

## 2024 EGM Notice of Meeting, Letter of Access and Proxy

**Melbourne, Australia** – Tryptamine Therapeutics Limited ('Tryp' or the 'Company') (ASX: TYP), a clinical-stage biopharmaceutical company focused on the development of TRP-8803 (a proprietary IV-infused psilocin formulation with neuroplastic benefits), attaches the following documents in relation to the Company's 2025 General Meeting (EGM):

- Letter of Access;
- EGM Notice of Meeting; and
- Proxy Form.

This announcement has been authorised for release by the Board of Tryptamine Therapeutics Limited.

-ENDS-

### About Tryptamine Therapeutics Limited

Tryp Therapeutics is a clinical-stage biotechnology company focused on developing proprietary, novel formulations for the administration of psilocin in combination with psychotherapy to treat diseases with unmet medical needs. Tryp's lead program, TRP-8803, is a proprietary formulation of IV-infused psilocin (the active metabolite of psilocybin) with potential to alleviate numerous shortcomings of oral psilocybin including: significantly reducing the time to onset of the psychedelic state, controlling the depth and duration of the psychedelic experience, and reducing the overall duration of the intervention to a commercially feasible timeframe. The Company has completed a Phase 2a clinical trial for the treatment of binge eating disorder at the University of Florida, which demonstrated an average reduction in binge eating episodes of greater than 80%.

The Company also has also just completed a Phase 2a clinical trial for the treatment of fibromyalgia in collaboration with the University of Michigan and is completing a Phase 2a clinical trial in collaboration with Massachusetts General Hospital for the treatment of abdominal pain and visceral tenderness in patients suffering from irritable bowel syndrome. Each of the studies is utilising TRP-8802 (synthetic, oral psilocybin) to demonstrate clinical benefit in these indications. Where a positive clinical response is demonstrated, subsequent studies are expected to utilise TRP-8803 (IV-infused psilocin), that has the potential to further improve efficacy, safety, and patient experience. TRP-8803 has successfully completed a Phase 1b Healthy Volunteer Study in Adelaide, Australia.

For more information, please visit [www.tryptherapeutics.com](http://www.tryptherapeutics.com).

### Investor & Media Contact

Jason Carroll  
Chief Executive Officer  
Tryptamine Therapeutics Limited  
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#### Risks associated with psilocin

All medicines carry risks and specialist prescribers, such as registered psychiatrists are best placed to assess the suitability of a new medication against a patient's individual circumstances and medical history before proceeding. Adverse effects of psilocybin and similar compounds, such as psilocin, can include temporary increase in blood pressure and a raised heart rate. There may be some risk of psychosis in predisposed individuals. These effects of psilocybin and its derivatives are unlikely at low doses and in the treatment regimens used in psychedelic-assisted psychotherapy and appropriately managed in a controlled environment with direct medical supervision.

#### Forward-Looking Information

*Certain information in this news release, constitutes forward looking information. In some cases, but not necessarily in all cases, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "targets", "expects" or "does not expect", "is expected", "an opportunity exists", "is positioned", "estimates", "intends", "assumes", "anticipates" or "does not anticipate" or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might", "will" or "will be taken", "occur" or "be achieved". In addition, any statements that refer to expectations, projections or other characterizations of future events or circumstances contain forward-looking information. Statements containing forward-looking information are not historical facts but instead represent management's expectations, estimates and projections regarding future events. Forward-looking information is necessarily based on a number of opinions, assumptions and estimates that, while considered reasonable by Tryp as of the date of this news release, are subject to known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward looking information, including but not limited to the factors described in greater detail in the "Risk Factors" section of Tryp's Replacement Prospectus available at [www.asx.com.au](http://www.asx.com.au) These factors are not intended to represent a complete list of the factors that could affect Tryp; however, these factors should be considered carefully. There can be no assurance that such estimates and assumptions will prove to be correct. The forward-looking statements contained in this news release are made as of the date of this news release, and Tryp expressly disclaims any obligation to update or alter statements containing any forward-looking information, or the factors or assumptions underlying them, whether as a result of new information, future events or otherwise, except as required by law.*

## 2025 General Meeting - Letter of Access

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**Melbourne, Australia** – Tryptamine Therapeutics Limited ('**Tryp**' or the '**Company**') (**ASX: TYP**), a clinical-stage biotechnology company, advises that its 2025 General Meeting of Shareholders will be held at 3.30PM AEDT on Thursday, 20 March 2025 at Automic Group, Level 5, 126 Phillip Street, Sydney, NSW 2000.

In accordance with Part 1.2AA of the Corporations Act 2001, the Company will only be dispatching physical copies of the Notice of Meeting (**Notice**) to shareholders who have elected to receive the Notice in the physical form.

Shareholders who have provided 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 Notice and the proxy voting form.

Otherwise, a personalised proxy voting form will be printed and dispatched to Shareholders.

### **Notice of General Meeting**

The full Notice is available at:

1. <https://trypttherapeutics.com/>
2. <https://www.asx.com.au/markets/trade-our-cash-market/announcements.typ>
3. By contacting the Company Secretary at [david.franks@automicgroup.com.au](mailto:david.franks@automicgroup.com.au) or +61 2 8072 1400

### **Business and Resolutions at the General Meeting**

The business and resolutions at the General Meeting, as outlined in the Notice of Meeting, are:

1. Resolution 1: Ratification of Prior Issue of Tranche 1 Shares to Non-Related Parties;
2. Resolution 2: Approval of Issue of Tranche 2 Shares to Non-Related Parties;
3. Resolution 3: Approval of Issue of Unlisted Options to Non-Related Parties;
4. Resolution 4: Approval of Issue of Tranche 2 Shares and Unlisted Options to Mr Chris Ntoumenopoulos, Director of the Company;
5. Resolution 5: Approval of Issue of Tranche 2 Shares and Unlisted Options to Mr Jason Carroll, CEO and Executive Director of the Company;
6. Resolution 6: Approval of Issue of Tranche 2 Shares and Unlisted Options to Dr Daniel Tillett, Director of the Company;
7. Resolution 7: Approval of Issue of Director Options to Dr Daniel Tillett, Director of the Company; and
8. Resolution 8: Approval of Issue of Lead Manager Options.

**Your Vote is Important**

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

All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting.

Shareholders attending the Meeting can vote on the day. Shareholders are strongly encouraged to complete and submit their vote by proxy by using one of the following methods:

<b>Online</b>	<p>Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View 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.</p> <p>For further information on the online proxy lodgement process please see the <b>Online Proxy Lodgement Guide</b> at <a href="https://www.automicgroup.com.au/virtual-agms/">https://www.automicgroup.com.au/virtual-agms/</a></p>
<b>By post</b>	Automic, GPO Box 5193, Sydney NSW 2001
<b>By hand</b>	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
<b>By email</b>	Completing the enclosed Proxy Form and emailing it to: <a href="mailto:meetings@automicgroup.com.au">meetings@automicgroup.com.au</a>

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

**The Chair intends to vote all open proxies in favour of all resolutions, where permitted.**

This announcement has been authorised for release by the Board of Tryptamine Therapeutics Limited.

-ENDS-

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## About Tryptamine Therapeutics Limited

Tryp Therapeutics is a clinical-stage biotechnology company focused on developing proprietary, novel formulations for the administration of psilocin in combination with psychotherapy to treat diseases with unmet medical needs. Tryp's lead program, TRP-8803, is a proprietary formulation of IV-infused psilocin (the active metabolite of psilocybin) with potential to alleviate numerous shortcomings of oral psilocybin including: significantly reducing the time to onset of the psychedelic state, controlling the depth and duration of the psychedelic experience, and reducing the overall duration of the intervention to a commercially feasible timeframe. The Company has completed a Phase 2a clinical trial for the treatment of binge eating disorder at the University of Florida, which demonstrated an average reduction in binge eating episodes of greater than 80%.

