

29 October 2015

Dear Shareholder

## Share Purchase Plan

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On behalf of the directors of Prescient Therapeutics Limited (**Prescient**), I am pleased to invite Eligible Shareholders (see below) to participate in the Prescient Share Purchase Plan (**SPP**) which will give Eligible Shareholders the opportunity to purchase up to \$15,000 of Prescient ordinary shares without incurring brokerage or transaction costs (**Offer**).

The SPP will be available to persons who are registered as shareholders at 7.00pm (Sydney time) on 28 October 2015 (**Record Date**), and having a registered address in Australia or New Zealand (**Eligible Shareholders**). Instructions on how to apply for a share allocation and key terms of the SPP are contained in the accompanying SPP documentation.

The SPP is intended to give existing shareholders the opportunity to purchase further shares in Prescient. The price per share will be set based on a 20% discount to the 5 day volume weighted average price determined before the issue date (23 November 2015), and to be announced on the date of issue of the SPP shares.

The SPP is entirely voluntary and will enable Eligible Shareholders, regardless of the number of shares they hold in Prescient on the Record Date, to subscribe for a maximum subscription of \$15,000 per Eligible Shareholder. Shareholders can subscribe for a minimum parcel of \$1,000.

It is anticipated that the SPP will be distributed to Eligible Shareholders on or around 2 November 2015.

The Offer is scheduled to open on Monday, 2 November 2015 and currently scheduled to close on Friday, 13 November 2015.

The Offer is fully underwritten by Patersons Securities Limited (**Patersons**) up to the target amount of \$1.03 million on commercial terms standard with this type of capital raising. The Company also has discretion to accept applications beyond the underwritten amount, up to the maximum amount permitted by the Listing Rules.

Depending on the level of demand under the SPP, the Directors, in consultation with Patersons, also reserve the right to consider a placement to top up the amount raised from the SPP.

Please refer to the accompanying Prescient Share Purchase Plan Offer and Rules for further details of the Offer.

