THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION.

4 July 2018

Ovoca Gold plc
("Ovoca" or the "Company")

Proposed acquisition of up to 59.9 per cent. of IVIX
Change of name to Ovoca Bio plc
Admission of the Enlarged Group to trading on AIM and ESM
Notice of Extraordinary General Meeting
and
Notice of Annual General Meeting

Ovoca today announces that it has conditionally agreed, subject, inter alia, to Shareholder approval at the EGM, to acquire up to 59.9 per cent. of IVIX LLC ("IVIX"). for a cash consideration payment of up to approximately US$6.2 million, to be satisfied from the existing cash resources of Ovoca (the "Transaction").

IVIX, a Russian-incorporated company, was formed in 2012 and since that time has sought to develop and subsequently commercialise a proprietary drug candidate, BP101 (known as "Libicore"), for the treatment of female sexual dysfunctions. Libicore is a novel synthetic peptide, administrated through a nasal spray. Clinical studies completed to date have demonstrated statistically significant efficacy in treatment of major forms of female sexual dysfunction. To date, IVIX has completed Phase II clinical studies in Russia for Libicore. It now intends to complete the Russian Phase III clinical trial for Libicore in Q3 2019 and expects to have the results available by Q2 2019, following which it will seek approval for the marketing of Libicore in the Russian market.

The acquisition of IVIX presents, in the opinion of the Existing Directors, an attractive opportunity for the Company. The development of a promising drug candidate, backed by strong intellectual property, to target an attractive market segment is an opportunity that, the Existing Directors believe, has the potential to generate significant returns for Shareholders. The Enlarged Group's goal is to become a leader in the development and commercialisation of novel product candidates for the treatment of female sexual dysfunctions.

The Transaction constitutes a reverse takeover under the AIM Rules and the ESM Rules and thus completion of the Transaction is conditional on, inter alia, the approval of Shareholders. Shareholder approval will be sought at the EGM to be held at The Radisson Blu St. Helen's Hotel, Stillorgan Road, Blackrock, Co. Dublin, Ireland, at 12.30 p.m. (or, if later, as soon as practicable after the Annual General Meeting shall have been concluded or adjourned) on 27 July 2018. An Admission Document containing details of the Enlarged Group and containing a notice of the Extraordinary General Meeting will be posted to Shareholders shortly and is available to view on the Company's website at www.ovocagold.com.

The nature of the Company's business will be transformed by the Transaction and, in order to reflect its new activities, it is proposed to change the Company's name to Ovoca Bio plc. Following Admission, the Enlarged Group will seek to dispose of its remaining mining assets in an orderly fashion.

Kirill Golovanov, Yuri Radchenko and Leonid Skoptsov, being the Existing Directors who hold Ordinary Shares, have given an irrevocable undertaking to the Company to vote in favour of the Resolutions (and to procure that such action is taken by the relevant registered holders) in respect of their beneficial holdings totalling 42,818,609 Ordinary Shares, representing approximately 52.5 per cent. of the Issued Share Capital of the Company.

Kirill Golovanov, Chief Executive of Ovoca, commented:

"*I am pleased to announce to Shareholders that we have agreed to acquire a majority interest in IVIX. The Board believes that the proposed acquisition of IVIX represents an exciting opportunity to utilise Ovoca's balance sheet strength to accelerate the next stage of development of IVIX's product candidate, Libicore, and to potentially generate substantial future returns for our Shareholders through the commercialisation of the product in what is an attractive market segment.*"

This summary should be read in conjunction with the full text of this announcement and the Admission Document, which is being posted to Shareholders shortly. Defined terms within this announcement have the same meanings as those within the Admission Document.

Annual General Meeting
In conjunction with the mailing of the Admission Document and Notice of EGM, the Company will also shortly post the notice of Annual General Meeting ("AGM") to Shareholders. The AGM is convened to be held on 27 July 2018 at The Radisson Blu St. Helen's Hotel, Stillorgan Road, Blackrock, Co. Dublin, Ireland at 12.00 p.m. The notice of Annual General Meeting is also available to view on the Company's website at www.ovocagold.com.

For further information:

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of the Admission Document	4 July 2018
Latest time and date for receipt of Forms of Proxy for the Extraordinary General Meeting	12.30 p.m. on 25 July 2018
Extraordinary General Meeting	12.30 p.m. on 27 July 2018[(i)]
Expected time and date of cancellation of trading on AIM and ESM of the Existing Ordinary Shares	7.00 a.m. on 30 July 2018
Expected time and date of Admission and commencement of dealings in the Enlarged Group on AIM and ESM	8.00a.m. on 30 July 2018

(i) Or if later, as soon as practicable after the Annual General Meeting convened for 12.00 p.m. on the same date and at the same place, shall have been concluded or adjourned.

Note: Each of the dates in the above timetable (other than the date of publication of the Admission Document) may be adjusted by Ovoca in consultation with Davy. Any such change will be notified by an announcement on a Regulatory Information Service. All times are Dublin times unless otherwise stated.

FURTHER DETAILS OF THE TRANSACTION

1. INTRODUCTION

In 2014 Ovoca suspended mining operations at its Stakhanovsky Licenced Area, located in Magadan in eastern Russia and, in the interim period, has considered its strategic options in relation to the licence and its gold exploration and mining activities more generally. The decision to halt further development of the Stakhanovsky Licenced Area followed a period of continued volatility in the gold markets which resulted in the Existing Directors re-assessing the commercial viability of proceeding with the development of the project.

