

7 December 2017

RHYTHM BIOSCIENCES LIMITED
[ACN 619 459 335]
Pre-Quotation Disclosure Announcement
Rhythm Biosciences Limited completes IPO and ASX Listing

Rhythm Biosciences Limited [ACN 619 459 335] (**Company**) is pleased to announce it has successfully raised AUD\$9,000,000 through the issue of 45,000,000 fully paid ordinary shares (**New Shares**) at an issue price of \$0.20 per New Share under the Equity Offer made in its replacement prospectus dated 30 October 2017 (which replaced the prospectus dated 17 October 2017) and lodged with ASIC on the same date (**Prospectus**).

The following information is given for release to the market in connection with the commencement of official quotation of the Company's shares on the Australian Securities Exchange (**ASX**).

Unless defined in this announcement, capitalised terms have the meanings as described in the Prospectus.

Close of the Offers and issue of New Shares and Advisor Shares

The Company confirms all Offers made under the Prospectus have closed.

Issue of New Shares

The Company confirms it has issued 45,000,000 New Shares under the Equity Offer at an issue price of \$0.20 per New Share. The Company has received cleared funds for the issue price of the New Shares (being AUD\$9,000,000).

Issue of Advisor Shares

The Company confirms it has issued 750,000 Advisor Shares under the Advisor Share Offer for services provided in connection with the Equity Offer.

No funds were raised through the issue of Advisor Shares.

Total securities on issue

Following the issues of New Shares and Advisor Shares the Company has 100,750,000 shares (**Shares**) on issue.

The Company confirms that, at the time of admission to the official list of ASX, it will have a free float of at least 20%.

The Company also has 2,000,000 options on issue to Trevor John Lockett, the CEO and Managing Director of the Company. These options vest on 29 August 2018, are exercisable at \$0.30 and expire 3 years from the Company's admission to the official list of ASX.

Completion of allocation of New Shares

The basis of the allocation of New Shares under the Equity Offer made under the Prospectus are set out in sections 11.1 and 11.2 respectively of the Prospectus.

Holding statements confirming the allocation of New Shares were dispatched to successful Applicants on 28 November 2017.

Satisfaction of spread requirements

The Company confirms:

- there are at least 300 non-affiliated shareholders, each having a parcel of shares with a value of at least \$2,000 (based on the Equity Offer Price of \$0.20); and
- at least 20% of the Company's shares are not held by related parties.

A distribution schedule setting out the total number of Shareholders (including the number of Shareholders by size category) and a statement setting out the names of the 20 largest Shareholders (including the number and percentage of shares in the Company held by those Shareholders) have been released on the ASX Market Announcements Platform.

Holding statements and refunds

CHESS transaction confirmation statements and issuer sponsored holding statements stating the number of New Shares issued to each successful Applicant under the Equity Offer were sent to successful Applicants on 28 November 2017.

If applicable, refunds have been made in accordance with the Corporations Act 2001 (Cth).

ASX Corporate Governance Statement

The Company confirms that it has provided to ASX a statement disclosing the extent to which the Company will follow, as at the date of admission to the official list of ASX, the recommendations set by the ASX Corporate Governance Council (**Corporate Governance Statement**).

The Corporate Governance Statement has been released on the ASX Market Announcements Platform.

Securities subject to escrow arrangements

The Company confirms 48,250,000 Shares are subject to mandatory escrow arrangements. The expiration of the mandatory escrow period imposed on Shares are as set out below:

SHARES	ESCROWED UNTIL
7,250,000	29 August 2018
2,500,000	1 September 2018
38,500,000	24 months from admission to the official list of ASX

The Company also confirms 2,000,000 options that vest on 29 August 2018, are exercisable at \$0.30 and expire on 7 December 2020 which are held by Trevor Lockett, the CEO and Managing Director of the Company, are subject to mandatory escrow for a period of 24 months from the Company's admission to the official list of ASX.

Further information

Further information can be obtained by contacting the Company's secretary, Adrien Wing, on (03) 9614 0600.

A handwritten signature in black ink, appearing to read 'Adrien Wing', with a stylized flourish underneath.

**Adrien Wing
Company Secretary
Rhythm Biosciences Limited**