

20 December 2024

Dear Shareholder

Notice of Extraordinary General Meeting of Shareholders

Notice is hereby given that an Extraordinary General Meeting of Island Pharmaceuticals Limited (**Company**) is scheduled to be held on Tuesday 28 January 2025 at 11:00am (AEDT) (**EGM or Meeting**).

Shareholders will be given the opportunity to attend and participate in a general meeting held at a physical location of K&L Gates 31/1 O'Connell St Sydney NSW 2000. The Meeting cannot be accessed virtually.

The Company **strongly encourages Shareholders to lodge a directed proxy form by Sunday 26 January 2025 at 11:00am (AEDT)**. Questions should also be submitted in advance of the Meeting as this will provide management with the best opportunity to prepare for the Meeting, for example by preparing answers in advance to Shareholders' questions. However, votes and questions may also be submitted during the Meeting. Further details of how to participate in the Meeting are set out in the Notice of Meeting.

Please find below links to important Meeting documents:

- The Notice of Meeting can be viewed and downloaded from:
<https://www.islandpharmaceuticals.com/site/investor/investor-welcome>

Alternatively, a complete copy of the important Meeting documents has been posted on the Company's ASX market announcements page.

Shareholders who have nominated an email address and have elected to receive electronic communications from the Company will receive an email to their nominated email address with a link to an electronic copy of the important Meeting documents.

If you are unable to access any of the important Meeting documents online or if you wish to receive a hard copy of the Meeting documents please contact our share registry, Automic, on 1300 288 664 (within Australia) or +612 9698 5414 or via email at hello@automic.com.au.

Your right to elect to receive documents electronically or in hard copy

Island Pharmaceuticals Limited will no longer send a hard copy of meeting documents unless a shareholder requests a copy to be mailed.

We encourage all shareholders to provide an email address so that we can send investor communications electronically when they become available online, which includes items such as meeting documents and annual reports.

Shareholders can still elect to receive some or all of their communications in hard copy or electronic form or elect not to receive certain documents such as annual reports.

To review your communications preferences or sign up to receive your shareholder communications via email, please update your communication preferences at <https://investor.automic.com.au/>.



If you are a shareholder and would like a hard copy of communication, need further information about the options available to you or have questions about your holding, visit <https://investor.automic.com.au/> or contact our share registry.

Telephone (within Australia): 1300 288 664

Telephone (outside Australia): +61 2 9698 5414

Email: hello@automicgroup.com.au

Website: <https://investor.automic.com.au/>

Dr David Foster
Managing Director
Island Pharmaceuticals Limited
info@islandpharmaceuticals.com

Investors and media, for further information, please contact:

Jane Lowe
IR Department Mobile: +61 411 117 774
jane.lowe@irdepartment.com.au

About Island Pharmaceuticals Limited

Island Pharmaceuticals Limited is a clinical-stage drug repurposing company, focused on areas of unmet need for antiviral therapeutics for infectious diseases. Our lead asset is ISLA-101, a drug with a well-established safety profile, being repurposed for the prevention and treatment of dengue fever and other mosquito (or vector) borne diseases.

If ISLA-101 achieves FDA approval, and certain other criteria are met, Island may be eligible to obtain a "Priority Review Voucher" at the time of FDA approval. This means that as well as getting approval to manufacture and sell ISLA-101, the Priority Review Voucher (PRV) could permit Island to expedite the FDA approval process for a new drug or sell the PRV in a secondary market.

Island encourages all current investors to go paperless by registering their details with the Company's share registry, Automic Registry Services, whose contact info is housed on the Shareholder Services page of the Company's website.

Visit www.islandpharmaceuticals.com for more on Island.

ISLAND PHARMACEUTICALS LIMITED

ACN 641 183 842
(ASX code: ILA)

NOTICE OF EXTRAORDINARY GENERAL MEETING AND EXPLANATORY MEMORANDUM

Date of Meeting:
Tuesday, 28 January 2025

Time of Meeting:
11:00am (AEDT)

Island Pharmaceuticals Limited ACN 641 183 842 (**Company**) is providing Shareholders with the opportunity to attend and participate in an extraordinary general meeting, held at a physical location (**EGM or Meeting**).

Shareholders are strongly encouraged to lodge their completed Proxy Forms in accordance with the instructions in this Notice of Meeting.

