



# 2020

## Notice of Annual 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.

Amplifying Immunology



# Notice of Annual General Meeting

NOTICE is given that the annual general meeting (AGM) of Amplia Therapeutics Limited (the Company) (ACN 165 160 841) will be held at the Company's Registered Office:

Level 29, 55 Collins Street,  
Melbourne VIC 3000 Australia

at 10.30am

on Friday, 18 September 2020.

## IMPORTANT INFORMATION ABOUT THE ANNUAL GENERAL MEETING

As a consequence of government-based measures to combat the spread of COVID-19, physical attendance at the Annual General Meeting is strongly discouraged.

Accordingly, please note as follows:

- 1. Shareholders are strongly urged not to attend the meeting in person and no refreshments will be served.**
2. There will be no presentations by the Chairman or Managing Director. These will be lodged with the ASX and made available on the Company's website before the commencement of the Meeting.
- 3. 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.**
4. Resolutions will be determined by proxy votes received.
5. Shareholders are strongly urged to appoint the Chair of the Meeting as their proxy. Shareholders can complete the proxy form to provide specific instructions on how a vote is to be exercised on each item of business, and the Chair of the Meeting must follow your instructions.
6. The Chairman and the Managing Director will attend the meeting in person (subject to and taking account of all social distancing guidelines) but other directors and senior management will not be attending in person. Those persons will participate via audio and/or visual facilities.
7. Shareholders will be able to participate by viewing and listening to the meeting by logging in at: <https://attendee.gotowebinar.com/register/967168219735478283>
8. Questions for the board of directors and company auditors can be e-mailed to [info@ampliatx.com](mailto:info@ampliatx.com) and must be received by no later than 17:00 on Monday, 14 September 2020. 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 2020

Receipt of the Company's Financial Report, the Directors' Report and the Auditor's Report for the year ended 31 March 2020.

## 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 2020 be adopted."*

## 3. RE-ELECT DR. WARWICK TONG AS A DIRECTOR OF THE COMPANY

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

*"That Dr. Warwick Tong, 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. RE-ELECT DR. CHRISTOPHER BURNS AS A DIRECTOR OF THE COMPANY

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

*"That Dr. Christopher Burns, 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 7,975,588 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 7,975,588 Shares in the Company issued at the price of \$0.07 per share on the terms and conditions set out in the accompanying Explanatory Memorandum."*

## 6. APPROVE THE PROPOSED ISSUE OF SHARES TO A RELATED PARTY – CONVERSION OF DIRECTOR FEES: 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) 413,712 Shares in the capital of the Company at \$0.1269 per Share 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 TO A RELATED PARTY – CONVERSION OF DIRECTOR FEES: 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) 275,808 Shares in the capital of the Company at \$0.1269 per Share for the purposes set out in the Explanatory Memorandum annexed to and forming part of this Notice of Meeting."*

## 8. APPROVE THE PROPOSED ISSUE OF SHARES TO A RELATED PARTY – CONVERSION OF DIRECTORS FEES: DR. CHRISTOPHER BURNS (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. Christopher Burns (or his nominee) 197,006 Shares in the capital of the Company at \$0.1269 per Share for the purposes set out in the Explanatory Memorandum annexed to and forming part of this Notice of Meeting."*

## 9. APPROVE A PROPOSED ISSUE OF SHARES TO A FORMER DIRECTOR – CONVERSION OF DIRECTOR FEES: MR. ANDREW J. COOKE

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

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, the Company be authorised to issue to Mr. Andrew J. Cooke (or his nominee) 212,982 Shares in the capital of the Company at \$0.1269 per Share for the purposes set out in the Explanatory Memorandum annexed to and forming part of this Notice of Meeting.”*

## 10. 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 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 on Resolution 2:</p> <ul style="list-style-type: none"><li>■ 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</li><li>■ 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</li><li>■ as a proxy by a member of the KMP or a KMP's closely related party.</li></ul>

