



Notice of Extraordinary General Meeting

Chimeric Therapeutics Limited ACN 638 835 828

For personal use only

Notice of Extraordinary General Meeting

Chimeric Therapeutics Limited ACN 638 835 828

Notice is given that an Extraordinary General Meeting (**EGM** or **Meeting**) of Chimeric Therapeutics Limited ACN 638 835 828 (**Company**) will be held at:

Location	Level 3, 62 Lygon Street, Carlton, Victoria 3053 and virtually (online) at https://meetings.lumiconnect.com/300-889-859-925
Date	Wednesday 23 July 2025
Time	11:00 am (Melbourne time) Registration from 10:45 (Melbourne time)

Online meeting details

The Meeting will also be webcast live via an online platform. To participate you will need a desktop or mobile/tablet device with internet access, by entering the following URL into their browser: <https://meetings.lumiconnect.com/300-889-859-925> (Lumi Meeting ID: **300-889-859-925**)

You can log into the Meeting by entering:

- Your username, which is your Voting Access Code (**VAC**), which can be located on the first page of your proxy form or the Notice of Meeting email; and
- Your password, which is the postcode registered to your holding if you are an Australian shareholder. Overseas shareholders should use their country code or refer to the user guide for their password details.

All Shareholders have the opportunity to attend and participate in the Meeting online via internet connection (using a computer, laptop, tablet or smartphone).

For further details and instructions, please see the online meeting guide located on the Company website containing details on attending and voting at the Meeting.

If Shareholders are unable to attend the Meeting using the online platform they are encouraged to alternatively, return the proxy form to the Company in accordance with the instructions thereon.

Returning the proxy form will not preclude a Shareholder from attending and voting at the Meeting utilising the online platform should they elect to do so.

If you have any questions regarding attendance at, or submitting questions for, the Meeting, please contact the Company's share registry, Boardroom Pty Limited, by telephone on 1300 737 760 (from within Australia) or +61 2 9290 9600 (outside of Australia).

Shareholder Questions

Whilst Shareholders will be provided with the opportunity to submit questions online at the Meeting, however, it is desirable if the Company was able to receive them in advance.

Shareholders are therefore requested to send any questions they may have for the Company or its Directors to the Company Secretary via email cfoservices@acclime.com with subject 'CHM EGM JULY 2025'.

Please note that not all questions may be able to be answered during the Meeting. In this case answers will be made available on the Company's website after the Meeting.

Special business

Resolution 1 – Ratification of prior issue of First Tranche Placement Shares

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

- 1 *'That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 164,307,917 First Tranche Placement Shares previously issued under the Listing Rule 7.1 placement capacity, as detailed and on the terms set out in the Explanatory Memorandum.'*

The Directors unanimously recommend that you vote in favour of this resolution.

Resolution 2 – Approval to issue Second Tranche Placement Shares

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

- 2 *'That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the proposed issuance and allotment of up to 1,485,692,083 Second Tranche Placement Shares, as detailed and on the terms set out in the Explanatory Memorandum.'*

The Directors unanimously recommend that you vote in favour of this resolution.

Resolution 3 – Approval to issue Attaching Options

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

- 3 *'That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issuance of up to 1,650,000,000 Attaching Options, as detailed and on the terms set out in the Explanatory Memorandum.'*

The Directors unanimously recommend that you vote in favour of this resolution.

Resolution 4 – Approval to issue Adviser Options

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

- 4 *"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 25,000,000 Adviser Options to PAC Partners Securities Pty Ltd and Taylor Collison Limited on account of professional services provided to the Company, as detailed in the Explanatory Memorandum.'*

The Directors unanimously recommend that you vote in favour of this resolution.

Resolution 5A – Approval to issue Lind Shares

To consider and, if in favour, to pass the following resolution as an ordinary resolutions

- 5 *"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the proposed issuance and allotment of up to 141,250,000 Lind Shares to Lind, as detailed in the Explanatory Memorandum.'*

The Directors unanimously recommend that you vote in favour of this resolution.

Resolution 5B – Approval to issue Lind Attaching Options

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

- 6 *"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the proposed issuance and allotment of up to 141,250,000 Lind Attaching Options to Lind, as detailed in the Explanatory Memorandum."*

The Directors unanimously recommend that you vote in favour of this resolution.

Dated: 24 June 2025

By order of the Board

Phillip Hains
Joint Company Secretary

Voting Exclusion Statement

Corporations Act

For the purposes of section 224 Corporations Act, the Company will not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution; and
- (b) it is not cast on behalf of a related party or associate of a related party of the Company to whom the resolution would permit a financial benefit to be given or an associate of such a related party.

Listing Rules

In accordance with the Listing Rule 14.11, the Company will disregard votes cast in favour of the resolution by or on behalf of:

Resolution 1 – Ratification of prior issue of First Tranche Placement Shares	the Placement Subscribers or any person who participated in the issue or is a counterparty to the agreement being approved or any associate of those persons.
Resolution 2 – Approval to issue Second Tranche Placement Shares	the Placement Subscribers and any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or any associate of their associates.
Resolution 3 – Approval to issue Attaching Options	the Placement Subscribers or any person 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 any associate of their associates.
Resolution 4 – Approval to issue Adviser Options	PAC Partners Securities Pty Ltd and Taylor Collison Limited and any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or any of their associates.
Resolution 5A – Approval to issue Lind Shares	Lind Global Fund II LP and any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or any of their associates.
Resolution 5B – Approval to issue Lind Attaching Options	Lind Global Fund II LP and any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or any of their associates.

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

- (a) 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

- (b) 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Notes

- (a) Terms used in this Notice of Meeting which are defined in the Explanatory Memorandum have the meaning given to them in the Explanatory Memorandum.
- (b) Subject to the Corporations Act, a Shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (c) The proxy need not be a Shareholder of the Company. A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- (d) If you wish to appoint a proxy and are entitled to do so, then complete and return the **attached** proxy form to the Company's share registry Boardroom Pty Limited, as detailed in the attached proxy form.
- (e) You can also lodge your proxy online at <https://www.votingonline.com.au/chmegmJuly2025> which is also located on the front of the accompanying proxy form. Alternatively, you can scan the QR code with your mobile device.
- (f) To be effective, the proxy must be received at the share registry of the Company no later than 11:00 am (Melbourne time) on 21 July 2025 (48 hours before the commencement of the meeting).
- (g) A corporation may elect to appoint a representative in accordance with the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- (h) The Company has determined under regulation 7.11.37 Corporations Regulations that for the purpose of voting at the meeting or adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of Shareholders as at 7:00 pm (Melbourne time) on 21 July 2025.
- (i) If you have any queries, including how to cast your votes, please contact the Company's registered office on +61 3 9824 5254 during business hours.

Explanatory Memorandum

Chimeric Therapeutics Limited ACN 638 835 828 (**Company**)

This Explanatory Memorandum accompanies the notice of Meeting of the Company to be held at Level 3, 62 Lygon Street, Carlton, Victoria 3053 and virtually (online) at <https://meetings.lumiconnect.com/300-889-859-925> on 23 July 2025 at 11.00 am (Melbourne time).

The Explanatory Memorandum has been prepared to assist Shareholders in determining how to vote on the resolutions set out in the Notice of Meeting and is intended to be read in conjunction with the Notice of Meeting.

Background

- 1 On Tuesday, 20 May 2025, the Company announced a capital raising by way of a placement to raise approximately \$6.6 million to support its clinical trial pipeline and otherwise for general working capital of the Company.
- 2 The capital raise involves a two-tranche placement (**Placement**) to issue up to 1,650,000,000 Placement Shares and up to 1,650,000,000 Attaching Options to investors (**Placement Subscribers**). For each Attaching Option exercised within five months from the date of issuance, the Placement Subscribers will be issued one Contingent Option (together, the **Offer**).

Placement Shares

- 3 On 26 May 2025, the Company issued 164,307,917 Placement Shares to Placement Subscribers under the first tranche of the Placement (**First Tranche Placement Shares**) at an issue price of \$0.004 per Placement Share (**Placement Price**).
- 4 Subject to Shareholder approval at the EGM, the Company proposes to issue the second tranche of the Placement Shares consisting of the issuance of up to 1,485,692,083 Placement Shares (**Second Tranche Placement Shares**) at the Placement Price.
- 5 If the issue of the Second Tranche Placement Shares is approved by Shareholders, it is anticipated that the Second Tranche Placement Shares will be issued and allotted to the Placement Subscribers on or about 30 July 2025.

