

Amplia Therapeutics Limited

Notice of Annual General Meeting and Explanatory Statement

2021 Annual Report:

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

**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 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 Victoria Australia at 12.00 midday on Friday 27 August 2021.

IMPORTANT INFORMATION ABOUT THE ANNUAL GENERAL MEETING

Physical attendance at this Annual General 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. Shareholders are urged to consider attending the meeting via a Webinar rather than attending the meeting in person. To register for participation in the Webinar please click on this link: <https://bit.ly/3jQEK08> You will be able to view and listen to the meeting via the Webinar.
2. There will be no refreshments served at the meeting.
3. Any presentations made by the Chairman or Managing Director will be lodged with the ASX prior to the meeting and also made available via the Webinar during the course of the meeting.
4. All resolutions will be determined by a poll.
5. 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.
6. **Live Online Voting**
Shareholders and proxyholders will be able to vote at the meeting online by:
 - visiting **web.lumiagm.com** on a smartphone, tablet or computer (using the latest version of Chrome, Safari, Internet Explorer 11, Edge and Firefox;
 - using unique meeting ID **381-646-466**

Online voting registration will commence 30 minutes prior to the start of the meeting.

For full details on how to log on and vote online, please refer to the user guide <http://www.computershare.com.au/virtualmeetingguide>

7. Questions for the board of directors and company auditors can be e-mailed to info@ampliatx.com and must be received by no later than 5.00pm on Friday 20 August 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. Receipt of the Financial Report for the year ended 31 March 2021

Receipt of the Company's Financial Report, the Directors' Report and the Auditor's Report for the year ended 31 March 2021.

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 2021 be adopted.”

3. Elect Mrs. Jane Bell as a Director of the Company

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

“That Mrs. Jane Bell, who retires in accordance with the Constitution of the Company and, being eligible, offers herself for election, be elected as a Director of the Company.”

4. Re-elect Dr. Robert Peach as a Director of the Company

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

“That Dr. Robert Peach, 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.”

5. Ratify the Previous Allotment of 15,695,891 Shares

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 15,695,891 Shares in the Company issued at the price of \$0.23 per share on the terms and conditions set out in the accompanying Explanatory Memorandum.”

6. 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 Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum annexed to and forming part of this Notice of Meeting.”

VOTING EXCLUSIONS

The Company will disregard any votes cast in favour of the 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
2. Remuneration Report	<p>The Company will disregard any votes cast in favour of Resolution 2:</p> <ul style="list-style-type: none"> • 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. <p>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:</p> <ul style="list-style-type: none"> • 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. <p>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.</p>
5. Ratify the Previous Allotment of 15,695,891 Shares	the persons who subscribed for shares in the issue and their associates.
6. Approval for extra 10% Placement Capacity – Special Resolution	if at the time the approval is sought the Company is proposing to make an issue of equity securities under rule 7.1A.2, any 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)

Dated at Sydney, on the 23rd day of July 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 25 August 2021.

2021 ANNUAL REPORT:

The 2021 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 2021

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 tabled for discussion at 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 2021 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 **20 August 2021**. All questions must be sent to the Company by email to info@ampliatx.com 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 2021 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 2020 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: Election of Mrs. Jane Bell as a Director

Jane Bell (BEc LLB LLM (Lond) FAICD) – Independent Non-Executive Director:

Mrs. Bell is a banking and finance lawyer and non-executive director with more than 30 years' experience in leading law firms, financial services and corporate treasury operations gained living in Melbourne, London, Toronto, San Francisco and Brisbane.

Mrs. Bell has been a non-executive director since 2002, serving on 13 boards including nine health and medical research boards. Jane currently serves as Deputy Chair of Monash Health, Director of Jessie McPherson Private Hospital, Chair of the Community Advisory Group of the Melbourne Genomics Health Alliance and is a Tribunal Member of the Administrative Appeals Tribunal.

Mrs. Bell is a former Chair of Melbourne Health (Royal Melbourne Hospital), Chair of Biomedical Research Vic, Deputy Chair of Westernport Water Corporation, Director of UCA Funds Management, WorkSafe Victoria, Hudson Institute of Medical Research-Monash Institute of Medical Research-Prince Henry's Institute of Medical Research, Queensland Institute of Medical Research Trust, Australian Red Cross (Qld) and Victorian Women's Housing Association.

Mrs. Bell holds a Master of Laws from Kings College, London, Bachelor of Laws from the University of Melbourne, Bachelor of Economics from Monash University and is a Fellow of the Australian Institute of Company Directors.

