

AMPLIA THERAPEUTICS LIMITED
ACN 165 160 841

PROSPECTUS

A non-renounceable pro rata entitlement offer of one New Share for every two Shares held by Eligible Shareholders, and one New Option for every two New Shares issued, at an offer price of A\$0.10 or NZ\$0.11 per New Share, to raise up to A\$2.23 million or NZ\$2.33 million before the exercise of any New Options (**Offer**)

The last date for acceptance and payment will be 5.00pm (Sydney time) on Friday 26 July 2019
(unless the Offer is extended)

The Offer will not be underwritten.

IMPORTANT INFORMATION

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the securities being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

The securities offered under this Prospectus should be considered as speculative.

CORPORATE ADVISER

Taylor Collison Limited

THE DOCUMENT IS IMPORTANT AND SHOULD BE READ IN ITS ENTIRETY

Not for release to US wire services or distribution in the United States

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IMPORTANT NOTICE

Prospectus

This Prospectus relates to an offer of new fully paid ordinary shares and unlisted attaching options in Amplia Therapeutics Limited ACN 165 160 841 (ASX: ATX) (**Amplia** or **Company**). This Prospectus is dated 28 June 2019 and was lodged with the Australian Securities and Investments Commission (**ASIC**) on that date. The expiry date of the Prospectus is 5.00pm (Sydney time) on the date that is 13 months after the date of this Prospectus (**Expiry Date**). No securities will be issued on the basis of this Prospectus after the Expiry Date.

This Prospectus is a 'transaction-specific' prospectus to which the special content rules under Section 713 of the Corporations Act 2001 (**Corporations Act**) apply. This allows the issue of a concise prospectus in relation to an offer of securities in a class which has been continuously quoted by the Australian Securities Exchange (**ASX**) in the three months prior to the date of the prospectus. This Prospectus does not include all of the information that would be included for an initial public offering of securities. An application for admission of the New Shares to quotation will be made to ASX within 7 days after the date of this Prospectus.

ASX maintains a database of publicly available information issued by the Company as a disclosing entity. None of ASIC, ASX and their respective officers, take any responsibility for the contents of this Prospectus or the merits of the securities to which this Prospectus relates.

Entitlement Offer

The offer contained in this Prospectus is an invitation to Eligible Shareholders to acquire one new fully paid ordinary share in the Company (**New Share**) for every two Shares held on the Record Date, plus one new unlisted option (**New Option**) for every two New Shares issued to Eligible Shareholders under this Prospectus, at an Offer Price of A\$0.10 or NZ\$0.11 per New Share, to raise approximately A\$2.23 million or NZ\$2.33 million (before costs) (**Entitlement Offer**).

Exposure period

No exposure period applies to this Prospectus by operation of ASIC Corporations (Exposure Period) Instrument 2016/74.

Obtaining a Prospectus and Entitlement and Acceptance Form

Applications for New Shares and New Options (collectively, **New Securities**) offered pursuant to this Prospectus can be submitted on an original Entitlement and Acceptance Form.

Paper copies of this Prospectus and an Entitlement and Acceptance Form can be obtained free of charge during the Offer period (as set out in Section 7 of this Prospectus) by calling the Company, from 9.00am to 5.00pm, Monday to Friday on:

+61 412 090 826.

Electronic prospectus

This Prospectus is also available electronically at www.ampliatx.com. The Entitlement and Acceptance Form accompanying the electronic version of this Prospectus must only be used within Australia or New Zealand. An Entitlement and Acceptance Form cannot be downloaded without also downloading this Prospectus. Electronic versions of this Prospectus should be downloaded and read in their entirety.

Applications for New Securities may only be made on the Entitlement and Acceptance Form accompanying this Prospectus or in its paper copy form downloaded in its entirety from www.ampliatx.com.

Investor warning

The Entitlement Offer contained in this Prospectus does not take into account the investment objectives, financial position and particular needs of individual investors. It is important that you read this Prospectus carefully and in full before deciding to apply for New Securities. In particular, you should consider the risk factors that could affect the financial performance of the Company in light of your personal circumstances and seek professional advice from your accountant, tax adviser, stockbroker, lawyer or other professional adviser before deciding to invest.

No representation other than in this Prospectus

No person is authorised to give information or to make any representation in connection with this Prospectus, which is not contained in the Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with this Prospectus.

Except as required by law, and only to the extent so required, neither Amplia nor any other person warrants or guarantees the future performance of the Company or any return on any investment made pursuant to this Prospectus, or on the exercise of the Options issued under this Prospectus.

Risk Factors

Potential investors should be aware that subscribing for the New Securities and exercising any New Options involves a number of risks. The key risk factors which investors should be aware are set out in Section 6 of this Prospectus. These risks, together with other general risks applicable to all investments in listed and unlisted securities, which are not specifically referred to, may affect the value of the New Securities, in the future.

Australian and New Zealand residents only

The New Securities to be issued under this Prospectus will only be offered to Eligible Shareholders, being Shareholders with a registered address in Australia or New Zealand at 7.00pm (Sydney time) on the Record Date. The Entitlement Offer is available to Australian and New Zealand residents having a registered address in those jurisdictions. The distribution of this Prospectus in jurisdictions outside Australia or New Zealand may be restricted by law. Seek advice on and observe any restrictions. This Prospectus is not an offer in any place where, or to any person to whom, it would not be lawful to make the Offer.

In particular, this Prospectus and the New Securities to be issued under the Prospectus have not been, and will not be, registered under the US Securities Act of 1933 (as amended) and the Entitlement Offer may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws.

You may apply for New Securities in either Australian or New Zealand dollars. You can obtain a replacement Entitlement and Application Form by contacting the Company Secretary at andrew@ampliatx.com. Subject to the terms of this Prospectus the New Shares will be quoted on the ASX in Australian dollars. The New Options will not be listed.

New Zealand warning statement

This offer to New Zealand investors is a regulated offer made under Australian and New Zealand law. In Australia, this is Chapter 8 of the Corporations Act 2001 (Aust) and regulations made under that Act. In New Zealand, this is subpart 6 of Part 9 of the Financial Markets Conduct Act 2013 and Part 9 of the Financial Markets Conduct Regulations 2014.

This offer and the content of the offer document are principally governed by Australian rather than New Zealand law. In the main, the Corporations Act 2001 (Aust) and the regulations made under that Act set out how the offer must be made. There are differences in how financial products are regulated under Australian law. For example, the disclosure of fees for managed investment schemes is different under the Australian regime.

The rights, remedies, and compensation arrangements available to New Zealand investors in Australian financial products may differ from the rights, remedies, and compensation arrangements for New Zealand financial products. Both the Australian and New Zealand financial markets regulators have enforcement responsibilities in relation to this offer. If you need to make a complaint about this offer, please contact the Financial Markets Authority, New Zealand (<http://www.fma.govt.nz>). The Australian and New Zealand regulators will work together to settle your complaint.

The taxation treatment of Australian financial products is not the same as for New Zealand financial products. If you are uncertain about whether this investment is appropriate for you, you should seek the advice of an appropriately qualified financial adviser.

The offer may involve a currency exchange risk. The currency for the financial products is not New Zealand dollars. The value of the financial products will go up or down according to changes in the exchange rate between that currency and New Zealand dollars. These changes may be significant. If you expect the financial products to pay any amounts in a currency that is not New Zealand dollars, you may incur significant fees in having the funds credited to a bank account in New Zealand in New Zealand dollars.

If the financial products are able to be traded on a financial product market and you wish to trade the financial products through that market, you will have to make arrangements for a participant in that market to sell the financial products on your behalf. If the financial product market does not operate in New Zealand, the way in which the market operates, the regulation of participants in that market, and the information available to you about the financial products and trading may differ from financial product markets that operate in New Zealand.

Financial information and forward looking statements

Section 5 sets out the financial information referred to in this Prospectus and the basis of preparation of that information.

Any discrepancies between totals and sums of components in tables contained in this Prospectus are due to rounding.

This Prospectus contains forward looking statements which are identified by words such as “may”, “could”, “believes”, “estimates”, “expects”, “intends” and other similar words that involve risks and uncertainties. Any forward looking statements are subject to various risk factors that could cause the Company’s actual results to differ materially from the results expressed or anticipated in these statements. Forward looking statements should be read in conjunction with the risk factors set out in Section 6, and other information in this Prospectus.

Defined words and expressions

Some words and expressions used in this Prospectus have defined meanings. These words and expressions are capitalised and are defined throughout the Prospectus or in the Glossary in Section 10.

A reference to \$, cents, or A\$ in this Prospectus is a reference to Australian currency (unless otherwise stated). A reference to NZ\$ is a reference to New Zealand currency. A reference to time in this Prospectus is a reference to Sydney, Australia time.

Photographs and diagrams

Any photographs used in this Prospectus without descriptions are only for illustration. Any diagrams used in this Prospectus may not be drawn to scale. Any assets depicted in photographs in this Prospectus are not assets of the Company unless otherwise stated.

Privacy

If you apply for New Securities, you will provide personal information to the Company and Computershare Investor Services Pty Limited (**Share Registry**). The Company and the Share Registry collect, hold and use your personal information in order to assess your application, service your needs as a Shareholder and Option holder, provide facilities and services that you request and carry out appropriate administration. Company and tax laws require some of the information to be collected. If you do not provide the information requested, your application may not be able to be processed efficiently, or at all.

Each of the Company and the Share Registry may disclose your personal information for purposes related to your shareholding or optionholding to each other and to their respective agents and services providers including those listed below or as otherwise authorised under the *Privacy Act 1988* (Cth) (**Privacy Act**):

- in the case of the Company, to the Share Registry for ongoing administration of the share register; and
- in the case of the Company and the Share Registry, to printers and mailing houses for the purposes of preparation and distribution of Shareholder and Option holder information and for handling of mail.

