



**PRESCIENT THERAPEUTICS LIMITED**  
**ACN 006 569 106**

# **Notice of Annual General Meeting**

## **Explanatory Statement and Proxy Form**

Date of Meeting:  
**Tuesday, 24 November 2020**

Time of Meeting:  
**2.00pm (AEDT)**

Due to the ongoing COVID-19 pandemic, the meeting will be held virtually via a webinar conferencing facility. If you are a shareholder who wishes to attend and participate in the virtual meeting, please register in advance as per the instructions outlined in this Notice of Meeting. Shareholders are strongly encouraged to lodge their completed proxy forms in accordance with the instructions in this Notice of Meeting.

Following recent modifications brought to the Corporations Act 2001 and the Corporations Regulations 2001 under the Corporations (Coronavirus Economic Response) Determination (no.1) 2020, **no hard copy** of the Notice of Annual General Meeting and Explanatory Statement will be circulated. A Notice of Access and Proxy Form will be delivered by mail providing instruction on how to vote and attend the meeting. The Notice of Meeting has been given to those entitled to receive by use of one or more technologies. The Notice of Meeting is also available on the Australian Stock Exchange Announcement platform and on the Company's website <https://ptxtherapeutics.com/>.

*This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor without delay*

# PRESCIENT THERAPEUTICS LIMITED

ACN 006 569 106

Registered office: Level 4, 96-100 Albert Road, South Melbourne Victoria 3205

## NOTICE OF ANNUAL GENERAL MEETING

**Notice is hereby given that the Annual General Meeting of Shareholders of Prescient Therapeutics Limited (the “Company”) will be held virtually via a webinar conferencing facility at 2.00pm (AEDT) on Tuesday, 24 November 2020 (“Annual General Meeting” or “Meeting”).**

The health and safety of members and personnel, and other stakeholders, is the highest priority and the Company is acutely aware of the current circumstances results from COVID-19. While the COVID-19 situation remains volatile and uncertain, based on the best information available to the Board at the time of the Notice, the Company intends to conduct a poll on the resolutions in the Notice using the proxies filed prior to the Meeting.

Shareholders are strongly encouraged to submit their proxies as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice. To lodge your proxy, please follow the directions on your personalised proxy form which will be provided along with a copy of the Notice, delivered to you by email or post (depending on your communication preferences).

Shareholders attending the AGM virtually will be able to ask questions and the Company has made provision for Shareholders who register their attendance before the start of the meeting to also cast their votes on the proposed resolutions at the AGM. The virtual meeting can be attended using the following details:

**When:** Tuesday, 24 November 2020 at 2.00pm (AEDT)  
**Topic:** PTX Annual General Meeting

**Register in advance for this webinar:**

[https://us02web.zoom.us/webinar/register/WN\\_FQGMhsDdRnCKXr1iGjwprQ](https://us02web.zoom.us/webinar/register/WN_FQGMhsDdRnCKXr1iGjwprQ)

After registering, you will receive a confirmation email containing information about joining the meeting. The Company strongly recommends its shareholders to lodge a directed proxy as soon as possible in advance of the meeting even if they are planning to attend the meeting online.

The Company is happy to accept and answer questions submitted prior to the meeting by email to [melanie@ptxtherapeutics.com](mailto:melanie@ptxtherapeutics.com). Where a written question is raised in respect of the key management personnel of the Company, the resolutions to be considered at the meeting, the Company will address the relevant question during the course of the meeting or by written response after the Meeting (subject to the discretion of the Company not to respond to unreasonable and/or offensive questions). If the situation in relation to COVID-19 were to change in a way that affected the position above, the Company will provide a further update ahead of the Meeting by releasing an announcement to ASX.

Any shareholders who wish to attend the AGM online should therefore monitor the Company’s website and its ASX announcements for any updates about the AGM. If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the meeting, the Company will make further information available through the ASX website at [asx.com.au](http://asx.com.au) (ASX: PTX) and on its website at <https://ptxtherapeutics.com/>.

# AGENDA

The Explanatory Statement and Proxy Form which accompany and form part of this Notice, includes defined terms and describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the Proxy Form in their entirety.

## ORDINARY BUSINESS

### Receipt and Consideration of Accounts & Reports

To receive and consider the financial report of the Company and the related reports of the Directors (including the Remuneration Report) and auditors for the year ended 30 July 2020.