Attaching Options and underlying Contingent Options

- 6 Subject to Shareholder approval at the EGM, the Company proposes to issue to the Placement Subscribers one attaching, unlisted Option (**Attaching Options**) for every one Placement Share subscribed for and issued under the Placement, with an aggregate of up to 1,650,000,000 Attaching Options to be issued.
- 7 The Attaching Options will have an exercise price of \$0.004 per Attaching Option, expiring approximately eight months from the date of issue. The terms of the Attaching Options are otherwise set out in Schedule 1 of this Notice of Meeting.
- 8 The Placement Subscribers will also receive one Option (**Contingent Options**) for every Attaching Option exercised within five months from the date the Attaching Options are issued, with an aggregate of up to 1,650,000,000 Contingent Options to be issued.
- 9 The Contingent Options will have an exercise price of \$0.005, expiring approximately eight months from the date of issue of the Contingent Options. The terms of the Contingent Options are otherwise set out in Schedule 2 of this Notice of Meeting.
- 10 The Contingent Options were disclosed under a prospectus lodged by the Company on 26 May 2025 (**Prospectus**) and are otherwise issued in accordance with Listing Rule 7.2 (Exception 9).

Adviser Options

- 11 Subject to Shareholder approval at the EGM, the Company proposes to issue 25,000,000 Adviser Options to PAC Partners Securities Pty Ltd and Taylor Collison Limited as Joint Lead Managers of the Offer.
- 12 The Adviser Options will have an exercise price of \$0.008, expiring three years from the date of issue. The terms of the Adviser Options are otherwise set out in Schedule 3 of this Notice of Meeting.

Lind Securities

- 13 In conjunction with the capital raising announced on 20 May 2025, the Company reported that it has notified Lind Global Fund II, LP (**Lind**) of the Company's intent to exercise its right to terminate the Placement Agreement (**Agreement**) with Lind announced on 23 June 2023, effective immediately in accordance with the terms set out in that announcement.
- 14 As part of the proposed termination, subject to Shareholder approval at the EGM, the Company proposes to issue up to 141,250,000 Lind Shares at \$0.004 per Share and 141,250,000 Lind Attaching Options (**Lind Securities**) to Lind.
- 15 If the issue of the Lind Shares is approved by Shareholders, it is anticipated that the Lind Shares will be issued and allotted to Lind on or about 30 July 2025.
- 16 The Lind Attaching Options will have an exercise price of \$0.004 per Lind Attaching Option, expiring approximately eight months from the date of issue. The terms of the Lind Attaching Options are otherwise set out in Schedule 4 of this Notice of Meeting.
- 17 Lind will also receive one Contingent Option (**Lind Contingent Option**) for every Lind Attaching Option exercised within five months from the date the Lind Attaching Options are issued, with an aggregate of up to 141,250,000 Lind Contingent Options to be issued.
- 18 The Lind Contingent Options will have an exercise price of \$0.005, expiring approximately eight months from the date of issue. The terms of the Lind Contingent Options are otherwise set out in Schedule 5 of this Notice of Meeting.
- 19 The Lind Contingent Options were disclosed under the Prospectus and are otherwise issued in accordance with Listing Rule 7.2 (Exception 9).

Resolution 1 – Ratification of prior issue of First Tranche Placement Shares

- 20 The purpose of Resolution 1 is for Shareholders to ratify, under Listing Rule 7.4, and for all other purposes, the previous issue and allotment of the 164,307,917 First Tranche Placement Shares to Placement Subscribers on the terms set out herein.

Listing Rule 7.1 and 7.1A

- 21 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 12-month period.
- 22 Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.
- 23 The Company obtained approval to increase its limit to 25% at the annual general meeting held on 12 November 2024.
- 24 The issue of the 164,307,917 First Tranche Placement Shares does not fall under any of the relevant exemptions set out in Listing Rule 7.2 and as it has not yet been approved by Shareholders, it utilises a portion of the 15% capacity limit under Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval for the 12-month period following the issue of the 164,307,917 First Tranche Placement Shares.

Listing Rule 7.4

- 25 Listing Rule 7.4 provides that the shareholders of a listed company may approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue will be treated as having been made with approval for the purpose of Listing Rules 7.1 and 7.1A, thereby replenishing the Company's capacity, enabling it to issue further securities up to that limit without shareholder approval.
- 26 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 issuance under Listing Rule 7.1. Accordingly, the Company is seeking Shareholders' ratification pursuant to Listing Rule 7.4 for the issue of the 164,307,917 First Tranche Placement Shares.
- 27 Resolution 1 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the 164,307,917 First Tranche Placement Shares.

Technical information required by Listing Rule 14.1A

- 28 If Resolution 1 is passed, Shareholders will have ratified the issue of the First Tranche Placement Shares, and the issue of the First Tranche Placement Shares will no longer utilise a portion of the Company's 25% placement capacity under Listing Rules 7.1 and 7.1A, meaning that the Company will have an increased ability to issue Equity Securities over the next 12 months without seeking Shareholder approval.
- 29 If Shareholders do not approve Resolution 1, the Company's ability to raise additional equity funds over the next 12 months without Shareholder approval will be restricted.

Technical information required by Listing Rule 7.5

- 30 Pursuant to and in accordance with the requirements of Listing Rule 7.5, the following information is provided in relation to Resolution 1:
- (a) the First Tranche Placement Shares, being 164,307,917 fully paid ordinary shares, have been issued to Placement Subscribers pursuant to the terms of the Placement;
 - (b) the First Tranche Placement Shares were issued on or about 26 May 2025;
 - (c) the material terms of the Placement have been summarised in paragraphs 1 to 9 above and in the Company's ASX announcement dated 20 May 2025;
 - (d) the First Tranche Placement Shares were issued for \$0.004 per Placement Share; and
 - (e) the First Tranche Placement Shares were issued for the purpose of:
 - (i) CHM CDH17 CAR-T clinical trial – advancing to dose level 2 with promising early clinical signals and strong patient recruitment;
 - (ii) CORE-NK clinical trials – progressing Phase 1B trials demonstrating encouraging preliminary efficacy in acute myeloid leukemia (AML); and
 - (iii) to support the Company's clinical trial pipeline and otherwise for general working capital of the Company and costs associated with the capital raising.

Directors' recommendation

- 31 The Directors unanimously recommend that you vote in favour of this resolution.

Resolution 2 – Approval to issue Second Tranche Placement Shares

- 32 The purpose of Resolution 2 is for Shareholders to approve, under Listing Rule 7.1 and for all other purposes, the issue and allotment of up to 1,485,692,083 Second Tranche Placement Shares to Placement Subscribers on the terms set out herein.
- 33 As described above in paragraphs 21 and 24, 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.

- 34 The issue of the Second Tranche Placement Shares does not fall under any of the relevant exemptions. Resolution 2 therefore proposes the approval of the granting of the Second Tranche Placement Shares for the purpose of satisfying the requirements of Listing Rule 7.1.

Technical information required by Listing Rule 14.1A

- 35 If Resolution 2 is passed, the Company will be able to proceed with the issue of the Second Tranche Placement Shares. In addition, the issue of 1,485,692,083 Second Tranche Placement Shares will be excluded from the calculation of the number of equity securities that the Company can issue without shareholder approval under Listing Rule 7.1.
- 36 If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the 1,485,692,083 Second Tranche Placement Shares.

Technical information required by Listing Rule 7.3

- 37 Pursuant to and in accordance with the requirements of Listing Rule 7.3, the following information is provided in relation to Resolution 2:
- (a) the securities are to be allotted to the Placement Subscribers;
 - (b) the maximum number of securities to be issued is 1,485,692,083 Second Tranche Placement Shares;
 - (c) the Second Tranche Placement Shares are expected to be issued within five days of the Meeting but in any event, not more than three months after the Shareholder approval;
 - (d) the issue price for the Second Tranche Placement Shares is \$0.004 per Share;
 - (e) the funds raised by the issue of the Second Tranche Placement Shares will be used to support the Company's clinical trial pipeline and otherwise for general working capital of the Company.

Directors' recommendation

- 38 The Directors unanimously recommend that you vote in favour of this resolution.

