

ResApp Health Limited

ACN 094 468 318

Prospectus

Offer

For the offer of 1 Share to the public at an issue price of \$0.12 to raise \$0.12 (**Offer**).

Cleansing

This Prospectus has been prepared primarily for the purposes of section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of certain Shares issued prior to the Closing Date. Please refer to **Section 2.1** for further details.

IMPORTANT NOTICE

This Prospectus is a transaction specific prospectus issued in accordance with section 713 of the Corporations Act. This is an important document that should be read in its entirety. Please read the instructions in this document and on the accompanying Application Form regarding acceptance of the Offer. If you do not understand this document you should consult your professional adviser without delay. The securities offered by this Prospectus should be considered speculative.

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IMPORTANT INFORMATION

General

The Prospectus is dated 22 January 2016 and a copy of this Prospectus was lodged with ASIC on that date. ASIC and ASX do not take any responsibility for the contents of this Prospectus or the merits of the investment to which the Prospectus relates.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act.

Please refer to **Section 1.1** for further information. No Shares will be issued pursuant to this Prospectus later than 13 months after the date of this Prospectus.

Electronic Prospectus

In addition to issuing the Prospectus in printed form, a read-only version of the Prospectus is also available on the Company's website at www.resapphealth.com.au. Applications cannot be made online. Any person accessing the electronic version of this Prospectus for the purpose of making an investment in the Company must be an Australian resident and must only access the Prospectus from within Australia. The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered electronic version of this Prospectus.

Risk factors

Before deciding to invest in the Company, potential investors should read the entire Prospectus. In considering the prospects for the Company, potential investors should consider the assumptions underlying the prospective financial information and the risk factors that could affect the performance of the Company. Potential investors should carefully consider these factors in light of personal circumstances (including financial and taxation issues) and

seek professional advice from a stockbroker, accountant or other independent financial adviser before deciding to invest.

Publicly available information

Information about the Company is publicly available and can be obtained from ASIC and ASX (including ASX's website www.asx.com.au). The contents of any website or ASIC or ASX filing by the Company are not incorporated into this Prospectus and do not constitute part of the Offer. This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest in Shares or the Company.

Offer restrictions

The offer of Shares made pursuant to this Prospectus is not made to persons or in places to which, or in which, it would not be lawful to make such an offer of Shares. No action has been taken to register the Offer under this Prospectus or otherwise permit the Offer to be made in any jurisdiction outside Australia. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law in those jurisdictions and therefore persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws.

Interpretation

A number of terms and abbreviations used in this Prospectus have defined meanings which are set out in **Section 6**.

All references in this Prospectus to **\$, AUD** or **dollars** are references to Australian currency, unless otherwise stated.

All references to time in this Prospectus relate to the time in Perth, Western Australia.

CORPORATE DIRECTORY

Directors

Roger Aston (Chairman)
Tony Keating (Managing Director)
Chris Ntoumenopoulos (Non-Executive Director)
Adam Sierakowski (Non-Executive Director)

Company Secretary

Nicki Farley

Registered Office

Level 24, 44 St Georges Terrace
PERTH WA 6000

Share Registry

Link Market Services Limited
Central Park
Level 4, 152 St Georges Terrace
PERTH WA 6000

Auditor (for information purposes only)

Somes Cooke
Level 2, 35 Outram Street
WEST PERTH WA 6005

Legal Adviser

Price Sierakowski Corporate
Level 24, 44 St Georges Terrace
PERTH WA 6000

ASX Code

RAP

Website

www.resapphealth.com.au

1. DETAILS OF THE OFFER

1.1 Summary of the Offer

The Company is making an offer of 1 Share to the public at an issue price of \$0.12 to raise \$0.12 before expenses of the Offer. The Offer is open to persons by invitation from the Company only.

1.2 Timetable

The timetable for the Offer is as follows:

Event	Date
Lodgement of this Prospectus with ASIC and ASX	22 January 2016
Opening Date	22 January 2016
Closing Date	5 February 2016

The above dates are indicative only and may be subject to change. The Directors reserve the right to vary these dates, including the Closing Date, without prior notice but subject to any applicable requirements of the Corporations Act or the Listing Rules. This may include extending the Offer or accepting late acceptances, either generally or in particular cases.

1.3 Rights and liabilities attaching to Shares

The Share to be issued pursuant to this Offer is of the same class and will rank equally in all respects with the existing Shares on issue. The rights and liabilities attaching to Shares are further described in **Section 4.2**.

1.4 Minimum subscription

There is no minimum subscription for the Offer.

1.5 Applications

An Application under the Offer may only be made by persons on invitation from the Company.

Application Forms must be delivered or mailed together with a cheque on or before the Closing Date to Level 4, 152 St Georges Terrace, Perth WA 6000.

