

ASX RELEASE

19 November 2021

Notice of Extraordinary General Meeting

Amplia Therapeutics Limited (ASX: ATX) (“Amplia” or the “Company”) will be despatching a Notice of Meeting today for an Extraordinary General Meeting to be held in Melbourne on Friday 17 December 2021.

This ASX announcement is authorised for release by the Company Secretary.

- End -

For Further Information

Dr. John Lambert
CEO and Managing Director
john@ampliatx.com
www.ampliatx.com

About Amplia Therapeutics Limited

Amplia Therapeutics Limited is an Australian pharmaceutical company advancing a pipeline of Focal Adhesion Kinase (FAK) inhibitors for cancer and fibrosis. FAK is an increasingly important target in the field of cancer immunology and Amplia has a particular development focus in pancreatic and ovarian cancer. FAK also plays a significant role in a number of chronic diseases, such as idiopathic pulmonary fibrosis (IPF).

Amplia Therapeutics Limited

Notice of Extraordinary General Meeting and Explanatory Statement

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

This Notice of Meeting and the accompanying Explanatory Memorandum should be read in their entirety.

If, as a shareholder, you are in doubt as to the course you should follow, please consult your financial or professional adviser prior to voting.

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is given that an extraordinary general meeting (**EGM** or **Meeting**) of Amplia Therapeutics Limited (the **Company**) will be held at Grant Thornton, Collins Square, Level 22, Tower 5, 727 Collins Street, Melbourne Victoria Australia at 2.00pm AEDT on Friday 17 December 2021.

IMPORTANT INFORMATION ABOUT THE MEETING

Physical attendance at the Meeting will be subject to prevailing COVID-19 restrictions and anyone attending in person may be required to register to attend or to wear a mask at all times. In addition, please note as follows:

1. There will be no refreshments served at the Meeting.
2. Any presentations made by the Chairman or Managing Director will be lodged with the ASX prior to the meeting.
3. All Resolutions will be determined by a poll.
4. **Shareholders are encouraged to vote by submitting their proxy prior to the Meeting as set out in more detail in the attached Notice of Meeting and Proxy Form.**
5. Questions for the Board of Directors can be e-mailed to info@ampliatx.com and must be received by no later than 5.00pm on 10 December 2021. The Chairman or Managing Director will endeavour to present answers to these questions to the Meeting. In the alternative the Company Secretary will respond directly to your questions by email.

ITEMS OF BUSINESS

1. Ratification of prior issue of Placement Shares under the Placement

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

'That the issue of 30,090,000 Placement Shares to various sophisticated and professional investors under the Placement, details of which are set out in the Explanatory Statement, is approved under and for the purposes of Listing Rule 7.4 and for all other purposes.'

2. Approval of proposed issue of Placement Options under the Placement

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

'That the proposed issue of 10,030,000 Placement Options to various sophisticated and professional investors under the Placement, details of which are set out in the Explanatory Statement, is approved under and for the purposes of Listing Rule 7.1 and for all other purposes.'

3. Approval of proposed issue of the Lead Manager Options in connection with the Placement

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

'That the proposed issue of 2,500,000 Lead Manager Options to the Lead Manager, details of which are set out in the Explanatory Statement, is approved under and for the purposes of Listing Rule 7.1 and for all other purposes.'

VOTING EXCLUSIONS

The Company will disregard any votes cast in favour of a resolution (as set out in the table below) by or on behalf of:

- the named person or class of persons excluded from voting (as set out in the table below); or
- an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution	The named person or class of persons excluded from voting
1. Ratification of prior issue of Placement Shares under the Placement	Any person who participated in the Placement, 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 Company) including the Lead Manager and its nominee(s), and any of their Associates.

Resolution	The named person or class of persons excluded from voting
2. Approval of proposed issue of Placement Options under the Placement	Any person who participated in the Placement, 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 Company) including the Lead Manager and its nominee(s), and any of their Associates.
3. Approval of proposed issue of the Lead Manager Options in connection with the Placement	The Lead Manager and its nominee(s) and any of their Associates.

