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DIMERIX LIMITED

ACN 001 285 230

NOTICE OF ANNUAL GENERAL MEETING

TIME: 2:00 pm (AEST)

DATE: 27 September 2021

PLACE: Virtual meeting accessible online at **https://us02web.zoom.us/webinar/register/WN_Yhmlb_N4Sk-uj6jtsSTgSg**

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

IMPORTANT INFORMATION: Due to the COVID-19 pandemic, the AGM will be held as a virtual meeting. If you are a shareholder and you wish to virtually attend the AGM, please pre-register in advance for the virtual meeting here:

https://us02web.zoom.us/webinar/register/WN_Yhmlb_N4Sk-uj6jtsSTgSg

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary, Hamish George, on (+61) 421 270 256

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 2:00 pm (AEST) on 27 September 2021. The Annual General Meeting will be held as a virtual meeting, accessible online.

Given the significant health concerns attributed to the COVID-19 pandemic, in addition to guidelines and restrictions issued by Australian state and federal governments, the Company considers that it is appropriate to hold the Annual General Meeting as a virtual meeting accessible online, in a manner that is consistent with ASIC's "no action" position (adopted on 29 March 2021) and the temporary relief measures introduced by the federal government in *Treasury Laws Amendment (2021 Measures No. 1) Act 2021* (Cth) (**Relief Measures**).

Further, in accordance with the Relief Measures in relation to electronic notice of meetings, the Notice is being made available to Shareholders electronically and can be viewed and downloaded online at the following link: **www.dimerix.com**

Instructions on how to attend the Meeting and vote are in the Explanatory Memorandum which forms part of this Notice of Annual Shareholders' Meeting.

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 2:00 pm(AEST) on, 25 September 2021.

VOTING

To vote and attend the Meeting (which will be broadcast as a live webinar), please pre-register in advance for the virtual Meeting here:

https://us02web.zoom.us/webinar/register/WN_YhmIb_N4Sk-uj6jtsSTgSg

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After registering, you will receive a confirmation containing information on how to attend the virtual Meeting on the day of the Annual General Meeting. All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting by shareholders who have indicated that they intend to vote at the Meeting in accordance with the instructions set out below in the Explanatory Memorandum.

To vote by proxy:

1. please lodge the Proxy Form online at **https://investor.automic.com.au/#/loginsh** by following the below instructions:

   Login to the Automic website using the holding details as shown as the Proxy Form. Click on 'Meetings'- 'Vote. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form; or

2. please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 have the effect that:

- if proxy holders vote, they must cast all directed proxies as they are directed to; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the Chair of the Meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to Chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the Chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
    - the proxy is not recorded as attending the meeting;
    - the proxy does not vote on the resolution,

  the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

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BUSINESS OF THE MEETING

AGENDA

Financial statements, Directors' and Auditor's Reports

To receive and consider the Annual Report of the Company and its controlled entity for the financial year ended 30 June 2021, together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report for that financial year.

Note: This item of ordinary business is **for discussion only and is not a resolution**.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a **non-binding ordinary resolution**:

"*That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Report for the financial year ended 30 June 2021.*"

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement: In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

(a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or

(b) a Closely Related Party of such a member.

However, a person (the **Voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

(a) the Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or

(b) the Voter is the Chair and the appointment of the Chair as proxy:

  (i) does not specify the way the proxy is to vote on this Resolution; and

  (ii) expressly authorises the Chair to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company, or if the Company is part of a consolidated entity, for the entity.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – DR SONIA POLI

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

"*That,* Dr Sonia Poli*, being a Director who retires by rotation in accordance with Article 6.3(b) of the Constitution of the Company, being eligible and offering herself for re-election, be re-elected as a Director.*"

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3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES ISSUED UNDER ASX LISTING RULE 7.1

To consider, and if thought fit, to pass with or without amendment, the following Resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and prior issue of 27,824,895 Shares issued on 24 August 2021 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

(a) a person who participated in the issue or is a counterparty to the agreement being approved; or

(b) an Associate of that person or those persons.

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

(i) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or

(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or

(iii) it is cast by 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 this Resolution; and
- the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES ISSUED UNDER ASX LISTING RULE 7.1A

To consider, and if thought fit, to pass with or without amendment, the following Resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and prior issue of 19,799,930 Shares issued on 24 August 2021 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

(a) a person who participated in the issue or is a counterparty to the agreement being approved; or

(b) an Associate of that person or those persons.

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

(i) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or

(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or

(iii) it is cast by 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 this Resolution; and
- the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES TO S3 CONSORTIUM PTY LTD

To consider, and if thought fit, to pass with or without amendment, the following Resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and prior issue of 1,875,000 Shares issued on 24 August 2021 to S3 Consortium Pty Ltd and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

(a) a person who participated in the issue or is a counterparty to the agreement being approved; or

(b) an Associate of that person or those persons.

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

(i) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or

(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or

(iii) it is cast by 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 this Resolution; and
- the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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6. RESOLUTION 6 – APPROVAL OF ISSUE OF TRANCHE 2 PLACEMENT SHARES

To consider, and if thought fit, to pass with or without amendment, the following Resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 52,125,175 Tranche 2 Placement Shares to sophisticated and institutional investors, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

(a) 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); or

(b) an Associate of that person or those persons.

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

(i) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or

(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or

(iii) it is cast by 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 this Resolution; and
- the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

7. RESOLUTION 7 – APPROVAL OF ISSUE OF PLACEMENT OPTIONS

To consider, and if thought fit, to pass with or without amendment, the following Resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue and allotment of up to approximately 49,875,000 Placement Options (subject to rounding) to sophisticated and institutional investors, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

(a) 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); or

(b) an Associate of that person or those persons.

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

(i) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or

(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or

(iii) it is cast by 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 this Resolution; and
- the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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8. RESOLUTION 8 – APPROVAL OF ISSUE OF TRANCHE 2 PLACEMENT SHARES AND PLACEMENT OPTIONS TO JAMES WILLIAMS, DIRECTOR OF THE COMPANY

To consider, and if thought fit, to pass with or without amendment, the following Resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 125,000 Tranche 2 Placement Shares and 62,500 Placement Options to James Williams, Director of the Company (or their nominee) and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

(a) a person who is to expected to receive the securities as a result of the proposed issue;

(b) a 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); or

(c) an Associate of that person or those persons.

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

(i) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or

(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or

(iii) it is cast by 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

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associate of a person excluded from voting, on this Resolution; and

- the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

9. RESOLUTION 9 – APPROVAL OF ISSUE OF TRANCHE 2 PLACEMENT SHARES AND PLACEMENT OPTIONS TO NINA WEBSTER, DIRECTOR OF THE COMPANY

To consider, and if thought fit, to pass with or without amendment, the following Resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 50,000 Tranche 2 Placement Shares and 25,000 Placement Options to Nina Webster, Director of the Company (or their nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

(a) a person who is to expected to receive the securities as a result of the proposed issue;

(b) a 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); or

(c) an Associate of that person or those persons.

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

(i) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or

(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or

(iii) it is cast by 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 this Resolution; and
- the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

10. RESOLUTION 10 – APPROVAL OF ISSUE OF TRANCHE 2 PLACEMENT SHARES AND PLACEMENT OPTIONS TO SONIA POLI, DIRECTOR OF THE COMPANY

To consider, and if thought fit, to pass with or without amendment, the following Resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 75,000 Tranche 2

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Placement Shares and 37,500 Placement Options to Sonia Poli, Director of the Company (or their nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

(a) a person who is to expected to receive the securities as a result of the proposed issue;

(b) a 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); or

(c) an Associate of that person or those persons.

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

(i) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or

(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or

(iii) it is cast by 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 this Resolution; and
- the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

11. RESOLUTION 11 – APPROVAL OF ISSUE OF ADVISOR OPTIONS

To consider, and if thought fit, to pass with or without amendment, the following Resolution as an **ordinary resolution**:

"*That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 8,500,000 Advisor Options to Canaccord Genuity (Australia) Limited, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.*"

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

(a) 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); or

(b) an Associate of that person or those persons.

