



SHARE PURCHASE PLAN

Closing date: 29 January 2021

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Acrux Limited ABN: 72 082 001 152



8 January 2021

Dear Shareholder,

Offer by Acrux Limited to Participate in Share Purchase Plan

The Board of Directors of Acrux Limited (ACN 082 001 152) (“**Acrux**” or the “**Company**”) are pleased to invite Eligible Shareholders (defined below) to subscribe for new fully paid ordinary shares in the Company (“**New Shares**”), free of all brokerage, commission or transaction costs (“**Offer**”) under the Acrux Share Purchase Plan (“**Plan**” or the “**SPP**”).

Offer

The value of New Shares an Eligible Shareholder can subscribe for is restricted to a maximum total of \$30,000 (free of brokerage, commission or transaction costs). The issue price for each New Share is \$0.157 (“**Offer Price**”) which is the same price as the Shares issued under the Placement announced by the Company on 21 December 2020. The Company is targeting to raise a maximum of A\$2 million under the SPP.

The terms and conditions of the SPP (“**Terms & Conditions**”) and an Application Form are annexed to this booklet. You should read each document in its entirety before deciding whether to participate in the SPP.

The SPP is not underwritten. Proceeds from the SPP will be used for the Company’s ongoing initiatives, including:

- the further development and commercialisation of its current and future product pipeline in topical generics;
- working capital; and
- the costs of the Placement and SPP.

Eligibility

To be eligible to participate in the SPP, you must have been a holder of fully paid ordinary shares in the Company at 7.00pm (Melbourne time) on Friday 18 December 2020 (“**Record Date**”) and shown on the share register to have an address in Australia or New Zealand (“**Eligible Shareholder**”).

Your right to participate in the SPP is not transferrable. However, your participation in the SPP is optional and you may simply do nothing if you elect to not participate.

Advantages of Participation

The Directors see the following advantages for Eligible Shareholders in subscribing for New Shares under the SPP:

1. No brokerage, commission or transaction costs are payable on New Shares acquired under the SPP; and
2. The Offer Price will be at a 10% discount to the VWAP calculated over the 30 trading days up to and including Friday, 4 December 2020.

How to Apply

The SPP opens on Friday, 8 January 2021 (the “**Opening Date**”) and closes on Friday, 29 January 2021 (the “**Closing Date**”), unless varied.

Each Eligible Shareholder may participate by completing an Application Form to subscribe for one of the following parcels of New Shares up to a maximum value of \$30,000:

	Subscription Amount
Offer A:	\$2,000.00
Offer B:	\$5,000.00
Offer C:	\$10,000.00
Offer D:	\$15,000.00
Offer E:	\$20,000.00
Offer F:	\$30,000.00

The Directors reserve the right to reject or scale back any applications in their absolute discretion. The Company will return any application monies paid in relation to unsuccessful applications without interest.

To apply for New Shares you must:

1. read the enclosed Terms & Conditions;
2. complete the enclosed personalised Share Purchase Plan Application Form ("**Application Form**") and specify the total Application Monies for the New Shares (that is, the subscription amount attributed to your selected offer in the table above); and
3. (unless using BPay[®] as described below) send the completed Application Form, together with payment of the Application Monies via cheque made payable to **Acrux Limited** and crossed Not Negotiable, to the Company's share registry at:

Acrux Limited
C/- Link Market Services Limited
GPO Box 3560
Sydney NSW 2001

Application Forms must be received by the Company's share registry no later than 5:00pm (Melbourne time) on the Closing Date.

An electronic version of the SPP Booklet and your personalised Application Form is available for download online at <http://investors.acrux.com.au/investor-centre/>. Please follow prompts and instructions to access the SPP offer website to download.

Alternatively, you can use the BPay[®] facility as set out on the Application Form to pay the Application Monies. If you make a BPay[®] payment, you do not need to return the Application Form. New Zealand Shareholders with an Australian bank account can also use BPay[®].

Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment and should therefore take this into consideration when making payment to ensure it is received by the Company before 5:00pm (Melbourne time) on the Closing Date. You may also have your own limit on the amount that can be paid via BPay[®]. It is your responsibility to check that the amount you wish to pay via BPay[®] does not exceed your limit.

Eligible Shareholders are responsible for making sure that any BPay[®] payments are made in time to become cleared funds in the account before close of business on the Closing Date. Delays may be experienced such that a BPay[®] transfer on the Closing Date is unlikely to be cleared funds by close of business on the Closing Date.