Dated at Sydney, on the 16th day of November 2021.



By order of the Board
Andrew J. Cooke
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 Wednesday 15 December 2021.

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) **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.
 - (ii) 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
 - (iv) **Custodians**: Intermediary Online subscribers only, cast the shareholder's vote online by visiting www.intermediaryonline.com.

EXPLANATORY STATEMENT

1. RESOLUTION 1: Ratification of prior issue of Placement Shares under the Placement

1.1 Background to Resolutions 1, 2 and 3

On 8 November 2021, the Company announced a capital raising to new and existing institutional and sophisticated investors to raise approximately \$12.4m before costs (the **Capital Raising**) consisting of:

- (a) a placement (the **Placement**) of 30,090,000 new fully paid ordinary Shares (the **Placement Shares**) at the offer price of \$0.18 per Share (the **Offer Price**) which was made within the Company's placement capacity under both ASX Listing Rules 7.1 and 7.1A to raise \$5,416,200 before costs; and
- (b) a fully underwritten pro rata, non-renounceable entitlement offer of one new fully paid ordinary Share for every 4 Shares held by Eligible Shareholders at 7:00pm (Melbourne time) on Tuesday 16 November 2021 at the Offer Price of \$0.18 per Share involving the issue of 38,727,835 new Shares (the **Entitlement Offer**) to raise \$6,971,010 before costs.

The Company also issued a prospectus on 8 November 2021 (the **Prospectus**) outlining the terms of the Capital Raise in detail.

The proceeds from the Capital Raising will be used to fund the first stage of a Phase 2 clinical trial for AMP945, manufacturing and further pre-clinical studies as well as providing the Company with additional working capital.

The Capital Raising is being lead-managed by Taylor Collison Limited (the **Lead Manager**) and the Entitlement Offer is being underwritten by the Lead Manager.

In addition, for every three new Shares that are issued pursuant to the Entitlement Offer and Placement, participants in the capital raising will be offered one new free attaching Option for nil cash consideration. It is proposed that 10,030,000 Options would be issued in connection with the Placement (the **Placement Options**) and 12,909,278 Options would be issued in connection with the Entitlement Offer (the **Entitlement Offer Options**). A summary of the terms and conditions of these Options appears in Schedule 1.

It is proposed that a further 2,500,000 Options (the **Lead Manager Options**) would be issued to the Lead Manager as partial consideration for the conduct of the Capital Raising, with those Options being on the same terms and conditions as the Placement Options and Entitlement Offer Options.

Each Option issued under the Entitlement Offer, the Placement and to the Lead Manager entitle the holder to subscribe for one Share and will have an exercise price of \$0.28 and an expiry date of 31 December 2023. The Company will apply for the Options to be quoted on ASX.

The issue of the Placement Options and Lead Manager Options are conditional on Shareholder approval which is sought under Resolutions 2 and 3 respectively.

The issue of Shares and Entitlement Offer Options under the Entitlement Offer falls within exceptions to Listing Rule 7.1 provided by Listing Rule 7.2 and so are not subject to Shareholder approval.

The issue of the Placement Shares took place without Shareholder approval under the Company's placement capacity under both ASX Listing Rules 7.1 and 7.1A. Shareholder approval of the issue of the Placement Shares is sought under Listing Rule 7.4 under Resolution 1.

Any funds raised from the exercise of Options will be directed towards the Company's trial program and working capital.

1.2 ASX Listing Rules 7.1, 7.1A and 7.4

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% for the 12 months following that meeting. The Company obtained approval under Listing Rule 7.1A to increase its 15% limit by an extra 10% to 25% at its most recent Annual General Meeting on 27 August 2021 (the **10% Placement Facility**).

The issue of the Placement Shares does not fit within any of the exceptions and, as it has not yet been approved by the Company's Shareholders, it effectively uses up the 15% limit in Listing Rule 7.1 and part of the 10% limit in Listing Rule 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue. The issue of the Placement Shares did not breach Listing Rule 7.1.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made where the issue did not breach Listing Rule 7.1. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule or Listing Rule 7.1A.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1 and Listing Rule 7.1A. To this end, Resolution 1 seeks Shareholder approval of the issue of the Placement Shares under and for the purposes of Listing Rule 7.4.