Under the Privacy Act, you may request access to your personal information held by (or on behalf of) the Company or the Share Registry. You can request access to your personal information by emailing or writing to the Company through the Share Registry as follows:

Computershare Investor Services Pty Limited
Yarra Falls, 452 Johnston Street
Abbotsford, VIC, Australia, 3067
privacy@computershare.com.au

1 KEY DATES

The key dates in respect of the Entitlement Offer are as follows.

Event	Date
Prospectus lodged with ASIC and ASX	Friday 28 June 2019
Amplia sends notice to Shareholders with Entitlement Offer information	Monday 1 July 2019
Shares traded on an “ex” entitlement basis	Tuesday 2 July 2019
Record Date for eligibility to participate in the Entitlement Offer	Wednesday 3 July 2019
Amplia sends Prospectus and Entitlement & Acceptance Form to Eligible Shareholders	Monday 8 July 2019
Entitlement Offer Closing Date	Friday 26 July 2019
Shares quoted on a deferred settlement basis	Monday 29 July 2019
Issue date & deferred settlement trading Ends	Friday 2 August 2019

Amplia reserves the right to vary these times and dates in its absolute discretion by sending a revised timetable to ASX. All times are Sydney times.

In addition to being able to apply for New Shares and New Options under the Entitlement Offer, eligible Shareholders will also have the ability to apply for additional New Shares and New Options under the Shortfall Facility.

The proceeds of the Entitlement Offer will be used to complete the remaining studies that are required before commencement of the Phase I healthy volunteer trial of drug candidate AMP945, as well as providing the Company with additional working capital.

2 CORPORATE DIRECTORY

Directors Dr Warwick Tong (Chairman, Non Executive Director) Mr Simon Wilkinson (Non Executive Director) Dr Christian Behrenbruch (Non Executive Director) Dr Christopher Burns (Non Executive Director) Mr Andrew Cooke (Non Executive Director) Dr Robert Peach (Non Executive Director)	Registered Office Suite 226, 55 Flemington Road North Melbourne VIC 3051 Email: info@ampliatx.com Website: www.ampliatx.com
Company Secretary Mr Andrew Cooke	ASX Code: ATX
Share Registry Computershare Investor Services Pty Limited Yarra Falls, 452 Johnston Street Abbotsford VIC 3067 Telephone: 1300 855 080 +61 3 9415 4000 Facsimile: +61 2 8235 8150 Website: www.computershare.com/au	Auditor* Grant Thornton Level 22, Tower 5 Collins Square 727 Collins Street Melbourne VIC 3008

*The Auditor is included for information purposes only. It has not been involved in the preparation of this Prospectus and has not consented to being named in this Prospectus.

3 CHAIRMAN'S LETTER

Dear Shareholder

28 June 2019

Update on the Company

Our Company is at an exciting point in time. While we have had to attend to some matters remaining from the activities of the old Innate Immunotherapeutics Limited, our major focus has been on developing and enacting our plans for the future. With valuable input from our expert advisors, we have developed a robust plan for the clinical development of our new lead drug candidate AMP945 which should lead this asset into Phase I human trials next year. The characteristics of the AMP945 molecule and the demonstrated safety profile of the target, focal adhesion kinase, give us confidence that the development pathway through to the end of the Phase 1 study has low risk.

We have further de-risked the near-term pathway by completing a number of preclinical activities including manufacturing scale-up and initial toxicology studies. Along the way we have generated new intellectual property in the form of an improved formulation for AMP945. We have filed a patent application for this improvement which, if granted, will extend the life of our IP protection for this asset out to 2040.

We have strengthened the current non-clinical efficacy package through additional testing of AMP945 in preclinical cancer models. These studies have provided further validation of earlier preclinical 'proof of concept' efficacy results and the outcomes have aligned with our knowledge and expectations of AMP945.

These significant activities, as well as the day to day working capital needs of the Company, have all been financed from the cash reserves held by the Company at the time we 'relaunched' Amplia twelve months ago. We now need to raise further capital to complete the remaining enabling studies and obtain Ethics Committee approval for the planned Phase I trial. Subject to raising these new funds, we believe the Company is well positioned to execute these tasks. Being 'Phase I ready' next year should be a significant value-add for the Company which I am sure will be welcomed by all Shareholders.

We now ask for your support to help make this happen. If the Company is unable to raise sufficient funds under the below offer, it may be unable to fund the remaining work program required in order to proceed to the planned Phase 1 trial. In addition, more funds will also be required in order to undertake the planned Phase 1 trial.

Overview of Entitlement Offer

On behalf of the Board of Amplia it is my pleasure to invite you to participate in a pro rata, non-renounceable entitlement offer of 1 new fully paid ordinary Share in Amplia (**New Share**) for every 2 Shares held by you on the Record Date, at an issue price of A\$0.10 or NZ\$0.11. Each Eligible Shareholder will also be issued one unlisted Option (**New Option**) for every two New Shares they are issued under the offer (**Entitlement Offer**).

The Entitlement Offer is being made to Eligible Shareholders who are registered as a holder of Shares as at 7.00pm (Sydney time) on Wednesday 3 July 2019 (**Record Date**). The Entitlement Offer is expected to raise up to approximately A\$2,230,000 before costs and expenses. The Entitlement Offer will not be underwritten.

Shortfall Arrangements

The Entitlement Offer incorporates a shortfall facility under which Eligible Shareholders who have taken up their full entitlement under the Entitlement Offer can also apply to take up further New Shares and New Options (**Additional New Securities**) in excess of their pro rata entitlement (**Shortfall Facility**). Applications under the Shortfall Facility will only be considered to the extent there is a shortfall under the Entitlement Offer and will be subject to the terms set out in Section 4 of this Prospectus.

The Directors of the Company reserve the right to place the balance of the Additional New Securities following completion of the Shortfall Facility at their discretion. In accordance with ASX Listing Rule 7.2 (Exception 3), any Additional New Securities not taken up under the Shortfall Facility will be issued

within 3 months of the date the Entitlement Offer closed, on terms no more favourable than the terms of the Entitlement Offer. The Directors may decide at their discretion to close the Shortfall Facility at any time. Further details regarding how Amplia will deal with any shortfall are set out in Section 4 of this Prospectus.

2019 Capital Raising

The Entitlement Offer is being conducted in conjunction with the following placements (**Placements**):

- (i) an initial placement of 3,600,000 New Shares (with 1,800,000 New Options attaching on a 1 for 2 basis) at A\$0.10 per New Share to raise \$360,000, completed on 14 June 2019 (as announced to ASX) (**Initial Placement**); and
- (ii) subject to Shareholder approval at the Company's upcoming Annual General Meeting, a Directors and management placement of 1,700,000 New Shares (with 850,000 New Options attaching on a 1 for 2 basis) at A\$0.10 per New Share to raise \$170,000 (**Directors and Management Placement**).

The proceeds of the Entitlement Offer and the Placements will raise gross proceeds of up to approximately A\$2.7 million before costs. The funds raised will be used to complete the remaining studies and other enabling activities that are required before commencement of the Phase I healthy volunteer trial of drug candidate AMP945, as well as providing the Company with additional working capital. Any funds raised through the exercise of New Options issued under this Prospectus will be directed to additional working capital.

Action you should take

The Entitlement Offer is currently scheduled to close at 5.00pm (Sydney time) on **Friday 26 July 2019**. If you wish to subscribe for New Shares and New Options under the Entitlement Offer, you must ensure that your application and payment is received by this time in accordance with the instructions set out in Section 7.

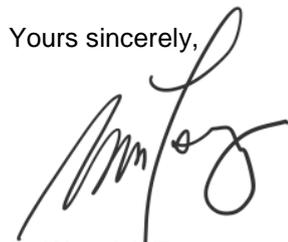
Prospectus

This Prospectus contains important information regarding the Entitlement Offer, and I encourage you to read it carefully before making any investment decision, having particular regard to the 'Risk Factors' outlined in Section 6 of this Prospectus.

This Prospectus is a 'transaction-specific' prospectus to which the special content rules under Section 713 of the Corporations Act apply. This allows the issue of a concise prospectus in relation to an offer of securities in a class which has been continuously quoted by ASX in the three months prior to the date of the prospectus. This Prospectus does not include all of the information that would be included for an initial public offering of securities. Accordingly you should have regard to the Company's recent announcements on ASX (available at www.asx.com.au).

If you have any questions, you should consult your financial or other professional adviser. We look forward to your support for this Offer.

Yours sincerely,



Dr Warwick Tong
Chairman
Amplia Therapeutics Limited

4 DETAILS OF THE ENTITLEMENT OFFER

4.1 Background

Amplia is undertaking an issue of New Shares and New Options (collectively, **New Securities**) comprising the following components:

- (a) an Initial Placement of 3,600,000 ordinary shares (with 1,800,000 New Options attaching on a 1 for 2 basis) at A\$0.10 per New Share to raise A\$360,000, which has been completed, as announced to ASX, on 14 June 2019;
- (b) a Directors and Management Placement of 1,700,000 ordinary shares at A\$0.10 per share (with 850,000 New Options) to raise A\$170,000. The Directors and Management Placement is subject to Shareholder approval at the Company's Annual General Meeting (**AGM**) which is scheduled to be held on Friday, 30 August 2019; and
- (c) the pro rata, non-renounceable entitlement offer of 1 New Share for every 2 Shares held at the Record Date, plus one New Option for every two New Shares issued to Eligible Shareholders (**Entitlement Offer**), made under this Prospectus.