The Company may elect to close the offer at any time or extend the Closing Date.

Please contact the Company Secretary Ms Deborah Ambrosini on 03 8379 0140 or via e-mail at ir@acrux.com.au if you have any queries in relation to this Offer or how to participate in it.

If you have not already done so, I encourage you to visit our website at www.acrux.com.au and sign up for our email news to keep up to date with the developments of our projects.

Yours faithfully

A handwritten signature in black ink, appearing to read 'R. Dobinson', with a long horizontal flourish extending to the right.

Ross Dobinson
Chairman



ACN: 082 001 152

ACRUX LIMITED SHARE PURCHASE PLAN TERMS & CONDITIONS

This document comprises the Terms & Conditions of the Company's Share Purchase Plan ("SPP" or the "Plan") and is binding on any Eligible Shareholder completing an Application Form.

Unless otherwise indicated, capitalised terms used in these Terms & Conditions have the meaning given to them in section 20 below.

1. The Offer

The Offer is an invitation to subscribe for New Shares up to a maximum subscription of \$30,000 ("Maximum Parcel"). The Offer Price of the New Shares is \$0.157 as calculated in accordance with section 5 of these Terms and Conditions.

Participation is optional

Participation in the SPP is entirely optional and is subject to these Terms & Conditions and those set out in the Application Form. The offer to acquire New Shares under the SPP is not a recommendation to purchase New Shares.

If Eligible Shareholders are in any doubt about this Offer, whether they should participate in the SPP or how such participation will affect them, they should consider seeking independent financial and taxation advice before making a decision as to whether or not to accept this Offer.

Non-renounceable Offer

Each Offer is non-renounceable. An Eligible Shareholder may not transfer or otherwise deal with its right to apply for New Shares under the SPP to anyone else. Accordingly, New Shares applied for under the SPP may be issued only to the Eligible Shareholder to whom they are offered.

How to apply

You may apply for the Offer in the manner set out in the covering invitation letter to these Terms and Conditions.

2. Opening and Closing Date of the Offer

The Offer opens at 9.00am (Melbourne time) on the Opening Date. The Offer closes at 5.00pm (Melbourne time) on the Closing Date. The Directors of the Company reserve the right to change the Closing Date.

Subject to the requirements of the ASX Listing Rules, the dates in the timetable set out below are indicative only and may change. Eligible Shareholders who wish to submit an Application Form are encouraged to do so as soon as practicable after the SPP Offer opens on the Opening Date. No late applications will be accepted.

Date	Details
Friday, 18 December 2020	Record Date 7.00pm (Melbourne time) The date for eligibility to participate in the SPP.
Monday, 21 December 2020	Acrux announces Placement and SPP
Friday, 8 January 2021	SPP Booklet dispatched and SPP opens The SPP is opened to Eligible Shareholders.
Friday, 29 January 2021	SPP Closing Date SPP closes. Applications and subscription payments (including payments made by BPAY) must be received by 5.00pm (Melbourne time).
Monday, 1 February 2021	Announcement of SPP results
Wednesday, 3 February 2021	Issue of Shares under SPP Acrux issues the shares under the SPP according to the subscription entitlements of Eligible Shareholders.
Thursday, 4 February 2021	Dispatch Date Acrux issues holding statements to Eligible Shareholders which subscribed for shares under the SPP.

The timetable is indicative only and the Company may, at its discretion, vary any of the above dates by lodging a revised timetable with ASX. The commencement of trading of new shares is subject to confirmation from ASX.

3. Eligibility

A person will be an **Eligible Shareholder** if:

- the person is a registered holder of Shares at 7:00pm (Melbourne time) on the Record Date; and
- the person's registered address is in Australia or New Zealand.

