

# 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, 04/03/13

Name of entity

REVA Medical, Inc.

ARBN

146 505 777

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  | 1) Convertible notes ("Notes") (unquoted).<br>2) Options to purchase shares of common stock (unquoted).<br>3) Options to purchase shares of common stock (unquoted).<br>4) Restricted stock units ("RSUs") (unquoted).   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | 1) 133 Notes.<br>2) 598,500 options to purchase 598,500 shares of common stock (equivalent to 5,985,000 CDIs).<br>3) 58,500 options to purchase 58,500 shares of common stock (equivalent to 585,000 CDIs).<br>4) 29,250 RSUs (equivalent to 292,500 CDIs).  |
| 3 | Principal terms of the +securities (e.g. 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) | Notes and options issued under the Convertible Note Deed dated 22 April 2017 (the "Note Deed") pursuant to the prospectus lodged with ASIC and ASX on 24 April 2017 ("Prospectus"):<br>1) 133 Notes, each with a face value of US\$100,000 (a summary of terms was disclosed to the market on 24 April 2017, including the conversion price and dates for conversion).<br>2) 598,500 options exercisable at any time into common stock at either (a) US\$5.00 per share before an IPO or Subsequent Financing (as defined in the Note Deed), or, (b) the greater of (i) the applicable Subsequent Financing Price or IPO Price (but in no event to exceed US\$7.212 per share) or (ii) US\$5.00 per share, after an IPO or Subsequent Financing. Options expire five years after issuance if not exercised. The full terms of the options were lodged with ASX on 24 April 2017. |

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	<p>Options and RSUs granted to an employee under the Company's Amended and Restated 2010 Equity Incentive Plan:</p> <p>3) 58,500 non-statutory ("NSO") options, each issued for no monetary consideration. Each option entitles the employee to purchase one share of common stock for a price of US\$6.71. The options have a 10-year term and are immediately exercisable, subject to a lapsing right of repurchase by the Company at the exercise price until vested. The options vest over four years with 25% vesting on the first annual anniversary of grant date and 2.0833% vesting on each monthly anniversary thereafter. Vesting is conditioned upon the employee's remaining in service to the Company at the vesting date.</p> <p>4) 29,250 RSUs, each issued for no monetary consideration. Each RSU entitles the employee to one share of common stock upon vesting. The RSUs vest at the rate of 33.3% on each annual anniversary of the grant date. Vesting is conditioned upon the employee's remaining in service to the Company at the vesting date.</p>
<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +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>No.</p> <p>1) The holders of the Notes are not entitled to any rights of stockholders. Upon conversion, if any, of the Notes into shares of common stock, the shares of common stock (which can be converted to CDIs) will rank equally in all respects with the existing class of quoted securities.</p> <p>2) and 3) The holders of options are not entitled to any rights of stockholders. Upon the exercise of options for shares of common stock, the shares of common stock (which can be converted to CDIs) will rank equally in all respects with the existing class of quoted securities.</p> <p>4) The holders of RSUs are not entitled to any rights of stockholders. Upon the vesting of RSUs, the holder will receive shares of common stock (which can be converted to CDIs), which will rank equally in all respects with the existing class of quoted securities.</p>
<p>5 Issue price or consideration</p>	<p>1) Notes for total consideration of US\$13,300,000.</p> <p>2) and 3) No monetary consideration is payable for the issuance of options.</p> <p>4) No monetary consideration is payable for the issuance of RSUs.</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>1) and 2) Issuance of Notes and options for US\$13,300,000 cash proceeds to fund the future operations of the Company and the expenses of the offer. Further details are set out in sections 1.11 and 2.4 of the Prospectus for the offer, which was lodged with ASX on 24 April 2017.</p> <p>3) Options were granted as incentive and inducement for an existing employee.</p> <p>4) RSUs were awarded for incentive and inducement for an existing employee.</p>

