

Replacement Prospectus

Prescient Therapeutics Limited ACN 006 569 106

Non-renounceable pro rata entitlement offer of 1 New Share for every 3 Existing Shares (and 1 New Option for every 2 New Shares issued) at an offer price of \$0.09 per New Share to raise approximately \$3.4 million (before the exercise of any New Options)

Last date for acceptance and payment: 5.00pm (Sydney time) on 21 June 2016.

If you are an Eligible Shareholder, this is an important document that requires your immediate attention. It should be read in its entirety. If, after reading this document, you have any questions about the securities being offered for issue under it or any other matter, you should contact your stockbroker, solicitor, accountant or other professional adviser.

This Replacement Prospectus also provides for the issue of the Placement Options on the terms announced by the Company on 18 May 2016.

THE DOCUMENT IS IMPORTANT AND SHOULD BE READ IN ITS ENTIRETY

Legal Adviser

Lawyers | **McCullough
Robertson**

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IMPORTANT NOTICES

General

This Replacement Prospectus is dated 3 June 2016. It replaces the prospectus lodged with ASIC and ASX on 18 May 2016 (**Original Prospectus**).

A copy of this Replacement Prospectus was lodged with ASIC on that date. Neither ASIC nor ASX takes any responsibility for the contents of this Replacement Prospectus or the merits of any investment under this Replacement Prospectus. No Shares or Options will be allotted or transferred on the basis of this Replacement Prospectus after the expiry date. This Replacement Prospectus expires on 3 July 2017.

No person may give any information or make a representation about the Entitlement Offer, which is not in this Replacement Prospectus. Information or representations not in this Replacement Prospectus must not be relied on as authorised by the Company, or any other person, in connection with the Entitlement Offer.

This Replacement Prospectus provides updated information for investors to decide if they wish to invest in Prescient. Accordingly, this Replacement Prospectus has omitted the inclusion of the Company's previous Investor Presentation and an overview of the Company's operations is now included at Section 2. There has also been additional information included with respect to the proposed application of funds as noted at Section 1.3. Investors should not rely on information that was included in the Original Prospectus and is now excluded from the Replacement Prospectus. It was not considered appropriate to include the Investor Presentation in this Replacement Prospectus as it may not contain all the details and information necessary for you to make a decision or evaluation of a further investment in the Company.

Read this document in its entirety. Examine the assumptions underlying the risk factors that could affect the financial performance of Prescient. Consider these factors carefully in light of your personal financial circumstances. Seek professional advice from your accountant, stockbroker, lawyer or other professional adviser before deciding whether to invest. The Entitlement Offer does not take into account the investment objectives, financial situation or needs of particular investors.

Australian and New Zealand residents only

The New Shares and New Options to be issued under this Replacement Prospectus are only offered to Eligible Shareholders, being Shareholders with a registered address in Australia or New Zealand at 7.00pm (Sydney time) on the Record Date.

The offer is available to Australian and New Zealand residents having a registered address in those jurisdictions. The distribution of this Replacement Prospectus in jurisdictions outside Australia or New Zealand may be restricted by law. Seek advice on and observe any restrictions. This Replacement Prospectus is not an offer in any place where, or to any person to whom, it would not be lawful to make the offer.

Special notice to New Zealand Resident investors

This offer to New Zealand investors is a regulated offer made under Australian and New Zealand law. In Australia, this is Chapter 8 of the Corporations Act 2001 (Aust) and regulations made under that Act. In New Zealand, this is subpart 6 of Part 9 of the Financial Markets Conduct Act 2013 and Part 9 of the Financial Markets Conduct Regulations 2014.

This offer and the content of the offer document are principally governed by Australian rather than New Zealand law. In the main, the Corporations Act 2001 (Aust) and the regulations made under that Act set out how the offer must be made.

There are differences in how financial products are regulated under Australian law. For example, the disclosure of fees for managed investment schemes is different under the Australian regime.

The rights, remedies, and compensation arrangements available to New Zealand investors in Australian financial products may differ from the rights, remedies, and compensation arrangements for New Zealand financial products.

Both the Australian and New Zealand financial markets regulators have enforcement responsibilities in relation to this offer. If you need to make a complaint about this offer, please contact the Financial Markets Authority, New Zealand (<http://www.fma.govt.nz>). The Australian and New Zealand regulators will work together to settle your complaint.

The taxation treatment of Australian financial products is not the same as for New Zealand financial products.

If you are uncertain about whether this investment is appropriate for you, you should seek the advice of an appropriately qualified financial adviser.

The offer may involve a currency exchange risk. The currency for the financial products is not New Zealand dollars. The value of the financial products will go up or down according to changes in the exchange rate between that currency and New Zealand dollars. These changes may be significant.

If you expect the financial products to pay any amounts in a currency that is not New Zealand dollars, you may incur significant fees in having the funds credited to a bank account in New Zealand in New Zealand dollars.

If the financial products are able to be traded on a financial product market and you wish to trade the financial products through that market, you will have to make arrangements for a participant in that market to sell the financial products on your behalf. If the financial product market does not operate in New Zealand, the way in which the market operates, the regulation of participants in that market, and the information available to you about the financial products and trading may differ from financial product markets that operate in New Zealand.

Electronic Replacement prospectus

This Replacement Prospectus is available electronically at www.prescienttherapeutics.com. The Entitlement and Acceptance Form attached to the electronic version of this Replacement Prospectus must be used within Australia or New Zealand. Electronic versions of this Replacement Prospectus should be downloaded and read in their entirety. Obtain a paper copy of the Replacement Prospectus (free of charge) by telephoning 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia). Applications for New Shares and New Options may only be made on the Entitlement and Acceptance Form attached to this Replacement Prospectus or in its paper copy form downloaded in its entirety from www.prescienttherapeutics.com.

Exposure period

No exposure period applies to this Replacement Prospectus by operation of the Corporations Act (in respect of the New Shares) and the ASIC Corporations (Exposure Period) Instrument 2016/74 (in respect of the New Options).

Privacy

The Company and the share registry collect, hold and use personal information received from you to communicate and provide services to you as a Shareholder. The Company may disclose information to its agents, service providers (such as the share registry) and government bodies. The Company's privacy policy sets out how you may access, correct and update the personal information that the Company holds about you (by contacting the share registry), how you can complain about privacy related matters and how the Company responds to complaints.

Defined terms

Capitalised terms used in this Replacement Prospectus are defined in the Glossary.

Currency

Monetary amounts shown in this Replacement Prospectus are expressed in Australian dollars unless otherwise stated.

Photographs and diagrams

Photographs used in this Replacement Prospectus without descriptions are only for illustration. The people shown are not endorsing this Replacement Prospectus or its contents. Diagrams used in this Replacement Prospectus may not be drawn to scale. The assets depicted in photographs in this Replacement Prospectus are not assets of the Company unless otherwise stated.

THIS DOCUMENT IS IMPORTANT AND SHOULD BE READ IN ITS ENTIRETY

Letter from the Chairman

3 June 2016

Dear Shareholder

On behalf of your Board, it gives me great pleasure to offer you this opportunity to increase your investment in Prescient through participation in this 1 for 3 non-renounceable pro rata issue of new Prescient shares (**New Shares**), and 1 option for every 2 New Shares issued (**New Options**), at a price of \$0.09 per New Share (the **Entitlement Offer**).

On 18 May 2016, Prescient announced its successful raising of approximately \$1.75 million through a first tranche placement to institutional and sophisticated investors which completed on 24 May 2016, utilising the Company's existing placement capacity under the Listing Rules, and a second tranche placement to raise a further \$5.25 million, subject to obtaining shareholder approval, anticipated to be completed on or around 23 June 2016 (**Placement**) (together with the Entitlement Offer, the **Equity Raising**).

The offer price of \$0.09 per New Share represents a discount of approximately 18.2% to the closing price of Shares on 13 May 2016 (being the last trading day before announcement of the Equity Raising). It is also the same price offered to sophisticated and professional investors under the Placement.

Prescient intends to raise approximately \$3.4 million (before direct offer costs) through the issue of approximately 37.7 million Shares under the Entitlement Offer. In addition, if all of the available New Options are issued and exercised, Prescient will raise approximately \$3.4 million.

The Board intends to use the proceeds of the Equity Raising to progress its clinical programs, including additional drug manufacture and clinical trial management, as well as for general working capital purposes. Further details on the proposed use of funds is set out in section 1.3 of this Replacement Prospectus.

The number of New Shares you are entitled to subscribe for under the Entitlement Offer (**Entitlement**) is set out in your personalised Entitlement and Acceptance Form that is attached to this Replacement Prospectus.

If you take up your Entitlement, you can also apply for additional Shares under a 'top-up' facility (refer to section 3.2 of this Replacement Prospectus for more information).

The Entitlement Offer is non-renounceable and therefore your Entitlements will not be tradeable on ASX or otherwise transferable.

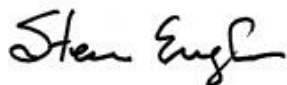
The Entitlement Offer closes at 5.00pm (Sydney time) on 21 June 2016.

Please read in full the details on how to submit your application, which are set out in this Replacement Prospectus. For further information about the Entitlement Offer, please call the share registry, Automic Registry Services, on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia), or visit the Company's website at www.prescienttherapeutics.com.

