirements

Question No.	Question	Answer
6D.1	*Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?	
	Answer this question if the issuer is an ASX Listing (i.e. not an ASX Debt Listing or ASX Foreign Exempt Listing).	
6D.1a	*Date of meeting or proposed meeting to approve the issue under listing rule 7.1 Answer this question if the issuer is an ASX Listing and your response to Q6D.1 is "Yes".	
6D.1b	*Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?	
	Answer this question if the issuer is an ASX Listing and your response to Q6D.1 is "No".	

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6D.1b(i)	*How many +securities are proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1? Answer this question if the issuer is an ASX Listing, your	
	response to Q6D.1 is "No" and your response to Q6D.1b is "Yes".	
	Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure B to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1 to issue that number of securities.	
6D.1c	*Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.14 (if applicable)?	
	Answer this question if the issuer is an ASX Listing your response to Q6D.1 is "No".	
6D.1c(i)	*How many +securities are proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?	
	Answer this question if the issuer is an ASX Listing, your response to Q6D.1 is "No" and your response to Q6D.1c is "Yes".	
	Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure C to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1A to issue that number of securities.	

Part 6E -Proposed non-pro rata offer to wholesale investors under an +information memorandum – fees and expenses

Question No.	Question	Answer
6E.1	*Will there be a lead manager or broker to the proposed offer?	
6E.1a	*Who is the lead manager/broker? Answer this question if your response to Q6E.1 is "Yes".	
6E.1b	*What fee, commission or other consideration is payable to them for acting as lead manager/broker? Answer this question if your response to Q6E.1 is "Yes".	
6E.2	*Is the proposed offer to be underwritten?	
6E.2a	*Who are the underwriter(s)? Answer this question if your response to Q6E.2 is "Yes".	
6E.2b	*What is the extent of the underwriting (i.e. the amount or proportion of the offer that is underwritten)? Answer this question if your response to Q6E.2 is Yes	

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1		
6E.2c	*What fees, commissions or other consideration are payable to them for acting as underwriter(s)?	
	Answer this question if your response to Q6E.2 is "Yes".	
	Note: This includes any applicable discount the underwriter receives to the issue price payable by participants in the issue.	
6E.2d	*Provide a summary of the significant events that could lead to the underwriting being terminated	
	Answer this question if your response to Q6E.2 is "Yes".	
	You may cross-refer to another document with this information provided it has been released on the ASX Market Announcements Platform.	
6E.2e	*Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer?	
	Answer this question if the issuer is an ASX Listing and your response to Q6E.2 is "Yes".	
	Note: If your response is "Yes", this will require security holder approval under listing rule 10.11.	
6E.2e(i)	*What is the name of that party?	
	Answer this question if the issuer is ASX Listing and your response to Q6E.2e is "Yes".	
	Note: If there is more than one such party acting as underwriter or sub-underwriter include all of their details in this and the next 2 questions	
6E.2e(ii)	*What is the extent of their underwriting or sub-underwriting (ie the amount or proportion of the issue they have underwritten or sub- underwritten)?	
	Answer this question if the issuer is an ASX Listing and your response to Q6E.2e is "Yes".	
6E.2e(iii)	*What fee, commission or other consideration is payable to them for acting as underwriter or sub-underwriter?	
	Answer this question if the issuer is ASX Listing and your response to Q6E.2e is "Yes".	
	Note: This includes any applicable discount the underwriter or sub-underwriter receives to the issue price payable by participants in the issue.	
6E.3	*Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?	
6E.3a	* Will the handling fee or commission be dollar based or percentage based? Answer this question if your response to Q6E.3 is "Yes".	
6E.3b	*Amount of handling fee or commission payable to brokers who lodge acceptances or renunciations on behalf of eligible +security holders	
	Answer this question if your response to Q6E.3 is "Yes" and your response to Q6E.3a is "dollar based".	

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6E.3c	*Percentage handling fee or commission payable to brokers who lodge acceptances or renunciations on behalf of eligible +security holders	
	Answer this question if your response to Q6E.3 is "Yes" and your response to Q6E.3a is "percentage based".	
6E.3d	Please provide any other relevant information about the handling fee or commission method Answer this question if your response to Q6E.3 is "Yes".	
6E.4	Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer	

Part 6F -Proposed non-pro rata offer to wholesale investors under an +information memorandum – further information

Question No.	Question	Answer
6F.1	*The purpose(s) for which the entity intends to use the cash raised by the proposed offer	☐ For additional working capital
	You may select one or more of the items in the list.	☐ To fund the retirement of debt
		☐ To pay for the acquisition of an asset [provide details below]
		☐ To pay for services rendered [provide details below]
		\square Other [provide details below]
		Additional details:
6F.2	*Will the entity be changing its dividend/distribution policy if the proposed issue is successful?	
6F.2a	*Please explain how the entity will change its dividend/distribution policy if the proposed issue is successful Answer this question if your response to Q6F.2 is "Yes".	
6F.3	*The entity's allocation policy for the offer, including whether or not acceptances from existing +security holders will be given priority	
6F.4	*URL on the entity's website where wholesale investors can download the +information memorandum	
6F.5	Any other information the entity wishes to provide about the proposed offer	

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Part 7 – Details of proposed placement or other issue

If your response to Q1.6 is "A placement or other type of issue", please complete Parts 7A – 7F and the details of the securities proposed to be issued in Part 8.

Part 7A -Proposed placement or other issue – conditions

Question No.	Question		Answer		
7A.1	7A.1 *Are any of the following approvals required for the placement or other type of issue?				
	+Security	/ holder approval			
	•Court ap	proval			
	•Lodgeme	ent of court order with	+ASIC		
	•ACCC a	oproval			
	•FIRB app	oroval			
	•Another • entity	approval/condition ext	ternal to the		
7A.1a	Condition	S		•	
	Answer thes	se questions if your respons	se to 7A.1 is "Yes".		
	the date tha	t you expect to know if the	approval is given (f	one approval can be selected. To for example, the date of the sec nearing in the case of court app.	urity holder meeting in the
*Approval/ Type	condition		estimated or	**Approval received/ condition met?	Comments
			actual?	Please answer "Yes" or "No". Only answer this question when you know the outcome of the approval.	
+Security holder approval					
Court app	roval				
Lodgemer order with	nt of court +ASIC				
ACCC approval					
FIRB approval					
Other (please specify in comment section)					

Details of proposed placement or other issue - issue details Part 7B -

Question No.	Question	Answer
7B.1	Number of +securities proposed to be issued	
	*Are the +securities proposed to be issued being issued for a cash consideration?	
	If the securities are being issued for nil cash consideration, answer this question "No".	