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6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?                  If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	Not applicable.
6b	<p>The date the security holder resolution under rule 7.1A was passed</p>	Not applicable.
6c	<p>Number of +securities issued without security holder approval under rule 7.1</p>	Not applicable.
6d	<p>Number of +securities issued with security holder approval under rule 7.1A</p>	Not applicable.
6e	<p>Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)</p>	Not applicable.
6f	<p>Number of +securities issued under an exception in rule 7.2</p>	<p>1) Not applicable.                  2) Not applicable.                  3) 58,500 options (Listing Rule 7.2, exception 9).                  4) 29,250 RSUs (Listing Rule 7.2, exception 9).</p>
6g	<p>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.</p>	Not applicable.
6h	<p>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</p>	Not applicable.

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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	Not applicable.
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7	+Issue dates  Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	1) 133 Notes issued 17 June 2017 (Australian time). 2) 598,500 options issued 17 June 2017 (Australian time). 3) 58,500 options issued 20 May 2017 (Australian time). 4) 29,250 RSUs issued 20 May 2017 (Australia time).
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	Number	+Class
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	41,670,170 CDIs are quoted, assuming all shares of common stock are held as CDIs (a total of 41,167,017 shares of common stock are issued and outstanding).  CDIs

	Number	+Class
	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	422,925 options (over 422,925 shares of common stock or 4,229,250 CDIs). Options issued under the 2001 Stock Option/Stock Issuance Plan.  6,179,867 options (over 6,179,867 shares of common stock or 61,798,670 CDIs). Options issued under the Amended and Restated 2010 Equity Incentive Plan.  911,000 RSUs (over 911,000 shares of common stock or 9,110,000 CDIs). RSUs issued under the Amended and Restated 2010 Equity Incentive Plan.  250 convertible notes. Convertible notes issued under Convertible Note Deed dated 25 September 2014.  471 convertible notes. Convertible notes issued under Convertible Note Deed dated 22 April 2017.  2,119,500 options (over 2,119,500 shares of common stock or 21,195,000 CDIs). Options issued under Convertible Note Deed dated 22 April 2017.

	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not applicable.
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## Part 2 - Pro rata issue

11	Is security holder approval required?	Not applicable.
12	Is the issue renounceable or non-renounceable?	Not applicable.
13	Ratio in which the +securities will be offered	Not applicable.
14	+Class of +securities to which the offer relates	Not applicable.
15	+Record date to determine entitlements	Not applicable.
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not applicable.
17	Policy for deciding entitlements in relation to fractions	Not applicable.
18	Names of countries in which the entity has security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	Not applicable.
19	Closing date for receipt of acceptances or renunciations	Not applicable.
20	Names of any underwriters	Not applicable.
21	Amount of any underwriting fee or commission	Not applicable.
22	Names of any brokers to the issue	Not applicable.
23	Fee or commission payable to the broker to the issue	Not applicable.
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not applicable.
25	If the issue is contingent on security holders' approval, the date of the meeting	Not applicable.
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	Not applicable.
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	Not applicable.
28	Date rights trading will begin (if applicable)	Not applicable.
29	Date rights trading will end (if applicable)	Not applicable.
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Not applicable.

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- 31 How do security holders sell *part* 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 <sup>+</sup>Issue date

### Part 3 - Quotation of securities

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

- 34 Type of <sup>+</sup>securities  
(tick one)
- (a)  <sup>+</sup>Securities described in Part 1
- (b)  All other <sup>+</sup>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

#### 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 <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders
- 36  If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>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 <sup>+</sup>securities

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

- 38 Number of <sup>+</sup>securities for which <sup>+</sup>quotation is sought
- 39 <sup>+</sup>Class of <sup>+</sup>securities for which quotation is sought

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40 Do the +securities rank equally in all respects from the +issue date 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

Not applicable.

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)

Not applicable.

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

Number	+Class
Not applicable.	Not applicable.

**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.

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4 We give ASX the information and documents required by this form. If any information or document is not available now, we 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: .....  
(Company Secretary)



Date: 19 June 2017

Print name: Katrina L. Thompson

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