You should also consult your stockbroker, solicitor, accountant or other professional adviser to evaluate whether or not to participate in the Entitlement Offer.

On behalf of the Board, I encourage you to consider this investment opportunity and thank you for your ongoing support.

Yours faithfully



Steven Engle
Chairman

1 Investment overview

1.1 Summary offer details

Terms of offer	Details
Offer Price per New Share	\$0.09
Ratio	1 New Share for every 3 Existing Shares
Total number of New Shares offered under this Replacement Prospectus	37,728,703
Total number of New Options offered under this Replacement Prospectus	18,864,352
Total number of Shares to be issued under the Placement	77,777,780
Total number of Placement Options issued under this Replacement Prospectus	38,388,890
Total number of Shares on issue following the Equity Raising (before the exercise of any New Options)	209,248,148
Total amount to be raised under the Equity Raising (before the exercise of any New Options)	\$10,395,583
Amount to be raised if all available New Options and Placement Options are issued and exercised	\$10,395,583
Market capitalisation at the Offer Price	\$18,832,333

1.2 Important dates

Event	Date
Announcement of the Equity Raising	18 May 2016
Allotment of Shares issued under the Tranche 1 Placement	24 May 2016
Ex date	25 May 2016
Record Date for Entitlement Offer (7.00pm, Sydney time)	26 May 2016
Replacement Prospectus and Entitlement and Acceptance Form despatched	6 June 2016
Offer opens	6 June 2016
Offer closes (5.00pm, Sydney time)	21 June 2016
New Shares quoted on deferred settlement basis	22 June 2016
Announcement of results of Entitlement Offer and under-subscriptions	22 June 2016
Extraordinary meeting to approve Tranche 2 Placement and Placement Options	22 June 2016

Allotment of New Shares issued under the Entitlement Offer	23 June 2016
Allotment of Shares issued under the Tranche 2 Placement	23 June 2016
Despatch of holding statements for New Shares issued under the Entitlement Offer	23 June 2016
Normal ASX trading for New Shares issued under the Entitlement Offer commences	24 June 2016

All dates and times are subject to change and are indicative only. All times are to Sydney time. The Company reserves the right to vary these dates and times without notice. The last day to extend the Entitlement Offer is 16 June 2016. Prescient may close the Entitlement Offer early, withdraw the Entitlement Offer, or accept late applications. In that event, the relevant Application Money (without interest) will be returned in full to Applicants.

1.3 Purpose of the Equity Raising and use of funds

The purpose of the Equity Raising is to raise new funds to progress its clinical programs, including additional drug manufacture and clinical trial management, as well as for general working capital purposes and costs associated with the Equity Raising.

The use and allocation of capital may need to alter during the course of the Company's priorities and programs. Extra funds may be re-allocated to any particular program, according to results and needs. Any remaining funds will be applied to meet the Company's general working capital requirements, including payment of overheads, and to enable the Company to implement and execute its business objectives.

The following table shows the proposed application of funds raised through this Replacement Prospectus and the Placement.

Proposed Use of Funds	Funds from the Entitlement Offer and Tranche 1 Placement*	Funds from the Tranche 2 Placement (subject to shareholder approval)	Total Funds
PTX-200 clinical trial costs	\$1,500,000	\$2,000,000	\$3,500,000
PTX 100 clinical trial costs	-	\$1,000,000	\$1,000,000
PTX-200 drug manufacturing costs	\$500,000	\$500,000	\$1,000,000
PTX-100 drug manufacturing costs	\$1,850,000	-	\$1,850,000
Corporate and employment costs	\$750,000	\$1,000,000	\$1,750,000
General operating costs	\$235,500	\$400,000	\$635,500
Capital raising costs	\$310,000	\$350,000	\$660,000
TOTAL	\$5,145,500	\$5,250,000	10,395,500

* Assumes full subscription under the Entitlement Offer.

It is anticipated that the Entitlement Offer (if fully subscribed) and Placement (subject to shareholder approval for the Tranche 2 Placement), together with existing cash reserves, will

provide the Company with sufficient working capital to achieve its stated objectives for the next two years.

The Directors reserve the right to make any adjustments to the use of funds as they see fit to manage the needs of the Company. Additional funds up to a maximum value of \$3.395 million may become available to the Company, should the New Options be exercised on or before their expiry date (30 June 2018), however, the Company is not relying on these additional funds for its planned programs.

1.4 Shareholding structure

Subject to the rounding up of fractional Entitlements and depending on the number of Existing Options that are exercised before the Record Date, the following table shows the shareholding structure of Prescient on completion of the Equity Raising:

Existing Shares on issue as at 18 May 2016 (announcement of the Equity Raising)	93,741,665
Approximate Shares issued under the Placement*	77,777,780
Approximate New Shares to be issued under the Entitlement Offer	37,728,703
Approximate total number of Shares after the Equity Raising	209,248,148

*Subject to shareholder approval of the Tranche 2 Placement

1.5 Potential questions and answers

Question	Answer	Section
Who is the issuer of this Replacement Prospectus?	Prescient Therapeutics Limited ACN 006 569 106	Not applicable
What is the Entitlement Offer?	The Entitlement Offer is a non-renounceable pro rata entitlement offer of 1 New Share in Prescient for every 3 Existing Shares held by an Eligible Shareholder on the Record Date (and 1 New Option for every 2 New Shares issued).	section 3.1
What is the Offer Price of the New Shares?	The New Shares are being issued at \$0.09 per New Share.	section 3.1
What rights and liabilities attach to the New Shares?	The New Shares will rank equally in all respects with the Shares held by the Existing Shareholders. The rights and liabilities attaching to all Shares are set out in the Company's constitution.	sections 7.1 and 8.2
What rights and liabilities attach to the New Options?	The New Options are issued on the terms set out in the Annexure.	section 8.3 and Annexure

Question	Answer	Section
What rights and liabilities attached to the Placement Options?	The Placement Options are being made to Placement Shareholders, being sophisticated investors who participated in the Company's Placement in which they were issued with the Placement Shares on or about 24 May 2016 (in respect of the Tranche 1 Placement Shares) and are anticipated to be issued on 23 June 2016 (in respect of the Tranche 2 Placement Shares), subject to shareholder approval.	section 8.3 and Annexure
What is the Company's financial position?	The Company's financial position is set out in detail in section 5 of this Replacement Prospectus.	section 5

Question	Answer	Section
<p>What risks are involved with an investment in the Company?</p>	<p>An investment in Prescient is subject to both general and specific risks which you should consider before making a decision to apply for New Shares or in exercising any New Options.</p> <p>Key specific risks include:</p> <ul style="list-style-type: none"> (a) the Company’s drug candidates, PTX-200 and PTX 100, are still in development and Prescient has not generated any product sales or revenues; (b) the Company’s clinical trials may fail to meet their desired endpoints or may have adverse effects for patients which could greatly impact the value of the Company; (c) Prescient’s clinical trials are costly and time-consuming, may be subject to suspension or delay by regulatory authorities, and may ultimately prove unsuccessful. There is also no guarantee that an adequate number of patients can be recruited on time, or at all, for clinical trials; (d) Prescient may not obtain the regulatory approvals that it requires for sale of its products or the reimbursement approvals required for sales growth, or such approvals may be subject to delay; (e) as Prescient may need to raise further capital in the future, which may dilute existing Shareholders (including Shareholders that receive Options under this Replacement Prospectus). In addition, there can be no guarantee that additional capital can be raised at terms acceptable to Shareholders; (f) Prescient is dependent on the retention of key personnel and consultants, and the performance of those personnel, as well as the performance of other third-party collaborators; (g) Prescient may be impacted if its intellectual property is not able to be adequately protected or is subject to challenge by a third party; and (h) there are a number of groups around the world working on technology which could compete with PTX-200 or PTX-100 and their application in oncology, and as such, Prescient may be impacted by competitive or alternative products or technologies. 	<p>section 0</p>
<p>Is the Entitlement Offer underwritten?</p>	<p>The Entitlement Offer is not underwritten.</p>	<p>section 3.1</p>

Question	Answer	Section
How do I participate in the Entitlement Offer?	To participate in the Entitlement Offer, please complete the Entitlement and Acceptance Form attached to this Replacement Prospectus and return it to the Company with payment of the Application Money before 21 June 2016.	section 4 and Entitlement and Acceptance Form
Can I apply for more than my Entitlement?	Yes, you can apply for New Shares in excess of your Entitlement via the Top Up Facility	section 4.2 and Entitlement and Acceptance Form
How do I calculate the Application Money payable if I wish to participate in the Entitlement Offer?	The Application Money is calculated by multiplying the number of New Shares you wish to apply for by the Offer Price of \$0.09 per New Share.	section 4 and Entitlement and Acceptance Form
Is commission payable to financial advisers or brokers?	Participating organisations receive a handling fee of 4.0% for submitting a valid application form bearing a broker stamp.	Not applicable
Further questions	If you have questions about the Entitlement Offer, please contact Melanie Leydin on +61 3 9692 7222.	section 3.11

1.6 Important notice

This section is not intended to provide full details of the investment opportunity. Shareholders must read this Replacement Prospectus in full to make an informed investment decision. The New Shares and New Options offered under this Replacement Prospectus carry no guarantee of return of capital, return on investment, payment of dividends or on the future value of the Shares.