# Items of Business

Resolution	The named person or class of persons excluded from voting
2. Remuneration Report <i>continued</i>	<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"><li>■ 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</li><li>■ 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.</li></ul> <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 7,975,588 Shares	person who participated in the issue or is a counterparty to the agreement being approved; or an associate of that person (or those persons).
6. Conversion of Director Fees Owing into Shares – Dr. Warwick Tong	Dr. Warwick Tong or his associates and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company)
7. Conversion of Director Fees Owing into Shares – Dr. Robert Peach	Dr. Robert Peach or his associates and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company)
8. Conversion of Director Fees Owing into Shares – Dr. Christopher Burns	Dr. Christopher Burns or his associates and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company)
9. Conversion of Director Fees Owing into Shares – Former Director Mr. Andrew J. Cooke	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 Company), being Mr. Andrew Cooke or his associate
10. 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 3rd day of August 2020

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 16 September 2020.

## 2020 ANNUAL REPORT:

The 2020 Annual Report is available on the Company's Website:

[www.ampliatx.com](http://www.ampliatx.com) and

[www.ampliatx.com/site/news-and-reports/annual-reports](http://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](http://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](http://www.intermediaryonline.com).

# Explanatory Statement

## ITEM 1: FINANCIAL REPORT – YEAR ENDED 31 MARCH 2020

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 2020 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 14 September 2020. 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 2020 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 2019 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 Dr. Warwick Tong as a Director**

Warwick Tong (MB ChB MPP GAICD – 69 years) – Non Executive Director:

Dr. Tong is a New Zealand trained physician with more than 25 years' experience in the Pharmaceutical and Biotechnology industry. After his early career in General Medical Practice Warwick has held a wide variety of roles in the pharmaceutical and biotech industry in NZ(Glaxo) Singapore (GlaxoWellcome) London (GSK), Boston (Surface Logix) and Melbourne (CTx - Cancer Therapeutics CRC).

His roles have included; Medical Director, Regional Business Development Director (Asia Pacific), Commercial Strategy Director (International) and SVP Development (USA). He was CEO and Director of CTx from 2011 until April 2018 and is Director and Chair of the CTx commercialisation company, CTxONE.

He was Director and Chair of BioMedVic between May 2018 and December 2019. He is a member of the Governance Board of the ARC CoE in Convergent Bio Nano Science, a member of the SAB of the Maurice Wilkins Centre in Auckland NZ, the Advisory Board of Cortex Health, Melbourne, and a member of the Industry Advisory Board, School of Biomedical Sciences, University of Melbourne and a Member of the CSIRO Manufacturing Business Advisory Committee.

Warwick was educated at the University of Auckland and Victoria University, Wellington, New Zealand and is a Graduate of the Australian Institute of Company Directors.

Dr. Tong was appointed as a Director of the Company on 4 May 2018 and as Chairman on 25 May 2018. Warwick is a member of the Audit Committee and also a Director of the Company's wholly owned subsidiary Amplia Therapeutics (UK) LTD.

The Board (other than Dr. Tong) recommends that shareholders vote in favour of

Dr. Tong's re-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. Christopher Burns as a Director**

Christopher Burns (B.Sc. (Hons) PhD FRACI FRSC GAICD – 56 years) – Non Executive Director

Dr Burns is an experienced drug discovery leader having worked in various roles in pharma, biotech and academia for 25 years. After completing a PhD in Organic Chemistry at the University of Melbourne Chris undertook post-doctoral studies in the USA before moving to Pfizer UK, where he worked on a variety of drug discovery projects.

After 5 years he returned to Australia as a Research Fellow at the University of Sydney with the CRC for Molecular Engineering and Technology and after two years moved to the biotechnology company Ambri as Head of Chemistry. Chris then moved to the Melbourne-based biotech as Head of Medicinal Chemistry and later as Research Director. During this time he led teams in the discovery of two anti-cancer agents that have entered clinical trial, including the drug momelotinib which successfully completed Phase III studies.