The Company also has also just completed a Phase 2a clinical trial for the treatment of fibromyalgia in collaboration with the University of Michigan and is completing a Phase 2a clinical trial in collaboration with Massachusetts General Hospital for the treatment of abdominal pain and visceral tenderness in patients suffering from irritable bowel syndrome. Each of the studies is utilising TRP-8802 (synthetic, oral psilocybin) to demonstrate clinical benefit in these indications. Where a positive clinical response is demonstrated, subsequent studies are expected to utilise TRP-8803 (IV-infused psilocin), that has the potential to further improve efficacy, safety, and patient experience. TRP-8803 has successfully completed a Phase 1b Healthy Volunteer Study in Adelaide, Australia.

For more information, please visit [www.trypterapeutics.com](http://www.trypterapeutics.com).

### Investor & media enquiries:

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### Risks associated with psilocin

All medicines carry risks and specialist prescribers, such as registered psychiatrists are best placed to assess the suitability of a new medication against a patient's individual circumstances and medical history before proceeding. Adverse effects of psilocybin and similar compounds, such as psilocin, can include temporary increase in blood pressure and a raised heart rate. There may be some risk of psychosis in predisposed individuals. These effects of psilocybin and its derivatives are unlikely at low doses and in the treatment regimens used in psychedelic-assisted psychotherapy and appropriately managed in a controlled environment with direct medical supervision.

### Forward-Looking Information

*Certain information in this news release, constitutes forward looking information. In some cases, but not necessarily in all cases, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "targets", "expects" or "does not expect", "is expected", "an opportunity exists", "is positioned", "estimates", "intends", "assumes", "anticipates" or "does not anticipate" or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might", "will" or "will be taken", "occur" or "be achieved". In addition, any statements that refer to expectations, projections or other characterizations of future events or circumstances contain forward-looking information. Statements containing forward-looking information are not historical facts but instead represent management's expectations, estimates and projections regarding future events. Forward-looking information is necessarily based on a number of opinions, assumptions and estimates that, while considered reasonable by Tryp as of the date of this news release, are subject to known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward looking information, including but not limited to the factors described in greater detail in the "Risk Factors" section of Tryp's Replacement Prospectus available at [www.asx.com.au](http://www.asx.com.au) These factors are not intended to represent a complete list of the factors that could affect Tryp; however, these factors should be considered carefully. There can be no assurance that such estimates and assumptions will prove to be correct. The forward-looking statements contained in this news release are made as of the date of this news release, and Tryp expressly disclaims any obligation to update or alter statements containing any forward-looking information, or the factors or assumptions underlying them, whether as a result of new information, future events or otherwise, except as required by law.*

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**Tryptamine Therapeutics Limited**

Bio101 Financial Advisory Pty Ltd  
Suite 201, 697 Burke Road  
Camberwell VIC 3124  
ACN: 163 765 991

<http://www.trypttherapeutics.com/>



# Tryptamine Therapeutics Limited

## **Notice of General Meeting**

Explanatory Statement | Proxy Form

Thursday, 20 March 2025

**3:30PM AEDT**

**Address**

Automic Group,  
Level 5,  
126 Phillip Street,  
Sydney,  
NSW 2000

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.

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Proxy Form	Attached

## Important Information for Shareholders about the Company's General Meeting

This Notice is given based on circumstances as at 7 February 2025. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at [www.trytherapeutics.com](http://www.trytherapeutics.com). Shareholders are urged to monitor the ASX announcements platform and the Company's website.

## Venue and Voting Information

The General Meeting (**EGM, General Meeting** or **Meeting**) of the Shareholders to which this Notice of Meeting relates will be held at 3:30PM (AEDT) on Thursday, 20 March 2025 at Automic Group, Level 5, 126 Phillip Street, Sydney, NSW 2000.

### Your vote is important

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

### Voting in person

To vote in person, attend the EGM on the date and at the place set out above.

### Voting by proxy

To vote by proxy, please use one of the following methods:

<b>Online</b>	Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View 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. For further information on the online proxy lodgement process please see the <b>Online Proxy Lodgement Guide</b> at <a href="https://www.automicgroup.com.au/virtual-agms/">https://www.automicgroup.com.au/virtual-agms/</a>
<b>By post</b>	Completing the enclosed Proxy Form and posting it to: Automic, GPO Box 5193, Sydney NSW 2001

<b>By hand</b>	Completing the enclosed Proxy Form and delivering it by hand to: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
<b>By email</b>	Completing the enclosed Proxy Form and emailing it to: <a href="mailto:meetings@automicgroup.com.au">meetings@automicgroup.com.au</a>

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

## Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

## Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

## Asking Questions

We encourage you to submit questions in advance of the Meeting on any matter that may be relevant to the Meeting. You can do this by sending your question to the Company Secretary by email to [david.franks@automicgroup.com.au](mailto:david.franks@automicgroup.com.au).

To allow time to collate questions and prepare answers, you must submit any questions by 3:30PM AEDT on Thursday, 13 March 2025.

Questions will be collated and, during the Meeting, the Chair of the Meeting will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the Meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

Shareholders and proxy holders will also have the ability to listen to the discussion at the Meeting and ask questions during the Meeting. Before opening the Meeting, the Chair will address the process for asking questions at the Meeting.



## Notice to Facilitate Electronic Communications with Shareholders

Recent legislative changes to the Corporations Act 2001 (Cth) mean there are new options available to Tryptamine Therapeutics Limited shareholders as to how you receive communications from the Company.

Tryptamine Therapeutics Limited will no longer be sending physical meeting documents unless you request a copy to be posted.

The Company encourages all shareholders to provide an email address so we can communicate with you electronically when shareholder notices become available online, for items such as meeting documents and annual reports.

Shareholders can still elect to receive some or all of their communications in physical 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 details at the Automic website ([www.investor.automic.com.au](http://www.investor.automic.com.au)) with your username and password.

### Providing your email address to receive shareholder communications electronically

The Company encourages all shareholders to provide an email address so we can communicate with you electronically when shareholder notices become available online, for items such as meeting documents and annual reports. By providing your email address, you will:

- support the company by reducing the cost of mailing/postage;
- receive your investor communications faster and in a more secure way; and
- help the environment through the need for less paper

### How do I create an account with Automic?

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

If you are a shareholder and would like a physical copy of a communication, need further information about the options available to you or have questions about your holding, visit <https://www.automicgroup.com.au/contact-us/> or contact the Automic Registry:

<b>By post</b>	Automic, GPO Box 5193, Sydney NSW 2001
<b>In person</b>	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
<b>Telephone (within Australia)</b>	1300 288 664
<b>Telephone (outside Australia)</b>	+61 2 9698 5414
<b>By facsimile</b>	+61 2 8583 3040
<b>Email</b>	hello@automicgroup.com.au
<b>Website</b>	<a href="https://www.automicgroup.com.au/">https://www.automicgroup.com.au/</a>

# Notice of General Meeting

Notice is hereby given that a General Meeting of Shareholders of Tryptamine Therapeutics Limited ACN 163 765 991 will be held at 3:30PM (AEDT) on Thursday, 20 March 2025 at Automic Group, Level 5, 126 Phillip Street, Sydney 2000 (**Meeting**).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the EGM. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the EGM are those who are registered Shareholders at 7:00PM (AEDT) on Tuesday, 18 March 2025.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