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7B.2a	*In what currency is the cash consideration being paid	
	For example, if the consideration is being paid in Australian Dollars, state AUD.	
	Answer this question if your response to Q7B.1 is "Yes".	
7B.2b	*What is the issue price per +security	
	Answer this question if your response to Q7B.1 is "Yes" and by reference to the issue currency provided in your response to Q7B.1a.	
	Note: you cannot enter a nil amount here. If the securities are being issued for nil cash consideration, answer Q7B.1 as "No" and complete Q7B.1c.	
7B.2c	Please describe the consideration being provided for the +securities Answer this question if your response to Q7B.1 is "No".	
7B.2d	Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities Answer this question if your response to Q7B.1 is "No".	

Part 7C -Proposed placement or other issue – timetable

Question No.	Question	Answer
7C.1	*Proposed +issue date	

Part 7D -Proposed placement or other issue – listing rule requirements

Question No.	Question	Answer
	*Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1? Answer this question if the issuer is an ASX Listing (i.e. not	
	an ASX Debt Listing or ASX Foreign Exempt Listing). *Date of meeting or proposed meeting to approve the issue under listing rule 7.1 Answer this question if the issuer is an ASX Listing and your response to Q7D.1 is "Yes".	
	*Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?	
	Answer this question if the issuer is an ASX Listing and your response to Q7D.1 is "No".	

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7D.1b(i)	*How many +securities are proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?	
	Answer this question the issuer is an ASX Listing, your response to Q7D.1 is "No" and if your response to Q7D.1b is "Yes".	
	Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure B to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1 to issue that number of securities.	
7D.1c	*Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)? Answer this question if the issuer is an ASX Listing and your response to Q7D.1 is "No".	
7D.1c(i)	*How many +securities are proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?	
	Answer this question if the issuer is an ASX Listing, your response to Q7D.1 is "No" and your response to Q7D.1c is "Yes".	
	Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure C to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1A to issue that number of securities.	
7D.1c(ii)	*Please explain why the entity has chosen to do a placement or other issue rather than a +pro rata issue or an offer under a +security purchase plan in which existing ordinary +security holders would have been eligible to participate	
	Answer this question if the issuer is an ASX Listing, your response to Q7D.1 is "No" and your response to Q7D.1c is "Yes".	
7D.2	*Is a party referred to in listing rule 10.11.1 participating in the proposed issue? Answer this question if the issuer is an ASX Listing. Note: If your response is "Yes", this will require security holder approval under listing rule 10.11.	
7D.3	*Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules? Note: the entity should not apply for quotation of restricted securities	
7D.3a	*Please enter, the number and +class of the +restricted securities and the date from which they will cease to be +restricted securities	
	Answer this question if your response to Q7D.3 is "Yes".	
7D.4	*Will any of the +securities to be issued be subject to +voluntary escrow?	

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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	
	Answer this question if your response to Q7D.4 is "Yes".	

Part 7E – Proposed placement or other issue – fees and expenses

Question No.	Question	Answer
7E.1	*Will there be a lead manager or broker to the proposed issue?	
7E.1a	*Who is the lead manager/broker? Answer this question if your response to Q7E.1 is "Yes".	
7E.1b	*What fee, commission or other consideration is payable to them for acting as lead manager/broker? Answer this question if your response to Q7E.1 is "Yes".	
7E.2	*Is the proposed issue to be underwritten?	
7E.2a	*Who are the underwriter(s)? Answer this question if your response to Q7E.2 is "Yes".	
7E.2b	*What is the extent of the underwriting (i.e. the amount or proportion of the issue that is underwritten)? Answer this question if your response to O7E.2 is "Yes".	
7E.2c	*What fees, commissions or other consideration are payable to them for acting as underwriter(s)?	
	Answer this question if your response to Q7E.2 is "Yes". Note: This includes any applicable discount the underwriter receives to the issue price payable by participants in the issue.	
7E.2d	*Provide a summary of the significant events that could lead to the underwriting being terminated	
	Answer this question if your response to Q7E.2 is "Yes". Note: You may cross-refer to a covering announcement or to a separate annexure with this information.	
7E.3	*Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed issue?	
	Answer this question if the issuer is an ASX Listing (i.e. not an ASX Debt Listing or ASX Foreign Exempt Listing) and your response to Q7E.2 is "Yes".	
	Note: If your response is "Yes", this will require security holder approval under listing rule 10.11.	

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7E.3a	*What is the name of that party? Answer this question if the issuer is an ASX Listing and your response to Q7E.3 is "Yes". Note: If there is more than one such party acting as underwriter or sub-underwriter include all of their details in this and the next 2 questions.	
7E.3b	*What is the extent of their underwriting or sub-underwriting (i.e. the amount or proportion of the issue they have underwritten or sub-underwritten)? Answer this question if the issuer is an ASX Listing and your response to Q7E.3 is "Yes".	
7E.3c	*What fee, commission or other consideration is payable to them for acting as underwriter or sub-underwriter? Answer this question if the issuer is an ASX Listing and your response to Q7E.3 is "Yes". Note: This includes any applicable discount the underwriter or sub-underwriter receives to the issue price payable by participants in the issue.	
7E.4	Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue	

Part 7F – Proposed placement or other issue – further information

Question No.	Question	Answer
1	*The purpose(s) for which the entity is issuing the securities You may select one or more of the items in the list.	 □ To raise additional working capital □ To fund the retirement of debt □ To pay for the acquisition of an asset [provide details below] □ To pay for services rendered [provide details below] □ Other [provide details below] Additional details:
	*Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?	
	*Please explain how the entity will change its dividend/distribution policy if the proposed issue proceeds Answer this question if your response to Q7F.2 is "Yes".	
	Any other information the entity wishes to provide about the proposed issue	

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Part 8 – details of +securities proposed to be issued

Answer the relevant questions in this part for the type of +securities the entity proposes to issue. If the entity is proposing to issue more than one class of security, including free attaching securities, please complete a separate version of Part 8 for each class of security proposed to be issued.