Resolution 3 – Approval to issue Attaching Options

- 39 The purpose of Resolution 3 is for Shareholders to approve, under Listing Rule 7.1 and for all other purposes, the issue of up to 1,650,000,000 Attaching Options with an exercise price of \$0.004 per Attaching Option and expiring on the date that is approximately eight months after the date of issue of the Attaching Options (but not any underlying Contingent Options that the Company may be required to issue upon the exercise of the Attaching Options, which are issued in accordance with Listing Rule 7.2, Exception 9).
- 40 As described above in paragraphs 21 and 24, subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its Shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.
- 41 The issue of the Attaching Options does not fall under any of the relevant exemptions. Resolution 3 therefore proposes the approval of the granting of the Attaching Options for the purpose of satisfying the requirements of ASX Listing Rule 7.1.
- 42 If Resolution 3 is approved and the Attaching Options are issued, Listing Rule 7.2 (exception 9) applies to the issue of Shares on the conversion of the Attaching Options and such issuance shall not count towards the Company's placement capacity.

Technical information required by Listing Rule 14.1A

- 43 If Resolution 3 is passed, the Company will be able to proceed with the issue of the Attaching Options. In addition, the issue of 1,650,000,000 Attaching Options will be excluded from the calculation of the number of equity securities that the Company can issue without shareholders approval under Listing Rule 7.1.
- 44 If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the 1,650,000,000 Attaching Options.

Technical information required by Listing Rule 7.3

- 45 Pursuant to and in accordance with the requirements of Listing Rule 7.3, the following information is provided in relation to Resolution 3:
- (a) the Attaching Options are to be allotted to the Placement Subscribers;
 - (b) the maximum number of securities to be issued is 1,650,000,000 Attaching Options;
 - (c) the material terms of the Attaching Options are set out in Schedule 1 of this Notice of Meeting;
 - (d) the Attaching Options are expected to be issued within five days of the Meeting but in any event, not more than three months after Shareholder approval;
 - (e) the Attaching Options are being issued as attaching options under the Placement and, accordingly, the issue price for them is nil; and
 - (f) the Attaching Options are being issued as attaching options under the Placement for nil upfront consideration and, therefore, do not raise funds for the Company. Any funds raised from the exercise of the Attaching Options will be used to support the Company's clinical trial pipeline and otherwise for general working capital of the Company.

Directors' Recommendation

- 46 The Directors unanimously recommend that you vote in favour of this resolution.

Resolution 4 – Approval to issue Adviser Options

- 47 The purpose of Resolution 4 is for Shareholders to approve, under Listing Rule 7.1 and for all other purposes, the issue of 25,000,000 options with an exercise price of \$0.008 per option and expiring on the date that is approximately three years after the date of issue to PAC Partners Securities Pty Ltd and Taylor Collison Limited on account of professional services provided to the Company.
- 48 PAC Partners Securities Pty Ltd and Taylor Collison Limited have acted as Joint Lead Managers to the Offer.
- 49 Listing Rule 7.1 limits the Company from issuing more than 15% of its issued capital without Shareholder approval. Listing Rule 7.4 provides that where a company subsequently approves an issue of securities, the issue will be treated as having been made with approval for the purpose of Listing Rule 7.1, thereby replenishing the Company's 15% capacity, enabling it to issue further securities up to that limit.
- 50 This Resolution 4 therefore proposes the approval of the allotment and issue of the Adviser Options for the purpose of satisfying the requirements of Listing Rule 7.1.
- 51 If Resolution 4 is approved and the Adviser Options are issued, Listing Rule 7.2 (exception 9) applies to the issues of shares on the conversion of Adviser Options and such issuance shall not count towards the Company's placement capacity.

Technical information required by Listing Rule 14.1A

- 52 If Resolution 4 is passed, the Adviser Options (and the issue of Shares upon conversion of the Adviser Options) will be issued with approval pursuant to Listing Rule 7.1.
- 53 If Resolution 4 is not passed, the issuance will still occur but will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12-month period following the issue date.

Technical information required by Listing Rule 7.3

Further details regarding the proposed issue of the Adviser Options (and the issue of Shares upon conversion of the Adviser Options) are set out below:

Adviser Options	
Maximum number of securities to be issued	25,000,000 Adviser Options.
Expected issue date	No later than three months from the date of the EGM.
Issue price	Nil.
Terms of issue	The Adviser Option terms are set out in Schedule 3.
Allottees	PAC Partners Securities Pty Ltd and Taylor Collison Limited.
Intended use of funds raised	The Adviser Options are being issued for nil upfront consideration and, therefore, do not raise funds for the Company. However, the Adviser Options are being issued as partial consideration pursuant to the Joint Lead Manager Mandate.
Other terms of the Lead Manager Mandate	The Joint Lead Managers will receive: (a) an Equity Raise Management Fee of 4.0% of capital raised via the Offer; and (b) an Equity Raise Selling Fee of 2.0% of capital raised via the Offer. The Joint Lead Manager Mandates otherwise contains terms and conditions considered standard for an agreement of this type.

Directors' recommendation

- 54 The Directors unanimously recommend that you vote in favour of this resolution.

Resolutions 5A – Approval to issue Lind Shares and 5B Approval to issue Lind Attaching Options

- 55 The purpose of Resolutions 5A and 5B is for Shareholders to approve, under Listing Rule 7.1 and for all other purposes, the issue and allotment of:
- (a) 141,250,000 Lind Shares with an issue price of \$0.004 per Share (Resolution 5A); and
 - (b) 141,250,000 Lind Attaching Options with an exercise price of \$0.004 per Lind Attaching Option and expiring on the date that is approximately eight months after the date of issue of the Lind Attaching Options (but not any underlying Lind Contingent Options that the Company may be required to issue upon the exercise of the Lind Attaching Options, which are issued in accordance with Listing Rule 7.2, Exception 9) (Resolution 5B),
- to Lind, on the terms set out herein.
- 56 As described above in paragraphs 13 and 18, 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.

- 57 The issue of the Lind Securities does not fall under any of the relevant exemptions. Resolutions 5A and 5B therefore propose the approval of the granting of the Lind Securities for the purpose of satisfying the requirements of Listing Rule 7.1.
- 58 If Resolution 5B is approved and the Lind Attaching Options are issued, Listing Rule 7.2 (exception 9) applies to the issue of Shares on the conversion of the Lind Attaching Options and such issuance shall not count towards the Company's placement capacity.

Technical information required by Listing Rule 14.1A

- 59 If Resolutions 5A and 5B are passed, the Company will be able to proceed with the issue of the Lind Securities. In addition, the issue of 141,250,000 Lind Shares and 141,250,000 Lind Attaching Options will be excluded from the calculation of the number of equity securities that the Company can issue without shareholder approval under Listing Rule 7.1.
- 60 If Resolution 5A is not passed, the Company will not be able to proceed with the issue of the Lind Shares.
- 61 If Resolution 5B is not passed, the Company will not be able to proceed with the issue of the Lind Attaching Options.

Technical information required by Listing Rule 7.3

- 62 Pursuant to and in accordance with the requirements of Listing Rule 7.3, the following information is provided in relation to Resolutions 5A and 5B:
- (a) in respect of the Lind Shares:
 - (i) the Lind Shares are to be allotted to Lind;
 - (ii) the maximum number of securities to be issued is 141,250,000 Lind Shares;
 - (iii) the Lind Shares are expected to be issued within five days of the Meeting but in any event, not more than three months after the Shareholder approval;
 - (iv) the issue price for the Lind Shares is \$0.004 per Share; and
 - (v) the funds raised by the issue of the Lind Shares will be used to support the Company's clinical trial pipeline and otherwise for general working capital of the Company; and
 - (b) in respect of the Lind Attaching Options:
 - (i) the Lind Attaching Options are to be allotted to Lind;
 - (ii) the maximum number of securities to be issued is 141,250,000 Lind Attaching Options;
 - (iii) the material terms of the Lind Attaching Options are set out in Schedule 4 of this Notice of Meeting;
 - (iv) the Lind Attaching Options are expected to be issued within five days of the Meeting but in any event, not more than three months after Shareholder approval;
 - (v) the Lind Attaching Options are being issued as attaching options to the Lind Shares and, accordingly, the issue price for them is nil; and
 - (vi) the Lind Attaching Options are being issued as attaching options to the Lind Shares for nil upfront consideration and, therefore, do not raise funds for the Company. Any funds raised from the exercise of the Lind Attaching Options will

be used to support the Company's clinical trial pipeline and otherwise for general working capital of the Company.