1.6 Overseas investors

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or to extend such an invitation. No action has been taken to register this Prospectus or otherwise to permit an offering of Shares in any jurisdiction outside Australia. It is the responsibility of non-Australian resident investors to obtain all necessary approvals and comply with all relevant regulations for the issue to them of Shares offered pursuant to this Prospectus. Return of a duly completed Application Form will constitute a representation and warranty that there has been no breach of such regulations.

1.7 CHES and issuer sponsorship

The Company operates an electronic CHES sub-register and an electronic issue sponsored sub-register. These two sub-registers will make up the Company's register of shares.

The Company will not issue certificates to security holders. Rather, holding statements (similar to bank statements) will be dispatched to security holders as soon as practicable after allotment. Holding statements will be sent either by CHESS (for security holders who elect to hold Shares on the CHESS sub-register) or by the Company's Share Registry (for security holders who elect to hold their Shares on the issuer sponsored sub-register). The statements will set out the number of Shares allotted under this Prospectus and the Holder Identification Number (for security holders who elect to hold Shares on the CHESS sub register) or Shareholder Reference Number (for security holders who elect to hold their shares on the issuer sponsored sub-register). Updated holding statements will also be sent to each security holder following the month in which the balance of their security holding changes, and also as required by the ASX Listing Rules and the Corporations Act.

1.8 Privacy disclosure

Persons who apply for Shares pursuant to this Prospectus are asked to provide personal information to the Company, either directly or through the Share Registry. The Company and the Share Registry collect, hold and use that personal information to assess applications for Shares, to provide facilities and services to Shareholders, and to carry out various administrative functions. Access to the information collected may be provided to the Company's agents and service providers and to ASX, ASIC and other regulatory bodies on the basis that they deal with such information in accordance with the relevant privacy laws. If the information requested is not supplied, applications for Shares will not be processed. In accordance with privacy laws, information collected in relation to specific Shareholders can be obtained by that Shareholder through contacting the Company or the Share Registry

1.9 Taxation

It is the responsibility of all investors to satisfy themselves of the particular taxation treatment that applies to them in relation to the Offer, by consulting their own professional tax advisors. The Company and the Directors do not accept any liability or responsibility in respect of the taxation consequences of the matters referred to in this Prospectus.

1.10 Enquiries

This document is important and should be read in its entirety. Persons who are in any doubt as to the course of action to be followed should consult their stockbroker, solicitor, accountant or other professional advisor without delay. Questions relating to the Offer can be directed to the Company on +61 8 6211 5099.

2. PURPOSE AND EFFECT OF THE OFFER

2.1 Purpose of the Offer

By this Prospectus, the Company is making an Offer to certain persons by invitation only of 1 Share at an issue price of \$0.12 to raise \$0.12 before expenses. Accordingly, the primary purpose of the Offer is not to raise capital.

On 19 December 2014, the Company issued, on a post-capital consolidation basis, 41,250,000 Shares and 20,625,000 Options (exercisable at \$0.026 and expiring on 31 December 2016) to sophisticated investors to raise \$550,000 which was used to fund the Company's acquisition of ResApp Diagnostics Pty Ltd and re-compliance with Chapters 1 and 2 of the Listing Rules.

Of these Options, 18,750,000 were released from escrow on 19 December 2015 (Placement Options). Several holders of the Placement Options have indicated to the Company that they wish to exercise their Options. The Company will need to issue Shares pursuant to any exercise of the Placement Options. However, the Company is not able to issue a cleansing notice under section 708A(5) of the Corporations Act due to its securities being suspended from trading on the ASX within the last 12 months as part of its re-compliance with Chapter 1 and 2 of the Listing Rules.

Accordingly, the primary purpose of this Prospectus is to remove any trading restrictions that may attach to Shares issued by the Company upon any exercise of Options on or before the Closing Date.

Relevantly, section 708A(11)(b) provides that a sale offer does not need disclosure to investors if:

- the relevant securities are in a class of securities of the company that are already quoted on the ASX;
- a prospectus is lodged with ASIC either:
 - on or after the day on which the relevant securities were issued (Section 708A(11)(b)(i)); or
 - before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued (section 708A(b)(ii)); and
- the prospectus is for an offer of securities issued by the company that are in the same class of securities as the relevant securities.

Any issue of Shares pursuant to the exercise of Options is not being undertaken by the Company for the purpose of the Option holders selling or transferring the Shares. However, the Directors consider that the persons who are issued Shares should be entitled, if they wish, to on-sell their securities prior to the expiry of 12 months after being issued.

