

1 August 2019

ASX Limited
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

**Regeneus Ltd ACN 127 035 358 ("Regeneus", ASX code: RGS)
Cleansing Notice under section 708AA(2)(f) of the Corporations Act 2001 (Cth)**

Regeneus has today announced a non-renounceable rights issue (**Rights Issue**) and placement (**Placement**). Details of the Rights Issue and Placement are set out in the separate announcement of today's date.

Regeneus gives notice under section 708AA(2)(f) of the *Corporations Act 2001 (Cth)* (**Corporations Act**) that:

1. Regeneus will offer ordinary shares in Regeneus for issue pursuant to the Rights Issue and Placement without disclosure to investors under Part 6D.2 of the Corporations Act;
2. this notice is given under section 708AA(2)(f) of the Corporations Act;
3. as at the date of this notice Regeneus has complied with:
 - (a) the provisions of Chapter 2M of the Corporations Act as they apply to Regeneus; and
 - (b) section 674 of the Corporations Act; and
4. as at the date of this notice, there is no "excluded information" within the meaning of sections 708AA(8) and 708AA(9) of the Corporations Act.

The issue of New Shares under the Rights Issue and Placement is not expected to have any material effect or consequences on the control of Regeneus, but this is dependent on a number of factors including investor demand.

After completion of the Placement, no investor under the Placement will have voting power exceeding 5% of Regeneus' issued shares.

Given the structure of the Rights Issue as a pro rata offer, if all eligible shareholders take up their entitlement, each eligible shareholder's ownership interest (and voting power) in Regeneus will remain largely unchanged and the effect on the control of Regeneus will be negligible.

To the extent that any eligible shareholder fails to take up their entitlement, that eligible shareholder's percentage holding in Regeneus will be diluted by those other eligible shareholders who take up some, all or more than their entitlement. The voting power of ineligible foreign shareholders will also be diluted.

If no eligible shareholders other than the underwriters take up their entitlements (which the board of directors of Regeneus considers unlikely), then (subject to the terms of the underwriting agreements) the underwriters will be required to subscribe for the underwritten number of shortfall shares. In these circumstances, the maximum theoretical increase in voting power of the underwriters in aggregate will be 9%.

On behalf of the Board of Regeneus



Sandra McIntosh
Company Secretary
Regeneus Ltd