Following the suspension of the Company's mining operations, the Existing Directors have been assessing possible options to most effectively use the Company's strong balance sheet in order to create value for its Shareholders.

In recent months, Ovoca has engaged with IVIX, a Russian company developing a drug candidate for the treatment of female sexual dysfunctions. Following satisfactory progression of these discussions, the Board has

today announced that Silverstar, a subsidiary of the Company, has entered into the Transaction, which is a conditional transaction to acquire up to 59.9 per cent of the participation interests (shares) in the charter capital of IVIX for a cash consideration of up to (approximately) US$6.2 million (€5.3 million), to be satisfied from the existing cash resources of Ovoca.

Under the terms of the Transaction, Silverstar will acquire, subject to Shareholder approval, approximately 50.02 per cent of the participation interests (shares) in the charter capital of IVIX for an aggregate cash consideration of US$4.12 million (€3.54 million). Following completion of such acquisition, Silverstar also has the right to acquire a further newly issued participation interest to be issued by IVIX for US$2.04 million (€1.75 million) which would increase its overall participation interest (shareholding) in the charter capital of IVIX by 9.9 per cent, following which it would hold approximately 59.9 per cent of all participation interests in the charter capital of IVIX.

IVIX was incorporated in 2012 and since that time has sought to develop and subsequently commercialise a proprietary drug candidate, BP101 (known as Libicore), for the treatment of female sexual dysfunctions. Since incorporation, IVIX has received funds totalling approximately €6.0 million to finance the development of Libicore and for working capital purposes. To date, IVIX has completed Phase II clinical trials in Russia for Libicore. It now intends to complete the Russian Phase III clinical trial for Libicore in Q3 2019 and expects to have the results available by Q2 2019, following which it will seek approval for the marketing of Libicore in the Russian market. IVIX has also initiated discussions with the FDA for the potential approval of Libicore development dossier for the US market.

On completion of the Transaction, the senior management team of IVIX will be integrated into the Enlarged Group. The existing Chief Executive Officer of Ovoca, Kirill Golovanov, will serve as Chief Executive Officer of the Enlarged Group, with Dmitry Golikov continuing in his role as managing director of IVIX.

The nature of the Company's business will be transformed by the Transaction and, in order to reflect its new activities, it is proposed to change the Company's name to Ovoca Bio plc. Following Admission, the Enlarged Group will seek to dispose of its remaining mining assets. The Enlarged Group will also continue to hold 1,405,000 ordinary shares in Polymetal. The Enlarged Group may elect to sell some or all of its holding of such shares in order to fund its future working capital requirements.

The acquisition of the participation interests in IVIX presents, in the opinion of the Existing Directors, an attractive opportunity for the Company. The development of a promising drug candidate, backed by strong intellectual property, to target an attractive market segment is an opportunity that, the Existing Directors believe, has the potential to generate significant returns for Shareholders.

The Transaction constitutes a reverse takeover under the AIM Rules and ESM Rules, requiring the approval of a majority of all of the Shareholders entitled to vote at a general meeting. An Extraordinary General Meeting to approve the Resolutions has been convened to be held at The Radisson Blu St. Helen's Hotel, Stillorgan Road, Blackrock, Co. Dublin, Ireland at 12.30 p.m. (or, if later, as soon as practicable after the Annual General Meeting shall have been concluded or adjourned) on 27 July 2018, notice of which is set out at the end of the Admission Document.

The Company has received irrevocable undertakings to vote in favour of the Resolutions to be proposed at the Extraordinary General Meeting in respect of 42,818,609 Ordinary Shares, representing approximately 52.5 per cent. of the Issued Share Capital.

2. INFORMATION ON IVIX

Background and history

IVIX was incorporated in 2012 to develop and subsequently commercialize a promising drug candidate, BP101, for the treatment of female sexual dysfunctions.

Between 2012 and 2015 IVIX completed a preclinical pharmacology program for BP101, the results of which allowed IVIX to then proceed and initiate a first-in-human clinical study in early 2015.

In 2017 IVIX completed a Phase IIa proof-of-concept clinical study in 110 female patients with hypoactive sexual desire disorder (HSDD). The statistically and clinically significant results from that study demonstrated impressive efficacy and favourable safety profile in the target indication. To date, three clinical studies of BP101 have been completed, demonstrating BP101's promising potential for the treatment of female sexual dysfunctions, including decreased desire and arousal disorders, as well as the drug's safety for use.

These results have formed the basis for the upcoming Phase III confirmatory therapeutic clinical study in Russia. The Phase III clinical study will be undertaken with the intention of obtaining marketing authorization in Russia and Eurasian Economic Union (EEU) countries for Libicore. This step will be crucial for market access in and further commercialization of the BP101 in Russia and EEU countries.

In March 2016, IVIX had a pre-investigative new drug (IND) filing meeting with US Food and Drug Administration (FDA), where BP101 scientific and clinical data was discussed. Generally, the FDA positively assessed the data submitted by IVIX, but the Agency requested additional preclinical and clinical studies to confirm the safety of the drug and to study its toxic-kinetic profile. Additional Phase I clinical trial and toxic-kinetic research has been completed. Other preclinical studies will be completed in 2018.

The results of the BP101 development program are patent-protected by three patents in Russia and one in the USA with a validity period up to 2033. Additional patents are in national landing phases in key target pharmaceutical markets: Brazil, Canada, China, EU, Israel, India, South Korea, and Japan.