2 Prescient – the business

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

PTX's lead drug candidate PTX-200 has been shown to inhibit 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 leukemia. Unlike other drug candidates that target Akt inhibition which are non-specific kinase inhibitors, that have toxicity problems, PTX-200 has a novel mechanism of action that has been shown to specifically inhibit Akt whilst being comparatively safer. This promising compound is now the focus of three current clinical trials. The first is a Phase Ib/II study examining PTX-200 in breast cancer patients at the prestigious Montefiore Cancer Center in New York and at Florida's H. Lee Moffitt Cancer Center (Moffitt). In February 2016, the Company announced that the last patient (patient 17) had been dosed in the escalation stage of its Akt inhibition Phase Ib breast cancer trial at the Montefiore Cancer Center. A Phase Ib/II 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 the Moffitt. In addition, PTX has recently received IND allowance for a Phase Ib/II trial evaluating PTX-200 as a new therapy for Acute Myeloid Leukemia.

Despite the above, given clinical trials have been at an early stage and based on a small sample size, investors should not rely on the Company's results to date in making an investment decision. Commercialisation of these drugs will depend on completing further and more extensive clinical trials, and subsequent FDA approval being obtained.

PTX's second novel drug candidate, PTX-100, is a first in class compound with the potential to block an important cancer growth enzyme known as geranylgeranyl transferase (GGT). It also has the potential to block 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 I trial in advanced solid tumors. In the study carried out at the University of Pennsylvania and Indiana University, four of 13 evaluable patients experienced stabilization of their disease, in spite of the fact that their cancers were late stage and resistant to prior treatments of chemotherapy.

3 Details and effect of the Entitlement Offer

3.1 Overview

The Entitlement Offer is a non-renounceable offer of 37,728,703 New Shares at \$0.09 per New Share to raise approximately \$3.4 million (before direct offer costs including fees paid to advisers and to providers of specific services to cover share registry, printing and postage costs).

The Board intends to use the proceeds of the Equity Raising to progress its clinical programs, including additional drug manufacture and clinical trial management. Further details on the proposed use of funds is set out in section 1.3 of this Replacement Prospectus.

Funds will also be applied for ongoing working capital and the costs of the Equity Raising.

Eligible Shareholders who are on Prescient's share register on the Record Date are entitled to acquire 1 New Share for every 3 Existing Shares held on the Record Date (**Entitlement**).

Fractional Entitlements will be rounded up to the nearest whole number of New Shares.

The offer price of \$0.09 per New Share represents a discount of approximately 18.2% to the closing price of Shares on 13 May 2016 (being the last trading day before announcement of the Equity Raising).

An Entitlement and Acceptance Form setting out your Entitlement accompanies this Replacement Prospectus. Eligible Shareholders may subscribe for all or part of their Entitlement.

Shareholders will have their interest in Prescient diluted because of the issue of Shares under the Placement. In addition, eligible Shareholders who do not take up all of their Entitlements will have their percentage shareholding in Prescient further diluted.

Eligible Shareholders should be aware that an investment in Prescient involves risks. The key risks identified by Prescient are set out in section 0 of this Replacement Prospectus.

It is not anticipated that the Offer will not have any material impact on the control of the Company.

Further details of the effect of the Offer on the Company's share capital are set out in sections 1.1 and 1.4 of this Replacement Prospectus.

3.2 Issue of additional Shares under the Top Up Facility

Any New Shares not taken up by the Closing Date may be made available to those Eligible Shareholders who took up their full Entitlement and applied for additional New Shares under the Top Up Facility.

There is no guarantee that those Shareholders will receive the number of New Shares and New Options applied for under the Top Up Facility, or any. The number of New Shares and New Options available under the Top Up Facility will not exceed the shortfall from the Entitlement Offer. The Directors reserve the right to allot and issue New Shares and New Options under the Top Up Facility at their discretion.

The Company may allocate all, or a lesser number, of Shares and Options for which an application has been made under the Top Up Facility. If applications are scaled back, there may be a different application of the scale-back policy to each Applicant.

3.3 Eligible Shareholders

This Replacement Prospectus is being sent to Shareholders with registered addresses in Australia or New Zealand only. This Replacement Prospectus does not constitute an offer to issue the New Shares or the New Options in any place in which, or to any person to whom, it would not be lawful to make that offer.

The Company is of the view that it is unreasonable to make an offer to issue the New Shares and the New Options to Ineligible Shareholders having regard to:

- (a) the number of Ineligible Shareholders to whom offers to issue the New Shares and the New Options would otherwise be made;
- (b) the number and value of the New Shares and the New Options that would otherwise be offered for issue to Ineligible Shareholders; and
- (c) the cost of complying with the laws, and any requirements of any regulatory authority, of the places where the New Shares and the New Options would otherwise be offered for issue.

3.4 Placement

This Replacement Prospectus is also being sent to Placement Shareholders who were issued with the Placement Shares on 24 May 2016 (in respect of the Tranche 1 Placement Shares) and are anticipated to be issued on 23 June 2016 (in respect of the Tranche 2 Placement Shares), subject to shareholder approval, through the Company's recent Placement. Eligibility to receive Placement Options is limited to Placement Shareholders.

Investors who receive Shares under the Tranche 1 Placement will be entitled to participate in the Entitlement Offer if they are Eligible Shareholders.

3.5 Non-renounceable

The rights to the New Shares and the New Options are non-renounceable. Therefore you cannot trade Entitlements on ASX and you cannot transfer or otherwise dispose of them.

3.6 Shortfall facility

A shortfall may arise if applications received for New Shares under the Entitlement Offer (including after the completion of the Top Up Facility and the Entitlements of Ineligible Shareholders) are less than the number of New Shares offered.

The Directors reserve the right, subject to the requirements of the Listing Rules and the Corporations Act, to place Shortfall Shares within three months after the Closing Date to either existing or new Shareholders at their discretion. If issued, Shortfall Shares will be issued at a price not less than the Offer Price of New Shares under the Entitlement Offer. Shareholders will not receive any payment or value for the Entitlements not taken up under the Entitlement Offer that are later taken up as Shortfall Shares.

3.7 Financial position

The effect of the Equity Raising on the financial position of the Company is set out in section 5.

3.8 Taxation considerations

The taxation consequences of an investment in the Company depend upon your particular circumstances. You should make your own enquiries about the taxation consequences of an investment in the Company. If you are in doubt about the course you should follow, you should consult your accountant, stockbroker, lawyer or other professional adviser.

3.9 Foreign selling restrictions

No action has been taken to register or qualify the New Shares, New Options, or the Entitlement Offer in any jurisdiction outside Australia and New Zealand, or otherwise to permit a public offering of the New Shares or New Options outside Australia and New Zealand.

The Replacement Prospectus does not constitute an offer or invitation in any jurisdiction where, or to any person to whom, the offer or invitation would be unlawful. The distribution of this Replacement Prospectus in jurisdictions outside Australia and New Zealand may be restricted by law and persons who come into possession of this Replacement Prospectus should seek advice on and observe any of those restrictions. Any failure to comply with the restrictions may constitute a violation of applicable securities laws.

Each Applicant warrants and represents that they:

- (a) are an Australian or New Zealand citizen or resident in Australia or New Zealand;

- (b) are located in Australia or New Zealand at the time of the application and is not acting for the account or benefit of any person in the United States or any other foreign person; and
- (c) will not offer or sell the New Shares or New Options in the United States or in any other jurisdiction outside Australia or New Zealand, or to a United States person, except in transactions exempt from registration under the *US Securities Act 1933* as amended, and in compliance with all applicable laws in the jurisdiction in which the New Shares and New Options are offered and sold.

3.10 Withdrawal

The Company reserves the right to withdraw the Entitlement Offer, at any time before the allotment of New Shares. If the Entitlement Offer does not proceed, the Application Money is refunded. No interest is paid on any Application Money refunded because of the withdrawal of the Entitlement Offer.

3.11 Enquiries

If you have questions about the Offer, please contact Melanie Leydin, Company Secretary on +61 3 9692 7222.

4 How to apply

4.1 Shareholder's choices

The number of New Shares to which Eligible Shareholders are entitled under the Entitlement Offer (i.e. their Entitlement) is shown on the attached Entitlement and Acceptance Form.

Eligible Shareholders may:

- (a) take up their Entitlement in full and, if they do so, they may apply for additional New Shares under the Top Up Facility (refer to section 4.2);
- (b) take up part of their Entitlement, in which case the balance of their Entitlement lapses (refer to section 4.3); or
- (c) allow their Entitlement to lapse (refer to section 4.4).

Ineligible Shareholders may not take up any of their Entitlements.

Prescient may reject any Entitlement and Acceptance Form that is not correctly completed or that is received after the Closing Date.

The Closing Date for acceptance of the Entitlement Offer is **5.00pm (Sydney time) on 21 June 2016** (however, that date may be varied by Prescient, in accordance with the Listing Rules).

4.2 Taking up all of your Entitlement and participating in the Top Up Facility

If you wish to take up your Entitlement in full, follow the instructions set out in the Entitlement and Acceptance Form.

If you have applied to take up all of your Entitlement, you may also apply for additional New Shares under the Top Up Facility.