Part 8A – type of +securities proposed to be issued

Question No.	Question	Answer
Tick whichever is applicable Note: SPP offers must select "existing quoted class"	Tick whichever is applicable Note: SPP offers must select "existing quoted class"	Additional +securities in a class that is already quoted on ASX ("existing quoted class")
		Additional +securities in a class that is not currently quoted, and not intended to be quoted, on ASX ("existing unquoted class")
	☐ New +securities in a class that is not yet quoted, but is intended to be quoted, on ASX ("new quoted class")	
		☐ New +securities in a class that is not quoted, and not intended to be quoted, on ASX ("new unquoted class")

Note: If the +securities referred to in this form are being offered under a +disclosure document or +PDS and the entity selects the first or third option in its response to question 8A.1 above (existing quoted class or new quoted class), then by lodging this form with ASX, the entity will be taken, for the purposes of sections 711(5) and 1013H (as applicable) of the Corporations Act, to have applied for quotation of those +securities. However, once the final number of +securities offered under the +disclosure document or +PDS is known, the entity must complete and lodge with ASX an Appendix 2A applying for the quotation of that number of +securities.

Part 8B – details of +securities proposed to be issued (existing quoted class or existing unquoted class)

Answer the questions in this Part if your response to Q8A.1 is "existing quoted class" or "existing unquoted class".

Question No.	Question	Answer
8B.1	*ASX security code & description	ORD - 74,924 fully paid ordinary shares 1,500,000 incentive rights
	*Will the +securities to be quoted rank equally in all respects from their issue date with the existing issued +securities in that class?	Yes
	Is the actual date from which the +securities will rank equally (non-ranking end date) known? Answer this question if your response to Q8B.2a is "No".	
	*Provide the actual non-ranking end date Answer this question if your response to Q8B.2a is "No" and your response to Q8B.2b is "Yes".	

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8B.2d	*Provide the estimated non-ranking end period Answer this question if your response to Q8B.2a is "No" and your response to Q8B.2b is "No".	
8B.2e	*Please state the extent to which the +securities do not rank equally:	
	 in relation to the next dividend, distribution or interest payment; or 	
	•for any other reason	
	Answer this question if your response to Q8B.2a is "No".	
	For example, the securities may not rank at all, or may rank proportionately based on the percentage of the period in question they have been on issue, for the next dividend, distribution or interest payment or they may not be entitled to participate in some other event, such as an entitlement issue.	

Part 8C details of +securities proposed to be issued (new quoted class or new unquoted class)

Answer the questions in this Part if your response to Q8A.1 is "new quoted class" or "new unquoted class".

Question No.	Question	Answer
	*+Security description The ASX security code for this security will be confirmed by	
8C.2	ASX in due course. *Security type Select one item from the list. Please select the most appropriate security type from the list. This will determine more detailed questions to be asked about the security later in this section. Select "ordinary fully or partly paid shares/units" for stapled securities or CDIs. For interest rate securities, please select the appropriate choice from either "Convertible debt securities" or "Non-convertible debt securities". Select "Other" for performance shares/units and performance options/rights or if the selections available in the list do not appropriately describe the security being issued.	☐ +Convertible debt securities ☐ Non-convertible +debt securities
	ISIN code Answer this question if you are an entity incorporated outside Australia and you are proposing to issue a new class of securities other than CDIs. See also the note at the top of this form.	
	*Will all the +securities proposed to be issued in this class rank equally in all respects from the issue date?	
005	*Is the actual date from which the +securities will rank equally (non-ranking end date) known? Answer this question if your response to Q8C.4a is "No".	
	*Provide the actual non-ranking end date Answer this question if your response to Q8C.5a is "No" and your response to Q8C.4b is "Yes".	

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8C.4d	*Provide the estimated non-ranking end period	
	Answer this question if your response to Q8C.4a is "No" and your response to Q8C.4b is "No".	
8C.4e	*Please state the extent to which the +securities do not rank equally:	
	 in relation to the next dividend, distribution or interest payment; or 	
	•for any other reason	
	Answer this question if your response to Q8C.4a is "No".	
	For example, the securities may not rank at all, or may rank proportionately based on the percentage of the period in question they have been on issue, for the next dividend, distribution or interest payment; or they may not be entitled to participate in some other event, such as an entitlement issue.	
8C.5	Please attach a document or provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued	
	You may cross-reference a disclosure document, PDS, information memorandum, investor presentation or other announcement with this information provided it has been released to the ASX Market Announcements Platform.	
8C.6	*Have you received confirmation from ASX that the terms of the +securities are appropriate and equitable under listing rule 6.1?	
	Answer this question only if you are an ASX Listing. (ASX Foreign Exempt Listings and ASX Debt Listings do not have to answer this question).	
	If your response is "No" and the securities have any unusual terms, you should approach ASX as soon as possible for confirmation under listing rule 6.1 that the terms are appropriate and equitable.	
8C.7a	Ordinary fully or partly paid shares/units de	tails
	Answer the questions in this section if you selected this se	curity type in your response to Question 8C.2.
	*+Security currency	
	This is the currency in which the face amount of an issue is denominated. It will also typically be the currency in which distributions are declared.	
	*Will there be CDIs issued over the +securities?	
	*CDI ratio	
	Answer this question if you answered "Yes" to the previous question. This is the ratio at which CDIs can be transmuted into the underlying security (e.g. 4:1 means 4 CDIs represent 1 underlying security whereas 1:4 means 1 CDI represents 4 underlying securities).	
	*Is it a partly paid class of +security?	
	l.	<u> </u>