Most recently Chris was a Laboratory Head at the Walter and Eliza Hall Institute of Medical Research in Melbourne and currently holds executive roles with privately held biotech MecRx, Certa Therapeutics and OccuRx.

Dr. Burns is the inventor on over 30 patents and a co-author on over 50 scientific publications and is a fellow of the Royal Society of Chemistry (UK) and the Royal Australian Chemical Institute.

Dr. Burns was appointed as a Director of the Company on 4 May 2018 and is Chairman of the Audit Committee.

The Board (other than Dr. Burns) recommends that shareholders vote in favour of

Dr. Burns' re-election as a Director.

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

# Explanatory Statement

## RESOLUTION 5: Ratify the Allotment of 7,975,588 Shares

As announced to the ASX on 20 January 2020 the Company completed a capital raising to new and existing professional and sophisticated investors, which included a cornerstone investment on behalf of the Platinum Investment Management Limited, one of Australia's leading biotechnology investors. Taylor Collison Limited acted as Lead Manager to the Placement and was completed on 24 January 2020.

The placement of 13,292,600 new fully paid ordinary shares at \$0.07 per share raised \$0.93 million before costs (the "Placement") and was made within the Company's placement capacity under both ASX listing rules 7.1 and 7.1A. Of the total Placement 7,975,588 Shares were issued within the Company's placement capacity under ASX listing rules 7.1.

The Placement price represented a 12.5% discount to the last traded price on 15 January 2020.

The new capital was raised to enable the Company to complete the clinic-enabling studies that were initiated using the funds raised during 2019 with the objective of initiating clinical trials of its lead FAK inhibitor, AMP945, during 2020.

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 7.1A provides for an additional 10% capacity to issue equity securities where shareholders have approved this by special resolution at an annual general meeting. The Company obtained this shareholder approval at its annual general meeting held on 30 August 2019.

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 of the Placement 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\$0.07 per share.

## RESOLUTIONS 6, 7 and 8: Proposed Issue of Shares to Related Parties

Resolutions 6, 7 and 8 relate to the issue of Shares to certain related parties, all being non-executive Directors of the Company, as payment for Directors Fees as follows:

<b>Non-Executive Director</b>	<b>Total Amount of Directors Fees Owing to 30 June 2020</b>	<b>Maximum Number of Shares to be Issued</b>
Dr. Warwick Tong	\$52,500	413,712
Dr. Robert Peach	\$35,000	275,808
Dr. Christopher Burns	\$25,000	197,006

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 to be quoted on the ASX.

The Shares will be issued at \$0.1269 being the VWAP for the Company's Share Price trading on the ASX for the 90 trading days prior to the finalisation of this Notice of Meeting. The issue price of \$0.1269 is a 26.9% premium over the price of \$0.10 at which the Company conducted its recent entitlement offer which closed on 28 July 2020. The issue price of \$0.1269 also exceeds the 10 day VWAP at the end of each of the quarters in which the relevant Directors fees were accrued.

The Company will apply to the ASX for quotation of the Shares to be issued.

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 to those Directors identified in the table above.

If shareholders approve the issue of the Shares 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 to be issued pursuant to Resolutions 6, 7 and 8 will be issued within one month of the date of the passage of this resolution.

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

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

The Directors (excluding Dr. Christopher Burns) recommend that shareholders vote in favour of Resolution 8.