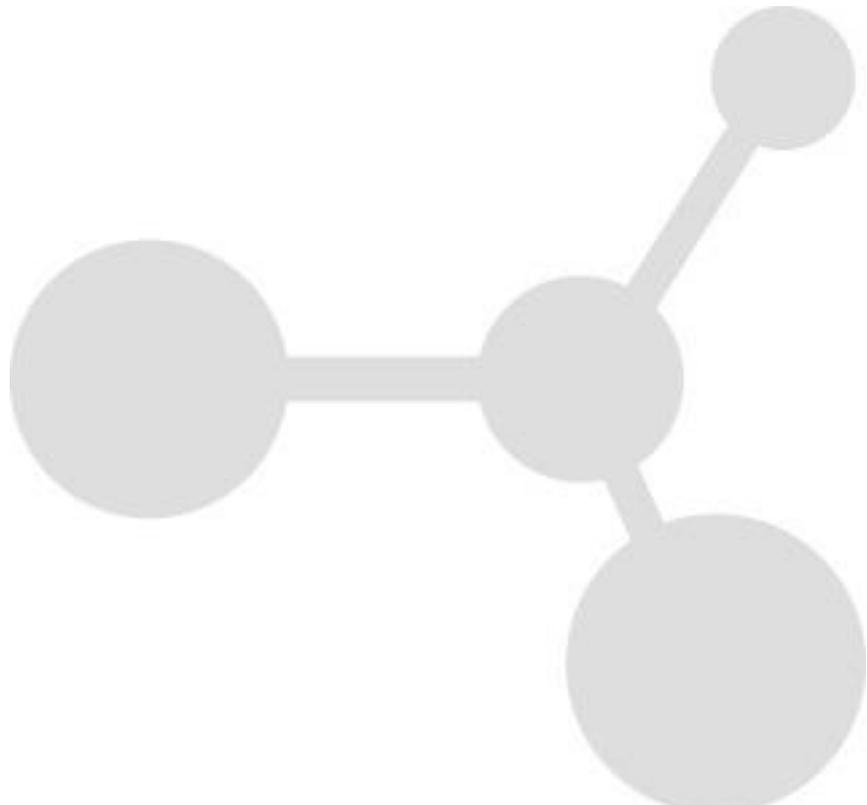
Yours faithfully



Steve Engle  
Chairman  
Prescient Therapeutics Limited

**For further information contact:**

Melanie Leydin  
Company Secretary  
Prescient Therapeutics Limited  
Telephone: +61 3 9692 7222  
Facsimile: +61 3 9077 9233  
Website: [www.prescienttherapeutics.com](http://www.prescienttherapeutics.com)



## About Prescient Therapeutics Limited (PTX)

PTX is a clinical stage oncology company developing novel compounds that show great promise as potential new therapies to treat a range of cancers that have become resistant to front line chemotherapy.

Lead drug candidate PTX-200 inhibits an important tumor survival pathway known as AKT, which plays a key role in the development of many cancers, including breast and ovarian cancer, as well as leukaemia. This highly promising compound is now the focus of two current clinical trials. The first is a Phase 1b/2 study examining PTX-200 in breast cancer patients at the prestigious Montefiore Cancer Center in New York. A Phase 1b/2 trial of the compound in combination with current standard of care is also underway in patients with recurrent or persistent platinum resistant ovarian cancer at Florida's Lee Moffitt Cancer Center. These trials are funded in part by grants from the U.S. National Cancer Institute. In addition, PTX is planning a Phase 1b/2 trial evaluating PTX-200 as a new therapy for acute myeloid leukemia.

PTX's second novel drug candidate, PTX-100, is a first in class compound with the ability to block an important cancer growth enzyme known as geranylgeranyl transferase (GGT). It also blocks the Ral and Rho circuits in cancer cells which act as key oncogenic survival pathways, leading to apoptosis (death) of cancer cells. PTX-100 was well tolerated and achieved stable disease in a Phase 1 trial in advanced solid tumors.

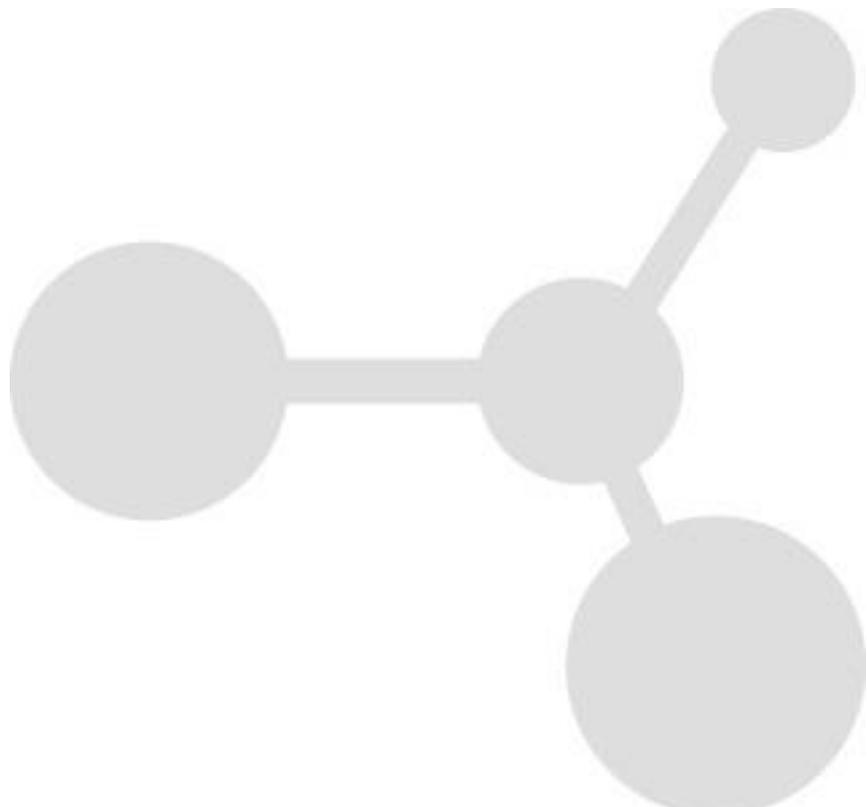
PTX has licensed access to its Co-X-Gene™ platform technology to French biotechnology company Transgene for use in two immunotherapeutic products.