The following specific rules also govern eligibility:

- if an Eligible Shareholder is the only registered holder of Shares (**Single Holder**), but it receives more than one offer under the SPP (for example, due to multiple registered holdings), it may only apply for one Maximum Parcel of New Shares;
- if an Eligible Shareholder is recorded with one or more other persons as the joint holder of Shares (**Joint Holders**) that joint holding is considered to be a single registered holding for the purposes of the SPP, and the Joint Holders are entitled to participate in the SPP in respect of that single holding only. If the same Joint Holders receive more than one offer under the SPP due to multiple registered holdings, the Joint Holders may only apply for one Maximum Parcel of New Shares;
- if an Eligible Shareholder is a Custodian, and holds Shares on behalf of one or more persons (each a **Participating Beneficiary**) that are not custodians, or a Downstream Custodian (as defined in the ASIC Instrument) holds beneficial interests in Shares on behalf of one or more persons (also each a **Participating Beneficiary**) and the Custodian holds the Shares to which those beneficial interests relate on behalf of the Downstream Custodian or another Custodian, it may apply for

up to a maximum of \$30,000 worth of New Shares for each Participating Beneficiary, subject to providing a notice in writing to the Company (**Custodian Certificate**) certifying the matters specified in the ASIC Instrument; and

- (d) if an Eligible Shareholder holds Shares as a custodian, trustee or nominee for another person, but is not a Custodian, it cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings apply.

Custodians can obtain a copy of a pro-forma Custodian Certificate by contacting the Company Secretary Ms Deborah Ambrosini on 03 8379 0140.

4. Restrictions in United States and other Jurisdictions

The Company has determined that it is not practical for holders of Shares with registered addresses outside Australia and New Zealand to participate in the SPP. To the extent that a person holds Shares on behalf of another person resident outside Australia or New Zealand, it is that person's responsibility to ensure that any participation complies with all applicable foreign laws.

The New Shares to be issued under this Offer have not been and will not be registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States. In order to comply with relevant securities laws, the New Shares to be issued under this SPP may not be offered, sold or otherwise transferred to shareholders located in the United States (as defined in Regulation S under the Securities Act) or to shareholders who are, or who are acting on the account or for the benefit of, a US Person (as defined in Regulation S under the Securities Act). Accordingly, copies of these Terms and Conditions or any other material relating to the SPP must not be sent to any person resident in the United States or to shareholders who are, or who are acting on the account or for the benefit of, US Persons.

Consistent with the warranties contained in these Terms & Conditions and the Application Form, Eligible Shareholders must not submit any completed Application Form or make any payment in respect of the purchase of New Shares under the SPP on behalf of any persons resident in the United States or who are, or are acting for the account or benefit of, US Persons. Failure to comply with these restrictions may result in violations of applicable securities laws.

5. Offer Price

The Offer Price for each New Share is \$0.157, which is the same price as the Shares issued under the Placement announced by the Company on 21 December 2020. The Offer Price represents a 10% discount to the volume weighted average price of Shares traded in the ordinary course on the ASX for the last 30 trading days which Shares were traded up to and including Friday, 4 December 2020.

As required by ASX Listing Rule 7.2 Exception 5, the Offer Price represents at least 80% of the volume weighted average price for the Shares calculated over the 5 days in which trading in the Shares occurred before the date the SPP was announced.

The market price of Shares may rise and fall between the date of this Offer and the date when New Shares are issued under the SPP. Accordingly, the Offer Price that Eligible Shareholders pay per New Share under this Offer may be either higher or lower than the market price of Shares at the time of this Offer or at the time the New Shares are issued under the SPP. An application for New Shares is unconditional and may not be withdrawn even if the market price of Shares is less than the Offer Price.

The Company's Board of Directors expect the SPP to raise up to A\$2 million. The Board reserves the right, in its sole discretion, to increase this cap. Any increase in the cap will be announced to the ASX.

The Company recommends that Eligible Shareholders monitor the price of Shares on the ASX website at www.asx.com.au.

6. Rights Attaching

The rights and obligations of the New Shares are contained in the Constitution of the Company (which can be viewed on the announcements platform at www.asx.com.au). The New Shares will be issued on the same terms as all other ordinary shares in the Company. This means that all New Shares issued under the SPP will rank equally with existing Shares from the date of issue and, therefore, will carry the same voting rights, dividend rights and other entitlements as existing Shares.

The Company will apply for the New Shares to be quoted on ASX. If the New Shares are not capable of quotation on ASX, then the New Shares will not be issued and the Company will refund your subscription monies as soon as practicable.

7. Maximum Subscription Amount (\$30,000)

If you are an Eligible Shareholder, you can purchase up to a Maximum Parcel of \$30,000 worth of New Shares. Shareholders can select one of the following six parcels of New Shares:

	Subscription Amount
Offer A:	\$2,000.00
Offer B:	\$5,000.00
Offer C:	\$10,000.00
Offer D:	\$15,000.00
Offer E:	\$20,000.00
Offer F:	\$30,000.00

The offer under the SPP needs to comply with the conditions of the ASIC Instrument. Under that instrument, Eligible Shareholders may only acquire a maximum of \$30,000 worth of Shares under a share purchase plan in any 12 month period. The Company has not conducted a share purchase plan in the past 12 months.