#### **RESOLUTION 6: Approve the Proposed Issue of Shares to a Related Party – Conversion of Director Fees: Dr. Warwick Tong (Non-Executive Chairman), Additional Information**

The following additional information is provided in accordance with Listing Rule 10.13 with respect to Resolution 6:

- Dr. Warwick Tong is a related party as he is a Director of the Company;
- if Resolution 6 is approved 413,712 Shares will be issued to Dr. Tong or to his nominee or associate/s;
- if Resolution 6 is approved the Shares will be issued at the earliest practicable opportunity following the date of the meeting and in any event not later than 1 month after the date of the meeting;
- the Shares will be issued at \$0.1269 being the VWAP for the Company's Share Price trading on the ASX for the 90 trading days prior to the finalisation of this Notice of Meeting. The issue price of \$0.1269 is a 26.9% premium over the price of \$0.10 at which the Company conducted its recent entitlement offer which closed on 28 July 2020. The issue price of \$0.1269 also exceeds the 10 day VWAP at the end of each of the quarters in which the relevant Directors fees were accrued.
- upon the issue of these Shares the outstanding liability in respect of Director's fees owing by the Company to Dr. Tong up to 30 June 2020 in the amount of \$52,500 will be extinguished;
- the purpose of the issue is to preserve the cash resources of the Company so that they may be applied to the operations of the Company and to improve the Company's balance sheet by reducing the Company's liabilities;
- no cash funds will be raised from the issue of the Shares however a liability of \$52,500 will be extinguished;
- the issue of Shares contemplated by this Resolution 6 relates to Director's fees owing to and accrued by Dr. Tong in his capacity as a Director of the Company and Chairman of the Board, for which Dr. Tong has not received payment of since 1 October 2018;
- Dr. Tong is currently entitled to receive Directors Fees of \$30,000 per annum as Non-Executive Chairman of the Board;
- the Shares are proposed to be issued to Dr. Tong and/ or his nominee or associates in lieu of payment of accrued Director's fees and there is no other agreement with Dr. Tong in respect of the Shares to be issued pursuant to this Resolution.

# Explanatory Statement

## Chapter 2E of the Corporations Act

The Directors (excluding Dr. Tong, abstaining) believe that the issue of the Shares to Dr. Tong or his associates pursuant to this Resolution is appropriate and reasonable in all circumstances, as they are being issued at a price that is a 26.9% premium over the price at which the Company conducted its recent entitlement offer and it also exceeds the 10 day VWAP at the end of each of the quarters in which the relevant Directors fees were accrued and are reasonable remuneration in the Company's and Dr. Tong's circumstances. Therefore the Company considers that the issue of these Shares is on arm's length terms under section 210 of the Corporations Act and/or reasonable remuneration under section 211 of the Corporations Act (being exceptions to the prohibition set out in Chapter 2E), and therefore that Shareholder approval is not required for the purposes of Chapter 2E (noting that the Company still seeks Shareholder approval for the purposes of the Listing Rules).

## **RESOLUTION 7: Approve the Proposed Issue of Shares to a Related Party – Conversion of Director Fees: Dr. Robert Peach (Non-Executive Director), Additional Information**

The following additional information is provided in accordance with Listing Rule 10.13 with respect to Resolution 7:

- Dr. Robert Peach is a related party as he is a Director of the Company;
- if Resolution 7 is approved 275,808 Shares will be issued to Dr. Peach or to his nominee or associate/s;
- if Resolution 7 is approved the Shares will be issued at the earliest practicable opportunity following the date of the meeting and in any event not later than 1 month after the date of the meeting;
- The Shares will be issued at \$0.1269 being the VWAP for the Company's Share Price trading on the ASX for the 90 trading days prior to the finalisation of this Notice of Meeting. The issue price of \$0.1269 is a 26.9% premium over the price of \$0.10 at which the Company conducted its recent entitlement offer which closed on 28 July 2020. The issue price of \$0.1269 also exceeds the 10 day VWAP at the end of each of the quarters in which the relevant Directors fees were accrued.
- Upon issue of these Shares the outstanding liability in respect of Director's fees owing by the Company to Dr. Peach up to 30 June 2020 in the amount of \$35,000 will be extinguished;
- the purpose of the issue is to preserve the cash resources of the Company so that they may be applied to the operations of the Company and to improve the Company's balance sheet by reducing the Company's liabilities;
- no cash funds will be raised from the issue of the Shares however a liability of \$35,000 will be extinguished;
- the issue of Shares contemplated by this Resolution 7 relates to Director's fees owing to and accrued by Dr. Peach in his capacity as a Director of the Company, for which Dr. Peach has not received payment of since 1 October 2018;
- Dr. Peach is currently entitled to receive Directors Fees of \$20,000 per annum as a Non-Executive Director of the Company;
- the Shares are proposed to be issued to Dr. Peach and/ or his nominee or associates in lieu of payment of accrued Director's fees and there is no other agreement with Dr. Peach in respect of the Shares to be issued pursuant to this Resolution.