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

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(i) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or

(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or

(iii) it is cast by 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 this Resolution; and
- the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

12. RESOLUTION 12 – APPROVAL OF ISSUE OF SPP SHARES AND SPP OPTIONS

To consider, and if thought fit, to pass with or without amendment, the following Resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue and allotment of up to 20,000,000 SPP Shares and up to approximately 10,000,000 SPP Options (subject to rounding) under the SPP, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion: The Company has been granted a waiver by ASX under Listing Rule 7.3.9 to permit any person who has an interest in this Resolution and ordinarily excluded from voting in favour of this Resolution to vote, on the condition that the Company excludes any votes cast on this Resolution by any proposed underwriter or sub-underwriter of the SPP (which there is none).

13. RESOLUTION 13 – APPROVAL OF ISSUE OF DIRECTOR OPTIONS TO JAMES WILLIAMS, DIRECTOR OF THE COMPANY

To consider, and if thought fit, to pass with or without amendment, the following Resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 264,736 Director Options to James Williams, Director of the Company (or their nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

(a) a person who is to expected to receive the securities as a result of the proposed issue;

(b) a 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); or

(c) an Associate of that person or those persons.

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

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(i) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or

(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or

(iii) it is cast by 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 this Resolution; and
- the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

(a) the proxy is either a member of the Company's Key Management Personnel or a closely related party of a member of the Company's Key Management Personnel; and

(b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

(i) the proxy is the Chair of the Meeting; and

(ii) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

14. RESOLUTION 14 – APPROVAL OF ISSUE OF DIRECTOR OPTIONS TO HUGH ALSOP, DIRECTOR OF THE COMPANY

To consider, and if thought fit, to pass with or without amendment, the following Resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 167,202 Director Options to Hugh Alsop, Director of the Company (or their nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

(a) a person who is to expected to receive the securities as a result of the proposed issue;

(b) a 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); or

(c) an Associate of that person or those persons.

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

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(i) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or

(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or

(iii) it is cast by 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 this Resolution; and
- the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

(a) the proxy is either a member of the Company's Key Management Personnel or a closely related party of a member of the Company's Key Management Personnel; and

(b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

(i) the proxy is the Chair of the Meeting; and

(ii) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

15. RESOLUTION 15 – APPROVAL OF ISSUE OF DIRECTOR OPTIONS TO SONIA POLI, DIRECTOR OF THE COMPANY

To consider, and if thought fit, to pass with or without amendment, the following Resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 167,202 Director Options to Sonia Poli, Director of the Company (or their nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

(a) a person who is to expected to receive the securities as a result of the proposed issue;

(b) a 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); or

(c) an Associate of that person or those persons.

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

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(i) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or

(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or

(iii) it is cast by 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 this Resolution; and
- the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

(a) the proxy is either a member of the Company's Key Management Personnel or a closely related party of a member of the Company's Key Management Personnel; and

(b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

(i) the proxy is the Chair of the Meeting; and

(ii) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

16. RESOLUTION 16 – ASX LISTING RULE 7.1A APPROVAL OF 10% PLACEMENT CAPACITY

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a **special resolution**:

"*That, for the purpose of ASX Listing Rule 7.1A and for all other purposes, the Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue), calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.*"

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

(a) 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); or

(b) an Associate of that person or those persons.

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

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(i) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or

(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or

(iii) 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 this Resolution; and
- the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

DATED: 24 AUGUST 2021

BY ORDER OF THE BOARD

Hamish George
Company Secretary

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EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 2:00 pm (AEST) on 27 September 2021 as a virtual meeting.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Annual General Meeting are set out below

HOW TO ATTEND THE VIRTUAL MEETING AND VOTE

The persons who will be entitled to attend and vote at the Meeting are those persons (or their proxies or representatives) registered as holding Ordinary Shares on Dimerix's share register at 2:00 pm AEST on 25 September 2021.

Attending the Virtual Meeting

If you wish to virtually attend the Meeting (which will be broadcast as a live webinar), please **pre-register** in advance for the virtual Meeting here:

https://us02web.zoom.us/webinar/register/WN_YhmIb_N4Sk-uj6jtsSTgSg

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the Annual General Meeting.

Shareholders will be able to vote and ask questions at the virtual Meeting. Shareholders are also encouraged to submit any questions in advance of the Meeting to the Company. Questions must be submitted in writing to the Company at **investor@dimerix.com** at least 48 hours prior to the Meeting.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect of the formal items of business.

Voting Virtually

Shareholders who wish to vote virtually on the day of the meeting will need to login to the Automic website (**https://investor.automic.com.au/#/home**) with their username and password.

All resolutions will be decided on a poll.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting.

To create an account with Automic, please go to the Automic website (**https://investor.automic.com.au/#/home**), click on 'register' and follow the steps. Shareholders will require their holder number (Shareholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

Shareholders who have an existing account with Automic are advised to take the following steps to attend and vote on the day of the Meeting:

1. Login to the Automic website (**https://investor.automic.com.au/#/home**) using your username and password.
2. Once registration for the virtual Meeting is open, click on 'Meeting open for registration' and follow the steps.
3. Once live voting for the virtual Meeting is open, click on 'Meeting open for voting' and follow the steps.

Asking questions

A discussion will be held on all items to be considered at the Meeting. The Company will endeavour to give all Shareholders a reasonable opportunity to ask questions via the virtual Meeting platform, including an opportunity to ask questions of the Company's external auditor.

To ensure that as many Shareholders as possible have the opportunity to participate, Shareholders are requested to observe the following:

- all Shareholder questions should be stated clearly and should be relevant to the business of the Meeting, including matters arising from the Annual Report and general questions about the performance, business or management of the Company;
- if a Shareholder has more than one question on an item, all questions should be asked at one time; and
- Shareholders should not ask questions at the Meeting regarding personal matters or those that are commercial in confidence.

1. FINANCIAL STATEMENTS AND REPORTS

Shareholders will be offered the opportunity to discuss the Annual Report at the Meeting. Copies of the report can be found on the Company's website at **www.dimerix.com** or by contacting the Company on 1300 813 321.

There is no requirement for Shareholders to approve the Annual Report.

Shareholders will be offered the following opportunities:

(a) discuss the Annual Report for the financial year ended 30 June 2021;

(b) ask questions or make comment on the management of the Company;

(c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

(a) the preparation and the content of the Auditor's Report;

(b) the conduct of the audit;

(c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and

(d) the independence of the auditor in relation to the conduct of the audit,

may be submitted in writing no later than 5 business days before the Meeting to the Company Secretary at **investor@dimerix.com.**

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2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

General

The Corporations Act requires that at a listed company's Annual General Meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' Report contained in the Annual Report of the Company for the financial year ending 30 June 2021.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

Section 250R(2) of the Corporations Act provides that the Company is required to put the Remuneration Report to the vote of Shareholders. The Directors' Report contains a Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the executive and non-executive directors.

Section 250R(3) of the Corporations Act provides that Resolution 1 is advisory only and does not bind the Directors or the Company. Of itself, a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report.

However, the Corporations Act has been amended by the Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act (**Director and Executive Remuneration Act**) which received the Royal Assent on 27 June 2011 and came into effect on 1 July 2011.

The Director and Executive Remuneration Act introduced new sections 250U and 250Y, among others, into the Corporations Act, giving Shareholders the opportunity to remove the Board if the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings (**Two Strikes Rule**).

Under the Two Strikes Rule, where a resolution on the remuneration report receives a 'no' vote of 25% or more at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting, a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the Managing Director) who were in office at the date of approval of the applicable Directors' report must stand for re-election.

At the Company's 2020 Annual General Meeting votes cast there were less than 25% of votes cast against the adoption of the remuneration report. Accordingly, a further resolution relating to the Two Strikes Rule is not relevant for this Annual General Meeting.

In summary, if the Remuneration Report receives a 'no' vote of 25% or more at this Meeting, Shareholders should be aware that if there is a 'no' vote of 25% or more at the next annual general meeting the consequences are that all Directors (other than the Managing Director) may be up for re-election.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

If you appoint a member of the Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy, you must direct your

proxy how to vote on this Resolution. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

The Chair intends to exercise all undirected proxies in favour of Resolution 1. If the Chair of the Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention even if Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – DR SONIA POLI

Pursuant to Article 6.3 of the Company's Constitution, one third of the Directors (or the number nearest one third) must retire at each Annual General Meeting and are eligible for re-election. The Directors to retire are those who have been in office for 3 years since their appointment or last re-appointment or who have been longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time, by lot unless otherwise agreed. However, these requirements do not apply to a Managing Director.