### Further Inquiries:

**Steven Engle**  
Chairman  
+1 858 922 7768 (US)

**Paul Hopper**  
Executive Director  
+61 406 671 515

**Rudi Michaelson**  
Monsoon Communications  
+61 (0) 3 9620 3333



29 October 2015

## Share purchase plan

Dear Shareholder

On behalf of the board of Prescient Therapeutics Limited (**Prescient**) ACN 006 569 106 (ASX: PTX) (**Prescient** or **Company**), we are pleased to offer you the opportunity to purchase up to \$15,000 in additional shares in Prescient under this share purchase plan (**SPP**).

The SPP will be available to shareholders who are on the Company register at 7.00pm (Sydney time) on 28 October 2015 (**Record Date**), and have a registered address in Australia or New Zealand (**Eligible Shareholders**).

The SPP gives Eligible Shareholders the opportunity to purchase additional shares in Prescient. The price per share will be set based on a 20% discount to the 5 day volume weighted average price determined before the issue date (23 November 2015), and to be announced on the date of issue of the SPP shares.

Included with this letter is the following material which aims to address any questions you may have about the SPP:

- 1** an investment overview, which includes details on pricing, the timetable, intended use of funds and key risks of an investment in the Company;
- 2** SPP terms; and
- 3** an application form.

Information about Prescient is available at [www.prescienttherapeutics.com](http://www.prescienttherapeutics.com), which should be considered in conjunction with the Company's continuous disclosure to ASX.

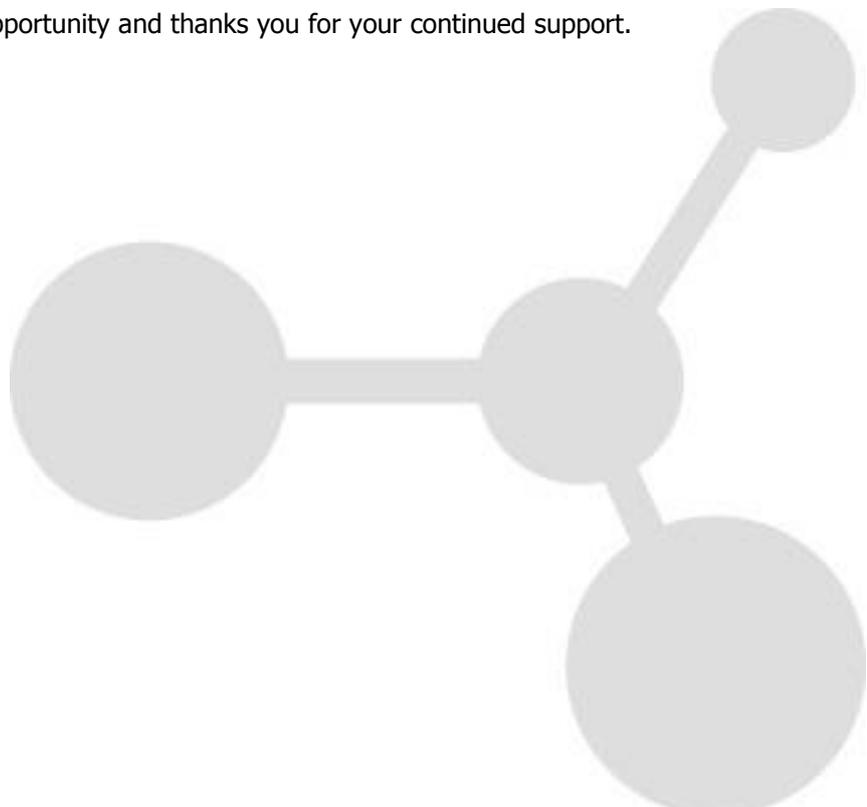
The SPP will close on 13 November 2015 at 5.00pm (Sydney time). If you wish to participate in the SPP your application must be received by the closing date. Prescient reserves its right to close the SPP early.