## Chapter 2E of the Corporations Act

The Directors (excluding Dr. Peach, abstaining) believe that the issue of the Shares to Dr. Tong or his associates pursuant to this Resolution is appropriate and reasonable in all circumstances, as they are being issued at a price that is a 26.9% premium over the price at which the Company conducted its recent entitlement offer and it also exceeds the 10 day VWAP at the end of each of the quarters in which the relevant Directors fees were accrued and are reasonable remuneration in the Company's and Dr. Peach's circumstances. Therefore the Company considers that the issue of these Shares is on arm's length terms under section 210 of the Corporations Act and/or reasonable remuneration under section 211 of the Corporations Act (being exceptions to the prohibition set out in Chapter 2E), and therefore that Shareholder approval is not required for the purposes of Chapter 2E (noting that the Company still seeks Shareholder approval for the purposes of the Listing Rules).

## **RESOLUTION 8: Approve the Proposed Issue of Shares to a Related Party – Conversion of Director Fees: Dr. Christopher Burns (Non-Executive Director), Additional Information**

The following additional information is provided in accordance with Listing Rule 10.13 with respect to Resolution 8:

- Dr. Christopher Burns is a related party as he is a Director of the Company;
- if Resolution 8 is approved 197,006 Shares will be issued to Dr. Burns or to his nominee or associate/s;
- if Resolution 8 is approved the Shares will be issued at the earliest practicable opportunity following the date of the meeting and in any event not later than 1 month after the date of the meeting;
- The Shares will be issued at \$0.1269 being the VWAP for the Company's Share Price trading on the ASX for the 90 trading days prior to the finalisation of this Notice of Meeting. The issue price of \$0.1269 is a 26.9% premium over the price of \$0.10 at which the Company conducted its recent entitlement offer which closed on 28 July 2020. The issue price of \$0.1269 also exceeds the 10 day VWAP at the end of each of the quarters in which the relevant Directors fees were accrued.
- Upon issue of the Shares the outstanding liability in respect of Director's fees owing by the Company to Dr. Burns up to 30 June 2020 in the amount of \$25,000 will be extinguished;
- the purpose of the issue is to preserve the cash resources of the Company so that they may be applied to the operations of the Company and to improve the Company's balance sheet by reducing the Company's liabilities;
- no cash funds will be raised from the issue of the Shares however a liability of \$25,000 will be extinguished;
- the issue of Shares contemplated by this Resolution 8 relates to Director's fees owing to and accrued by Dr. Burns in his capacity as a Director of the Company, for which Dr. Burns has not received payment of since 1 April 2019;
- Dr. Burns is currently entitled to receive Directors Fees of \$20,000 per annum as a Non-Executive Director of the Company;
- the Shares are proposed to be issued to Dr. Burns and/ or his nominee or associates in lieu of payment of accrued Director's fees and there is no other agreement with Dr. Burns in respect of the Shares to be issued pursuant to this Resolution.