In accordance with sections 110C-110K the *Corporations Act 2001* (Cth), **no hard copy** of the Notice of Meeting and Explanatory Memorandum will be circulated unless a shareholder has requested a hard copy by 24 January 2025, or a shareholder has otherwise elected to receive postal communications from the Company and nominated a postal address. The Notice of Meeting can be viewed and downloaded from the link set out below. Please also refer to the Notice of Meeting for details on how to participate in the Meeting.

This Notice of Extraordinary General Meeting and Explanatory Memorandum should be read in its entirety. If you are in doubt as to how to vote on any of the Resolutions, you should seek advice from your accountant, solicitor or other professional adviser without delay.

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ISLAND PHARMACEUTICALS LIMITED

ACN 641 183 842

Notice of Extraordinary General Meeting

Notice is given that an extraordinary general meeting of the members of Island Pharmaceuticals Limited ACN 641 183 842 (**Company**) to be held at 11:00am (AEDT) on 28 January 2025 as set out below:

Location	In person K&L Gates 31/1 O'Connell St Sydney NSW 2000
Date	28 January 2025
Time	11:00am (AEDT)

The Meeting is being held for the purpose of considering and, if thought appropriate, passing the resolutions as outlined in this Notice of Meeting (**Notice**).

Shareholders wishing to vote in person, or their attorneys or in the case of a Shareholder or proxy which is a corporation, corporate representatives, must be present at the location and time noted above to participate.

The Company will hold the Meeting as a physical meeting where Shareholders can attend in person and intends to conduct a poll on the resolutions set out in the Notice incorporating the proxies filed prior to the Meeting.

Furthermore, in accordance with the section 110C-110K of the *Corporations Act 2001* (Cth) (**Corporations Act**), the Company is not sending hard copies of the Meeting materials to Shareholders unless a shareholder has requested a hard copy by Monday 27 January 2025, or a shareholder has otherwise elected to receive postal communications from the Company and nominated a postal address. Instead, a copy of the Meeting materials can be viewed and downloaded online at the following link: <https://www.islandpharmaceuticals.com/site/investor/investor-welcome>.

Shareholders are strongly encouraged to submit their proxies as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice.

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Agenda

Ordinary business

1.1 Resolution 1: Re-election of Phillip Lynch

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

"That pursuant to the Company's Constitution and for all other purposes, the members of the Company approve the election of Phillip Lynch as a Director of the Company, who is retiring and being eligible offers himself for re-election."

Further details in respect of Resolution 1 are set out in the Explanatory Notes accompanying this Notice.

1.2 Resolution 2: Re-election of Albert Hansen

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

"That Albert Hansen, who will cease to hold office as a director immediately before the end of this general meeting pursuant to section 250V(1) of the Corporations Act 2001 (Cth), being eligible, be re-elected as a director with effect from the end of the meeting."

Further details in respect of Resolution 2 are set out in the Explanatory Notes accompanying this Notice.

1.3 Resolution 3: Approval of issue of options to Phillip Lynch

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

"That for the purpose of ASX Listing Rule 10.14 and for all other purposes, the Shareholders approve the issue to Phillip Lynch, being a Director of the Company, or his nominee, of up to 3,000,000 options over fully paid shares in the Company with the terms and conditions described in the Explanatory Notes to this Notice of Meeting."

Further details in respect of Resolution 3 are set out in the Explanatory Notes accompanying this Notice.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Lynch (or nominee) or any associate of Mr Lynch or nominee, and any other person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme, unless the vote is cast:

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

The Chair intends to vote all available undirected proxies in favour of Resolution 3.

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By order of the Board

Cameron Jones
Company Secretary
20 December 2024

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Voting entitlement notice

1. Entitlement to vote

For the purposes of the Meeting, the Company has determined that in accordance with regulation 7.11.37 of the Corporations Regulations, shares will be taken to be held by the persons registered as holders at 7:00pm (AEDT) on Sunday, 26 January 2025. Accordingly, transfers registered after that time will be disregarded in determining entitlements to vote at the Meeting.

2. Voting at the Meeting

You may vote by participating in person at the Meeting or by appointing an attorney or corporate representative to participate in person at the Meeting and vote for you. Alternatively, Shareholders who are entitled to vote at the Meeting may vote by appointing a proxy to participate and vote on their behalf, using the Proxy Form accompanying this notice or by appointing a proxy online.