The board encourages you to consider this opportunity and thanks you for your continued support.

Yours faithfully



Steven Engle  
**Chairman**  
Prescient Therapeutics Limited



## Prescient Investment overview

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### Offer details

<b>Issue Price</b>	The issue price will be set based on a 20% discount to the 5 day volume weighted average price determined before the issue date
<b>Application Amount</b>	Minimum of \$1,000 ( <b>Minimum Application Amount</b> ) with staged increments of \$500 up to a maximum of \$15,000
<b>Record Date</b>	7.00pm (Sydney time) on 28 October 2015
<b>Closing Date</b>	5.00pm (Sydney time) on 13 November 2015
<b>Allotment Date</b>	23 November 2015
<b>Quotation Date</b>	25 November 2015

### Intended use of funds

The proceeds raised from this SPP, will be used to:

- 1 initiate and complete a Phase 1b Acute Myeloid Leukemia trial at the Moffitt Cancer Center in Florida and the Yale Cancer Centre in New Haven, Connecticut;
- 2 commence recruitment for a Phase 2 breast cancer trial at the Montefiore Medical Center in New York (part of the Albert Einstein College of Medicine); and
- 3 continue patient recruitment to a key Phase 1b ovarian cancer trial already underway at the Moffitt Cancer Center.

### Risks

Before making an investment decision, you should read the SPP terms set out below. Prescient considers that the major risks of an investment in Prescient include:

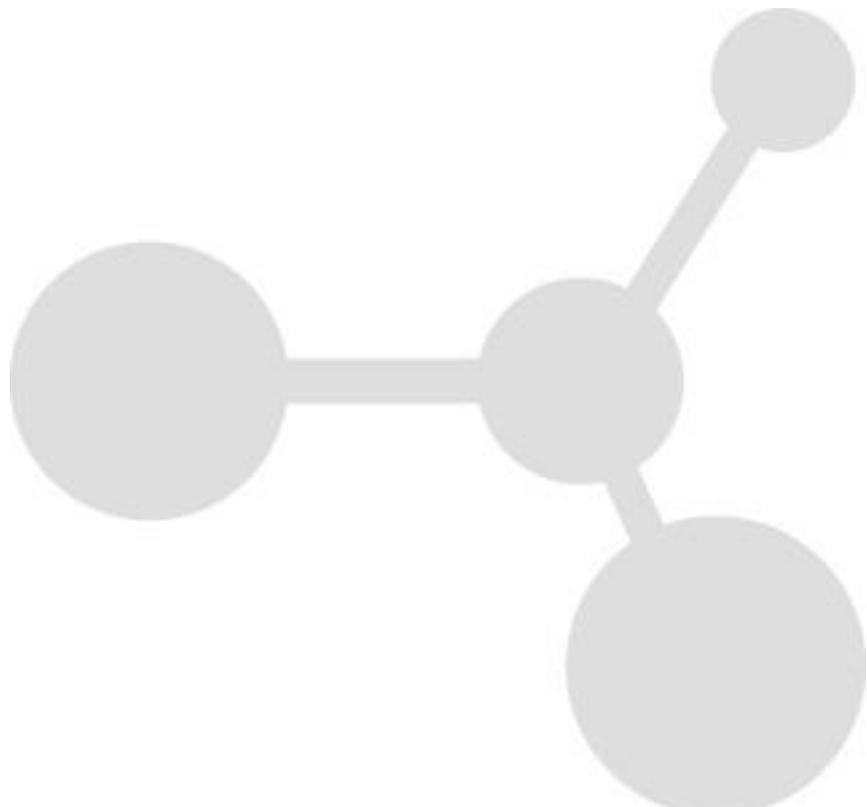
- 1 Uncertainty of Research: Project Risks – The success of the Company is dependent on the quality of the research it has under development, its results and its acceptance in the market;
- 2 Intellectual Property - The Company's success depends, in part, on its ability to obtain patents, maintain trade secret protection and operate without infringing the proprietary rights of third parties;
- 3 Dependence on Key Personnel - The Company is dependent on the principal members of its scientific and management team, the loss of whose services could materially and adversely affect the Company and might impede the achievements of its research and development objectives;
- 4 Competition - The Company faces high competition as new and existing companies enter the market and advances in research and new technologies become available;
- 5 Commercialisation - The Company cannot give an assurance that licences for technology will be obtained or, if obtainable, will be on commercially acceptable terms. There is always the risk that licensing arrangements, once negotiated, could be terminated for reasons that may be beyond the Company's control; and