Please return your completed Entitlement and Acceptance Form together with a cheque for your Application Money in accordance with section 4.6 for the amount shown on the Entitlement and Acceptance Form to the share registry so that it is received no later than **5.00pm (Sydney time) on 21 June 2016** at the address set out below:

Post:

Prescient Therapeutics Limited
C/- Automic Registry Services
PO Box 2226
STRAWBERRY HILLS NSW 2012

Delivery:

C/- Automic Registry Services
Suite 310, Level 3
50 Holt Street
SURRY HILLS NSW 2010

BPAY:

Alternatively, you may take up all of your Entitlement by payment of the Application Money through BPAY in accordance with the instructions on the Entitlement and Acceptance Form. If payment is being made through BPAY, you do not need to return the Entitlement and Acceptance Form. Your payment must be received by no later than **5.00pm (Sydney time) on 21 June 2016**.

If you pay through BPAY and do not return the Entitlement and Acceptance Form, amounts received by Prescient in excess of the Offer Price multiplied by your Entitlement (**Excess Amount**) may be treated as an application to apply for as many additional New Shares under the Top Up Facility as your Excess Amount will pay for in full.

If you apply for additional New Shares under the Top Up Facility and your application is successful (in whole or in part) your New Shares and New Options will be issued at the same time that other New Shares and New Options are issued under the Entitlement Offer. There is no guarantee you will receive any New Shares and New Options under the Top Up Facility. The Directors may allot and issue New Shares and New Options under the Top Up Facility at their discretion.

Refund amounts, if any, will be paid in Australian dollars. Interest will not be paid on any refunds. You will be paid either by cheque sent by ordinary post to your address as recorded on the share register (the registered address of the first-named in the case of joint holders), or by direct credit to the nominated bank account as noted on the share register as at the Closing Date. If you wish to advise or change your banking instructions with the share registry you may do so by going to <https://automic.com.au> and following the instructions.

4.3 Taking up part of your Entitlement and allowing the balance to lapse

If you wish to take up part of your Entitlement, complete the Entitlement and Acceptance Form for the number of New Shares you wish to take up and follow the other steps required under section 4.2.

Alternatively, you may arrange for payment through BPAY in accordance with the instructions on the Entitlement and Acceptance Form. If you pay through BPAY and Prescient receives an amount that is less than the Offer Price multiplied by your Entitlement (**Reduced Amount**), your payment may be treated as an application for as many New Shares as your Reduced Amount will pay for in full.

4.4 Allow your Entitlement to lapse

If you do not wish to accept all or any part of your Entitlement, do not take any further action and that part of your Entitlement will lapse.

4.5 Consequences of not accepting your Entitlement

If you do not accept all or part of your Entitlement in accordance with the instructions set out above, any New Shares and New Options that you would have otherwise been entitled to under the Entitlement Offer may be acquired by other Eligible Shareholders under the Top Up Facility.

No party is anticipated to acquire a relevant interest in voting Shares exceeding 20% as result of the Entitlement Offer, the Placement or any Entitlement Offer shortfall.

4.6 Payment

The consideration for the New Shares (including under the Top Up Facility) is payable in full on application by a payment of \$0.09 per New Share. The Entitlement and Acceptance Form must be accompanied by a cheque for the Application Money. Cheques must be drawn in Australian currency on an Australian bank and made payable to '**Prescient Therapeutics Limited – Entitlement Offer**' and crossed 'Not Negotiable'.

Alternatively, you may arrange for payment of the Application Money through BPAY in accordance with the instructions on the Entitlement and Acceptance Form.

Eligible Shareholders must not send cash by mail. Receipts for payment will not be issued.

4.7 Entitlement and Acceptance Form is binding

A completed and lodged Entitlement and Acceptance Form, or a payment made through BPAY, constitutes a binding offer to acquire New Shares on the terms of this Replacement Prospectus and cannot be withdrawn.

If the Entitlement and Acceptance Form is not completed correctly it may still be treated as a valid application for New Shares. The Directors' (or their delegates') decision whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final.

By completing and returning your personalised Entitlement and Acceptance Form with the requisite Application Money or making a payment by BPAY, you will also be taken to have acknowledged, represented and warranted on behalf of each person on whose account you are acting that you:

- (a) are an Eligible Shareholder and are not otherwise a person to whom it would be illegal to make an offer or issue New Shares or New Options under the Entitlement Offer; and
- (b) acknowledge that the New Shares and New Options have not been, and will not be, registered under the US *Securities Act of 1933* or under the laws of any other jurisdiction outside Australia or New Zealand.

4.8 Validity of Entitlement and Acceptance Forms

An Entitlement and Acceptance Form may only be distributed with, attached to or accompany a complete and unaltered copy of this Replacement Prospectus.

By completing and lodging an Entitlement and Acceptance Form received with this Replacement Prospectus, the Applicant represents and warrants that the Applicant has personally received a complete and unaltered copy of this Replacement Prospectus before completing the Entitlement and Acceptance Form.

The Company does not accept a completed Entitlement and Acceptance Form if it has reason to believe the Applicant has not received a complete copy of the Replacement Prospectus or it has reason to believe that the Entitlement and Acceptance Form has been altered in any way.

4.9 Brokerage and Stamp Duty

No brokerage fee is payable by Eligible Shareholders who accept their Entitlement. No stamp duty is payable for subscribing for New Shares under the Entitlement Offer.

4.10 Broker handling fee

A handling fee of 4.0% of the application amount (plus GST) of New Shares under the Entitlement Offer will be paid to stockbrokers (being those entities being recognised as full service brokers or non-advisory brokers by ASX) who submit a valid claim for the broker handling fee on successful applications.

4.11 Notice to nominees and custodians

Nominees and custodians may not distribute any part of this Replacement Prospectus or any Entitlement and Acceptance Form in any country outside Australia or New Zealand, except to beneficial holders of Shares in Australia or New Zealand, and beneficial holders of Shares who are institutional or professional investors in other countries that Prescient has approved as being a country in which investors are eligible to participate, as well as any other country to the extent Prescient may determine it is lawful and practical to make the Entitlement Offer.

4.12 Information Availability

Eligible Shareholders can obtain a copy of this Replacement Prospectus from Prescient's website at www.prescienttherapeutics.com or by calling the share registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) at any time from 8.30am to 5.00pm (Sydney time) until the Closing Date. Shareholders who access the electronic version of this Replacement Prospectus should ensure that they download and read the entire Prospectus. The electronic version of this Replacement Prospectus will not include an Entitlement and Acceptance Form. A replacement Entitlement and Acceptance Form can be requested by calling the share registry.

5 Financial information

5.1 Historical and pro forma consolidated balance sheet as at 31 December 2015

This section contains a summary of the historical financial information for Prescient as at 31 December 2015 (**Historical Financial Information**) and a pro-forma historical statement of the financial position as at 31 December 2015 (**Pro Forma Historical Financial Information**) (collectively, **Financial Information**). The Financial Information has been prepared to illustrate the effect of the Equity Raising

	Reviewed 31-Dec-15 \$'000's	Placement \$'000's	Entitlements Issue \$'000's	Unaudited Proforma 31-Dec-15 \$'000's
Current Assets				
Cash and cash equivalents	1,930	6,544	3,201	11,675
Trade and other receivables	36	-	-	36
Other financial assets	870	-	-	870
Total current assets	2,836	6,544	3,201	12,581
Non Current Assets				
Intangibles	3,367	-	-	3,367
Total non current assets	3,367	-	-	3,367
Total assets	6,203	6,544	3,201	15,948
Current liabilities				
Trade and other payables	605	-	-	605
Employee benefits	13	-	-	13
Total current liabilities	618	-	-	618
Non current liabilities				
Total non current liabilities	-	-	-	-
Total liabilities	618	-	-	618
Net assets	5,585	6,544	3,201	15,330
Equity				
Issued capital	45,771	6,544	3,201	55,516
Reserves	556	-	-	556
Accumulated losses	(40,742)	-	-	(40,742)
Total Equity	5,585	6,544	3,201	15,330

5.2 Basis of preparation of financial information

The stated basis of preparation for the Historical Financial Information is in accordance with the recognition and measurement principles of the Australian Accounting Standards.

The stated basis of preparation for the Pro Forma Historical Financial Information is in a manner consistent with the recognition and measurement principles of the Australian Accounting Standards applied to the Historical Financial Information and the events or transactions to which the pro forma adjustments relate, as described in this section of the Replacement Prospectus, as if those events or transactions had occurred as at 31 December 2015.

The Company advises that its Half Yearly Report included a statement as to a material uncertainty regarding the continuation as a going concern. The material uncertainty related to the consolidated entity's ability to generate sufficient net operating cash inflows or execute alternative funding arrangements to enable it to continue as a going concern.

5.3 Pro-forma adjustments to consolidated balance sheet

The Pro Forma Historical Financial Information has been derived from the Historical Financial Information and has been prepared on the basis that the following significant transactions occurred as at 31 December 2015:

Material transactions since 31 December 2015:

- (a) the issue of 77,777,780 Shares under the Placement, raising gross proceeds of \$7 million less expenses of \$456,116; and

The Entitlement Offer:

- (b) the issue of 37,728,703 New Shares under the Entitlement Offer, expected to raise gross proceeds of \$3,395,583 less estimated offer costs of \$195,000.

