



ASX ANNOUNCEMENT

11 December 2009

Appendix 3B & Cleansing Notice after SPP

Biomedical company, **Tissue Therapies Limited (ASX: TIS)** has released the attached Appendix 3B New Issue Announcement and s708(5)(e) Cleansing Notice following the allotment of shares from the recently completed Share Purchase Plan and a further placement of shares made using the same principles as the SPP.

It is anticipated that shareholders statements and refund cheques should be mailed by 18 December 2009.

Further information: Dr Steven Mercer
 CEO, Tissue Therapies Limited
 Telephone: +61 (0)7 3839 9938

 Email: s.mercer@tissuetherapies.com

About Tissue Therapies Limited

Tissue Therapies Limited is an Australian company developing biomedical technologies for wound healing, tissue repair and cell culture applications.

The Company has worldwide exclusive rights to commercialise VitroGro®, a technology developed by tissue engineering experts at the Institute for Health and Biomedical Innovation at QUT for enhancing cell growth and migration. VitroGro® has particular commercial applications in wound healing, tissue regeneration, stem cell therapies and other cell culture uses.

Based on its VitroGro® technology, Tissue Therapies is developing more effective medical treatments for wound healing including chronic skin ulcers and burns.

Tissue Therapies also provides cell culture reagents to enhance the growth of mammalian cells for emerging cell-based therapies, along with research and industrial cell culture markets internationally.

More information: www.tissuetherapies.com

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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Tissue Therapies Limited

ABN

ABN 45 101 955 088

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 | Ordinary shares. |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 23,441,445 fully paid ordinary shares under a Share Purchase Plan approved at the Company's Annual General Meeting and 3,288,513 fully paid ordinary shares under a Share Placement |
| 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) | Ordinary Shares (fully paid) |

+ See chapter 19 for defined terms.

<p>4 Do the +securities rank equally in all respects from the date of allotment 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"> • 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 	<p>Yes. All shares are fully paid Ordinary Shares and rank equally in all respects with existing Ordinary Shares from the date of allotment.</p>				
<p>5 Issue price or consideration</p>	<p>11.84 cents per ordinary share</p>				
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>To provide additional working capital for the completion of clinical trials and research and development, production and marketing of the Company's products.</p>				
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>11th December 2009</p>				
<p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="699 1171 995 1211">Number</th> <th data-bbox="995 1171 1289 1211">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="699 1211 995 1420">138,201,447</td> <td data-bbox="995 1211 1289 1420">Ordinary fully paid shares.</td> </tr> </tbody> </table>	Number	+Class	138,201,447	Ordinary fully paid shares.
Number	+Class				
138,201,447	Ordinary fully paid shares.				

	Number	+Class
9	725,000 options (total) constituted by:	
	400,000 options	Exercisable at 64c each on the achievement by the CEO of specified milestones for a period of 2 years from the date of the achievement of each milestone.
	325,000 options	Exercisable at 15c each on the achievement by the CEO of specified milestones for a period of 2 years from the date of the achievement of each milestone.
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Same as policy on all existing quoted ordinary shares.

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A.
13	Ratio in which the +securities will be offered	N/A.
14	+Class of +securities to which the offer relates	N/A.
15	+Record date to determine entitlements	N/A.
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A.

+ See chapter 19 for defined terms.

- 17 Policy for deciding entitlements in relation to fractions N/A.
- 18 Names of countries in which the entity has +security holders who will not be sent new issue documents
Note: Security holders must be told how their entitlements are to be dealt with.
Cross reference: rule 7.7. N/A.
- 19 Closing date for receipt of acceptances or renunciations N/A.

20	Names of any underwriters	N/A.
21	Amount of any underwriting fee or commission	N/A.
22	Names of any brokers to the issue	RBS Morgans Corporate Limited
23	Fee or commission payable to the broker to the issue	4.0% plus 1.0% Performance Fee on any funds raised over \$3 million
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of ⁺ security holders	1.5%
25	If the issue is contingent on ⁺ security holders' approval, the date of the meeting	N/A.
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/A.
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	N/A.
28	Date rights trading will begin (if applicable)	N/A.
29	Date rights trading will end (if applicable)	N/A.
30	How do ⁺ security holders sell their entitlements <i>in full</i> through a broker?	N/A.
31	How do ⁺ security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A.