*Note: Except for as set out in Resolution 1, there is no requirement for Shareholders to approve these reports. Accordingly, no Resolution will be put to Shareholders on this item of business.*

### Resolution 1: Adoption of Remuneration Report

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

*"That for the purpose of section 250R(2) of the Corporations Act 2001 and for all other purposes, the Remuneration Report (included in the Directors' report) for the financial year ended 30 June 2020 be adopted."*

*A voting exclusion statement as set out below in this Notice applies to this Resolution.*

### Resolution 2: Election of Dr Allen Ebens as a Director of the Company

*"That Dr Allen Ebens, having been appointed as a Director during the year, vacates office in accordance with the Constitution of the Company and, being eligible, offers himself for election as a Director of the Company".*

### Resolution 3: Re-election of Mr Steven Engle as a Director of the Company

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

*"That Mr Steven Engle, who retires by rotation pursuant to the Constitution of the Company and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."*

### Resolution 4: Approval to grant Options to Mr Steven Yatomi-Clarke (or his nominee)

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

*"That, for the purposes of Listing Rule 10.14 and for all other purposes, approval be given to grant up to 12,900,000 Options in the Company to Mr Steven Yatomi-Clarke or his nominee(s) (Managing Director of the Company), on the terms and conditions set out in the Explanatory Statement accompanying the Notice of Meeting."*

*A voting exclusion statement as set out below in this Notice applies to this Resolution.*

### Resolution 5: Approval to grant Options to Mr Steven Engle (or his nominee)

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

*"That, for the purposes of Listing Rule 10.14 and for all other purposes, approval be given to grant up to 2,100,000 Options in the Company to Mr Steven Engle or his nominee(s) (Non-Executive Chairman of the Company), on the terms and conditions set out in the Explanatory Statement accompanying the Notice of Meeting."*

*A voting exclusion statement as set out below in this Notice applies to this Resolution.*

### Resolution 6: Approval to grant Options to Dr James Campbell (or his nominee)

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

*"That, for the purposes of Listing Rule 10.14 and for all other purposes, approval be given to grant up to 1,000,000 Options in the Company to Dr James Campbell or his nominee(s) (a Non-Executive Director of the Company), on the terms and conditions set out in the Explanatory Statement accompanying the Notice of Meeting."*

*A voting exclusion statement as set out below in this Notice applies to this Resolution.*

#### **Resolution 7: Approval to grant Options to Dr Allen Ebens (or his nominee)**

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

*“That, for the purposes of Listing Rule 10.14 and for all other purposes, approval be given to grant up to 1,000,000 Options in the Company to Dr Allen Ebens or his nominee(s) (a Non-Executive Director of the Company), on the terms and conditions set out in the Explanatory Statement accompanying the Notice of Meeting.”*

*A voting exclusion statement as set out below in this Notice applies to this Resolution.*

#### **Resolution 8: Ratification of Appointment of Auditor**

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

*“That, pursuant to Section 327B(1)(b) of the Corporations Act and for all other purposes, William Buck Audit (Vic) Pty Ltd, having been nominated by a shareholder and having given its consent in writing to act as auditor, be appointed as the auditor of the Company to hold office from the conclusion of this Annual General Meeting until it resigns or is removed from the office of auditor of the Company.”*

#### **Resolution 9: Ratification of Prior Issue of 128,110,565 Fully Paid Ordinary Shares**

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

*“That for the purpose of ASX Listing Rule 7.4 and for all other purposes, shareholders approve, ratify and confirm the issue of 128,110,565 fully paid ordinary shares to professional and sophisticated investors in the manner set out in the Explanatory Statement which accompanies and forms part of the Notice of the Meeting.”*

*A voting exclusion statement as set out below in this Notice applies to this Resolution.*

### **SPECIAL BUSINESS**

#### **Resolution 10: Renewal of Proportional Takeover Provision**

To consider and, if thought fit, pass the following resolution as a special resolution:

*“That, for the purposes of Section 648G(4) of the Corporations Act 2001(Cth) and for all other purposes the members of the company approve the renewal of Clause 35 of the Company’s Constitution.”*

#### **Resolution 11: Approval of Amendments to the Constitution**

To consider and, if thought fit, pass the following resolution as a special resolution:

*“That, for the purposes of Section 136(2) of the Corporations Act and for all other purposes, approval is given that the constitution of Prescient Therapeutics Limited is amended in the manner set out in the Explanatory Statement, with effect from the conclusion of the meeting.”*

#### **Resolution 12: Approval of 10% Placement Facility**

To consider and, if thought fit, pass the following resolution as a special resolution:

*“That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 at an issue price of not less than 75% of the volume weighted average market (closing) price of the Company’s ordinary shares calculated over the last fifteen (15) days on which trades of the Company’s ordinary shares were recorded on ASX immediately before the date on which the issue price is agreed or the date on which the issue is made and otherwise on the terms and conditions in the Explanatory Statement which accompanied and formed part of the Notice of the Meeting.”*

**By order of the Board**



Melanie Leydin

**Company Secretary**

Dated: 12 October 2020

## Notes

1. **Entire Notice:** The details of the resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Record Date:** The Company has determined that for the purposes of the Annual General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm on the date 48 hours before the date of the Annual General Meeting. Only those persons will be entitled to vote at the Annual General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting. On a poll, members have one vote for every fully paid ordinary share held.
3. **Proxies**
  - a. Votes at the Annual General Meeting may be given personally or by proxy, attorney or representative.
  - b. Each shareholder has a right to appoint one or two proxies.
  - c. A proxy need not be a shareholder of the Company.
  - d. If a shareholder is a company it must execute under its common seal or otherwise in accordance with its constitution or the Corporations Act.
  - e. Where a shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion of number of votes each proxy is appointed to exercise.
  - f. If a shareholder appoints two proxies, and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise half of the votes. If a shareholder appoints two proxies, neither proxy may vote on a show of hands.
  - g. A proxy must be signed by the shareholder or his or her attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed in accordance with corporation's constitution and Corporations Act.
  - h. If you sign the proxy form and do not appoint a proxy, you will have appointed the Chair of the meeting as your proxy.
  - i. To be effective, proxy forms must be received by the Company's share registry (Computershare Investor Services Pty Ltd) no later than 48 hours before the commencement of the Annual General Meeting, this is no later than 2.00pm (AEDT) on Sunday, 22 November 2020. Any proxy received after that time will not be valid for the scheduled meeting.

## 4. Corporate Representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

## 5. How the Chair will vote Undirected Proxies

Subject to the restrictions set out in Note 6 below, the Chair of the meeting will vote undirected proxies in favour of all of the proposed resolutions. In exceptional circumstances, the Chair may change his or her voting intention on the Resolution, in which case an ASX announcement will be made. Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

## 6. Voting Exclusion Statement:

### Resolution 1

In accordance with sections 250R(4) and 250BD(1) of the Corporations Act, a vote must not be cast (in any capacity, including as a proxy), and the Company will disregard any votes purported to be cast, on this resolution by, or on behalf of, a member of the Key Management Personnel, details of whose remuneration are included in the remuneration report, or a Closely Related Party of such a member (**KMP voter**), unless the KMP voter is casting a vote on this resolution on behalf of a person who is not a KMP voter (including as a proxy) and either:

- (a) the KMP voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- (b) the KMP voter is the Chair of the meeting and the appointment of the Chair as proxy:
  - a. does not specify the way the proxy is to vote on the resolution; and
  - b. expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company or the consolidated entity.

If you appoint the Chairman as your proxy and you do not direct the Chairman how to vote, you will be expressly authorising the Chairman to exercise the proxy even if the relevant resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company

If the Chair of the Meeting is appointed as a proxy for a person who is permitted to vote on this Resolution, the Chair will vote any proxies which do not indicate on their Proxy Form the way the Chair must vote, in favour of this Resolution. In exceptional circumstances, the Chair may change his or her voting intention on the Resolution, in which case an ASX announcement will be made. Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

### Resolutions 2, 3, 8, 10 and 11

There are no voting exclusions on these resolutions.

### Resolutions 4 to 7

The Company will disregard any votes cast in favour of these Resolutions by or on behalf of:

- (a) any of the following who is eligible to participate in the Company's Employee Option Plan:
  - (i) A director of the Company;
  - (ii) an associate of a director of the Company; or
  - (iii) any person whose relationship with the Company or a person referred to in preceding paragraphs (i) or (ii) is such that, in ASX's opinion, any acquisition of should be approved by +security holders
- (b) an associate of the person/s referred to in the preceding paragraph (a).