## Resolutions

### Ratification of Prior Issue of Shares

#### 1. **Resolution 1** – Ratification of Prior Issue of Tranche 1 Shares to Non-Related Parties

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, the Shareholders ratify the allotment and prior issue of 137,500,000 Tranche 1 Shares issued on 12 November 2024 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 Statement:** The Company will disregard any votes cast in favour of Resolution 1 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 Resolution 1 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (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 the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## Approval to Issue Securities

### 2. **Resolution 2** – Approval of Issue of Tranche 2 Shares to Non-Related Parties

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 87,500,000 Tranche 2 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 Statement:** The Company will disregard any votes cast in favour of Resolution 2 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 Resolution 2 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (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 the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### 3. **Resolution 3** – Approval of Issue of Unlisted Options to Non-Related Parties

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 112,500,000 Unlisted Options 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 Statement:** The Company will disregard any votes cast in favour of Resolution 3 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 Resolution 3 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (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 the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### 4. **Resolution 4** – Approval of Issue of Tranche 2 Shares and Unlisted Options to Mr Chris Ntoumenopoulos, 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 10,000,000 Tranche 2 Shares and 5,000,000 Unlisted Options to Mr Chris Ntoumenopoulos, Director of the Company (and/or his nominee(s)), 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 Statement:** The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) a person who is 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 described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 4 by:

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

- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (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 the Resolution; and
  - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## 5. **Resolution 5** – Approval of Issue of Tranche 2 Shares and Unlisted Options to Mr Jason Carroll, CEO and Executive 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 15,000,000 Tranche 2 Shares and 7,500,000 Unlisted Options to Mr Jason Carroll, CEO and Executive Director of the Company (and/or his nominee(s)), 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 Statement:** The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) a person who is 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 described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 5 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (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 the Resolution; and
  - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## 6. **Resolution 6** – Approval of Issue of Tranche 2 Shares and Unlisted Options to Dr Daniel Tillett, 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 50,000,000 Tranche 2 Shares and 25,000,000 Unlisted Options to Dr Daniel Tillett, Director of the Company (and/or his nominee(s)), 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 Statement:** The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- (a) a person who is 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 described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 6 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (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 the Resolution; and
  - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## 7. **Resolution 7** – Approval of Issue of Director Options to Dr Daniel Tillett, 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 12,250,000 Unlisted Options to Dr Daniel Tillett, Director of the Company (and/or his nominee(s)), 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 Statement:** The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

- (a) a person who is 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 described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 7 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (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 the Resolution; and
  - the holder vote on the 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 Resolution 7 if:

- (a) the proxy is either:
  - (i) a member of the Company's Key Management Personnel; or
  - (ii) 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 the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) 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.

## 8. Resolution 8 – Approval of Issue of Lead Manager 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 12,000,000 Unlisted Options to Merchant Capital Partners Pty Ltd (and/or its nominee(s)), 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 Statement:** The Company will disregard any votes cast in favour of Resolution 8 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 Resolution 8 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (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 the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**BY ORDER OF THE BOARD**



**David Franks**  
Company Secretary

7 February 2025



# Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting to be held at 3:30PM (AEDT) on Thursday, 20 March 2025 at Automic Group, Level 5, 126 Phillip Street, Sydney 2000.

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 in the Notice of 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 EGM are set out below.

## Resolutions

### **Ratification of Prior Issue of Shares**

#### **Resolution 1 – Ratification of Prior Issue of Tranche 1 Shares to Non-Related Parties**

##### **Background**

As announced by the Company on 30 October 2024, the Company successfully completed a placement to new and existing professional, sophisticated and institutional investors (**Placement**) of 300,000,000 new fully paid ordinary shares (**Placement Shares**) at an issue price of 2 cents (\$0.02) per Placement Share raising \$6,000,000 (before costs) for the Company.

The Company announced that the Placement would be undertaken in two tranches, with the first tranche (**Tranche 1**) to be issued under the Company's existing capacity under ASX Listing Rule 7.1. The Company completed Tranche 1 of the Placement on 12 November 2024, which resulted in the issue of 137,500,000 Placement Shares, raising \$2,750,000 (before costs) for the Company.

The second tranche (**Tranche 2**) of the Placement comprises the following:

1. 87,500,000 Tranche 2 Shares to Non-Related Parties (**Non-Related Party Shares**), being the subject of Resolution 2;
2. 112,500,000 Unlisted Options to Non-Related Parties (**Non-Related Party Options**), being the subject of Resolution 3;
3. 10,000,000 Tranche 2 Shares and 5,000,000 Unlisted Options to Mr Chris Ntoumenopoulos, Director of the Company (and/or his nominee(s)), being the subject of Resolution 4;
4. 15,000,000 Tranche 2 Shares and 7,500,000 Unlisted Options to Mr Jason Carroll, CEO and Executive Director of the Company (and/or his nominee(s)), subject to Resolution 5; and
5. 50,000,000 Tranche 2 Shares and 25,000,000 Unlisted Options to Dr Daniel Tillett, Director of the Company (and/or his nominee(s)), subject to Resolution 6;

Resolutions 4, 5 and 6 together '**Director Shares**'.

Along with the funds raised from the Placement Shares subject to Resolutions 2, 4, 5 and 6, the Company will utilise the funds to accelerate the Company's development of TRP-8803 (IV-infused psilocin). TRP-8803 is Tryp's innovative and scalable IV-infused psilocin solution that has a number of potential advantages over oral dosing, including a significant reduction in the time of onset to the psychedelic state, more precise control of the depth and duration of the psychedelic

experience and a reduction in intervention duration to a commercially feasible timeframe. Funds will be deployed towards additional, larger clinical trials utilising TRP-8803 in specific indications (**Use of Placement Share Funding**).

The allottees of Tranche 1 Placement Shares are not:

- a related party of the Company;
- a KMP of the Company;
- a substantial holder of Company;
- an adviser to the Company; nor
- an associate of any of the above; and
- they are not being issued more than 1% of OMA's current issued capital.

together "**Not an Allottee under Section 7.4 of ASX Guidance Note 21**".

Further details regarding the Placement can be found in Company ASX announcements dated 30 October 2024, and the Prospectus released to the ASX on 12 November 2024.

Director, Mr Chris Ntoumenopoulos has entered into a separate arrangement with Merchant Group Partner Pty Ltd, whereby he will be paid a 6.0% plus GST selling fee on funds raised by him.

#### **ASX Listing Rule 7.1**

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 137,500,000 fully paid ordinary shares (**Tranche 1 Shares**), which were issued on 12 November 2024 (**Issue Date**).

All of the Tranche 1 Shares were issued by utilising the Company's existing capacity under Listing Rule 7.1.

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

The issue of Tranche 1 Shares did not fit within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Date.

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

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

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of Tranche 1 Shares for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of Tranche 1 Shares will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the Issue Date.

If this Resolution is not passed, the issue of Tranche 1 Shares will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the Issue Date.

## Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The Tranche 1 Shares were issued to new and existing professional, sophisticated and institutional investors, and are Not an Allottee under Section 7.4 of ASX Guidance Note 21, being clients of the Merchant Capital Partners Pty Ltd and other sub-brokers undertaken through a capital raising book-building process.
- (b) The Company issued 137,500,000 Fully Paid Ordinary Shares.
- (c) The Tranche 1 Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) The Tranche 1 Shares were issued on 12 November 2024.
- (e) Each of the Tranche 1 Shares were issued at an issue price of 2 cents (\$0.02) per Tranche 1 Share, which raised \$2,750,000 (before costs).
- (f) Funds raised from the issue of the Shares have been and will be used by the Company for the Use of Placement Share Funding.

### Directors' Recommendation

The Board of Directors (excluding Mr Chris Ntoumenopoulos) recommend that Shareholders vote for this Resolution.