If Resolution 1 is passed, the issue of the Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 (as extended to 25% under the 10% Placement Facility), effectively increasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the date of the issue.

If Resolution 1 is not passed, the issue of the Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1 (as extended to 25% under the 10% Placement Facility), effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the date of the issue.

1.3 Information provided in accordance with Listing Rule 7.5

For the purpose of Resolution 1, the following information is provided in relation to the issue of the Shares under the Placement in accordance with Listing Rule 7.5:

- (a) The number of Placement Shares issued under Listing Rule 7.1 in connection with the Placement was 18,589,835 Shares. The number of Placement Shares issued under Listing Rule 7.1A in connection with the Placement was 11,500,165 Shares.
- (b) The price at which Placement Shares were issued under the Placement was the Offer Price of A\$0.18 per Share.
- (c) The Placement Shares issued under the Placement are fully paid ordinary shares and rank equally in all respects with the Company's other Shares on issue.

- (d) The allottees of the Placement Shares were sophisticated and institutional investors who were invited to participate in the Placement bookbuild by agreement between the Company and the Lead Manager. The allottees of the Placement Shares included the following substantial holders: Platinum Investment Management Limited and Blueflag Holdings Pty Limited. None of the allottees of the Placement Shares were parties to whom Listing Rule 10.11 would apply.
- (e) Placement Shares issued under the Placement were issued on 12 November 2021.
- (f) The proceeds from the Capital Raising (and so the Placement) will be used to fund the first stage of a Phase 2 clinical trial for AMP945, manufacturing and further pre-clinical studies as well as providing the Company with additional working capital.
- (g) A voting exclusion statement in relation to Resolution 1 is included in the Notice.

1.4 Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

The Chairman intends to vote undirected proxies in favour of Resolution 1.

RESOLUTION 2: Approval of proposed issue of Placement Options under the Placement

2.1 Background to Resolution 2

The background to Resolution 2 is set out in Section 1.1 above.

Resolution 2 seeks Shareholder Approval for the proposed issue of Placement Options.

2.2 ASX Listing Rules 7.1, 7.1A and 7.4

See Section 1.2 above for a summary of the operation of Listing Rules 7.1, 7.1A and 7.4.

The proposed issue of the Placement Options does not fit within any of the exceptions to Listing Rules 7.1 and 7.1A. It therefore requires the approval of Shareholders under Listing Rule 7.1.

Resolution 2 seeks the required Shareholder approval for the proposed issue of Placement Options under and for the purposes of Listing Rule 7.1

If Resolution 2 is passed, the Company will be able to proceed with the issue of Placement Options without using up any of the Company's 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1 (as extended to 25% under the 10% Placement Facility provided for in Listing Rule 7.1A).

If Resolution 2 is not passed, the proposed issue of Placement Options will not proceed.

2.3 Information provided in accordance with Listing Rule 7.3

For the purpose of Resolution 2, the following information is provided in relation to the proposed issue of Placement Options in accordance with Listing Rule 7.3:

- (a) If approved by Shareholders, the Placement Options will be issued to sophisticated and institutional investors who were invited to participate in the Placement bookbuild by agreement between the Company and the Lead Managers. The allottees of the Placement Options is expected to include the following substantial holders: Platinum Investment Management Limited and Blueflag Holdings Pty Limited. None of the allottees of the Placement Options were parties to whom Listing Rule 10.11 would apply.