Mrs. Bell was appointed as a Non-Executive Director on the 12 April 2021 and was also appointed Chair of the Audit Committee.

The Board (other than Mrs. Bell) recommends that shareholders vote in favour of Mrs. Bell's election as a Director.

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

RESOLUTION 4: Re-election of Dr Robert Peach as a Director

Dr Robert Peach (PhD) – Independent Non-Executive Director:

Dr Peach has 30 years of drug discovery and development experience in the Pharmaceutical and Biotechnology industry. In 2009 he co-founded Receptos Limited, becoming Chief Scientific Officer and raising US\$59M in venture capital and US\$800M in an IPO and three subsequent follow-on offerings. In August 2015 Receptos was acquired by Celgene for US\$7.8B.

Dr Peach held senior executive and scientific positions in other companies including Apoptos, Biogen Idec, IDEC and Bristol-Myers Squibb, supporting in-licensing, acquisition and venture investments. His extensive drug discovery and development experience in autoimmune and inflammatory diseases, and cancer has resulted in multiple drugs entering clinical trials and 3

registered drugs. He is currently on the Board of Directors of AdAlta Pty Limited and Rekovery Therapeutics, and serves on the Scientific Advisory Board of Eclipse Bioinnovations.

Dr Peach is the co-author of 70 scientific publications and book chapters, and 26 patents and patent applications. He was educated at the University of Canterbury and the University of Otago, New Zealand.

Dr Peach was appointed as a Non-Executive Director on 2 September 2015 and is Chairman of the Remuneration Committee.

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

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

RESOLUTION 5: Ratify the Allotment of 15,695,891 Shares

As announced to the ASX on 4 May 2021 the Company completed a capital raising to new and existing institutional and sophisticated investors which raised \$3.8m.

The placement of 16,585,000 new fully paid ordinary shares at \$0.23 per share (the "Placement") was made within the Company's placement capacity under both ASX listing rules 7.1 and 7.1A. Of the total Placement, 15,695,891 Shares (the "Issue") were issued within the Company's placement capacity under ASX listing rules 7.1.

The Placement was strongly supported by the Company's largest shareholders, Platinum Investment Management Ltd. and Blueflag Holdings Pty Ltd. A new institutional shareholder, Acorn Capital, also participated in the Placement.

Taylor Collison Limited acted as Lead Manager to the Placement and was completed on 10 May 2021.

The shares were issued on 10 May 2021 ("Issue Date") at A\$0.23 per share.

The proceeds from the Placement will be used to fund enabling activities for the Company's planned Phase 2 clinical trials in pancreatic cancer and pulmonary fibrosis and provide working capital for the Company. The Phase 2 enabling activities include manufacture of drug substance and drug product, conduct of additional toxicology studies to support extended dosing in pulmonary fibrosis patients and clinical planning and lodgement of regulatory filings to support clinical trials in patients with pancreatic cancer.

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.

The Issue does not fit within any of these exceptions and, as it has not yet been approved by the Company's shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, 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 Issue Date.

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. 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/unitholder approval under that rule.

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.

To this end, Resolution 5 seeks shareholder approval to the Issue under and for the purposes of Listing Rule 7.4.

If Resolution 5 is passed, the Issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12 month period following the Issue Date.

If Resolution 5 is not passed, the Issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following the Issue Date.

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.

RESOLUTION 6 - Approval of Additional 10% Placement Capacity

Background

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, however, 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%.

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. Amplia Therapeutics Limited is an eligible entity for these purposes.

Resolution 6 seeks shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without shareholder approval.

If Resolution 6 is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further shareholder approval.

If Resolution 6 is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities to issue equity securities without shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1.

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 6 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 6 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 has 124,821,340 Shares on issue (A in the formula below) and therefore, subject to Shareholder approval being obtained under Resolution 6, based on current circumstances 12,482,134 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 x D) – E

- A** is the number of fully paid ordinary securities on issue at the commencement of the relevant period,
- plus the number of fully paid ordinary securities issued in the relevant period under an exception in rule 7.2 other than exception 9, 16 or 17,
 - plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where:
 - the +convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4,
 - plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:
 - the agreement was entered into before the commencement of the relevant period; or
 - the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4,
 - plus the number of any other fully paid +ordinary securities issued in the relevant period with approval under rule 7.1 or rule 7.4,
Note: This may include fully paid ordinary securities issued in the relevant period under an agreement to issue securities within rule 7.2 exception 17 where the issue is subsequently approved under rule 7.1.
 - plus the number of partly paid ordinary securities that became fully paid in the relevant period,
 - less the number of fully paid ordinary securities cancelled in the relevant period;

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 equity securities issued or agreed to be issued under rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under rule 7.4;

"relevant period" means:

- if the entity has been admitted to the official list for 12 months or more, the 12 month period immediately preceding the date of the issue or agreement; or
- if the entity has been admitted to the official list for less than 12 months, the period from the date the entity was admitted to the official list to the date immediately preceding the date of the issue or agreement.

