

Amplia Therapeutics Limited

Notice of Annual General Meeting and Explanatory Statement

2019 Annual Report:

<http://www.ampliatx.com/site/news-and-reports/annual-reports>

**THIS IS AN IMPORTANT DOCUMENT
AND REQUIRES YOUR ATTENTION**

This document does not take into account your individual circumstances. If you are in doubt about how to deal with it, please consult your financial or other professional adviser.

**2.00 pm
Friday, 30 August 2019
Grant Thornton
Collins Square, Level 22, Tower 5
727 Collins Street,
Melbourne VIC 3008**

Notice of Annual General Meeting

NOTICE is given that the annual general meeting (AGM) of Amplia Therapeutics Limited (the Company) will be held at Grant Thornton, Collins Square, Level 22, Tower 5, 727 Collins Street, Melbourne VIC 3008 Australia at 2.00pm on Friday 30 August 2019.

ORDINARY BUSINESS

1. Receipt of the Financial Report for the year ended 31 March 2019

Receipt of the Company's Financial Report, the Directors' Report and the Auditor's Report for the year ended 31 March 2019.

2. Remuneration Report

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That the Remuneration Report for the year ended 31 March 2019 be adopted.”

3. Re-elect Mr. Simon Wilkinson as a Director of the Company

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That Mr. Simon Wilkinson, who retires in accordance with the Constitution of the Company and, being eligible, offers himself for re-election, be re-elected as a Director of the Company.”

4. Ratify the Allotment of 3,600,000 Shares and 1,800,000 Options (Initial Placement)

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That for the purposes of Listing Rule 7.4 and for all other purposes, the Company approves and ratifies the issue of 3,600,000 Shares in the Company issued at the price of \$0.10 per share and 1,800,000 options to acquire Shares in the Company at an exercise price of \$0.15 and an expiry date of 30 Jun 2022 (Initial Placement) to each of the sophisticated investors referred to and on the terms and conditions set out in the accompanying Explanatory Memorandum.”

**5. Approve the Proposed Issue of Shares and Options to a Related Party:
Dr. Warwick Tong (Non-Executive Chairman)**

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That, for the purposes of Listing Rule 10.11 of the Listing Rules of the Australian Securities Exchange and all other purposes, the Company be authorised to issue to Dr. Warwick Tong (or his nominee) 250,000 Shares in the capital of the Company at an issue price of \$0.10 and 125,000 options to acquire Shares in the Company at an exercise price of \$0.15 and an expiry date of 30 Jun 2022 on the terms and for the purposes set out in the Explanatory Memorandum annexed to and forming part of this Notice of Meeting.”

**6. Approve the Proposed Issue of Shares and Options to a Related Party:
Dr. Robert Peach (Non-Executive Director)**

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That, for the purposes of Listing Rule 10.11 of the Listing Rules of the Australian Securities Exchange and all other purposes, the Company be authorised to issue to Dr. Robert Peach (or his nominee) 1,000,000 Shares in the capital of the Company at an issue price of \$0.10 and 500,000 options to acquire Shares in the Company at an exercise price of \$0.15 and an expiry date of 30 Jun 2022 on the terms and for the purposes set out in the Explanatory Memorandum annexed to and forming part of this Notice of Meeting.”

**7. Approve the Proposed Issue of Shares and Options to a Related Party:
Dr. Christian Behrenbruch (Non-Executive Director)**

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That, for the purposes of Listing Rule 10.11 of the Listing Rules of the Australian Securities Exchange and all other purposes, the Company be authorised to issue to Dr. Christian Behrenbruch (or his nominee) 250,000 Shares in the capital of the Company at an issue price of \$0.10 and 125,000 options to acquire Shares in the Company at an exercise price of \$0.15 and an expiry date of 30 Jun 2022 on the terms and for the purposes set out in the Explanatory Memorandum annexed to and forming part of this Notice of Meeting.”

8. Approve a Proposed Issue of Shares and Options: Senior Management

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

“That for the purpose of Listing Rule 7.1 of the Listing Rules of the Australian Securities Exchange and for all other purposes, the Company be authorised to issue 200,000 Shares in the capital of the Company at an issue price of \$0.10 and 100,000 options to acquire Shares in the Company at an exercise price of \$0.15 and an expiry date of 30 Jun 2022 on the terms and for the purposes set out in the Explanatory Memorandum annexed to and forming part of this Notice of Meeting.”

9. Approval for extra 10% Placement Capacity – Special Resolution

To consider and, if thought fit, to pass the following resolution as a special resolution:

“That, for the purposes of Listing Rule 7.1A and all other purposes, Shareholders approve the issue of Shares up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum.”