(a) Jointly held Shares

If more than one Shareholder votes in respect of jointly held Shares, only the vote of the Shareholder whose name appears first in the share register will be counted whether the vote is given personally, by attorney or proxy.

(b) Voting at the Meeting in person

Shareholders wishing to vote in person, or their attorneys or in the case of a Shareholder or proxy which is a corporation, corporate representatives, must be in attendance at K&L Gates, 31/1 O'Connell St, Sydney NSW 2000 at 11:00am (AEDT) on 28 January 2025.

Shareholders, their attorneys or in the case of Shareholders or proxies which are corporations, corporate representatives, who plan to participate in person at the Meeting should arrive at the Meeting venue at least 15 minutes prior to the time designated for the commencement of the Meeting, if possible, to register and to obtain a voting card.

(c) Voting by proxy

Shareholders wishing to appoint a proxy to vote on their behalf at the Meeting must either complete and sign or validly authenticate the personalised Proxy Form which accompanies this Notice of Meeting or lodge their proxy online. A person appointed as a proxy may be an individual or a body corporate.

Completed Proxy Forms must be delivered to the Share Registry by 11:00am (AEDT) on Sunday, 26 January 2025 in any of the following ways:

(i) By mail

Island Pharmaceuticals Limited
C/- Automic Share Registry
GPO Box 5193
Sydney NSW 2001

(ii) By email to the Share Registry at meetings@automicgroup.com.au.

(iii) Online if you wish to appoint your proxy online, you should do so by visiting <https://investor.automic.com.au> and by following the instructions on that website. Online appointments of proxies must be done by 11:00am (AEDT) on 26 January 2025.

(iv) By Hand:

Automic Registry Services, Level 126, Philip Street, Sydney NSW 2000;

A proxy need not be a Shareholder.

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If you appoint a proxy and subsequently wish to attend the Meeting yourself, the proxy will retain your vote and you will be unable to vote yourself unless you notify the registrar of the revocation of your proxy appointment before the commencement of the Meeting. You may notify the registrar by calling 1300 288 664 (from within Australia) and +61 2 9698 5414 (from outside Australia).

If a proxy appointment is signed by a Shareholder but does not name the proxy or proxies in whose favour it is given, the Chair will act as proxy.

You are entitled to appoint up to two proxies to participate in the Meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy you must specify the names of each proxy and the percentage of votes or number of securities for each proxy on the Proxy Form. Replacement Proxy Forms can also be obtained from the Share Registry.

If you hold Shares jointly with one or more other persons, in order for your proxy appointment to be valid, each of you must sign the Proxy Form.

(d) Undirected proxies

If a Shareholder nominates the Chair of the Meeting as that Shareholder's proxy, the person acting as Chair of the Meeting must act as proxy under the appointment in respect of any or all items of business to be considered at the Meeting.

If a proxy appointment is signed or validly authenticated by that Shareholder but does not name the proxy or proxies in whose favour it is given, the Chair of the Meeting will act as proxy in respect of any or all items of business to be considered at the Meeting.

Proxy appointments in favour of the Chair of the Meeting, the Company Secretary or any Director which do not contain a direction as to how to vote will be voted in favour of the resolution at the Meeting.

The Chair intends to vote undirected proxies of which the Chair is appointed as proxy in favour of the resolutions.

(e) Voting by attorney

If you wish to appoint an attorney to vote at the Meeting the original or a certified copy of the power of attorney under which the attorney has been appointed must be received by the Share Registry no later than 11:00am (AEDT) on 26 January 2025 (or if the Meeting is adjourned or postponed, no later than 48 hours before the resumption of the Meeting in relation to the resumed part of the Meeting).

Any power of attorney granted by a Shareholder will, as between the Company and that Shareholder, continue in force and may be acted on, unless express notice in writing of its revocation or the death of the relevant Shareholder is lodged with the Company.

Your appointment of an attorney does not preclude you from participating and voting at the Meeting. The appointment of your attorney is not revoked merely by your participation and taking part in the Meeting, but if you vote on a resolution, the attorney is not entitled to vote, and must not vote, as your attorney on that resolution.

