



## Cleansing notice under section 708A the *Corporations Act 2001 (Cth)*

For Immediate Release:

April 9, 2015

**Sydney, Australia** – Simavita Limited (“**Simavita**” or the “**Company**”) (TSX-V: SV; ASX: SVA) advises that it has allotted a total of 18,431,935 CDIs in the Company to institutional and sophisticated investors in Hong Kong, the USA and Australia (the “**Placement**”). The issue of the CDIs under the Placement, at the issue price of AUD\$0.45 per CDI, raised a total of AUD\$8,294,371, before the payment of associated expenses. Further details of the Placement are provided in the attached ASX Appendix 3B.

“We are extremely pleased with the results of the Placement”, said Simavita CEO Mrs. Philippa Lewis. “We welcome more than 60 new shareholders to the Company from Hong Kong, the US and Australia, all of whom share our vision for the global roll-out of SIM™”, Mrs. Lewis said.

The Company gives this Notice in accordance with section 708A(5)(e) of the *Corporations Act 2001 (Cth)* (the “**Corporations Act**”).

The CDIs issued under the Placement were issued without disclosure to investors under Part 6D.2 of the Corporations Act.

As at the date of this Notice, the Company has complied with:

- the provision of Chapter 2M of the Corporations Act as they apply to the Company; and
- section 674 of the Corporations Act.

As at the date of this Notice, there is no excluded information for the purposes of section 708(7) and section 708(8) of the Corporations Act.

For further information, see our website ([www.simavita.com](http://www.simavita.com)) or contact the persons outlined below.

Company	Media and Investor Relations
Philippa Lewis, Chief Executive Officer T: +61 2 8405 6381	Jane Lowe E: <a href="mailto:jane.lowe@irdepartment.com.au">jane.lowe@irdepartment.com.au</a> T: +61 411 117 774
Thomas Howitt, Chief Financial Officer T: + 61 418 351 127	

### About Simavita

Simavita is a medical device company that has developed an innovative, world first solution for the management of urinary incontinence, with a focus on the elderly. The first product is the SIM™ platform technology which is an instrumented incontinence assessment application that provides evidence-based incontinence management care plans to the residential aged care market.

### About SIM™

SIM™ is a wireless sensor technology that delivers evidence-based instrument incontinence data on individuals. SIM™ provides user friendly tools and software to assess the incontinence condition and to help plan better outcomes. SIM™ is used to detect, record and report incontinence events during a compulsory or recommended assessment period in residential aged care facilities to develop an evidence-based incontinence care plan. Conducting assessments is mandatory in many countries and the incontinence assessment creates an influential element of care of each individual. For more information on Simavita or SIM™, please visit [www.simavita.com](http://www.simavita.com).

*The TSX Venture Exchange has in no way passed upon the merits of the transactions set out herein and has neither approved nor disapproved the contents of this press release. Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this Release.*

#### *Forward-Looking Information*

This document may contain “forward-looking information” within the meaning of Canadian securities laws (“**forward-looking information**”). This forward-looking information is given as of the date of this document.

Forward-looking information relates to future events or future performance and reflects Simavita management’s expectations or beliefs regarding future events and includes, but is not limited to, information with respect to the successful completion of the Placement, receipt of TSXV acceptance, anticipated use of net proceeds, and Simavita’s strategy and development of its technology. Assumptions upon which such forward-looking information is based include that Simavita will be able to successfully execute on its business plans. Many of these assumptions are based on factors and events that are not within the control of Simavita and there is no assurance they will prove to be correct.

In certain cases, forward-looking information can be identified by the use of words such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “potential”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or information that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “occur” or “be achieved” or the negative of these terms or comparable terminology. By its very nature forward-looking information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Simavita to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Such factors include, among others, risks related to actual results of current business activities; changes in business plans and strategy as plans continue to be refined; other risks of the medical devices and technology industry; delays in obtaining governmental approvals or financing or in the completion of development activities; as well as those factors detailed from time to time in Simavita’s interim and annual financial statements and management’s discussion and analysis of those statements. Although Simavita has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. Simavita provides no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information.