The Chair intends to vote in favour of this Resolution.

## Approval to Issue Securities

### Resolution 2 – Approval of Issue of Tranche 2 Shares to Non-Related Parties

#### Background

This Resolution seeks Shareholder approval to issue and allot 87,500,000 fully paid ordinary shares to Non-Related Parties (**Non-Related Party Shares**) as part of the Placement announced by the Company on 30 October 2024.

Please refer to the Explanatory Statement of Resolution 1 on Pages 12 -13 of the Notice of Meeting for further details regarding the Placement.

The effect of this Resolution is for Shareholders to approve the issue of these Non-Related Party Shares 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 Listing Rule 7.1.

Director, Mr Chris Ntoumenopoulos has entered into a separate arrangement with Merchant Group Partner Pty Ltd, whereby he will be paid a 6.0% plus GST selling fee on funds raised by him.

#### ASX Listing Rule 7.1

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

An issue of equity securities that is approved by the Company's Shareholders under 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 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 Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to approve the issue of the Non-Related Party Shares under and for the purposes of Listing Rule 7.1.

If this Resolution is passed, the issue of the Non-Related Party Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12-month period following the date on which the Non-Related Party Shares are issued.

If this Resolution is not passed, and the Company proceeds with the issue, the Non-Related Party Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12-month period following the date on which the Tranche 2 Shares are issued.

### **Information Required by Listing Rule 7.3**

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The allottees are new and existing professional, sophisticated and institutional investors, and are Not an Allottee under Section 7.4 of ASX Guidance Note 21, being clients of the Merchant Capital Partners Pty Ltd and other sub-brokers undertaken through a capital raising book-building process.
- (b) The maximum number of Non-Related Party Shares to be issued is 87,500,000.
- (c) The Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) These Non-Related Party Shares 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).
- (e) The Tranche 2 Shares will be offered at an issue price of 2 cents (\$0.02) per Non-Related Party Shares, to raise \$1,750,000 (before costs).
- (f) Funds raised from the issue of the Shares will be used by the Company for the Use of Placement Share Funding.

### **Directors' Recommendation**

The Board of Directors (excluding Mr Chris Ntoumenopoulos) recommend Shareholders vote for this Resolution.

The Chair intends to vote in favour of this Resolution.

## **Resolution 3 – Approval of Issue of Unlisted Options to Non-Related Parties**

### **Background**

This Resolution seeks Shareholder approval to issue and allot 112,500,000 Unlisted Options, which are exercisable at 4 cents (\$0.04) each and expire two years from the date of issue to Non-Related Parties (**Non-Related Party Options**) as part of the Placement announced by the Company on 30 October 2024.

Please refer to the Explanatory Statement of Resolution 1 on Pages 12 -13 of the Notice of Meeting for further details regarding the Placement.

As part of the Placement, the Company announced that it would also issue a total of 150,000,000

Unlisted Options, being one free attaching Unlisted Option for each two Placement Shares, to related and non-related parties, which are exercisable at 4 cents (\$0.04) per Option and expire two years from the date of issue, subject to Shareholders approval.

The effect of this Resolution is for Shareholders to approve the issue of 112,500,000 Non-Related Party Options to fall within an exception to ASX Listing Rule 7.1, which will allow the Company to issue these securities without using the Company's 15% capacity under Listing Rule 7.1.

Director, Mr Chris Ntoumenopoulos has entered into a separate arrangement with Merchant Group Partner Pty Ltd, whereby he will be paid a 6.0% plus GST selling fee on funds raised by him.

### **ASX Listing Rule 7.1**

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

An issue of equity securities that is approved by the Company's Shareholders under 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 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 Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to approve the issue of the Non-Related Party Options under and for the purposes of Listing Rule 7.1.

If this Resolution is passed, the issue of the Non-Related Party Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12-month period following the date on which the Non-Related Party Options are issued.

If this Resolution is not passed, and the Company proceeds with the issue, the Non-Related Party Options will be included in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12-month period following the date on which the Non-Related Party Options are issued. The Company presently has available capacity under Listing Rule 7.1 of 33,328,285 securities and therefore the Company could only proceed with the issue if Resolution was to pass at this Meeting.

### **Information Required by Listing Rule 7.3**

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The allottees are new and existing professional, sophisticated and institutional investors who are Non-Related Parties and participated in the Placement announced on 30 October 2024 and who were outlined in Resolutions 1 and 2.
- (b) The maximum number of Non-Related Party Options to be issued is 112,500,000.
- (c) The full terms of the Non-Related Party Options are set out in Annexure A of this Notice of Meeting.
- (d) These Non-Related Party 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).
- (e) The Non-Related Party Options will be offered for nil cash consideration as they are attaching Options to the Placement on the basis of one attaching Option for every two Placement Shares subscribed for. Accordingly, no funds will be raised from the issue of these Options. However, funds will be raised on conversion of the Options, with a maximum of \$4,500,000 being raised.

- (f) The purpose of the Placement is to raise capital which will be used by the Company for the Use of Placement Share Funding. Funds raised from the exercise of the Non-Related Party Options will be used for the Use of Placement Share Funding, company programs (current or future) generally and working capital.

### **Directors' Recommendation**

The Board of Directors (excluding Mr Chris Ntoumenopoulos) recommend Shareholders vote for this Resolution.

The Chair intends to vote in favour of this Resolution.

## **Resolution 4, 5 and 6 – Approval of Issue of Tranche 2 Shares and Options to Directors of the Company**

### **Background**

Resolutions 4, 5 and 6 seek Shareholder approval for the issue of an aggregate 75,000,000 Tranche 2 Shares (**Tranche 2 Director Shares**) and 37,500,000 Options (**Tranche 2 Director Options**) to Mr Chris Ntoumenopoulos, Mr Jason Carroll and Dr Daniel Tillett (**Directors**), Directors of the Company, (and/or their respective nominee(s)) as part of the Placement announced by the Company on 30 October 2024.

Please refer to the Explanatory Statement of Resolution 1 on Page 2 12 - 13 of the Notice of Meeting for further details regarding the Placement.

As part of the Placement, the Company announced that it would also issue a total of 150,000,000 Unlisted Options, being one free attaching Unlisted Option for each two Placement Shares, to related and non-related parties, which are exercisable at 4 cents (\$0.04) per Option and expire two years from the date of issue, subject to Shareholders approval.

The effect of these Resolutions is for Shareholders to approve the issue of 75,000,000 Tranche 2 Director Shares and 37,500,000 Tranche 2 Director 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 Listing Rule 7.1.

Therefore, Shareholder approval is sought under this Notice to issue:

- Resolution 4: 10,000,000 Tranche 2 Director Shares and 5,000,000 Tranche 2 Director Options to Mr Chris Ntoumenopoulos (and/or his nominee(s));
- Resolution 5: 15,000,000 Tranche 2 Director Shares and 7,500,000 Tranche 2 Director Options to Mr Jason Carroll (and/or his nominee(s)); and
- Resolution 6: 50,000,000 Tranche 2 Director Shares and 25,000,000 Tranche 2 Director Options to Dr Daniel Tillett (and/or his nominee(s)).

Director, Mr Chris Ntoumenopoulos has entered into a separate arrangement with Merchant Group Partner Pty Ltd, whereby he will be paid a 6.0% plus GST selling fee on funds raised by him.

### **Listing Rule 10.11**

ASX Listing Rule 10.11 provides that unless one of the exceptions in 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 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;



- For personal use only
- (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 Mr Chris Ntoumenopoulos, Mr Jason Carroll and Dr Daniel Tillett are current Directors of the Company, they are each in a position of influence for the purposes of Listing Rule 10.11. The proposed issue does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

To this end, this Resolutions seeks the required Shareholder approval to issue the Tranche 2 Director Shares and Tranche 2 Director Options to Mr Chris Ntoumenopoulos, Mr Jason Carroll and Dr Daniel Tillett under and for the purposes of Listing Rule 10.11.