2.2 Financial position

After paying the expenses of the Offer of approximately \$7,320, there will be no net proceeds from the Offer. The expenses of the Offer (exceeding \$0.12) will be met from the Company's existing cash reserves.

The effect of the Offer on the Company's financial position will be the receipt of approximately \$0.12 less expenses of the Offer of approximately \$7,320, for a net decrease in cash held of approximately \$7,320.

2.3 The effect of the Offer on the capital structure

The effect of the Offer on the Company's capital structure is set out below.

Capital Structure	No. if no Placement Options exercised	No. if all Placement Options exercised¹
Shares		
Existing Shares on issue at the date of this Prospectus	561,773,352	561,773,352
Shares offered under the Offer	1	1
Shares to be issued upon any exercise of the Placement Options	-	18,750,000
Shares to be issued upon exercise of Options still under escrow until 2 June 2016 ²	375,000	375,000
Total Shares on issue³	562,148,353	580,898,353
Performance Shares		
Existing Performance Shares on issue at the date of this Prospectus	93,750,000	93,750,000
Total Performance Shares on issue	93,750,000	93,750,000
Options		
Options exercisable at \$0.026, expiring on 31 December 2016	33,375,000	14,625,000
Options exercisable at \$0.025, expiring on 2 July 2020	5,000,000	5,000,000
Options exercisable at \$0.05, expiring on 2 July 2020	5,000,000	5,000,000
Options exercisable at \$0.10, expiring on 2 July 2020	10,000,000	10,000,000
Options exercisable at \$0.05, expiring on 22 September 2020	3,000,000	3,000,000
Options exercisable at \$0.10, expiring on 22 September 2020	2,000,000	2,000,000
Total Options on issue	58,375,000	39,625,000

Notes:

- The number of Placement Options will depend on how many are exercised prior to the Closing Date. 18,750,000 Placement Options are currently exercisable and not subject to escrow. The remaining 14,625,000 Options exercisable at \$0.026 and expiring on 31 December 2016 are subject to escrow as follows:

- 8,437,500 escrowed until 2 June 2016;

- (b) 937,500 escrowed until 26 June 2016; and
 - (c) 5,250,000 escrowed until 14 July 2017.
2. The Company has been informed by a holder of 375,000 Options exercisable at \$0.026, and expiring on 31 December 2016 that it intends to exercise all of these Options although the Shares issued will not be tradable on the ASX until 2 June 2016 when the escrow period expires.
 3. The above table assumes that no other Options are exercised on or before the Closing Date.

2.4 Effect of the Offer on control

The Offer will not have a material impact on control of the Company.

3. RISK FACTORS

As with any share investment, there are risks associated with an investment in the Company. The numerous risk factors are both of a specific and a general nature. Some can be mitigated by the use of safeguards and appropriate systems and controls, but some are outside the control of the Company and cannot be mitigated.

This **Section 6** identifies the major areas of risk associated with an investment in the Company, but should not be taken as an exhaustive list of the risk factors to which the Company and its Shareholders are exposed. Potential investors should read the entire Prospectus and consult their professional advisor before deciding whether to apply for Shares.

3.1 Specific Risks

(a) Competition and New Technologies

The industry in which ResApp is involved is subject to increasing domestic and global competition which is fast-paced and fast-changing. While ResApp will undertake all reasonable due diligence in its business decisions and operations, ResApp will have no influence or control over the activities or actions of its competitors, whose activities or actions may positively, or negatively affect the operating and financial performance of ResApp's business. For instance, new technologies could overtake the advancements made by ResApp's products. In that case, ResApp's revenues and profitability could be adversely affected.

(b) Special Reputational Risks

ResApp operates in a fast-changing environment, and negative publicity can spread quickly, whether true or false. Negative comments by disgruntled customers about ResApp may have a disproportionate effect on ResApp's reputation and its ability to earn revenues and profits. Additionally, complaints by such customers can lead to additional regulatory scrutiny and a consequential increase compliance burden in responding to regulatory inquiries. This could negatively impact on ResApp's profitability.

(c) Reliance on Key Personnel

The commercial development of the Licensed IP has been in large part due to the talent, effort, experience and leadership of Tony Keating. There is no assurance that Tony Keating's contract will not be terminated or will be renewed on the expiry of its term. In addition, there is no assurance that Tony Keating would remain healthy and able to continue in his role. If his contract were terminated or breached, or if the Tony Keating were no longer to continue in his role, ResApp would need to employ alternative staff, and ResApp's operations and business would be adversely affected.

(d) Reliance on Key Researcher and The University of Queensland (UQ)

The research and development of the License IP has been in large part due to the talent, effort, experience and leadership of Associate Professor Udantha Abeyratne. Associate Professor Abeyratne will continue developing the Licensed IP as an employee of UQ and ResApp expects to continue to fund this development at UQ.

