

6 November 2018

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

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

### Background

Osprey announced on 30 October 2018 that it had entered into an agreement with Allan Gray, a leading investment management firm, to subscribe for 64,516,130 CHES Depositary Interests (CDIs) (representing 32,258,065 shares of common stock) at a price of A\$0.155 per new CDI to raise A\$10.0m (before costs and expenses) (**Placement**).

Osprey confirmed that the Placement would fall within Osprey's 15% placement capacity under ASX Listing Rule 7.1 and its 10% placement capacity under ASX Listing Rule 7.1A.

Osprey also announced that it will be undertaking a pro rata, non-renounceable entitlement offer of up to approximately 67.9 million new CDIs (representing approximately 33.95 million new fully paid shares of common stock) at A\$0.155 per CDI to raise a maximum of approximately A\$10.5 million (before costs and expenses) (**Entitlement Offer**).

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

- (a) Osprey has today issued 64,516,130 CDIs (representing 32,258,065 shares of common stock) under the Placement and those CDIs will rank equally with the existing CDIs on issue (**Placement CDIs**). The Company is expected to have 471,925,978 CDIs (representing 235,962,989 shares of common stock) on issue following the allotment today and the completion of the Entitlement Offer on 23 November 2018.

Of the Placement CDIs, 13,589,900 CDIs (representing 6,794,950 shares of common stock) were issued pursuant to Listing Rule 7.1A and 50,926,230 CDIs (representing 25,463,115 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 number of CDIs the Company will have on issue following the allotment today, follow below:

- dilution as a result of the issue of the Placement CDIs under Listing Rule 7.1A is approximately 3.4%; and

- dilution as a result of the issue of the Placement CDIs under Listing Rule 7.1 is approximately 12.6%.<sup>1</sup>
- (b) The Placement is being conducted together with the Entitlement Offer, with the holder of CDIs acquired under the Placement not eligible to participate in the Entitlement Offer. The Company considered this structure (including the Placement CDIs issued under ASX Listing Rule 7.1A) the most efficient and expedient mechanism for raising the funds required to achieve its stated objectives, whilst ensuring that existing eligible investors are able to participate in the capital raising. As previously advised, the Entitlement Offer, at A\$0.155 per CDI (the same price as under the Placement), will be made to all CDI holders with a registered address in Australia, New Zealand, Hong Kong or Singapore who were registered as holders of the Company's CDIs as at 7.00pm (Melbourne time) on Friday, 2 November 2018.
- (c) No underwriting arrangements were in place for the Placement.
- (d) The Company incurred (or expects to incur) the following fees / other commissions in connection with the CDIs issued today:

Fees / Commissions	Amount
Estimate of fees in connection with the Placement, including ASX listing fees, share registry, secretarial, legal and corporate advisory expenses	Approximately \$160,000

### Appendix 3B

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

### About Osprey

Osprey Medical 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.

<sup>1</sup> Note these percentages exclude the proposed issue of CDIs under the Entitlement Offer.

US OFFICE & HEADQUARTERS: Suite 250 | 5600 Rowland Road | Minnetonka MN 55343 | Tel: +1 952.955.8230 | Fax: +1 952.955.8171 |

AUSTRALIAN OFFICE: Level 13, 41 Exhibition Street | Melbourne VIC 3000 | Tel: +61 410 442 393 | Fax: +61 3 9663 6609 |

AUSTRALIAN POSTAL ADDRESS: PO BOX 18355 | Collins Street East | Melbourne VIC 8003

Osprey Medical Inc. (ARBN 152 854 923) is a foreign company incorporated in Delaware, USA.

[www.ospreymed.com](http://www.ospreymed.com)

## 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.

## Restrictions on resale of securities in the United States

The securities to be offered have not been registered under the United States Securities Act of 1933, as amended (**U.S. Securities Act**), or any state securities laws, and until so registered, may not be offered or sold in the United States (**U.S.**) except pursuant to an exemption from the registration requirements of the US Securities Act and applicable state securities laws.

The Placement was made available to investors in reliance on the exemption from registration contained in Regulation S of the U.S. Securities Act for offers of securities which are made outside the U.S. This means that the CDIs issued in the Placement are subject to restrictions under Regulation S.

In order to comply with the requirements of Regulation S, investors may not re-sell any Placement CDIs (or underlying securities) into the U.S. to a U.S. person or for the account or benefit of a U.S. Person for a period of one year after the date of issue of the securities unless the re-sale of the securities is registered under the U.S. Securities Act or an exemption from registration is available.

Accordingly, in order to enforce the above transfer restrictions whilst ensuring that holders can still trade their CDIs on ASX, the CDIs will bear a "FOR US" designation on ASX. As a result of the imposition of the "FOR US" designation, all shareholders of the Company will be restricted from selling their CDIs on ASX to U.S. persons.

This announcement is not an offer to sell, nor a solicitation of an offer to buy any securities, nor shall there be any sale of these securities in any state or jurisdiction in which the offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction or an applicable exemption therefrom.

Media	Investors	Company
Andrew Hamilton Mana Communications T: (61) 420 447 669 <a href="mailto:ah@manacommunications.com">ah@manacommunications.com</a>	Rebecca Wilson Buchan Consulting M: (61) 417 382 391 <a href="mailto:rwilson@buchanwe.com.au">rwilson@buchanwe.com.au</a>	Doug Schoenberg VP of Marketing T: (952) 955 8230 <a href="mailto:dschoenberg@ospreymed.com">dschoenberg@ospreymed.com</a>