Dr Poli was appointed as a director in July 2015 and was last re-elected at the 2018 AGM. Accordingly, Dr Poli, is required to retire by rotation under Article 6.3(b) of the Company's Constitution and being eligible, seeks re-election as a Director.

Dr Poli is an accomplished R&D professional with 20 years international experience in large and small pharmaceutical companies. Dr Poli is currently serving as Chief Scientific Officer at Minoryx. Dr Poli was formerly Executive Manager at AC Immune, a Nasdaq listed company, and has previously worked within Swiss Stock Exchange listed companies Hoffman la Roche and Addex Therapeutics.

The Board of Directors (excluding Dr Poli) unanimously supports the re-election of Dr Sonia Poli.

4. RESOLUTIONS 3 & 4 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES ISSUED UNDER ASX LISTING RULE 7.1 AND 7.1A

4.1 Background

As announced by the Company on 16 August 2021, the Company received commitments from sophisticated and professional investors (including Directors) to raise approximately $20,000,000 (before costs) via a placement of 100,000,000 Shares at an issue price of $0.20 per Share (**Placement Shares**), together with the offer of 1 free attaching unlisted Option, each exercisable at $0.40 (**Placement Options**) for every 2 Placement Shares issued (**Placement**).

The Company announced that the Placement would be undertaken as follows:

(a) 47,624,825 Placement Shares issued under the Company's existing capacity under ASX Listings Rule 7.1 and 7.1A (**Tranche 1 Placement Shares**); and

(b) 52,375,175 Placement Shares (**Tranche 2 Placement Shares**), together with up to approximately 50,000,000 Placement Options (subject to rounding), of which:

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i) 52,125,175 Tranche 2 Placement Shares and up to approximately 49,875,000 Placement Options (subject to rounding) are proposed to be issued to non-related parties, subject to Shareholder approval; and

ii) 250,000 Tranche 2 Placement Shares and 125,000 Placement Options are proposed to be issued to Directors of the Company, subject to Shareholder approval.

On 24 August 2021 the Company completed the issue of the Tranche 1 Placement Shares. Accordingly, Shareholder approval is being sought to ratify the prior issue and allotment of:

(a) 27,824,895 Tranche 1 Placement Shares issued under ASX Listings Rule 7.1 (**Resolution 3**); and

(b) 19,799,930 Tranche 1 Placement Shares issued under ASX Listings Rule 7.1A (**Resolution 4**).

The Company issued the Tranche 1 Placement Shares within the 15% annual limit set out in ASX Listing Rule 7.1 and the 10% annual limit set out in ASX Listing Rule 7.1A (described below). By issuing those Shares under the Placement, the Company's capacity to issue further Equity Securities without Shareholder approval within those limits was accordingly reduced.

This Resolution is an ordinary resolution and will be passed if more than 50% of the votes cast by Shareholders entitled to vote are in favor of the Resolution. Shareholders' attention is drawn to the voting exclusion statement in the Notice.

4.2 ASX Listing Rules 7.1, 7.1A and 7.4

ASX Listing Rule 7.1 provides that a company must not, subject to certain exceptions, issue or agree to issue more equity securities in any 12 month period other than the amount which is equal to 15% of its fully paid ordinary securities on issue at the start of that 12 month period (**15% share issue capacity**).

ASX Listing Rule 7.1A provides that, in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue during the period for which the approval is valid a number of quoted equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in ASX Listing Rule 7.1A (10% capacity). The Company is an eligible entity and sought and received Shareholder approval for its 10% capacity at its Annual General Meeting held on 30 September 2020.

ASX Listing Rule 7.4 provides that where an entity in a general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1), those securities will be deemed to have been made with Shareholder approval under ASX Listing Rule 7.1, thereby "refreshing" the Company's capacity under ASX Listing Rule 7.1. A note to ASX Listing Rule 7.4 also provides it can also be used to ratify a previous issue of securities made with approval pursuant to ASX Listing Rule 7.1A.

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By ratifying these previous issues, the Company will retain the flexibility to issue equity securities in the future within the limits of ASX Listing Rules 7.1 and 7.1A up to its 15% capacity and 10% capacity, respectively, without needing to seek further Shareholder approval. If either Resolution 3 and/or Resolution 4 are not passed, the Company's ability to issue new securities without shareholder approval will be restricted until the previous issue/s are ratified at a subsequent meeting or 12 months from the date of issue of the Tranche 1 Placement Shares.

Accordingly, Resolutions 3 and 4 seeks Shareholder approval to allow the Company to refresh its 15% capacity and 10% capacity, respectively.

4.3 Information required by ASX Listing Rule 7.5

ASX Listing Rule 7.5 requires that the Meeting documents concerning a proposed resolution to ratify an issue of securities in accordance with ASX Listing Rule 7.4 must include the following information:

(a) The number of securities the entity issued

i) 27,824,895 Tranche 1 Placement Shares were issued under ASX Listing Rule 7.1 (**Resolution 3**).

ii) 19,799,930 Tranche 1 Placement Shares were issued under ASX Listing Rule 7.1A (**Resolution 4**).

(b) The issue price of the securities

Each of the Tranche 1 Placement Shares were issued at an issue price of $0.20.

(c) The terms of the securities

The Tranche 1 Placement Shares rank equally with all Shares currently on issue.

(d) The names of the allottees (or the basis on which the allottees were determined)

The Tranche 1 Placement Shares were issued to non-related party investors, who were sophisticated and professional investors introduced to the Company to subscribe for the Tranche 1 Placement Shares by its broker, Canaccord Genuity (Australia) Limited.

(e) The intended use of the funds raised

The current and intended use of funds raised is for funding the initiation of the Company's clinical program including the pivotal Phase 3 study in FSGS patients, manufacturing, distribution and logistics of the required clinical trial material (DMX 200), the preparation and submission of appropriate regulatory applications to conduct a clinical study and general working capital and corporate costs.

The Board of Directors unanimously recommend that shareholders vote in favour of Resolutions 3 & 4.

5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES TO S3 CONSORTIUM PTY LTD

5.1 Background

As announced by the Company on 16 August 2021, the Company entered into an agreement with S3 Consortium Pty Ltd (**S3**) pursuant to which, S3 was engaged to provide public and investor relations services (**S3 Agreement**).

Under the S3 Agreement, the Company agreed to pay S3 $375,000 (excluding GST) for the provision of services over a term of 2 years (**Fees**). The Company agreed to pay the Fees via the issue of 1,875,000 Shares at a deemed issue price of $0.20.

The Shares issued to S3 are subject to escrow restrictions commencing on the issue date and ending on the earliest to occur of:

(a) in respect of:

  (i) 750,000 Shares, 2 months from the issue date;

  (ii) 750,000 Shares, 6 months from the issue date; and

  (iii) 375,000 Shares, 9 months from the issue date;

(b) on the date on which the 5-day VWAP of the Company's Shares on ASX reaches $0.50;

(c) the date on which the Company announces a takeover offer in respect of all of the Shares in the Company has been made and is recommended by the Board;

(d) the date on which both:

  (i) the offeror under a takeover offer in respect of all Shares in the Company announces that it has achieved acceptances in respect of more than 50% of the shares in the Company; and

  (ii) that takeover bid has become unconditional; or

(e) the date on which the Company announces that shareholders of the Company have voted in favour of a scheme of arrangement.

On 24 August 2021 the Company completed the issue of the Shares to S3. The Company issued the Shares to S3 within the 15% annual limit set out in ASX Listing Rule 7.1. By issuing those Shares, the Company's capacity to issue further Equity Securities without Shareholder approval within this limit was reduced.

Accordingly, Shareholder approval is being sought to ratify the prior issue and allotment of 1,875,000 Shares issued to S3, under the Company's existing capacity under ASX Listing Rule 7.1.

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This Resolution is an ordinary resolution and will be passed if more than 50% of the votes cast by Shareholders entitled to vote are in favor of the Resolution. Shareholders' attention is drawn to the voting exclusion statement in the Notice.

5.2 ASX Listing Rules 7.1 and 7.4

ASX Listing Rule 7.1 provides that a company must not, subject to certain exceptions, issue or agree to issue more equity securities in any 12 month period other than the amount which is equal to 15% of its fully paid ordinary securities on issue at the start of that 12 month period (**15% share issue capacity**).