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

- (a) a person as a 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.

Furthermore, a vote must not be cast as proxy on any of these Resolutions by a member of the Key Management Personnel (as defined by the Corporations Act) or a closely related party of Key Management Personnel.

However, a person described in the preceding paragraph above (a “**Restricted Voter**”) may cast a vote on any Resolutions 4 to 7 as a proxy if:

- a. The Restricted Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution(s); or
- b. The Chairman is the Restricted Voter and the written appointment of the Chairman as proxy does not specify the way the proxy is to vote on the Resolution(s) and expressly authorises the Chairman to exercise the proxy even though the Resolution(s) is or are connected with the remuneration of a member of the Key Management Personnel.

If you appoint the Chairman as your proxy and you do not direct the Chairman how to vote, you will be expressly authorising the Chairman to exercise the proxy even if the relevant resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company

#### **Resolution 9**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the relevant issue or any associate(s) of such person(s).

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

- (a) a person as a 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.

#### **Resolution 12**

As at the date of dispatch of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A.2 and, therefore, a voting exclusion statement on this Resolution is not currently required by Listing Rule 7.3A.7.

#### **7. Special Resolution**

Resolutions 10, 11 and 12 are proposed as special resolutions. For a special resolution to be passed, at least 75% of the votes validly cast on the resolution by shareholders (by number of shares) must be in favour of the resolution.

#### **8. Enquiries**

Shareholders are invited to contact the Company Secretary on (03) 9692 7222 if they have any queries in respect of the matters set out in these documents.

## EXPLANATORY STATEMENT

### **Purpose of Information**

This Explanatory Statement ("**Statement**") accompanies and forms part of the Company's Notice of Annual General Meeting ("**Notice**") for the 2020 Annual General Meeting ("**Meeting**") will be held virtually via a webinar conferencing facility at 2.00pm (AEDT) on Tuesday, 24 November 2020.

The Notice incorporates, and should be read together, with this Statement.

### **Receipt and consideration of Accounts & Reports**

A copy of the Annual Report for the financial year ending 30 June 2020 which incorporates the Company's financial report, reports of the Directors (including the Remuneration Report and the auditors) is not enclosed as there is no longer a requirement for the Company to incur the printing and distribution cost associated with doing so for all shareholders. You may obtain a copy free of charge in hard copy form by contacting the Company by phone at (03) 9692 7222, and you may request that this occurs on a standing basis for future years.

Alternatively, you may access the Annual Report at the Company's website: <https://ptxtherapeutics.com/> or via the Company's announcement platform on ASX. Except for as set out in Resolution 1, no resolution is required on these reports.

Shareholders will have the opportunity to ask questions about or make comments on, the 2020 Annual Report and the management of the Company. The auditor will be invited to attend, to answer questions about the audit of the Company's 2020 Annual Financial Statements.

### **Resolution 1: Adoption of Remuneration Report**

Section 250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report must be put to the vote at the Annual General Meeting. The vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is set out in the Directors' Report in the Company's June 2020 Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

In accordance with Section 250SA of the Corporations Act, Shareholders will be provided with a reasonable opportunity to ask questions concerning, or make comments on, the Remuneration Report at the Annual General Meeting.

In accordance with Division 9 of Part 2G.2 of the Corporations Act, if twenty five (25%) per cent or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must go up for re-election.

It is noted that at the Company's last Annual General Meeting, the votes cast against the Remuneration Report represented less than twenty-five (25%) per cent of the total votes cast on that resolution and accordingly, a spill resolution will not under any circumstances be required for the Meeting.

The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

### **Directors Recommendation**

Noting that each Director has a personal interest in their own remuneration from the Company (as such interests are described in the Remuneration Report) and, as described in the voting exclusions on this resolution (set out in the Notice of Annual General Meeting), that each Director (or any Closely Related Party of a Director) is excluded from voting their shares on this resolution, the Directors unanimously recommend that shareholders vote in favour of this Resolution to adopt the Remuneration Report.

### **Voting Exclusions**

Refer to Note 6 for voting exclusions.

## **Resolution 2: Election of Dr Allen Ebens as a Director of the Company**

### ***Background***

Dr Allen Ebens was appointed as a Non-Executive Director of the Company on 1 June 2020 and is eligible for election under the Company's Constitution.