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

If Resolution 4, 5 or 6 are passed, the Company will be able to proceed with the proposed issue and allotment of Tranche 2 Director Shares and Tranche 2 Director Options to the corresponding Director.

If either of Resolutions 4, 5 or 6 are not passed, then the Directors of the Company who are the subject of the resolution(s) which were not passed will not be able to participate in the Placement and therefore will not receive their proposed allotment of Tranche 2 Director Shares and Tranche 2 Director Options.

The passing of any of Resolutions 4, 5 and 6 is independent of the other Resolutions proposed and therefore approval of each of Resolutions 4, 5 or 6 is not dependent on approval of any other Resolution in this Notice, including each other.

#### **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 Tranche 2 Director Shares and Tranche 2 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 Directors of the Company carefully considered the issue of these Tranche 2 Director Shares and Tranche 2 Director Options to Mr Chris Ntoumenopoulos, Mr Jason Carroll and Dr Daniel Tillett and formed the view that the giving of this financial benefit are on arm's length terms, as the securities are proposed to be issued on the same terms as those offered to non-related parties under the Placement announced on 30 October 2024.

Accordingly, the non-conflicted Directors of the Company, being Mr Mark Davies and Mr Gage Jull, believe that the issue of these Tranche 2 Director Shares and Tranche 2 Director Options to Mr

Chris Ntoumenopoulos, Mr Jason Carroll and Dr Daniel Tillett fall within the “arm’s length terms” exception as set out in section 210 of the Corporations Act, and relies on this exception for the purposes of this Resolution. Therefore, the proposed issue of Tranche 2 Director Shares and Tranche 2 Director Options to Mr Chris Ntoumenopoulos, Mr Jason Carroll and Dr Daniel Tillett requires Shareholder approval under and for the purposes of Listing Rule 10.11 only.

### **Information required by ASX Listing Rule 10.13**

The following information in relation to the issue of the Tranche 2 Director Shares and Tranche 2 Director Options to Mr Chris Ntoumenopoulos, Mr Jason Carroll and Dr Daniel Tillett is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (a) The allottees are:
  - (i) Resolution 4: Mr Chris Ntoumenopoulos (and/or his nominee(s));
  - (ii) Resolution 5: Mr Jason Carroll (and/or his nominee(s)); and
  - (iii) Resolution 6: Dr Daniel Tillett (and/or his nominee(s)).
- (b) Mr Chris Ntoumenopoulos, Mr Jason Carroll and Dr Daniel Tillett are current Directors of the Company and they therefore all fall within the related party category referred to in ASX Listing Rule 10.11.1.
- (c) The maximum number of Tranche 2 Director Shares to be issued is:
  - (i) Resolution 4: 10,000,000 to Mr Chris Ntoumenopoulos (and/or his nominee(s));
  - (ii) Resolution 5: 15,000,000 to Mr Jason Carroll (and/or his nominee(s)); and
  - (iii) Resolution 6: 50,000,000 to Dr Daniel Tillett (and/or his nominee(s)).
- (d) The maximum number of Tranche 2 Director Options to be issued is:
  - (i) Resolution 4: 5,000,000 to Mr Chris Ntoumenopoulos (and/or his nominee(s));
  - (ii) Resolution 5: 7,500,000 to Mr Jason Carroll (and/or his nominee(s)); and
  - (iii) Resolution 6: 25,000,000 to Dr Daniel Tillett (and/or his nominee(s)).
- (e) The Tranche 2 Director Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (f) The full terms of the Tranche 2 Director Options are set out in Annexure A of this Notice of Meeting.
- (g) The Tranche 2 Director Shares and Tranche 2 Director Options will be issued within 1 month of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (h) The Tranche 2 Director Shares will be offered at an issue price of 2 cents (\$0.02) per Tranche 2 Director Share, to raise \$1,500,000 (before costs) in total, or
  - (i) Resolution 4: \$200,000 from Mr Chris Ntoumenopoulos (and/or his nominee(s));
  - (ii) Resolution 5: \$300,000 from to Mr Jason Carroll (and/or his nominee(s)); and
  - (iii) Resolution 6: \$1,000,000 from to Dr Daniel Tillett (and/or his nominee(s)).
- (i) The Tranche 2 Director Options will be offered for nil cash consideration as they are attaching Options on the basis of one attaching Tranche 2 Director Option for every two Tranche 2 Director Shares subscribed for under the Placement. Accordingly, no funds will be raised from the issue of these Tranche 2 Director Options.
- (j) Funds raised from the issue of the Tranche 2 Director Shares will be used by the Company for the Use of Placement Share Funding.
- (k) Funds will not be raised from the issue of these Tranche 2 Director Options as the issue is proposed to be made for nil cash consideration. However, if the Tranche 2 Director Options are exercised, on conversion of the Tranche 2 Director Options, up to a maximum of



\$1,500,000 will be raised, and by individual resolution the amounts as outlined in (h) above. Funds raised from the exercise of the Tranche 2 Director Options will be used for the Use of Placement Share Funding, company programs (current or future) generally and working capital.

- (l) The issue of Tranche 2 Director Shares and Tranche 2 Director Options are not intended to remunerate or incentivise the Directors. The Directors' participation in the Placement is voluntary and each Director is paying the full subscription price for their Tranche 2 Director Shares and Tranche 2 Director Options.
- (m) The Director Options will not be issued pursuant to an agreement.

### **Directors' Recommendation**

The Board of Directors (excluding Mr Chris Ntoumenopoulos, Mr Jason Carroll and Dr Daniel Tillett) recommend Shareholders vote for Resolution 4.

The Board of Directors (excluding Mr Chris Ntoumenopoulos, Mr Jason Carroll and Dr Daniel Tillett) recommend Shareholders vote for Resolution 5.

The Board of Directors (excluding Mr Chris Ntoumenopoulos, Mr Jason Carroll and Dr Daniel Tillett) recommend Shareholders vote for Resolution 6.

The Chair intends to vote in favour of Resolutions 4, 5 and 6.

## **Resolution 7 – Approval of Issue of Director Options to Dr Daniel Tillett, Director of the Company**

### **Background**

This Resolution seeks Shareholder approval to issue and allot 12,250,000 Unlisted Options (**Director Options**) to Dr Daniel Tillett, Director of the Company.

The Director Options are designed to further align the interests of the Directors with the Shareholders of the Company, as the exercise prices represent a premium to the Company's recent trading price.

The Director Options are to be issued in two tranches, with each tranche of Director Options exercisable at differing exercise prices and vesting conditions. The Director Options mirror Tranche 2 and Tranche 3 of the director options approved by shareholders at the 2024 Annual General Meeting.

Shareholder approval is sought under this Notice to issue 12,250,000 Director Options, which consists of 3,500,000 Tranche 2 Options and 8,750,000 Tranche 3 Options, to Dr Daniel Tillett.

### **Listing Rule 10.11**

ASX Listing Rule 10.11 provides that unless one of the exceptions in 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 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 Dr Tillett is a current Director of the Company, Dr Tillett is a person in a position of influence for the purposes of Listing Rule 10.11. The proposed issue does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

To this end, this Resolutions seeks the required Shareholder approval to issue the 12,250,000 Director Options to Dr Tillett under and for the purposes of Listing Rule 10.11.

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

If this Resolution is passed, the Company will be able to proceed with the proposed issue to Dr Tillett as outlined in this Resolution.

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue to Dr Tillett and therefore may have to consider other less cash-effective forms of compensation to remunerate Dr Tillett for his services.