Due to the nature of the pro forma adjustments, they do not represent the actual or prospective financial position of Prescient.

5.4 Pro forma cash flow statement as at 18 May 2016

The Company's pro forma historical cash position at 31 December 2015 adjusted for the Equity Raising is derived from actual cash as follows:

Cash as at 31 December 2015	1,930,000
Placement proceeds	7,000,000
Expenses of the Placement	(456,000)
Gross proceeds of the Entitlement Offer	3,395,000
Offer costs of the Entitlement Offer	(195,000)
Pro forma historical cash balance	11,674,000

6 Risk factors

6.1 Factors influencing success and risk

Introduction

This section identifies the major risks the Board believes are associated with an investment in Prescient.

The Prescient business is subject to risk factors, both specific to its business activities, and risks of a general nature. Individually, or in combination, these might affect the future operating performance of Prescient and the value of an investment in the Company. There can be no guarantee that Prescient will achieve its stated objectives or that any forward looking statements will eventuate. An investment in the Company should be considered in light of relevant risks, both general and specific. Each of the risks set out below could, if it eventuates, have a material adverse impact on Prescient's operating performance and profits, and the market price of the Shares.

Before deciding to invest in the Company, potential investors should:

- (a) read the entire Prospectus;
- (b) consider the assumptions underlying the risk factors that could affect the financial performance of Prescient;
- (c) review these factors in light of their personal circumstances; and
- (d) seek professional advice from their accountant, stockbroker, lawyer or other professional adviser before deciding whether to invest.

6.2 Specific investment risks

Competition regulation and loss of reputation

The biotechnology and pharmaceutical industries are intensely competitive and subject to rapid and significant change. A number of companies, both in Australia and abroad, may be pursuing the development of products that target the same markets that Prescient is targeting.

Prescient's products may compete with existing products that are already available to customers. In addition, a number of companies, both in Australia and abroad, may be pursuing the development of products that target the same customers that Prescient is targeting. Prescient may face competition from parties who have substantially greater resources than the Prescient.

Regulatory and reimbursement approvals

The research, development, manufacture, marketing and sale of products using Prescient's technology are subject to varying degrees of regulation by a number of government authorities in Australia and overseas.

Products, such as PTX-200, developed using Prescient's technology must undergo a comprehensive and highly regulated development and review process before receiving approval for marketing. The process includes the provision of clinical data relating to the quality, safety and efficacy of the products for their proposed use.

Products may also be submitted for reimbursement approval. The availability and timing of that reimbursement approval may have an impact upon the uptake and profitability of products in some jurisdictions.

Furthermore, any of the products utilising the Company's technology may be shown to be unsafe, non-efficacious, difficult or impossible to manufacture on a large scale, uneconomical to market, compete with superior products marketed by third parties or not be as attractive as alternative treatments.

Commercialisation of products and potential market failure

Prescient has not yet commercialised its technology and as yet has no material revenues.

Prescient is also dependent on commercially attractive markets remaining available to it during the commercialisation phase and there is a risk that, once developed and ready for sale, commercial sales, to fund sufficient revenues for continued operations and growth, may not be achieved.

Products in development and not approved for commercial sale

Prescient's ability to achieve profitability is dependent on a number of factors, including its ability to complete successful clinical trials, obtain regulatory approval for its products and successfully commercialise those products. There is no guarantee that Prescient's products (including PTX-200 and PTX-100) will be commercially successful.

Prescient does not currently generate revenue from product sales and any such revenue is not anticipated in the short to medium term.

There are many reasons why initially promising products fail to be successfully commercialised. For example, clinical trials may be suspended for safety or efficacy reasons (see further below), following development it may prove difficult or impossible to manufacture the products on a large scale, or, during the period of development, competitors (including those with greater resources) may emerge with competing or alternative treatments.

Clinical trial risk

Prescient may be unable to secure necessary approvals from regulatory agencies and institutional bodies (clinics and hospitals) to conduct future clinical trials. There is also no assurance that products developed using Prescient's technology will prove to be safe and efficacious in clinical trials, or that the regulatory approval to manufacture and market its products will be received. Clinical trials might also potentially expose Prescient to product liability claims in the event its products in development have unexpected effects on clinical subjects.

Clinical trials undertaken by Prescient have many associated risks which may impact profitability and future productions and commercial potential. They may prove unsuccessful or non-efficacious, impracticable or costly. The clinical trials could be terminated which will likely have a significant adverse affect on Prescient, the value of its securities and the future commercial development of PTX-200 and PTX-100.

Dependence upon key personnel

Prescient depends on the talent and experience of its personnel as its primary asset. There may be a negative impact on Prescient if any of its key personnel leave. It may be difficult to replace them, or to do so in a timely manner or at comparable expense. Additionally, any key personnel of the Company who leave to work for a competitor may adversely impact the Company.

In summary, Prescient's ability to attract and retain personnel will have a direct impact on its ability to deliver its project commitments. Additionally, increases in recruitment, wages and contractor costs may adversely impact upon the financial performance of the Company.

Requirement to raise additional funds

The Company may be required to raise additional equity or debt capital in the future. There is no assurance that it will be able to raise that capital when it is required or, even if available, the terms may be unsatisfactory. If the Company is unsuccessful in obtaining funds when they are required, the Company may need to delay or scale down its operations.

Growth

There is a risk that the Company may be unable to manage its future growth successfully. The ability to hire and retain skilled personnel as outlined above may be a significant obstacle to growth.

Mergers and acquisitions

The Company's growth strategy may be impacted if it is unable to find suitable mergers and acquisitions. The Company's due diligence processes may not be successful and a merger or acquisition may not perform to the level expected.

Intellectual property

The Company's ability to leverage its innovation and expertise depends upon its ability to protect its intellectual property and any improvements to it. The intellectual property may not be capable of being legally protected, it may be the subject of unauthorised disclosure or be unlawfully infringed, or the Company may incur substantial costs in asserting or defending its intellectual property rights.

6.3 General investment risks

Share market investments

The price of the Shares might rise or fall and they might trade at prices below or above the Offer Price. There can also be no assurance that an active trading market will exist for the Shares.

Factors affecting the price at which the Shares are traded on ASX could include domestic and international economic conditions. In addition, the prices of many listed entities' securities are affected by factors that might be unrelated to the operating performance of the relevant company. Those fluctuations might adversely affect the price of the Shares.

General economic conditions

Prescient's operating and financial performance is influenced by a variety of general economic and business conditions including the level of inflation, interest rates and government fiscal, monetary and regulatory policies. Prolonged deterioration in general economic conditions, including an increase in interest rates, could be expected to have a corresponding adverse impact on the Company's operating and financial performance.

Accounting standards

Australian accounting standards are set by the Australian Accounting Standards Board (**AASB**) and are outside the Directors' and Prescient's control. Changes to accounting standards issued

by AASB could materially adversely affect the financial performance and position reported in Prescient's financial statements.

Quotation of options

Depending on the level of participation in the Equity Raising, there is a risk that required conditions for the quotation of the New Options and Placement Options may not be satisfied. In which case, the New Options and Placement Options will be issued but will remain unquoted.

Tax risks

Changes to the rate of taxes imposed on Prescient (including in overseas jurisdictions in which Prescient operates now or in the future) or tax legislation generally may affect Prescient and its Shareholders. In addition, an interpretation of Australian tax laws by the Australian Taxation Office that differs to Prescient's interpretation may lead to an increase in Prescient's tax liabilities and a reduction in Shareholder returns.

Personal tax liabilities are the responsibility of each individual investor. Prescient is not responsible either for tax or tax penalties incurred by investors.

Litigation

There is a risk that the Company may in future be the subject of or required to commence litigation. There is, however, no litigation, mediation, conciliation or administrative proceeding taking place, pending or threatened against the Company.

6.4 Cautionary statement

Statements in this Replacement Prospectus may be forward looking statements.

Forward looking statements can be identified by the use of forward looking terminology such as, but not limited to, 'may', 'will', 'expect', 'anticipate', 'estimate', 'would be', 'believe', or 'continue' or the negative or other variations of comparable terminology. These statements are subject to risks and uncertainties that could cause actual results to differ materially from those projected. The Directors' expectations, beliefs and projections are expressed in good faith and are believed to have a reasonable basis. They are based on, among other sources, the examination of historical operating trends, data in the Company's records and other data available from third parties. There can be no assurance, however, that the Directors' expectations, beliefs or projections will give the results projected in the forward looking statements. Investors should not place undue reliance on these forward looking statements.

Additional factors that could cause actual results to differ materially from those indicated in the forward looking statements are discussed earlier in this section.

7 Further information

7.1 Constitution

The following is a summary of the major provisions of the Company's constitution:

Shares

The Directors are entitled to issue and cancel Shares in the capital of Prescient, grant Options over unissued shares and settle the manner in which fractions of a Share are to be dealt with. The Directors may decide the persons to whom, and the terms on which, Shares are issued or Options are granted as well as the rights and restrictions that attach to those Shares or Options.

The Constitution also permits the issue of preference shares on terms determined by the Directors.

Prescient may also sell a Share that is part of an marketable parcel of shares under the procedure set out in the Constitution.