All of the New Options issued will have an exercise price of A\$0.15 each and will expire on 30 June 2022.

The Entitlement Offer and the Placements (collectively, the **Capital Raising**) will collectively raise gross proceeds of up to A\$2.7 million before costs. The funds raised will be used to complete the remaining studies that are required before commencement of the Phase I healthy volunteer trial of drug candidate AMP945, as well as providing the Company with additional working capital. Any funds raised through the exercise of New Options issued under this Prospectus will be directed to additional working capital.

Eligible Shareholders who are on Amplia's share register on the Record Date are entitled to acquire one New Share for every two Shares held on the Record Date. Eligible Shareholders are also permitted to apply for New Shares beyond their entitlement through the Shortfall Facility.

Fractional entitlements will be rounded up to the nearest whole number of New Shares. Eligible Shareholders may subscribe for all or part of their entitlement. An entitlement and Acceptance Form setting out your entitlement accompanies this Prospectus.

Shareholders will have their interest in Amplia diluted due to the issue of Shares under the Placements. In addition, Eligible Shareholders who do not take up all of their entitlements will have their percentage shareholding in Amplia further diluted. Shareholders who subscribe for further New Securities beyond their entitlement through the Shortfall Facility may increase their interest in Amplia if Additional New Securities are issued to them.

Further details of the effect of the Entitlement Offer on the Company's share capital are set out in Section 5 of this Prospectus.

It is not anticipated that the Entitlement Offer will have any material impact on the control of the Company.

Eligible Shareholders should be aware that an investment in Amplia involves risks. The key risks identified by Amplia are set out in Section 8 of this Prospectus.

4.2 Eligible Shareholders

This Prospectus is being sent to Shareholders with registered addresses in Australia or New Zealand only. This Prospectus does not constitute an offer to issue the New Securities in any place in which, or to any person to whom, it would not be lawful to make that offer.

The Company is of the view that it is unreasonable to make an offer to issue the New Securities to Ineligible Shareholders having regard to:

- (a) the number of Ineligible Shareholders outside of Australia and New Zealand to whom offers would otherwise be made, as a proportion of total Shareholders in the Company;
- (b) the number and value of the New Shares and any New Options that would otherwise be offered for issue to Ineligible Shareholders; and
- (c) the cost of complying with the laws, and any requirements of any regulatory authority, of the overseas jurisdictions where the New Shares and the New Options would otherwise be offered for issue.

4.3 Foreign Selling Restrictions

No action has been taken to register or qualify the New Shares, New Options, the Entitlement Offer or this Prospectus in any jurisdiction outside Australia and New Zealand, or otherwise to permit a public offering of the New Shares or New Options outside Australia and New Zealand.

This Prospectus does not constitute an offer or invitation in any jurisdiction where, or to any person to whom, the offer or invitation would be unlawful. The distribution of this Prospectus in jurisdictions outside Australia and New Zealand may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of those restrictions. Any failure to comply with the restrictions may constitute a violation of applicable securities laws.

Each Applicant warrants and represents that they:

- (a) are an Australian or New Zealand citizen or resident in Australia or New Zealand;
- (b) are located in Australia or New Zealand at the time of the application and are not acting for the account or benefit of any person in the United States or any other foreign person; and
- (c) will not offer or sell the New Securities in the United States or in any other jurisdiction outside Australia or New Zealand except in transactions exempt from registration under the US Securities Act of 1933 as amended, and in compliance with all applicable laws in the jurisdiction in which the New Securities are offered and sold.

4.4 Underwriting

This Entitlement Offer will not be underwritten.

4.5 Ranking of New Shares issued under this Prospectus

All of the New Shares issued and any New Shares issued upon the future exercise of the New Options offered under this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 8 for further information regarding the rights and liabilities attaching to the Shares.

4.6 Non-renounceable

The rights to the New Shares and the New Options are non-renounceable. Therefore you cannot trade entitlements on ASX and you cannot transfer or otherwise dispose of them.

4.7 Minimum and maximum subscription

There is no minimum subscription under the Entitlement Offer.

There is no maximum subscription under the Shortfall Facility.

4.8 Shortfall facility

The Entitlement Offer incorporates a Shortfall Facility under which Eligible Shareholders can apply for Additional New Securities in excess of their pro rata entitlement. The issue of Additional New Securities under the Shortfall Facility will be dependent on there being a shortfall in the take up of pro rata entitlements under the Entitlement Offer.

Eligible Shareholders who wish to apply for Additional New Securities under the Shortfall Facility can do so by specifying the number of Additional New Securities they wish to apply for in the space provided on their Entitlement and Acceptance Form.

(a) *Allocation of shortfall amongst applicants under the Shortfall Facility*

If Eligible Shareholders submit applications under the Shortfall Facility, any allocation of Additional New Securities under the Entitlement Offer amongst those applicants, will be considered and determined by the Amplia Board at its discretion, taking into account the total shortfall, the number of Additional New Securities applied for and each applicant's shareholding.

(b) *No certainty regarding allocations*

As a consequence of the arrangements described above, there can be no guarantee of the number of Additional New Securities available to Eligible Shareholders under the Shortfall Facility.

Eligible Shareholders who apply for Additional New Securities under the Shortfall Facility will be bound to accept any lesser number of Additional New Securities allocated to them in accordance with the allocation procedure described above. If you do not receive all of the Additional New Securities you applied for, any excess application monies will be returned to you without interest.

(c) *Takeover law requirements*

It is the responsibility of each Eligible Shareholder to ensure that it will not breach the takeovers provisions under the Corporations Act (the 20% threshold) by applying for Additional New Securities under the Shortfall Facility. These provisions are set out in section 606 of the Corporations Act. No Eligible Shareholder will be permitted to acquire Additional New Securities under the Shortfall Facility to the extent Amplia considers (acting reasonably) that doing so would result in a contravention of the takeovers limits in section 606 of the Corporations Act.

4.9 Placement of shortfall

If there are further rights to New Securities remaining after all applications for Additional New Securities have been exhausted under the Shortfall Facility, in accordance with Exception 3 of ASX Listing Rule 7.2, Amplia reserves its right to issue New Securities to make up the shortfall at the discretion of the Directors.

In accordance with Listing Rule 7.2, Amplia will issue those New Securities within 3 months of the close of the Entitlement Offer for no less than the price at which New Securities were offered under the Entitlement Offer. Taylor Collison Limited, acting as Corporate Adviser, will assist Amplia in marketing and managing the settlement of any placement of the shortfall.

4.10 Issue of New Securities

Amplia currently expects that New Shares and New Options will be issued on Friday 2 August 2019. The issue of New Shares will only be made after permission for their quotation on ASX has been obtained. The New Options will not be listed and will be issued at the same time the Company issues the New Shares.

Holding statements for New Securities granted under the Entitlement Offer will be mailed as soon as reasonably practicable after the New Securities are granted.

4.11 Withdrawal of the Entitlement Offer

The Company reserves the right to withdraw all or part of the Entitlement Offer, and this Prospectus, at any time, subject to applicable laws. In that case, Amplia will refund application monies for New Securities in accordance with the Corporations Act and without payment of interest.

To the fullest extent permitted by law, you agree that any application monies paid by you to Amplia will not entitle you to receive any interest and that any interest earned in respect of application monies will belong to Amplia.

4.12 Offer Period

The Entitlement Offer will open on Monday 8 July 2019 (**Opening Date**).

Applications for New Securities under the Entitlement Offer will close on Friday 26 July 2019.

The Opening Date and Closing Date for the Entitlement Offer are indicative only and subject to change without notice. The Company may vary these dates, including to close the Entitlement Offer early or extend the Closing Dates, at any time prior to the issue of New Securities.

If any of the dates are changed, subsequent dates may also change. You are encouraged to lodge your Entitlement and Acceptance Form as soon as possible after the Opening Date.

4.13 ASX quotation

The Company will apply for quotation of the New Shares on ASX within 7 days after the date of this Prospectus, however there is no guarantee that the New Shares will be quoted. The Company will not be applying for quotation of the New Options on ASX.

The fact that ASX may grant official quotation to the New Shares is not to be taken in any way as an indication of the merits of the Company or the New Shares.

4.14 Clearing House Electronic Sub-Register System (CHES) and Issuer Sponsorship

The Company will not be issuing Share or Option certificates. The Company is a participant in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Instead of Share and Option certificates, investors will be provided with a holding statement or confirmation notice that sets out the number of New Shares and New Options allotted to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number.

4.15 Enquiries

Any questions concerning the Entitlement Offer should be directed to the Company info@ampliatx.com.

5 PURPOSE AND EFFECT OF THE OFFER

5.1 Purpose of the Offer

The Entitlement Offer is being made in conjunction with the broader Capital Raising announced by Amplia on 12 June 2019. The Entitlement Offer and the Placements will collectively raise gross proceeds of up to approximately A\$2,761,165 before costs. The funds raised will be used to complete the remaining studies that are required before commencement of the Phase I healthy volunteer trial of drug candidate AMP945, as well as providing the Company with additional working capital. Any funds raised through the exercise of New Options issued under this Prospectus will be directed to working capital.

The Capital Raising is an offer of New Securities to subscribers under the Initial Placement, the Directors and Management Placement, and the Entitlement Offer, comprising:

- (a) an Initial Placement of 3,600,000 New Shares at A\$0.10 per share to raise A\$360,000;
- (b) a Directors and Management Placement of 1,700,000 New Shares at A\$0.10 per share to raise A\$170,000; and
- (c) a 1 for 2 non-renounceable Entitlement Offer of New Shares at A\$0.10 (or NZ\$0.11) per New Share to raise up to A\$2.23 million (or NZ\$2.33 million),

with each subscriber under the above offers receiving one New Option at no further cost, for every two New Shares issued to them. The New Options will have an exercise price of A\$0.15 and an expiry date of 30 June 2022.