Associate Professor Abeyratne is currently engaged by the Company as a consultant until 30 June 2016. In addition, there is no assurance that Associate Professor Abeyratne would remain healthy and able to continue in his current role, or that his engagement with the Company will continue beyond its current term.

ResApp has entered into a research agreement with UQ to fund the further development of the Licensed IP and intends to enter into further research agreements as contemplated by the Sub-Licence Agreement. There is no assurance that those additional research agreements will be secured or that the research agreements will not be terminated. If such contracts were terminated or breached, ResApp would need to find alternative means of performing the development work, and ResApp's operations and business would be adversely affected.

(e) **Outsourcing**

The Company and ResApp outsource to consultants for expert advice and contract organisations (including UQ) for research, clinical and manufacturing services and there is no guarantee that such experts or organisations will be available as required or will meet expectations.

(f) **Liability Claims**

ResApp may be exposed to liability claims if its products or services are provided in fault and/or cause harm to its customers. As a result, ResApp may have to expend significant financial and managerial resources to defend against such claims. If a successful claim is made against ResApp, ResApp may be fined or sanctioned and its reputation and brand may be negatively impacted, which could materially and adversely affect its reputation, business prospects, financial condition and results of operation.

(g) **Customer Service Risk**

Customers may need to engage with ResApp's customer service personnel in certain circumstances, such as if they have a question about the services or if there is a dispute between a customer and ResApp. ResApp needs to recruit and retain staff with interpersonal skills sufficient to respond appropriately to customer services requests. Poor customer service experiences may result in the loss of customers. If ResApp loses key customer service personnel, fails to provide adequate training and resources for customer service personnel, this could lead to adverse publicity, litigation, regulatory inquiries and/or a decrease in customers, all of which may negatively impact on ResApp's revenue.

(h) **Risks Associated with the Regulatory Environment**

ResApp is based in Australia and is subject to Australian laws and regulations. For example, ResApp is required to comply with *Therapeutic Goods Act 1989* (Cth). If ResApp expands into other markets, for example the United States of America, then ResApp will be subject to United States laws and regulations. Users, competitors, members of the general public or regulators could allege breaches of the legislation. This could result in remedial action or litigation, which could potentially lead to ResApp being required to pay compensation or a fine. ResApp's operations may become subject to regulatory requirements, such as licensing and reporting obligations, which would increase the costs and resources associated with its regulatory compliance. Any such increase in the costs and resources associated with regulatory compliance could impact upon ResApp's profitability. In addition, if regulators took the view that ResApp had failed to comply with regulatory requirements, this could lead to enforcement action resulting in public warnings, infringement notices or the imposition of a pecuniary penalty. This could lead to significant reputational damage to ResApp and consequent impact upon its revenue.

(i) **Future Capital Needs**

Further funding may be required by ResApp to support its ongoing activities and operations. There can be no assurance that such funding will be available on satisfactory terms or at all. Any inability to obtain funding will adversely affect the business and financial condition of ResApp and consequently its performance.

(j) **Foreign Exchange Risks**

If ResApp has costs and expenses in other jurisdictions, such as the United States of America or Europe, then they will likely be denominated in foreign currency. Accordingly, the depreciation and/or the appreciation of the relevant foreign currency relative to the Australian currency would result in a translation loss on consolidation which is taken directly to shareholder equity. Any depreciation of the foreign currency relative to the Australian currency may result in lower than anticipated revenue, profit and earning. ResApp could be affected on an ongoing basis by foreign exchange risks between the Australian dollar and the relevant foreign currency, and will have to monitor this risk on an ongoing basis.

(k) **Insurance Coverage**

ResApp faces various risks in connection with its business and may lack adequate insurance coverage or may not have the relevant insurance coverage. ResApp will maintain insurance coverage for its employees (as required by law in Australia) as well as insurance coverage for management liability, corporate liability, product liability, employment practices liability, crime protection and statutory liability. However, ResApp does not maintain insurance against various other liabilities. ResApp incurs substantial losses or liabilities and its insurance coverage is unavailable or inadequate to cover such losses or liabilities, its financials may be adversely affected.

(l) **Clinical Testing**

The Licensed IP must still undergo further clinical studies and those tests and trials may show that it does not work in a safe and effective manner. The Company intends to conduct clinical studies of the Licensed IP in the future, but there can be no guarantee that relevant regulatory agencies such as the FDA (Food and Drug Administration in the U.S.A.) or the TGA (Therapeutic Goods Administration in Australia) or other regulatory agencies will allow the Company to undertake such trials and/or the development and approval process may take longer, cost more than expected and may result in the Licensed IP not producing a viable diagnostic product.