- 6 Funding Requirements - The Company may need additional funds in the future to continue to develop and fund its business. However, to the extent that the Company's capital resources are insufficient to meet future capital requirements, the Company may have to raise additional funds to continue the development of its technology.

Prescient's business is also subject to general risk factors.

Any investment in Prescient should be considered speculative.

**Past performance is not necessarily a guide to future performance of the Company.**



## Prescient share purchase plan terms

### How do I accept

To participate, you should either:

- (a) return your application form, together with a cheque; or
- (b) pay the Application Amount via BPAY, so that payment is received by **5.00pm (Sydney time) on 13 November 2015**.

BPAY instructions are set out on the application form. If you use BPAY, you do not need to return your application form. Please make sure you use the specific biller code and unique reference number on your personalised application form. Your financial institution may implement earlier cut-off times for electronic payment. You should take this into consideration when making payment.

If paying by cheque, use the reply paid envelope or deliver it to the address on the application form. Applications received after the Closing Date will not be accepted.

Funds received for applications by cheque or BPAY will be regarded as applications for the maximum number of Shares that those funds will pay for in full.

**Importantly, while participation in the plan is optional, once applications are submitted, they cannot be withdrawn.**

**While the subscription price may be at a discount to the market price for the Company's shares in the 5 day trading period up to the date of issue of the Shares, subscription under the SPP is a speculative investment. The Company's market price may vary at any time during the offer period and the Company's shares may trade at a price that is lower than the Issue Price.**

**By accepting the SPP offer, you accept the risk that the market price of the Company's shares may fall below the Issue Price between the date of this offer and the Allotment Date, in which case you may have been able to buy the Shares at a lower price than the Issue Price.**

**By making an application, you represent to the Company the matters set out under the heading 'Your representations' in these terms and in the application form.**

### How many shares

Eligible shareholders will receive the number of shares equal to the Application Amount (subject to any scale-back) divided by the Issue Price. Fractions will be rounded down. Any difference (where that amount is less than \$2) will be retained by the Company.

The Issue Price does not exceed the limit prescribed by the ASX Listing Rules and ASIC Class Order 09/425.

Shares issued under the SPP may be sold or transferred on ASX at any time after the Quotation Date.

### Eligibility to participate

Participation in the SPP is optional. The offer is open to all shareholders with a registered address in Australia or New Zealand as at the Record Date.

### Multiple holdings

If you are the only registered holder of Company shares, but you receive more than one offer under the SPP (for example, due to multiple registered holdings), you may only apply in total for a maximum of \$15,000 worth of Shares.

### Joint holders

If you are a joint holder of Company Shares, that holding is considered to be a single registered holding for the purpose of the SPP. You are entitled to participate in the SPP for that single holding only. If you are a joint holder and you receive more than one offer under the SPP, you may only apply in total for a maximum of \$15,000 worth of Shares.