10. Approval of Employee Share Option Plan Terms and Conditions and the subsequent issue of securities under that Plan

To consider, and if thought fit, to pass the following as an ordinary resolution:

“That for the purposes of Listing Rule 7.2 – Exception 9(b), and for all other purposes, approval is given to the terms and conditions of the Amplia Therapeutics Limited Employee Share Option Plan terms and to the subsequent issue of securities under that plan on the terms and conditions outlined in the attached Explanatory Memorandum.”

VOTING EXCLUSIONS

RESOLUTION 2 – Remuneration Report:

The Company will disregard any votes cast in favour of on Resolution 2:

- by or on behalf of a member of the key management personnel of the Company (KMP) (as defined in Section 9 of the Corporations Act 2001 (Cth)) details of whose remuneration are included in the Remuneration Report; or
- by or on behalf of a closely related party (as defined in Section 9 of the Corporations Act 2001 (Cth)) of a member of the KMP; or
- as a proxy by a member of the KMP or a KMP's closely related party.

However, a vote may be cast by a KMP or closely related party of the KMP if the proxy appointment is in writing and either:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, and the appointment does not specify the way the proxy is to vote on Resolution 2 and expressly authorises the Chairman to exercise the proxy, even though the Resolution is connected directly or indirectly with the remuneration of the KMP for the Company.

Important Notice for Resolution 2: If a shareholder appoints the Chairman of the meeting as the shareholder's proxy and authorises the Chairman to vote undirected proxies on Resolution 2, the Chairman will vote, as proxy for that shareholder, in favour of Resolution 2.

RESOLUTION 4 - Ratify the Allotment of 3,600,000 Shares and 1,800,000 Options

The Company will disregard any votes cast on Resolution 4 by or on behalf of:

- any person who participated in the issue (except a benefit solely by reason of being a holder of securities in the Company); or
- an associate of that person (or those persons).

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 5 – Approve Proposed Allotment of Shares and Options to Related Parties – Dr. Warwick Tong

The Company will disregard any votes cast on Resolution 5 by or on behalf of:

- Dr. Warwick Tong; or
- an associate of Dr. Warwick Tong.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 6 – Approve Proposed Allotment of Shares and Options to Related Parties – Dr. Robert Peach

The Company will disregard any votes cast on Resolution 6 by or on behalf of:

- Dr. Robert Peach; or
- an associate of Dr. Peach.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 7 – Approve Proposed Allotment of Shares and Options to Related Parties – Dr. Christian Behrenbruch

The Company will disregard any votes cast on Resolution 7 by or on behalf of:

- Dr. Christian Behrenbruch; or
- an associate of Dr. Christian Behrenbruch.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 8 – Approve Proposed Allotment of Shares and Options to Senior Management

The Company will disregard any votes cast on Resolution 8 by or on behalf of:

- a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- an associate of that person (or those persons).

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 9 – Approval for extra 10% Placement Capacity

The Company will disregard any votes cast on Resolution 9 by or on behalf of:

- a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- an associate of that person (or those persons).

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 10 – Approval of Employee Share Option Plan Terms and Conditions and the subsequent issue of securities under that Plan

The Company will disregard any votes cast on Resolution 10 by or on behalf of:

- a director of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the entity); or
- an associate of that person (or those persons).

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or

- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Dated at Sydney, on the 12th day of July 2019

By order of the Board
Andrew J. Cooke
Non-Executive Director
Company Secretary



SHAREHOLDERS WHO ARE ENTITLED TO VOTE

In accordance with the Corporations Act 2001 (Cth), the directors have determined that a person's entitlement to vote at the meeting will be the entitlement of that person set out in the register of members as at 7.00pm on 28 August 2019.

2019 ANNUAL REPORT:

The 2019 Annual Report is available on the Company's Website:

www.ampliatx.com

and

www.ampliatx.com/site/news-and-reports/annual-reports

PROXIES:

- Shareholders wishing to appoint a proxy are encouraged to do so electronically by following the steps set out on the Proxy Form attached.
- A shareholder entitled to attend and vote at this meeting is entitled to appoint a proxy or not more than two proxies to attend and vote instead of the shareholder.
- Where two proxies are appointed:
 - (i) a separate Proxy Form, should be used to appoint each proxy;
 - (ii) the Proxy Form may specify the proportion, or the number, of votes that the proxy may exercise, and if it does not do so the proxy may exercise half of the votes.
- A shareholder can appoint any other person to be their proxy. A proxy need not be a shareholder of the Company. The proxy appointed can be described in the Proxy Form by an office held e.g. "the Chair of the Meeting".
- In the case of shareholders who are individuals, the Proxy Form must be signed:
 - (i) if the shares are held by one individual, by that shareholder;
 - (ii) if the shares are held in joint names, by any one of them.
- In the case of shareholders who are companies, the Proxy Form must be signed:
 - (i) if it has a sole director who is also sole secretary, by that director (and stating the fact next to, or under the signature on the Proxy Form);
 - (ii) in the case of any other company by either two directors or a director and secretary.The use of the common seal of the company, in addition to those required signatures, is optional.
- If the person signing the Proxy Form is doing so under a power of attorney, or is an officer of a company outside those referred to above but authorised to sign the Proxy Form, the power of attorney or other authorisation (or a certified copy of it), as well as the Proxy form, must be received by the Company by the time and at the place specified below.
- A Proxy Form accompanies this notice. To be effective, your proxy must be received by the Company no later than 48 hours before the time for the holding of the meeting:
 - (i) by **facsimile** : on 1 800 783 447 (within Australia) or +61 3 9473 2555 (from outside of Australia) ; or
 - (ii) by **mail** :
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia ;
or
 - (iii) **Lodge your vote Online** : www.investorvote.com.au using the Control Number and your SRN/HIN which are provided on the front side of your Proxy Form.
 - (iv) **Custodians**: Intermediary Online subscribers only, cast the shareholder's vote online by visiting www.intermediaryonline.com.

EXPLANATORY STATEMENT

ITEM 1: Financial Report – Year ended 31 March 2019

The Corporations Act 2001 (Cth) requires the Financial Report (which includes the financial statements and the directors' declaration), the Directors' Report and the Auditor's Report to be laid before the AGM. There is no requirement either in the Corporations Act 2001 (Cth) or in the Constitution of the Company for Shareholders to approve the Financial Report, the Directors' Report or the Auditor's Report. Shareholders attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the Financial Report.

This item of business provides shareholders with an opportunity to ask questions concerning or make comments on the Company's financial statements and reports for the year ended 31 March 2019 and the Company's performance generally.

A representative of the Auditor (Grant Thornton) will be attending the AGM.

As a shareholder, you are entitled to submit a written question to the Auditor prior to the AGM provided that the question relates to:

- the content of the Auditor's Report; or
- the conduct of the audit in relation to the Financial Report.

All written questions must be received by the Company no later than 23 August 2019. All questions must be sent to the Company and may not be sent direct to the Auditor. The Company will then forward all questions to the Auditor.

The Auditor will answer written questions submitted prior to the AGM.

The Auditor will also answer questions at the meeting from shareholders relevant to:

- the conduct of the audit;
- the preparation and content of the Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the Auditor in relation to the conduct of the audit.

RESOLUTION 2: Remuneration Report

The Directors' Report for the year ended 31 March 2019 contains a Remuneration Report which sets out the policy on remuneration of the Directors of the Company and specified executives of the Company.

The Corporations Act 2001 (Cth) requires that a resolution be put to the vote that the Remuneration Report be adopted. The Corporations Act 2001 (Cth) expressly provides that the vote is advisory and does not bind the Directors of the Company. However, if at least 25% of the votes cast are against the adoption of the Remuneration Report, the Company's next Remuneration Report must explain the Board's proposed action in response or explain why no action has been taken.

In the following year, if at least 25% of the votes cast on the resolution that the Remuneration Report be adopted are against adoption, shareholders will then vote to determine whether the Directors, excluding the CEO, will need to stand for re-election (a "Spill Resolution"). If more than 50% of the votes cast on the Spill Resolution are in favour, a separate re-election meeting must be held within 90 days.

At the Company's 2018 Annual General Meeting, the votes cast against the Remuneration Report considered at that meeting were less than 25%.

Members attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

The Board recommends that shareholders vote in favour of this resolution.

Subject to the voting exclusions set out in the Notice of AGM, the Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

RESOLUTION 3: Re-election of Mr. Simon Wilkinson as a Director

Simon was the Managing Director and Chief Executive Officer of the Company from 2004 to 2019. He has overseen multiple early stage clinical development programmes in indications as diverse as HIV and progressive multiple sclerosis. While on his watch, the Company has successfully opened two INDs in the U.S. for complex biological products, with both products manufactured in-house compliant with GMP requirements. Prior to his 18 year involvement in biotech, Simon spent 20 years in finance, banking and business management after training as an officer in the Royal New Zealand Navy.

Mr. Wilkinson was appointed as a Director of the Company on 22 November 2004.

Mr. Wilkinson stepped down as Managing Director and Chief Executive Officer on 24 June 2019 and remains on the Board as a Non-Executive Director.

The Board (other than Mr. Wilkinson) recommends that shareholders vote in favour of Mr. Wilkinson's re-election as a Director.

The Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

RESOLUTION 4: Ratify the Allotment of 3,600,000 Shares and 1,800,000 Options

As announced to the ASX on 12 June 2019 the Board of the Company resolved to proceed with a capital raising to raise gross proceeds of up to A\$2.7 million.

The proceeds of the capital raising are to 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.