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12

Name of entity

**SIMAVITA LIMITED**

ARBN

**165 831 309**

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |  |                                    |
|---|--|------------------------------------|
| 1 | +Class of +securities issued or to be issued   | CHESSE Depository Interests (CDIs) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 18,431,935                         |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) |                                    |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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4	<p>Do the <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Yes</p>
5	<p>Issue price or consideration</p>	<p>\$8,294,371  (at an issue price of \$0.45 per CDI)</p>
6	<p>Purpose of the issue  (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>To accelerate the roll-out of the Company's current technologies in the US and European markets; (ii) to appoint further distributors to roll-out SIM™ in Europe; (iii) to fund continued product innovation; and (iv) for general working capital purposes.</p>
6a	<p>Is the entity an <sup>+</sup>eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the <sup>+</sup>securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>Yes</p>
6b	<p>The date the security holder resolution under rule 7.1A was passed</p>	<p>3 December 2014</p>
6c	<p>Number of <sup>+</sup>securities issued without security holder approval under rule 7.1</p>	<p>11,059,161</p>
6d	<p>Number of <sup>+</sup>securities issued with security holder approval under rule 7.1A</p>	<p>7,372,774</p>
6e	<p>Number of <sup>+</sup>securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)</p>	<p>Not applicable</p>
6f	<p>Number of securities issued under an exception in rule 7.2</p>	<p>Not applicable</p>

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+ See chapter 19 for defined terms.

6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.	Yes																				
6h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not applicable																				
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Nil																				
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	9 April 2015																				
8	Number and +class of all +securities quoted on ASX ( <i>including</i> the securities in section 2 if applicable)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Number</th> <th style="text-align: left;">+Class</th> </tr> </thead> <tbody> <tr> <td>55,315,887</td> <td>CDIs (listed on ASX)</td> </tr> <tr> <td><u>36,859,775</u></td> <td>Shares (listed on TSX)</td> </tr> <tr> <td>92,175,662</td> <td>Total securities</td> </tr> </tbody> </table>	Number	+Class	55,315,887	CDIs (listed on ASX)	<u>36,859,775</u>	Shares (listed on TSX)	92,175,662	Total securities												
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<u>36,859,775</u>	Shares (listed on TSX)																					
92,175,662	Total securities																					
9	Number and +class of all +securities not quoted on ASX ( <i>including</i> the securities in section 2 if applicable)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Number</th> <th style="text-align: left;">+Class</th> </tr> </thead> <tbody> <tr> <td>1,469,166</td> <td>Options at \$0.41, expiry 3 December 2016</td> </tr> <tr> <td>2,469,166</td> <td>Options at \$0.52, expiry 3 December 2016</td> </tr> <tr> <td>1,469,166</td> <td>Options at \$0.65, expiry 3 December 2016</td> </tr> <tr> <td>1,469,166</td> <td>Options at \$0.82, expiry 3 December 2016</td> </tr> <tr> <td>1,154,245</td> <td>Warrants at \$0.41, expiry 3 December 2016</td> </tr> <tr> <td>1,155,298</td> <td>Warrants at CAD\$0.42, expiry 31 January 2019</td> </tr> <tr> <td>1,444,412</td> <td>Warrants at CAD\$0.504, expiry 31 January 2019</td> </tr> <tr> <td>1,237,500</td> <td>Options at \$0.70, expiry 31 August 2018</td> </tr> <tr> <td>500,000</td> <td>Options at \$0.62, expiry 1 July 2017</td> </tr> </tbody> </table>	Number	+Class	1,469,166	Options at \$0.41, expiry 3 December 2016	2,469,166	Options at \$0.52, expiry 3 December 2016	1,469,166	Options at \$0.65, expiry 3 December 2016	1,469,166	Options at \$0.82, expiry 3 December 2016	1,154,245	Warrants at \$0.41, expiry 3 December 2016	1,155,298	Warrants at CAD\$0.42, expiry 31 January 2019	1,444,412	Warrants at CAD\$0.504, expiry 31 January 2019	1,237,500	Options at \$0.70, expiry 31 August 2018	500,000	Options at \$0.62, expiry 1 July 2017
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+ See chapter 19 for defined terms.

