



25 March 2019

Dear Shareholder

Prescient Entitlement Offer – notice to ineligible shareholders

On 25 March 2019, Prescient Therapeutics Limited (ASX code: PTX) (**Prescient**) announced a \$9.1 million equity raising through a placement to institutional investors at \$0.05 per share (and 1 new option for every 2 new shares issued with an exercise price of \$0.0625 per new option exercisable on or before 31 March 2023) to raise approximately \$7 million (**Placement**), and a 1 for 5 fully underwritten non-renounceable entitlement offer of fully paid ordinary shares in Prescient (**New Shares**) (and 1 new option for every 2 New Shares issued) to raise approximately \$2.1 million (**Entitlement Offer**).

In addition to providing additional working capital to meet operational needs, the proceeds of the Entitlement Offer and Placement will be used to progress its clinical programs, including additional drug manufacture and clinical trial management.

The Entitlement Offer is fully underwritten by Bell Potter Securities Limited ACN 006 390 772 (**Underwriter**).

Terms of the Entitlement Offer

Under the Entitlement Offer, Eligible Shareholders (defined below) will be invited to subscribe for 1 New Share for every 5 existing ordinary shares (and 1 new option for every 2 New Shares issued with an exercise price of \$0.0625 per new option exercisable on or before 31 March 2023) in Prescient held at 7.00pm (AEDT) on 29 March 2019 (**Record Date**) at an offer price of \$0.05 per New Share (**Entitlement**).

The Entitlement Offer is being made by Prescient in accordance with section 713 of the *Corporations Act 2001* (Cth). Prescient lodged a prospectus for the Entitlement Offer with the Australian Securities and Investments Commission on 25 March 2019.

Documents relating to the Entitlement Offer, including the prospectus, were lodged with ASX on 25 March 2019 and are being mailed to eligible shareholders.

Shareholder approval is not required for Prescient to make the offer under the Entitlement Offer.

Eligibility of shareholders to participate in the Entitlement Offer

In accordance with the ASX Listing Rules and the *Corporations Act 2001* (Cth), Prescient has considered the number of shareholders with registered addresses outside Australia and New Zealand, the number and value of the shares held by those shareholders and the number of New Shares those shareholders would be offered pursuant to the Entitlement Offer.

Taking this into consideration, as well as the costs of complying with the legal requirements and the requirements of the regulatory authorities relating to the shareholders with registered addresses outside of Australia and New Zealand, Prescient has formed the view that it is unreasonable to extend the Entitlement Offer to shareholders with registered addresses outside of Australia and New Zealand and that the offer pursuant to the Entitlement Offer will only be extended to Prescient shareholders on the Record Date with registered addresses in Australia or New Zealand.

As you do not satisfy the criteria for eligibility, Prescient is unfortunately unable to extend the Entitlement Offer to you.



New Shares equivalent to the number of New Shares you would have been entitled to if you were an Eligible Shareholder will be allocated in accordance with the underwriting agreement.

As the Entitlement Offer is non-renounceable, you will not receive any payment or value for these entitlements in respect of any New Shares that would have been offered to you if you were eligible.

You are not required to do anything in response to this letter.

Further information

If you have any queries, please call 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) between 8.30am and 5.00pm AEDT Monday to Friday during the offer period or, alternatively, consult your professional adviser.

On behalf of the Directors, I thank you for your continued support of Prescient.

A handwritten signature in black ink that reads "Steven Engle".

Steven Engle

Chairman

Prescient Therapeutics Limited

Important information

This letter does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States, or in any other jurisdiction in which such an offer would be illegal. The securities referred to in this document have not been, and will not be, registered under the US Securities Act of 1933 (the 'US Securities Act'), or under the securities laws of any state or other jurisdiction of the United States and may not be offered or sold, directly or indirectly, within the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.