

ASX ANNOUNCEMENT: CLEANSING STATEMENT

12 February 2018

**NOTICE UNDER SECTION 708AA(2)(f) OF THE CORPORATIONS ACT 2001 (CTH)
RIGHTS ISSUE CLEANSING STATEMENT**

Invion Limited (ASX: IVX) (**Invion** or the **Company**) today announced that it is undertaking a non-renounceable pro-rata entitlement offer (**Entitlement Offer**) to raise approximately \$2.5 million, before offer costs and expenses.

Under the Entitlement Offer, eligible shareholders that are entitled to participate can subscribe for 8 new shares (**New Share**) for every 27 shares held as at 7.00pm (AEDT) on Thursday, 15 February 2018 at an issue price of \$0.002 per New Share.

The Entitlement Offer is fully underwritten by The Cho Group Limited (**Underwriter**). Further details regarding the Entitlement Offer are set out in the ASX announcement released today.

This notice is given under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Act**) (as notionally modified by ASIC Corporations (Non-Traditional Rights Issue) Instrument 2016/84) (**ASIC Instrument 2016/84**). Where applicable, references in this notice to the Act are to those sections as modified by ASIC Instrument 2016/84.

For the purposes of section 708AA(7) of the Act, Invion advises that:

- (a) the New Shares will be issued without disclosure to investors under Part 6D.2 of the Act;
- (b) this notice is being given under section 708AA(2)(f) of the Act;
- (c) as at the date of this notice, Invion has complied with:
 - (i) the provisions of Chapter 2M of the Act as they apply to Invion; and
 - (ii) section 674 of the Act;
- (d) as at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) of the Act that is required to be set out in this notice under section 708AA(7) of the Act;
- (e) the potential effect the Entitlement Offer will have on the control of Invion, and the consequences of that effect, will depend on a number of factors, including eligible shareholders' interest in taking up their entitlements as well as the level of participation of eligible shareholders in taking up additional shares under the shortfall facility;
- (f) while it is not possible for the directors to predict the outcome of the factors set out in paragraph (e) above, a non-exhaustive list setting out the potential effect on control is as follows:
 - (i) the percentage interests of shareholders that are not eligible shareholders; and eligible shareholders who do not take up their full entitlement, will be diluted;
 - (ii) if all eligible shareholders take up their entitlements for New Shares, all eligible shareholders will hold the same percentage interest in Invion as before the Entitlement Offer;
 - (iii) any remaining New Shares not taken up in the shortfall facility will be issued to the Underwriter or to sub-underwriters. The below table sets out the potential effects on control assuming (A) all entitlements are taken up by shareholders, and (B) no entitlements are taken up by shareholders:

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Shareholder	Number of Shares (assuming all rights taken up by Shareholders)	Percentage interest	Number of Shares (assuming no rights taken up by Shareholders)	Percentage interest
All existing Shareholders other than The Cho Group	1,603,610,910	29.41%	1,237,071,273	22.69%
The Cho Group and Polar Ventures	3,848,566,296	70.59%	4,215,105,933	77.31%
TOTAL	5,452,177,206	100%	5,452,177,206	100%

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