The Placements have and will be undertaken without prospectus disclosure and the Entitlement Offer is being made under this Prospectus.

5.2 Effect of the Offer

Assuming all entitlements are subscribed for or otherwise taken up under the Shortfall Facility, the Company will issue 22,311,652 New Shares and 11,155,826 New Options under the Entitlement Offer.

If all New Options issued under the Entitlement Offer are exercised, an additional 11,155,826 New Shares will be issued for a total of 33,467,478 Shares issued under or in connection with the Entitlement Offer. See Section 5.7 of this Prospectus for further details on the effect of the Offer on the capital structure of the Company.

5.3 Historical and pro forma consolidated balance sheet as at 31 March 2019

This section contains a summary of the historical financial information for Amplia as at 31 March 2019 (**Historical Financial Information**) and a pro-forma historical statement of the financial position as at 31 March 2019 (**Pro Forma Historical Financial Information**) (collectively, **Financial Information**). The Financial Information has been prepared to illustrate the effect of the Capital Raising.

	Year ended 31 March 2019	Pro-Forma Year ended 31 March 2019 Entitlement Offer Fully Subscribed
	A\$	A\$
Current assets		
Cash and cash equivalents	1,240,909	3,593,929
Accounts receivable	-	
Prepayments	10,895	10,895
Research & development tax incentive receivable	-	-
Other current assets	-	-
Total current assets	<u>1,251,804</u>	<u>3,604,824</u>
Non current assets		
Property, plant and equipment	1,598	1,598
Intangible assets	7,937,932	7,937,932
Total non current assets	<u>7,939,530</u>	<u>7,939,530</u>
Total assets	<u>9,191,334</u>	<u>11,544,354</u>
Current liabilities		
Accounts payable and accrued liabilities	526,859	526,859
Total current liabilities	<u>526,859</u>	<u>526,859</u>
Non current liabilities		
Total liabilities	<u>526,859</u>	<u>526,859</u>
Equity		
Paid-in capital	130,945,206	133,298,226
Reserves	(1,363,805)	(1,363,805)
Accumulated losses	(120,916,926)	(120,916,926)
Total equity	<u>8,664,475</u>	<u>11,017,495</u>
Total equity and liabilities	<u>9,191,334</u>	<u>11,544,354</u>

5.4 Basis of preparation of financial information

The stated basis of preparation for the Historical Financial Information is in accordance with the recognition and measurement principles of the Australian Accounting Standards.

The stated basis of preparation for the Pro Forma Historical Financial Information is in a manner consistent with the recognition and measurement principles of the Australian Accounting Standards applied to the Historical Financial Information and the events or transactions to which the pro forma adjustments relate, as described in this Section of the Prospectus, as if those events or transactions had occurred as at 31 March 2019.

5.5 Pro-forma adjustments to consolidated balance sheet

The Pro Forma Historical Financial Information has been derived from the Historical Financial Information and has been prepared on the basis that the following significant transactions occurred as at 31 March 2019:

(a) *Initial Placement:*

A placement of 3,600,000 shares at an issue price of A\$0.10 was completed on 14 June 2019 to raise gross proceeds of \$360,000.

(b) *The Entitlement Offer:*

Assumes the allotment of 23,311,652 shares at the Offer Price of A\$0.10 to raise gross proceeds of \$2,231,165.

5.6 Pro forma cash flow statement as at 31 March 2019

The Company's pro forma historical cash position at 31 March 2019 adjusted for the overall Capital Raising is derived from actual cash as follows:

	Year ended 31 March 2019	Pro Forma Year ended 31 March 2019 Entitlement Offer Fully Subscribed
	A\$	A\$
<u>CASH FLOWS FROM OPERATING ACTIVITIES</u>		
Interest received	20,284	20,284
Rent received	-	-
R&D incentive received	218,117	218,117
Payments to suppliers	(610,914)	(610,914)
Payments to employees	(614,835)	(614,835)
Net cash outflow from operating activities	(987,348)	(987,348)
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>		
Purchase of property, plant and equipment	(3,188)	(3,188)
Disposal of property, plant and equipment	-	-
Net cash inflow/(outflow) from investing activities	(3,188)	(3,188)
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>		
Capital raising and listing costs	(12,143)	(250,288)
Gross proceeds of Initial Placement and Rights Issue	-	2,591,165
Net cash inflow from financing activities	(12,143)	2,340,877
Net increase/(decrease) in cash held	(1,002,679)	1,350,341
Foreign exchange effect on cash and cash equivalent balances	14,398	14,398
Cash at the beginning of the year	2,229,190	2,229,190
Cash at the end of the year	1,240,909	3,593,929
<u>CASH BALANCES IN THE STATEMENT OF FINANCIAL POSITION</u>		
Cash and cash equivalents	1,240,909	3,593,929
Closing cash balance	1,240,909	3,593,929

5.7 Effect on Capital Structure

Assuming all entitlements are taken up (either through the Entitlement Offer or the Shortfall Facility) and the requisite Shareholder approvals required for the Directors and Management Placement are obtained at the AGM, the overall Capital Raising will comprise the issue of:

- (a) an Initial Placement of 3,600,000 New Shares (with 1,800,000 New Options attaching on a 1 for 2 basis) to raise A\$360,000 (completed on 14 June 2019);
- (b) a Directors and Management Placement of 1,700,000 New Shares (with 850,000 New Options attaching on a 1 for 2 basis) to raise A\$170,000; and
- (c) 22,311,652 New Shares (with 11,155,826 New Options attaching on a 1 for 2 basis) to raise approximately A\$2,231,165 or NZ\$2,331,719.

On or about 1 September 2019 (following the AGM) and assuming all New Securities offered under the Entitlement Offer are subscribed for, the Directors and Management Placement is approved and completes, no other New Securities are issued, the capital structure of the Company will comprise:

- (d) on an undiluted basis:
 - (i) 68,634,955 Shares;
 - (ii) 13,805,826 New Options; and
 - (iii) 3,270,000 unlisted Options with various exercise prices and expiry dates previously issued to Directors/Management of the Company in accordance with the Company's Employee Share Option Plan;
- (e) on a fully diluted basis (assuming exercise of all of the unlisted options and New Options), the Company will have 85,710,781 Shares on issue.

In the event that the Directors and Management Placement is approved and completes but the take up under the Entitlement Offer is 50%, the capital structure of the Company on 1 September 2018 will comprise:

- (f) on an undiluted basis:
 - (i) 57,479,129 Shares;
 - (ii) 8,227,913 New Options; and
 - (iii) 3,270,000 unlisted Options with various exercise prices and expiry dates previously issued to Directors/Management of the Company in accordance with the Company's Employee Share Option Plan;
- (g) on a fully diluted basis (assuming exercise of all of the unlisted options and New Options), the Company will have 68,977,042 Shares on issue.

5.8 Effect on shareholdings of Shareholders

The issue of New Shares under the Initial Placement has had the effect of diluting the percentage shareholdings of Shareholders in the Company.

The Entitlement Offer will have the effect of further diluting the percentage shareholdings of Shareholders who do not participate in the Entitlement Offer (including under the Shortfall Facility). In particular:

- (a) Shareholders who do not take up their full pro rata entitlement under the Entitlement Offer will have their percentage shareholding in the Company further diluted following the issue of New Shares under the Entitlement Offer.

- (b) Shareholders who take up their full pro rata entitlement under the Entitlement Offer will maintain their percentage shareholding.
- (c) Shareholders who take up their full pro rata entitlement under the Entitlement Offer and receive New Shares under the Shortfall Facility, will increase their percentage shareholding in the Company to the extent they receive additional New Shares under the Shortfall Facility.
- (d) The proportional shareholdings of Shareholders who are not resident in Australia or New Zealand (Ineligible Shareholders) may be diluted as those Shareholders are not entitled to participate in the Entitlement Offer.

5.9 Effect of the Offer on the control of Amplia

Based on the distribution of the Company's capital among Shareholders, Amplia does not believe that any Shareholder will increase their percentage shareholding in the Company's Shares pursuant to the Entitlement Offer in a way which will have a material impact on the control of Amplia.

The potential effect that the issue of the New Shares will have on the control of the Company, and the consequences of that effect, will depend on a number of factors, including investor demand and the take up of the New Shares in the Entitlement Offer. However, given the structure of the Entitlement Offer as a pro-rata issue, the likely effect that the issue of the New Shares will have on the control of the Company can be summarised as follows:

- (a) if all Eligible Shareholders take up their entitlement for the New Shares under the Entitlement Offer, the offer will have no material effect on the control of the Company;
- (b) to the extent that any Eligible Shareholder does not take up their entitlement for the New Shares under the Entitlement Offer, that Eligible Shareholder's percentage holding in the Company will be diluted by those other Eligible Shareholders who take up some or all of their entitlement and any Shortfall Shares.

The Company reserves its right to issue any New Shares not taken up under the Entitlement Offer, under a Placement conducted within three months of the close of the Entitlement Offer in accordance with the ASX Listing Rules. Though a Placement will increase the voting power of parties to whom the Board in its discretion resolves to place the New Shares, none of these parties will acquire more than 20% of the voting power in the Company through the Placement. As such, any Placement of New Shares that is conducted after the close of the Entitlement Offer is not anticipated to have a material effect on the control of the Company.