### Trustee or nominee

If you are noted on the Company's share register as a trustee or nominee for a named beneficiary, you may only apply for one maximum parcel of shares for each named beneficiary. If the Company's share registry does not record a named beneficiary for your trustee or nominee holding, the rules for multiple single holdings apply.

### **Custodians**

If you are a custodian within the definition of 'custodian' in ASIC Class Order 09/425 (as varied) and hold Company shares for one or more persons (each a **Participating Beneficiary**), or for another custodian of Company Shares, you may apply for up to a maximum of \$15,000 worth of Shares for each Participating Beneficiary, subject to providing the Company a 'custodian certificate' in addition to the application form, which certifies matters required by ASIC Class Order 09/425 (as varied).

Please contact the share registry to obtain the form of the custodian certificate.

### **Directors**

Directors of the Company who are Eligible Shareholders may participate in the SPP.

### **Scale-back**

The Company may, in its absolute discretion, scale-back applications under the SPP.

Factors that the Company may take into account in determining any scale-back include:

- (a) compliance with regulatory requirements;
- (b) the amount applied for by each shareholder;
- (c) the number of shares held at the Record Date; and
- (d) if the shareholder remains on the register at the Closing Date.

The Company may scale-back applications below the Minimum Application Amount. Scale-back decisions are made by the board and are final.

If a scale-back occurs, the difference between the value of the Shares allotted and the Application Amount paid to the Company (only where the amount is greater than \$2 will be refunded by cheque and mailed to you as soon as practicable following the Allotment Date. Any scale-back will be announced on the Allotment Date. No interest will be paid on any Application Amount paid or refunded.

### **Shortfall**

Any shortfall of up to \$1,030,000 will be underwritten by Patersons Securities Limited

(Patersons) on commercial terms standard with this type of capital raising.

### **Top-up placement**

Depending on the level of demand for the SPP, the Directors, in consultation with the underwriter, reserve their rights to consider a placement to top up the amount raised from the SPP.

### **ASX quotation**

After shares are issued and allotted under the SPP, the Company will apply to ASX for quotation of the Shares on the Official List and send an allotment notice or holding statement to each eligible shareholder's registered address.

### **No costs**

Eligible shareholders may subscribe without incurring brokerage costs, commission or other transaction costs.

### **The Company's rights**

The Company may reject any application for Shares under the SPP if:

- (a) it considers that the application does not comply with these terms;
- (b) you are not an Eligible Shareholder;
- (c) a cheque is returned unpaid;
- (d) the application form has not been properly completed; or
- (e) there are grounds for believing that the applicant is not acting in good faith.

The Company may modify, suspend or cancel the SPP at any time. If the Company does this it will notify ASX. If the SPP is cancelled the Application Amount will be refunded without interest. Neither the Company nor the board accepts or assumes any liability to shareholders because of the variation, suspension or termination of the SPP.

The Company may settle, at its discretion in any manner it deems fit, any anomalies or disputes in connection with the SPP and that decision is conclusive and binding on all applicants. The Company reserves the right to waive strict compliance with these terms.

### **Your representations**

By completing and returning the application form or by making a BPAY payment, you:

- (a) certify to the Company that you are an eligible shareholder;

- (b) authorise the Company (and its officers and agents) to correct any error in, or omission from, your application form;
- (c) accept the risks of the delivery of any refund to you;
- (d) acknowledge that the Company may at its discretion determine that your application form is valid, even if the application form is invalid;
- (e) irrevocably and unconditionally agree to these terms; and
- (f) acknowledge that the Company is not liable for any exercise of its discretions referred to in these terms.

**Other information**

The Offer is non renounceable, which means that you cannot transfer your right to purchase shares under the SPP to anyone else. Shares issued under the SPP will rank equally in all respects with existing fully paid shares.

This document is not an offer of securities in any place outside Australia or New Zealand and does not take into account your individual investment objectives, financial situation or particular needs. An investment in the Company is speculative. Therefore, you should obtain independent financial and taxation advice before making an investment decision.