- (b) The number of Placement Options proposed to be issued in connection with the Placement is 10,030,000 Options.
- (c) Each Option is exercisable at a price of \$0.28 each at any time from the date of issue of the Options up to their expiry on 31 December 2023 (inclusive), but not thereafter.
- (d) If approved by Shareholders, Placement Options will be issued on the terms and conditions set out in Schedule 1 and the Company will apply for the Options to be quoted on the Australian Securities Exchange.
- (e) Each Option entitles the holder to subscribe for one Share. Any Shares issued as a result of exercising an Option will be issued on the same terms and rank in all respects on equal terms, with existing Shares.
- (f) If approved by Shareholders, it is anticipated that Placement Options will be issued on 20 December 2021, and in any event within 3 months of the date of the Meeting.
- (g) The issue price of Placement Options will be nil as they will be issued free attaching to the Placement Shares on a 1 Placement Option for every 3 Placement Shares basis.
- (h) The purpose of the issue of Placement Options is as a condition of the offer terms of the Placement (the purpose of which is discussed in Section 1.3 above. No funds will be directly raised from the issue of Placement Options.
- (i) A voting exclusion statement in relation to Resolution 2 is included in the Notice.

2.4 Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2.

The Chairman intends to vote undirected proxies in favour of Resolution 2.

RESOLUTION 3: Approval of proposed issue of the Lead Manager Options in connection with the Placement

3.1 Background to Resolution 3

The background to Resolution 3 is set out in Section 1.1 above.

Resolution 3 seeks Shareholder Approval for the proposed issue of the Lead Manager Options.

3.2 ASX Listing Rules 7.1, 7.1A and 7.4

See Section 1.2 above for a summary of the operation of Listing Rules 7.1, 7.1A and 7.4.

The proposed issue of the Lead Manager Options does not fit within any of the exceptions to Listing Rules 7.1 and 7.1A. It therefore requires the approval of Shareholders under Listing Rule 7.1.

Resolution 3 seeks the required Shareholder approval to the proposed issue of the Lead Manager Options under and for the purposes of Listing Rule 7.1

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Lead Manager Options without using up any of the Company's 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1 (as extended to 25% under the 10% Placement Facility provided for in Listing Rule 7.1A).

If Resolution 3 is not passed, the proposed issue of the Lead Manager Options will not proceed.

Information provided in accordance with Listing Rule 7.3

For the purpose of Resolution 3, the following information is provided in relation to the proposed issue of the Lead Manager Options in accordance with Listing Rule 7.3:

- (a) If approved by Shareholders, the Lead Manager Options will be issued to the Lead Manager, namely Taylor Collison Limited, or their nominee(s).
- (b) The number of Lead Manager Options proposed to be issued in connection with the Placement is 2,500,000 Options.
- (c) Each Option is exercisable at a price of \$0.28 each at any time from the date of issue of the Options up to their expiry on 31 December 2023 (inclusive), but not thereafter.
- (d) If approved by Shareholders, the Lead Manager Options will be issued on the terms and conditions set out in Schedule 1 and the Company will apply for the Options to be quoted on the Australian Securities Exchange.
- (e) Each Option entitles the holder to subscribe for one Share. Any Shares issued as a result of exercising an Option will be issued on the same terms and rank in all respects on equal terms, with existing Shares.
- (f) If approved by Shareholders, it is anticipated that the Lead Manager Options will be issued on 20 December 2021, and in any event within 3 months of the date of the Meeting.
- (g) The issue price of the Lead Manager Options will be nil as the purpose of the proposed issue is as partial consideration for services provided by the Lead Manager in connection with the Capital Raising.
- (h) No funds will be raised from the issue of the Lead Manager Options.
- (i) The material terms of the agreement between the Company and the Lead Manager, under which the Lead Manager Options are to be issued, are summarised in Schedule 2.
- (j) A voting exclusion statement in relation to Resolution 3 is included in the Notice

Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

The Chairman intends to vote undirected proxies in favour of Resolution 3.

GLOSSARY

10% Placement Facility has the meaning given to that term in Section 1.2.

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

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 has the meaning given to that term in Section 1.1.

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

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

EGM or **Meeting** means this extraordinary general meeting of Shareholders, to be held on 17 December 2021.

Director means a director of the Company.

Entitlement Offer has the meaning given to that term in Section 1.1.

Entitlement Offer Options has the meaning given to that term in Section 1.1.

Lead Manager has the meaning given to that term in Section 1.1.

Lead Manager Options has the meaning given to that term in Section 1.1.

Offer Price has the meaning given to that term in Section 1.1.