Directors' recommendation

63 The Directors unanimously recommend that you vote in favour of resolutions 5A and 5B.

Background to Resolutions 3 and 5B: Issue of Contingent Options and Lind Contingent Options

64 The Company will issue up to:

- (a) 1,650,000,000 Contingent Options on the terms set out in Schedule 2 of this Notice of Meeting (as disclosed under the Prospectus); and
- (b) 141,250,000 Lind Contingent Options on the terms set out in Schedule 5 of this Notice of Meeting (as disclosed under the Prospectus),

in accordance with Listing Rule 7.2, Exception 9.

65 The Contingent Options and Lind Contingent Options (**Contingent Securities**) will be excluded from the calculation of the number of equity securities that the Company can issue without shareholders approval under Listing Rule 7.1.

66 If Company issues the maximum number of Contingent Securities under the Offer and Lind Offer, the voting dilution of existing Shares may be as shown in the table below (in the case of Options, only if the Options are converted into Shares).

67

Security	Number of existing securities	Number of securities to be issued	Fully diluted capital
Shares			
Existing Shares on issue before the Offer and Lind Offer	2,015,194,149	-	2,015,194,149
Approximate number of New Shares to be issued under the Offer	-	1,485,692,083	1,485,692,083
Approximate number of New Shares to be issued under the Lind Offer	-	141,250,000	141,250,000
Approximate total number of Shares on issue after the Offer and Lind Offer (before the exercise of any New Options)	-	-	3,642,136,232
Options			
Existing Options on issue before the Offer and Lind Offer	1,114,680,385	-	1,114,680,385
Approximate number of Attaching Options to be issued under the Offer	-	1,650,000,000	1,650,000,000
Approximate number of Attaching Options to be issued under the Lind Offer	-	141,250,000	141,250,000
Maximum number of Contingent Options to be issued under the Offer (assuming all Attaching Options are exercised within 5 months from the Grant Date)	-	1,650,000,000	1,650,000,000

Security	Number of existing securities	Number of securities to be issued	Fully diluted capital
Maximum number of Contingent Options to be issued under the Lind Offer (assuming all Attaching Options are exercised within 5 months from the Grant Date)	-	141,250,000	141,250,000
Approximate total number of Options on issue after the Offer and Lind Offer	-	-	4,697,180,385
Performance Rights			
Performance Rights on issue	7,227,904	-	7,227,904
Total securities on issue	3,137,102,438	5,209,442,083	8,346,544,521

Schedule 1

Attaching Option terms

Eligibility	Attaching Options to be issued to Placement Subscribers who subscribe for Placement Shares under the Placement.
Grant of Attaching Options	To be issued on the basis of one Attaching Option for every one Placement Share issued to Placement Subscribers in accordance with the terms of the Placement under the Prospectus.
Quotation of Attaching Options	The Company will not apply to ASX for official quotation of the Attaching Options.
Exercise of Options	<p>Each Attaching Option is exercisable immediately on issue. The Attaching Options may be exercised at any time before their expiry date, wholly or in part, by delivering a duly completed form of notice of exercise together with a cheque for the exercise price. The Company will issue one Share for each Attaching Option exercised.</p> <p>Holders of Attaching Options may only exercise a minimum of \$1,000 of Attaching Options on any particular occasion, unless the Holder has, in total, less than \$1,000 of Attaching Options, in which case they must exercise all their Attaching Options at the same time.</p> <p>The exercise of each Attaching Option is subject to compliance with the <i>Corporations Act 2001</i> (Cth) (Corporations Act) (in particular, the requirements of Chapter 6 of the Corporations Act).</p> <p>Upon receiving a valid Attaching Options exercise notice, the Company must issue the number of Shares equal to the number of Attaching Options the subject of the valid Attaching Options exercise notice as soon as reasonably practicable. If the exercise notice is served by the option holder within five months from the date of the issue of the Attaching Options, the Company must also issue the number of Contingent Options the subject of the valid Attaching Options exercise notice.</p>
Terms of Shares issued	Any Shares issued as a result of exercising an Attaching Option will be issued on the same terms and rank in all respects on equal terms, with existing Shares.
Transfer and security interests	<p>Placement Subscribers may only:</p> <ul style="list-style-type: none"> (a) create a security interest in; or (b) transfer, assign, dispose or otherwise deal with, <p>Attaching Options, or any interest in Attaching Options, with the prior written consent of the Board.</p>
Quotation of Shares issued	Application for official quotation of Shares allotted and issued as a result of the exercise of the Attaching Options will be within five business days from the date of issue of the Shares.
Expiration of Attaching Options	Each Attaching Option will have an expiration date that is approximately 8 months from the date of issue of the Attaching Options.
Issue price of Attaching Options	No issue price is payable for the Attaching Options as they are issued together with any application by a Placement Subscriber for Placement Shares.

Exercise price of Attaching Options	\$0.004 upon exercise to acquire each Share.
Option register	Attaching Options will be registered in the name of a Shareholder in an option register maintained by the Company's share registry. The share registry will issue holding statements that evidence the number of Attaching Options held by the Placement Subscribers. No option certificates will be issued.
Reconstruction of capital	If there is a reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company: (a) the number of Attaching Options or the exercise price of the Attaching Options or both will be adjusted as specified in Listing Rule 7.22 as it applies at the time of the reorganisation; and (b) in all other respects the terms for the exercise of the Attaching Options will remain unchanged.
Adjustment where pro rata issue of Shares, bonus shares or stock dividends	There will be no adjustment to the terms of the Attaching Options if there is a pro rata issue of Shares.
New issues of Shares	The Attaching Options do not confer a right to participate in new issues of Shares unless the Attaching Options have been exercised on or before the record date for determining entitlements to the issue.
Notice of adjustments	The Company will give written notice to the Attaching Option holder of any adjustment of the exercise price of the Attaching Options and any increase or decrease in the number of Attaching Options.
Dividend rights	While they remain unexercised, the Attaching Options will not give a holder an entitlement to receive any dividends declared and paid by the Company for Shares.
Applicable law	Each Attaching Option is issued subject to: (a) the Corporations Act; (b) the Listing Rules; and (c) the Company's constitution.
US securities law restriction	The Attaching Options may not be exercised by or on behalf of a person in the United States unless the Attaching Options and the underlying shares have been registered under the <i>US Securities Act of 1933</i> and applicable US state securities laws, or exemptions from such registration requirements are available.

Schedule 2

Contingent Option terms

Eligibility	Contingent Options to be issued to Placement Subscribers who have elected to exercise the Attaching Options within five months from the date of the issue of the Attaching Options.
Grant of Contingent Options	To be issued on the basis of one Contingent Option for every one Attaching Option exercised within five months from the date of the issue of the Attaching Option in accordance with the terms of the Placement under the Prospectus.
Quotation of Attaching Options	The Company will not apply to ASX for official quotation of the Contingent Options.
Exercise of Options	<p>Each Contingent Option is exercisable immediately on issue. The Contingent Options may be exercised at any time before their expiry date, wholly or in part, by delivering a duly completed form of notice of exercise together with a cheque for the exercise price. The Company will issue one Share for each Contingent Option exercised.</p> <p>Holders of Contingent Options may only exercise a minimum of \$1,000 of Contingent Options on any particular occasion, unless the Holder has, in total, less than \$1,000 of Contingent Options, in which case they must exercise all their Contingent Options at the same time.</p> <p>The exercise of each Contingent Option is subject to compliance with the <i>Corporations Act 2001</i> (Cth) (Corporations Act) (in particular, the requirements of Chapter 6 of the Corporations Act).</p> <p>Upon receiving a valid Contingent Options exercise notice, the Company must issue the number of Shares equal to the number of Contingent Options the subject of the valid Contingent Options exercise notice as soon as reasonably practicable.</p>
Terms of Shares issued	Any Shares issued as a result of exercising a Contingent Option will be issued on the same terms and rank in all respects on equal terms, with existing Shares.
Transfer and security interests	<p>Placement Subscribers may only:</p> <ul style="list-style-type: none"> (a) create a security interest in; or (b) transfer, assign, dispose or otherwise deal with, <p>Contingent Options, or any interest in Contingent Options, with the prior written consent of the Board.</p>
Quotation of Shares issued	Application for official quotation of Shares allotted and issued as a result of the exercise of the Contingent Options will be within five business days from the date of issue of the Shares.
Expiration of Contingent Options	Each Contingent Option will have an expiration date that is approximately 8 months from the date of issue of the Contingent Options.
Issue price of Contingent Options	No issue price is payable for the Contingent Options.