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	*Paid up amount: unpaid amount					
	Answer this question if answered "Yes" to the previous question.					
	The paid up amount represents the amount of application money and/or calls which have been paid on any security considered 'partly paid'					
	The unpaid amount represents the unpaid or yet to be called amount on any security considered 'partly paid'.					
	The amounts should be provided per the security currency (e.g. if the security currency is AUD, then the paid up and unpaid amount per security in AUD).					
	*Is it a stapled +security?					
	This is a security class that comprises a number of ordinary shares and/or ordinary units issued by separate entities that are stapled together for the purposes of trading.					
3C.7b	Option details					
	Answer the questions in this section if you selected this se	curity type in your response to Question Q8C.2.				
	*+Security currency					
	This is the currency in which the exercise price is payable.					
	*Exercise price					
	The price at which each option can be exercised and convert into the underlying security.					
	The exercise price should be provided per the security currency (i.e. if the security currency is AUD, the exercise price should be expressed in AUD).					
	*Expiry date					
	The date on which the options expire or terminate.					
	*Details of the number and type of +security (including its ASX security code if the +security is quoted on ASX) that will be issued if an option is exercised					
	For example, if the option can be exercised to receive one fully paid ordinary share with ASX security code ABC, please insert "One fully paid ordinary share (ASX:ABC)".					
8C.7c	Details of non-convertible +debt securities, +convertible debt securities, or redeemable preference shares/units					
	Answer the questions in this section if you selected one of these security types in your response to Question Q8C.2.					
	Refer to Guidance Note 34 and the "Guide to the Naming Debt and Hybrid Securities" for further information on certa					
	*Type of +security	\square Simple corporate bond				
	Select one item from the list	\square Non-convertible note or bond				
		☐ Convertible note or bond				
		□ Preference share/unit				
		□ Capital note				
		□ Hybrid security				
		□ Other				
	*+Security currency					
	This is the currency in which the face value of the security is denominated. It will also typically be the currency in					

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*Face value		
This is the principal amount of each	security.	
The face value should be provided p currency (i.e. if security currency is a value per security in AUD).		
*Interest rate type		\square Fixed rate
Select one item from the list		☐ Floating rate
Select the appropriate interest rate t		☐ Indexed rate
the security. Definitions for each type Guide to the Naming Conventions a		□ Variable rate
Descriptions for ASX Quoted Debt a	and Hybrid Securities	☐ Zero coupon/no interest
		☐ Other
*Frequency of coupon/intere	st payments per	☐ Monthly
year		☐ Quarterly
Select one item from the list.		□ Semi-annual
		□ Annual
		☐ No coupon/interest payments
		□ Other
*First interest payment date		
A response is not required if you hav coupon/interest payments" in respon above on the frequency of coupon/in	nse to the question	
*Interest rate per annum		
Answer this question if the interest r	ate type is fixed.	
*Is the interest rate per annu this time?	m estimated at	
Answer this question if the interest r	ate type is fixed.	
*If the interest rate per annur then what is the date for this announced to the market (if I	information to be	
Answer this question if the interest r your response to the previous quest		
Answer "Unknown" if the date is not	known at this time.	
*Does the interest rate includer rate, base rate or market rate CPI)?		
Answer this question if the interest r indexed.	ate type is floating or	
*What is the reference rate, market rate?		
Answer this question if the interest indexed and your response to the p "Yes".		
*Does the interest rate include the reference rate, base rate Answer this question if the interest indexed.	or market rate?	

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base perc <i>Ans</i> w	nat is the margin above the reference rate, e rate or market rate (expressed as a cent per annum) ver this question if the interest rate type is floating or	
"Yes"	xed and your response to the previous question is ".	
*Is t	the margin estimated at this time?	
Answ index	wer this question if the interest rate type is floating or ked.	
date	he margin is estimated, then what is the e for this information to be announced to market (if known)	
	ver this question if the interest rate type is floating or xed and your response to the previous question is ".	
Answ	ver "Unknown" if the date is not known at this time.	
1	28F of the Income Tax Assessment Act	□ s128F exempt
	us applicable to the +security ct one item from the list	□ Not s128F exempt
For fi	inancial products which are likely to give rise to a	□ s128F exemption status unknown
Act a	nent to which s128F of the Income Tax Assessment applies, ASX requests issuers to confirm the s128F is of the security:	□ Not applicable
	28F exempt" means interest payments are not taxable o non-residents;	
	t s128F exempt" means interest payments are axable to non-residents;	
	28F exemption status unknown" means the issuer is nable to advise the status;	
"Not a secui	applicable" means s128F is not applicable to this rity	
*Is ti date	the +security perpetual (i.e. no maturity e)?	
*Ma	turity date	
Answ	ver this question if the security is not perpetual	
	lect other features applicable to the	□ Simple
	curity o 4 features can be selected. Further information is	☐ Subordinated
availa	able in the Guide to the Naming Conventions and	☐ Secured
	urity Descriptions for ASX Quoted Debt and Hybrid urities.	☐ Converting
		□ Convertible
		☐ Transformable
		□ Exchangeable
		☐ Cumulative
		☐ Non-Cumulative
		□ Redeemable
		□ Extendable
		□ Reset
		☐ Step-Down
		□ Step-Up
		□ Stapled
		☐ None of the above

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*Is there a first trigger date on which a right of conversion, redemption, call or put can be exercised (whichever is first)?	
*If yes, what is the first trigger date Answer this question if your response to the previous question is "Yes".	
*Details of the number and type of +security (including its ASX security code if the +security is quoted on ASX) that will be issued if the +securities to be quoted are converted, transformed or exchanged	
Answer this question if the security features include "converting", "convertible", "transformable" or "exchangeable".	
For example, if the security can be converted into 1,000 fully paid ordinary shares with ASX security code ABC, please insert "1,000 fully paid ordinary shares (ASX:ABC)".	

Introduced 01/12/19; amended 31/01/20

+ See chapter 19 for defined terms 31 January 2020 Page 48 +Rule 2.7

Appendix 2A

Application for quotation of +securities

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.

If you are an entity incorporated outside Australia and you are seeking quotation of a new class of +securities other than CDIs, you will need to obtain and provide an International Securities Identification Number (ISIN) for that class. Further information on the requirement for the notification of an ISIN is available from the Create Online Forms page. ASX is unable to create the new ISIN for non-Australian issuers.

*Denotes minimum information required for first lodgement of this form, with exceptions provided in specific notes for certain questions. The balance of the information, where applicable, must be provided as soon as reasonably practicable by the entity.

Part 1 - Entity and announcement details

Question no	Question	Answer
	*Name of entity We (the entity here named) apply for +quotation of the following +securities and agree to the matters set out in Appendix 2A of the ASX Listing Rules.1	MESOBLAST LIMITED
	*Registration type and number Please supply your ABN, ARSN, ARBN, ACN or another registration type and number (If you supply another registration type, please specify both the type of registration and the registration number).	ABN: 68 109 431 870
1.3	*ASX issuer code	MSB
1.4	*This announcement is Tick whichever is applicable.	☑ A new announcement ☐ An update/amendment to a previous announcement ☐ A cancellation of a previous announcement
	*Reason for update Mandatory only if "Update" ticked in Q1.4 above. A reason must be provided for an update.	
1.4b	*Date of previous announcement to this update Mandatory only if "Update" ticked in Q1.4 above.	
1.4c	*Reason for cancellation Mandatory only if "Cancellation" ticked in Q1.4 above.	
1.4d	*Date of previous announcement to this cancellation Mandatory only if "Cancellation" ticked in Q1.4 above.	