(m) **Commercialisation Risk**

There is a risk that ResApp will not be able to successfully commercialize or sell its products, or be unable to attract sufficient customers to be sufficiently profitable to fund future operations.

(n) **Intellectual Property Protection**

The possible future commercial success of the Licensed IP may rely upon the ability to obtain and maintain patent protection and there is no guarantee that the claims and applications in respect of the Licensed IP will be found to be valid and enforceable or that all of the patent applications will be granted. The defence and prosecution of intellectual property rights are costly and time consuming and their outcome is uncertain. Further, ResApp does not own the Licensed IP, but rather has limited contractual rights as sub-licensee under the Sub-Licence.

Even with granted patent protection, the patents could be partially or wholly invalidated following challenges by third parties. The grant of a patent does not guarantee validity of that patent since it may be revoked on the ground of invalidity at any time during its life. If none of the claims of a granted patent are valid, the patent is unenforceable.

(o) **Infringement of Third-Party Intellectual Property**

If a third-party accuses ResApp of infringing its intellectual property or if a third-party commences litigation against ResApp for infringement of patent or other intellectual property rights, ResApp may incur significant costs in defending such action, whether or not it ultimately prevails. Costs that ResApp incurs in defending third party infringement actions would also include diversion of management's and technical personnel's time.

In addition, parties making claims against ResApp may be able to obtain injunctive or other equitable relief that could prevent ResApp from further developing discoveries or commercializing its products. In the event of a successful claim for infringement against ResApp, it may be required to pay damages and obtain one or more licenses from the prevailing third party. If it is not able to obtain these licenses at a reasonable cost, or at all, it could encounter delays in product introductions and loss of substantial resources while it attempts to develop alternative products. Defence of any lawsuit or failure to obtain any of these licenses could prevent ResApp from commercializing available products and could cause it to incur substantial expenditure.

(p) **Trade Secrets**

UQ has developed (and will continue to develop) trade secrets in the form of specialized processes and software (including certain algorithms) which are licensed to ResApp for its business. UQ, UniQuest, the Company and ResApp take a number of precautions to protect such trade secrets. While the steps taken and the laws relating to trade secrets assist to protect proprietary rights, there can be no guarantee that unauthorized use or copying of that specialized technology or algorithms will be prevented or those employees that have access adhere to their confidentiality obligations.

Any significant failure or inability to adequately protect and control these proprietary trade secrets (which may be held by third-parties such as UQ) may harm the Company's business, reduce its ability to compete, result in an immediate lack of capability in relation to core systems, as well as a loss of competitive advantage.

(q) **Partnerships**

The commercial strategy for products which may be derived from the Licensed IP potentially includes forming partnerships with other companies that have the ability to effectively commercialise respiratory diagnostic products in key economic markets and there is no assurance that suitable partnerships will be secured or that products can be commercialised.

(r) **Reliance on Third-Party Vendors**

ResApp plans to utilize third-party hardware ('smartphones'), software ('mobile operating systems') and distribution ('app stores') platforms for commercialization of the Licensed IP. If access to these platforms were terminated or reduced, ResApp's operations and business would be adversely affected.

(s) **Competition**

The medical device industry is highly competitive and other corporations may commercialise products that may compete with the Licensed IP or which may reach the market before any products derived from the Licensed IP are launched.

3.2 General Risks

(a) **Investment risk**

The Shares to be issued pursuant to this Prospectus should be considered speculative. They carry no guarantee as to payment of dividends, return of capital or the market value of the Shares. The prices at which an investor may be able to trade the Shares may be above or below the Offer Price paid for the Shares. While the Directors commend the Public Offer, prospective investors must make their own assessment of the likely risks and determine whether an investment in the Company is appropriate to their own circumstances.

(b) **Share market**

Share market conditions may affect the value of the Company's securities regardless of the Company's operating performance. Share market conditions are affected by many factors including, but not limited to, the following:

- (i) general economic outlook;
- (ii) interest rates and inflation rates;
- (iii) currency fluctuations;
- (iv) changes in investor sentiment toward particular market sectors;
- (v) the demand for, and supply of, capital;
- (vi) terrorism or other hostilities; and
- (vii) other factors beyond the control of the Company.

(c) **Economic and government risks**

The future viability of the Company is also dependent on a number of other factors affecting performance of all industries and not just the technology industry including, but not limited to, the following:

- (i) general economic conditions in jurisdictions in which the Company operates;
- (ii) changes in government policies, taxation and other laws in jurisdictions in which the Company operates;
- (iii) the strength of the equity and share markets in Australia and throughout the world, and in particular investor sentiment towards the technology sector;
- (iv) movement in, or outlook on, interest rates and inflation rates in jurisdictions in which the Company operates; and
- (v) natural disasters, social upheaval or war in jurisdictions in which the Company operates.