Since incorporation, IVIX has received funds totalling approximately €6.0 million to finance the development of Libicore and for working capital purposes. Prior to the proposed Transaction, Bioprocess Capital Ventures (through its trust manager Bioprocess Capital Partners LLC) owns 64.6 per cent of IVIX's issued share capital, with the founders of IVIX (through Bio Peptid LLC) holding 35.4 per cent.

As at 31 December 2017, IVIX had total assets of approximately €1.25 million and had a net loss of €0.8 million for the financial year ended 31 December 2017.

Product candidate overview

The product candidate of IVIX – Libicore – is a novel synthetic peptide, administrated through a nasal spray. The nasal spray delivers the drug to olfactory and trigeminal nerves in the nasal cavity where the drug accumulates in the olfactory bulb and then further in the brain. Clinical studies completed to date have demonstrated statistically significant efficacy in treatment of major forms of female sexual dysfunction. To demonstrate Libicore's applicability in clinic, IVIX has conducted three clinical trials to date. Two Phase I clinical trials were conducted to estimate the drug's safety and tolerability.

In a preclinical animal model, BP101 demonstrated statistically significant enhancement of sexual behaviour in rats with decreased libido due to low hormonal levels. The model consisted of rats with surgically removed ovaries, the main source of sex hormones. The rats were then injected with low doses of oestrogen and progesterone at five days interval to reproduce the natural oestrous cycle. In this model, the sexual activity of female rats directly depends on the level of sex hormones. BP101 was delivered intranasally to the rats injected with these minimal doses of hormones. Their behaviour was then compared to rats injected with a maximal (saturating) dose of sex hormones. To measure sexual behaviour, the females were then introduced to active males. Two parameters were measured – "proceptive" (courting) behaviour of females and "lordosis" - reflexive posture leading to arching of the back and raising of the head, facilitating copulation with males. The results of this test demonstrated that BP101 consistently enhanced the sexual behaviour of female rats. With a single dose, BP101 enhanced behaviour stronger than the saturating dose of sex hormones (high progesterone).

In an exploratory Phase IIa proof-of concept randomized, double-blind, placebo-controlled study in female patients with lack or loss of sexual desire, 110 premenopausal women were treated with either 2,54 mg of BP101 or a placebo in a 1:1 ratio. The drug administration regiment included daily intranasal puffs for 4 weeks with a subsequent off-treatment follow-up period for control of sustainability of the treatment effect and long-term safety. Study endpoints included change in different aspects of sexual relationship (measured via Female Sexual Function Index ("FSFI"[1])) and distress related with the lack of desire (measured via Female Sexual Distress Scale-revised ("FSDR-R"[2])), and also change in numbers of satisfying sexual events (SSEs) and number of orgasms (with an orgasm as a component of SSE), compared with baseline. The study demonstrated that treatment with BP101 significantly increased sexual desire and the number of SSEs and orgasms in premenopausal women compared with the placebo.

Safety data from all BP101 clinical trials showed a favourable safety profile and only mild-to-moderate adverse events related to the treatment, with slightly more prevalence of mild local irritation in the nose (route of administration), headache and irritability. There was no increase of safety problems on high doses of BP101, as well as no unacceptable adverse effects.

The drug is produced by contract manufacturing organisations (CMOs). IVIX does not have and does not intend to develop its own manufacturing facilities until significant revenues from sales are achieved. For drug

manufacturing, IVIX has chosen CMOs with strong track records of quality assurance and regulatory compliance. In Russia, the drug is manufactured by Nativa LLC, a CMO which has numerous peptide drugs in its portfolio that have been successfully produced for the Russian market.

For the USA and EU clinical studies, two CMOs have been engaged to manufacture the drug. The active pharmaceutical ingredient, peptide BP101, is to be manufactured by Bachem AG. Bachem is one of the world's leading independent manufacturers of peptide active pharmaceutical ingredients (APIs) and an established manufacturer of small molecule APIs. Each year, Bachem manufactures hundreds of batches of drug substance for projects in clinical trials and for products on the market. Bachem's manufacturing facilities are located in Switzerland and the United States and are regularly inspected by the FDA and local authorities.

Juniper Pharma Services, located in Nottingham, UK, will fulfil the second part of the drug manufacturing cycle for IVIX, namely production of the final drug product. Juniper Pharma Services have strong experience in the manufacturing of ready dosage forms for clinical trials, under a Medicines and Healthcare Products Regulatory Agency (MHRA) license.

The glass vials and nasal spray pump for the drug product are manufactured by SGD (France) and Aptar (Germany) respectively, both established firms in their respective areas with strong track records of product quality assurance.

Intellectual property

In conjunction with its patent attorney, Troutman Sanders LLP, IVIX has sought to manage its patent portfolio, prepare patent filings and prosecute its patents in accordance with its overall commercial strategy.

To date IVIX has been granted 4 patents; one in the USA and three in Russia as follows:

Country	Filed	Serial no.	Issued	Patent no.
Russia	03.28.2012	2012111965	02.20.2014	2507212
Russia	04.01.2016	2016112342	07.21.2017	2626002
Russia	04.01.2016	2016112341	05.29.2018	2655763
United States	09.25.2014	14/338,080	08.09.2016	9,409,947

IVIX is prosecuting its main patent (Russian patent no. 2507212), covering a list of active pharmaceutical ingredients, in nine more countries. The countries and corresponding application numbers are outlined below:

Country	Filed	Serial no.
Brazil	05.28.2013	BR1120140238880
India	05.28.2013	8984/DELNP/2014
China	05.28.2013	201380028491.4
Japan	05.28.2013	2015-503152
European PCT	05.28.2013	13772776.4
Canada	05.28.2013	2,868,820
Israel	05.28.2013	234753
South Korea	05.28.2013	10-2014-7030301
Japan	05.28.2013	2018-030815

IVIX is working with Troutman Sanders LLP (and their local colleagues in other jurisdictions) to pursue these patent applications but there can be no guarantee that a patent will be granted on foot of such applications.