#### **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 Directors of the Company (being Mr Davies, Mr Carroll, Mr Ntoumenopoulos, and Mr Jull) carefully considered the issue of these Director Options to Dr Tillett and formed the view that the giving of this financial benefit are on arm's length terms, as the Director Options are comparable with other listed companies of a similar size and nature to the Company, and comparable with the recent allotment of Unlisted Options to the Directors of the Company, as approved by Shareholders at the Company's 2024 Annual General Meeting.

Accordingly, the non-conflicted Directors of the Company believe that the issue of these Director Options to Dr Tillett fall within the "arm's length terms" exception as set out in section 210 and the reasonable remuneration exception of the Corporations Act, and relies on these exceptions for the purposes of this Resolution. Therefore, the proposed issue of Director Options to Dr Tillett requires Shareholder approval under and for the purposes of Listing Rule 10.11 only.

#### **Information required by ASX Listing Rule 10.13**

The following information in relation to the issue of the Director Options to Dr Tillett is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (a) The allottee is Dr Daniel Tillett (and/or his nominee(s)).

- (b) Dr Tillett is a Director of the Company and therefore falls under ASX Listing Rule 10.11.1 as a related party of the Company.
- (c) The maximum number of Unlisted Options to be issued is 12,250,000 Director Options, which consists of 3,500,000 Tranche 2 Options and 8,750,000 Tranche 3 Options, to Dr Daniel Tillett.
- (d) The full terms of the Director Options are set out in Annexure B (Tranche 2 Options) and Annexure C (Tranche 2 Options) of this Notice of Meeting.
- (e) The Director Options will be issued within 1 month of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (f) The Director Options will be offered for nil cash consideration.
- (g) Funds will not be raised from the issue of these Director Options as the issue is proposed to be made for nil cash consideration. However, if the Director Options are exercised, on conversion of the Director Options up to a maximum of \$577,500 (\$140,000 from Tranche 2 and \$437,500 from Tranche 3) will be raised. Funds raised from the exercise of the Director Options will be used for the Use of Placement Share Funding, company programs (current or future) generally and working capital.
- (h) The current total remuneration package received by the relevant Director is as follows:
- (i) Director Fees: \$72,000 per annum inclusive of superannuation.
- (g) The Director Options are not to be issued under an agreement.

#### **Directors' Recommendation**

The Board of Directors (excluding Dr Daniel Tillett) recommend Shareholders vote for this Resolution.

The Chair intends to vote in favour of this Resolution.

## **Resolution 8 – Approval of Issue of Lead Manager Options**

### **Background**

This Resolution seeks Shareholder approval to issue and allot 12,000,000 Unlisted Options (**Lead Manager Options**) to Merchant Capital Partners Pty Ltd, Lead Manager to the Placement (and/or its nominee(s)) for their services as Lead Manager to the Placement announced on 30 October 2024.

Please refer to the Explanatory Statement of Resolution 1 on Pages 12 - 13 of the Notice of Meeting for further details regarding the Placement.

The passing of this Resolution is not interdependent on approval of any other Resolution in this Notice.

The effect of this Resolution is for Shareholders to approve the issue of these Lead Manager 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 Listing Rule 7.1.

Director, Mr Chris Ntoumenopoulos has entered into a separate arrangement with Merchant Group Partner Pty Ltd, whereby he will be paid a 6.0% plus GST selling fee on funds raised by him.

### **ASX Listing Rule 7.1**

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

period.

An issue of equity securities that is approved by the Company's Shareholders under 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 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 Listing Rule 7.1.

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

If this Resolution is passed, the issue of the Lead Manager Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12-month period following the date on which the Lead Manager Options are issued.

If this Resolution is not passed, the Company will not be able to proceed with the issue.

### **Information Required by Listing Rule 7.3**

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The allottee is Merchant Capital Partners Pty Ltd (and/or its nominee(s)), Lead Manager to the Placement.
- (b) The maximum number of Lead Manager Options to be issued are 12,000,000 Lead Manager Options.
- (c) The full terms of the Lead Manager Options are set out in Annexure A of this Notice of Meeting
- (d) These Lead Manager 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).
- (e) The Lead Manager Options will be offered for nil cash consideration.
- (f) Funds will not be raised from the issue of these Lead Manager Options as the issue is proposed to be made as part of the fees to Merchant Capital Partners Pty Ltd for their services as Lead Manager to the Placement. However, funds will be raised on conversion of the Lead Manager Options, with a maximum of \$480,000 being raised. Funds raised from the exercise of the Lead Manager Options will be used for the Use of Placement Share Funding, company programs (current or future) generally and working capital.
- (g) The Lead Manager Options were issued under an agreement between Merchant Capital Partners Pty Ltd and the Company. The material terms of the agreement are set out in Annexure D of this Notice.

### **Directors' Recommendation**

The Board of Directors (excluding Mr Chris Ntoumenopoulos) recommend Shareholders vote for this Resolution.

The Chair intends to vote in favour of this Resolution.

## Enquiries

Shareholders are asked to contact the Company Secretary at [david.franks@automicgroup.com.au](mailto:david.franks@automicgroup.com.au) if they have any queries in respect of the matters set out in these documents.

# Glossary

**AEDT** means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

**ASIC** means Australian Securities and Investment Commission.

**Associate** has the meaning given to it by the ASX Listing Rules.

**ASX** means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

**ASX Listing Rules** or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

**Board** means the current board of Directors of the Company.

**Business Day** means a day on which trading takes place on the stock market of ASX.

**Chair** means the person chairing the Meeting.

**Closely Related Party** of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of 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 dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporation Regulations 2001* (Cth).

**Company** means Tryptamine Therapeutics Limited ACN 163 765 991.

**Constitution** means the Company's constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

**Director** means a current director of the Company.

**Director Shares** means Shares proposed to be issued under the Placement to related parties, pursuant to Resolutions 4, 5 and 6.

**Director Options** means the Unlisted Options proposed to be issued to Dr Daniel Tillett pursuant to Resolution 7.

**Dollar** or "\$" means Australian dollars.

**Explanatory Statement** means the explanatory statement accompanying this Notice of Meeting.

**General Meeting** or **EGM** or **Meeting** means an General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

**Lead Manager** means Merchant Capital Partners Pty Ltd, being the Lead Manager to the Placement announced on 30 October 2024.

**Lead Manager Options** means the Unlisted Options proposed to be issued to the Lead Manager, being the subject of Resolution 8.

**KMP** means key management personnel (including the Directors) whose remuneration details are

included in the Remuneration Report.

**Non-Related Party Options** means Options proposed to be issued under the Placement to Non-Related Parties, pursuant to Resolution 3.

**Non-Related Party Shares** means Shares proposed to be issued under the Placement to Non-Related Parties, pursuant to Resolution 2.

**Notice of Meeting** means this notice of general meeting dated 7 February 2025 including the Explanatory Statement.

**Option** means an option which, subject to its terms, could be exercised into a Share.

**Ordinary Resolution** means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

**Placement** means the Placement announced to the ASX on 30 October 2024.

**Placement Shares** means the Shares issued under the Placement.

**Proxy Form** means the proxy form attached to this Notice of Meeting.

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

**Restricted Voter** means a member of the Company's KMP and any Closely Related Parties of those members.

**Securities** mean Shares and/or Options (as the context requires).

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

**Shareholder** means a holder of a Share.

**Share Registry** means Automic Pty Ltd.

**Special Resolution** means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

**Sydney Time** means Australian Eastern Standard Time or Australian Eastern Daylight Time as observed in Sydney, New South Wales, depending on the day of the year.