(d) **Taxation**

The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation point of view and generally.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisers accept no liability and responsibility with respect to the taxation consequences of applying for Shares under this Prospectus.

4. ADDITIONAL INFORMATION

4.1 Continuous disclosure obligations

As the Company is admitted to the official list of ASX, the Company is a “disclosing entity” for the purposes of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose to the market any information it has which a reasonable person would expect to have a material effect on the price or the value of the Company’s securities.

Price sensitive information is publicly released through ASX before it is disclosed to Shareholders and market participants. Distribution of other information to Shareholders and market participants is also managed through disclosure to ASX. In addition, the Company posts information on its website after the ASX confirms an announcement has been made, with the aim of making the information readily accessible to the widest audience.

By virtue of section 713 of the Corporations Act, the Company is entitled to issue a “transaction-specific” prospectus in respect of the Offer.

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

As a disclosing entity under the Corporations Act, the Company states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an office of ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (i) the annual financial report of the Company for the financial year ended 30 June 2015;
 - (ii) any half-year financial report of the Company lodged with ASIC after the lodgement of the annual financial report referred to in paragraph (i) above and before the lodgement of this Prospectus with ASIC; and
 - (iii) all continuous disclosure notices given by the Company after the lodgement of the annual financial report referred to in paragraph (i) above and before the lodgement of this Prospectus with ASIC (see below).

There is no information which has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules that investors or their professional advisers:

- (a) would reasonably require for the purpose of making an informed assessment of:
 - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and

- (ii) the rights and liabilities attaching to the securities the subject of this Prospectus;
and

- (b) would reasonably expect to find in this Prospectus.

This Prospectus contains information specific to the Offer. If investors require further information in relation to the Company, they are recommended to take advantage of the opportunity to inspect or obtain copies of the documents referred to above.

The following announcements have been lodged with the ASX in respect of the Company since the lodgement of the annual financial report for the year ended 30 June 2015.

Date	Title
22 Jan 2016	ResApp to Exhibit at Digital Healthcare Conference Dubai
31 Dec 2015	ResApp Files Pre-Submission Package with the US FDA
21 Dec 2015	Appendix 3B
14 Dec 2015	ResApp Received Approval to Begin Adult Study
4 Dec 2015	Release of Restricted Securities
30 Nov 2015	Result of Annual General Meeting
25 Nov 2015	CEO Presentation at Canary Networks Investor Roadshow
16 Nov 2015	Becoming a substantial holder
11 Nov 2015	US Roadshow – Investor Presentation
10 Nov 2015	Further Positive Preliminary Results from Clinical Study
6 Nov 2015	Trading Halt
4 Nov 2015	Exhibitor at McKinsey Global Integrated Care Conference
30 Oct 2015	Apendix 4C – quarterly
28 Oct 2015	Notice of Annual General Meeting/Proxy Form
22 Oct 2015	Dr Abeyratne to present at Pneumonia Innovations Summit
20 Oct 2015	TechKnow Invest Roadshow Presentation
12 Oct 2015	Change of Director's Interest Notice
6 Oct 2015	Australia Biotech Invest Presentation
1 Oct 2015	Appendix 4G
1 Oct 2015	Annual Report 2015

4.2 Rights and liabilities attaching to the Shares

The following is a general description of the more significant rights and liabilities attaching to the Shares. This summary is not exhaustive. Full details of provisions relating to rights attaching to the Shares are contained in the Corporations Act, ASX Listing Rules and the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

(a) **Ranking of Shares**

At the date of this Prospectus, all shares are of the same class and rank equally in all respects. Specifically, the Shares issued pursuant to this Prospectus will rank equally with existing Shares.

(b) **Voting rights**

Subject to any rights or restrictions, at general meetings:

- every Shareholder present and entitled to vote may vote in person or by attorney, proxy or representative; and
- has one vote on a show of hands; or
- has one vote for every share held, upon a poll.

(c) **Dividend rights**

Shareholders will be entitled to dividends, distributed among members in proportion to the capital paid up, from the date of payment. No dividend carries interest against the company and the declaration of Directors as to the amount to be distributed is conclusive.

Shareholders may be paid interim dividends or bonuses at the discretion of the Directors. The Directors may set aside a sum out of the profits of the Company, as reserves, before recommending dividends of the profits.

(d) **Variation of rights**

The rights attaching to the Shares may only be varied by the consent in writing of the holders of three-quarters of the Shares, or with the sanction of a special resolution passed at a general meeting.