ASX Listing Rule 7.4 provides that where an entity in a general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1), those securities will be deemed to have been made with Shareholder approval under ASX Listing Rule 7.1, thereby "refreshing" the Company's capacity under ASX Listing Rule 7.1.

By ratifying the previous issue of Shares to S3, the Company will retain the flexibility to issue equity securities in the future within the limits of ASX Listing Rules 7.1 up to its 15% capacity, without needing to seek further Shareholder approval. If Resolution 5 is not passed, the Company's ability to issue new securities without shareholder approval will be restricted until the previous issue is ratified at a subsequent meeting or 12 months from the date on which the Shares were issued to S3.

Accordingly, Resolution 5 seeks Shareholder approval to allow the Company to refresh its 15% capacity.

5.3 Information required by ASX Listing Rule 7.5

ASX Listing Rule 7.5 requires that the Meeting documents concerning a proposed resolution to ratify an issue of securities in accordance with ASX Listing Rule 7.4 must include the following information:

(a) The number of securities the entity issued

1,875,000 Shares.

(b) The issue price of the securities

Each of the Shares were issued for at a deemed issue price of $0.20.

(c) The terms of the securities

The Shares rank equally with all Shares currently on issue.

(d) The names of the allottees (or the basis on which the allottees were determined)

The Shares were issued to S3.

(e) The intended use of the funds raised

No funds were raised from the issue of the Shares as the issue is proposed to made in lieu of fees payable to S3 for services rendered.

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The Board of Directors unanimously recommend that shareholders vote in favour of Resolution 5.

6. RESOLUTIONS 6 & 7 – APPROVAL OF ISSUE OF TRANCHE 2 PLACEMENT SHARES AND PLACEMENT OPTIONS

6.1 Background

Resolutions 6 and 7 seek Shareholder approval to issue and allot 52,125,175 Tranche 2 Placement Shares and up to approximately 49,875,000 Placement Options (subject to rounding) to non-related parties to raise $10,425,035 as part of the Placement announced by the Company on 16 August 2021.

The Placement Options are being offered to participants under the Placement for nil consideration on the basis of 1 free Placement Option for every 2 Placement Shares subscribed for under the Placement. The Placement Options are each exercisable at $0.40 and expire on the earlier of 30 July 2024 and 20 business days after the date that the Company's first Phase 3 FSGS 26 week interim data results are announced on the ASX. The Placement Options are being offer under a "transaction specific prospectus" prepared in accordance with section 713 of the Corporations Act, which was lodged with the ASX on 24 August 2021 (**Prospectus**).

Accordingly, Shareholder approval is being sought to issue and allot:

(a) 52,125,175 Tranche 2 Placement Shares (**Resolution 6**); and

(b) up to approximately 49,875,000 Placement Options (subject to rounding) (**Resolution 7**).

The effect of Resolutions 6 and 7 is for Shareholders to approve the issue of these securities to fall within an exception to ASX Listing Rule 7.1, which will allow the Company to issue these without using the Company's 15% capacity under ASX Listing Rule 7.1.

Resolutions 6 and 7 are ordinary resolutions and will be passed if more than 50% of the votes cast by Shareholders entitled to vote are in favor of the Resolutions. Shareholders' attention is drawn to the voting exclusion statement in the Notice.

6.2 ASX Listing Rules 7.1

Broadly speaking, and subject to a number of exceptions, ASX 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.

An issue of equity securities that is approved by the Company's Shareholders under ASX Listing Rule 7.1 will not use up the Company's 15% limit and therefore does not reduce the Company's capacity to issue further equity securities without Shareholder approval under ASX Listing Rule 7.1.

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The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under ASX Listing Rule 7.1.

To this end, Resolutions 6 and 7 seek Shareholder approval to approve the issue of the Tranche 2 Placement Shares and the Placement Options under and for the purposes of ASX Listing Rule 7.1.

If Resolutions 6 and 7 are passed, the issue of the Tranche 2 Placement Shares and Placement Options will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12 month period following the date on which the Tranche 2 Placement Shares and Placement Options are issued.

If Resolutions 6 and 7 are not passed, the Company will not be able to proceed with the proposed issue of the Tranche 2 Placement Shares and Placement Options. Further, the Company will not receive the funds from the participants in Tranche 2 of the Placement, if Resolutions 6 and 7 are not passed.

6.3 Information required by ASX Listing Rule 7.3

ASX Listing Rule 7.3 requires that the Meeting documents concerning a proposed resolution to approve an issue of securities in accordance with ASX Listing Rule 7.1 must include the following information:

(a) The number of securities the entity will issue

i) 52,125,175 Tranche 2 Placement Shares (**Resolution 6**).

ii) Up to approximately 49,875,000 Placement Options (subject to rounding) (**Resolution 7**).

(b) The issue price of the securities

i) Each of the Tranche 2 Placement Shares will be issued at an issue price of $0.20 (**Resolution 6**).

ii) Each of the Placement Options will be issued for nil consideration (**Resolution 7**).

(c) The terms of the securities

i) The Tranche 2 Placement Shares rank equally with all Shares currently on issue (**Resolution 6**).

ii) The full terms of the Placement Options are set out in Annexure A (**Resolution 7**).

(d) The names of the allottees (or the basis on which the allottees were determined)

i) The Tranche 2 Placement Shares will be issued to non-related party investors, who are sophisticated and professional investors

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introduced to the Company to subscribe for the Tranche 2 Placement Shares by its broker, Canaccord Genuity (Australia) Limited (**Resolution 6**).

ii) The Placement Options will be issued to participants under the Placement, on the basis of 1 free Placement Option for every 2 Placement Shares issued (**Resolution 7**).

(e) Date of issue

The Tranche 2 Placement Shares and Placement Options will be issued within 3 months of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion.

(f) The intended use of the funds raised

i) The funds raised from the issue of the Tranche 2 Placement Shares will be applied to funding the initiation of the Company's clinical program including the pivotal Phase 3 study in FSGS patients, manufacturing, distribution and logistics of the required clinical trial material (DMX 200), the preparation and submission of appropriate regulatory applications to conduct a clinical study and general working capital and corporate costs (**Resolution 6**).

ii) Funds will not be raised from the issue of the Placement Options as the Placement Options are issued as free attaching options on the basis of 1 free Placement Options for every 2 Placement Shares issued (**Resolution 7**).

The Board of Directors unanimously recommend that shareholders vote in favour of Resolutions 6 and 7.

7. RESOLUTIONS 8, 9 & 10 – APPROVAL OF ISSUE OF TRANCHE 2 PLACEMENT SHARES AND PLACEMENT OPTIONS TO DIRECTORS OF THE COMPANY

7.1 Background

Resolutions 8, 9 and 10 seek Shareholder approval to issue and allot collectively 250,000 Tranche 2 Placement Shares and 125,000 Placement Options to certain Directors of the Company (or their nominees) to raise $50,000 as part of the Placement announced by the Company on 16 August 2021.

Accordingly, Shareholder approval is being sought to issue and allot:

(a) 125,000 Tranche 2 Placement Shares and 62,500 Placement Options to James Williams (**Resolution 8**);

(b) 50,000 Tranche 2 Placement Shares and 25,000 Placement Options to Nina Webster (**Resolution 9**); and

(c) 75,000 Tranche 2 Placement Shares and 37,500 Placement Options to Sonia Poli (**Resolution 10**).

Resolutions 8, 9 and 10 are ordinary resolutions and will be passed if more than 50% of the votes cast by Shareholders entitled to vote are in favor of the Resolution. Shareholders' attention is drawn to the voting exclusion statement in the Notice.

7.2 ASX Listing Rules 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in ASX Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of ASX Listing Rule 10.11 includes:

(a) a related party;

(b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;

(c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;

(d) an Associate of a person referred to in (a) to (c) above; and

(e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

As each of James Williams, Nina Webster and Sonia Poli are Directors of the Company, each of them is a person in a position of influence for the purposes of ASX Listing Rule 10.11. The proposed issue does not fall within any of the exceptions in ASX Listing Rule 10.12, and therefore requires the approval of the Company's Shareholders under ASX Listing Rule 10.11.

To this end, Resolutions 8, 9 and 10 seek the required Shareholder approval to issue the Tranche 2 Placement Shares and Placement Options to James Williams, Nina Webster and Sonia Poli under and for the purposes of ASX Listing Rule 10.11.