**Tranche 1 Shares** means Shares issued under the Placement on 12 November 2024 and being the subject of Resolution 1.

**Tranche 2 Director Options** means the Options proposed to be issued to Mr Chris Ntoumenopoulos, Mr Jason Carroll and Dr Daniel Tillett, pursuant to Resolutions 4, 5 and 6.

**Tranche 2 Director Shares** means the Shares proposed to be issued to Mr Chris Ntoumenopoulos, Mr Jason Carroll and Dr Daniel Tillett, pursuant to Resolutions 4, 5 and 6.

**Tranche 2 Shares** means the Shares proposed to be issued under the Placement, pursuant to Resolution 2 as Non-Related Party Shares and Resolution 4, 5 and 6 as Director Shares.

**Trading Day** has the meaning given to that term in ASX Listing Rule 19.12.

**VWAP** means the volume weighted average market (closing) price, with respects to the price of Shares.

# Annexure A – Material Terms of the Unlisted Options (Resolutions 3, 4, 5, 6 and 8)

The key terms of the Unlisted Options are set out in this annexure, being 112,500,000 Non-Related Party Options (Resolution 3), 37,500,000 Tranche 2 Director Options (Resolutions 4, 5 and 6) and 12,000,000 Lead Manager Options (Resolution 8) to subscribe for fully paid ordinary shares (**Shares**) in Tryptamine Therapeutics Limited (**Company**) issued on the following terms and conditions:

**(a) Entitlement**

Each Option entitles the holder to subscribe for one Share upon the exercise of each Option.

**(b) Exercise price**

The exercise price of each Option will be \$0.04 (**Exercise Price**).

**(c) Vesting**

The Options shall vest immediately on issue.

**(d) Expiry date**

The expiry date of each Option is 5.00pm (Sydney Time) two years from the date of issue (**Expiry Date**).

**(e) Exercise period**

An Option may only be exercised by payment of the Exercise Price after it has vested and thereafter at any time prior to the Expiry Date.

**(f) Notice of exercise**

An Option may be exercised by notice in writing to the Company (**Notice of Exercise**). Any Notice of Exercise of Options received by the Company will be deemed to be a notice of the exercise of that Options as at the date of receipt.

**(g) Shares issued on exercise**

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

**(h) Options not quoted**

The Company will not apply to ASX for quotation of the Options.

**(i) 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 Options.

**(j) Timing of issue of Shares**

- (i) After an Option is validly exercised, the Company must as soon as possible:
- (A) issue the Share; and



- (B) do all such acts, matters and things to obtain the grant of quotation for the Share on ASX no later than 5 days from the date of exercise of the Option.
- (ii) On the date that the Shares are issued under paragraph (i) above, the Company must issue a cleansing notice under section 708A(5) of the Corporations Act.
- (iii) If the Company is not then permitted to issue a cleansing notice under section 708A(5) of the Corporations Act, the Company must either:
  - (A) issue a prospectus on the date that the Shares are issued under paragraph (i) above (in which case the date for issuing those Shares may be extended to not more than 25 Business Days after the receipt of the Exercise Notice, to allow the Company time to prepare that prospectus); or
  - (B) issue a prospectus before the date that the Shares are issued under paragraph (i) above, provided that offers under that prospectus must still be open for acceptance on the date those Shares are issued,

in accordance with the requirements of section 708A(11) of the Corporations Act.

**(j) Participation in new issues**

There are no participation rights or entitlements inherent in the Options and the holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. Holders of Options must exercise their vested Options prior to the date for determining entitlements to participate in any such issue.

**(k) 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 Options will be increased by the number of Shares which the option holder would have received if the Options holder had exercised the Options before the record date for the bonus issue; and
- (ii) no change will be made to the Exercise Price.

**(l) No adjustment for rights issue**

If the Company makes an issue of Shares pro rata to existing shareholders there will be no adjustment of the Exercise Price.

**(m) Adjustments for reorganisation**

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

**(n) Options not transferable**

The Options are not transferable.



**(o) Lodgement instructions**

The application for Shares on exercise of the Options must be lodged at the Company's share registry. The Exercise Price may be paid electronic funds transfer to an account nominated by the Company. Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable".

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## Annexure B – Material Terms of the Options: Tranche 2 (Resolution 7)

The key terms of the unlisted options are set out in this annexure, being 3,500,000 Unlisted Options (**Options**) to subscribe for fully paid ordinary shares (**Shares**) in Tryptamine Therapeutics Limited (**Company**) issued on the following terms and conditions:

**(a) Entitlement**

Each Option entitles the holder to subscribe for one Share upon the exercise of each Option.

**(b) Exercise price**

The exercise price of each Option will be \$0.04 (**Exercise Price**).

**(c) Vesting**

The Options shall vest as follows:

- i) The successful Completion of two Phase 2a OR 2b clinical studies with TRP-8803 in Australia in at least 1 clinical indication; and
- ii) Clause (c)(i) has occurred on or before 31 December 2026.

Where the Option has vested, the **Date of Vesting** means the date on which vesting occurred.

In addition, all unvested Options will vest on a Change of Control Event (as defined below) occurring.

For the purposes of these terms and conditions, **Change of Control Event** means:

- (i) a change in Control (as defined in section 50AA of the Corporations Act) of the Company;
- (ii) the announcement by the Company that shareholders have at a Court convened meeting of shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement under which all Shares are to be either cancelled, or transferred to a third party, and the Court, by order, approves the proposed scheme of arrangement;
- (iii) where a person becomes the legal or the beneficial owner of, or has a Relevant Interest (as defined in section 608 of the Corporations Act) in, more than fifty per cent (50%) of all Shares on issue (Issued Capital);
- (iv) where a person becomes entitled to acquire, hold or has an equitable interest in more than fifty per cent (50%) of Issued Capital; and
- (v) where a Takeover Bid (as defined in the Corporations Act) is made to acquire more than fifty per cent (50%) of Issued Capital (or such lesser number of Shares that when combined with the Shares that the bidder (together with its Associates (as defined in section 12 of the Corporations Act)) already owns will amount to more than 50% of Issued Capital) and the Takeover Bid becomes unconditional and the

bidder (together with its Associates) has a Relevant Interest in more than 50% of Issued Capital,

but, for the avoidance of doubt, does not include any internal reorganisation of the structure, business and/or assets of the Company or its corporate group.

**(d) Expiry date**

The expiry date of each Option is 5.00pm (Sydney time) 3 years from the Date of Vesting (**Expiry Date**).

**(e) Exercise period**

An Option may only be exercised by payment of the Exercise Price after it has vested and thereafter at any time prior to the Expiry Date.

**(f) Notice of exercise**

An Option may be exercised by notice in writing to the Company (**Notice of Exercise**). Any Notice of Exercise of Options received by the Company will be deemed to be a notice of the exercise of that Options as at the date of receipt.

**(g) Shares issued on exercise**

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

**(h) Options not quoted**

The Company will not apply to ASX for quotation of the Options.

**(i) 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 Options.

**(j) Timing of issue of Shares**

- (i) After an Option is validly exercised, the Company must as soon as possible:
  - (A) issue the Share; and
  - (B) do all such acts, matters and things to obtain the grant of quotation for the Share on ASX no later than 5 days from the date of exercise of the Option.
- (ii) On the date that the Shares are issued under paragraph (i) above, the Company must issue a cleansing notice under section 708A(5) of the Corporations Act.
- (iii) If the Company is not then permitted to issue a cleansing notice under section 708A(5) of the Corporations Act, the Company must either:
  - (A) issue a prospectus on the date that the Shares are issued under paragraph (i) above (in which case the date for issuing those Shares may be extended to not more than 25 Business Days after the receipt of the Exercise Notice, to allow the Company time to prepare that prospectus); or
  - (B) issue a prospectus before the date that the Shares are issued under paragraph (i) above, provided that offers under that prospectus must still be open for acceptance on the date those Shares are issued,

in accordance with the requirements of section 708A(11) of the Corporations Act.