(e) **Transfer of Shares**

Shares can be transferred upon delivery of a proper instrument of transfer to the Company. The instrument of transfer must be in writing, in the approved form, and signed by the transferor and the transferee. Until the transferee has been registered, the transferor is deemed to remain the holder, even after signing the instrument of transfer.

In some circumstances, the Directors may refuse to register a transfer if upon registration the transferee will hold less than 100 shares or a marketable parcel. The Board may refuse to register a transfer of shares upon which the Company has a lien.

(f) **General meetings**

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

The Directors may convene a general meeting at their discretion. If there are not sufficient Directors capable of acting to form a quorum, the Directors who are capable of acting or any five members of the Company may convene a general meeting.

(g) **Unmarketable parcels**

The Company's Constitution provides for the sale of unmarketable parcels subject to any applicable laws and provided a notice is given to the minority shareholders stating that the Company intends to sell their relevant Shares unless an exemption notice is received by a specified date.

(h) **Rights on winding up**

If the Company is wound up, the liquidator may with the sanction of special resolution, divide the assets of the Company amongst members as the liquidator sees fit. If the assets are insufficient to repay the whole of the paid up capital of members, they will be distributed in such a way that the losses borne by members are in proportion to the capital paid up.

4.3 Interests of Directors, experts and advisors

(a) Other than as set out below or elsewhere in this Prospectus, no:

- Director or proposed Director;
- person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- promoter of the Company; or
- financial services licensee named in this Prospectus as a financial services licensee involved the Offer,

holds, or has held within 2 years before the date of this Prospectus, any interest in the Offer or in the formation or promotion of, or in any property acquired or proposed to be acquired by, the Company in connection with its formation or promotion or the Offer.

(b) Other than as set out in **Section 4.4** or elsewhere in the Prospectus, no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given:

- (i) to a Director or proposed Director to induce him to become, or to qualify him as, a director of the Company; or
- (ii) for services provided in connection with the formation or promotion of the Company or the Offer by any Director or proposed Director, any person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus, any promoter of the Company, or any underwriter or financial services licensee named in this Prospectus as an underwriter or financial services licensee involved in the Offer.

4.4 Details of interests

(a) Directors' security holdings

Directors' interests in Shares and Options as at the date of this Prospectus are as follows:

Director	Shares		Incentive Options
	Ordinary Shares	Performance Shares	
Christopher Ntoumenopoulos ¹	2,109,375	-	-
Adam Sierakowski ²	15,823,477	-	-
Anthony Keating ³	-	-	20,000,000
Roger Aston ⁴	8,437,500	8,437,500	-

Note:

- Mr Ntoumenopoulos holds 2,109,375 Shares in Sobol Capital Pty Ltd, an entity of which he is a director and shareholder.
- Mr Sierakowski holds 6,448,477 Shares in IML Holdings Limited and 9,375,000 Shares in Trident Capital Pty Ltd, entities of which he is a director and shareholder.
- Dr Keating holds 20,000,000 Incentive Options as detailed below.
- Dr Aston holds 8,437,500 Shares and 8,437,500 Performance Shares in Newtonmore Bioscience Pty Ltd, an entity of which he is a director and shareholder. Each Performance Share will convert 1:1 upon the Company achieving an aggregated gross revenue of \$20,000,000 within five years beginning from 14 July 2015 (reinstatement).

Dr Anthony Keating holds 20,000,000 unlisted options as follows:

Director	Grant Date	Exercise Price	Number	Expiry Date
Anthony Keating	2 July 2015	\$0.025	5,000,000	2 July 2020
Anthony Keating	2 July 2015	\$0.05	5,000,000	2 July 2020
Anthony Keating	2 July 2015	\$0.10	10,000,000	2 July 2020

(b) Director's remuneration

The remuneration paid or payable to Directors for the 2 years prior to the date of this Prospectus is as follows:

Director	2014	2015
Christopher Ntoumenopoulos	-	\$45,290
Adam Sierakowski	\$48,000	\$48,000
Anthony Keating	-	\$61,582
Roger Aston	-	\$34,709

(c) **Related party arrangements**

Adam Sierakowski has an interest in the following arrangements as a result of his shareholding interests and directorships in Trident Capital and Price Sierakowski Pty Ltd (as applicable):

- The Company has entered into an ongoing mandate with Trident Management Services in relation to the provision of corporate advisory and management services to the Company. The Company has agreed to pay Trident Capital a corporate advisory fee of \$4,000 (excluding GST) per month for company secretarial services and up to up to \$200 (excluding GST) per hour for financial services which include bookkeeping, accounts payable and receivable, monthly accruals, creditor, debtors and prepayment, preparation of monthly management accounts, financial statements tax workings and budgets; and liaising with auditors and tax advisors.
- The Company has entered into an ongoing mandate with Trident Capital in relation to Trident Capital providing the Company with general office space services. The Company has agreed to pay Trident Capital a fee of \$2,000 (excluding GST) per month.
- The Company engages Price Sierakowski Corporate from time to time to provide legal services to the Company. Further details of the fees paid or payable to Price Sierakowski Corporate in relation to this Offer and over the last 2 years are set out in Section 4.4(d)