Options means the Entitlement Offer Options, the Lead Manager Options and/or Placement Options as the context requires.

Placement has the meaning given to that term in Section 1.1.

Placement Options has the meaning given to that term in Section 1.1.

Placement Shares has the meaning given to that term in Section 1.1.

Prospectus has the meaning given to that term in Section 1.1.

Section means a section of the Explanatory Statement.

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.

SCHEDULE 1 – OPTION TERMS

The Entitlement Options will be issued and the Placement Options and Lead Manager Options are proposed to be issued on the following terms and conditions:

- (a) Each Option is exercisable at a price of \$0.28 each at any time from the date of issue of the Options up to their expiry on 31 December 2023 (inclusive) (**Option Exercise Period**), but not thereafter.
- (b) Each Option entitles the holder to subscribe for one Share. Any Shares issued as a result of exercising an Option will be issued on the same terms and rank in all respects on equal terms, with existing Shares.
- (c) The Company will apply for the Options to be quoted on the Australian Securities Exchange.
- (d) The Company must give or cause to be given to each Option holder a holding statement or confirmation notice stating:
 - (i) the number of Options issued to the Option holder;
 - (ii) the exercise price of the Options; and
 - (iii) the date of issue of the Options and the Option Exercise Period.
- (e) The Company will maintain a register of holders of Options in accordance with section 168(1)(b) of the *Corporations Act 2001* (Cth).
- (f) The Options are freely transferable, subject to registration of the transfer by the Company.
- (g) For such time as the Company is listed, the official listing rules of ASX (Listing Rules) will apply to the Options.
- (h) Options do not carry any dividend entitlement until they are exercised. Subject to the Constitution, Shares issued on exercise of Options will rank equally with all other issued Shares from the date they are issued by the Company.
- (i) An Option holder is not entitled to participate in any new issue of securities to existing Shareholders of the Company unless the Option holder has exercised its Options before the record date for determining entitlements to the new issue of securities and participates as a result of holding Shares.
- (j) If the Company is listed on ASX, the Company must give the Option holder, if required to do so by the Listing Rules, notice of:
 - (i) the proposed terms of the issue or offer proposed under paragraph (i); and
 - (ii) the right to exercise the Option holder's Options under paragraph (i).
- (k) 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 an Option before the record date for determining entitlements to the issue, then the number of underlying Shares over which the Option is exercisable is increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for determining entitlements to the issue, in accordance with the Listing Rules.
- (l) 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 Option

before the record date for determining entitlements to the issue, the Company may elect to reduce the exercise price of each Option in accordance with the Listing Rules.

- (m) If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the Option holder (including the number of Options to which each Option holder is entitled and the exercise price) is changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
- (n) Any calculations or adjustments which are required to be made under these Option Terms of Issue will be made by the Board and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Option holder.
- (o) The Company must within a reasonable period give to each Option holder notice of any change under paragraphs (k) to (m) (inclusive) to the exercise price of any Options held by an Option holder or the number of Shares for which the Option holder is entitled to subscribe on exercise of the Options.
- (p) When exercising Options, an Option holder must give the Company or its share registry a Notice of Exercise of Options Form (in a form approved by the Company, with the parties acknowledging that the Notice of Exercise of Options Form may be delivered by the Option holder to the Company by email), together with payment of the exercise monies payable to the Company in connection with the Options being exercised and, if one was issued, the Option holder certificate.
- (q) The Options are exercisable on any day other than a Saturday, Sunday public holiday or any other day that ASX declares is not a business day (**Business Day**) during the Option Exercise Period.
- (r) An Option holder must only exercise a minimum of 50,000 Options, and thereafter in multiples of 10,000, unless an Option holder exercises all of its Options.
- (s) If an Option holder exercises less than the total number of its Options, the Company must issue the Option holder a new holding statement for the remaining number of Options held by the Option holder.
- (t) 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 paragraph (p) and (q). The Company shall within 10 Business Days after the receipt of such Notice and cleared funds, issue Shares in respect of the Options exercised and dispatch a holding statement to the holder in respect of the Shares so issued.
- (u) The Company will apply to ASX for official quotation of the Shares issued on exercise of the Options on the date of issue of such Shares.
- (v) If required by the Listing Rules to do so, the Company will advise an Option holder at least 20 Business Days before the impending expiry of their 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 Listing Rules then prescribe, so as to enable holders to determine whether or not to exercise their Options during the Option Exercise Period.
- (w) These Option Terms of Issue and the rights and obligations of Option holders are governed by the laws of Victoria. Each Option holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Victoria and the Federal Court of Australia and any courts that may hear appeals from those courts about any proceedings in connection with these Options.

