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Ondine Biomedical Inc.
15 November 2024

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ONDINE BIOMEDICAL INC.
("Ondine Biomedical", "Ondine", or the "Company")

Final Result of Fundraise & TVR

All references to C in this announcement are to Canadian Dollars.
This Announcement uses a C :£ exchange rate of 1 : 0.5626 as at 16:30 (GMT) on 12 November 2024.
Capitalized terms used in this announcement (this "Announcement") have the meanings given to them in the Proposed Fundraise announcement, unless the context provides otherwise.

Ondine Biomedical Inc. (LON: OBI), a Canadian life sciences company, announces a final update to the Fundraising announced on 1 November 2024.

The Company confirms total gross proceeds from the Fundraising (being the Placing and the Subscription) are c.C 19.2 million (c.£10.8 million) and net proceeds are c.C 18.1 million (c.£10.2 million).

Related Party Transaction

As described in the announcement release on 14 November 2024, certain of the directors of the Company have subscribed for, in aggregate, 20,548,984 Subscription Shares, to raise gross proceeds of approximately C 3.1 million (c.£1.75 million) for the Company, representing approximately 16.3 per cent of the New Common Shares from the completed Placing and the Subscription participations.

The number of New Common Shares, for which each of the Directors has subscribed for, and their resulting shareholdings following the Admission of the Placing Shares and the Subscription Shares subscribed for to date, are set out below:

Director	Number of New Common Shares subscribed for in the Subscription	Total Number of New Common Shares held on Admission	% of issued share capital as enlarged by the completed Placing and Subscription[2]
Carolyn Cross[1]	18,710,100	155,864,029	38.58%
Nicolas Loebel	661,903	3,513,991	0.87%
Jean Duval	419,912	1,164,540	0.29%
Junaid Bajwa	384,920	1,194,623	0.30%
Margaret Shaw	197,186	214,328	0.05%
Michael Farrar	174,963	485,228	0.12%

1 *Existing beneficial holding includes 111,295,529 shares held by Carolyn Cross, including via holdings in 100% owned companies, and 25,858,400 shares held by Robert Cross, husband of Carolyn Cross. Following admission, the holdings will increase to 118,091,377 and 37,772,652 shares respectively.*
2 *Including issuance of 9,928,543 shares to Robert Cross to close on or about 22 November 2024.*

The subscriptions by the Directors constitute a related party transaction for the purposes of Rule 13 of the AIM Rules by virtue of such persons being Directors of the Company and therefore related parties. Hon. Jean Charest, the Company's Chairman and Director independent of the Subscription, considers, having consulted with the Company's nominated adviser, that the terms of the participation by the Directors, are fair and reasonable insofar as the Company's shareholders are concerned. These Directors are participating at the same Issue Price as the Investors.

Use of Proceeds and Further Funding

The combined funds will be used to conduct the Company's US-based Phase 3 clinical trial for its Steriwave® nasal photodisinfection system, drive commercialization in approved markets, and support the Company's working capital needs, securing a cash runway into late Q2 2025. Together with the C 5 million (circa £2.8 million) Canadian Private Placement announced 24 September 2024, which will be settled in due course, the Company will have cash runway to early Q4 2025 and anticipated Phase 3 topline results.

In the event that the Company concludes the ongoing discussions with a major U.S. healthcare group regarding a potential investment of up to US 4 million (£3.1 million) the Company's expected cash runway would be into Q1 2027.

Admission, Settlement and Dealings

Admission of a total of 115,840,420 New Common Shares is expected to take place on or around 8.00 a.m. on 18

Admission of a total of 115,840,429 New Common Shares is expected to take place on or around 8.00 a.m. on 18 November 2024 with dealings on AIM in the commencing at the same time.

Admission of the 9,928,543 shares under Robert Cross' Second Subscription is expected to take place on or around 8.00 a.m. on 22 November 2024 with dealings on AIM in the commencing at the same time.

Admission is conditional upon, among other things, the Placing Agreement not having been terminated and becoming unconditional in all respects.

The Placing Shares and Subscription Shares when issued, will be fully paid and will rank pari passu in all respects with the Existing Common Shares, including the right to receive all dividends and other distributions declared, made or paid after the date of issue.

Total Voting Rights

Following admission of the New Common Shares at 8.00 a.m. on 18 November 2024 the Company's issued and fully paid share capital will consist of 394,076,188 Common Shares, all of which carry one voting right per share. The Company does not hold any Common Shares in treasury. Therefore, the total number of Common Shares and voting rights in the Company at this date will be 394,076,188 Common Shares.

Following admission of the New Common Shares at 8.00 a.m. on 22 November 2024 the Company's issued and fully paid share capital will consist of 404,004,731 Common Shares, all of which carry one voting right per share. The Company does not hold any Common Shares in treasury. Therefore, the total number of Common Shares and voting rights in the Company at this date will be 404,004,731 Common Shares.