IVIX also has exclusive rights to the invention "Stimulator of Genital, Sexual and Reproductive Function" under patent No. 2404793 registered in Russia, under an exclusive licence obtained from Bio Peptid LLC, an outgoing member of IVIX that is transferring its shareholding to Ovoca pursuant to the Sale and Purchase Agreement.

Market environment
Female sexual dysfunction ("FSD") is estimated to affect a significant portion of the female population in US and EU countries. Examples of FSD may include hypoactive sexual desire disorder ("HSDD") and female sexual arousal disorder ("FSAD"). FSD prevalence has been assessed in a number of large population studies. In a research paper published by Berman, J.R. et al,[3] FSD was estimated to be present in 30-50 per cent. of US women. According to the Women's International Study of Health and Sexuality, the prevalence of HSDD ranged from 6–13 per cent. in Europe, and the proportion of women with low desire associated with distress was significantly higher in younger women in comparison with older women[4].

Current treatment options
Current FSD treatment options mostly include non-specific treatment focused on addressing any identified underlying conditions or medication issues that are suspected of contributing to FSD. However, in many cases FSD is idiopathic – i.e. not caused by any other concomitant health or environment problems. In such cases, treatment strategies include patient education, psychotherapy and sexual therapy. Lifestyle changes such as stress management and sleep adjustments are also recommended.

Specific medical treatments in FSD patients are limited to various food supplements with unclear efficacy, and off-label hormonal and antidepressant therapy. There is currently one approved specific medical treatment – *Addyi* (flibanserin), produced by Sprout Pharmaceuticals.

Hormonal treatment options include topical (i.e. in transdermal patches, gels etc.) testosterone or estrogen therapies used off-label. A number of clinical trials in HSDD patients, mostly with testosterone-containing drugs, have taken place in recent years. The only hormonal treatment marketed for HSDD was the P&G drug Intrinsa, which was approved by the European Medicines Agency (EMA) for the treatment of HSDD in women who have had an oophorectomy (the surgical removal of an ovary or ovaries) and receiving hormone replacement therapy. Intrinsa was withdrawn from the EU market in 2010 due to commercial reasons. The safety profile of Intrinsa was typical for testosterone-containing drugs and included the following common side effects (seen in more than 1 patient in 10): hirsutism (increased hair growth, especially on the chin and upper lip) and reactions at the site of application of the patch (redness and itching).

Other off-label treatment approaches include the prescription of antidepressant medications, such as atypical antidepressant bupropion (Wellbutrin). This approach is more common in secondary HSDD due to selective serotonin reuptake inhibitors (SSRIs) intake. Bupropion, as well as other antidepressants, are not approved by the FDA and EMA for treatment of female sexual dysfunctions, and there is lack of evidence regarding their effectiveness. Side effects of antidepressant medications vary, depending on the individual mechanism of action and the individual characteristics of each drug, but common side effects include nausea, insomnia, dizziness, pharyngitis, abdominal pain, agitation, anxiety, tremor, palpitation, sweating, tinnitus, myalgia, anorexia, urinary frequency, rash, and nervousness.

Only one pharmaceutical treatment, Addyi (flibanserin, antidepressant with selective action at serotonin 5-HT receptors), is marketed in the US for HSDD. Flibanserin efficacy in large US-based clinical studies was statistically significant over placebo, but demonstrated concomitant safety problems, such as risk of severe hypotension and syncope when taken together with alcohol or even Addyi alone, or Central Nervous System (CNS) depression (e.g., somnolence, sedation) with Addyi alone. Other common side effects included dizziness, somnolence, nausea, fatigue, insomnia, and dry mouth. In October 2015, Valeant Pharmaceticals acquired Sprout Pharmaceuticals, the producer of Addyi, for an aggregate purchase price of $1.45 billion, which included cash plus contingent consideration. Subsequently, in December 2017, Valeant completed the sale of Sprout to a buyer affiliated with certain former shareholders of Sprout, in exchange for a 6% royalty on global sales of Addyi beginning June 2019. Valeant noted that the sale of Sprout provided it with the opportunity to divest a business that was not core to its objectives, while also allowing it to resolve an ongoing legal matter between it and former shareholders of Sprout relating to compliance with certain contractual terms of the 2015 acquisition agreement with respect to the use of certain diligent efforts by Valeant to develop and commercialize Addyi.

3. INFORMATION ON OVOCA

Ovoca Gold plc is a gold exploration and mine development company focused on gold and silver deposits located in Russia.

Background and History
Ovoca was founded in 1985 in Ireland and since inception has been involved in natural resource development. Ovoca entered Russia in 2004 with the acquisition of Norplat Limited, a company operating in the Murmansk

Region which owned the licenses for the Pellapakh molybdenum-copper-gold ore body and the Oleninskoye gold ore body.

In 2006, Ovoca acquired a majority interest in OAO Ajax, a Russian company that owned the Goltsovoye silver deposit in the Magadan region in eastern Russian. Goltsovoye was, at the time, a large, high grade silver deposit that had yet to be mined. Ovoca carried out confirmatory drilling to verify historical Soviet data, established a JORC Code resource, completed a feasibility study and secured project financing to build a mine. The global economic crisis which began in 2008 coincided with the financing, which was later withdrawn. As such, in January 2009 Ovoca agreed to sell Goltsovoye to Polymetal for an aggregate cash and share consideration of US$47.7 million.