## **Chapter 2E of the Corporations Act**

The Directors (excluding Dr. Burns, abstaining) believe that the issue of the Shares to Dr. Tong or his associates pursuant to this Resolution is appropriate and reasonable in all circumstances, as they are being issued at a price that is a 26.9% premium over the price at which the Company conducted its recent entitlement offer and it also exceeds the 10 day VWAP at the end of each of the quarters in which the relevant Directors fees were accrued and are reasonable remuneration in the Company's and Dr. Burns' circumstances. Therefore the Company considers that the issue of these Shares is on arm's length terms under section 210 of the Corporations Act and/or reasonable remuneration under section 211 of the Corporations Act (being exceptions to the prohibition set out in Chapter 2E), and therefore that Shareholder approval is not required for the purposes of Chapter 2E (noting that the Company still seeks Shareholder approval for the purposes of the Listing Rules).

## **RESOLUTION 9: Proposed Issue of Shares: Andrew J. Cooke**

Resolution 9 relates to the issue of 212,982 Shares to Mr. Andrew J. Cooke who was a Non-Executive Director of the Company and is the Company Secretary:

- if Resolution 9 is approved 212,982 Shares will be issued to Mr. Cooke or to his nominee or associate/s;
- if Resolution 9 is approved the Shares will be issued at the earliest practicable opportunity following the date of the meeting and in any event not later than 1 month after the date of the meeting;

# Explanatory Statement

- The Shares will be issued at \$0.1269 being the VWAP for the Company's Share Price trading on the ASX for the 90 trading days prior to the finalisation of this Notice of Meeting. The issue price of \$0.1269 is a 26.9% premium over the price of \$0.10 at which the Company conducted its recent entitlement offer which closed on 28 July 2020. The issue price of \$0.1269 also exceeds the 10 day VWAP at the end of each of the quarters in which the relevant Directors fees were accrued.
- Upon issue of these Shares the outstanding liability in respect of Director's fees owing by the Company to Mr. Cooke up to 6 February 2020 (being the date on which he resigned as a Director) in the amount of \$27,027.40 will be extinguished;
- the purpose of the issue is to preserve the cash resources of the Company so that they may be applied to the operations of the Company and to improve the Company's balance sheet by reducing the Company's liabilities;
- no cash funds will be raised from the issue of the Shares however a liability of \$27,027.40 will be extinguished;
- the issue of Shares contemplated by this Resolution 9 relates to Director's fees owing to and accrued by Mr. Cooke in his capacity as a Director of the Company, for which Mr. Cooke had not received payment in respect of the period from 1 October 2018 to 6 February 2020; and
- the Shares are proposed to be issued to Mr. Cooke and/ or his nominee or associates in lieu of payment of accrued Director's fees and there is no other agreement with Mr. Cooke in respect of the Shares to be issued pursuant to this Resolution.

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 Company will apply to the ASX for quotation of the Shares to be issued.

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 212,982 Shares. If Resolution 9 is approved this number of securities will not be included in the 15% calculation set out in ASX Listing Rule 7.1.

The Directors recommend that shareholders vote in favour of Resolution 9.

## **RESOLUTION 10: 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 10 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 10 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 106,341,096 Shares on issue (A in the formula below) and therefore, subject to Shareholder approval being obtained under Resolution 10, based on current circumstances 10,634,110 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** 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.

# Explanatory Statement

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 10 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 a Phase 1 Clinical trial of drug candidate AMP945 in healthy volunteers, costs associated with the filing of an Investigational New Drug (IND) application with the FDA, costs associated with preclinical testing and planning for a Phase 2 Clinical trial of AMP945, and general working capital.
- d. If Resolution 10 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 24 July 2020, being \$0.155, (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		
		\$0.0775 Issue Price at half the current market price	\$0.155 Issue Price at current market price	\$0.31 Issue Price at double the current market price
Current Variable 'A' 106,341,096 Shares	Shares issued	10,634,110	10,634,110	10,634,110
	Funds raised	\$824,144	\$1,648,287	\$3,296,574
	Dilution	10%	10%	10%
50% increase in Current Variable 'A' 159,511,644 Shares	Shares issued	15,951,164	15,951,164	15,951,164
	Funds raised	\$1,236,215	\$2,472,430	\$4,944,861
	Dilution	10%	10%	10%
100% increase in Current variable 'A' 212,682,192 Shares	Shares issued	21,268,219	21,268,219	21,268,219
	Funds raised	\$1,605,751	\$3,296,192	\$6,593,148
	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.