The capital raising was made up of three components including an "Initial Placement" of 3,600,000 Shares @ \$0.10 per Share to raise \$360,000. Each subscriber to the Initial Placement also receive free attaching Options on a 1 for 2 basis.

The Initial Placement was arranged by Taylor Collison Limited as Lead Manager and was completed on 14 June 2019.

The Initial Placement was made to the following parties:

Subscriber	Number of Shares Issued	Number of Options Issued
Taycol Nominees Pty Ltd	3,400,000	1,700,000
UBS Nominees Pty Ltd	200,000	100,000

ASX Listing Rule 7.1 limits the number of equity securities that a company may issue without member approval to 15% of the issued capital of the company in any 12 month period (subject to certain exceptions).

ASX Listing Rule 7.4 allows an issue of securities to be subsequently approved by shareholders and treated as having been made with approval of shareholders for the purpose of ASX Listing Rule 7.1.

The Company is seeking subsequent shareholder approval for the Initial Placement (being the issue of shares and options referred to above) under ASX Listing Rule 7.4 to refresh the Company's capacity to issue up to 15% of its issued shares, if required, in the next 12 months without the need to obtain shareholder approval.

All of the Shares being the subject of this resolution are ordinary fully paid shares which rank equally with all of the Company's existing ordinary fully paid up shares and are quoted on the ASX. The shares were issued at A\$0.10 per share.

All of the Options being the subject of this resolution have an exercise price of \$0.15 and an expiry date of 30 June 2022. Each option entitles the holder to subscribe for one ordinary share in the Company at a price of A\$0.15. The Options have a grant date of 14 June 2019 and an expiry date of 30 June 2022. The Options were issued to each subscriber under the Initial Placement for free of the basis of 1 option for every 2 shares subscribed for.

The Company will not apply to the ASX for official quotation of the Options but will apply for granting of official quotation of Shares issued pursuant to exercise of the Options. Shares issued on the exercise of the options will rank equally with the then existing issued Shares in the Company.

RESOLUTIONS 5, 6 and 7: Proposed Issue of Shares and Options to Related Parties

Resolutions 5, 6 and 7 relate to the issue of Shares and Options to certain related parties, all being non-executive Directors of the Company, as follows:

Non-Executive Director	Maximum Number of Shares to be Issued	Maximum Number of Options to be Issued
Dr. Warwick Tong	250,000	125,000
Dr. Robert Peach	1,000,000	500,000
Dr. Christian Behrenbruch	250,000	125,000

The Shares and Options referred to above form part of the "Directors and Management Placement referred to in the Company's announcement to the ASX on 12 June 2019 regarding a capital raising to raise gross proceeds of up to A\$2.7 million.

All of the Shares being the subject of this resolution will rank equally with all of the Company's existing ordinary fully paid up shares and are quoted on the ASX. The Shares will be issued at A\$0.10 per share. The Company will apply to the ASX for quotation of the Shares to be issued.

The proceeds from the shares to be issued 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.

Each of the subscribers for Shares will also receive free attaching Options. All of the Options will have an exercise price of \$0.15 and an expiry date of 30 June 2022. Each Option entitles the holder to subscribe for Share in the Company. The Options will be issued to each subscriber for free of the basis of 1 option for every 2 shares subscribed for.

The Company will not apply to the ASX for official quotation of the Options but will apply for granting of official quotation of Shares issued pursuant to exercise of the options. Shares issued on the exercise of the Options will rank equally with the then existing issued Shares in the Company.

ASX Listing Rule 10.11 provides that a Company must not issue or agree to issue equity securities to a related party of the Company, such as a person who is a director of the Company, without the Company first obtaining the approval by ordinary resolution of its shareholders.

The Company is seeking the approval of shareholders under ASX Listing Rule 10.11 to allow the Company to issue Shares and Options to those Directors identified in the table above.

If shareholders approve the issue of the Shares and Options under ASX Listing Rule 10.11 approval is not required under ASX Listing Rule 7.1 so that the shares would not be taken into account in determining whether a future Share issue will result in the 15% cap imposed by Listing Rule 7.1 being exceeded.

The Shares and Options to be issued pursuant to Resolutions 5, 6 and 7 will be issued within one month of the date of the passage of this resolution subject to the Company receiving the required subscription monies for the Shares that are to be issued.

The Directors (excluding Dr. Warwick Tong) recommend that shareholders vote in favour of Resolution 5.

The Directors (excluding Dr. Robert Peach) recommend that shareholders vote in favour of Resolution 6.

The Directors (excluding Dr. Christian Behrenbruch) recommend that shareholders vote in favour of Resolution 7.

