

## Osprey Medical, Inc.

### Disclosure Under Listing Rules 3.10.5A and 7.1A.4(b)

**Minnesota, United States and Melbourne, Australia – 11 August 2016** – Osprey Medical, Inc. (ASX: OSP) (Osprey or the Company) provides the following information in accordance with ASX Listing Rules 3.10.5A and 7.1A.4(b).

#### Background

Osprey announced on 4 August 2016 that it had received commitments from sophisticated and institutional investors to subscribe for 100 Million CHESS Depository Interests (**CDIs**) (representing 50 Million shares of Common Stock) at A\$0.28 per CDI to raise approximately A\$28 Million (**Placement**).

Osprey announced that:

- the Placement will be completed in two tranches with Tranche 1 consisting of approximately 38.5 Million CDIs (representing approximately 19.3 Million shares of Common Stock); and
- Tranche 2 will consist of approximately 61.5 Million CDIs (representing approximately 30.8 Million shares of Common Stock) to be issued subject to stockholder approval at a special meeting of stockholders to be convened by the Company on or about Tuesday, 30 August 2016.

#### Information disclosed under Listing Rules 3.10.5A and 7.1A.4(b)

- (a) Osprey has today issued 38,540,000 CDIs (representing 19,270,000 shares of Common Stock) to complete Tranche 1 of the Placement and those CDIs will rank equally with the existing CDIs on issue (**Tranche 1 CDIs**). The Company now has 192,707,826 CDIs (representing 96,353,913 shares of Common Stock) on issue following the allotment today of the Tranche 1 CDIs.

Of the Tranche 1 CDIs, 15,414,826 CDIs (representing 7,707,413 shares of Common Stock) were issued pursuant to Listing Rule 7.1A and 23,125,174 CDIs (representing 11,562,587 shares of Common Stock) were issued pursuant to Listing Rule 7.1.

Details of the dilution [to the existing holders of CDIs], based upon the 192,707,826 CDIs now on issue, follow below:

- dilution as a result of the issue of Tranche 1 CDIs under Listing Rule 7.1A is approximately 8%; and
- dilution as a result of the issue of Tranche 1 CDIs under Listing Rule 7.1 is approximately 12%.

- (b) The Company issued the CDIs as a placement under ASX Listing Rule 7.1A as it considered this the most efficient and expedient mechanism for raising the majority of the funds required to achieve its stated objectives. A Security Purchase Plan, which enables existing CDI holders to acquire securities at the same issue price of A\$0.28 per CDI, will be offered to all CDI holders in Australia and New Zealand.
- (c) No underwriting arrangements were in place for the Placement.
- (d) The Company incurred the following fees / other commissions in connection with the Tranche 1 CDIs issued today:

<b>Professional Advisers - Joint Lead Managers and Capital Markets Adviser</b>	<b>Fees / Commissions on Tranche 1</b>
<p>The joint lead managers to the Placement were Canaccord Genuity (Australia) Limited (<b>Canaccord</b>) and Bell Potter Securities Limited (<b>Bell Potter</b>).</p> <p>The independent capital markets adviser to the Placement was Vesparum Capital Pty Ltd (<b>Vesparum</b>).</p>	<p>Aggregate fee of A\$647,472</p>

- (e) If Tranche 2 is approved by the Company's stockholders, the Company is expected to incur the following fees / other commissions in connection with Tranche 2 of the Placement:

<b>Professional Advisers - Joint Lead Managers and Capital Markets Adviser</b>	<b>Fees / Commissions on Tranche 2</b>
<p>Canaccord and Bell Potter</p> <p>Vesparum</p>	<p>Aggregate fee of approximately A\$432,528</p>

### **Appendix 3B**

Details of the CDIs allotted and to be allotted under the Placement are provided in a separate Appendix 3B.

**Further information:****About Osprey**

Osprey Medical, Inc. is focused on protecting patients from the harmful effects of X-ray dye (contrast) used during commonly performed angiographic imaging procedures. The Company's core technologies originated from research conducted by Dr. David Kaye at Melbourne's Baker IDI Heart and Diabetes Institute. Its proprietary dye reduction and monitoring technologies are designed to help physicians minimize dye usage. The Company's DyeVert™ System is a next-generation product that reduces contrast while maintaining image quality in a self-adjusting easy-to-use design. Osprey Medical's Board and Management are comprised of experienced and successful personnel with established track records covering medical device development, regulatory approvals, sales and marketing, and mergers-acquisitions. Osprey Medical's advisory board comprises world-recognised experts in heart and kidney diseases.

**Forward-Looking Statements**

This announcement contains or may contain forward-looking statements that are based on management's beliefs, assumptions and expectations and on information currently available to management. All statements that address operating performance, events or developments that we expect or anticipate will occur in the future are forward-looking statements, including without limitation our expectations with respect to our ability to commercialize our products including our estimates of potential revenues, costs, profitability and financial performance; our ability to develop and commercialize new products including our ability to obtain reimbursement for our products; our expectations with respect to our clinical trials, including enrolment in or completion of our clinical trials and our associated regulatory submissions and approvals; our expectations with respect to the integrity or capabilities of our intellectual property position. Management believes that these forward-looking statements are reasonable as and when made. You should not place undue reliance on forward-looking statements because they speak only as of the date when made. Osprey does not assume any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Osprey may not actually achieve the plans, projections or expectations disclosed in forward-looking statements, and actual results, developments or events could differ materially from those disclosed in the forward-looking statements.

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