



Announcement Summary

Entity name

CRESO PHARMA LIMITED

Date of this announcement

Monday September 06, 2021

The +securities the subject of this notification are: +Other securities issued under an +employee incentive scheme that are not intended to be quoted on ASX**Total number of +securities to be issued/transferred**

ASX +security code	Security description	Total number of +securities to be issued/transferred	Issue date
New class - code to be confirmed	CPHOPT41 Options (\$0.18, 6 Sep 2024)	10,000,000	06/09/2021
New class - code to be confirmed	CPHOPT42 Options (\$0.25, 6 Sep 2024)	10,000,000	06/09/2021
New class - code to be confirmed	CPHPERR43 Performance Rights	15,000,000	06/09/2021

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of entity

CRESO PHARMA LIMITED

We (the entity named above) give notice of the issue, conversion or payment up of the following unquoted +securities.

1.2 Registered number type

ABN

Registration number

89609406911

1.3 ASX issuer code

CPH

1.4 The announcement is

New announcement

1.5 Date of this announcement

6/9/2021



Part 2 - Issue details

2.1 The +securities the subject of this notification are:

+Other securities issued under an +employee incentive scheme that are not intended to be quoted on ASX

2.2a This notification is given in relation to an issue of +securities in a class which is not quoted on ASX and which:

does not have an existing ASX security code ("new class")



Part 3C - number and type of +securities the subject of this notification (new class) where issue has not previously been notified to ASX in an Appendix 3B

ASX +security code

New class - code to be confirmed

+Security description

CPHOPT41 Options (\$0.18, 6 Sep 2024)

+Security type

Options

ISIN code

Date the +securities the subject of this notification were issued

6/9/2021

Will all the +securities issued in this class rank equally in all respects from their issue date?

Yes

Were any of the +securities issued to +key management personnel (KMP) or an +associate?

Yes

Provide details of the KMP or +associates being issued +securities.

Name of KMP

William Lay

Name of registered holder

William Lay

Number of +securities

10,000,000

Have you received confirmation from ASX that the terms of the +securities are appropriate and equitable under listing rule 6.1?

No

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities being issued.

As part of Mr Lay's remuneration package, he has been issued 20,000,000 options and 15,000,000 performance rights, all of which are subject to vesting conditions. The securities are issued under the Company's Employee Incentive Plan, which was approved by shareholders on 24 June 2021. Refer to the following link to the Notice of Meeting which contains a high level summary of the Plan terms: https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02377-057-6A1033892?access_token=83ff96335c2d45a094df02a206a39ff4

Options Details

+Security currency

AUD - Australian Dollar

Exercise price

AUD 0.18000000

Expiry date

6/9/2024

Details of the existing class of +security that will be issued upon exercise or conversion of this new class of company option

Other

**Description**

Ordinary Share (ASX Code: CPH).

Please provide a URL link for a document lodged with ASX detailing the terms of the +employee incentive scheme or a summary of the terms

The securities are issued under the Company's Employee Incentive Plan, which was approved by shareholders on 24 June 2021. Refer to the following link to the Notice of Meeting which contains a high level summary of the Plan terms: https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02377057-6A1033892?access_token=83ff96335c2d45a094df02a206a39ff4

Any other information the entity wishes to provide about the +securities the subject of this notification

The Options will vest and become exercisable on 17 June 2022, subject to Mr Lay remaining engaged by the Company on this date.

Issue details

Number of +securities

10,000,000

ASX +security code

New class - code to be confirmed

+Security description

CPHOPT42 Options (\$0.25, 6 Sep 2024)

+Security type

Options

ISIN code**Date the +securities the subject of this notification were issued**

6/9/2021

Will all the +securities issued in this class rank equally in all respects from their issue date?

Yes

Were any of the +securities issued to +key management personnel (KMP) or an +associate?

Yes

Provide details of the KMP or +associates being issued +securities.

Name of KMP

William Lay

Name of registered holder

William Lay

Number of +securities

10,000,000



Have you received confirmation from ASX that the terms of the +securities are appropriate and equitable under listing rule 6.1?

No

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities being issued.

As part of Mr Lay's remuneration package, he has been issued 20,000,000 options and 15,000,000 performance rights, all of which are subject to vesting conditions. The securities are issued under the Company's Employee Incentive Plan, which was approved by shareholders on 24 June 2021. Refer to the following link to the Notice of Meeting which contains a high level summary of the Plan terms: https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02377057-6A1033892?access_token=83ff96335c2d45a094df02a206a39ff4

Options Details

+Security currency	Exercise price	Expiry date
AUD - Australian Dollar	AUD 0.25000000	6/9/2024

Details of the existing class of +security that will be issued upon exercise or conversion of this new class of company option

Other

Description

Ordinary Share (ASX Code: CPH).

Please provide a URL link for a document lodged with ASX detailing the terms of the +employee incentive scheme or a summary of the terms

The securities are issued under the Company's Employee Incentive Plan, which was approved by shareholders on 24 June 2021. Refer to the following link to the Notice of Meeting which contains a high level summary of the Plan terms: https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02377057-6A1033892?access_token=83ff96335c2d45a094df02a206a39ff4

Any other information the entity wishes to provide about the +securities the subject of this notification

The Options will vest and become exercisable on 17 March 2023, subject to Mr Lay remaining engaged by the Company on this date.