RESOLUTION 8: Proposed Issue of Shares and Options: Senior Management

Resolution 8 relates to the issue of Shares and Options to senior management of the Company, as follows:

Senior Executive	Maximum Number of Shares to be Issued	Maximum Number of Options to be Issued
Dr. John Lambert	100,000	50,000
Mr. Jeff Carter	100,000	50,000

The Shares and Options referred to above form part of the Directors and Management Placement referred to in the Company's announcement to the ASX on 12 June 2019 regarding a capital raising to raise gross proceeds of up to A\$2.7 million.

All of the Shares being the subject of this resolution will rank equally with all of the Company's existing Shares and are quoted on the ASX. The Shares will be issued at A\$0.10 per Share. The Company will apply to the ASX for quotation of the Shares to be issued.

The proceeds from the Shares to be issued 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.

Each of the subscribers for Shares will also receive free attaching Options. All of the Options will have an exercise price of \$0.15 and an expiry date of 30 June 2022. Each Option entitles the holder to subscribe for one Share in the Company. The Options will be issued to each subscriber for free of the basis of 1 option for every 2 Shares subscribed for.

The Company will not apply to the ASX for official quotation of the Options but will apply for granting of official quotation of Shares issued pursuant to exercise of the Options. Shares issued on the exercise of the Options will rank equally with the then existing Shares in the Company.

ASX Listing Rule 7.1 limits the number of equity securities that a company may issue without member approval to 15% of the issued capital of the company in any 12 month period (subject to certain exceptions, including where prior shareholder approval is obtained). If the issue of the securities has the prior approval of the shareholders in accordance with the proposed resolution, the issue will not be included in the 15% limit on the Company to raise funds without shareholder approval.

The Company is seeking shareholder approval under ASX Listing Rule 7.1 for the proposed issue of a maximum of 200,000 Shares and 100,000 Options as set out in the table above. If Resolution 8 is approved this number of securities will not be included in the 15% calculation set out in ASX Listing Rule 7.1.

The Shares are expected to be issued shortly after the date of the AGM subject to the Company receiving the required subscription monies for the Shares that are to be issued. However, the issue may occur progressively and in any event will all Shares and Options will be issued within three months of the date of the meeting.

The Directors recommend that shareholders vote in favour of Resolution 8.

RESOLUTION 9 - Approval of Additional 10% Placement Capacity

Background

Listing Rule 7.1A enables eligible entities to issue Shares up to 10% of its issued share capital over a 12 month period after the AGM at which a resolution for the purposes of Listing Rule 7.1A is passed by special resolution (Additional 10% Placement Capacity). The Additional 10% Placement Capacity is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An entity will be eligible to seek approval under Listing Rule 7.1A if:

- (a) the entity has a market capitalisation of \$300 million or less; and
- (b) the entity that is not included in the S&P ASX 300 Index.

As at the date of this Notice the Company is an eligible entity for the purposes of Listing Rule 7.1A.

The number of Shares to be issued under the Additional 10% Placement Capacity will be determined in accordance with the formula set out in Listing Rule 7.1A.2.

Resolution 9 seeks Shareholders' approval to issue additional Shares under the Additional 10% Placement Capacity. The approval of the Additional 10% Placement Capacity provides greater flexibility for the Board to issue shares in the 12-month period following the AGM.

Listing Rule 7.1A

The effect of Resolution 9 will be to permit the Company to issue the Shares under Listing Rule 7.1A during the Additional Placement Period (as defined below) without using the Company's 15% placement capacity under Listing Rule 7.1.

Shares issued under the Additional 10% Placement Capacity must be in the same class as an existing quoted class of Shares of the Company. As at the date of this Notice the Company's Shares are quoted.

At the date of this Notice, the Company had 44,623,303 Shares on issue (A in the formula below) and therefore, subject to Shareholder approval being obtained under Resolution 9, based on current circumstances 4,462,330 Shares will be permitted to be issued in accordance with Listing Rule 7.1A. The number of Shares that may be issued is calculated in accordance with the following formula:

$$(A \times D) - E$$

A is the number of Shares on issue 12 months before the date of issue or agreement:

- (a) plus the number of fully paid Shares issued in the 12 months under an exception in Listing Rule 7.2;
- (b) plus the number of partly paid Shares that became fully paid in the 12 months;
- (c) plus the number of fully paid Shares issued in the 12 months with approval of holders of Shares under Listing Rules 7.1 and 7.4. This does not include an issue of fully paid Shares under the entity's 15% placement capacity without Shareholder approval;
- (d) less the number of fully paid Shares cancelled in the 12 months.

Note that 'A' has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Shares issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue, that are not issued with the approval of Shareholders under Listing Rules 7.1 or 7.4.

Shareholders should note that the calculation of the number of Shares permitted to be issued under the Additional 10% Placement Capacity is a moving calculation and will be based on the formula set out in Listing Rule 7.1A.2 at the time of issue of the Shares.