Accordingly, an Eligible Shareholder may participate in the SPP up to the maximum limit of \$30,000. This limitation applies even if an Eligible Shareholder receives more than one Application Form or if an Eligible Shareholder holds Shares in more than one capacity (for example, if it is both a sole and joint holder of Shares, or any holding in which it has a beneficial interest/s).

8. Maximum Number of New Shares

The total number of New Shares under the SPP must not exceed 30% of the number of Shares currently on issue. The Directors reserve the right to reject or scale back any applications in whole or in part, to the extent and in the manner that they see fit, including by taking into account the times and dates on which Application Forms and/or Application Monies from Eligible Shareholders are received by the Company (on a "first come, first served" basis) and to avoid the possible subscription of over \$30,000 worth of New Shares by a shareholder through multiple applications or joint holdings.

If applications are scaled back, an Eligible Shareholder may not receive the full parcel of New Shares for which it has applied. If a scale back produces a fractional number when applied to an Eligible Shareholder's parcel, the number of New Shares an Eligible Shareholder will be issued

under the SPP will be rounded up to the nearest whole number of New Shares.

In the event of a scale back, the difference between the value of the New Shares issued to an Eligible Shareholder (calculated at the Offer Price for the New Shares) and the Application Monies received from that Eligible Shareholder will be refunded by the Company, without interest, following the completion of the SPP.

9. Calculation of New Shares

In the absence of scale back, the number of New Shares to be issued to an Eligible Shareholder under the SPP will be calculated by dividing the value of New Shares that it applied for as set out in the Application Form submitted by it to the Company by the Offer Price for the New Shares. If your application amount cannot be divided by the Issue Price to give a whole number of New Shares, the number of SSP Shares that you apply for will be rounded up to the nearest whole number of New Shares.

10. Participation Costs

You must pay the Offer Price applicable to each New Share and any fees or charges incurred by you in completing the Application Form, for example, bank fees or fees charged by professional advisors. No brokerage, commission or transaction costs are payable by the Company on the issue of the New Shares.

11. Issue of Shares

New Shares will be issued as soon as possible after the Closing Date. The Company's registry will then send you a holding statement in respect of the New Shares.

12. Payment for the New Shares

All amounts in this Offer are expressed in Australian dollars. You must pay for the New Shares by BPay® following the instructions on the Application Form, or by cheque in Australian dollars made payable to Acrux Limited. Please provide a cheque for the exact amount. If you do not provide the exact amount, the Company reserves the right to return your Application Form and cheque (in which case you will receive no New Shares) or issue you a lesser number of New Shares and (if necessary) return a portion of your Application Monies. No interest will be paid on money returned.

13. Offers made under the SPP

The Company may make more than 1 invitation to acquire New Shares under the SPP in any 12 month period. Shareholders will not be able to acquire New Shares to a value exceeding \$30,000 pursuant to the SPP in any 12 month period.

The Company may amend or vary the terms of the SPP to provide for different terms to apply to different invitations. The Company may withdraw the SPP or suspend or terminate the SPP at any time. Notice of invitations, the terms of invitations and termination of the SPP will be provided to ASX (although failure to give notice will not invalidate the event). In the event that the SPP is withdrawn or terminated all Application Monies will be refunded. No interest will be paid on any money returned to you.

Regulatory compliance

This offer of New Shares under the SPP is made in accordance with the requirements of the ASIC Instrument, which grants relief from the requirement to prepare a prospectus for the offer of

New Shares under the SPP.

This SPP is intended to be a "Purchase Plan" for the purpose of the ASIC Instrument and is to be read, construed and administered in a manner which causes the SPP to qualify and satisfy the requirements of a Purchase Plan under the ASIC Instrument. The issue of the New Shares under the Offer falls within ASX Listing Rule 7.2 (exemption 5) and consequently the New Shares issued will not count towards the Company's 15% placement limit under the ASX Listing Rule 7.1.

Binding terms

By accepting the offer to purchase New Shares under the SPP, an Eligible Shareholder agrees to be bound by these Terms & Conditions and by the Company's Constitution.