(f) Voting by corporate representative

To vote by corporate representative at the Meeting, a Shareholder or proxy who is a corporation should obtain a *Certificate of Appointment of Corporate Representative* from the Share Registry, complete and sign the form in accordance with the instructions on it. The completed appointment form should be lodged with the Share Registry before 11:00am (AEDT) on 26 January 2025.

The appointment of a representative may set out restrictions on the representative's powers. The appointment must comply with section 250D of the Corporations Act.

The original *Certificate of Appointment of Corporate Representative*, a certified copy of the *Certificate of Appointment of Corporate Representative*, or a certificate of the body corporate evidencing the appointment of a representative is prima facie evidence of a representative having been appointed.

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ISLAND PHARMACEUTICALS LIMITED

ACN 641 183 842

Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Extraordinary General Meeting of Shareholders to be held as a physical meeting at 11:00am(AEDT) on 28 January 2025 (**EGM or Meeting**).

The Company will hold the Meeting as a physical Meeting physically and intends to conduct a poll on the resolutions set out in the Notice incorporating the proxies filed prior to the Meeting.

Background

Under the Corporations Act, if at least 25% of the votes validly voted on the adoption of the Company's remuneration report at two consecutive annual general meetings are against adopting the Company's remuneration report, shareholders must be given the opportunity to vote on a "spill resolution". This is the "two strikes" rule.

At the Company's 2023 Annual General Meeting, 90.41% of the votes were cast against adopting the FY23 Remuneration Report; this constituted the "first strike". At the Company's 2024 Annual General Meeting (**2024 AGM**), 92.221% of the votes were cast against adopting the FY24 Remuneration Report; this constituted the "second strike". A resolution (**Spill Resolution**) was included in the notice of meeting for the 2024 AGM, and the Spill Resolution was, as a result of the second strike at the 2024 AGM, put to a vote at the 2024 AGM and was passed.

The Company is hereby providing notice of an extraordinary general meeting of Shareholders to consider the composition of the Board.

Pursuant to section 250V(1) of the Corporations Act, Mr Albert Hansen will cease to hold office immediately before the end of the EGM. Mr Hansen is eligible to stand for re-election at the EGM and has nominated himself for directorship and re-election.

Each of Ms Anna Lavelle, Mr David Brookes and Dr Paul MacLeman have recently resigned from their respective positions in the Company and are no longer Directors. Mr Christopher Ntoumenopoulos was elected as a Non-Executive Director on 19 September 2024 and re-elected by Shareholders at the 2024 AGM. Mr Lynch who was appointed as a Director of the Company with effect immediately following the 2024 AGM is retiring, and being eligible, offers himself for election at this Meeting. Dr David Foster will continue to act as Managing Director following the end of the EGM.

3. Resolution 1: Re-election of Phillip Lynch

3.1 Background

Rule 13.1(b) of the Company's Constitution provides that, subject to the Corporations Act, the Company may at any time by resolution passed in a general meeting appoint any person to be a Director.

Mr Lynch, who was elected as a Director (Executive Chairman) of the Company with effect immediately following the 2024 AGM is retiring, and being eligible, offers himself for election at this Meeting pursuant to Rule 13.1(b) of the Company's Constitution.

Phillip Lynch, Director (Executive Chairman)	
Qualifications, experience and skills	Mr Lynch is an experienced executive and director. He currently holds the position of Independent Chair at Consumer Healthcare Products Australia, and most recently served as Non-Executive Director at Race Oncology (ASX: RAC), after having also held the position of CEO and Managing Director.

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	Prior to this, Mr Lynch spent more than 30 years with Johnson& Johnson in senior roles across the Asia Pacific region, where he gained expertise in corporate development, strategy, financial performance, marketing and governance.
Other current directorships	Independent Chair at Consumer Healthcare Products Australia.
Independence	Mr Lynch is not considered to be an independent Director because of his executive role with the Company.
Special responsibilities	Executive Chair

3.2 Board Recommendation

The Board (with Mr Lynch abstaining) recommends that Shareholders vote in favour of this Resolution 1.

4. Resolution 2: Re-election of Albert Hansen

4.1 Background

Rule 13.1(b) of the Company's Constitution provides that, subject to the Corporations Act, the Company may at any time by resolution passed in a general meeting appoint any person to be a Director.