- (c) to the extent that an Eligible Shareholder takes up their entitlement for New Shares and acquires Additional New Securities, that Eligible Shareholder's percentage holding in the Company will increase.

6 RISK FACTORS

6.1 Introduction

Eligible Shareholders should consider the specific and general risk factors described below, together with information contained elsewhere in this Prospectus and consult their professional advisers before deciding whether to apply for New Securities pursuant to this Prospectus.

There are specific risks which relate directly to the Amplia's business. In addition, there are other general risks, many of which are largely beyond the control of the Company and the Directors. The risks identified in this Section, or other risk factors, may have a material impact on the financial performance of the Company and the market price of the Company's Securities.

The following is not intended to be an exhaustive list of the risk factors to which Amplia is exposed.

6.2 Company Specific Risks

(a) Pre-clinical development risk

Before Amplia's drug candidates can be considered appropriate for human clinical trialling, candidates must successfully satisfy a number of preclinical requirements. These include the ability to manufacture sufficient amounts of drug of sufficient quality to be used in both preclinical studies and also early stage human clinical trialling. Candidates must demonstrate acceptable safety and tolerability in rigorous toxicology studies. These studies must also reveal a suitable initial dose for use in human trials. There is no guarantee that these requirements will be met, failing which Amplia would be unable to develop its products.

(b) Clinical development risk

The nature of clinical drug development is inherently risky, with many drug candidates failing to be successfully developed into marketable products. Amplia is positioning its drug candidates for clinical trialling. Clinical trials have many associated risks which may impact commercial potential and therefore future profitability. Such trials may fail to recruit patients, be terminated for safety reasons, or fail to be completed within acceptable timeframes. Clinical trialling may reveal drug candidates to be unsafe, poorly tolerated or non-effective. Any of these outcomes will likely have a significant adverse effect on Amplia, the value of its securities and the future commercial development of its drug candidates including AMP945.

Clinical trials might also potentially expose Amplia to product liability claims in the event its products in development have unexpected effects on clinical subjects.

(c) Regulatory approvals necessary for clinical trials

Amplia may be unable to secure necessary approvals from regulatory agencies and institutional bodies (clinics and hospitals) to conduct its planned clinical trials. There is also no assurance that drug candidates trialled by Amplia will prove to be safe and efficacious in clinical trials, or that the regulatory approval to manufacture and market its products will be received.

(d) Regulatory and reimbursement approvals

The research, development, manufacture, marketing and sale of products developed by Amplia are subject to varying degrees of regulation by a number of government authorities in Australia and overseas.

Pharmaceutical products under development, such as drug candidate AMP945, must undergo a comprehensive and highly regulated development and review process before receiving approval for marketing. The process includes the provision of clinical data relating to the quality, safety and efficacy of the products for their proposed use. There is no guarantee that such regulatory approvals will be granted.

Products may also be submitted for cost reimbursement approval. The availability and timing of that reimbursement approval may have an impact upon the uptake and profitability of products in some jurisdictions. There is no guarantee that such approvals will be granted.

(e) Competition and regulation

The biotechnology and pharmaceutical industries are intensely competitive and subject to rapid and significant change. A number of companies, both in Australia and abroad, may be pursuing the development of products that target the same markets and/or diseases that Amplia is targeting.

Amplia's products may compete with existing products that are already available to customers. Amplia may face competition from parties who have substantially greater resources than the

Amplia. Competing products may be superior to Amplia's products, which would adversely impact the commercial viability of Amplia's products.

(f) Commercialisation of products and potential market failure

Amplia has not yet commercialised any products and as yet has no revenues. Amplia is also dependent on commercially attractive markets remaining available to it during the commercialisation phase and there is a risk that, once developed and ready for sale, commercial sales may not be achieved.

Furthermore, any products developed by the Company may prove to be difficult or impossible to manufacture at commercial scale, uneconomical to manufacture on a large scale, uneconomical to market, compete with superior products marketed by third parties or not be as attractive as alternative treatments.

(g) Revenues and profitability

Amplia does not currently generate revenue from product sales nor are revenues anticipated in the short to medium term. Amplia's ability to achieve both revenues and profitability is dependent on a number of factors, including its ability to complete successful clinical trials, obtain regulatory approval for its products and successfully commercialise those products. There is no guarantee that Amplia's products (including Drug candidate AMP945) will be commercially successful.

(h) Dependence upon key personnel

Amplia depends on the talent and experience of its personnel as an important asset. There may be a negative impact on Amplia if any of its key personnel leave. It may be difficult to replace them, or to do so in a timely manner or at comparable expense. Additionally, any key personnel of the Company who leave to work for a competitor may adversely impact the Company.

In summary, Amplia's ability to attract and retain personnel will have a direct impact on its ability to deliver its project commitments. Additionally, increases in recruitment, wages and contractor costs may adversely impact upon the financial performance of the Company.

(i) Research & Development (R&D) Tax Rebate

Amplia is currently entitled to receive an R&D rebate on part of its expenditure in research and development. There is a risk that the Australian Government may make material changes to the rebate scheme, which may adversely impact the funding available to Amplia to fund its operations.

In order to obtain an R&D rebate on that part of its expenditure that is incurred out of Australia the Company must first gain approval for that expenditure from the Australian Government. Such an approval is called an Advanced Finding. The Company is currently preparing an Advanced Finding application. There is no guarantee that this application will be approved

(j) Growth

There is a risk that the Company may be unable to manage its future growth successfully. The ability to hire and retain skilled personnel as outlined above may be a significant obstacle to growth.

(k) Commercial partners

The Company's growth strategy may be impacted if it is unable to find suitable commercialisation partners. The Company's due diligence processes may not be successful and a commercial partnership may not perform to the level expected.

(l) **Intellectual property**

The Company's ability to commercialise any product depends upon its ability to protect its intellectual property and any improvements to it. The intellectual property may not be capable of being legally protected, it may be the subject of unauthorised disclosure or be unlawfully infringed, or the Company may incur substantial costs in asserting or defending its intellectual property rights.

(m) **Reliance of In-Licensed Assets**

Amplia's only current significant assets are its drug candidate assets (including AMP945). These assets are not owned outright by the Company. They have been in-licensed from Cancer Research Technology Limited, a wholly owned subsidiary of Cancer Research UK. The Licence contains terms and conditions including obligations to progress the development of the licensed assets and obligations to make certain milestone payments. In the event that Amplia breaches any of these obligations or any of the other Licence terms and conditions, and cannot rectify such a breach within a prescribed time period, there is a risk the Licence may be cancelled and the Company would lose control of its current drug product assets. This would create a fundamental uncertainty about the Company's ability to continue as a going concern

6.3 **General risks**

(a) **Economic**

General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's business and production activities, as well as on its ability to fund those activities.

(b) **Market conditions**

Share market conditions may affect the value of the Company's quoted Shares (and Options to acquire quoted Shares) regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- (i) general economic outlook;
- (ii) introduction of tax reform or other new legislation;
- (iii) interest rates and inflation rates;
- (iv) changes in investor sentiment toward particular market sectors;
- (v) the demand for, and supply of, capital; and
- (vi) terrorism or other hostilities.

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and pharmaceutical stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(c) **Litigation**

There is a risk that the Company may in future be the subject of or required to commence litigation. There is, however, no litigation, mediation, conciliation or administrative proceeding taking place, pending or threatened against the Company.

(d) **Tax risks**

Changes to the rate of taxes imposed on Amplia (including in overseas jurisdictions in which Amplia operates now or in the future) or tax legislation generally may affect Amplia and its Shareholders. In addition, an interpretation of Australian tax laws by the Australian Taxation Office that differs to Amplia's interpretation may lead to an increase in Amplia's tax liabilities and a reduction in Shareholder returns.

Personal tax liabilities are the responsibility of each individual investor. Amplia is not responsible either for tax or tax penalties incurred by investors.

(e) **Additional requirements for capital**

The Company's capital requirements depend on numerous factors. Depending on the Company's ability to generate income from its operations, the Company may require further financing in addition to amounts raised under the Capital Raising. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations, its production levels, or scale back its research and development and/or clinical trials as the case may be. There is however no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.

(f) **Speculative investment**

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the securities offered under this Prospectus.

Therefore, the New Securities to be issued pursuant to this Prospectus (and the underlying Shares) carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those securities.

Potential investors should consider that an investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for securities pursuant to this Prospectus.

6.4 Cautionary statement

Statements in this Prospectus may be forward looking statements.

Forward looking statements can be identified by the use of forward looking terminology such as, but not limited to, 'may', 'will', 'expect', 'anticipate', 'estimate', 'would be', 'believe', or 'continue' or the negative or other variations of comparable terminology. These statements are subject to risks and uncertainties that could cause actual results to differ materially from those projected. The Directors' expectations, beliefs and projections are expressed in good faith and are believed to have a reasonable basis. They are based on, among other sources, the examination of historical operating trends, data in the Company's records and other data available from third parties. There can be no assurance, however, that the Directors' expectations, beliefs or projections will give the results projected in the forward looking statements. Investors should not place undue reliance on these forward looking statements.

7 HOW TO APPLY

7.1 Shareholder's choices

The number of New Securities Eligible Shareholders are entitled to under the Entitlement Offer (i.e. their entitlement) is shown on the accompanying Entitlement and Acceptance Form.

Eligible Shareholders may:

- (a) take up their entitlement in full and, if they do so, apply for Additional New Securities under the Shortfall Facility (refer to section 7.2);
- (b) take up part of their entitlement, in which case the balance of their Entitlement will lapse (refer to section 7.5); or
- (c) allow their entire entitlement to lapse (refer to section 7.6).

