



7 June 2023

Dear Shareholder

OPTISCAN IMAGING LIMITED – PRO-RATA PARTIALLY UNDERWRITTEN RENOUNCEABLE ENTITLEMENT ISSUE

Optiscan Imaging Limited (ACN 077 771 987) (**OIL** or the **Company**) has announced a renounceable partially underwritten pro-rata entitlement issue of one (1) fully paid ordinary share in the capital of the Company (**Share**) for every three (3) Shares held by eligible shareholders at an issue price of \$0.08 per Share to raise up to approximately \$16,698,816 (**Offer**). The Company lodged a prospectus for the Offer (**Prospectus**) with ASIC and ASX on or about 30 May 2023.

This Offer is partially underwritten by Peters Investments Pty Ltd, to the value of \$6,950,000 and Orchid Capital Investments Pte Ltd to the value of \$2,863,733.

On the completion of the Offer and full take-up of entitlements, the Board believes the Company will have sufficient working capital to further the Company's R&D projects, develop improved image capture, AI and telepathology capabilities, undertake clinical studies to satisfy the FDA in relation to premarket notification applications and for general working capital purposes. For further specifics of the use of funds please refer to section 3.1 of the Prospectus.

Following completion of the Offer, assuming any shortfall is subsequently placed, and the full subscription is raised, the Company will have issued approximately 208,735,201 Shares resulting in total Shares on issue of 834,940,803.

Ineligible shareholders

A Shareholder who has a registered address outside Australia, New Zealand and Singapore (**Ineligible Shareholder**) will not be eligible to participate in the Offer.

You are not eligible to participate in the Offer and you will not be sent a copy of the Prospectus. This decision has been made pursuant to Listing Rule 7.7.1(a) of the ASX Listing Rules after taking into consideration the costs of complying with legal and regulatory requirements in jurisdictions outside of Australia, New Zealand and Singapore compared with the small number of Ineligible Shareholders and the number and value of Shares to which they would otherwise be entitled.

The Company has appointed Canaccord Genuity (Australia) Limited (**Nominee**) as nominee to sell the rights to subscribe for Shares pursuant to the Prospectus (**Entitlements**) to which Ineligible Shareholders are entitled. The Nominee will have the absolute and sole discretion to determine the timing and price at which the Entitlements may be sold and the manner of any such sale.

Any interest earned on the proceeds of the sale of these Entitlements will firstly be applied against expenses of such sale, including brokerage, and any balance will accrue to Ineligible Shareholders.

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The net proceeds of the sale of these Entitlements will then be forwarded by the Company as soon as practicable to the Ineligible Shareholders, in proportion to their share of such Entitlements (after deducting brokerage commission and other expenses). If any such net proceeds of sale are less than the reasonable costs that would be incurred by the Company for distributing those proceeds, such proceeds may be retained by the Company.

Notwithstanding that the Nominee may sell Entitlements, Ineligible Shareholders may nevertheless receive no net proceeds if the costs of the sale are greater than the sale proceeds.

There is no guarantee that the Nominee will be able to sell Entitlements of Ineligible Shareholders on ASX and Ineligible Shareholders may receive no value for the Entitlements. Both the Company and the Nominee take no responsibility for the outcome of the sale of such Entitlements or the failure to sell such Entitlements.

If you have any queries concerning the Offer, please contact your financial adviser or Mr Justin Mouchacca, the Company Secretary on +61 (03) 9598 3333.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Camile', with a stylized flourish underneath.

Dr Camile Farah

**Chief Executive Officer and Managing Director
OPTISCAN IMAGING LIMITED**

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