Variation of class rights

The rights attached to any class of Shares may, unless their terms of issue state otherwise, only be varied with the consent in writing of members holding at least three-quarters of the Shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of Shares of that class.

Restricted securities

If the ASX classifies any of Prescient's share capital as restricted securities, then the restricted securities must not be disposed of during the escrow period and Prescient must refuse to acknowledge a disposal of the restricted securities during the escrow period, except as permitted under the Listing Rules or by the ASX.

Share certificates

Subject to the requirements of the Corporations Act, the Listing Rules or the ASX Settlement Operating Rules, Prescient need not issue share certificates if the Directors so decide.

Calls

The Directors may, from time to time, call upon Shareholders for unpaid monies on their shares. The Directors must give Shareholders who hold quoted Shares notice of a call at least 30 business days and no more than 40 business days before the amount called is due, specifying the time and place of payment. The Directors must give Shareholders who hold unquoted Shares notice of a call at least 5 business days before the amount called is due. If a call is made, Shareholders are liable to pay the amount of each call by the time and at the place specified.

A call is taken to have been made when a Directors' resolution passing the call is made. A call may be revoked or postponed at the discretion of the Directors.

Forfeiture and lien

Prescient may forfeit Shares to cover any call, or other amount payable in respect of Shares, which remains unpaid following any notice to that effect sent to a Shareholder. Forfeited Shares

become the property of Prescient and the Directors may sell, reissue or otherwise dispose of the Shares as they think fit.

A person whose Shares have been forfeited may still be required to pay Prescient all calls and other amounts owing in respect of the forfeited Shares (including interest) if the Directors so determine.

Prescient has a first and paramount lien for unpaid calls, instalments and related interest and any amount it is legally required to pay in relation to a Shareholder's Shares. The lien extends to all distributions relating to the Shares, including dividends.

Prescient's lien over Shares will be released if it registers a transfer of the Shares without giving the transferee notice of its claim.

Share transfers

Shares may be transferred by any method permitted by the Corporations Act, the Listing Rules or the ASX Settlement Operating Rules or by a written transfer in any usual form or in any other form approved by the Directors. The Directors may refuse to register a transfer of Shares where it is permitted or required to do so by the Listing Rules or the transfer is a transfer Restricted Securities..

General meetings

Each Shareholder, Director and auditor is entitled to receive notice of and attend any general meeting of Prescient. Two Shareholders must be present to constitute a quorum for a general meeting and no business, the election of a chairman and the adjournment of the meeting, may be transacted at any meeting unless a quorum is present when the meeting proceeds to business.

Voting rights

Subject to any rights or restrictions attached to any Shares or class of shares, on a show of hands each Shareholder present has one vote and, on a poll, one vote for each fully paid Share held, and for each partly paid Share, a fraction of a vote equivalent to the proportion to which the Share has been paid up. Voting may be in person or by proxy, attorney or representative.

Remuneration of Directors

Each Director is entitled to remuneration from Prescient for his or her services as decided by the Directors but the total amount provided to the Directors (excluding salaries if executive Directors) for their services as Directors must not exceed in aggregate in any financial year the amount fixed by Prescient in general meeting (see section 13.7). The remuneration of an executive Director must not include a commission on, or a percentage of, profits or operating revenue.

Remuneration may be provided in the manner that the Directors decide, including by way of non-cash benefits. There is also provision for Directors to be paid extra remuneration (as determined by the Directors) if they devote special attention to the business of Prescient or otherwise perform services which are regarded as being outside of their ordinary duties as Directors or, at the request of the Directors, engage in any journey on the Company's business.

Directors are also entitled to be paid reasonable travelling and other expenses they incur in attending to Prescient's affairs.

Interests of Directors

A Director who has a material personal interest in a matter that is being considered by the Board must not be present at a meeting while the matter is being considered nor vote on the matter, unless the Corporations Act allows otherwise.

Election and retirement of Directors

There must be a minimum of three Directors and a maximum of nine Directors unless Prescient in general meeting resolves otherwise.

Where required by the Corporations Act or Listing Rules, Prescient must hold an election of directors each year. No Director, other than the managing director, may hold office without re-election beyond the third annual general meeting following the meeting at which the Director was last elected or re-elected. A Director appointed to fill a casual vacancy, who is not a managing Director, holds office until the conclusion of the next annual general meeting following his or her appointment. If there would otherwise not be a vacancy, and no Director is required to retire, then the director who has been longest in office since last being elected must retire.

If a number of Directors were elected on the same day, the Directors to retire is (in default of agreement between them) determined by drawing lots.

Dividends

If the Directors determine that a final or interim dividend is payable, it is (subject to the terms of issue on any Shares or class of Shares) paid on all Shares proportionate to the amount for the time being paid on each Share. Dividends may be paid by cheque, electronic transfer or any other method as the Board determines.

The Directors have the power to capitalise and distribute the whole or part of the amount from time to time standing to the credit of any reserve account or otherwise available for distribution to Shareholders. The capitalisation and distribution must be in the same proportions which the Shareholders would be entitled to receive if distributed by way of a dividend.

Subject to the Listing Rules and Corporations Act, the Directors may pay a dividend out of any fund or reserve or out of profits derived from any source.

Proportional takeover bids

Prescient may prohibit registration of transfers purporting to accept an offer made under a proportionate takeover bid unless a resolution of Prescient has been passed approving the proportional takeover bid under the provisions of the Constitution.

Indemnities and insurance

Prescient must indemnify current and past Directors and other executive officers (**Officers**) of Prescient on a full indemnity basis and to the fullest extent permitted by law against all liabilities incurred by the Officer as a result of their holding office in Prescient or a related body corporate.

Prescient may also, to the extent permitted by law, purchase and maintain insurance, or pay or agree to pay a premium for insurance, for each Officer against any liability incurred by the Officer as a result of their holding office in Prescient or a related body corporate.

7.2 Documents available for inspection

Copies of the following documents are available for inspection during normal office hours at the registered office of the Company for 13 months after the date of this Replacement Prospectus:

- (a) the constitution of Prescient; and
- (b) the consents to the issue of this Replacement Prospectus.

8 Additional information

8.1 Continuous reporting and disclosure obligations

This Replacement Prospectus is a 'transaction specific prospectus' issued under section 713 Corporations Act as a prospectus for the issue of continuously quoted securities.

In general terms, a transaction specific prospectus is only required to contain information about the effect of the issue of securities on a company and the rights attaching to the securities. It is not necessary to include general information about all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

The Company is subject to regular reporting and disclosure obligations because it is a 'disclosing entity' for the purposes of the Corporations Act. Additionally, as a listed company, Prescient is subject to the Listing Rules which require disclosure to ASX of any information the Company has which a reasonable person would expect to have a material effect on the price or value of its Shares.

Copies of ASX announcements are available on the ASX website or the Company's website at <http://prescienttherapeutics.com/>.

In addition, copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an office of ASIC.

The information in the Annual Report, the Half Yearly Report and the continuous disclosure notices may be of interest to investors and their financial advisers.

The Directors rely upon section 712(3) Corporations Act with the inclusion by reference of material referred to above for full disclosure of relevant information to Shareholders for the purposes of section 711 Corporations Act, including the nature and extent of any Directors' interests or of persons identified in section 711(4) Corporations Act.

Company announcements since 31 December 2015 to the date of this Replacement Prospectus are set out below.

Date	Announcements
1 June 2016	Rights Issue Update
26 May 2016	Change in substantial holding
24 May 2016	Tranche 1 Capital Raising Complete and Appendix 3B
23 May 2016	Notice of General Meeting/Proxy Form
18 May 2016	Letter to Optionholders
18 May 2016	Letter to Ineligible Shareholders
18 May 2016	Letter to Eligible Shareholders
18 May 2016	Appendix 3B
18 May 2016	Offer Document
18 May 2016	PTX Secures \$7.0M Capital Raising
16 May 2016	Trading Halt
21 April 2016	March 2016 Appendix 4C – Quarterly
13 April 2016	Investor Presentation – April 2016

Date	Announcements
31 March 2016	RedChip Issues Research on Prescient Therapeutics
3 March 2016	Edison Investment Research Initiates Coverage
2 March 2016	PTX Featured on Bloomberg's – The Redchip Money Report
17 February 2016	Appendix 4D and Half Year Financial Report
17 February 2016	PTX-200 Breast Cancer Trial Progresses
15 February 2016	Steven Yatomi-Clarke Appointed CEO
5 February 2016	Appendix 3B
25 January 2016	December 2015 Appendix 4C - Quarterly
21 January 2016	PTX Presents at NobleCon12
19 January 2016	Response to ASX price query
14 January 2016	Yale Hematology Leader Joins PTX Scientific Advisory Board
11 January 2016	PTX to present at Biotech Showcase 2016 in San Francisco
8 January 2016	FDA Allows PTX IND for Leukemia Phase Ib & II Trials

The Company will give free of charge, to any person who requests it during the application period under this Replacement Prospectus, a copy of the Annual Report or the Half Yearly Report and any continuous disclosure notices lodged by the Company from 31 December 2015 to the date of this Replacement Prospectus. The information in the Annual Report, the Half Yearly Report and the continuous disclosure notices may be of interest to investors and their financial advisers.