Appendix 2A of the Listing Rules includes a warranty that an offer of the securities for sale within 12 months after their issue will not require disclosure under section 707(3) or 1012C(6) of the Corporations Act. If the securities to be quoted have been issued by way of a pro rata offer, to give this warranty, you will generally need to have lodged a cleansing notice with ASX under section 708AA(2)(f) or 1012DAA(2)(f) of the Corporations Act within 24 hours before the securities are offered (see ASIC Regulatory Guide 189 *Disclosure relief for rights issues*). If in doubt, please consult your legal adviser.

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This appendix is *not* available as an online formAppendix 2A

Please fill in and submit as a PDF announcement Application for quotation of +securities

1.5 *Date of this announcement 7 July 2020

Part 2 – Type of issue

Question No.	Question	Answer
2.1	*The +securities to be quoted are: Select whichever item is applicable. If you wish to apply for quotation of different types of issues of securities, please complete a separate Appendix 2A for each type of issue.	 ☑ Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B ☐ Being issued under a +dividend or distribution plan ☐ Being issued as a result of options being exercised or other +convertible securities being converted ☐ Unquoted partly paid +securities that have been paid up and are now quoted fully paid +securities ☐ +Restricted securities where the escrow period has expired or is about to expire ☐ +Securities previously issued under an +employee incentive scheme where the restrictions on transfer have ceased or are about to cease ☐ +Securities issued under an +employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer ☐ Other
2.2a.1	*Date of Appendix 3B notifying the market of the proposed issue of +securities for which quotation is now being sought Answer this question if your response to Q2.1 is "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B"	7 July 2020
2.2a.2	*Are there any further issues of +securities yet to take place to complete the transaction(s) referred to in the Appendix 3B? Answer this question if your response to Q2.1 is "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B".	Yes

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_		
2.2a.2.1	*Please provide details of the further issues of +securities yet to take place to complete the transaction(s) referred to in the Appendix 3B Answer this question if your response to Q2.1 is "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.2a.2 is "Yes".	1,500,000 unquoted incentive rights to acquire fully paid ordinary shares at a price per share of A\$2.86 and expiring three years after the issue date
	Please provide details of the proposed dates and number of securities for the further issues. This may be the case, for example, if the Appendix 3B related to an accelerated pro rata offer with an institutional component being quoted on one date and a retail component being quoted on a later date.	
2.2b.1	*Date of Appendix 3A.1 lodged with ASX in relation to the underlying +dividend or distribution Answer this question if your response to Q2.1 is "Being"	
	issued under a dividend or distribution plan".	
2.2b.2	*Does the +dividend or distribution plan meet the requirement of listing rule 7.2 exception 4 that it does not impose a limit on participation?	
	Answer this question if your response to Q2.1 is "Being issued under a dividend or distribution plan".	
	Note: Exception 4 only applies where security holders are able to elect to receive all of their dividend or distribution as securities. For example, Exception 4 would not apply in the following circumstances: 1) The entity has specified a dollar limit on the level of participation e.g. security holders can only participate to a maximum value of \$x\$ in respect of their entitlement, or 2) The entity has specified a maximum number of securities that can participate in the plan e.g. security holders can only receive securities in lieu of dividend payable for x number of securities.	
2.2c.1	Please state the number and type of options that were exercised or other +convertible securities that were converted (including their ASX security code) Answer this question if your response to Q2.1 is "Being issued as a result of options being exercised or other convertible securities being converted".	
2.2c.2	And the date the options were exercised or other +convertible securities were converted	
	Answer this question if your response to Q2.1 is "Being issued as a result of options being exercised or other convertible securities being converted".	
	Note: If this occurred over a range of dates, enter the date the last of the options was exercised or convertible securities was converted.	
2.2d.1	Please state the number and type of partly paid +securities (including their ASX security code) that were fully paid up	
	Answer this question if your response to Q2.1 is "Unquoted partly paid securities that have been paid up and are now quoted fully paid securities".	

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And the date the *securities were fully paid up Answer this question if your response to Q2.1 is "Unquoted partly paid securities that have been paid up and are now quoted fully paid securities". Note: If this occurred over a range of dates, enter the date the last of the securities was fully paid up.	
Please state the number and type of +restricted securities (including their ASX security code) where the escrow period has expired or is about to expire Answer this question if your response to Q2.1 is Restricted securities where the escrow period has	
expired or is about to expire".	
And the date the escrow restrictions have ceased or will cease Answer this question if your response to Q2.1 is "Restricted securities where the escrow period has expired or is about to expire".	
Note: If this occurred over a range of dates, enter the date the last of the escrow restrictions has ceased or will cease.	
Please state the number and type of +securities (including their ASX security code) previously issued under the +employee incentive scheme where the restrictions on transfer have ceased or are about to cease	
Answer this question if your response to Q2.1 is "Securities previously issued under an employee incentive scheme where the restrictions on transfer have ceased or are about to cease".	
And the date the restrictions on transfer have ceased or will cease: Answer this question if your response to Q2.1 is "Securities previously issued under an employee incentive scheme where the restrictions on transfer have ceased or are about to cease". Note: If this occurred over a range of dates, enter the date the last of the restrictions on transfer has ceased or are about to cease.	
Please state the number and type of +securities (including their ASX security code) issued under an +employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer".	
	Answer this question if your response to Q2.1 is "Unquoted partly paid securities that have been paid up and are now quoted fully paid securities". Note: If this occurred over a range of dates, enter the date the last of the securities was fully paid up. Please state the number and type of +restricted securities (including their ASX security code) where the escrow period has expired or is about to expire Answer this question if your response to Q2.1 is "Restricted securities where the escrow period has expired or is about to expire". And the date the escrow restrictions have ceased or will cease Answer this question if your response to Q2.1 is "Restricted securities where the escrow period has expired or is about to expire". Note: If this occurred over a range of dates, enter the date the last of the escrow restrictions has ceased or will cease. Please state the number and type of +securities (including their ASX security code) previously issued under the +employee incentive scheme where the restrictions on transfer have ceased or are about to cease Answer this question if your response to Q2.1 is "Securities previously issued under an employee incentive scheme where the restrictions on transfer have ceased or are about to cease". And the date the restrictions on transfer have ceased or will cease: Answer this question if your response to Q2.1 is "Securities previously issued under an employee incentive scheme where the restrictions on transfer have ceased or are about to cease". And the date the restrictions on transfer have ceased or are about to cease." Please state the number and type of +securities previously issued under an employee incentive scheme where the restrictions on transfer have ceased or are about to cease." Please state the number and type of +securities (including their ASX security code) issued under an +employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer or that are to be quoted