SCHEDULE 2 – SUMMARY OF MATERIAL TERMS OF AGREEMENT BETWEEN THE COMPANY AND THE LEAD MANAGER

The Lead Manager has agreed to lead manage the Placement and Entitlement Offer and fully underwrite the Entitlement Offer on the terms set out in Offer Management and Underwriting Agreement between the Company and the Lead Manager dated 5 November 2021 (the **Offer Management and Underwriting Agreement**).

In consideration for its services to the Company, the Lead Manager will receive a fee of 6.0% of the cash proceeds raised under the Placement and the Entitlement Offer on settlement of each.

In addition, on completion of the Capital Raising the Company must grant to the Lead Manager (or nominee) an option fee comprising 2,500,000 Options (being options with the same terms as the Entitlement Options and Placement Options).

The obligations of the Lead Manager to underwrite the Entitlement Offer pursuant to the Offer Management and Underwriting Agreement are conditional on the satisfaction or waiver of standard conditions precedent, including:

- (a) delivery of certain deliverables relating to the due diligence process for the Offers; and
- (b) lodgement of various documents with ASX in accordance with the timetable set out in the Prospectus (the **Timetable**); and
- (c) settlement of the Placement and quotation of the Placement Shares in accordance with the Timetable (i.e. by 12 November 2021).

The obligations of the Lead Manager to underwrite the Entitlement Offer are also subject to certain events of termination. The Lead Manager may terminate its obligations under the Offer Management and Underwriting Agreement by notice to the Company, at any time before the Settlement Date, where:

- (a) the cleansing notice to be issued in connection with the Placement is defective;
- (b) a certificate required to be furnished under the Offer Management and Underwriting Agreement is untrue, incorrect or misleading in any material respect;
- (c) quotation of the Placement Shares is not granted in accordance with the Timetable (i.e. by 12 November 2021);
- (d) the Company withdraws the Capital Raising or the Prospectus;
- (e) any circumstance arises which requires the Company to repay application money received from applicants or offering applications an opportunity to withdraw their application money;
- (f) any person (other than the Lead Manager) withdraws their consent to the issue of the Prospectus or the inclusion of their name in the Prospectus;
- (g) the Company is required to lodge a supplementary prospectus in accordance with section 719 of the Corporations Act;
- (h) an application is made by ASIC for an order under Part 9.5 of the Corporations Act in relation to the Capital Raising or any of the Capital Raising materials or ASIC commences, or gives notice of an intention to hold, any investigation or hearing under Part 3 of the ASIC Act in relation to the Capital Raising or any of the Capital Raising materials or prosecutes or commences proceedings against, or gives