# Explanatory Statement

- f. The Company obtained approval to issue shares under Listing Rule 7.1A at its previous AGM held on 30 August 2019.

The Company effected a placement of 13,292,600 new fully paid ordinary shares on 24 January 2020 within the Company's placement capacity under ASX Listing Rules 7.1 and 7.1A (the Placement) which raised a total of \$0.93 million before costs. Of these shares a total of 5,317,012 shares (raising \$0.37 million before costs) were issued under Listing Rule 7.1A representing 10.3% 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 professional and sophisticated investors identified by Taylor Collison in conjunction with the Board, which included a cornerstone investment on behalf of the Platinum International Healthcare Fund, one of Australia's leading biotechnology investors.

These shares were issued at \$0.07 per share representing a 2.8% discount to the last traded price of \$0.072 on 24 January 2020.

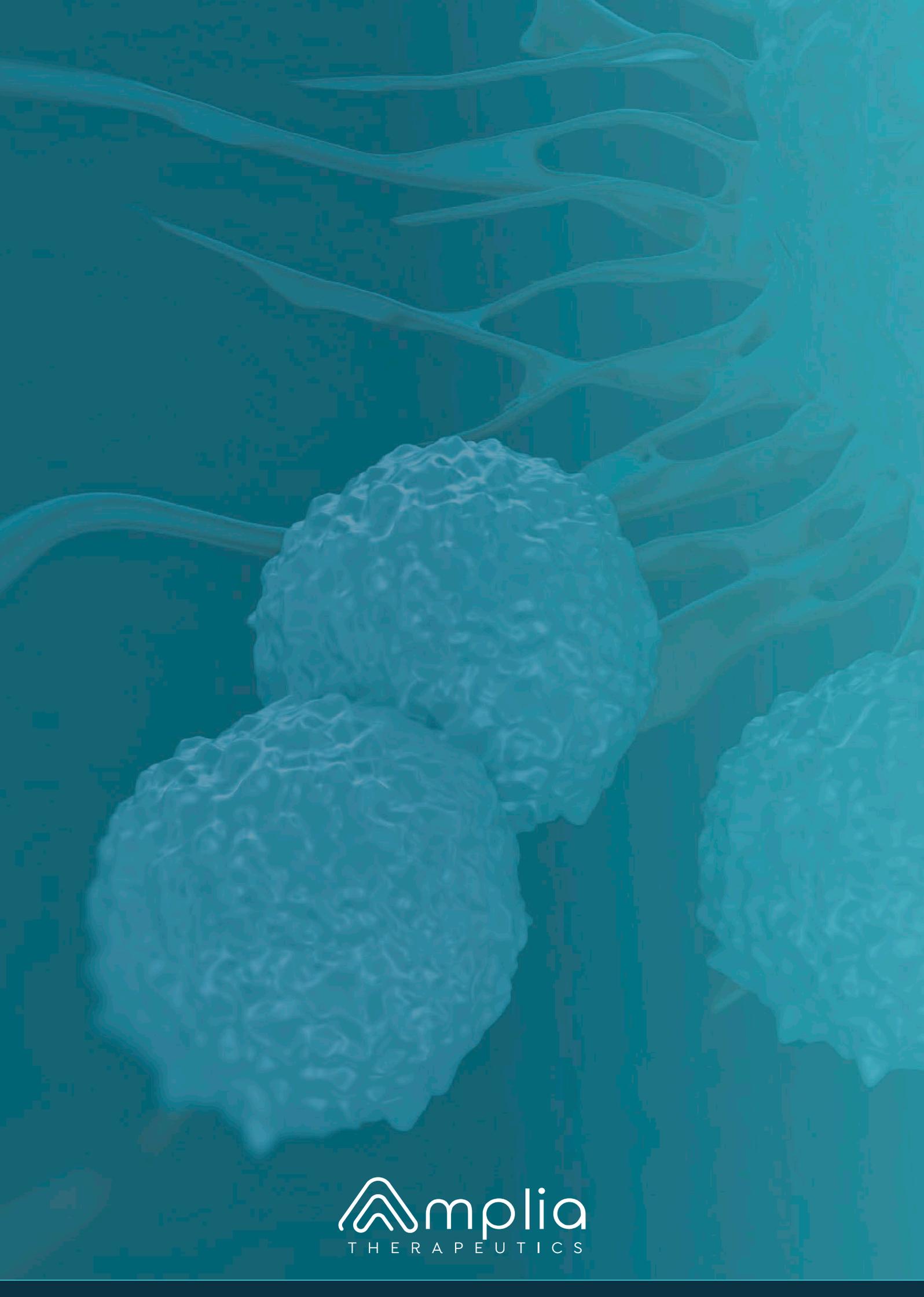
The new capital raised enabled the Company to complete clinic-enabling studies with the objective of initiating clinical trials of its lead FAK inhibitor, AMP945, during 2020.