**(j) Participation in new issues**

There are no participation rights or entitlements inherent in the Options and the holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. Holders of Options must exercise their vested Options prior to the date for determining entitlements to participate in any such issue.

**(k) 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 Options will be increased by the number of Shares which the option holder would have received if the Options holder had exercised the Options before the record date for the bonus issue; and
- (ii) no change will be made to the Exercise Price.

**(l) No adjustment for rights issue**

If the Company makes an issue of Shares pro rata to existing shareholders there will be no adjustment of the Exercise Price.

**(m) Adjustments for reorganisation**

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

**(n) Options not transferable**

The Options are not transferable.

**(o) Lodgement instructions**

The application for Shares on exercise of the Options must be lodged at the Company's share registry. The Exercise Price may be paid electronic funds transfer to an account nominated by the Company. Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable".

## Annexure C – Material Terms of the Options: Tranche 3 (Resolution 7)

The key terms of the unlisted options are set out in this annexure, being 8,750,000 Unlisted Options (**Options**) to subscribe for fully paid ordinary shares (**Shares**) in Tryptamine Therapeutics Limited (**Company**) issued on the following terms and conditions:

**(a) Entitlement**

Each Option entitles the holder to subscribe for one Share upon the exercise of each Option.

**(b) Exercise price**

The exercise price of each Option will be \$0.05 (**Exercise Price**).

**(c) Vesting**

The Options shall vest as follows:

i) Either:

- (1) the successful TGA registration or approval for use of TRP-8803 in any clinical indication in Australia (**Trigger Event 1**); or
- (2) an acquisition event closes that values the organisation greater than AU\$100M (**Trigger Event 2**); or
- (3) a licensing event(s) occurs that values (in total upfronts and milestones) an amount greater than AU\$100M (**Trigger Event 3**); and

the director who, or who's nominee, were issued the Option (**Director**) must remain and be fully employed at the time either Trigger Event 1, Trigger Event 2 or Trigger Event 3 occurred. If the Director is no longer employed with the Company at the time either Trigger Event 1, Trigger Event 2 or Trigger Event 3 occurred, the Options will be forfeited without consideration payable to the Director; and

ii) Clause (c)(i) has occurred on or before 31 December 2027.

Where the Option has vested, the **Date of Vesting** means the date on which vesting occurred.

In addition, all unvested Options will vest on a Change of Control Event (as defined below) occurring.

For the purposes of these terms and conditions, **Change of Control Event** means:

- (i) a change in Control (as defined in section 50AA of the Corporations Act) of the Company;
- (ii) the announcement by the Company that shareholders have at a Court convened meeting of shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement under which all Shares are to be either cancelled, or transferred to a third party, and the Court, by order, approves the proposed scheme of arrangement;

- (iii) where a person becomes the legal or the beneficial owner of, or has a Relevant Interest (as defined in section 608 of the Corporations Act) in, more than fifty per cent (50%) of all Shares on issue (Issued Capital);
- (iv) where a person becomes entitled to acquire, hold or has an equitable interest in more than fifty per cent (50%) of Issued Capital; and
- (v) where a Takeover Bid (as defined in the Corporations Act) is made to acquire more than fifty per cent (50%) of Issued Capital (or such lesser number of Shares that when combined with the Shares that the bidder (together with its Associates (as defined in section 12 of the Corporations Act)) already owns will amount to more than 50% of Issued Capital) and the Takeover Bid becomes unconditional and the bidder (together with its Associates) has a Relevant Interest in more than 50% of Issued Capital,

but, for the avoidance of doubt, does not include any internal reorganisation of the structure, business and/or assets of the Company or its corporate group.

**(d) Expiry date**

The expiry date of each Option is 5.00pm (Sydney time) 3 years from the Date of Vesting (**Expiry Date**).

**(e) Exercise period**

An Option may only be exercised by payment of the Exercise Price after it has vested and thereafter at any time prior to the Expiry Date.

**(f) Notice of exercise**

An Option may be exercised by notice in writing to the Company (**Notice of Exercise**). Any Notice of Exercise of Options received by the Company will be deemed to be a notice of the exercise of that Options as at the date of receipt.

**(g) Shares issued on exercise**

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

**(h) Options not quoted**

The Company will not apply to ASX for quotation of the Options.

**(i) 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 Options.

**(j) Timing of issue of Shares**

- (i) After an Option is validly exercised, the Company must as soon as possible:
  - (A) issue the Share; and
  - (B) do all such acts, matters and things to obtain the grant of quotation for the Share on ASX no later than 5 days from the date of exercise of the Option.
- (ii) On the date that the Shares are issued under paragraph (i) above, the Company must issue a cleansing notice under section 708A(5) of the Corporations Act.

(iii) If the Company is not then permitted to issue a cleansing notice under section 708A(5) of the Corporations Act, the Company must either:

(A) issue a prospectus on the date that the Shares are issued under paragraph (i) above (in which case the date for issuing those Shares may be extended to not more than 25 Business Days after the receipt of the Exercise Notice, to allow the Company time to prepare that prospectus); or

(B) issue a prospectus before the date that the Shares are issued under paragraph (i) above, provided that offers under that prospectus must still be open for acceptance on the date those Shares are issued,

in accordance with the requirements of section 708A(11) of the Corporations Act.

**(j) Participation in new issues**

There are no participation rights or entitlements inherent in the Options and the holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. Holders of Options must exercise their vested Options prior to the date for determining entitlements to participate in any such issue.

**(k) 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 Options will be increased by the number of Shares which the option holder would have received if the Options holder had exercised the Options before the record date for the bonus issue; and

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

**(l) No adjustment for rights issue**

If the Company makes an issue of Shares pro rata to existing shareholders there will be no adjustment of the Exercise Price.

**(m) Adjustments for reorganisation**

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

**(n) Options not transferable**

The Options are not transferable.

**(o) Lodgement instructions**

The application for Shares on exercise of the Options must be lodged at the Company's share registry. The Exercise Price may be paid electronic funds transfer to an account nominated by the Company. Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable".

# Annexure D – Material Terms of the Lead Manager Mandate (Resolution 8)

The key terms of the Lead Manager Mandate are set out in this annexure:

1. Mandate to Act as Lead Manager to Share Placement between Merchant Capital Partners Pty Ltd and the Company dated 23 October 2024 (**Mandate**).
2. Merchant Capital Partners Pty Ltd will act as Corporate Adviser and Lead Manager to the Company.
3. In its role as Corporate Adviser, Merchant Capital Partners Pty Ltd will assist with:
  - a. Capital and Equity Management Strategy;
  - b. Market Commentary; and
  - c. Market Communication.
4. This Mandate is for a period 12 months from execution of this Mandate.
5. Merchant Capital Partners Pty Ltd [Corporate Adviser and Lead Manager's fee will be:
  - a. Month retainer of \$5,000 plus GST, for a term of 12 months, commencing 1 October 2024;
  - b. 6.0% plus GST fee on the successful completion of any capital raising of the total amount raised under any Capital Raising on all separate funds raised; and
  - c. 12,000,000 options, with a strike price of 100% premium to the equity capital raise price and a duration to expiry of 24 months from issue.
6. Other terms and conditions considered standard for the mandate of this type.



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

Tryptamine Therapeutics Limited | ABN 78 163 765 991

Your proxy voting instruction must be received by **3.30pm (AEDT) on Tuesday, 18 March 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](mailto: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)

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