Exercise price of Contingent Options	\$0.005 upon exercise to acquire each Share.
Option register	Contingent Options will be registered in the name of a Shareholder in an option register maintained by the Company's share registry. The share registry will issue holding statements that evidence the number of Contingent Options held by the Placement Subscribers. No option certificates will be issued.
Reconstruction of capital	If there is a reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company: (a) the number of Contingent Options or the exercise price of the Contingent Options or both will be adjusted as specified in Listing Rule 7.22 as it applies at the time of the reorganisation; and (b) in all other respects the terms for the exercise of the Contingent Options will remain unchanged.
Adjustment where pro rata issue of Shares, bonus shares or stock dividends	There will be no adjustment to the terms of the Contingent Options if there is a pro rata issue of Shares.
New issues of Shares	The Contingent Options do not confer a right to participate in new issues of Shares unless the Contingent Options have been exercised on or before the record date for determining entitlements to the issue.
Notice of adjustments	The Company will give written notice to the Contingent Option holder of any adjustment of the exercise price of the Contingent Options and any increase or decrease in the number of Contingent Options.
Dividend rights	While they remain unexercised, the Contingent Options will not give a holder an entitlement to receive any dividends declared and paid by the Company for Shares.
Applicable law	Each Contingent Option is issued subject to: (a) the Corporations Act; (b) the Listing Rules; and (c) the Company's constitution.
US securities law restriction	The Contingent Options may not be exercised by or on behalf of a person in the United States unless the Contingent Options and the underlying shares have been registered under the <i>US Securities Act of 1933</i> and applicable US state securities laws, or exemptions from such registration requirements are available.

Schedule 3

Adviser Option terms

Eligibility	Adviser Options to be issued to the Joint Lead Managers.
Grant of Adviser Options	25 million Adviser Options to be issued 50% each to PAC Partners Securities Pty Ltd and Taylor Collison Limited as Joint Lead Managers of the Offer.
No Quotation of Adviser Options	The Company will not apply to ASX for official quotation of the Adviser Options.
Exercise of Options	<p>Each Adviser Option is exercisable immediately on issue. The Adviser Options may be exercised at any time before their expiry date, wholly or in part, by delivering a duly completed form of notice of exercise together with payment for the exercise price. The Company will issue one Share for each Adviser Option exercised.</p> <p>Holders of Adviser Options may only exercise a minimum of \$1,000 of Adviser Options on any particular occasion, unless the Holder has, in total, less than \$1,000 of Adviser Options, in which case they must exercise all their Adviser Options at the same time.</p> <p>The exercise of each Adviser Options is subject to compliance with the <i>Corporations Act 2001</i> (Cth) (Corporations Act) (in particular, the requirements of Chapter 6 of the Corporations Act).</p>
Terms of Shares issued	Any Shares issued as a result of exercising an Adviser Option will be issued on the same terms and rank in all respects on equal terms, with existing Shares.
Transfer and security interests	<p>Holders of Adviser Options may only:</p> <ul style="list-style-type: none"> (a) create a security interest in; or (b) transfer, assign, dispose or otherwise deal with, <p>Adviser Options, or any interest in Adviser Options, with the prior written consent of the Board.</p>
Quotation of Shares issued	Application for official quotation of Shares allotted and issued as a result of the exercise of the Adviser Options will be within five business days from the date of issue of the Shares.
Expiration of Adviser Options	Each Adviser Options will expire in three years from the date of issue.
Issue price of Adviser Options	No issue price is payable for the Adviser Options as they are issued together with any application by an Eligible Shareholder for New Shares.
Exercise price of Adviser Options	\$0.008 upon exercise to acquire each Share.
Option register	Adviser Options will be registered in the name of the holder in an option register maintained by the Company's share registry. The Share Registry will issue holding statements that evidence the number of Adviser Options held by each of the Joint Lead Managers. No option certificates will be issued.

Reconstruction of capital	<p>If there is a reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company:</p> <ul style="list-style-type: none"> (a) the number of Adviser Options or the exercise price of the Adviser Options or both will be adjusted as specified in Listing Rule 7.22 as it applies at the time of the reorganisation; and (b) in all other respects the terms for the exercise of the Adviser Options will remain unchanged.
Adjustment where pro rata issue of Shares, bonus shares or stock dividends	<p>There will be no adjustment to the terms of the Adviser Options if there is a pro rata issue of Shares.</p>
New issues of Shares	<p>The Adviser Options do not confer a right to participate in new issues of Shares unless the Adviser Options have been exercised on or before the record date for determining entitlements to the issue.</p>
Notice of adjustments	<p>The Company will give written notice to the Adviser Options holder of any adjustment of the exercise price of the Adviser Options and any increase or decrease in the number of Adviser Options.</p>
Dividend rights	<p>While they remain unexercised, the Adviser Options will not give a holder an entitlement to receive any dividends declared and paid by the Company for Shares.</p>
Applicable law	<p>Each Adviser Option is issued subject to:</p> <ul style="list-style-type: none"> (a) the Corporations Act; (b) the Listing Rules; and (c) the Company's constitution.
US securities law restriction	<p>The Adviser Options may not be exercised by or on behalf of a person in the United States unless the Adviser Options and the underlying Shares have been registered under the <i>US Securities Act of 1933</i> and applicable US state securities laws, or exemptions from such registration requirements are available.</p>

Schedule 4

Lind Attaching Options terms

Eligibility	Lind Attaching Options to be issued to Lind under the Lind Offer.
Grant of Lind Attaching Options	To be issued on the basis of one Lind Attaching Option for every one Lind Share issued to Lind in accordance with the terms of the Lind Offer.
Quotation of Lind Attaching Options	The Company will not apply to ASX for official quotation of the Lind Attaching Options.
Exercise of Options	<p>Each Lind Attaching Option is exercisable immediately on issue. The Lind Attaching Options may be exercised at any time before their expiry date, wholly or in part, by delivering a duly completed form of notice of exercise together with a cheque for the exercise price. The Company will issue one Share for each Lind Attaching Option exercised.</p> <p>Lind may only exercise a minimum of \$1,000 of Lind Attaching Options on any particular occasion, unless Lind has, in total, less than \$1,000 of Lind Attaching Options, in which case they must exercise all their Lind Attaching Options at the same time.</p> <p>The exercise of each Lind Attaching Option is subject to compliance with the <i>Corporations Act 2001</i> (Cth) (Corporations Act) (in particular, the requirements of Chapter 6 of the Corporations Act).</p> <p>Upon receiving a valid Lind Attaching Options exercise notice, the Company must issue the number of Shares equal to the number of Lind Attaching Options the subject of the valid Lind Attaching Options exercise notice as soon as reasonably practicable. If the exercise notice is served by the option holder within five months from the date of the issue of the Lind Attaching Options, the Company must also issue the number of Lind Contingent Options the subject of the valid Lind Attaching Options exercise notice.</p>
Terms of Shares issued	Any Shares issued as a result of exercising a Lind Attaching Option will be issued on the same terms and rank in all respects on equal terms, with existing Shares.
Transfer and security interests	<p>Lind may only:</p> <ul style="list-style-type: none"> (a) create a security interest in; or (b) transfer, assign, dispose or otherwise deal with, <p>Lind Attaching Options, or any interest in Lind Attaching Options, with the prior written consent of the Board.</p>
Quotation of Shares issued	Application for official quotation of Shares allotted and issued as a result of the exercise of the Lind Attaching Options will be within five business days from the date of issue of the Shares.
Expiration of Lind Attaching Options	Each Lind Attaching Option will have an expiration date that is approximately 8 months from the date of issue of the Lind Attaching Options.
Issue price of Lind Attaching Options	No issue price is payable for the Lind Attaching Options as they are issued together with any application by Lind for Lind Shares.