If approval is obtained under ASX Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under ASX Listing Rule 7.1.

If Resolutions 8, 9 and 10 are passed, the Company will be able to proceed with the proposed issue of Tranche 2 Placement Shares and Placement Options to the Directors and complete the $50,000 portion of the Placement.

If Resolutions 8, 9 and 10 are not passed, the Company will not be able to proceed with the proposed issue of Tranche 2 Placement Shares and Placement Options to the Directors and will not raise those additional funds.

7.3 Chapter 2E of the Corporations Act

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Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

(a) the giving of the financial benefit falls within one of the exceptions to the provisions; or

(b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Tranche 2 Placement Shares and Placement Options (which is a type of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" of a public company.

As the Tranche 2 Placement Shares and Placement Options are being offered to each of James Williams, Nina Webster and Sonia Poli are on the same terms as the offer to non-related parties under the Placement, the Company relies on the "arm's length terms" exception as set out in section 210 of the Corporations Act for the purposes of Resolutions 8, 9 and 10.

Therefore, the proposed issue of Tranche 2 Placement Shares and Placement Options to James Williams, Nina Webster and Sonia Poli requires Shareholder approval under and for the purposes of Listing Rule 10.11 only.

7.3 Information required by ASX Listing Rule 10.13

ASX Listing Rule 10.13 requires that the Meeting documents concerning a proposed resolution to approve an issue of securities in accordance with ASX Listing Rule 10.11 must include the following information:

(a) <u>The names of the allottees</u>

i) James Williams (**Resolution 8**).

ii) Nina Webster (**Resolution 9**).

iii) Sonia Poli (**Resolution 10**).

Each of the allottees are current Directors of the Company and therefore fall within the category referred to in Listing Rule 10.11.1.

(b) <u>The number of securities the entity will issue</u>

i) 125,000 Tranche 2 Placement Shares and 62,500 Placement Options to James Williams (**Resolution 8**).

ii) 50,000 Tranche 2 Placement Shares and 25,000 Placement Options to Nina Webster (**Resolution 9**).

iii) 75,000 Tranche 2 Placement Shares and 37,500 Placement Options to Sonia Poli (**Resolution 10**).

(c) The issue price of the securities

i) Each of the Tranche 2 Placement Shares will be issued at an issue price of $0.20.

ii) Each of the Placement Options will be issued for nil consideration.

(d) The terms of the securities

i) The Tranche 2 Placement Shares rank equally with all Shares currently on issue.

ii) The full terms of the Placement Options are set out in Annexure A.

(e) Date of issue

The Tranche 2 Placement Shares and the Placement Options will be issued within one month of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).

(f) The intended use of the funds raised

i) The funds raised from the issue of the Tranche 2 Placement Shares will be applied to funding the initiation of the Company's clinical program including the pivotal Phase 3 study in FSGS patients, manufacturing, distribution and logistics of the required clinical trial material (DMX 200), the preparation and submission of appropriate regulatory applications to conduct a clinical study and general working capital and corporate costs.

ii) Funds will not be raised from the issue of the Placement Options as the Placement Options are issued as free attaching options on the basis of 1 free Placement Options for every 2 Placement Shares issued.

8. RESOLUTIONS 11 – APPROVAL OF ISSUE OF ADVISOR OPTIONS

8.1 Background

As announced by the Company on 16 August 2021, the Company proposes to issue 8,500,000 unlisted Options (**Advisor Options**) to Canaccord Genuity (Australia) Limited (**Canaccord**) as part of the fees payable for corporate advisory and lead management services provided by Canaccord to the Company in respect of the Placement announced by the Company on 16 August 2021.

The Advisor Options are proposed to be issue on the same terms as the Placement Options. The full terms are set out in Annexure A.

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The effect of Resolutions 11 is for Shareholders to approve the issue of the Advisor Options to fall within an exception to ASX Listing Rule 7.1, which will allow the Company to issue the Advisor Options without using the Company's 15% capacity under ASX Listing Rule 7.1.

This Resolution is an ordinary resolution and will be passed if more than 50% of the votes cast by Shareholders entitled to vote are in favor of the Resolution. Shareholders' attention is drawn to the voting exclusion statement in the Notice.

8.2 ASX Listing Rules 7.1

Broadly speaking, and subject to a number of exceptions, ASX 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.

An issue of equity securities that is approved by the Company's Shareholders under ASX Listing Rule 7.1 will not use up the Company's 15% limit and therefore does not reduce the Company's capacity to issue further equity securities without Shareholder approval under ASX Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under ASX Listing Rule 7.1.

To this end, Resolution 11 seeks Shareholder approval to approve the issue of the Advisor Options under and for the purposes of ASX Listing Rule 7.1.

If Resolution 11 is passed, the issue of the Advisor Options will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12 month period following the date on which the Tranche 2 Placement Shares and Placement Options are issued.

If Resolution 11 is not passed, the Company will not proceed with the issue of Advisor Options and the Company will be required to pay to Canaccord a cash equivalent fee based upon the Black-Scholes valuation of the Advisor Options determined as at the date of completion of the Placement.

8.3 Information required by ASX Listing Rule 7.3

ASX Listing Rule 7.3 requires that the Meeting documents concerning a proposed resolution to approve an issue of securities in accordance with ASX Listing Rule 7.1 must include the following information:

(a) <u>The number of securities the entity will issue</u>

8,500,000 Advisor Options.

(b) <u>The issue price of the securities</u>

The Advisor Options will be issued for a nominal amount of $10.

(c) <u>The terms of the securities</u>

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The full terms of the Advisor Options are set out at Annexure A.

(d) The names of the allottees (or the basis on which the allottees were determined)

The Advisor Options will be issued to Canaccord.

(e) Date of issue

The Advisor Options will be issued within 3 months of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion.

(f) The intended use of the funds raised

Funds will not be raised from the issue of the Advisor Options as the Advisor Options are proposed to be issued as part of the fees payable to Canaccord for services rendered.

The Board of Directors unanimously recommend that shareholders vote in favour of Resolution 11.

9. RESOLUTIONS 12 – APPROVAL OF ISSUE OF SPP SHARES AND SPP OPTIONS

9.1 Background

As announced by the Company on 16 August 2021, in addition to the Placement, the Company announced its intention to undertake a share purchase plan offer (**SPP Offer**) to Eligible Shareholders of approximately 10,000,000 Shares at an issue price of $0.20 (**SPP Shares**), together with 1 free attaching Option (**SPP Options**) for every 2 SPP Shares issued to raise $2,000,000 (before costs). The SPP Options are proposed to be issued on the same terms as the Placement Options. The full terms are set out in Annexure A.

Eligible Shareholders may subscribe for up to a total subscription limit of $30,000 of Shares per Eligible Shareholder. The Company may, at its discretion, accept an additional $2,000,000 in oversubscriptions, which will result in an issue of up to 20,000,000 SPP Shares and up to approximately 10,000,000 SPP Options (subject to rounding) in total under the SPP Offer. To the extent that there is a shortfall in the subscription for SPP Shares under the SPP Offer (**Shortfall**), the Directors of the Company reserve the right to issue the SPP Shares that comprise the Shortfall to institutional and sophisticated investors at their absolute discretion.

ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (**ASIC Instrument**) allows a company to undertake a share purchase plan without the need to issue a prospectus, provided that the share purchase plan complies with certain conditions. The Company is unable to rely on ASIC Instrument to undertake the SPP Offer as the ASIC Instrument does not allow for the issue of options under a share purchase plan.

By reason of the restrictions in the ASIC Instrument, the SPP Offer (of both SPP Shares and SPP Options) is being made under the Prospectus lodged by the Company with ASX on 24 August 2021.

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As a further consequence of being unable to rely on the ASIC Instrument, the SPP Offer is outside the definition of a "security purchase plan" under the ASX Listing Rules and is therefore unable to rely on the exception set out in ASX Listing Rule 7.2 Exception 5. The Company therefore needs to obtain Shareholder approval under the ASX Listing Rules to issue the SPP Shares and SPP Options.

Accordingly, Shareholder approval is being sought under Resolution 12 to issue and allot:

(a) up to 20,000,000 SPP Shares (including oversubscriptions); and

(b) up to approximately 10,000,000 SPP Options (including oversubscriptions and subject to rounding).