## Part 2 - Bonus issue or pro rata issue

- |    |   |  |
|----|---|--|
| 10 | Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)  |  |
| 11 | Is security holder approval required?   |  |
| 12 | Is the issue renounceable or non-renounceable?  |  |
| 13 | Ratio in which the +securities will be offered  |  |
| 14 | +Class of +securities to which the offer relates  |  |
| 15 | +Record date to determine entitlements  |  |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?  |  |
| 17 | Policy for deciding entitlements in relation to fractions   |  |
| 18 | Names of countries in which the entity has +security holders who will not be sent new issue documents<br><br><small>Note: Security holders must be told how their entitlements are to be dealt with.<br/>Cross reference: rule 7.7.</small> |  |
| 19 | Closing date for receipt of acceptances or renunciations  |  |
| 20 | Names of any underwriters   |  |
| 21 | Amount of any underwriting fee or commission  |  |
| 22 | Names of any brokers to the issue   |  |
| 23 | Fee or commission payable to the broker to the issue  |  |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders   |  |
| 25 | If the issue is contingent on +security holders' approval, the date of the meeting  |  |

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+ See chapter 19 for defined terms.

- |    |   |  |
|----|---|--|
| 26 | Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled  |  |
| 27 | If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders |  |
| 28 | Date rights trading will begin (if applicable)  |  |
| 29 | Date rights trading will end (if applicable)  |  |
| 30 | How do +security holders sell their entitlements <i>in full</i> through a broker?   |  |
| 31 | How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?  |  |
| 32 | How do +security holders dispose of their entitlements (except by sale through a broker)?   |  |
| 33 | +Despatch date  |  |

### **Part 3 - Quotation of securities**

*You need only complete this section if you are applying for quotation of securities*

- 34 Type of securities  
(tick one)
- (a)  Securities described in Part 1
- (b)  All other securities  
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

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+ See chapter 19 for defined terms.

**Entities that have ticked box 34(a)**

**Additional securities forming a new class of securities**

*Tick to indicate you are providing the information or documents*

- 35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
 1 - 1,000  
 1,001 - 5,000  
 5,001 - 10,000  
 10,001 - 100,000  
 100,001 and over
- 37  A copy of any trust deed for the additional +securities

**Entities that have ticked box 34(b)**

38 Number of securities for which +quotation is sought

39 Class of +securities for which quotation is sought

40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)		

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+ See chapter 19 for defined terms.



**Quotation agreement**

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
  
- 2 We warrant the following to ASX.
  - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
  
  - There is no reason why those +securities should not be granted +quotation.
  
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.  
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
  
  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
  
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
  
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: \_\_\_\_\_ Date: **9 April 2015**  
*Chief Executive Officer*

Print name: **Philippa M. Lewis**

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+ See chapter 19 for defined terms.

## Appendix 3B – Annexure 1

### Calculation of placement capacity under rule 7.1 and rule 7.1A for <sup>+</sup>eligible entities

Introduced 01/08/12

#### Part 1

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b><i>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</i></b>	
<b><i>Insert</i></b> number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	58,766,653
<b><i>Add</i></b> the following: <ul style="list-style-type: none"> <li>• Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid ordinary securities that became fully paid in that 12 month period</li> </ul>	1,572,201  13,388,889
<b><i>Note:</i></b> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	
<b><i>Subtract</i></b> the number of fully paid ordinary securities cancelled during that 12 month period	
<b>“A”</b>	73,727,743
<b><i>Step 2: Calculate 15% of “A”</i></b>	
<b>“B”</b>	0.15 <i>[Note: this value cannot be changed]</i>
<b><i>Multiply</i></b> “A” by 0.15	11,059,161

+ See chapter 19 for defined terms.

<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><i>Insert</i> number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	11,059,161
<b>“C”</b>	11,059,161
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	11,059,161
<p><b>Subtract “C”</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>	11,059,161
<p><b>Total</b> [“A” x 0.15] – “C”</p>	<p>Nil</p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

+ See chapter 19 for defined terms.

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b>  <i>Note: number must be same as shown in Step 1 of Part 1</i>	73,727,743
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10  <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	7,372,774
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<i>Insert</i> number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <i>Notes:</i> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	7,372,774
<b>“E”</b>	7,372,774

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+ See chapter 19 for defined terms.

<b><i>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</i></b>	
“A” x 0.10  <i>Note: number must be same as shown in Step 2</i>	7,372,774
<b><i>Subtract “E”</i></b>  <i>Note: number must be same as shown in Step 3</i>	7,372,774
<b><i>Total [“A” x 0.10] – “E”</i></b>	Nil  <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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