In January 2010, Ovoca purchased 100% of the Nevsko-Pestrinskoye, Stakhanovsky and Rassoshinskaya gold exploration and development projects located in the Magadan region of Russia. Ovoca initially focussed the majority of its exploration activities on Olcha in the southern section of the Rassoshinskaya licence area, which was better developed in terms of geology. Following exploration activities undertaken in 2010 and 2011 and the resulting increase in the resource base of Olcha, Ovoca was granted a certificate of discovery in October 2011. In April 2012, Ovoca was then granted a 25 year exploitation license for Olcha, the final regulatory step required before exploitation of Olcha could commence. The next steps for Ovoca to exploit Olcha would be the development of mining operations which would require additional capital investment from the Company and the fulfilment of certain obligations under the terms of the Olcha exploitation licence.

Ovoca announced on December 2012 that it had entered into a conditional agreement to sell its 100 per cent. interest in its subsidiary Olymp, whose only asset was the mining and exploration license for the Olcha gold-silver deposit, to Polymetal. The consideration payable under the disposal was 775,000 Polymetal ordinary shares.

Ovoca subsequently focussed its efforts on the Stakhanovsky Licence. A resource estimate for Stakhanovsky, based on the sampling information available as at the end of 2012, was prepared by MIR Resources Limited in accordance with the JORC Code, and identified a total mineral resource of 4.4 Mt at an average gold grade of 2.3 g/t for an estimated gold content of 231,000 ounces in the Measured and Indicated resource category and 96,000 ounces in the Inferred resource category.

In 2014, after taking into account the continued volatility in the gold markets and the risks associated with the development of mining operations on the Stakhanovsky Licence, which would require additional capital investment from the Company and the fulfilment of certain obligations under the terms of the Stakhanovsky Licence, the Company suspended exploration activities on the area and initiated efforts to seek a joint venture partner to develop the licence or to potentially sell the Company's interest in the licence. The Company has so far been unable to find a joint venture partner or an acquirer for the Stakhanovsky Licence.

The Company currently has no plans to develop the Stakhanovsky Licenced Area and, in the first half of 2017, the Company disposed of its mining equipment at the site.

Ovoca is a strongly capitalized business. As at 31 December 2017, the Company had net assets of €22.4 million, which included cash and cash equivalents of €5.5 million and available for sale financial assets of €15.9 million. Ovoca has no current outstanding debt. In recent years, Ovoca's share price has continued to trade at what the Existing Directors believe to be a significant discount to its net asset value per Ordinary Share. At 31 December 2017, such discount was approximately 68 per cent.

Current trading and prospects

Since 31 December 2017, Ovoca has traded in line with management expectations. Mining and exploration operations remain suspended at the Company's licence areas in Russia. Ovoca intends to dispose of its remaining mining property and equipment, primarily comprising the mining site office in Magadan, in 2018. On 12 March 2018, Polymetal declared a final dividend for its 2017 financial year of US$0.30 per ordinary share, pursuant to which Ovoca received dividend income of approximately US$0.25 million on 25 May 2018 relating to its holding of 1,405,000 ordinary shares of Polymetal.

During the remainder of 2018, the Company will continue to rigorously pursue all available legal options to recover amounts due to it pursuant to the loans previously extended to Taymura LLC, including the pursuit of the personal guarantees which were used to secure the loan. However, there can be no guarantee that the entire loan amount will be recovered by Ovoca.

4. STRATEGY OF THE ENLARGED GROUP

The Enlarged Group's goal is to become a leader in the development and commercialisation of novel product candidates for the treatment of female sexual dysfunctions. The key elements of this strategy include:

Complete the clinical development of the Enlarged Group's product candidates to approval
The Enlarged Group is focused on completing the development of its clinical product candidate, Libicore. The Enlarged Group intends to complete the Russian Phase III clinical trial for Libicore in Q3 2019 and expects to have the results available by Q2 2019. Subject to the results of the Phase III trial, the Enlarged Group intends to submit applications for marketing approval for Libicore within Russia and Eurasian Economic Union countries in Q3 2019. The costs of completing the Russian Phase III clinical trial for Libicore are estimated to be US$3.5 million and will be capable of being satisfied from the cash resources of IVIX following the completion of the investment by Ovoca.

In the United States, IVIX has had a pre-IND meeting with the FDA to discuss requirements for conducting clinical trials in the United States in order to obtain marketing authorization. The Company received instructions from the FDA on the studies that will need to be conducted to obtain authorization to conduct a Phase IIb clinical trial in United States. The Enlarged Group intends to fulfil the FDA's requirements and to progress the clinical trials of Libicore in order to ultimately obtain marketing authorisation for Libicore from the FDA. Submission of the IND application to the FDA and obtaining approval for the Phase IIb clinical trial is expected to take place in 2019.

Establish commercialisation partnerships with third parties
The Enlarged Group intends to license commercialisation rights or collaborate with regional partners, global pharmaceutical companies or other qualified potential partners with the aim of promoting its current and future product candidates in an effective way with a targeted sales and marketing group.