8.2 Rights attaching to New Shares

The rights attaching to the New Shares, which are the same as the Existing Shares, are set out in the Company's constitution and summarised in section 7.1 of this Replacement Prospectus.

8.3 Rights attaching to New Options

The rights attaching to the New Options are summarised in the Annexure to this Replacement Prospectus.

The Placement Options will also be offered on equivalent terms.

8.4 Existing Options

Existing Options	Exercise Price	Vesting date	Expiry Date
4,385,000	\$0.100	12 October 2013	12 October 2017
500,000	\$0.140	11 December 2014	11 December 2017
100,000	\$0.092	6 May 2016	6 May 2018
100,000	\$0.092	6 May 2017	6 May 2018
100,000	\$0.092	6 May 2018	6 May 2018
50,000	\$0.060	20 October 2016	20 October 2020
50,000	\$0.060	20 October 2017	20 October 2020

50,000	\$0.060	20 October 2018	20 October 2020
50,000	\$0.060	20 October 2019	20 October 2020
350,000	\$0.085	5 November 2015	4 November 2018
175,000	\$0.085	5 November 2016	4 November 2018
175,000	\$0.085	5 November 2017	4 November 2018
200,000	\$0.100	when 10 day VWAP is 18 cents	10 December 2018
200,000	\$0.100	when 10 day VWAP is 26 cents	10 December 2018
400,000	\$0.100	when 10 day VWAP is 36 cents	10 December 2018
500,000	\$0.100	when 10 day VWAP is 53 cents	10 December 2018
Total: 7,385,000			

The Board considers it is unlikely that any Existing Options will be exercised before the Record Date. However, if any Existing Options are exercised before the Record Date, any proceeds raised will be applied to the general working capital of Prescient.

8.5 Litigation

To the best of the Directors' knowledge and belief, no litigation, mediation, conciliation or administrative proceeding is taking place, pending or threatened against the Company.

8.6 Consents and disclaimers of responsibility

None of the parties referred to below has made any statement that is included in this Replacement Prospectus or any statement on which a statement made in this Replacement Prospectus is based, except as specified below. Each of the parties referred to below, to the maximum extent permitted by law, expressly disclaims, and takes no responsibility for, any part of this Replacement Prospectus, other than the reference to its name and the statement included in this Replacement Prospectus with the consent of that party, as specified below.

McCullough Robertson has given, and has not withdrawn, its written consent to be named as lawyers to the Company in the form and context in which it is named.

Automatic Registry Service has given, and not withdrawn, its written consent to be named as share registrar in the form and context in which it is named.

8.7 Interests of experts and advisers

Except as set out in this Replacement Prospectus:

- (a) no person named in this Replacement Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Replacement Prospectus has any interest or has had any interest during the last two years:
 - (i) in the formation or promotion of Prescient;
 - (ii) in property acquired or proposed to be acquired by Prescient in connection with its formation or promotion, or
 - (iii) the offer of the New Shares and New Options; and

- (b) no amount has been paid or agreed to be paid, and no benefit has been given, or agreed to be given, to any person named in this Replacement Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Replacement Prospectus in connection with the services provided by the person in connection with the:
- (i) formation or promotion of Prescient, or
 - (ii) offer of the New Shares and New Options.

McCullough Robertson has acted as legal adviser to the Company for the Entitlement Offer and has undertaken due diligence enquiries and provided legal advice on the Entitlement Offer. McCullough Robertson will be paid an amount of approximately \$40,000 for these services.

8.8 Substantial Shareholders

The following Shareholders have a substantial holding in Prescient:

Shareholder	Shares	Percentage interest
Mrs Jaclyn Stojanovski & Mr Chris Retzos & Mrs Susie Retzos <Retzos Executive S/F A/C>	5,492,190	5.86%

The table above shows the current shareholding of each substantial Shareholder and not the position after taking up any Entitlements or the exercise of any New Options to be issued to them (to the extent they are an Eligible Shareholder able to participate in the Entitlement Offer).

8.9 Interests of Directors

Other than as set out above or elsewhere in this Replacement Prospectus:

- (a) no Director or proposed Director of Prescient has, or has had in the two years before lodgment of this Replacement Prospectus, any interest in:
- (i) the formation or promotion of Prescient,
 - (ii) the offer of the New Shares and New Options, or
 - (iii) any property proposed to be acquired by Prescient in connection with the formation or promotion of the offer of the New Shares and New Options; and
- (b) no amounts have been paid or agreed to be paid and no benefit has been given or agreed to be given, to any Director or proposed Director of Prescient either:
- (i) to induce him or her to become, or to qualify him or her as, a Director, or
 - (ii) otherwise for services rendered by him or her in connection with the formation or promotion of Prescient or the offer of the New Shares and New Options.

Shareholdings

The Directors or their associates have a beneficial interest in the following Shares and Existing Options at the date of this Replacement Prospectus:

Director	Number of Shares held directly	Number of Shares held indirectly	Existing Options
Mr Paul Hopper	1,038,137	8,121,671	Nil
Mr Steven Yatomi-Clarke	Nil	2,254,412	200,000 unlisted options
Mr Steven Engle	Nil	Nil	300,000 unlisted options
Dr James Campbell	Nil	Nil	200,000 unlisted options

The Directors reserve their rights to apply for New Shares under the Entitlement Offer.

As at 30 June 2015, the Company had a number of consideration tranche shares in accordance with the acquisitions of AKTivate Therapeutics Pty Ltd (a company associated with Paul Hopper) and Pathway Oncology Pty Ltd (a company associated with Steven Yatomi-Clarke and Paul Hopper) that have not been issued due to certain milestone criteria not having been met as at 30 June 2015. 5,000,004 consideration shares in relation to tranche 2 of the AKTivate acquisition remain un-issued as at 30 June 2015 subject to a number of milestones yet to be met. 4,500,000 consideration shares in relation to tranche 3 of the Pathway acquisition remain un-issued as at 30 June 2015 subject to certain milestones yet to be met.

As previously disclosed to the market, the Company is also finalising certain incentive arrangements with Steven Yatomi-Clarke, which is likely to involve the issue of further Shares which will be subject to shareholder approval at the relevant time.

8.10 Payment to Directors

The constitution of Prescient provides that the Directors may be paid, as remuneration for their services, a sum set from time to time by the Shareholders in general meeting, with that sum to be divided among the Directors as they agree.

Non-Executive Directors

The maximum aggregate amount which has been approved by the Shareholders for payment to the Non-Executive Directors is \$400,000 per annum. The current non-executive directors fees are \$65,000 per annum for the Chairman and \$45,000 per annum for each of the non-executive directors.

Executive Directors

Mr Steven Yatomi-Clarke, as CEO and Managing Director, receives fixed remuneration of \$310,000 per annum plus superannuation.

Mr Paul Hopper, as Executive Director, receives fixed remuneration of \$180,000 per annum.

8.11 Expenses of the Entitlement Offer

The total estimated expenses of the Entitlement Offer payable by the Company including ASX and ASIC fees, accounting fees, legal fees, share registry fees, printing costs, public relations costs and other miscellaneous expenses are estimated to be \$195,000.

8.12 Allotment

Prescient will apply within seven days from the date of this Replacement Prospectus for quotation of the New Shares and New Options on ASX. It is expected that allotment of the New Shares under the Entitlement Offer will take place no more than five Business Days after the close of the Entitlement Offer.

Application Money will be held by Prescient on trust for Applicants until the New Shares are allotted. No interest will be paid on Application Money.

It is the responsibility of Applicants to work out the number of New Shares allotted and issued to them before trading the New Shares. The sale by an Applicant of New Shares before receiving their holding statement is at the Applicant's own risk.

8.13 CHESS

The Company will apply for the New Shares to participate in CHESS. An Applicant who is issued New Shares under this Entitlement Offer will receive a shareholding statement instead of a share certificate. It sets out the number of New Shares issued to the successful Applicant.

The shareholding statement also provides details of the Shareholder's HIN (in the case of a holding on the CHESS sub-register) or SRN (in the case of a holding on the issuer sponsored sub-register).

Shareholders need to quote their HIN or SRN, as applicable, in all dealings with a stockbroker or the share registry. Further statements are given to Shareholders showing changes in their shareholding during a particular month. Additional statements may be requested at any time, although the Company reserves the right to charge a fee for them.

8.14 Electronic Replacement Prospectus

This Replacement Prospectus is available in electronic form at www.prescienttherapeutics.com. Any person receiving this Replacement Prospectus electronically will, on request, be sent a paper copy of the Replacement Prospectus by Prescient free of charge until the Closing Date.

The Entitlement and Acceptance Form may only be distributed attached to a complete and unaltered copy of the Replacement Prospectus. The Entitlement and Acceptance Form included with this Replacement Prospectus contains a declaration that the investor has personally received the complete and unaltered Prospectus before completing the Entitlement and Acceptance Form.

Prescient will not accept a completed Entitlement and Acceptance Form if it has reason to believe that the Applicant has not received a complete paper copy or electronic copy of the Replacement Prospectus or if it has reason to believe that the Entitlement and Acceptance Form or electronic copy of the Replacement Prospectus has been altered in any way.