Issue details

Number of +securities

10,000,000

**ASX +security code**

New class - code to be confirmed

+Security description

CPHPERR43 Performance Rights

+Security type

Other

ISIN code**Date the +securities the subject of this notification were issued**

6/9/2021

Will all the +securities issued in this class rank equally in all respects from their issue date? Yes**Were any of the +securities issued to +key management personnel (KMP) or an +associate?** Yes**Provide details of the KMP or +associates being issued +securities.**

Name of KMP	Name of registered holder	Number of +securities
William Lay	William Lay	15,000,000

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities being issued.

As part of Mr Lay's remuneration package, he has been issued 20,000,000 options and 15,000,000 performance rights, all of which are subject to vesting conditions. The securities are issued under the Company's Employee Incentive Plan, which was approved by shareholders on 24 June 2021. Refer to the following link to the Notice of Meeting which contains a high level summary of the Plan terms: https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02377057-6A1033892?access_token=83ff96335c2d45a094df02a206a39ff4

Please provide a URL link for a document lodged with ASX detailing the terms of the +employee incentive scheme or a summary of the terms

The securities are issued under the Company's Employee Incentive Plan, which was approved by shareholders on 24 June 2021. Refer to the following link to the Notice of Meeting which contains a high level summary of the Plan terms: https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02377057-6A1033892?access_token=83ff96335c2d45a094df02a206a39ff4

Any other information the entity wishes to provide about the +securities the subject of this notification

The Performance Rights are subject to the following vesting conditions:

- 5,000,000: the Consultant being engaged by the Company for a continuous period of 12 months from 17 September 2021;
- 5,000,000: the Consultant being engaged by the Company for a continuous period of 24 months from 17 September 2021; and
- 5,000,000: the earlier to occur of:
 - a) the Company recording revenue of \$5,000,000 between 17 September 2021 and 17 September 2023 (Relevant Period), which revenue is earned through supply agreements entered into with parties introduced by William Lay; and
 - b) the Company recording revenue of \$10,000,000 during the Relevant Period, which revenue is earned through acquisitions which are introduced by William Lay.

The Company notes that in addition to the securities set out in section 4 below, the Company also has on issue 5,000,000 shares (issued per the Appendix 2A dated 6/09/2021), which are yet to be processed by ASX.



Issue details

Number of +securities

15,000,000





Part 4 - +Securities on issue

Following the issue, conversion or payment up of the +securities the subject of this application, the +securities of the entity will comprise:

(A discrepancy in these figures compared to your own may be due to a matter of timing if there is more than one application for quotation/issuance currently with ASX for processing.)

4.1 Quoted +Securities (Total number of each +class of +securities quoted)

ASX +security code and description	Total number of +securities on issue
CPHOA : OPTION EXPIRING 22-JAN-2023	69,648,930
CPH : ORDINARY FULLY PAID	1,196,563,982

4.2 Unquoted +Securities (Total number of each +class of +securities issued but not quoted on ASX)

ASX +security code and description	Total number of +securities on issue
CPHAY : OPTION EXPIRING 02-JUN-2023 EX 17C	27,764,706
CPHAAA : OPTION EXPIRING 02-JUN-2023 EX 20C	8,000,000
CPHAZ : OPTION EXPIRING 02-JUN-2023 EX 25C	4,000,000
CPHAQ : OPTION EXPIRING 15-SEP-2022 EX 80C	300,000
CPHAAB : OPTION EXPIRING 25-JUN-2023 EX 13.86C	5,752,688
CPHAAL : OPTION EXPIRING 01-AUG-2024 EX \$0.18	12,000,000
CPHAS : OPTION EXPIRING 12-FEB-2023 EX 40C	6,847,725
CPHAT : OPTION EXPIRING 12-FEB-2023 EX 35C	2,128,387
CPHAAK : OPTION EXPIRING 01-AUG-2024 EX \$0.15	12,000,000
CPHAL : OPTION EXPIRING VARIOUS DATES EX VARIOUS PRICES	200,000
CPHAM : PERFORMANCE RIGHTS	1,798,000
CPHAAC : OPTION EXPIRING 11-JAN-2023 EX \$0.235	8,000,000



CPHAAD : OPTION EXPIRING 11-JAN-2023 EX \$0.27	8,000,000
CPHAAE : OPTION EXPIRING 11-JAN-2023 EX \$0.30	8,000,000
CPHAAF : OPTION EXPIRING 11-JAN-2023 EX \$0.40	2,800,000
CPHAAG : OPTION EXPIRING 23-DEC-2023 EX \$0.20	833,333
CPHAAH : OPTION EXPIRING 23-DEC-2025 EX \$0.039	30,000,000
CPHAU : OPTION EXPIRING 01-MAR-2023 EX 25C	250,000
CPHAV : OPTION EXPIRING 10-MAR-2024 EX 8C	1,000,000
CPHAW : OPTION EXPIRING 10-MAR-2024 EX 16C	1,000,000
CPHAX : OPTION EXPIRING 10-MAR-2024 EX 20C	500,000
CPHAAI : OPTION EXPIRING 14-JUL-2024 EX \$0.38	12,000,000
CPHAAJ : PERFORMANCE SHARES	17,551,077
New class - code to be confirmed : CPHOPT41 Options (\$0.18, 6 Sep 2024)	10,000,000
New class - code to be confirmed : CPHOPT42 Options (\$0.25, 6 Sep 2024)	10,000,000
New class - code to be confirmed : CPHPERR43 Performance Rights	15,000,000



Part 5 - Other Listing Rule requirements

5.1 Were the +securities issued under an exception in Listing Rule 7.2 and therefore the issue did not need any security holder approval under Listing Rule 7.1?

Yes

5.1a Select the number of the applicable exception in Listing Rule 7.2

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