Shareholders will be kept fully informed of any issue of Shares under the 10% Placement Capacity as the Company will disclose to the market at the time of issue the specific information required by Listing Rule 3.10.5A (such as details of dilution of existing Shareholders) in addition to information required by Listing Rule 7.1A.4, Appendix 3B and any other applicable listing rules. The table below demonstrates various examples as to the number of Shares that may be issued under the Additional 10% Placement Capacity.

Resolution 9 is a special resolution, requiring approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) in order to be passed.

Specific information required by Listing Rule 7.3A

The following information in relation to the Shares proposed to be issued is provided to Shareholders for the purposes of Listing Rule 7.3A:

- (a) The Shares will be issued at an issue price of not less than 75% of the volume weighted average price for the Company's Shares over the 15 Trading Days on which trades in the class were recorded immediately before:
 - (i) the date on which the price at which the Shares are to be issued is agreed; or
 - (ii) if the Shares are not issued within five Trading Days of the date in paragraph (i) above, the date on which the Shares are issued.
- (b) If Resolution 9 is approved by shareholders and the Company issues Shares under the Additional 10% Placement Capacity, shareholders who do not participate (either because they are not invited to participate or because they elect not to participate) in any such issue, will have their existing interest and voting power in the Company diluted. There is also a risk that:
 - (i) the market price for the Company's Shares may be significantly lower on the date of the issue of the Shares than on the date of the AGM;
 - (ii) the Shares may be issued at a price that is at a discount to the market price for the Company's Shares on the issue date; or
 - (iii) the Shares may be issued for non-cash consideration,

which may have an effect on the amount of funds raised by the issue of Shares under the Additional 10% Placement Capacity.

- (c) The table below shows the dilution of existing Shareholders upon the issue of the maximum number of Shares under the Additional 10% Placement Capacity, using different variables for the number of ordinary securities for variable 'A' (as defined in Listing Rule 7.1A) and the market price of Shares. It is noted that variable 'A' is based on the number of ordinary securities the Company has on issue at the time of the proposed issue of Shares.

The table shows:

- (i) examples of where variable 'A' is at its current level, and where variable 'A' has increased by 50% and by 100%;
- (ii) examples of where the issue price of ordinary securities is the current market price as at close of trade on 8 July 2019, being \$0.095, (current market price), where the issue price is halved, and where it is doubled; and
- (iii) that the dilutionary effect will always be 10% if the maximum number of Shares that may be issued under the Additional 10% Placement Capacity are issued.

Variable 'A'	Number of Shares issued and funds raised under the Additional 10% Placement Capacity and dilution effect	Dilution		
		\$0.0475 Issue Price at half the current market price	\$0.095 Issue Price at current market price	\$0.19 Issue Price at double the current market price
Current Variable 'A' 44,623,303 Shares	Shares issued	4,462,330	4,462,330	4,462,330
	Funds raised	\$211,961	\$423,921	\$847,843
	Dilution	10%	10%	10%
50% increase in Current Variable 'A' 66,934,955 Shares	Shares issued	6,693,495	6,693,495	6,693,495
	Funds raised	\$317,941	\$635,882	\$1,271,764
	Dilution	10%	10%	10%
100% increase in Current variable 'A' 89,246,606	Shares issued	8,924,660	8,924,660	8,924,660
	Funds raised	\$423,921	\$847,843	\$1,695,685
	Dilution	10%	10%	10%

Note: The table above assumes:

- (a) No Shares are issued before the date of issue of the Shares. If further Shares are issued and Shareholders do not participate in the issue, their ownership and voting power in the Company will be further diluted.
- (b) The issue of Shares under the Additional 10% Placement Capacity consists only of Shares.
- (d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Additional 10% Placement Capacity, based on that Shareholder's holding at the date of the AGM.

The table shows only the effect of issues of Shares under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

Approval of the Additional 10% Placement Capacity will be valid during the period (Additional Placement Period) from the date of the AGM and will expire on the earlier of:

- (i) the date that is 12 months after the date of the AGM; and

- (ii) the date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

The Company may seek to issue the Shares for the following purposes:

- (i) If Shares are issued for cash consideration: to fund the costs associated with a Phase 1 trial of drug candidate AMP945 in healthy volunteers, costs associated with positioning AMP945 for an Investigational New Drug application in the U.S., and general working capital;
- (ii) If Shares are issued for non-cash consideration: for a potential business or product acquisition or in lieu of cash payments for services, equipment or product. If Shares are issued for non-cash consideration, the Company will comply with the minimum issue price limitation under Listing Rule 7.1A.3 in relation to such issue and will provide a valuation of the non-cash consideration to the market.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.3 and 3.10.5A upon issue of any Shares.