Pursuant to section 250V(1) of the Corporations Act, Mr Hansen will cease to hold office immediately before the end of the EGM. Mr Hansen is eligible to stand for re-election at the EGM and has nominated himself for directorship and re-election.

Albert Hansen, Non-Executive Director	
Qualifications, experience and skills	<p>Mr Hansen is currently President of KESA Partners, Inc. ("KESA") a family investment office focused on seed investing in life science-related startups. KESA provides capital and strategic management to its portfolio companies. From 2001 to 2012, Mr. Hansen was a Managing Director of Signet Healthcare Partners, a growth capital private equity firm focused on emerging life science companies. Mr. Hansen has over 30 years of private equity investment experience, with over 20 years in the life sciences/pharmaceutical field.</p> <p>He is a former Chairman and interim CEO of Questcor Pharmaceuticals, Inc (later acquired for US\$5 billion), a former Chairman and interim CEO of Cedarburg Pharmaceuticals Inc. (acquired for US\$40 million) and former Chairman of Molecular Medicine Corporation (acquired for US\$24 million). KESA Partners, Inc acquired a failing company, Bioserv Corporation, for US\$25,000 from NextPharma, Ltd in November 2012. This company was later sold for \$3.6 million. He has also been a director of over ten other private companies. Prior to Signet, Mr. Hansen was a principal of Darby Overseas, since acquired by Franklin Templeton. He was also a political appointee as Director of Corporate Finance at the U.S. Treasury Department in 1992. Earlier in his career, Mr. Hansen was an investment banker with Dillon Read & Co. Inc., focusing on mergers and acquisitions. He was also an investment banker at E.F. Hutton & Co. Mr. Hansen also served in the U.S. Army as an Infantry and Special Forces officer.</p> <p>Mr. Hansen has a B.A. from Princeton University and an M.B.A. (with distinction) from the Wharton School, University of Pennsylvania.</p>
Other current directorships	DIOCLES LLC.
Independence	Dr Hansen is not considered to be an independent Director as he is a substantial shareholder of the Company.

Special responsibilities	Member of the Remuneration and Nomination Committee
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4.2 Board Recommendation

The Board has abstained from providing a recommendation on the resolution to re-elect Albert Hansen to the Board.

5. Resolution 3: Approval of issue of options to Phillip Lynch

5.1 Background

Resolution 3 seeks that for the purposes of ASX Listing Rule 10.14, and for all other purposes, approval is given to the Company to issue 3,000,000 options (**Director Options**). The Director Options are issued at the price of \$0.001 per option, are over ordinary Shares, expire 3 years after issue, vest 50% in 12 months and 50% in 24 months, and are otherwise as follows:

Recipient	Number options	Exercise Price per option
Phillip Lynch	3,000,000	\$0.15

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of a public company unless the giving of the financial benefit falls within one of the relevant exceptions, or prior shareholder approval is obtained to the giving of the financial benefit.

A related party includes directors of the Company under section 228 of the Corporations Act. Section 229 of the Corporations Act defined financial benefit broadly and includes issuing securities, granting an option or providing finance to a related party.

One of the nominated exceptions referred to in the paragraph above is where the financial benefit is remuneration to a related party as an officer or employee of the company, and to give the remuneration would be reasonable given the circumstances of the public company, and the related party's circumstances (including the responsibilities involved in the office or employment). The Board has determined (in the absence of the proposed recipient of the Director Options) that the grant of the Director Options are benefits that constitute reasonable remuneration for the purposes of section 211 of the Corporations Act. Accordingly, Shareholder approval is not being sought for the purposes of Chapter 2E of the Corporations Act, but is being sought for the purposes of the ASX Listing Rules as discussed below.

ASX Listing Rule 10.14 requires a listed company to obtain shareholder approval (by ordinary resolution) prior to the issue of securities (which includes an option or right to subscribe for a security) under an employee incentive scheme to a Director of the company.

ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval (by ordinary resolution) prior to the issue of equity securities to a related party of the company. ASX Listing Rule 10.12 exception 8, provides an exception to ASX Listing Rule 10.11 where an issue of equity securities is made under an employee incentive scheme with the approval of shareholders under ASX Listing Rule 10.14. As approval is being sought under ASX Listing Rule 10.14, approval under ASX Listing Rule 10.11 and ASX Listing Rule 7.1 is not required.