While Prescient believes that it is extremely unlikely that during the period of the Entitlement Offer the electronic version of the Replacement Prospectus will be altered in any way, Prescient can not give any absolute assurance that this will not occur. Any investor in doubt about the validity or integrity of an electronic copy of the Replacement Prospectus should immediately

request a paper copy of the Replacement Prospectus directly from Prescient or a financial adviser.

8.15 Privacy

Eligible Shareholders may be asked to give personal information to Prescient directly, and through the share registry, such as name, address, telephone and fax numbers, tax file number and account details. The Company and the share registry collect, hold and use that personal information to provide facilities and services to Eligible Shareholders and undertake administration. Access to information may be disclosed by the Company to its agents and service providers on the basis that they deal with the information under the *Privacy Act 1988* (Cth). The Company's privacy policy sets out how Shareholders may request access to and correction of their personal information held by or on behalf of the Company (by contacting the share registry), how Shareholders can complain about privacy related matters and how the Company responds to complaints.

8.16 Authorisation

This Replacement Prospectus is issued by the Company. Each Director has consented to the lodgment of the Replacement Prospectus with ASIC.

Dated 3 June 2016

A handwritten signature in black ink, appearing to read 'Steven Yatomi-Clarke', written over a horizontal line.

Steven Yatomi-Clarke
Managing Director

9 Glossary

In this document:

Annual Report	means the annual report of the Company for the financial year ended 30 June 2015 which includes audited financial statements for the financial year ended 30 June 2015 and the auditor's report, which was lodged with ASX and ASIC on 28 August 2015.
Applicant	means a person or entity who submits an Entitlement and Acceptance Form.
Application Money	means the money received by the Company under the Entitlement Offer, being the Offer Price multiplied by the number of New Shares applied for by an Eligible Shareholder.
ASIC	means the Australian Securities and Investments Commission.
ASX	means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
Board	means the board of directors of the Company.
Business Day	means a business day as defined in the Listing Rules.
CHESS	means Clearing House Electronic Subregister System, operated by ASX Settlement.
Closing Date	means the date on which the Entitlement Offer closes, being 21 June 2016, or another date nominated by the Company, subject to the Listing Rules.
Company or Prescient	means Prescient Therapeutics Limited ACN 006 569 106.
Corporations Act	means <i>Corporations Act 2001</i> (Cth).
Directors	means the directors of the Company.
Eligible Shareholder	means a Shareholder as at the Record Date who is not an Ineligible Shareholder.
Entitlement	means the right to subscribe for New Shares and New Options under the Entitlement Offer.
Entitlement and Acceptance Form	means a Shareholder's personalised entitlement and acceptance form accompanying this Replacement Prospectus.
Entitlement Offer	means the non-renounceable pro rata entitlement offer to Eligible Shareholders to subscribe for 1 New Share for every 3 Existing Shares of which the Shareholder is the registered holder on the Record Date (and 1 New Option for every 2 New Shares issued), at the Offer Price, under this Replacement Prospectus.
Equity Raising	means the Entitlement Offer and the Placement.
Existing Options	means the Options already on issue in Prescient and referred to in section 8.4 of this Replacement Prospectus.
Existing Shareholders	means the holders of Shares before the date of this Replacement Prospectus.

Existing Shares	means the Shares already on issue in Prescient as at the Record Date.
Half Yearly Report	means the report of the Company for the half year ended 31 December 2015 which includes reviewed financial statements for the financial year ended 30 June 2015 and the auditor's review report, which was lodged with ASX and ASIC on 28 August 2015.
Ineligible Shareholder	means a Shareholder with an address in the Company register of Shareholders outside Australia and New Zealand, unless the Company is satisfied that it is not precluded from lawfully issuing Shares or Options to that Shareholder either unconditionally or after compliance with conditions which the Board in its sole discretion regards as acceptable and not unduly onerous.
Listing Rules	means the Listing Rules of ASX and any other rules of ASX which are applicable while the Company is admitted to the Official List of ASX, each as amended or replaced from time to time, except to the extent of any express written waiver by ASX.
New Options	means new attaching options in the Company issued under this Replacement Prospectus in respect of the Entitlement Offer.
New Shares	means the Shares issued by Prescient under this Replacement Prospectus, including (as the context requires) the shortfall from the Entitlement Offer issued as Top Up Shares, Shortfall Shares.
Offer Price	means \$0.09 per New Share.
Placement	means the offer of Shares in two tranches. The first tranche offer of Shares to institutional investors being announced on 18 May 2016 and which completed on 24 May 2016. The second tranche is subject to approval by the Company's shareholders and anticipated to complete on 23 June 2016.
Placement Options	means 38,888,890 options to be issued under this Replacement Prospectus on the terms set out in the Annexure.
Placement Shareholders	means investors to be issued with Shares under the Placement.
Record Date	means 7.00pm (Sydney time) on 26 May 2016.
Replacement Prospectus	means this replacement prospectus.
Shareholders	means shareholders in Prescient.
Shares	means fully paid ordinary shares in Prescient.
Shortfall Shares	means those New Shares not taken up by Eligible Shareholders under the Entitlement Offer, together with those New Shares to which any Ineligible Shareholders would otherwise have been entitled.
Tranche 1 Placement	means the placement of the Tranche 1 Shares, which completed on 24 May 2016.
Tranche 1 Placement Shares	19,444,445 Shares to be issued under the first tranche Placement.
Tranche 2 Placement	means the placement of the Tranche 2 Shares, anticipated to complete on 23 June 2016, subject to shareholder approval.

Tranche 2 Placement Shares	77,777,780 Shares to be issued under the second tranche Placement.
Top Up Facility	means the facility described in section 3.2 under which certain Eligible Shareholders may apply for New Shares in excess of their Entitlement.
Top Up Shares	means extra Shares a Shareholder may apply for in excess of their Entitlement under the Top Up Facility.
Us or we	means the Company.
You	means the investors under this Replacement Prospectus.

Corporate directory

Company

Prescient Therapeutics Limited ACN 006 569 106
Level 4, 100 Albert Rd
South Melbourne, VIC 3205
www.prescienttherapeutics.com

Directors

Mr Steve Engle
Mr Steven Yatomi-Clarke
Mr Paul Hopper
Dr James Campbell

Company Secretary

Ms Melanie Leydin

Share Registry

Automic Registry Services
PO Box 2226
Strawberry Hills NSW 2012
<https://www.automic.com.au>

Auditor

Ernst & Young
8 Exhibition Street
Melbourne, VIC 3000

Lawyers to the Entitlement Offer

McCullough Robertson
Level 11, Central Plaza Two
66 Eagle Street
Brisbane QLD 4000

Annexure

New Option terms

Eligibility	New Options to be issued to Eligible Shareholders who take up New Shares under this Replacement Prospectus.
Grant of New Options	To be issued on the basis of 1 New Option for every 2 New Shares issued under this Replacement Prospectus.
Exercise of New Options	Each New Option is exercisable immediately on issue. The New Options may be exercised at any time before their expiry date, wholly or in part, by delivering a duly completed form of notice of exercise together with a cheque for the exercise price. Prescient will issue one Share for each New Option exercised.
Terms of Shares issued	Any Shares issued as a result of exercising a New Option will be issued on the same terms and rank in all respects on equal terms, with existing Shares.
Quotation of Shares issued	Application for official quotation of Shares allotted and issued as a result of the exercise of the New Options will be made within three Business Days from the date of issue of the Shares.
Quotation of New Options	Application for official quotation of New Options will be sought. Depending on the level of participation in the Equity Raising, the conditions for the quotation of the New Options may not be satisfied. In which case, the New Options will be issued but will remain unquoted.
Expiration of New Options	Each New Option will have an expiration date that is 30 June 2018.
Issue price of New Options	No issue price is payable for the New Options as they are issued together with any application by an Eligible Shareholder for New Shares.
Exercise price of New Options	\$0.18 upon exercise to acquire each Share.
Option register	New Options will be registered in the name of a Shareholder in an option register maintained by the share registry. The share registry will issue holding statements that evidence the number of New Options held by the Shareholder. No option certificates will be issued.
Reconstruction of capital	If there is a reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of Prescient: <ul style="list-style-type: none"> (a) the number of New Options or the exercise price of the New Options or both will be adjusted as specified in Listing Rule 7.22 as it applies at the time of the reorganisation; and (b) in all other respects the terms for the exercise of the New Options will remain unchanged.
Adjustment where pro rata issue of Shares, bonus shares or stock dividends	If there is a pro rata issue of Shares, the exercise price of the New Options may be adjusted as specified in Listing Rule 6.22.2. If there is a bonus or cash issue of Shares, the number of Shares issued upon exercise of the New Options will be adjusted as specified in Listing Rule 6.22.3.

New issues of Shares	The New Options do not confer a right to participate in new issues of Shares unless the New Options have been exercised on or before the record date for determining entitlements to the issue.
Notice of adjustments	Prescient will give written notice to the New Option holder of any adjustment of the exercise price of the New Options and any increase or decrease in the number of New Options.
Dividend rights	While they remain unexercised, the New Options will not give a holder an entitlement to receive any dividends declared and paid by Prescient for Shares.
Applicable law	Each New Option is issued subject to: <ul style="list-style-type: none"> (a) the Corporations Act; (b) the Listing Rules; and (c) the Company's constitution.