Continue to invest in and strengthen its intellectual property portfolio
On Admission, the Enlarged Group will own a patent portfolio that provides broad effective protection of its technology and current product candidate. The Enlarged Group intends to continue to leverage this patent portfolio to develop and commercialise its product candidate and potential future product candidates. The Enlarged Group intends to continue to generate and file new patent applications and take other steps to expand and strengthen its intellectual property position. In addition, the Enlarged Group may also expand its intellectual property portfolio through in-licensing and acquisition.

5. PRINCIPAL TERMS OF THE TRANSACTION

The Company today announced that Silverstar has entered into the Transaction, which is a conditional transaction to acquire up to 59.9 per cent of the participation interests (shares) in the charter capital of IVIX for a cash consideration of up to (approximately) US$6.2 million (€5.3 million), to be satisfied from the existing cash resources of Ovoca.

Pursuant to the terms of the shareholders' agreement between Ovoca, IVIX and the other members of IVIX ("Participation Agreement"), Silverstar will acquire a newly issued participation interest representing approximately 22.6 per cent of the charter capital of IVIX for a cash consideration of US$1.86 million (€1.60 million). Pursuant to the terms of the sale and purchase agreement between Bio Peptid LLC, a current member of IVIX, and Ovoca ("Sale and Purchase Agreement"), Silverstar will then acquire an existing participation interest in IVIX from Bio Peptid LLC representing approximately 27.5% of IVIX's charter capital, for a cash consideration of US$2.26 million (€1.94 million). Following these two steps, Silverstar will own 50.02 per cent of all participation interests in the charter capital of IVIX which will become a subsidiary of the Enlarged Group.

Following such acquisitions, Ovoca also has the right to acquire a further participation interest to be issued by IVIX for US$2.04 million (€1.75 million) which would increase its overall participation interest (shareholding) in the charter capital of IVIX by 9.9 per cent. Should Ovoca exercise the option, it will hold an approximately 59.9 per cent interest in the charter capital of IVIX.

The Transaction is conditional, inter alia, on the passing of the Resolutions, Admission and all of the conditions under the Sale and Purchase Agreement and the Participation Agreement being satisfied other than Admission.

6. EXISTING DIRECTORS AND PROPOSED DIRECTORS

The Board of Ovoca is currently comprised of Mikhail Mogutov as Executive Chairman, Kirill Golovanov as Chief Executive Officer, and Kenneth Kuchling, Yuri Radchenko, Donald Schissel, Leonid Skoptsov and Timothy McCutcheon as Non-executive Directors.

The following changes, each of which will take effect from Admission, will be made to the Board in connection with the Transaction:

- Romulo Colindres, Nikolay Myasoedov and Christopher Wiltshire will be appointed as Non-Executive Directors;
- Donald Schissel and Kenneth Kuchling will resign as Directors.

The biographical details of the Directors of the Enlarged Group upon Admission are set out below:

Mikhail Mogutov (aged 61) – ***Proposed Executive Chairman***
Mr. Mogutov joined the board of Ovoca in June 2006 and became Chairman in 2008. Mr Mogutov qualified as an Engineer-Physicist in 1979 from the Moscow physics-chemistry institute and in 1984 was awarded a PhD from the Institute of Molecular Genetics specialising in Molecular Biology. Mr Mogutov has led a number of businesses across a range of sectors including life science, chemical, heavy industries, financial services and natural resources. Mr Mogutov's recent experience in the life science sector including acting as chairman for Biomed-Mecnikov, a biotechnology company focused on the production of biopharmaceutical medicines based on recombinant proteins and Pharmapark, a biotechnology company focused on developing, manufacturing and promoting biopharmaceuticals in Russia. In 2006 Mr Mogutov founded Bioprocess Capital Partners LLP, a trust manager of the Bioprocess Capital Ventures which is focused on investing in innovative biotech projects. Mr Mogutov is fluent in Russian and English.

Kirill Golovanov (aged 40) – ***Proposed Chief Executive Officer***
Mr. Golovanov joined Ovoca as a corporate advisor in 2007 and moved to be the manager of the Company's Russia representative office in 2009. He was appointed as Chief Executive Officer of Ovoca in May 2012. During his time at Ovoca he played a major role in the development and subsequent sale of the Goltsovoye silver deposit and the Olcha gold deposit. He has extensive experience in the development of venture businesses in Russia, as well as working experience at leading Russian enterprises, such as Gazprombank and Vneshekonombank. Mr. Golovanov holds a JD, Moscow State Law Academy, Moscow, Russia and an MBA from Duke University's Fuqua School of Business, NC, USA. Mr Golovanov is fluent in Russian and English. He also holds a Russian qualification certificate corresponding to the position of a head, or a controller, or a specialist in an organisation which carries out securities management and manage investment funds, unit investment funds and non-governmental pension funds.

Timothy McCutcheon (aged 45) – ***Proposed Non-Executive Director***
Mr. McCutcheon joined the board of Ovoca as a Non-Executive Director in January 2009 and moved into the CEO position in December 2009 before stepping down in April 2012 and becoming again a Non-Executive Director. Prior to Ovoca, Mr. McCutcheon was a partner at DBM Capital Partners, an investment manager and corporate finance boutique specializing in natural resources. He also worked at several investment banks such as Bear Stearns, Aton Capital and Pioneer Investments as an award-winning equity analyst and as an investment banker. Currently, Mr. McCutcheon is president of Wealth Minerals Ltd, a TSX-V company developing lithium assets for clean energy applications. He also provides management and business development services to natural resource, technology and aerospace firms. Mr. McCutcheon holds a BA, cum laude, from Columbia College, New York and an MBA in Finance from Columbia Business School. Mr. McCutcheon is fluent in English and Russian.