Exercise price of Lind Attaching Options	\$0.004 upon exercise to acquire each Share.
Option register	Lind Attaching Options will be registered in the name of Lind in an option register maintained by the Company's share registry. The share registry will issue holding statements that evidence the number of Lind Attaching Options held by Lind. No option certificates will be issued.
Reconstruction of capital	If there is a reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company: (a) the number of Lind Attaching Options or the exercise price of the Lind Attaching Options or both will be adjusted as specified in Listing Rule 7.22 as it applies at the time of the reorganisation; and (b) in all other respects the terms for the exercise of the Lind Attaching Options will remain unchanged.
Adjustment where pro rata issue of Shares, bonus shares or stock dividends	There will be no adjustment to the terms of the Lind Attaching Options if there is a pro rata issue of Shares.
New issues of Shares	The Lind Attaching Options do not confer a right to participate in new issues of Shares unless the Lind Attaching Options have been exercised on or before the record date for determining entitlements to the issue.
Notice of adjustments	The Company will give written notice to the Lind Attaching Option holder of any adjustment of the exercise price of the Lind Attaching Options and any increase or decrease in the number of Lind Attaching Options.
Dividend rights	While they remain unexercised, the Lind Attaching Options will not give a holder an entitlement to receive any dividends declared and paid by the Company for Shares.
Applicable law	Each Lind Attaching Option is issued subject to: (a) the Corporations Act; (b) the Listing Rules; and (c) the Company's constitution.
US securities law restriction	The Lind Attaching Options may not be exercised by or on behalf of a person in the United States unless the Lind Attaching Options and the underlying shares have been registered under the <i>US Securities Act of 1933</i> and applicable US state securities laws, or exemptions from such registration requirements are available.

Schedule 5

Lind Contingent Option terms

Eligibility	Lind Contingent Options to be issued to Lind if Lind has elected to exercise the Lind Attaching Options within five months from the date of the issue of the Lind Attaching Options.
Grant of Lind Contingent Options	To be issued on the basis of one Lind Contingent Option for every one Lind Attaching Option exercised within five months from the date of the issue of the Lind Attaching Option in accordance with the terms of the Lind Offer.
Quotation of Lind Contingent Options	The Company will not apply to ASX for official quotation of the Lind Contingent Options.
Exercise of Options	<p>Each Lind Contingent Option is exercisable immediately on issue. The Lind Contingent Options may be exercised at any time before their expiry date, wholly or in part, by delivering a duly completed form of notice of exercise together with a cheque for the exercise price. The Company will issue one Share for each Lind Contingent Option exercised.</p> <p>Lind may only exercise a minimum of \$1,000 of Lind Contingent Options on any particular occasion, unless Lind has, in total, less than \$1,000 of Lind Contingent Options, in which case they must exercise all their Lind Contingent Options at the same time.</p> <p>The exercise of each Lind Contingent Option is subject to compliance with the <i>Corporations Act 2001</i> (Cth) (Corporations Act) (in particular, the requirements of Chapter 6 of the Corporations Act).</p> <p>Upon receiving a valid Lind Contingent Options exercise notice, the Company must issue the number of Shares equal to the number of Lind Contingent Options the subject of the valid Lind Contingent Options exercise notice as soon as reasonably practicable.</p>
Terms of Shares issued	Any Shares issued as a result of exercising a Lind Contingent Option will be issued on the same terms and rank in all respects on equal terms, with existing Shares.
Transfer and security interests	<p>Lind may only:</p> <ul style="list-style-type: none"> (a) create a security interest in; or (b) transfer, assign, dispose or otherwise deal with, <p>Lind Contingent Options, or any interest in Lind Contingent Options, with the prior written consent of the Board.</p>
Quotation of Shares issued	Application for official quotation of Shares allotted and issued as a result of the exercise of the Lind Contingent Options will be within five business days from the date of issue of the Shares.
Expiration of Lind Contingent Options	Each Lind Contingent Option will have an expiration date that is approximately 8 months from the date of issue of the Lind Contingent Options.
Issue price of Lind Contingent Options	No issue price is payable for the Lind Contingent Options.

Exercise price of Lind Contingent Options	\$0.005 upon exercise to acquire each Share.
Option register	Lind Contingent Options will be registered in the name of Lind in an option register maintained by the Company's share registry. The share registry will issue holding statements that evidence the number of Lind Contingent Options held by Lind. No option certificates will be issued.
Reconstruction of capital	If there is a reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company: (a) the number of Lind Contingent Options or the exercise price of the Lind Contingent Options or both will be adjusted as specified in Listing Rule 7.22 as it applies at the time of the reorganisation; and (b) in all other respects the terms for the exercise of the Lind Contingent Options will remain unchanged.
Adjustment where pro rata issue of Shares, bonus shares or stock dividends	There will be no adjustment to the terms of the Lind Contingent Options if there is a pro rata issue of Shares.
New issues of Shares	The Lind Contingent Options do not confer a right to participate in new issues of Shares unless the Lind Contingent Options have been exercised on or before the record date for determining entitlements to the issue.
Notice of adjustments	The Company will give written notice to the Lind Contingent Option holder of any adjustment of the exercise price of the Lind Contingent Options and any increase or decrease in the number of Lind Contingent Options.
Dividend rights	While they remain unexercised, the Lind Contingent Options will not give a holder an entitlement to receive any dividends declared and paid by the Company for Shares.
Applicable law	Each Lind Contingent Option is issued subject to: (a) the Corporations Act; (b) the Listing Rules; and (c) the Company's constitution.
US securities law restriction	The Lind Contingent Options may not be exercised by or on behalf of a person in the United States unless the Lind Contingent Options and the underlying shares have been registered under the <i>US Securities Act of 1933</i> and applicable US state securities laws, or exemptions from such registration requirements are available.

Glossary

Chimeric Therapeutics Limited ACN 638 835 828

Adviser Options	means new Options in the Company offered to the Joint Lead Managers under the Prospectus.
ASX	means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
Attaching Options	means the one attaching Option for every one Placement Share subscribed for under the Placement with an exercise price of \$0.004 per Option and an expiration of approximately eight months from the date of issue of the Attaching Option.
Board	means the board of directors of the Company.
Company	means Chimeric Therapeutics Limited ACN 638 835 828.
Contingent Options	means the one Option for every Attaching Option exercised within 3 months from the date of issue of the Attaching Option, with an exercise price of \$0.005 per Option and an expiration of approximately eight months from the date of issue of the Contingent Option.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Corporations Regulations	means the <i>Corporations Regulations 2001</i> (Cth).
Directors	means the directors of the Company.
EGM or Meeting	means the Company's extraordinary general meeting the subject of this Notice of Meeting.
Equity Securities	has the meaning set out in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum attached to the Notice of Meeting.
First Tranche Placement Shares	has the meaning given to that term under paragraph 3 of the Explanatory Memorandum.
Joint Company Secretary	means Phillip Hains and Nathan Jong, the joint company secretary of the Company.
Joint Lead Manager Mandate	means the joint lead manager mandate letter between the Company and the Joint Lead Managers dated on or about 15 May 2025.
Joint Lead Managers	means PAC Partners Securities Pty Ltd and Taylor Collison Limited.
Key Management Personnel	means: <ul style="list-style-type: none"> (a) executive and non-executive directors; (b) chief executive officer; (c) chief financial officer;

	(d) managing director; and (e) other senior executives.
Lind	means Lind Global Fund II LP.
Lind Attaching Options	means the Attaching Options issued to Lind under the Lind Offer as summarised in Schedule 4 of the Explanatory Memorandum.
Lind Contingent Options	means the Contingent Options issued to Lind under the Lind Offer as summarised in Schedule 5 of the Explanatory Memorandum.
Lind Offer	means the issue of up to 141,250,000 Lind Shares, 141,250,000 Lind Attaching Options and 141,250,000 Lind Contingent Options to Lind.
Lind Shares	means the Shares to be issued to Lind under the Lind Offer.
Lind Securities	means the Lind Shares and Lind Attaching Options.
Listing Rules	means the listing rules of ASX.
Notice of Meeting	means the notice of meeting and includes the Explanatory Memorandum.
Offer	has the meaning given to that term under paragraph 2 of the Explanatory Memorandum.
Option	means an option to acquire a Share, including the Attaching Options and the Contingent Options.
Placement	has the meaning given to that term under paragraph 2 of the Explanatory Memorandum.
Placement Shares	means the Shares to be issued to Placement Subscribers under the Placement.
Placement Subscribers	has the meaning given to that term under paragraph 2 of the Explanatory Memorandum.
Prospectus	means the prospectus issued in relation to the Placement Shares, Attaching Options, Contingent Options and Adviser Options.
Resolution	means a resolution of this Meeting of the Company.
Second Tranche Placement Shares	has the meaning given to that term under paragraph 4 of the Explanatory Memorandum.
Shares	means the fully paid ordinary shares in the Company.
Shareholder	means a person who is the registered holder of Shares.