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Please fill	in and submit as a PDF a	announcement	Applicatio	n for quotation of +securit
		-		
2.2g.2	*Please attach a documer of a URL link for a documer detailing the terms of the scheme or a summary of Answer this question if your resp. "Securities issued under an emp	ent lodged with ASX +employee incentive the terms.		
	that are not subject to a restriction to be quoted notwithstanding the transfer".	on on transfer or that are		
2.2g.3	*Are any of these +securit +key management persor +associate			
	Answer this question if your resp "Securities issued under an emp that are not subject to a restriction to be quoted notwithstanding the transfer".	oloyee incentive scheme on on transfer or that are		
2.2g.3.a	*Provide details of the rec	ipients and the numb	er of +securit	ties issued to each of them.
	not subject to a restriction on tra your response to Q2.2g.3 is "Yes securities are being issued to the	nsfer or that are to be quo s". Repeat the detail in the e KMP, repeat the name of	ted notwithstand table below for e f the KMP or inse	an employee incentive scheme that a ding there is a restriction on transfer' each KMP involved in the issue. If the ent "Same" in "Name of registered he e of the associate in "Name of registered to the associate in "Name of registered".
	Name of KMP	Name of register	ed holder	Number of +securities
	Tune or tun	rame or regioner	- Troider	realiser of voccurace
2.2h.1	*The purpose(s) for which the +securities is: Answer this question if your resp. You may select one or more of to	ponse to Q2.1 is "Other". the items in the list.	☐ To fund the ☐ To pay for [provide of [provide of [provide of	re retirement of debt rethe acquisition of an asset details below] reservices rendered details below] ovide details below]
2.2h.2	*Please provide any furtheneeded to understand the which you are applying to +securities quoted on AS; applicable) why the issue has not been previously a market in an Appendix 3B You must answer this question in "Other". If there is no other informanswer "Not applicable" or "N/A"	circumstances in have these X, including (if of the +securities nnounced to the f your response to Q2.1 is mation to provide, please		
2.2i	*Are these +securities bei +disclosure document or		Yes	

Answer this question if your response to Q2.1 is any option other than "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B".

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This app	endix is <i>not</i> available as an online formApper	ndix 2A	
Please f	ill in and submit as a PDF announcement	Application for quotation of +securities	
2.2i.1	*Date of +disclosure document or +PDS?	7 July 2020	
	Answer this question if your response to Q2.1 is any option other than "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.2 is "Yes". Under the Corporations Act, the entity must apply for quotation of the securities within 7 days of the date of the		
2.3	disclosure document or PDS. *The +securities to be quoted are: Tick whichever is applicable	☑ Additional +securities in a class that is already quoted on ASX ("existing class")	
		☐ Now ±cocurities in a class that is not yet	

Part 3A – number and type of +securities to be quoted (existing class or new class) where issue has previously been notified to ASX in an Appendix 3B

quoted on ASX ("new class")

Answer the questions in this Part if your response to Q2.1 is "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.3 is "existing class" or "new class".

Question No.	Question	Answer
3A.1	*ASX security code & description	ORD – Fully paid ordinary shares
3A.2	*Number of +securities to be quoted	74,924

Part 3B – number and type of +securities to be quoted (existing class) where issue has not previously been notified to ASX in an Appendix 3B

Answer the questions in this Part if your response to Q2.1 is anything other than "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.3 is "existing class".

Question No.	Question	Answer
3B.1	*ASX security code & description	
3B.2	*Number of +securities to be quoted	
	*Will the +securities to be quoted rank equally in all respects from their issue date with the existing issued +securities in that class?	
	Is the actual date from which the +securities will rank equally (non-ranking end date) known? Answer this question if your response to Q3B.3a is "No".	
	*Provide the actual non-ranking end date Answer this question if your response to Q3B.3a is "No" and your response to Q3B.3b is "Yes".	
	*Provide the estimated non-ranking end period Answer this question if your response to Q3B.3a is "No" and your response to Q3B.3b is "No".	

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to ASX in an Appendix 3	• • • • • • • • • • • • • • • • • • • •	here issue has not previously been notified
in this Part if your response to O2.1 is anything of		
	her than "Being issued as part of a transaction or transacti	ons previously announced to the market in an Appendix 3B" and your respons
stion	Answer	
urity description		
urity type one item from the list that best describes the ties the subject of this form. This will determine letailed questions to be asked about the security this section. Select "ordinary fully or partly paid s'units" for stapled securities or CDIs. For interest ecurities, please select the appropriate choice from "Convertible debt securities" or "Non-convertible ecurities". Select "Other" for performance s'units and performance options/rights or if the ons available in the list do not appropriately be the security being issued.	☐ Ordinary fully or partly paid shares/units ☐ Options ☐ +Convertible debt securities ☐ Non-convertible +debt securities ☐ Redeemable preference shares/units ☐ Other	
code If this question if you are an entity incorporated Australia and you are seeking quotation of a new of securities other than CDIs. See also the note at of this form.		
nber of +securities to be quoted		
all the +securities issued in this class equally in all respects from the issue		
e actual date from which the +securities ank equally (non-ranking end date) in? er this question if your response to Q3C.5a is "No".		
ride the actual non-ranking end date er this question if your response to Q3C.5a is "No" our response to Q3C.5b is "Yes".		
ride the estimated non-ranking end d er this question if your response to Q3C.5a is "No" our response to Q3C.5b is "No".		
e ar vie e vie d	actual date from which the +securities nk equally (non-ranking end date)? this question if your response to Q3C.5a is "No". de the actual non-ranking end date this question if your response to Q3C.5a is "No" r response to Q3C.5b is "Yes". de the estimated non-ranking end this question if your response to Q3C.5a is "No" r response to Q3C.5b is "No".	actual date from which the +securities nk equally (non-ranking end date)? this question if your response to Q3C.5a is "No". de the actual non-ranking end date this question if your response to Q3C.5a is "No" r response to Q3C.5b is "Yes". de the estimated non-ranking end this question if your response to Q3C.5a is "No"