Ineligible Shareholders may not take up any of their entitlements.

Amplia may reject any Entitlement and Acceptance Form that is not correctly completed or that is received after the Closing Date.

The Closing Date for acceptance of the Entitlement Offer is 5.00pm (Sydney time) on 26 July 2019 (unless varied by Amplia, in accordance with the ASX Listing Rules).

7.2 Taking up all or part of your entitlement and participating in the Shortfall Facility

If you decide to take up all or part of your entitlement then you must complete and return the personalised Entitlement and Acceptance Form with the requisite application monies (payable by cheque, bank draft or money order pursuant to Section 7.3 below).

Amplia will treat you as applying for as many New Securities as your payment will pay for in full. Amounts received by Amplia in excess of your entitlement will be treated as an application to apply for as many Additional New Securities as the excess amount will pay for in full.

If you decide to take up all or part of your entitlement then you must ensure that you submit your personalised Entitlement and Acceptance Form with the requisite application monies so that payment is received before the close of the Rights Issue at 5:00 pm (Sydney time) on 26 July 2019. It is anticipated that New Securities will be issued on 2 August 2019, and normal trading of New Shares will commence on ASX on Monday 5 August 2019.

7.3 Payment Methods

If you are an Eligible Shareholder with a registered address in Australia or New Zealand, this Prospectus will be accompanied by a personalised Entitlement and Acceptance Form with instructions on how to make payment in Australian dollars or New Zealand dollars.

Eligible Shareholders are entitled to subscribe for New Securities under the Entitlement Offer in Australian or New Zealand dollars irrespective of their place of residence. Please contact the Company on +61 412 090 826 to request a further personalised Entitlement and Acceptance Form.

Payment by BPAY® (in Australian dollars)

For payment by BPAY®, please follow the instructions on the personalised Entitlement and Acceptance Form (which includes the Biller Code and your unique Reference Number). You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions.

Please note that should you choose to pay by BPAY®:

- you do not need to submit the personalised Entitlement and Acceptance Form but are taken to have made the declarations on that Entitlement and Acceptance Form; and
- if you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of such whole number of New Securities which is covered in full by your application monies.

Please make sure to use the specific Biller Code and unique Reference Number on your personalised Entitlement and Acceptance Form. If you receive more than one personalised Entitlement and Acceptance Form, please only use the Reference Number specific to the Entitlement on that form.

If you inadvertently use the same Reference Number for more than one of your entitlements, you will be deemed to have applied only for New Shares on the entitlement to which that Reference Number applies.

It is your responsibility to ensure that your BPAY® payment is received by the Registry by no later than 5:00 pm (Sydney time) on 26 July 2019 (subject to any variation). You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment.

Any application monies received for more than your final allocation of New Securities and Additional New Securities will be refunded to you as soon as practicable (where the amount is A\$2.00 or greater). No interest will be paid to applicants on any application monies received or refunded.

Payment by internet/direct bank transfer (in New Zealand dollars)

For payment by internet/direct bank transfer, please follow the instructions on the personalised Entitlement and Acceptance Form (which includes your Entitlement Number).

Please note that should you choose to pay by internet/direct bank transfer:

- you must also submit the personalised Entitlement and Acceptance Form in accordance with the instructions set out in the form; and
- if you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of such whole number of New Securities which is covered in full by your application monies.

When entering payment details online please use the first two reference detail boxes to insert your name details. Please use the third box to insert the unique Direct Credit Reference number which appears on your personalised Entitlement and Acceptance Form.

If you receive more than one personalised Entitlement and Acceptance Form, and wish to subscribe for both entitlements, please make a separate payment with respect to each entitlement ensuring that you insert the unique Direct Credit Reference number as part of the online reference details. If you inadvertently use the same reference number for more than one of your entitlements, you will be deemed to have applied only for New Securities on the entitlement to which that Entitlement Number applies.

It is your responsibility to ensure that your internet/direct bank transfer payment is received by the Registry no later than 5:00 pm (Sydney Time) on 26 July 2019 (subject to any variation). You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment.

Payment by cheque, bank draft or money order

You should complete your personalised Entitlement and Acceptance Form in accordance with the instructions on the form and return it accompanied by a cheque, bank draft or money order for the amount of the application monies, payable to "Amplia Therapeutics Limited" and crossed "Not Negotiable".

Your cheque, bank draft or money order must be:

- for an amount equal to A\$0.10 or NZ\$0.11 multiplied by the number of New Securities and Additional New Securities that you are applying for; and
- in Australian or New Zealand currency drawn on an Australian or New Zealand branch of a financial institution.

You should ensure that sufficient funds are held in relevant account(s) to cover the application monies. If the amount of your cheque for application monies (or the amount for which the cheque clears in time for allocation) is insufficient to pay in full for the number of New Securities you have applied for in your personalised Entitlement and Acceptance Form, you will be taken to have applied for such lower number of whole New Securities as your cleared application monies will pay for (and to have specified that number of New Securities on your personalised Entitlement and Acceptance Form). Alternatively, your application may not be accepted. Please note that cheques will be banked on the day of receipt and post-dated cheques may not be accepted.

Any application monies received for more than your final allocation of New Securities and Additional New Securities (only where the amount is A\$2.00 or greater) will be refunded as soon as practicable. No interest will be paid on any application monies received or refunded.

Cash payments will not be accepted. Receipts for payment will not be issued.

To participate in the Entitlement Offer, your payment must be received by the Share Registry no later than the close of the Entitlement Offer, at 5:00 pm (Sydney time) on 26 July 2019 (subject to any variation). Shareholders who make payment via cheque, bank draft or money order should mail their completed personalised Entitlement and Acceptance Form together with application monies to:

In Australian dollars to:

Computershare Investor Services Pty Ltd
GPO Box 505, Melbourne VIC 3001
Australia

In New Zealand dollars to:

Computershare Investor Services Limited
Private Bag 92119, Auckland 1142
New Zealand

A reply paid envelope is enclosed for the convenience of Eligible Shareholders based in Australia. Eligible Shareholders in New Zealand will need to affix the appropriate postage.

7.4 Taking up part of your entitlement and allowing the balance to lapse

If you wish to take up part of your entitlement, complete the Entitlement and Acceptance Form for the number of New Securities you wish to take up and follow the other steps required under section 7.3.

7.5 Allow your entitlement to lapse

If you do not wish to accept all or any part of your entitlement, do not take any further action and that part of your entitlement will lapse.

7.6 Consequences of not accepting your entitlement

If you do not accept all or part of your entitlement in accordance with the instructions set out above, any New Securities that you would have otherwise been entitled to under the Entitlement Offer may be acquired by other Eligible Shareholders under the Shortfall Facility.

No party is anticipated to acquire a relevant interest in voting Shares exceeding 20% as result of the Entitlement Offer, the Placements, or any Entitlement Offer shortfall.

7.7 Entitlement and Acceptance Form is binding

A completed and lodged Entitlement and Acceptance Form, or a payment made through BPAY, constitutes a binding offer to acquire New Securities on the terms of this Prospectus and cannot be withdrawn.

If the Entitlement and Acceptance Form is not completed correctly it may still be treated as a valid application for New Securities. The Company's decision whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final.

By completing and returning your personalised Entitlement and Acceptance Form with the requisite application money or making a payment by BPAY, you will also be taken to have acknowledged, represented and warranted on behalf of each person on whose account you are acting that you:

- (a) are an Eligible Shareholder and are not otherwise a person to whom it would be illegal to make an offer or issue New Securities under the Entitlement Offer;
- (b) agree to be bound by the constitution of the Company and the terms and the conditions of issue of the New Options; and
- (c) acknowledge that the New Securities have not, and will not, be registered under the US Securities Act of 1933 or under the laws of any other jurisdiction outside Australia or New Zealand.

7.8 Validity of Entitlement and Acceptance Forms

An Entitlement and Acceptance Form may only be distributed with, attached to or accompany a complete and unaltered copy of this Prospectus. By completing and lodging an Entitlement and Acceptance Form received with this Prospectus, the applicant represents and warrants that they have personally received a complete and unaltered copy of this Prospectus before completing the Entitlement and Acceptance Form.

The Company does not accept a completed Entitlement and Acceptance Form if it has reason to believe the applicant has not received a complete copy of the Prospectus or it has reason to believe that the Entitlement and Acceptance Form has been altered in any way.

7.9 Brokerage and Stamp Duty

No brokerage fee is payable by Eligible Shareholders who accept their Entitlement. No stamp duty is payable for subscribing for New Securities under the Entitlement Offer.

7.10 Notice to nominees and custodians

Nominees and custodians may not distribute any part of this Prospectus or any Entitlement and Acceptance Form in any country outside Australia or New Zealand, except to beneficial holders of Shares in Australia or New Zealand, and beneficial holders of Shares who are

institutional or professional investors in other countries that Amplia has approved as being a country in which investors are eligible to participate, as well as any other country to the extent Amplia may determine it is lawful and practical to make the Entitlement Offer.

7.11 Information Availability

Eligible Shareholders can obtain a copy of this Prospectus from Amplia's website at www.ampliatx.com or by emailing the Company on info@ampliatx.com until the Closing Date. Shareholders who access the electronic version of this Prospectus should ensure that they download and read the entire Prospectus. The Entitlement and Acceptance Form attached to the electronic version of this Prospectus must be used within Australia or New Zealand. An Entitlement and Acceptance Form cannot be downloaded without also downloading this Prospectus.

8 RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

8.1 Options

The New Options to be issued under the Prospectus pursuant to the Entitlement Offer, entitle the holder to subscribe for Shares on the following terms and conditions.