The effect of Resolution 12 is for Shareholders to approve the issue of the SPP Shares and SPP Options to fall within an exception to ASX Listing Rule 7.1, which will allow the Company to issue these without using the Company's 15% capacity under ASX Listing Rule 7.1.

Resolution 12 is an ordinary resolution and will be passed if more than 50% of the votes cast by Shareholders entitled to vote are in favor of the Resolution. Shareholders' attention is drawn to the voting exclusion statement in the Notice.

9.2 ASX Listing Rules 7.1

Broadly speaking, and subject to a number of exceptions, ASX 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.

An issue of equity securities that is approved by the Company's Shareholders under ASX Listing Rule 7.1 will not use up the Company's 15% limit and therefore does not reduce the Company's capacity to issue further equity securities without Shareholder approval under ASX Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under ASX Listing Rule 7.1.

To this end, Resolution 12 seeks Shareholder approval to approve the issue of the SPP Shares and SPP Options under and for the purposes of ASX Listing Rule 7.1.

If Resolution 12 is passed, the issue of the SPP Shares and SPP Options will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12 month period following the date on which the Tranche 2 Placement Shares and Placement Options are issued.

If Resolution 12 is not passed, the Company will not be able to proceed with the issue and will not undertake the SPP.

9.3 Information required by ASX Listing Rule 7.3

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ASX Listing Rule 7.3 requires that the Meeting documents concerning a proposed resolution to approve an issue of securities in accordance with ASX Listing Rule 7.1 must include the following information:

(a) The number of securities the entity will issue

i) 20,000,000 SPP Shares; and

ii) up to approximately 10,000,000 SPP Options (subject to rounding).

(b) The issue price of the securities

i) Each of the SPP Shares will be issued at an issue price of $0.20.

ii) Each of the SPP Options will be issued for nil consideration.

(c) The terms of the securities

i) The SPP Shares rank equally with all Shares currently on issue.

ii) The full terms of the SPP Options are set out in Annexure A.

(d) The names of the allottees (or the basis on which the allottees were determined)

i) The SPP Shares will be issued to Eligible Shareholders who subscribe for SPP Shares under the SPP. To the extent that there is a Shortfall, the Directors of the Company reserve the right to issue the SPP Shares that comprise the Shortfall to institutional and sophisticated investors at their absolute discretion.

ii) The SPP Options will be issued to Eligible Shareholders who subscribe for SPP Shares under the SPP on the basis of 1 free SPP Option for every 2 SPP Shares issued. To the extent that there is a Shortfall, the Directors of the Company reserve the right to issue SPP Options to institutional and sophisticated investors that subscribe for SPP Shares under the Shortfall on the basis of 1 free SPP Option for every 2 SPP Shares issued.

(e) Date of issue

The SPP Shares and SPP Options will be issued by within 3 months of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion

(f) The intended use of the funds raised

i) The funds raised from the issue of the SPP Shares will be applied to funding the initiation of the Company's clinical program including the pivotal Phase 3 study in FSGS patients, manufacturing, distribution and logistics of the required clinical trial material (DMX 200), the preparation and submission of appropriate regulatory applications to conduct a clinical study and general working capital and corporate costs.

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ii) Funds will not be raised from the issue of the SPP Options as the SPP Options are issued as free attaching options on the basis of 1 free SPP Options for every 2 SPP Shares issued.

The Board of Directors unanimously recommend that shareholders vote in favour of Resolution 12.

10. RESOLUTIONS 13, 14, & 15 – APPROVAL OF ISSUE OF DIRECTOR OPTIONS TO DIRECTORS OF THE COMPANY

10.1 Background

Resolutions 13, 14 and 15 seek Shareholder approval to issue and allot collectively 599,140 unlisted Options each exercisable at $0.40 and expiring on 30 July 2024 (**Director Options**) to certain Directors of the Company (or their nominees) to preserve cash resources and to incentivise them in their role as Directors of the Company.

The full terms of the Director Options are set out in Annexure B.

Accordingly, Shareholder approval is being sought to issue and allot:

(d) 264,736 Director Options to James Williams (**Resolution 13**);

(e) 167,202 Director Options to Hugh Alsop (**Resolution 14**); and

(f) 167,202 Director Options to Sonia Poli (**Resolution 15**).

Resolutions 13, 14 and 15 are ordinary resolutions and will be passed if more than 50% of the votes cast by Shareholders entitled to vote are in favor of the Resolution. Shareholders' attention is drawn to the voting exclusion statement in the Notice.

10.2 ASX Listing Rules 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in ASX Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of ASX Listing Rule 10.11 includes:

(a) a related party;

(b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;

(c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;

(d) an Associate of a person referred to in (a) to (c) above; and

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(e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

As each of James Williams, Hugh Alsop and Sonia Poli are Directors of the Company, each of them is a person in a position of influence for the purposes of ASX Listing Rule 10.11. The proposed issue does not fall within any of the exceptions in ASX Listing Rule 10.12, and therefore requires the approval of the Company's Shareholders under ASX Listing Rule 10.11.

To this end, Resolutions 13, 14 and 15 seek the required Shareholder approval to issue the Director Options to James Williams, Hugh Alsop and Sonia Poli under and for the purposes of ASX Listing Rule 10.11.

If approval is obtained under ASX Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under ASX Listing Rule 7.1.

If Resolutions 13, 14 and 15 are passed, the Company will be able to proceed with the proposed issue of Director Options.

If Resolutions 13, 14 and 15 are not passed, the Company will not be able to proceed with the proposed issue of Director Options.

10.3 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

(a) the giving of the financial benefit falls within one of the exceptions to the provisions; or

(b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Director Options (which is a type of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" of a public company.

The non-conflicted Director of the Company carefully considered the issues of the Director Options to James Williams, Hugh Alsop and Sonia Poli, and formed the view that the giving of this financial benefit as part of their remuneration would be reasonable, given the circumstances of the Company, the quantum and terms of the Director Options, and the responsibilities held by each of those Directors in the Company.

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Therefore, the proposed issue of Director Options to James Williams, Hugh Alsop and Sonia Poli requires Shareholder approval under and for the purposes of Listing Rule 10.11 only.

5.3 Information required by ASX Listing Rule 10.13

ASX Listing Rule 10.13 requires that the Meeting documents concerning a proposed resolution to approve an issue of securities in accordance with ASX Listing Rule 10.11 must include the following information:

(a) The names of the allottees

i) James Williams (**Resolution 13**).

ii) Hugh Alsop (**Resolution 14**).

iii) Sonia Poli (**Resolution 15**).

Each of the allottees are current Directors of the Company and therefore fall within the category referred to in Listing Rule 10.11.1.

(b) The number of securities the entity will issue

i) 264,736 Director Options to James Williams (**Resolution 13**).

ii) 167,202 Director Options to Hugh Alsop (**Resolution 14**).

iii) 167,202 Director Options to Sonia Poli (**Resolution 15**).

(c) The issue price of the securities

Each of the Director Options will be issued for nil consideration.

(d) The terms of the securities

The full terms of the Director Options are set out in Annexure B.

(e) Total remuneration package received by each Director

Director	Annual Remuneration (inclusive of superannuation)
James Williams	$95,000
Hugh Alsop	$60,000
Sonia Poli	$60,000

(f) Date of issue

The Director Options will be issued within one month of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).

(g) The intended use of the funds raised

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Funds will not be raised from the issue of the Director Options as the Director Options are proposed to be issued to certain Directors to incentivise them in their role as Directors of the Company and to preserve the Company's cash resources.

11. RESOLUTION 16 – ASX LISTING RULE 7.1A APPROVAL OF 10% PLACEMENT CAPACITY

11.1 General

Broadly speaking, and subject to a number of exceptions, ASX 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 ASX 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 add an additional 10% capacity (**10% Placement Capacity**).

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. The Company is an eligible entity for these purposes.

Resolution 16 seeks Shareholder approval by way of a special resolution for the Company to have the additional 10% capacity provided for in ASX Listing Rule 7.1A to issue equity securities without Shareholder approval.

If Resolution 16 is passed, the Company will be able to issue equity securities up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 16 is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval provided for in ASX Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in ASX Listing Rule 7.1.

11.2 Technical information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution:

(a) **Minimum Price**

Any equity securities issued under ASX Listing Rule 7.1A.2 must be an existing quoted class of the Company's equity securities and issued for cash consideration.