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 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 6 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) 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;
 - (ii) the time and date of the Company's next AGM; and
 - (iii) 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).
- (b) The Company will comply with the disclosure obligations under Listing Rules 7.1A.3 upon issue of any Shares. 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 10 trading days of the date in paragraph (i), the date on which the Shares are issued.
- (c) The Company may seek to issue the Shares to fund the further costs associated with activities for the Company's planned Phase 2 clinical trials in pancreatic cancer and pulmonary fibrosis or for other clinical trials or working capital purposes. The Phase 2 enabling activities include manufacture of drug substance and drug product, conduct of additional toxicology studies to support extended dosing in pulmonary fibrosis patients and clinical planning and lodgement of regulatory filings to support clinical trials in patients with pancreatic cancer.
- (d) If Resolution 6 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,
- which may have an effect on the amount of funds raised by the issue of Shares under the Additional 10% Placement Capacity.

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 2021, being \$0.225, (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		
		\$0.1125 Issue Price at half the current market price	\$0.225 Issue Price at current market price	\$0.45 Issue Price at double the current market price
Current Variable 'A' 124,821,340 Shares	Shares issued	12,482,134	12,482,134	12,482,134
	Funds raised	\$1,404,240	\$2,808,480	\$5,616,960
	Dilution	10%	10%	10%
50% increase in Current Variable 'A' 187,232,010 Shares	Shares issued	18,723,201	18,723,201	18,723,201
	Funds raised	\$2,106,360	\$4,212,720	\$8,425,440
	Dilution	10%	10%	10%
100% increase in Current variable 'A' 249,642,680 Shares	Shares issued	24,964,268	24,964,268	24,964,268
	Funds raised	\$2,808,480	\$5,616,960	\$11,233,921
	Dilution	10%	10%	10%

Note: The table above assumes:

- 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.
- The issue of Shares under the Additional 10% Placement Capacity consists only of Shares.
- 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.

- (e) 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.

- (f) The Company obtained approval to issue shares under Listing Rule 7.1A at its previous AGM held on 18 September 2020.

The Company effected a placement of 16,585,000 new fully paid ordinary shares on 10 May 2021 within the Company's placement capacity under ASX Listing Rules 7.1 and 7.1A (the Placement) which raised a total of \$3.8m before costs. Of these shares a total of 889,109 shares (raising \$0.204m before costs) were issued under Listing Rule 7.1A representing 0.84% of the shares on issue at the date of the previous AGM.

Taylor Collison acted as Lead Manager to the Placement. The Placement was made to new and existing institutional and sophisticated investors identified by Taylor Collison in conjunction with the Board. The placement was strongly supported by the Company's largest shareholders, Platinum Investment Management Ltd. and Blueflag Holdings Pty Ltd. A new institutional shareholder, Acorn Capital, also participated in the Placement. These shares were issued at \$0.23 per share.

The new capital raised is continuing to be applied to the funding of enabling activities for the Company's planned Phase 2 clinical trials in pancreatic cancer and pulmonary fibrosis and provide working capital for the Company. The Phase 2 enabling activities include manufacture of drug substance and drug product, conduct of additional toxicology studies to support extended dosing in pulmonary fibrosis patients and clinical planning and lodgement of regulatory filings to support clinical trials in patients with pancreatic cancer.

Directors' Recommendation

The Directors of the Company believe that Resolution 6 is in the best interests of the Company and unanimously recommend that Shareholders vote to in favour of Resolution 6.

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 27 August 2021.

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.

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.

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.



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 **12:00 PM (AEST) on Wednesday, 25 August 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 under the help tab, "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: I9999999999

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 Annual General Meeting of Amplia Therapeutics Limited to be held at Grant Thornton, Collins Square, Level 22, Tower 5, 727 Collins Street, Melbourne, VIC 3000 on Friday, 27 August 2021 at 12:00 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 Item 2 (except where I/we have indicated a different voting intention in step 2) even though Item 2 is 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 Item 2 by marking the appropriate box in step 2.

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 2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Elect Mrs. Jane Bell as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Re-elect Dr. Robert Peach as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Ratify the Previous Allotment of 15,695,891 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Approval for extra 10% Placement Capacity	<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

999999A



Computershare