Leonid Skoptsov (aged 63) – ***Proposed Non-Executive Director***
Mr. Skoptsov joined the board of Ovoca in June 2006 and served as the Company's chief executive officer from 2006 to 2009. Mr. Skoptsov was part of the Bioprocess Group team that owned and ran OAO "United Machinery Plants" (OMZ). He also played an active part in natural resource development prior to Ovoca. He was the Chairman of OAO Pervaya Gornorudnaya Companiya from 2001–2005, a zinc-lead asset developer. He was also the Chairman of OAO Volganeft from 2000 to 2004, a mid-tier oil producer in Russia which was sold to Russneft. He was part of the group that vended into Ovoca Gold plc 100% of OAO Ajax – Goltsovoye. Mr. Skoptsov holds a BA, cum laude, from Moscow State University, Moscow, Russia. He is fluent in Russian and English.

Yuri Radchenko (aged 65) – ***Proposed Non-Executive Director***

Mr. Radchenko joined the board of Ovoca in June 2006. Mr. Radchenko is a resident of the Magadan region in Russia and has a long history of natural resource development in the region. He was deeply involved in the development of the Julietta gold-silver mine by Bema Gold Corporation and he is currently the Chairman of Julietta's operating company. Additionally, he discovered the Lunnoye silver deposit, which is now one of OAO Polymetal's core assets. He was part of the group that vended into Ovoca Gold plc 100% of OAO Ajax – Goltsovoye. Mr. Radchenko holds a MS Geology, from the Kazakhstan Polytechnical Institute, Almaty, Kazakhstan.

Romulo Colindres (aged 47) – ***Proposed Non-Executive Director***
Mr Colindres is an experienced medical practitioner and pharmaceutical executive, having worked with GlaxoSmithKline plc ("GSK") in a number of senior roles since 2007. Mr Colindres is currently Vice President, Global Medical Affairs Lead for Zoster with GSK and has previously held roles with GSK in Panama, Brazil and Belgium during his career with the company. Prior to joining GSK, Mr Colindres was a physician in the United States and Brazil and previously held roles in public health in the United States and El Salvador. Mr Colindres holds an MBA from Duke University's Fuqua School of Business, NC, USA, an MD from University of North Carolina School of Medicine, Chapel Hill, NC, USA and a Masters of Public Health from University of North Carolina School of Public Health, Chapel Hill, NC, USA. He is fluent in Spanish and English.

Nikolay Myasoyedov (aged 81) – ***Proposed Non-Executive Director***
Mr Myasoyedov is an expert in the field of bioorganic chemistry and biotechnology. He is a full member of the Russian Academy of Sciences since 2003, serving on the Department of Physical and Chemical Biology. Mr Myasoyedov serves as Deputy Director for Research and the head of the Department of Chemistry of Physiologically Active Substances at the Institute of Molecular Genetics. He has more than 1,000 citations on work published after 1975. He is a co-author over 360 scientific papers, including 2 monographs, more than 150 copyright certificates and patents, as well as 4 foreign patents (USA, England, France, Sweden).

Christopher Wiltshire (aged 57) – ***Proposed Non-Executive Director***
Mr. Wiltshire is an experienced senior pharmaceutical and biotechnology executive with over 20 years of international experience. He currently serves as the CEO of Hematherix LLC, a company he founded in 2015 to develop a first-in-class, early stage recombinant blood protein. Between 2008 and 2015, he was the founder/owner of IPT Bioconsulting, which provided strategic advice to early and mid-stage biotechnology and pharmaceutical companies. Mr Wiltshire previously served in number of senior positions with Pfizer between 1998 and 2008, including as head of business transactions and investments within The Pfizer Incubator LLC. Prior to joining Pfizer, Mr Wiltshire worked with Eli Lilly and Company between 1993 and 1998. Mr Wiltshire holds an MA in Engineering from the University of Cambridge in the UK and an MBA from the Darden Graduate School, University of Virginia, US.

7. CORPORATE GOVERNANCE AND BOARD COMMITTEES

Following Admission, given the commitment to good governance practice, the Board intends to adhere to the QCA Corporate Governance Code which sets out a standard of minimum best practice for small and mid-sized quoted companies, particularly AIM companies.

On Admission, the Board will comprise two executive Directors and six non-executive Directors. The Board intends to meet regularly (at least quarterly) to discharge its responsibility to shareholders including to consider strategy, performance and the framework of internal controls, as well as review its own performance and composition.

The Enlarged Group will have the following committees on Admission:

Audit committee
The Board has established an audit committee with formally delegated duties and responsibilities. The audit committee will be chaired with effect from Admission by Tim McCutcheon with Leonid Skoptsov being the other member of the committee. The audit committee will meet at least three times a year and will be responsible for ensuring that the financial performance of the Enlarged Group is properly reported on and monitored, including by conducting reviews of the annual and interim accounts, results announcements, internal control systems and procedures and accounting policies.

Remuneration committee
The remuneration committee will be chaired with effect from Admission by Mikhail Mogutov with Leonid Skoptsov being the other member of the committee. It is expected to meet not less than two times a year. Directors may attend meetings at the committee's invitation.

The remuneration committee has responsibility for determining, within agreed terms of reference, the Enlarged Group's policy on the remuneration of senior executives and specific remuneration packages for executive Directors, including pension rights and compensation payments. It is also responsible for selecting individuals to whom to make grants of awards under the Share Option Scheme.

The remuneration of non-executive Directors is a matter for the Board. No Director may be involved in any discussions as to their own remuneration.