- (a) The New Options are exercisable at a price of A\$0.15 each at any time from the date of issue of the Options (on or around 2 August 2019) up to their expiry on 30 June 2022 (inclusive) ("**New Option Exercise Period**"), but not thereafter.
- (b) Each New Option entitles the holder to subscribe for one Share. Any Shares issued as a result of exercising a New Option will be issued on the same terms and rank in all respects on equal terms, with existing Shares. An application for official quotation of Shares allotted and issued as a result of the exercise of the New Options will be made within three Business Days from the date of issue of the Shares.
- (c) No amount is payable on issue of the New Options as they are issued together with any application by an Eligible Shareholder for Shares.
- (d) Application for official quotation of New Options will not be sought.
- (e) New Options will be registered in the name of a Shareholder in an option register maintained by the Share Registry. Instead of Option certificates, investors will be provided with a holding statement that sets out the number of New Options allotted to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number as well as:
 - (i) the exercise price of the Options; and
 - (ii) the date of issue of the New Options and the New Option Exercise Period.
- (f) The New Options will be fully transferrable in accordance with the Constitution of the Company and, for such time as the Company is listed, the Listing Rules of the ASX will apply.
- (g) New Options do not carry any dividend entitlement until they are exercised. Subject to the Constitution, Shares issued on exercise of New Options rank equally with other issued Shares from the date they are issued by the Company.
- (h) A New Option holder is not entitled to participate in any new issue of securities to existing Shareholders unless the New Option holder has exercised its New Options before the record date for determining entitlements to the new issue of securities and participates as a result of holding Shares.
- (i) If listed, the Company must give an New Option holder, in accordance with the ASX Listing Rules, notice of:

- (i) the proposed terms of the issue or offer proposed under paragraph (h); and
 - (ii) the right to exercise the New Option holder's New Options under paragraph (h).
- (j) If the Company makes a bonus issue of Shares or other securities to Shareholders (except an issue in lieu of dividends or by way of dividend reinvestment) and no Share has been issued in respect of a New Option before the record date for determining entitlements to the issue, then the number of underlying Shares over which the New Option is exercisable is increased by the number of Shares which the New Option holder would have received if the option holder had exercised the New Option before the record date for determining entitlements to the issue, in accordance with the ASX Listing Rules.
- (k) If the Company makes a pro rata issue of Shares (except a bonus issue) to existing Shareholders (except an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) and no Share has been issued in respect of the New Option before the record date for determining entitlements to the issue, the exercise price of each New Option is reduced in accordance with the ASX Listing Rules.
- (l) If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the New Option holder (including the number of New Options to which each New Option holder is entitled and the exercise price) is changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
- (m) Any calculations or adjustments which are required to be made under these New Option Terms of Issue will be made by the Company and will, in the absence of manifest error, be final and conclusive and binding on the Company and the New Option holder.
- (n) While they remain unexercised, the New Options will not give a holder an entitlement to receive any dividends declared and paid by the Company for Shares.
- (o) The Company will give written notice to the New Option holder of any adjustment of the exercise price of the New Options and any increase or decrease in the number of New Options.
- (p) The Company must within a reasonable period give to each New Option holder notice of any change under paragraphs (h) to (l) (inclusive) to the exercise price of any New Options held by a New Option holder or the number of Shares for which the New Option holder is entitled to subscribe on exercise of a New Option.
- (q) When exercising New Options, a New Option holder must give the Company or its Share Registry a Notice of Exercise of Options form (substantially similar to the one below), together with payment of the exercise monies payable to the Company in connection with the Options being exercised (being \$0.15 per New Option) and the Option holder statement.

Notice of Exercise of Options

To the Directors of Amplia Therapeutics Ltd (the **Company**),

I,

of

being the registered holder of options in the capital of the Company hereby exercise such options to subscribe for ordinary shares and enclose application monies payable of A\$0.15 (15 cents) per option exercised.

I authorise you to register me as the holder of the shares to be allotted to me and agree to accept such shares subject to the constitution of the Company.

Dated the day of 20

Signed by the holder of the Options

- (r) The New Options are exercisable on any business day during the New Option Exercise Period. A New Option holder may only exercise New Options in multiples of 1,000, unless the New Option holder exercises all of its New Options.
- (s) The New Options may not be exercised by or on behalf of a person in the United States unless the New Options and the underlying Shares have been registered under the United State Securities Act of 1933, as amended, and applicable state securities laws or exemptions from such registration requirements are available.
- (t) If a New Option holder exercises less than the total number of its New Options, the Company must cancel the holding statement and issue the New Option holder a new holding statement for the remaining number of New Options held by the New Option holder.
- (u) New Options will be deemed to be exercised on the date that the Notice of Exercise of Option Form is received by the Company in accordance with paragraphs (q) and (r). The Company shall within 10 days after the receipt of such Notice and cleared funds, issue Shares in respect of the New Options exercised and dispatch a Shareholder statement to the holder.
- (v) The Company will advise holders at least 20 Business Days before the impending expiry of their New Options and will advise the due date for payment, the amount of money payable on exercise, the consequences of non-payment and such other details as the ASX Listing Rules then prescribe, so as to enable holders to determine whether or not to exercise their New Options during the New Option Exercise Period.
- (w) These New Option Terms of Issue and the rights and obligations of New Option holders are governed by the laws of Victoria. Each New Option holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Victoria.

8.2 Shares

A summary of the key rights attaching to the Shares is set out below. The provisions of the Constitution relating to the rights attaching to the Shares must be read subject to the Corporations Act, the ASX Listing Rules and ASX Settlement Operating Rules. This summary is not intended to be exhaustive and does not constitute a definitive statement of the rights, liabilities and restrictions attaching to the Shares.

(a) General meetings

Each Shareholder is entitled to receive notice of and to attend general meetings of the Company and to receive all notices, financial reports and other documents required to be sent to Shareholders under the Constitution, the Corporations Act or the ASX Listing Rules. The notice must state the general nature of business and any other matters required by the constitution, the Corporations Act or the ASX Listing Rules.

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

Shareholders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution of the Company.

(b) Voting rights

At general meetings of Shareholders or classes of Shareholders.

- (i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote, and
- (iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for the Share, but in respect of partly paid shares, shall have a fraction of a vote equivalent to the proportion which the amount paid up bears to the total issue price for the share.

(c) Dividend rights and dividend policy

The Directors may from time to time declare a dividend to be paid to Shareholders entitled to the dividend. The dividend shall (subject to the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividends) be payable on all Shares in accordance with the Corporations Act.

Dividends are declared by the Directors. The Directors may from time to time pay to the Shareholders such interim dividends as they may determine. No dividends shall be payable except out of profits. A determination by the Directors as to the profits of the Company shall be conclusive. No dividend shall carry interest as against the Company. The Directors may set aside out of the profits of the Company such amounts as they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied. The Directors can give no assurance as to the amount, timing, franking or payment of any future dividends by the Company. The capacity to pay dividends will depend on a number of factors including future earnings, capital expenditure requirements and the financial position of the Company.

(d) Winding-up

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so

divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

The liquidator may, with the authority of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any Shares or other securities in respect of which there is any liability. Where an order is made for the winding up of the Company or it is resolved by special resolution to wind up the Company, then on a distribution of assets to members. Shares classified by ASX as restricted securities and which are subject to escrow restrictions at the time of the commencement of the winding up shall rank in priority after all other Shares.

(e) Transfer of Shares

Generally, Shares in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act or the ASX Listing Rules.

The Company may decline to register any transfer where permitted to do so by the ASX Listing Rules and must decline to register a transfer of Shares where required by the ASX Listing Rules.

(f) Future increases in capital

The issue of any Share in the Company is under the control of the Directors. The Directors may issue Shares on such terms and with such rights or restrictions, as they think fit, subject to the Constitution, the Corporations Act and the ASX Listing Rules.

(g) Variation of rights

If at any time the share capital of the Company is divided into different classes of shares, the rights attached to a class (unless otherwise provided by terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of 75% of the issued shares of that class, or if authorised by a special resolution at a separate meeting of the holders of the shares of that class.

(h) Directors

The Constitution contains provisions relating to the rotation of Directors (other than the Managing Director).

(i) Application of ASX Listing Rules

If the ASX Listing Rules prohibit an act being done, then the act must not be done. Nothing in the Constitution prevents an act being done that the ASX Listing Rules require to be done. If the ASX Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be). If the ASX Listing Rules require a constitution to contain a provision or not to contain a provision, the Constitution is deemed to contain that provision or not to contain that provision (as the case may be). If a provision of the Constitution is or becomes inconsistent with the ASX Listing Rules, the Constitution is deemed not to contain that provision to the extent of that inconsistency.

(j) Constitution

The Constitution can only be amended by a special resolution (that is, a resolution that has been passed by at least 75% of the votes cast by Shareholders entitled to vote on the resolution). Whilst the Company is listed, at least 28 days' written notice of a meeting to consider a special resolution must be given.

9 ADDITIONAL INFORMATION

9.1 Litigation

As at the date of this prospectus the Company is not involved in any legal proceedings and the Directors are not aware of any legal proceedings pending or threatened against the Company which are likely to have a material adverse effect on the business or financial position of the Company.

9.2 Continuous disclosure obligations

The Company is a "disclosing entity" (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities.

This Prospectus is a "transaction-specific prospectus". In general terms a transaction-specific prospectus is only required to contain information in relation to the effect of the issue of securities on a company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been provided to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

The Company, as a disclosing entity under the Corporations Act states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, the offices of ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (i) the annual financial report most recently lodged by the Company with ASIC, being the financial report for the year ending 31 March 2019;
 - (ii) if applicable, any half-year financial report lodged by the Company with ASIC after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with ASIC; and
 - (iii) any continuous disclosure documents given by the Company to ASX after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with ASIC.