All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (Melbourne Time) on Monday 21 July 2025.**

📱 TO APPOINT A PROXY ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/chmegmJuly2025>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am (Melbourne Time) on Monday, 21 July 2025.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 💻 **Online** <https://www.votingonline.com.au/chmegmJuly2025>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐ **Your Address**
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.
Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Chimeric Therapeutics Limited** (Company) and entitled to attend and vote hereby appoint:

☐ the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Extraordinary General Meeting of the Company to be held virtually via <https://meetings.lumiconnect.com/300-889-859-925> and at **Level 3, 62 Lygon Street, Carlton, Victoria on Wednesday, 23 July, 2025 at 11:00am (Melbourne Time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business. If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Ratification of prior issue of First Tranche Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval to issue Second Tranche Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval to issue Attaching Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to issue Advisor Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5A	Approval to issue Lind Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5B	Approval to issue Lind Attaching Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2025

Online Meeting Guide

Chimeric Therapeutics Limited EGM
23 July 2025, 11:00 (Melbourne Time)



Attending the meeting virtually

Those attending online will be able to view the meeting.
Shareholders and Proxyholders can ask questions and submit votes in real time.

To participate online, visit <https://meetings.lumiconnect.com/300-889-859-925> on your smartphone, tablet or computer.

You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

To log in, you may require the following information:


Meeting ID: 300-889-859-925

Australian residents Voting Access Code (VAC) Postcode (postcode of your registered address)	Overseas residents Voting Access Code (VAC) Country Code (three-character country code) e.g. New Zealand - NZL ; United Kingdom - GBR ; United States of America - USA ; Canada - CAN A full list of country codes can be found at the end of this guide.	Appointed Proxies To receive your unique username and password, please contact Boardroom on 1300 737 760. Guests To register as a guest, you will need to enter your name and email address.
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1 Registering for the meeting


To participate in the meeting, follow the direct link at the top of the page.
Alternatively, visit **meetings.lumiconnect.com** and enter the unique 12-digit Meeting ID, provided above.

2 To proceed into the meeting, you will need to read and accept the Terms and Conditions and select if you are a Shareholder / Proxy or a Guest. Note that only shareholders and proxies can vote and ask questions in the meeting.





Meeting ID

Join Meeting



Meeting Name

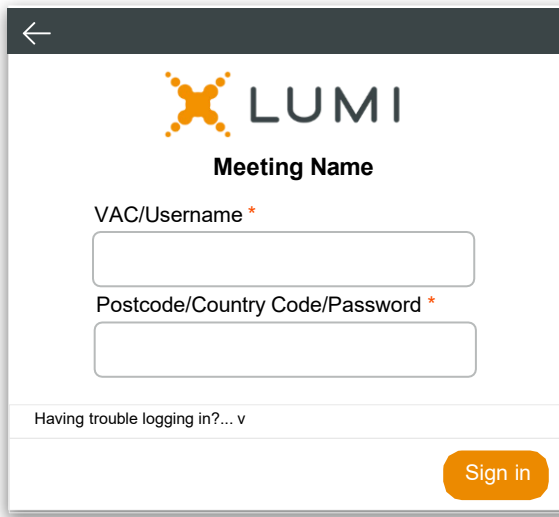
 Shareholder or Proxy

 Guest

Having trouble logging in?... v

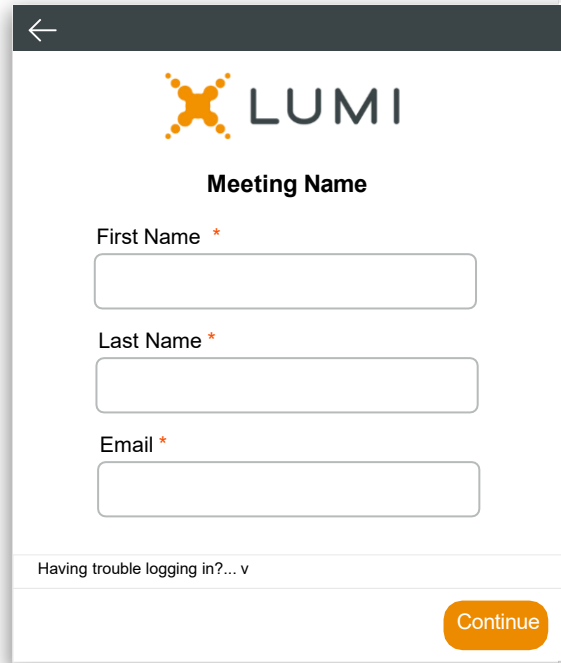
3 To register as a Shareholder, enter your VAC and Postcode or Country Code and press Sign in.

To register as a Proxyholder, you will need your username and password as provided by Boardroom. In the 'VAC/Username' field enter your username and in the 'Postcode/Country Code/Password' field enter your password and press Sign in.



The screenshot shows a mobile app interface for LUMI. At the top is a dark header with a back arrow. Below it is the LUMI logo (an orange 'X' made of dots) and the text 'LUMI'. Underneath is the title 'Meeting Name'. There are two input fields: the first is labeled 'VAC/Username *' and the second is labeled 'Postcode/Country Code/Password *'. At the bottom, there is a link 'Having trouble logging in?... v' and an orange 'Sign in' button.

To register as a Guest, enter your name and other requested details and press Continue.



The screenshot shows a mobile app interface for LUMI. At the top is a dark header with a back arrow. Below it is the LUMI logo (an orange 'X' made of dots) and the text 'LUMI'. Underneath is the title 'Meeting Name'. There are three input fields: 'First Name *', 'Last Name *', and 'Email *'. At the bottom, there is a link 'Having trouble logging in?... v' and an orange 'Continue' button.

Navigation

Once successfully authenticated, the home page will appear. You can view meeting instructions, ask questions and open the virtual meeting.


A link to the virtual meeting will be provided on the home page. Click the link to open the meeting. The meeting will open in a separate browser tab on your device.

To Vote and ask Questions during the meeting, navigate back to the browser tab with the LUMI AGM platform open.

Voting

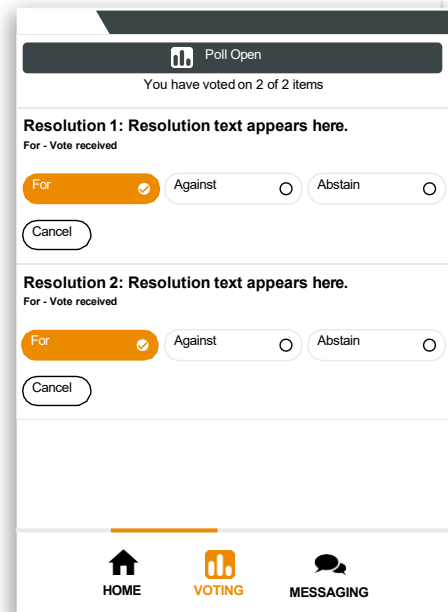
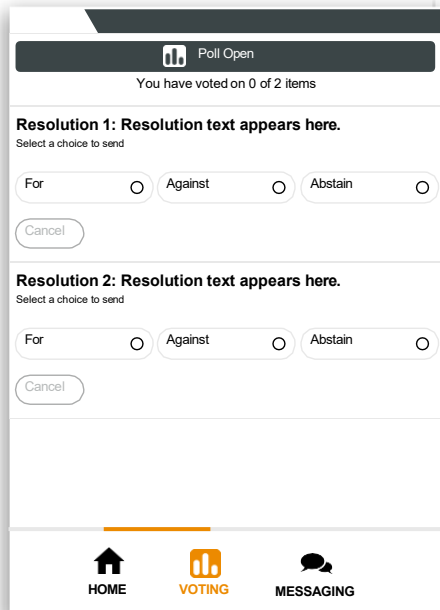
4

When the Chair declares the poll open:

- A voting icon  will appear on screen and the meeting resolutions will be displayed.
- To vote, select one of the voting options. Your response will be highlighted.
- To change your vote, simply select a different option to override.



There is no need to press a submit or send button. Your vote is automatically counted.

Votes may be changed up to the time the Chair closes the poll.