Nomination committee
The nomination committee will be chaired with effect from Admission by Mikhail Mogutov with Tim McCutcheon being the other member of the Committee. It is expected to meet not less than once a year. The nomination committee will assist the Board in discharging its responsibilities relating to the composition and make-up of the Board and any committees of the Board. It will also be responsible for periodically reviewing the Board's structure and identifying potential candidates to be appointed as Directors or committee members as the need may arise. The nomination committee will be responsible for evaluating the balance of skills, knowledge and experience and the size, structure and composition of the Board and committees of the Board, retirements and appointments of additional and replacement Directors and committee members and will make appropriate recommendations to the Board on such matters.

8. CHANGE OF NAME

Subject to the Shareholders' approval by way of a special resolution, it is proposed, pursuant to Resolution 2, that the name of the Company be changed to Ovoca Bio plc subject to the approval of the Registrar of Companies. If Resolution 2 to approve the change of name of the Company is passed at the Extraordinary General Meeting, the company's website address will be changed to www.ovocabio.com as soon as possible. Resolution 2 is conditional on Shareholder approval of the Transaction.

9. SHARE INCENTIVE SCHEMES

The Existing Directors and Proposed Directors believe that the success of the Enlarged Group depends, in part, on the future performance of the executive Directors and the senior management team. The Existing Directors and Proposed Directors also recognise the importance of ensuring that employees are incentivised and identify closely with the success of the Enlarged Group.

The Company operates a share option plan which was adopted on 20 July 2009 and which gives employees, directors and consultants of companies within the Group the opportunity to acquire shares in the Company. The Remuneration Committee will consider a timetable for proposed awards following Admission.

10. DIVIDEND POLICY

The Proposed Directors' objective is to grow the Enlarged Group's business. Future income generated by the Enlarged Group is likely to be re invested to implement its growth strategy. In view of this, it is unlikely that the Board will recommend a dividend in the early years following Admission. However, the Board intends that the Company will recommend or declare dividends at some future date once they consider it commercially prudent for the Company to do so, bearing in mind the financial position and resources required for the Enlarged Group's development.

11. EXTRAORDINARY GENERAL MEETING

Set out at the end of the Admission Document is a notice convening the Extraordinary General Meeting to be held at The Radisson Blu St. Helen's Hotel, Stillorgan Road, Blackrock, Co. Dublin, Ireland at 12.30 p.m. (or, if later, as soon as practicable after the Annual General Meeting shall have been concluded or adjourned) on 27 July 2018. The full terms of the Resolutions are set out in that notice and are summarised below:

- Resolution 1, which will be proposed as an ordinary resolution, is to approve the Transaction for the purposes of Rule 14 of the AIM Rules for Companies and Rule 14 of the ESM Rules for Companies;

- Resolution 2, which will be proposed as a special resolution, is to approve, subject to the passing of resolution 1, and the approval of the Registrar of Companies, the change of the name of the Company to Ovoca Bio plc;

- Resolution 3, which will be proposed as a special resolution, is to approve, subject to the passing of resolution 1, the change of the main objects clause of the Company; and

- Resolution 4, which will be proposed as a special resolution, is to approve, subject to the passing of resolution 2, proposed changes to the Memorandum and Articles of Association of the Company.

12. IRREVOCABLE UNDERTAKINGS TO APPROVE THE PROPOSALS

Kirill Golovanov, Yuri Radchenko and Leonid Skoptsov, being the Existing Directors who hold Ordinary Shares, have given an irrevocable undertaking to the Company to vote in favour of the Resolutions (and to procure that such action is taken by the relevant registered holders) in respect of their beneficial holdings totalling 42,818,609 Ordinary Shares, representing approximately 52.5 per cent. of the Issued Share Capital.

13. ACTION TO BE TAKEN

Whether or not you intend to be present at the Extraordinary General Meeting, Shareholders are asked to complete, sign and return the form of proxy to the Registrars at Computershare Investor Services (Ireland), Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18 as soon as possible but in any event so as to arrive no later than 12.30 p.m. on 25 July 2018. The completion and return of a form of proxy will not preclude Shareholders from attending the Extraordinary General Meeting and voting in person should they wish to do so. Accordingly, whether or not you intend to attend the Extraordinary General Meeting, you are urged to complete and return the form of proxy as soon as possible.

14. RECOMMENDATION

The Existing Directors consider the Transaction to be in the best interests of the Company and the Shareholders as a whole. Accordingly, the Existing Directors recommend that Shareholders vote in favour of the Resolutions as they have irrevocably undertaken to do so in respect of their own direct and beneficial shareholdings being in aggregate 42,818,609 Ordinary Shares representing approximately 52.5 per cent. of the Issued Share Capital.

[1] The FSFI is a questionnaire commonly used in the clinical and scientific practice for assessment of sexual function in women. The index enables to assess female sexual function taking into account its six main components: sexual desire, sensitivity and excitability, lubrication (vaginal moisture), orgasticity, satisfaction with sexual life, coital and/or post-coital discomfort/pain.
[2] The FSDS-R is a validated questionnaire commonly used in the clinical and scientific practice for assessment of a distress related to a sexual function in women.
[3] Berman J.R. et al, *Female sexual dysfunction: incidence, pathophysiology, evaluation, and treatment options*, Urology, 54(3), 1999, pp385-391.
[4] Nappi RE, Martini E, Terreno E, et al. *Management of hypoactive sexual desire disorder in women: current and emerging therapies*. International Journal of Women's Health. 2010; 2:167-175)