This figure may be used from the date of Admission until further notice by Existing Shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, the Company under the FCA's Disclosure Guidance and Transparency Rules.

-Ends-

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About Ondine Biomedical Inc.

Ondine Biomedical Inc. is a Canadian life sciences company and leader innovating light-activated antimicrobial therapies (also known as 'photodisinfection'). In addition to Steriwave, Ondine has a pipeline of products, based on its proprietary photodisinfection technology, in various stages of development.

Ondine's nasal photodisinfection system has a CE mark in Europe and the UK and is approved in Canada and several other countries under the name Steriwave®. In the US, it has been granted Qualified Infectious Disease Product designation and Fast Track status by the FDA and is currently undergoing clinical trials for regulatory approval. Products beyond nasal photodisinfection include therapies for a variety of medical indications such as chronic sinusitis, ventilator-associated pneumonia, burns, and other indications.

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This Announcement or any part of it does not constitute or form part of any offer to issue or sell, or the solicitation of an offer to acquire, purchase or subscribe for, any securities in the United States. The Placing Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**US Securities Act**") or with any securities regulatory authority of any state or jurisdiction of the United States, and may not be offered, sold or transferred, directly or indirectly, in or into the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. There will be no public offering of securities in the United States.

This Announcement may contain and the Company may make verbal statements containing "forward-looking statements" with respect to certain of the Company's plans and its current goals and expectations relating to its future financial condition, performance, strategic initiatives, objectives and results. By their nature, all forward-looking statements involve risk and uncertainty because they relate to future events and circumstances which are beyond the control of the Company, including amongst other things, United Kingdom domestic and global economic business conditions, market-related risks such as fluctuations in interest rates and exchange rates, the policies and actions of governmental and regulatory authorities, the effect of competition, inflation, deflation, the timing effect and other uncertainties of future acquisitions or combinations within relevant industries, the effect of tax and other legislation and other regulations in the jurisdictions in which the Company and its respective affiliates operate, the effect of volatility in the equity, capital and credit markets on the Company's profitability and ability to access capital and credit, a decline in the Company's credit ratings, the effect of operational risks, and the loss of key personnel. As a result, the actual future financial condition, performance and results of the Company may differ materially from the plans, goals and expectations set forth in any forward-looking statements. Any forward-looking statements made in this Announcement by or on behalf of the Company speak only as of the date they are made. Except as required by applicable law or regulation, the Company expressly disclaims any obligation or undertaking to publish any updates or revisions to any forward-looking statements contained in this Announcement to reflect any changes in the Company's expectations with regard thereto or any changes in events, conditions or circumstances on which any such statement is based.

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Solely for the purposes of the product governance requirements contained within chapter 3 of the FCA Handbook Product Intervention and Product Governance Sourcebook (the **"UK Product Governance Requirements"**) and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the UK Product Governance Requirements) may otherwise have with respect thereto, the Placing Shares have been subject to a product approval process, which has determined that the Placing Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in chapter 3 of the FCA Handbook Conduct of Business Sourcebook (**"COBS"**); and (ii) eligible for distribution through all permitted distribution channels (the **"UK Target Market Assessment"**). Notwithstanding the UK Target Market Assessment, distributors should note that: the price of the Placing Shares may decline and investors could lose all or part of their investment; the Placing Shares offer no guaranteed income and no capital protection; and an investment in Placing Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The UK Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Placing. Furthermore, it is noted that, notwithstanding the UK Target Market Assessment, the Joint Bookrunners will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the UK Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of chapters 9A or 10A respectively of the COBS; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to Placing Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the shares and determining appropriate distribution channels.

EU Product Governance Requirements

Solely for the purposes of Article 9(8) of Commission Delegated Directive 2017/593 (the "**Delegated Directive**") regarding the responsibilities of Manufacturers under the Product Governance requirements contained within: (a) Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); (b) Articles 9 and 10 of the Delegated Directive; and (c) local implementing measures (the "**MiFID II Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Placing Shares have been subject to a product approval process, which has determined that the Placing Shares are (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "**Target Market Assessment**"). Notwithstanding the Target Market Assessment, Distributors (as defined within the MiFID II Product Governance Requirements) should note that: the price of the Placing Shares may decline and investors could lose all or part of their investment; the Placing Shares offer no guaranteed income and no capital protection; and an investment in Placing Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the proposed Placing. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Joint Bookrunners will only procure investors who meet the criteria of professional clients and eligible counterparties. For the avoidance of doubt, the Target Market Assessment does not constitute:(a) an assessment of suitability of appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Placing Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Placing Shares and determining appropriate distribution channels.

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