The identity of the persons to whom Shares will be issued is not yet known and will be determined on a case by case basis having regard to market conditions at the time of the proposed issue of Shares, including consideration of matters including, but not limited to:

- (i) the ability of the Company to raise funds at the time of the proposed issue of Shares and whether the raising of any funds under such placement could be carried out by means of an entitlements offer, or a placement and an entitlements offer;
- (ii) the dilutionary effect of the proposed issue of the Shares on existing shareholders at the time of proposed issued of Shares;
- (iii) the financial situation of the Company; and
- (iv) advice from its professional advisers, including corporate, financial and broking advisers (if applicable).

The persons to whom Shares will be issued under the Additional 10% Placement Capacity have not been determined as at the date of this Notice, but will not include related parties (or their associates) of the Company.

The Company has not previously obtained approval under Listing Rule 7.1A or previously issued Shares pursuant to Listing Rule 7.1A.

A voting exclusion statement is included in the Notice of Meeting. The Company has not approached, and has not yet determined to approach, any particular existing security holders or an identifiable class of existing security holders to participate in an offer under the Additional 10% Placement Capacity, therefore no existing security holders' votes would be excluded under the voting exclusion statement included in this Notice.

Directors' Recommendation

The Directors of the Company believe that Resolution 9 in in the best interests of the Company and unanimously recommend that Shareholders vote to in favour of Resolution 9.

RESOLUTION 10: Approval of Employee Share Option Plan Terms and Conditions and the subsequent issue of securities under that Plan

This item of business deals with an approval, for the purposes of ASX Listing Rule 7.2 – *Exception 9(b)*, to the issue of securities under the Company's Employee Share Option Plan.

The Employee Share Option Plan was originally approved by the Board of Directors on 12 November 2013 prior to the Company's initial public offer and listing on the Australian Securities Exchange in December 2013. The Employee Share Option Plan has not

previously been approved by shareholders pursuant to ASX Listing Rule 7.2 – *Exception 9(b)* or for any other purpose.

The terms of the Company's Employee Share Option Plan, including general terms of Options issued pursuant to it are summarised below.

(a) **Eligibility**

The Remuneration Committee may offer Options (including Incentive Stock Options) to any person who is employed by, or is a director, officer, executive or engaged as a consultant of the Company or any related body corporate of the Company and whom the Remuneration Committee determines is eligible to participate in the Employee Share Option Plan (**Eligible Employee**).

(b) **Offer and Option Agreement**

On making an offer of Options to an Eligible Employee, the Company must provide the Eligible Employee with an Option agreement (**Option Agreement**), which for the purposes of acceptance, must be signed and returned to the Company within 5 Business Days.

(c) **Consideration**

The consideration payable for the grant of Options under the Employee Share Option Plan is nil.

(d) **Exercise price**

The exercise price of Options granted under the Employee Share Option Plan shall be determined by the Remuneration Committee, but shall not be less than the price of Shares at the date of grant of the Options.

(e) **Expiry of Options**

Options will expire at 5:00pm on the expiry date set out in the relevant Option Agreement (**Expiry Date**). Any Options not exercised by the Expiry Date automatically lapse.

(f) **Exercise conditions**

When granting the Options, the Remuneration Committee may impose such conditions on the exercise of the Options as it considers fit.

(g) **Exercise of Options**

Subject to the satisfaction of any exercise conditions, and provided the exercise of Options would not result in breach of applicable laws, the Options may be exercised during any period and on any terms specified in the Option Agreement, in whole or in part by lodging the following with the Company Secretary:

- (i) the certificate for the Options (if any);
- (ii) duly completed and signed exercise notice; and
- (iii) the subscription money for the relevant Shares, being the number of Options specified in the exercise notice multiplied by the exercise price.

(h) **Options not transferable**

Options awarded under an Option Agreement are not transferable otherwise than by will or the laws of intestacy and may be exercised during the Optionholder's lifetime only by the Optionholder. If the Optionholder dies, his or her legal representative shall stand in his or her place for the purposes of exercising Options, subject only to prior production to the Company of such evidence as would be required to permit the legal personal representative to become registered as a Shareholder.

(i) **Quotation of Shares issued upon exercise of Options**

After Shares have been allotted on exercise of Options, the Company will promptly make application to ASX for official quotation of the Shares on ASX.

(j) **Cancellation of Options**

Notwithstanding any provision of the Employee Share Option Plan, the Remuneration Committee may cancel an Option if, at any time, an Eligible Employee is in breach of any term and condition of employment of that Eligible Employee.

(k) **Bonus issues and new issues**

The Options do not confer any rights to participate in either a bonus issue, or new issue, of Shares by the Company.

(l) **Equal ranking**

Any Shares allotted pursuant to an exercise of Options shall rank parri passu in all respects with other Shares on issue at the date of allotment.