Copies of all documents lodged with ASIC in relation to the Company can be inspected at the registered office of the Company during normal office hours.

Details of documents lodged by the Company with ASX since 31 March 2019 (being the balance date of the Company's most recent annual financial report) and before the lodgement of this Prospectus with ASIC are set out in the table below.

Date	Description of Announcement
27-Jun-2019	Financial Report - Year Ended 31 March 2019
24-Jun-2019	Dr John Lambert appointed as new CEO
17-Jun-2019	Preliminary Rights Issue Details
14-Jun-2019	Placement Cleansing Notice
14-Jun-2019	Appendix 3B - Placement \$360k
12-Jun-2019	Capital Raising for Clinical-Enabling Studies
29-May-2019	Preliminary Final Report - Year Ended 31 March 2019
30-Apr-2019	Appendix 4C - Quarterly Statement of Cash Flows
1-Apr-2019	European Patent Completes IP Protection in Major Markets

The announcements are also available through the Company's website www.ampliatx.com and www.asx.com.au.

9.3 Interests of Directors

Other than as set out below or elsewhere in this Prospectus, no Director or proposed Director holds, or has held within the 2 years preceding lodgement of this Prospectus with ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) any property acquired or proposed to be acquired by the Company in connection with:
 - (i) its formation or promotion; or
 - (ii) the Offer; or
- (c) the Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to a Director or proposed Director:

- (a) as an inducement to become, or to qualify as, a Director; or
- (b) for services provided in connection with:
 - (i) the formation or promotion of the Company; or
 - (ii) the Offer.

Each of Dr Warwick Tong, Dr Christian Behrenbruch and Dr Chris Burns (each of them being non-executive Directors of the Company) were among the vendors of Amplia Therapeutics Pty Ltd when it was acquired by the Company on 4 May 2018. In acquiring Amplia Therapeutics Pty Ltd, the Company acquired that company's Focal Adhesion Kinase (**FAK**) cancer program. FAK is emerging as a promising target in cancer therapy. Each of Dr Warwick Tong, Dr Christian Behrenbruch and Dr Chris Burns received Shares in the Company as consideration relating to this transaction. The Shares received by them are subject to a voluntary 24 month escrow period to 4 May 2020.

9.4 Security holdings of Directors

The relevant interest of each of the Directors in the Company's securities as at the date of this Prospectus, is set out in the table below.

DIRECTOR	SHARES	OPTIONS
Dr Warwick Tong	1,661,428*	Nil
Simon Wilkinson	Nil	175,000 Options Exercise Price A\$4.00 Expiry Date 20 August 2019 1,370,000 Options Exercise Price A\$0.60 Expiry Date 31 March 2022
Dr Robert Peach	56,000	480,000 Options Exercise Price A\$0.60 Expiry Date 31 August 2023
Dr Christian Behrenbruch	2,492,142*	Nil
Dr Chris Burns	2,215,237*	Nil
Andrew Cooke	250	480,000 Options Exercise Price A\$0.60 Expiry Date 31 August 2023

* subject to a voluntary 24 month escrow period to 4 May 2020

9.5 Remuneration of Directors

Please refer to the Remuneration Report, which is contained in the Company's Audited Financial Report for the financial year 1 April 2018 to 31 March 2019, for full details of the remuneration of the Company's executive and non-executive directors.

The Audited Financial Report was lodged with ASX on 27 June 2019 and is available on the Company's ASX announcements page at <http://www.ampliatx.com/site/news-and-reports/ASX-Announcements> and at www.asx.com.au. A hard copy of the Audited Financial Report is also available free of charge by contacting the Company at its registered address using the details in Section 2 of this Prospectus.

9.6 Interests of promoters, experts and advisers

Other than as set out below or elsewhere in this Prospectus, no:

- (a) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus; or
- (b) promoter of the Company,

holds at the date of this Prospectus, or has held within the 2 years preceding lodgement of this Prospectus with ASIC, any interest in:

- (c) the formation or promotion of the Company;
- (d) any property acquired or proposed to be acquired by the Company in connection with:
 - (i) its formation or promotion; or
 - (ii) the Entitlement Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with:

- (e) the formation or promotion of the Company; or
- (f) the Entitlement Offer.

The Company has engaged the Taylor Collison Limited (**Taylor Collison**) to act as Corporate Adviser with respect to the management of the Entitlement Offer. Pursuant to the engagement letter dated 6 June 2019 between Taylor Collison and the Company, Taylor Collison will assist with the placement of any Additional New Securities under the Shortfall Facility. For its services, Taylor Collison will receive a:

- (i) 2% Management Fee on the total proceeds raised under the Entitlement Offer; and
- (ii) 4% Selling Fee on any proceeds raised through placement of any New Securities not taken up through the Shortfall Facility.

9.7 Consents

Computershare Investor Services Pty Limited has given, and has not withdrawn prior to the lodgement of this Prospectus with ASIC, its written consent to be named in this Prospectus as the Company's Share Registry in the form and context in which it is named. Computershare Investor Services Pty Limited has not taken part in the preparation of any part of this Prospectus other than the recording of its name as the Company's Share Registry. Computershare Investor Services Pty Limited takes no responsibility for any part of this Prospectus, other than a reference to its name.

Taylor Collison has given, and has not withdrawn prior to the lodgement of this Prospectus with ASIC, its written consent to be named in this Prospectus as the Corporate Adviser to the Entitlement Offer and the Initial Placement, in the form and context in which it is named. Taylor Collison has not taken part in the preparation of any part of this Prospectus other than the recording of its name as the Corporate Adviser. Taylor Collison takes no responsibility for any part of this Prospectus, other than a reference to its name.

9.8 Financial forecasts

The Directors have considered the matters set out in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings on the basis that the operations of the Company are inherently uncertain. Accordingly, any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

9.9 Governing law

This Prospectus, the Entitlement Offer and the contracts formed on acceptance of applications under the Offer are governed by the laws applicable in Victoria, Australia. Each applicant for New Securities submits to the non-exclusive jurisdiction of the courts of Victoria, Australia.

9.10 Directors' authorisation

This Prospectus is authorised by each Director, who has given and not withdrawn their consent to the issue of this Prospectus and to its lodgement with ASIC.

A\$ or **\$** means the lawful currency of the Commonwealth of Australia and **NZ\$** means the lawful currency of New Zealand.

Additional New Securities means New Securities subscribed for and issued to an Eligible Shareholder beyond their entitlement under the Entitlement Offer, under the Shortfall Facility.

AGM means the annual general meeting of Shareholders, to be held on 30 August 2019.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691), or the financial market operated by it, as the context requires.

ASX Listing Rules means the listing rules of the ASX.

Amplia or the **Company** means Amplia Therapeutics Limited ACN 165 160 841.

Board means the Board of Directors of the Company unless the context indicates otherwise.

Business Day means Monday to Friday inclusive, except public holidays and any other day that ASX declares is not a business day.

Capital Raising means the capital raising conducted by the Company in 2019 comprising the Initial Placement, the Directors and Management Placement and the Entitlement Offer, announced to ASX by the Company on 12 June 2019.

Closing Date means 26 July 2019 (unless extended).

Constitution means the constitution of the Company, as amended from time to time.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

Directors and Management Placement means the proposed placement of 1,700,000 New Shares and 850,000 New Options to Directors and Senior Management of Amplia announced to ASX by the Company on 12 June 2019, which is subject to Shareholder approval at the AGM.

Eligible Shareholders means registered holders of Shares on the Record Date whose registered address is in Australia or New Zealand.

Entitlement and Acceptance Form means a Shareholder's personalised 'Entitlement and Acceptance Form' accompanying this Prospectus.

Entitlement Offer means the non-renounceable pro rata rights issue of New Shares and New Options to Eligible Shareholders made under this Prospectus.

Financial Information means the Historical Financial Information and the Pro Forma Historical Financial Information, contained in Section 5 of this Prospectus.

Historical Financial Information means the historical financial information of the Company as at 31 March 2019, contained in Section 5 of this Prospectus.

Ineligible Shareholder means a Shareholder that is not an Eligible Shareholder.

Initial Placement means the Company's placement of 3,600,000 New Shares and 1,800,000 New Options to sophisticated and professional investors, announced to ASX on 12 June 2019 and completed on 14 June 2019.

New Option means an unlisted option to acquire one ordinary share in the Company pursuant to the terms and conditions set out under this Prospectus, to be issued for nil consideration on the basis of one New Option issued for every two New Shares issued under the Entitlement Offer.

New Share means a Share issued under the Entitlement Offer or the Placements.

New Securities means collectively, New Options and New Shares.

Offer Price means A\$0.10 or NZ\$0.11 per Share.

Offer means the Entitlement Offer.

Placements means the Initial Placement and Directors and Management Placement announced to ASX by the Company on 12 June 2019.

Pro Forma Historical Financial Information means the pro-forma historical statement of the financial position of the Company as at 31 March 2019, contained in Section 5 of this Prospectus.

Prospectus means this prospectus.

Record Date means 7.00pm (AEST) on 3 July 2019.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share in the Company.

Share Registry means Computershare Investor Services Pty Limited.

Shortfall Facility means the facility described in Section 4 of this Prospectus under which Eligible Shareholders may apply for Additional New Securities in excess of their Entitlement.

Taylor Collison means Taylor Collison Limited, the Corporate Adviser to the Company for the Entitlement Offer.