## **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

<b>Term</b>	<b>Meaning</b>
<b>A\$ or \$</b>	means the lawful currency of the Commonwealth of Australia and NZ\$ means the lawful currency of New Zealand.
<b>AGM</b>	means the annual general meeting of Shareholders, to be held on 30 August 2019.
<b>ASIC</b>	means the Australian Securities and Investments Commission.
<b>ASX</b>	means ASX Limited (ACN 008 624 691), or the financial market operated by it, as the context requires.
<b>ASX</b>	Listing Rules means the listing rules of the ASX.
<b>Amplia or the Company</b>	means Amplia Therapeutics Limited ACN 165 160 841.
<b>Board</b>	means the Board of Directors of the Company unless the context indicates otherwise.
<b>Business Day</b>	means Monday to Friday inclusive, except public holidays and any other day that ASX declares is not a business day.
<b>Constitution</b>	means the constitution of the Company, as amended from time to time.
<b>Corporations Act</b>	means the Corporations Act 2001 (Cth).
<b>Director</b>	means a director of the Company.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means a registered holder of a Share in the Company.
<b>Share Registry</b>	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 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)

 **Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:30am (AEST) Wednesday, 16 September 2020.**

# 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.

## ATTENDING THE MEETING

**If you are attending in person, please bring this form with you to assist registration.**

### Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://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](http://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 the Company's Registered Office, Level 29, 55 Collins Street, Melbourne, VIC, 3000 on Friday, 18 September 2020 at 10:30am 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, 6, 7, 8 and 9 (except where I/we have indicated a different voting intention in step 2) even though Items 2, 6, 7, 8 and 9 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 2,6,7,8 and 9 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
2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-elect Dr. Warwick Tong as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-elect Dr. Christopher Burns as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Ratify the Previous Allotment of 7,975,588 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approve the Proposed Issue of Shares to a Related Party – Conversion of Director Fees: Dr. Warwick Tong (Non-Executive Chairman)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approve the Proposed Issue of Shares to a Related Party – Conversion of Director Fees: Dr. Robert Peach (Non-Executive Director)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Approve the Proposed Issue of Shares to a Related Party – Conversion of Directors Fees: Dr. Christopher Burns (Non-Executive Director)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Approve a Proposed Issue of Shares to a Former Director – Conversion of Director Fees: Mr. Andrew J. Cooke	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 Approval for extra 10% Placement Capacity – Special Resolution	<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  Securityholder 2  Securityholder 3  / /  
 Sole Director & Sole Company Secretary Director 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

2 6 6 4 9 6 A



Computershare