+ See chapter 19 for defined terms.

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

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	N/A.				
39	Class of +securities for which quotation is sought	N/A.				
40	<p>Do the +securities rank equally in all respects from the date of allotment 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"> • 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 	N/A.				
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another security, clearly identify that other security)</p>	N/A.				
42	Number and +class of all +securities quoted on ASX (including the securities in clause 38)	<table border="1"> <thead> <tr> <th data-bbox="786 1417 1090 1462">Number</th> <th data-bbox="1090 1417 1375 1462">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="786 1462 1090 1632">N/A.</td> <td data-bbox="1090 1462 1375 1632">N/A.</td> </tr> </tbody> </table>	Number	+Class	N/A.	N/A.
Number	+Class					
N/A.	N/A.					

+ 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: 11 December 2009
(Managing Director)

Print name: Steven Mercer
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Tissue Therapies Limited
ABN 45 101 955 088

ASX RELEASE

Issuer: Tissue Therapies Limited (ASX Code: TIS)

11 December 2009

s708A(5)(e) Disclosure Notice – Issue of placement shares

The Company relies upon case 1 in section 708A(5) Corporations Act 2001 (**Corporations Act**) in respect of the placement of shares to sophisticated and institutional investors. The Issuer named above notifies ASX, as required by section 708A(6) Corporations Act, as the operator of the prescribed financial market, of details of the issue of securities by placement to persons in response to offers made by the Company in accordance with section 708(5)(e) Corporations Act.

Details of the securities issued

Class of securities:	Ordinary shares
ASX Code of the securities:	TIS
Date of the issue or expected issue of the securities:	11 December 2009
Total number of securities issued or expected to be issued:	3,288,513

Signed for and on behalf of the Issuer:

Date: 11 December 2009

Name: Steven Mercer Position held: Managing Director

Signature: 

1. The above securities will or have issued without disclosure to investors under section 708A(6) of Part 6D.2 of the Corporations Act and as permitted in compliance with section 708A.
2. This notice is given under section 708A(5)(e) and in accordance with section 708A(6) of the Corporations Act.

Tissue Therapies Limited ABN 45 101 955 088 www.tissuetherapies.com
6th Floor, Institute of Health & Biomedical Innovation
60 Musk Ave

Kelvin Grove QLD 4059 Australia. GPO Box 1596 Brisbane QLD 4001
telephone 07 3839 9938 facsimile 07 3839 1486

3. As at the date of this notice, the Issuer has complied with the provisions of Chapter 2M of the Corporations Act (as modified by an ASIC declaration dated 1 July 2004) in application to the Issuer and the Issuer has complied with section 674 of the Corporations Act.
4. There is no 'excluded information' required to be set out in this notice by virtue of sections 708A(7) and (8) of the Corporations Act.
5. The securities referred to above are ordinary shares in a class of securities that were ASX quoted securities, within the meaning of section 708A(5) of the Corporations Act, at all times in the 3 months before the day on which the relevant securities were issued.
6. The securities referred to above have been trading on ASX in circumstances where trading has not been suspended for more than a total of 5 days during the shorter of the period during which the class of securities were quoted and the period of 12 months before the day on which the relevant securities were issued.
7. No exemptions under sections 111AS or 111AT of the Corporations Act cover the Issuer or any person as director or auditor of the Issuer at any time during the shorter of the period during which the class of securities were quoted and the period of 12 months before the day on which the relevant securities were issued.
8. Save as modified by the ASIC declaration of 1 July 2004, no order under sections 340 or 341 of the Corporations Act covers the Issuer or any director or auditor of the Issuer at any time during the shorter of the period during which the class of securities were quoted and the period of 12 months before the day on which the relevant securities were issued.