Mr Lynch is a Director of the Company for the purposes of ASX Listing Rule 10.14.1, and also a related party of the Company for the purposes of Chapter 2E of the Corporations Act.

The Director Options are intended to form part of Mr Lynch's remuneration package.

Each option, once vested, will be exercisable into one ordinary share in the capital of the Company. 50% of the options issued to Mr Lynch will vest in 12 months from issue, with the balance vesting in 24 months, subject to Mr Lynch remaining in his current role with the Company at each relevant vesting time.

5.2 Approvals

Shareholder approval is sought for the purposes of ASX Listing Rule 10.14.1 with respect to the issue of the Director Options to Mr Lynch pursuant to the relevant terms of issue.

The issue of the Director Options is conditional on passing of Resolution 1.

5.3 Technical information required by ASX Listing Rule 10.15

Recipient of issue	Phillip Lynch (or nominee)
Relationship of person	The above named is a Director of the Company (ASX Listing Rule 10.14.1).
Remuneration of person	The Director's total remuneration with respect the financial year ending 30 June 2024 is not available due his appointment on 19 November 2024. Mr Lynch's current remuneration is \$150,000 per annum (including statutory superannuation).
Number and class of the Securities to be issued	3,000,000 options as set out in the table in paragraph 5.1 (above).
Material terms of the Securities	<p>Options exercisable at the exercise price set out in the table in paragraph 5.1 (above), expiring 3 years after the date of issue.</p> <p>Each option may be converted into one Share in the Company prior to the expiry date of the options.</p> <p>If the holder of the option ceases to be employed or engaged by the Company in their current capacity prior to the date of vesting, any unvested options will automatically lapse unless the Board has made a determination to the contrary.</p> <p>The holder is not entitled to participate in any new issue to existing shareholders of securities in the Company unless they have exercised their options before the 'record date' for determining entitlements to the new issue of securities and participate because of holding Shares.</p> <p>If there is a reorganisation of capital, then the rights of the holder (including the number of options to which the holder is entitled to and the exercise price) will be changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.</p> <p>The options are exercisable at any time after vesting to on or prior to the Expiry Date (Exercise Period).</p> <p>Subject to escrow, the options may be exercised during the Exercise Period by notice in writing to the Company in the approved manner (Notice of Exercise) and payment of the Exercise Price for each option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.</p> <p>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 Exercise Price for each option being exercised in cleared funds (Exercise Date).</p> <p>As soon as possible after the Exercise Date, the Company must (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of options specified in the Notice of Exercise and for which cleared funds have been received by the Company; (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and (iii) do all such things necessary to obtain the grant of official quotation of the Shares on ASX no later than 5 business days after issuing the share.</p> <p>Shares issued on exercise of the options rank equally with the then issued Shares of the Company.</p>

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	<p>The options will immediately vest and may be exercised and Shares issued in the event a takeover bid is made to acquire all of the issued Shares, or if another transaction is initiated which has an effect similar to a full takeover bid for Shares.</p> <p>There are no participation rights or entitlements inherent in the options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the options without exercising the options. The options will not be quoted on the ASX.</p> <p>An option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the option can be exercised.</p> <p>Subject to the Corporations Act, the ASX Listing Rules, and the Constitution of the Company, each option is not transferable.</p>						
Date on which the Securities will be issued	Within 3 months after the date of the Meeting.						
Issue price	\$0.0001 in cash for each Director Option.						
Purpose of the issue	<p>The Director Options are a cash free way to remunerate Mr Lynch and further align his interests with that of the Company.</p> <p>The Company does not consider that there are any significant opportunity costs foregone by the Company in issuing the Director Options.</p>						
Valuation of options	<p>The estimated accounting value of the Director Options to be issued (ie total of 3,000,000 options) is in aggregate approximately \$ 329,696.54.</p> <p>This has been calculated using a Black-Scholes framework. The assumptions used in this calculation are as follows; share price of \$0.17], exercise price of \$0.15, volatility at 96.37]%, risk free rate of 4.35%, the following vesting dates:</p> <table border="1"> <thead> <tr> <th>Options</th> <th>Vesting Date[^]</th> </tr> </thead> <tbody> <tr> <td>1,500,000</td> <td>12 months from grant</td> </tr> <tr> <td>1,500,000</td> <td>12 months from grant</td> </tr> </tbody> </table> <p>[^]Approximate date only, actual vesting date depends on the date of issue.</p>	Options	Vesting Date [^]	1,500,000	12 months from grant	1,500,000	12 months from grant
Options	Vesting Date [^]						
1,500,000	12 months from grant						
1,500,000	12 months from grant						
Use of funds	The amount raised from the issue of the Options and any amount raised on exercise of the Director Options will be used for working capital purposes.						
Voting exclusion	A voting exclusion statement applies to this item of business as set out in the Notice.						

