

## 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  | 28,338,051 ordinary shares issued under the Company's 2009 Rights Issue Prospectus.                                  |
| 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) | Fully paid ordinary shares issued at \$0.12 per share and ranking equally with all other fully paid ordinary shares. |

+ See chapter 19 for defined terms.

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<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"> <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>Ordinary shares rank equally in all respects.</p>				
<p>5 Issue price or consideration</p>	<p>\$0.12 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>Further working capital to support the company's ongoing research and clinical trial program and for the GMP manufacturing of VitroGro®.</p>				
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>5 March 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="686 1411 989 1444">Number</th> <th data-bbox="989 1411 1276 1444">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="686 1444 989 1668">85,014,152</td> <td data-bbox="989 1444 1276 1668">Ordinary fully paid shares.</td> </tr> </tbody> </table>	Number	+Class	85,014,152	Ordinary fully paid shares.
Number	+Class				
85,014,152	Ordinary fully paid shares.				

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+ See chapter 19 for defined terms.

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	1,345,000 options (total) constituted by:
	100,000 options	Exercisable at 95c each before 27 September 2009.
	40,000 options	Exercisable at not less than 80c 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.
	205,000 options	Exercisable at 64c each before 29 August 2009.
	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.
	100,000 options	Exercisable at 64c each before 29 November 2009.
	500,000 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.
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**Part 2 - Bonus issue or pro rata issue**

11	Is security holder approval required?	No.
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|----|---|---|
| 12 | Is the issue renounceable or non-renounceable?  | Non-renounceable.   |
| 13 | Ratio in which the +securities will be offered  | 1:2 – 1 new shares will be issued for every 2 existing shares held.   |
| 14 | +Class of +securities to which the offer relates  | Ordinary shares.  |
| 15 | +Record date to determine entitlements  | 10 February 2009.   |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?  | No.   |
| 17 | Policy for deciding entitlements in relation to fractions   | Fractional entitlements will be rounded up to the nearest whole share.  |
| 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> | Only eligible Shareholders with a registered address in Australia and New Zealand will be sent issue documents. Other Shareholders will not receive an entitlement. |
| 19 | Closing date for receipt of acceptances or renunciations  | 27 February 2009.   |

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20	Names of any underwriters	Nil.
21	Amount of any underwriting fee or commission	Nil.
22	Names of any brokers to the issue	Refer to item 20.
23	Fee or commission payable to the broker to the issue	Nil.
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	The Company will pay a handling fee to ASX participating organisations of 1.5% on the value of all stamped Entitlement and Acceptance Forms, capped at \$300 per Acceptance.
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	13 February 2009.
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	Nil.
28	Date rights trading will begin (if applicable)	N/A (non-renounceable).
29	Date rights trading will end (if applicable)	N/A (non-renounceable).
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	N/A (non-renounceable).
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A (non-renounceable).

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- 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

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**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 ( <i>including</i> the securities in clause 38)		


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**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: 28 January 2009.  
(Managing Director)

Print name: Steven Mercer  
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+ See chapter 19 for defined terms.