The minimum issue price at which the Equity Securities may be issued is not less than 75% of the volume weighted average market price of Equity Securities in that class, calculated over the 15 ASX Trading Days on which trades in that class were recorded immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed; or

(ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (a)(i) above, the date on which the Equity Securities are issued.

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(b) **Date of Issue**

An approval under this ASX Listing Rule 7.1A commences on the date of the Annual General Meeting at which the approval is obtained and expiring on the first to occur of the following:

(i) 12 months after the date of the Annual General Meeting at which the approval is obtained;

(ii) the time and date of the entity's next Annual General Meeting; and

(iii) the time and date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking),

or such longer period if allowed by ASX (**10% Placement Capacity Period**).

(c) **Risk of economic and voting dilution**

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 16 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the potential dilution of existing Shareholders on the basis of 3 different assumed issue prices and values for the variable "A" in the formula in rule 7.1A.2:

Number of Shares on Issue	**Dilution**			
	Issue Price (per Share)	**$0.153 50% decrease in Issue Price**	**$0.305 Current Issue Price**	**$0.458 50% increase in Issue Price**
248,499,122 **(Current)**	**Shares issued**	24,849,912 Shares	24,849,912 Shares	24,849,912 Shares
	Funds raised	$3,789,612	$7,579,223	$11,368,835
372,748,683 **(50% increase)**	**Shares issued**	37,274,868 Shares	37,274,868 Shares	37,274,868 Shares
	Funds raised	$5,684,417	$11,368,835	$17,053,252
496,998,245 **(100% increase)**	**Shares issued**	49,699,824 Shares	49,699,824 Shares	49,699,824 Shares
	Funds raised	$7,579,223	$15,158,446	$22,737,670

*****The number of ordinary securities on issue (variable A in the formula) could increase as a result of the issue of ordinary securities that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under ASX Listing Rule 7.1.

The table above uses the following assumptions:

1. The current shares on issue are the Shares on issue as at 24 August 2021.
2. The issue price set out above of $0.305 is the closing price of the Shares on the ASX on 20 August 2021.

3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under ASX Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.
5. The table shows the effect of an issue of equity securities under ASX Listing Rule 7.1A only, not under the Company's 15% capacity to issue equity securities under ASX Listing Rule 7.1

Shareholders should note that there is a risk that:

(i) the market price for the Company's Equity Securities in that class may be significantly lower on the issue date than on the date of the Meeting; and

(ii) the Equity Securities may be issued at a price that is at a discount to the market price for those Equity Securities on the date of issue or the Equity Securities are issued as part of the consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

(d) **Purpose of Issue under 10% Placement Capacity**

As noted above, any equity securities issued under ASX Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of equity securities under ASX Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

As at the date of this Notice, the Company has not formed an intention to offer any equity securities under ASX Listing Rule 7.1A during the ASX Listing Rule 7.1A mandate period, if Shareholders approve this Resolution. However, if Shareholders approved this Resolution and the Company did raise funds from the issue of equity securities under ASX Listing Rule 7.1A, based on the Company's existing plans, the Company considers that the funds may be used for the following purposes:

(a) raising funds to further develop the Company's business;

(b) raising funds to be applied to the Company's working capital requirements;

(c) paying service providers or consultants of the Company.

(e) **Allocation policy for issues under ASX Listing Rule 7.1A**

The Company's allocation policy and the identity of the allottees of equity securities under ASX Listing Rule 7.1A will depend on a number of factors, including:

(i) the Company's intentions in relation to the possible issue of equity securities (for cash consideration) during the ASX Listing Rule 7.1A mandate period;

(ii) the structure and timeframe of the capital raising opportunities available to the Company and any alternative methods for raising funds that are available to the Company (such as a pro rata offer or an offer under a share purchase plan);

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(iii) the potential effect on the control of the Company;

(iv) the Company's financial position and the likely future capital requirements; and

(v) advice from the Company's corporate or financial advisors.

Based on the Company's historical cashflow reports and capital raising activities in the past 12 months, the Company considers that it may raise funds during the ASX Listing Rule 7.1A mandate period, although this cannot be guaranteed. As of the date of this Notice, no specific intention to issue equity securities in relation to any parties, investors or existing Securityholders have been formed. In addition, no intentions have been formed in relation to the possible number of issues, or the time frame in which the issues could be made. Subject to the requirements of the ASX Listing Rules and the Corporations Act, the Board of Directors reserve the right to determine at the time of any issue of equity securities under ASX Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

If and when the determination is made to proceed with an issue of equity securities during the ASX Listing Rule 7.1A mandate period, details regarding the allottees and purposes of issue will be disclosed pursuant to the Company's obligations under ASX Listing Rules 3.10.3 and 7.1A.4.

Offers made under ASX Listing Rule 7.1A may be made to parties (excluding any related parties) including professional and sophisticated investors, existing Shareholders of the Company, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities.

(f) **Previous Approval under ASX Listing Rule 7.1A**

The Company previously obtained Shareholder approval under ASX Listing Rule 7.1A at its Annual General Meeting held on 30 September 2020.

In the 12 months preceding the date of this Notice, the Company issued a total of 19,799,930 Equity Securities under ASX Listing Rule 7.1A which represent 10% of the total number of Equity Securities on issue at 30 September 2020. The Equity Securities issued in the preceding 12 months were as follows:

Date of Issue	Number of Equity Securities	Class of Equity Securities and summary of terms	Names of recipients or basis on which recipients determined	Issue price of Equity Securities and discount to Market Price on the trading day prior to the issue	The total consideration, what is was spent on and the intended use of any remaining funds
24 August 2021	19,799,930	Ordinary shares issued under Placement announced by the Company to the ASX on 16 August 2021	Professional and Sophisticated Investors pursuant to the Placement	Issue Price: $0.20 Discount: 14.9%	The Company raised $3,959,986 (before costs). The funds raised from the issue will be applied to funding the initiation of the Company's clinical program including the pivotal Phase 3 study in FSGS patients, manufacturing, distribution

					and logistics of the required clinical trial material (DMX 200), the preparation and submission of appropriate regulatory applications to conduct a clinical study and general working capital and corporate costs.

Total equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months prior to AGM ("A")	19,799,930
Percentage that "A" represents based on the total number of equity securities on issue at the commencement of that 12 month period (fully diluted)	10%

11.3 Voting Exclusion

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 16.

The Board of Directors unanimously recommend that shareholders vote in favour of Resolution 16.

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GLOSSARY

$ means Australian dollars.

10% Placement Capacity has the meaning given in section 8 of this Notice.

Annual General Meeting or **AGM** or **Meeting** means the meeting convened by this Notice.

Annual Report means the Directors' Report, the Financial Report and Auditor's Report in respect to the financial year ended 30 June 2021.

ASIC means the Australian Securities and Investments Commission.

Auditor's Report means the auditor's report on the Financial Report.

ASX means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of Directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chairperson of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

(a) a spouse or child of the member;

(b) a child of the member's spouse;

(c) a dependent of the member or the member's spouse;

(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;

(e) a company the member controls; or

(f) a person prescribed by the *Corporations Regulations 2001* (Cth).

Company means Dimerix Limited (ACN 001 285 230).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a current director of the Company.

Directors' Report means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Eligible Entity means an entity that, at the date of the relevant general meeting:

(a) is not included in the A&P/ASX 300 Index; and

(b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of $300m.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Eligible Shareholder means a holder of fully paid ordinary shares in the Company at 7:00pm (Sydney time) on Friday, 13 August 2021 and with a registered address in Australia or New Zealand.

Explanatory Statement means the explanatory statement accompanying the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

Issued Capital means the ordinary shares, performance shares and options of the Company currently on issue.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Notice or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement and the Proxy Form.

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Option means an option to acquire a Share.

Ordinary Securities has the meaning set out in the ASX Listing Rules.

Placement means the placement of new Shares raising $20 million (before costs), announced on Monday, 16 August 2021.

Prospectus means the transaction specific prospectus lodged by the Company with the ASX on 24 August 2021.

Proxy Form means the proxy form accompanying the Notice.

Related Party means a director and their associates of the Company;

Remuneration Report means the remuneration report set out in the Directors' Report.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

Security means security in the Issued Capital of the Company.

SPP means the Company's security purchase plan for the SPP Offer.