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in relation to the next dividend, distribution or

*Please state the extent to which the +securities do not rank equally:

interest payment; or •for any other reason

3B.3e

3C.5e	*Please state the extent to v +securities do not rank equa			
	 in relation to the next divide interest payment; or 	end, distribution or		
	for any other reason			
	Answer this question if your respor	nse to Q3C.5a is "No".		
	For example, the securities may no rank proportionately based on the period in question they have been dividend, distribution or interest pa be entitled to participate in some of entitlement issue.	percentage of the on issue, for the next yment; or they may not		
3C.6	Please attach a document of link for a document lodged vout the material terms of the quoted	with ASX setting		
	You may cross-reference a disclos information memorandum, investor announcement with this information released to the ASX Market Annou	r presentation or other n provided it has been		
3C.7	*Have you received confirm that the terms of the +secur appropriate and equitable u 6.1?	ities are		
	Answer this question only if you an Foreign Exempt Listings and ASX have to answer this question).			
	If your response is "No" and the se unusual terms, you should approac possible for confirmation under list terms are appropriate and equitabl	ch ASX as soon as ing rule 6.1 that the		
3C.8		ding the number of	f recipients and	ording to the categories set out of the total percentage of the ne
	Number of +securities he	eldNumber of hold	ers	Total percentage of +securities held
	1 – 1,000			
	1,001 – 5,000			
	5,001 – 10,000			
1	1 1 1	1		I I

Number of +securities held	Total percentage of +securities held
1 – 1,000	
1,001 – 5,000	
5,001 – 10,000	
10,001 - 100,000	
100,001 and over	

Answer this question only if you are an ASX Listing (ASX Foreign Exempt Listings and ASX Debt Listings do not have to answer this question) and the securities to be quoted have already been issued.

Note: if the securities to be quoted have not yet been issued, under listing rule 3.10.5, you will need to provide to ASX a list of the 20 largest recipients of the new +securities, and the number and percentage of the new +securities received by each of those recipients, and a distribution schedule for the securities when they are issued.

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3C.9a	Ordinary fully or partly paid shares/units d	letails
00.5u	Answer the questions in this section if you selected this s	
	*+Security currency	
	This is the currency in which the face amount of an issue is denominated. It will also typically be the currency in which distributions are declared.	
	*Will there be CDIs issued over the +securities?	
	*CDI ratio Answer this question if you answered "Yes" to the previous question. This is the ratio at which CDIs can be transmuted into the underlying security (e.g. 4:1 means 4 CDIs represent 1 underlying security whereas 1:4 means 1 CDI represents 4 underlying securities).	
	*Is it a partly paid class of +security?	
	*Paid up amount: unpaid amount Answer this question if answered "Yes" to the previous question. The paid up amount represents the amount of application money and/or calls which have been paid on any security considered 'partly paid'	
	The unpaid amount represents the unpaid or yet to be called amount on any security considered 'partly paid'.	
	The amounts should be provided per the security currency (e.g. if the security currency is AUD, then the paid up and unpaid amount per security in AUD).	
	*Is it a stapled +security? This is a security class that comprises a number of ordinary shares and/or ordinary units issued by separate entities that are stapled together for the purposes of trading.	
3C.9b	Option details Answer the questions in this section if you selected this s	security type in your response to Question 3C.2.
	*+Security currency This is the currency in which the exercise price is payable.	9,5-11,7-11
	*Exercise price The price at which each option can be exercised and convert into the underlying security.	
	The exercise price should be provided per the security currency (i.e. if the security currency is AUD, the exercise price should be expressed in AUD).	
	*Expiry date The date on which the options expire or terminate.	
	*Details of the number and type of +security (including its ASX security code if the +security is quoted on ASX) that will be issued if an option is exercised	
	For example, if the option can be exercised to receive one fully paid ordinary share with ASX security code ABC, please insert "One fully paid ordinary share (ASX:ABC)".	

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This app	endix is <i>not</i> available as an online formAppe	endix 2A	
Please fil	ll in and submit as a PDF announcement	Application for quotation of +securities	
			1
3C.9c	Details of non-convertible +debt securities	, +convertible debt securities, or	

3C.9c	Details of non-convertible +debt securities redeemable preference shares/units	s, +convertible debt securities, or
	1	of these security types in your response to Question 3C.2. g <u>Conventions and Security Descriptions for ASX Quoted</u> ertain terms used in this section
	*Type of +security	☐ Simple corporate bond
	Select one item from the list	☐ Non-convertible note or bond
		☐ Convertible note or bond
		☐ Preference share/unit
		□ Capital note
		☐ Hybrid security
		□ Other
	4.0	
	*+Security currency	
	This is the currency in which the face value of the security is denominated. It will also typically be the currency in which interest or distributions are paid.	
	Face value	
	This is the principal amount of each security.	
	The face value should be provided per the security currency (i.e. if security currency is AUD, then the face value per security in AUD).	
	*Interest rate type	☐ Fixed rate
	Select one item from the list	☐ Floating rate
	Select the appropriate interest rate type per the terms of the security. Definitions for each type are provided in the	
	Guide to the Naming Conventions and Security	□ Variable rate
	Descriptions for ASX Quoted Debt and Hybrid Securities	s □ Zero coupon/no interest
		□ Other
	Frequency of coupon/interest payments per	☐ Monthly
	year	☐ Quarterly
	Select one item from the list.	□ Semi-annual
		□ Annual
		☐ No coupon/interest payments
		□ Other
	First interest payment date	
	A response is not required if you have selected "No coupon/interest payments" in response to the question above on the frequency of coupon/interest payments	
	Interest rate per annum	
	Answer this question if the interest rate type is fixed.	
	*Is the interest rate per annum estimated at this time?	
	Answer this question if the interest rate type is fixed.	