Details of any securities issued under the Company's employee incentive scheme will be published in the annual report of the Company relating to the period in which they are to be issued, along with a statement that approval for the issued was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the scheme after the resolution is approved and who were not named in the Notice of Meeting will not participate until approval is obtained under that rule.

5.4 Voting Exclusion

A voting exclusion statement applies to this resolution, as set out in the Notice.

5.5 Board Recommendation

The Board (with Mr Lynch abstaining) recommends that shareholders vote in favour of Resolution 3.

6. Further information

The Directors are not aware of any other information which is relevant to the consideration by members of the proposed resolutions set out in this Notice of Meeting.

The Directors recommend members read this Explanatory Memorandum in full and, if desired, seek advice from their own independent financial or legal adviser as to the effect of the proposed resolutions before making any decision in relation to the proposed resolutions.

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7. Glossary

7.1 Definitions

The following definitions are used in the Notice of Meeting and the Explanatory Memorandum:

2024 AGM means the annual general meeting of the Company that was held on Tuesday, 19 November 2024.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691.

ASX Listing Rules means the Listing Rules of the ASX as amended from time to time.

Automic means Automic Registry Services.

Board means the board of Directors of the Company.

Certificate of Appointment of Corporate Representative means the certificate of appointment of corporate representative available at Automic's website:
<https://investor.automic.com.au/#/support/2/sub>.

Chair means the chair of the Meeting.

Company means Island Pharmaceuticals Limited ACN 641 183 842.

Constitution means the constitution of the Company dated 16 November 2023.

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

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

Director means a director of the Company.

Explanatory Memorandum means the explanatory memorandum attached to this Notice.

Extraordinary General Meeting or **EGM** means the extraordinary general meeting of the Company to be held as a physical meeting at K&L Gates, Level 31, 1 O'Connell Street, Sydney NSW 2000, Australia; at 11:00am on 28 January 2025 pursuant to the Notice of Meeting.

FY24 Remuneration Report means the remuneration report of the Company for the year ended 30 June 2024 as set out in the Company's Annual Report for the year ended 30 June 2024.

FY23 Remuneration Report means the remuneration report of the Company for the year ended 30 June 2023 as set out in the Company's Annual Report for the year ended 30 June 2023.

Meeting means the extraordinary general meeting subject to this Notice.

Notice of Meeting or **Notice** means this notice of Extraordinary General Meeting.

Proxy Form means the proxy form accompanying the Notice.

Resolution means a resolution referred to in the Notice of Meeting.

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

Share Registry means Automic Group Pty Ltd.

Shareholder means a holder of a Share.

7.2 Interpretation

For the purposes of interpreting the Notice:

- (a) the singular includes the plural and vice versa, and a gender includes other genders;
- (b) another grammatical form of a defined word or expression has a corresponding meaning;
- (c) a reference to **A\$, \$A, dollar** or **\$** is to Australian currency;
- (d) a reference to time is to Sydney, Australia time;
- (e) a reference to persons includes bodies corporate and government authorities and in each and every case, includes a reference to the person's executors, administrators, successors and permitted assigns and substitutes;
- (f) a reference to a person includes a natural person, partnership, body corporate, association, governmental or local authority or agency or other entity;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them;
- (h) a word or expression defined in the Corporations Act has the meaning given to it in the Corporations Act; and

the meaning of general words is not limited by specific examples introduced by **including, for example** or similar expressions.

Proxy Voting Form

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

Your proxy voting instruction must be received by **11.00am (AEDT) on Sunday, 26 January 2025**, 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 Key Management Personnel.

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://automicgroup.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:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

1300 288 664 (Within Australia)

+61 2 9698 5414 (Overseas)