14. Application of SPP

The Company may act or omit to act in relation to the SPP (including applying the Terms of the SPP) in its absolute discretion. The Company may settle any difficulty or question of fact or interpretation in relation to the SPP in any matter it thinks fit, whether generally or in relation to any participant, application or Share. The Company's decision will be conclusive and binding. The Company reserves the right to waive strict compliance with the terms of the SPP. The Directors of the Company or any delegate of them may exercise the powers of the Company under the terms of the SPP.

15. Risk

The SPP is a speculative investment and the market price of the Shares may change between the dates you apply for New Shares and the issue of New Shares to you. Accordingly, the value of New Shares applied for may rise or fall.

You must rely on your own knowledge of the Company, previous disclosures made by the Company to ASX and if appropriate, consult your professional advisor when deciding whether or not to accept the Offer and to participate in the SPP.

16. Privacy

By receiving completed Application Forms, the Company collects personal information about shareholders. The Company will use this information for the purposes of processing the Application Form and updating the records of the Company. Unless required by law, the Company will not disclose the personal information for another purpose without the consent of the shareholder. Except as stated by law, shareholders are able to access, upon request, their personal information held by the Company. For further information about how we manage your personal information or if you wish to obtain a copy of the Company's Privacy Policy, please contact the Company Secretary Ms Deborah Ambrosini on 03 8379 0140.

17. Use of Funds

Funds raised through the Offer will be used by the Company to develop and commercialise the current and future pipeline of the Company, provide working capital for the Company and cover the costs of the Placement and SPP.

18. Certification

By submitting an Application Form or otherwise paying the Application Monies to the Company, each Eligible Shareholder certifies that the aggregate of the Application Monies paid

by it for:

- (1) the New Shares the subject of such Application Form or the Application Monies;
- (2) any other New Shares under the SPP or any Shares under an arrangement similar to the SPP in the 12 months before the date of its application under the SPP;
- (3) any other New Shares which it has instructed a Custodian to acquire on its behalf under the SPP; and
- (4) any other Shares issued to a Custodian in the 12 months before the date of its application for New Shares under the SPP as a result of an instruction to apply for Shares on its behalf under an arrangement similar to the SPP given by it to the Custodian or a Downstream Custodian,

does not exceed \$30,000.

If an Eligible Shareholder is a Custodian, it makes additional representations that:

- (1) it is a Custodian; and
- (2) it has provided a Custodian Certificate to the Company.

The \$30,000 limit applies irrespective of the number of Shares that an Eligible Shareholder holds on the Record Date. The Company reserves the right, and in certain circumstances may be required under the ASIC Instrument to reject an application for New Shares under the SPP to the extent it considers, or is reasonably satisfied, that the Application (whether alone or in conjunction with other applications) does not comply with these requirements.

19. Governing Law

This Offer is governed by the laws of Victoria, Australia. By accepting this Offer, Eligible Shareholders submit to the non-exclusive jurisdiction of the courts of Victoria and the Commonwealth of Australia.

20. Definitions

Capitalised terms and abbreviations used in these Terms & Conditions have the following meaning:

A\$	Australian dollars
Application Form	The application form accompanying these Terms & Conditions and includes the payment slip in it.
Application Monies	Monies paid by Eligible Shareholders in respect of New Shares they apply for.
ASIC	Australian Securities and Investments Commission.
ASIC Instrument	ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547.
ASX	ASX Limited ABN 98 008 624 691, or the market operated by it (as the context requires).
Closing Date	Friday, 29 January 2021.
Company	Acrux Limited (ACN 082 001 152).
Corporations Act	Corporations Act 2001 (Cth).
Custodian	Has the meaning ascribed to it in paragraph 4 of the ASIC Instrument.
Custodian Certificate	The certificate to be provided by custodians as contemplated by the ASIC Instrument.
Downstream Custodian	Has the meaning ascribed to it in paragraph 8(3)(a)(ii) of the ASIC Instrument.
Eligible Shareholder	A person who meets the requirements set out in section 3 above.
New Share	A Share to be issued pursuant to this Offer.
Offer	The offer of New Shares under these Terms & Conditions and the Application Form.
Opening Date	Friday, 8 January 2021.
Record Date	7.00pm (Melbourne time) on Friday 18 December 2020.
Securities Act	Securities Act of 1933 (USA).
Share	A fully paid ordinary share in the Company.
United States	Has the meaning given to that term in Regulation S under the Securities Act.
US Person	Has the meaning given to that term in Regulation S under the Securities Act.