(d) **Price Sierakowski Corporate**

Price Sierakowski Corporate has acted as legal advisor to the Company in relation to the Offer. In respect of this work, the Company will pay Price Sierakowski Corporate approximately \$5,000 exclusive of GST. Subsequently, fees will be paid in accordance with normal hourly rates. Price Sierakowski Corporate has received approximately \$250,236 exclusive of GST in fees for services to the Company in the 2 years prior to the date of this Prospectus.

4.5 Consents

(a) **Price Sierakowski Corporate**

Price Sierakowski Corporate has given and has not, before lodgement of this Prospectus, withdrawn its written consent to be named in this Prospectus as legal advisor to the Company in respect of the Offer in the form and context in which it is named.

(b) **Basis of consents**

Each of the persons named as providing consents above:

- did not authorise or cause the issue of this Prospectus;

- does not make, or purport to make, any statement in this Prospectus nor is any statement in this Prospectus based on any statement by any of those parties other than as specified in this **Section 4.5**; and
- to the maximum extent permitted by law, expressly disclaims any responsibility or liability for any part of this Prospectus other than a reference to its name and a statement contained in this Prospectus with the consent of that party as specified in this **Section 4.5**.

4.6 Expenses of the Offers

The estimated expenses of the Offer (exclusive of GST) are as follows:

Expense	Amount
Legal fees	\$5,000
ASIC fees	\$2,320
Total	\$7,320

4.7 Litigation

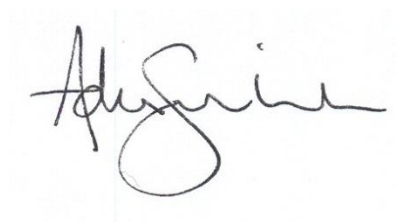
As at the date of this Prospectus, the Company is not involved in any material legal proceedings and the Directors are not aware of any material legal proceedings pending or threatened against the Company with the exception of potential action in relation to ASIC's investigations.

5. DIRECTORS' AUTHORISATION

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with ASIC and has not withdrawn that consent.

Signed for and on behalf of the Company on 22 January 2016.

A handwritten signature in black ink, appearing to read 'Adam Sierakowski', is written over a faint, light-colored grid background.

Adam Sierakowski
Director
ResApp Health Limited

6. DEFINITIONS

Definitions used in this Prospectus are as follows:

Application Form means an application form attached to and forming part of this Prospectus.

Application Monies means the amount of money in dollars and cents payable for Shares at \$0.12 per Share pursuant to the Offer.

ASIC means the Australian Securities and Investments Commission.

ASX Listing Rules means the ASX Listing Rules published and distributed by the ASX.

ASX means ASX Limited ACN 008 624 691 or the Australian Securities Exchange, as the context requires.

Board means the board of Directors of the Company from time to time.

Business Day means a day on which banks are open for business in Perth, Western Australia excluding a Saturday, Sunday or public holiday.

CHES means ASX Clearing House Electronic Sub-register System.

Closing Date means the date that the Offer closes which is 5.00pm (WST) on 5 February 2016 or such other time and date as the Directors determine.

Company means ResApp Health Limited ACN 094 468 318.

Constitution means the constitution of the Company.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

Listing Rules means the official listing rules of the ASX from time to time.

Offer means the offer to the public of 1 Share at an issue price of \$0.12 each pursuant to this Prospectus to raise \$0.12.

Offer Period means the period commencing on the Opening Date and ending on the Closing Date.

Official List means the official list of the ASX.

Opening Date means the first date for receipt of completed Application Forms which is 9:00am (WST) on 22 January 2016 or such other time and date as the Directors determine.

Option means an option to acquire a Share.

Option Holder means those persons who hold the Placement Options as at the date of this Prospectus.

Performance Shares means the 93,750,000 performance shares issued which are to convert on a 1:1 basis upon the Company achieving an aggregated gross revenue of \$20,000,000 within five years beginning from 14 July 2015.

Placement Options means the Options released from escrow on 19 December 2015 with an expiry date of 31 December 2016 and an exercise price equal to \$0.026.

Prospectus means this prospectus dated 22 January 2016.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of Shares.

Share Registry means Link Market Services Limited ACN 083 214 537.

Subscription Account means the Company's bank account titled "ResApp Health Limited" which has been established for the purpose of holding the Application Monies.

WST means Western Standard Time in Australia.