(m) **Forfeiture of Options and Shares**

An Eligible Employee will forfeit any right or interest in outstanding Options under the Option Plan to the Company if:

- (i) he or she ceases to be an Eligible Employee at a time when the Eligible Employee is not entitled to exercise such outstanding Options; or
- (ii) in the opinion of the Remuneration Committee, the Eligible Employee has:
 - (A) been dismissed with cause;
 - (B) committed an act of fraud, defalcation, or gross misconduct in relation to the affairs of the Company, or any related body corporate,

and the Remuneration Committee directs that such outstanding Options be forfeited.

An Eligible Employee will automatically forfeit any Shares that the Eligible Employee has acquired pursuant to an Option Agreement between the Company and the Eligible Employee if in the opinion of the Remuneration Committee, the Eligible Employee has:

- (i) been dismissed with cause;
- (ii) committed an act of fraud, defalcation, or gross misconduct in relation to the affairs of the Company, or any related body corporate,

and the Remuneration Committee directs that such outstanding Options be forfeited.

In relation to forfeited Shares, the Company must pay the Eligible Employee, for each forfeited Share, an amount equal to the lesser of:

- (i) the exercise price per Share; or
- (ii) the Share price at the date of forfeiture, as determined by the auditor of the Company.

(n) **Recapitalisation and reorganisation**

The terms upon which Options will be granted will not prevent the Options from being reorganised as required by the ASX Listing Rules on the reorganisation of the capital of the Company.

The Company must give notice to an Optionholder of any adjustment to the number of Shares to which the Optionholder is entitled to subscribe for, or be issued, on the exercise of an Option or the exercise price per Option.

(o) **Restrictions in dealing in Shares**

There may be restrictions placed on the Eligible Employee in dealing with any Shares acquired under the Employee Share Option Plan. Any such restrictions will be contained in the Option Agreement.

(p) **Administration and amendment**

The Remuneration Committee will administer the Employee Share Option Plan and has the power to:

- (i) determine procedures from time to time for administration of the Employee Share Option Plan;
- (ii) amend or modify the terms or conditions of the Employee Share Option Plan;
- (iii) resolve conclusively all questions of fact or interpretation arising in connection with the Employee Share Option Plan; and
- (iv) delegate the exercise of its powers or discretions arising under the Employee Share Option Plan.

(q) **Shares the subject of the Employee Share Option Plan**

The total number of Shares that shall be reserved for issuance under the Employee Share Option Plan and any other employee share scheme in the Company shall not exceed 10% of the diluted ordinary share capital of the Company as at the date of issue of the relevant Options under the Employee Share Option Plan.

(r) **No assignment of Options**

Options may not be assigned, transferred or encumbered in any way by an Optionholder. Any such assignment, transfer or encumbrance shall cause an Option to lapse immediately. However, this shall not prevent the exercise of Options by the estate of a deceased Optionholder, in accordance with the Employee Share Option Plan.

Directors' Recommendation

The Directors of the Company believe that Resolution 10 is in the best interests of the Company and unanimously recommend that Shareholders vote to in favour of Resolution 10.

GLOSSARY

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

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.

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 are subject to Shareholder approval at the AGM.

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.

Option means an option to subscribe for a Share

Plan means the Company's Employee Share Option Plan as approved by the Board of Directors on 12 November 2013.

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.

Lodge your vote:

 **Online:**
www.investorvote.com.au

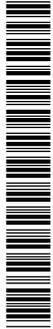
 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

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For all enquiries call:
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(outside Australia) +61 3 9415 4000

ATX
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Proxy Form

XX



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

 **For your vote to be effective it must be received by 2.00 pm (AEST) on Wednesday 28 August 2019**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Amplia Therapeutics Limited hereby appoint

the Chairman of the Meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Amplia Therapeutics Limited to be held at Grant Thornton, Collins Square, Level 22, Tower 5, 727 Collins Street, Melbourne VIC 3008 on Friday, 30 August 2019 at 2.00 pm (AEST) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 2, 5, 6 and 7 (except where I/we have indicated a different voting intention below) even though Items 2, 5, 6 and 7 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 2, 5, 6 and 7 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-elect Mr. Simon Wilkinson as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratify the Allotment of 3,600,000 Shares and 1,800,000 Options (Initial Placement)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approve the Proposed Issue of Shares and Options to Dr. Warwick Tonkin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approve the Proposed Issue of Shares and Options to Dr. Robert Peach	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approve the Proposed Issue of Shares and Options to Dr. Christian Behrenbruch	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Approve a Proposed Issue of Shares and Options: Senior Management	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Approval for extra 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 Approval of Employee Share Option Plan Terms and Conditions and the subsequent issue of securities under that Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /

ATX

999999A

Computershare +