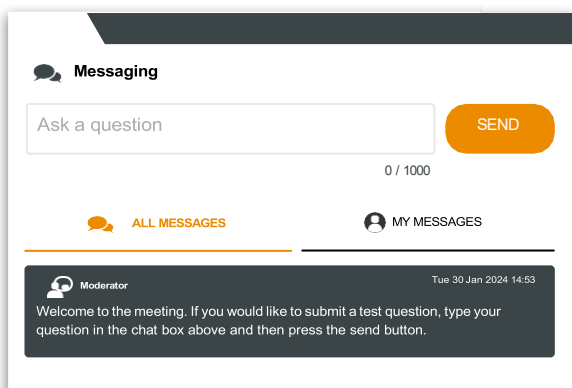


Next Questions

5

To ask a written question, tap on the messaging icon , type your question in the box at the top of the screen and press the send button .

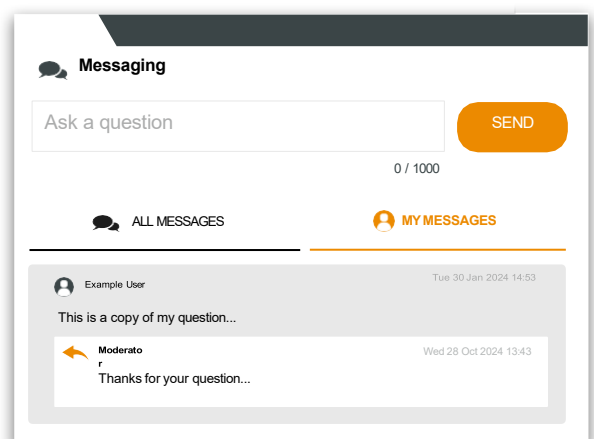
Confirmation that your message has been received will appear.



6

Questions sent via the Lumi platform may be moderated before being sent to the Chair. This is to avoid repetition and remove any inappropriate language.

A copy of your sent questions, along with any written responses, can be viewed by selecting "MY MESSAGES".



Country Codes - Boardroom

For overseas shareholders, select your country code from the list below and enter it into the password field.

ABW	Aruba	DOM	Dominican Republic	LAO	Lao Pdr	QAT	Qatar
AFG	Afghanistan	DZA	Algeria	LBN	Lebanon	REU	Reunion
AGO	Angola	ECU	Ecuador	LBR	Liberia	ROU	Romania Federation
AIA	Anguilla	EGY	Egypt	LBY	Libyan Arab Jamahiriya	RUS	Russia
ALA	Aland Islands	ERI	Eritrea	LCA	St Lucia	RWA	Rwanda
ALB	Albania	ESH	Western Sahara	LIE	Liechtenstein	SAU	Saudi Arabia
AND	Andorra	ESP	Spain	LKA	Sri Lanka	SDN	Sudan
ANT	Netherlands Antilles	EST	Estonia	LSO	Kingdom of Lesotho	SEN	Senegal
ARE	United Arab Emirates	ETH	Ethiopia	LTU	Lithuania	SGP	Singapore
ARG	Argentina	FIN	Finland	LUX	Luxembourg	SGS	Sth Georgia & Sandwich Isl
ARM	Armenia	FJI	Fiji	LVA	Latvia	SHN	St Helena
ASM	American Samoa	FLK	Falkland Islands (Malvinas)	MAC	Macao	SJM	Svalbard & Jan Mayen
ATA	Antarctica	FRA	France	MAF	St Martin	SLB	Soloman Islands
ATF	French Southern	FRO	Faroe Islands	MAR	Morocco	SCG	Serbia & Outlying
ATG	Antigua & Barbuda	FSM	Micronesia	MCO	Monaco	SLE	Sierra Leone
AUS	Australia	GAB	Gabon	MDA	Republic Of Moldova	SLV	El Salvador
AUT	Austria	GBR	United Kingdom	MDG	Madagascar	SMR	San Marino
AZE	Azerbaijan	GEO	Georgia	MDV	Maldives	SOM	Somalia
BDI	Burundi	GGY	Guernsey	MEX	Mexico	SPM	St Pierre and Miqueion
BEL	Belgium	GHA	Ghana	MHL	Marshall Islands	SRB	Serbia
BEN	Benin	GIB	Gibraltar	MKD	Macedonia Former Yugoslav Rep	STP	Sao Tome and Principle
BFA	Burkina Faso	GIN	Guinea	MLI	Mali	SUR	Suriname
BGD	Bangladesh	GLP	Guadeloupe	MLT	Malta	SVK	Slovakia
BGR	Bulgaria	GMB	Gambia	MMR	Myanmar	SVN	Slovenia
BHR	Bahrain	GNB	Guinea-Bissau	MNE	Montenegro	SWE	Sweden
BHS	Bahamas	GNQ	Equatorial Guinea	MNG	Mongolia	SWZ	Swaziland
BIH	Bosnia & Herzegovina	GRC	Greece	MNP	Northern Mariana Islands	SYC	Seychelles
BLM	St Barthelemy	GRD	Grenada	MOZ	Mozambique	SYR	Syrian Arab Republic
BLR	Belarus	GRL	Greenland	MRT	Mauritania	TCA	Turks & Caicos
BLZ	Belize	GTM	Guatemala	MSR	Montserra	TCO	Chad
BMU	Bermuda	GUF	French Guiana	MTQ	Martinique	TGO	Congo
BOL	Bolivia	GUM	Guam	MUS	Mauritius	THA	Thailand
BRA	Brazil	GUY	Guyana	MWI	Malawi	TJK	Tajikistan
BRB	Barbados	HKG	Hong Kong	MYS	Malaysia	TKL	Tokelau
BRN	Brunei Darussalam	HMD	Heard & McDonald Islands	MYT	Mayotte	TKM	Turkmenistan
BTN	Bhutan	HND	Honduras	NAM	Namibia	TLS	East Timor Republic
BUR	Burma	HRV	Croatia	NCL	New Caledonia	TMP	East Timor
BVT	Bouvet Island	HTI	Haiti	NER	Niger	TON	Tonga
BWA	Botswana	HUN	Hungary	NFK	Norfolk Island	TTO	Trinidad & Tobago
CAF	Central African Republic	IDN	Indonesia	NGA	Nigeri	TUN	Tunisia
CAN	Canada	IMN	Isle Of Man	NIC	Nicaragua	TUR	Turkey
CCK	Cocos (Keeling) Islands	IND	India	NIU	Niue	TUV	Tuvalu
CHE	Switzerland	IOT	British Indian Ocean Territory	NLD	Netherlands	TWN	Taiwan
CHL	Chile	IRL	Ireland	NOR	Norway	TZA	Tanzania
CHN	China	IRN	Iran Islamic Republic of	NPL	Nepal	UGA	Uganda
CIV	Cote D'ivoire	IRQ	Iraq	NRU	Nauru	UKR	Ukraine
CMR	Cameroon	ISL	Iceland	NZL	New Zealand	UMI	United States Minor Outlying
COD	Democratic Republic of Congo	ISM	British Isles	OMN	Oman	URY	Uruguay
COK	Cook Islands	ISR	Israel	PAK	Pakistan	USA	United States of America
COL	Colombia	ITA	Italy	PAN	Panama	UZB	Uzbekistan
COM	Comoros	JAM	Jamaica	PCN	Pitcairn Islands	VNM	Vietnam
CPV	Cape Verde	JEY	Jersey	PER	Peru	VUT	Vanuatu
CRI	Costa Rica	JOR	Jordan	PHL	Philippines	WLF	Wallis & Fortuna
CUB	Cuba	JPN	Japan	PLW	Palau	WSM	Samoa
CYM	Cayman Islands	KAZ	Kazakhstan	PNG	Papua New Guinea	YEM	Yemen
CYP	Cyprus	KEN	Kenya	POL	Poland	YMD	Yemen Democratic
CXR	Christmas Island	KGZ	Kyrgyzstan	PRI	Puerto Rico	YUG	Yugoslavia Socialist Fed Rep
CZE	Czech Republic	KHM	Cambodia	PRK	North Korea	ZAF	South Africa
DEU	Germany	KIR	Kiribati	PRT	Portugal	ZAR	Zaire
DJI	Djibouti	KNA	St Kitts And Nevis	PRY	Paraguay	ZMB	Zambia
DMA	Dominica	KOR	South Korea	PSE	Palestinian Territory	ZWE	Zimbabwe
DNK	Denmark	KWT	Kuwait	PYF	French Polynesia		