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fill in and submit as a PDF announcement	Application for quotation of +securities
If the interest rate per annum is estimated, then what is the date for this information to be announced to the market (if known)	
Answer this question if the interest rate type is fixed and your response to the previous question is "Yes".	
Answer "Unknown" if the date is not known at this time.	
*Does the interest rate include a reference rate, base rate or market rate (e.g. BBSW or CPI)?	
Answer this question if the interest rate type is floating or indexed.	
*What is the reference rate, base rate or market rate?	
Answer this question if the interest rate type is floating or indexed and your response to the previous question is "Yes".	
*Does the interest rate include a margin above the reference rate, base rate or market rate? Answer this question if the interest rate type is floating or indexed.	
*What is the margin above the reference rate, base rate or market rate (expressed as a percent per annum) Answer this question if the interest rate type is floating or indexed and your response to the previous question is "Yes".	
*S128F of the Income Tax Assessment Act status applicable to the +security Select one item from the list For financial products which are likely to give rise to a payment to which s128F of the Income Tax Assessment Act applies, ASX requests issuers to confirm the s128F status of the security: *"s128F exempt" means interest payments are not taxable to non-residents; "Not s128F exempt" means interest payments are taxable to non-residents;	□ s128F exempt □ Not s128F exempt □ s128F exemption status unknown □ Not applicable

*Maturity date

"s128F exemption status unknown" means the issuer is unable to advise the status; "Not applicable" means s128F is not applicable to this security

*Is the +security perpetual (i.e. no maturity date)?

Answer this question if the security is not perpetual

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ill in and submit as a PDF announcement	Application for quotation of +securitie
*Select other features applicable to the +security Up to 4 features can be selected. Further information is available in the Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities.	□ Simple □ Subordinated □ Secured □ Converting □ Convertible □ Transformable □ Exchangeable □ Cumulative □ Non-Cumulative □ Redeemable □ Extendable □ Reset □ Step-Down □ Step-Up □ Stapled □ None of the above
*Is there a first trigger date on which a right of conversion, redemption, call or put can be exercised (whichever is first)?	
*If yes, what is the first trigger date Answer this question if your response to the previous question is "Yes".	
Details of the number and type of +security (including its ASX security code if the +security is quoted on ASX) that will be issued if the +securities to be quoted are converted, transformed or exchanged Answer this question if the security features include "converting", "convertinle", "transformable" or "exchangeable". For example, if the security can be converted into 1,000 fully paid ordinary shares with ASX security code ABC, please insert "1,000 fully paid ordinary shares (ASX:ABC)".	

Question No.	Question	Answer
	*Have the +securities to be quoted been issued yet?	No
	*What was their date of issue? Answer this question if your response to Q4.1 is "Yes".	
	*What is their proposed date of issue? Answer this question if your response to Q4.1 is "No".	7 July 2020
	*Are the +securities to be quoted being issued for a cash consideration? If the securities are being issued for nil cash consideration, answer this question "No".	No

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4.2a	*In what currency is the cash consideration being paid	
	For example, if the consideration is being paid in Australian Dollars, state AUD.	
	Answer this question if your response to Q4.2 is "Yes".	
4.2b	*What is the issue price per +security	
	Answer this question if your response to Q4.2 is "Yes" and by reference to the issue currency provided in your response to Q4.2a.	
	Note: you cannot enter a nil amount here. If the securities are being issued for nil cash consideration, answer Q4.2 as "No" and complete Q4.2c and Q4.2d.	
4.2c	Please describe the consideration being provided for the +securities to be quoted Answer this question if your response to Q4.2 is "No".	Payment in connection with provision of facility in accordance with the terms of the Kentgrove Facility Agreement.
4.2d	Please provide an estimate (in AUD) of the value of the consideration being provided per +security for the +securities to be quoted Answer this question if your response to Q4.2 is "No".	A\$3.67 per share
4.3	Any other information the entity wishes to provide about the issue	No

Part 5 – Issued capital following quotation

Following the quotation of the +securities the subject of this application, the issued capital of the entity will comprise:

Note: the figures provided in the tables in sections 5.1 and 5.2 below are used to calculate the total market capitalisation of the entity published by ASX from time to time. Please make sure you include in the relevant table each class of securities issued by the entity.

If you have quoted CHESS Depository Interests (CDIs) issued over your securities, include them in the table in section 5.1 and include in the table in section 5.2 any securities that do not have CDIs issued over them (and therefore are not quoted on ASX).

Restricted securities should only be included in the table in section 5.1 if you are applying to have them quoted because the escrow period for the securities has expired or is about to expire. Otherwise include them in the table in section 5.2.

5.1 *Quoted +securities (total number of each +class of +securities quoted on ASX following the +quotation of the +securities the subject of this application)

ASX security code and description	Total number of +securities on issue
Ordinary shares	584,024,536

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ASX security code and description	Total number of +securities on issu
Unquoted options	32,551,491
Incentive rights	2,400,000

Part 6 – Other Listing Rule requirements

The questions in this Part should only be answered if you are an ASX Listing (ASX Foreign Exempt Listings and ASX Debt Listings do not need to complete this Part) and:

- your response to Q2.1 is "Being issued under a dividend/distribution plan" and the response to Q2.2b.2 is "No"; or

Note that if your response to Q2.1 is "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B", it is assumed that you will have provided the information referred to in this Part in the Appendix 3B.

Question No.	Question	Answer
6.1	*Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?	Provided in the relevant Appendix 3B
6.1a	*Date of meeting or proposed meeting to approve the issue under listing rule 7.1 Answer this question if the response to Q6.1 is "Yes".	
6.1b	*Are any of the +securities being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1? Answer this question if the response to Q6.1 is "No".	
6.1b.1	*How many +securities are being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1? Answer this question if the response to Q6.1 is "No" and the response to Q6.1 b is "Yes". Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure B to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1 to issue that number of securities.	
6.1c	*Are any of the +securities being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)? Answer this question if the response to Q6.1 is "No".	Provided in the relevant Appendix 3B

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Please fill in and submit as a PDF announcement Application for quotation of +securities

6.1c.1 *How many +securities are being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?

Answer this question if the response to Q6.1 is "No" and the response to Q6.1c is "Yes".

Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure C to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1A to issue that number of securities.

Introduced 01/12/19, amended 31/01/20

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