SPP Offer means the share purchase plan offer made to Eligible Shareholders under the Prospectus.

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

Shareholder means a holder of a Share.

Trading Day means a day determined by the ASX to be a trading day in accordance with the ASX Listing Rules.

Variable A means "A" as set out in the calculation in section 11 of this Notice.

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ANNEXURE A – TERMS OF PLACEMENT OPTIONS, ADVISOR OPTIONS AND SPP OPTIONS

The full terms of the Placement Options, Advisor Options and SPP Options (**New Options**) are set out below.

The New Options entitle the holder to subscribe for Shares on the following terms and conditions:

(a) Each New Option gives the holder the right to subscribe for one fully paid ordinary Share.

(b) The New Options will expire at 5.00pm (Sydney time) on the earlier of:

(i) 30 July 2024; and

(ii) 20 Business Days after the date that the outcome of Part 1 of the Phase 3 FSGS interim analysis and recommendation by an independent review committee on whether to proceed with Part 2 of the Phase 3 FSGS study are announced on the ASX,

(**Expiry Date**).

(c) Any New Options not exercised before 5.00pm (Sydney time) on the Expiry Date will automatically lapse at that time and be cancelled by the Company.

(d) The amount payable upon exercise of each New Option will be $0.40 (**Exercise Price**).

(e) The Company will provide to each holder a notice that is to be competed when exercising the New Options (**Notice of Exercise**).

(f) The New Options may be exercised in whole or in part by completing the Notice of Exercise and forwarding the same to the Company Secretary at accounts@dimerix.com to be received prior to the Expiry Date. The Notice of Exercise must, among other things, state the number of New Options exercised, the consequent number of Shares to be allotted and the identity of the proposed allottee. The Notice of Exercise must be accompanied by payment in full for the relevant number of Shares being subscribed, being an amount of the exercise price per Share.

(g) A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the applicable Exercise Price for each New Option being exercised in cleared funds (**Exercise Date**).

(h) As soon as practicable after the relevant Exercise Date, the Company will:

(i) issue the number of Shares required under these terms and conditions in respect of the number of New Options specified in the Notice of Exercise and for which cleared funds have been received by the Company; and

(ii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued on the exercise of the New Options.

(i) All Shares issued upon the exercise of the New Options will upon issue rank equally in all respects with the then issued Shares.

(j) The New Options are transferable.

(k) The Company will not apply for quotation of the New Options on ASX.

(l) If at any time the issued capital of the Company is reconstructed, all rights of a holder of New Options are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(m) There are no participating rights or entitlements inherent to the New Options and the holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the New Options. However, the Company will ensure that for the purposes of determining the entitlements to any such issue, the record date will be at least 3 Business Days after the issue is announced. This will give the holder the opportunity to exercise their New Options prior to the date for determining entitlements to participate in any such issue.

(n) Subject to paragraph (l), a New Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the New Option can be exercised.

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ANNEXURE B – TERMS OF THE DIRECTOR OPTIONS

The full terms of the Director Options are set out below.

(a) **Entitlement**

The Director Options entitle the holder to subscribe for one Share upon the exercise of each Director Option.

(b) **Exercise price**

The Director Options are each exercisable at $0.40 (**Exercise Price**).

(c) **Expiry Date**

The expiry date of each Director Option is 30 July 2024 (**Expiry Date**).

(d) **Notice of exercise**

The Director Options may be exercised by notice in writing to the Company and payment of the Exercise Price for each Director Option being exercised. Any notice of exercise of a Director Option received by the Company will be deemed to be a notice of the exercise of that Director Option as at the date of receipt.

(e) **Shares issued on exercise**

Shares issued on exercise of the Director Options will rank equally with the other issued Shares.

(f) **Quotation of Shares on exercise**

Application will be made by the Company to ASX for official quotation of the Shares issued upon the exercise of the Director Options.

(g) **Timing of issue of Shares**

After a Director Option is validly exercised, the Company must as soon as possible:

(i) allot and issue the Share; and

(ii) do all such acts matters and things to obtain:

(A) the grant of quotation for the Share on ASX no later than 5 days from the date of exercise of the Director Option; and

(B) receipt of cleared funds equal to the sum payable on the exercise of the Director Options.

(h) **Participation in new issues**

There are no participation rights or entitlements inherent in the Director Options and the holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Director Options.

However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least ten Business days after the issue is announced. This will give the holders of Director Options the opportunity to exercise their Director Options prior to the date for determining entitlements to participate in any such issue.

(i) **Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

(i) the number of Shares which must be issued on the exercise of a Director Option will be increased by the number of Shares which the holder would have received if the holder had exercised the Director Option before the record date for the bonus issue; and

(ii) no change will be made to the Exercise Price.

(j) **Adjustment for rights issue of Shares**

If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the Exercise Price of a Director Option will be reduced according to the following formula:

$$\text{New exercise price} = O - \frac{E\,[P - (S+D)]}{N+1}$$

Where:

O = the old Exercise Price of the Director Option.

E = the number of underlying Shares into which one Director Option is exercisable.

P = average market price per Share weighted by reference to volume of the underlying Shares during the 5 trading days ending on the day before the ex rights date or ex entitlements date.

S = the subscription price of a Share under the pro rata issue.

D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).

N = the number of Shares with rights or entitlements that must be held to receive a right to one new Share.

(k) **Adjustment for reorganisation**

If there is any reconstruction of the issued share capital of the Company, the rights of the holder may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

(l) **Unlisted options**

The Company will not apply for quotation of the Director Options.

(m) **Director Options not transferable**

The Director Options are not transferable

(n) **Lodgement instructions**

Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for Shares on exercise of the Director Options with the appropriate remittance should be lodged at the Company's share registry.

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Proxy Voting Form

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Holder Number:

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Your proxy voting instruction must be received by **2.00pm (AEST) on Saturday, 25 September 2021,** being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: **https://investor.automic.com.au/#/home** Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at https://automic.com.au.

Lodging your Proxy Voting Form:

Online:
Use your computer or smartphone to appoint a proxy at https://investor.automic.com.au/#/loginsah
or scan the QR code below using your smartphone
Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.

BY MAIL:
Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:
meetings@automicgroup.com.au

BY FACSIMILE:
+61 2 8583 3040

All enquiries to Automic:
WEBCHAT:
https://automicgroup.com.au/

PHONE: 1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Dimerix Limited, to be held virtually at **2.00pm (AEST) on Monday, 27 September 2021** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "for"," against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution(s) 1, 13, 14 and 15 (except where I/we have indicated a different voting intention below) even though Resolution(s) 1, 13, 14 and 15 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2 – Your voting direction

Resolutions		For	Against	Abstain
1.	Adoption of Remuneration Report	☐	☐	☐
2.	Re-election of Director – Dr Sonia Poli	☐	☐	☐
3.	Ratification of Prior Issue of Tranche 1 Placement Shares Issued Under ASX Listing Rule 7.1	☐	☐	☐
4.	Ratification of Prior Issue of Tranche 1 Placement Shares Issued Under ASX Listing Rule 7.1A	☐	☐	☐
5.	Ratification of Prior Issue of Shares to S3 Consortium Pty Ltd	☐	☐	☐
6.	Approval of Issue of Tranche 2 Placement Shares	☐	☐	☐
7.	Approval of Issue of Placement Options	☐	☐	☐
8.	Approval of Issue of Tranche 2 Placement Shares and Placement Options to James Williams, Director of the Company	☐	☐	☐
9.	Approval of Issue of Tranche 2 Placement Shares and Placement Options to Nina Webster, Director of the Company	☐	☐	☐
10.	Approval of Issue of Tranche 2 Placement Shares and Placement Options to Sonia Poli, Director of the Company	☐	☐	☐
11.	Approval of Issue of Advisor Options	☐	☐	☐
12.	Approval of Issue of SPP Shares and SPP Options	☐	☐	☐
13.	Approval of Issue of Director Options to James Williams, Director of the Company	☐	☐	☐
14.	Approval of Issue of Director Options to Hugh Alsop, Director of the Company	☐	☐	☐
15.	Approval of Issue of Director Options to Sonia Poli, Director of the Company	☐	☐	☐
16.	**Special Resolution** ASX Listing Rule 7.1A Approval of 10% Placement Capacity	☐	☐	☐

Please note: *If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.*

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) ☐☐ / ☐☐ / ☐☐

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).

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