- notice of an intention to prosecute or commence proceedings against, the Company;
- (i) the Company is or will be prevented from conducting or completing the Offer by ASIC, ASX or in accordance with the Listing Rules, any applicable laws or an order of a court of competent jurisdiction;
 - (j) an event of insolvency occurs;
 - (k) the ASX/S&P 200 Index falls to a level that is 12.5% or more below its level at market close on the business day immediately preceding the Prospectus date and is at or below that level:
 - (i) at the close of trading for 2 consecutive business days during any time after the Prospectus date until the Entitlement Offer settlement date; or
 - (ii) on the business day immediately prior to the Entitlement Offer Settlement Date;
 - (l) a statement contained in the Capital Raising materials is false, misleading or deceptive in any material respect (including by omission);
 - (m) the Company withdraws any of the Capital Raising materials;
 - (n) the Company defaults in the performance of its obligations under the Offer Management and Underwriting Agreement;
 - (o) a certificate which is required to be furnished by the Company under the Offer Management and Underwriting Agreement is not furnished when required;
 - (p) a representation or warranty on the part of the Company is not true or correct;
 - (q) any adverse change occurs in the assets, liabilities, financial position or performance, profits, losses or prospects of the Company group from the circumstances existing as at the date of the Offer Management and Underwriting Agreement;
 - (r) the Company contravenes the Corporations Act, its Constitution or the Listing Rules;
 - (s) any event specified in the Timetable is delayed for more than 3 business days without the prior written consent of the Lead Manager (such consent not to be unreasonably withheld or delayed);
 - (t) the Company varies its capital structure or a term of its Constitution before completion of the Capital Raising without the prior written consent of the Lead Manager (otherwise than permitted under the Offer Management and Underwriting Agreement);
 - (u) a government agency commences any public action against a Director in his or her capacity as a Director or publicly announces that it intends to take any such action;
 - (v) either of the following occurs:
 - (i) a general moratorium on commercial banking activities in Australia, New Zealand, the United States of America or Japan is declared by the relevant central banking authority in any of those countries, or there is a material disruption in commercial banking or security settlement or clearance services in any of those countries; or

- (ii) trading in all securities quoted or listed on ASX, or the New York Stock Exchange is suspended or limited in a material respect for more than one day on which that exchange is open for trading; or
- (w) major hostilities not existing at the Prospectus date commence (whether war has been declared or not) or a major escalation in existing hostilities occurs (whether war has been declared or not) involving any one or more of Australia, the United States of America, New Zealand, or Japan or a major terrorist act is perpetrated on any of those countries or any diplomatic, military, commercial or political establishment of any of those countries elsewhere in the world.

The events set out in clauses (l) to (w) above (inclusive) do not entitle the Lead Manager to exercise its termination right unless it believes, on reasonable grounds, that the event is likely to have a materially adverse effect on the outcome or success of the Capital Raising, or is reasonably likely to give rise to liability for the Lead Manager under the Corporations Act or any applicable laws.

The Company agrees to indemnify and hold harmless the Lead Manager, its related bodies corporate and their affiliates, officers, directors, employees, agents and advisers (each an **Indemnified Party**), against any loss arising directly or indirectly from a breach by the Company of the Offer Management and Underwriting Agreement or applicable law. These indemnities do not apply to any loss suffered by an Indemnified Party to the extent that the loss results from the recklessness, wilful misconduct, gross negligence or breach of the Offer Management and Underwriting Agreement by the Lead Manager or its Indemnified Parties.

The Company and the Lead Manager have also given certain representations, warranties and undertakings.

The Offer Management and Underwriting Agreement is governed by the laws of Victoria.

Need assistance?



Phone:

1300 855 080 (within Australia)
+61 3 9415 4000 (outside Australia)

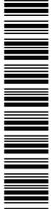


Online:

www.investorcentre.com/contact

ATX

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



Amplia Therapeutics Limited Annual General Meeting

The Amplia Therapeutics Limited Annual General Meeting will be held on Friday, 17 December 2021 at 2.00pm AEDT. You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 2.00pm AEDT on Wednesday, 15 December 2021.



ATTENDING THE MEETING IN PERSON

The meeting will be held at:

Grant Thornton, Collins Square, Level 22, Tower 5, 727 Collins St, Melbourne, VIC 3000

ATX

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

Need assistance?



Phone:

1300 855 080 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **2.00pm AEDT on Wednesday, 15 December 2021.**

Proxy Form

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.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



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

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 Extraordinary General Meeting of Amplia Therapeutics Limited to be held at Grant Thornton, Collins Square, Level 22, Tower 5, 727 Collins St, Melbourne VIC 3000 on Friday, 17 December 2021 at 2.00pm AEDT and at any adjournment or postponement of that meeting.

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
Item 1 Ratification of prior issue of Placement Shares under the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2 Approval of proposed issue of Placement Options under the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Approval of proposed issue of the Lead Manager Options in connection with the Placement	<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.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

ATX

282902A



Computershare