Dr Ebens is Chief Science Officer at Vera Therapeutics, a San Francisco California based biotechnology company. Dr Ebens is a highly accomplished drug developer, having overseen the advancement of multiple successful drug development projects from concept to clinical development including polatuzumab, which is approved by the US FDA and is now marketed for use in diffuse large B-cell lymphoma.

Dr Ebens was an early recruit to Juno Therapeutics (Juno), which is recognised as a one of the first CAR-T companies, and a leader in the successful and rapid clinical advancement of CAR-T cancer therapies. At Juno Dr Ebens was instrumental in establishing the scientific capabilities of the company in the emerging field of CAR-T. Juno was acquired by Celgene for US\$9 billion in 2018, which was subsequently acquired by Bristol-Myers Squibb (NYSE: BMY) in 2019 for US\$74 billion.

### ***Board Recommendation***

The Board (with Dr Ebens abstaining), recommends that shareholders vote in favour of the election of Dr Ebens. The Chairman of the meeting intends to vote undirected proxies in favour of Dr Ebens' election.

### ***Voting Exclusions***

There are no voting exclusions for this Resolution.

## **Resolution 3: Re-election of Mr Steven Engle as a Director of the Company**

### ***Background***

The Constitution of the Company requires that at every Annual General Meeting, one third of Directors (excluding the Managing Director) shall retire from office and provides that such Directors are eligible for re-election at the meeting. Mr Guy Mendelson being eligible, offers himself for re-election.

Mr Engle was appointed as a Non-Executive Director of the Company on 2 June 2014.

Mr Engle is CEO of CohBar, a clinical stage biotechnology company focused on the development of mitochondrial based therapeutics, an emerging class of drugs for the treatment of age-related diseases and extending healthy lifespan. Previously, he was CEO of Averigon, an advisory firm to the life science industry. Prior to that, he was Chairman and CEO of XOMA, a developer of antibody therapeutics of multiple diseases, and Chairman and CEO of La Jolla Pharmaceutical Company, which discovered the biology of B cell tolerance, developed the first B cell toleragen for lupus patients, and received an approvable letter from the FDA.

Mr. Engle served as VP of Marketing for Cygnus, a drug delivery company, where he helped gain FDA approval of and launch Nicotrol for smoking cessation. Mr. Engle is a member of the board of AROA, a developer and marketer of regenerative products, and of Author-it Software Corporation, a developer of authoring information solutions for pharmaceutical and biotechnology companies. He is a former director of industry associations, BIO, BayBio and BIOCUM.

### ***Board Recommendation***

The Board (with Mr Engle abstaining), recommends that shareholders vote in favour of the re-election of Mr Hunter. The Chairman of the meeting intends to vote undirected proxies in favour of Mr Engle re-election.

### ***Voting Exclusions***

There are no voting exclusions for this Resolution.

## **Resolution 4 to 7: Issue of Options to Directors of the Company**

### ***Background***

The Company is seeking Shareholder approval for the grant of Options to persons listed below (or their nominee(s)) (being a right to acquire fully paid ordinary shares in the Company equivalent to number of options)



on the terms as described below. The options shall be issued under and subject to the terms of the Company's Employee Option Plan (EOP).

### Terms of Options

The terms of the Options are:

Terms	Option Recipient
Vesting	<ul style="list-style-type: none"> <li>• 25% immediately</li> <li>• 25% 1 year from the date of issue</li> <li>• 25% 2 years from the date of issue</li> <li>• 25% 3 years from the date of issue</li> </ul>
Expiry	4 years after grant date
Exercise Price	43% premium to the 5-day VWAP up to and including the date of grant

Proposed Resolution	Option Recipient	Nature	Number of options
4	Mr Steven Yatomi-Clarke (or his nominee)	Managing Director	12,900,000
5	Mr Steven Engle (or his nominee)	Non-Executive Chairman	2,100,000
6	Dr James Campbell (or his nominee)	Non-Executive Director	1,000,000
7	Dr Allen Ebens (or his nominee)	Non-Executive Director	1,000,000

The full terms of the Options are set out in Annexure A of this Explanatory Statement.

The following table sets out illustrative examples of the exercise prices at different 5-day VWAPs. The actual exercise prices will depend on the VWAP for the 5 days, prior to the issue date of the Options, upon which shares of the Company traded on ASX.

Example 5-day VWAP:	\$0.065	\$0.066	\$0.067	\$0.068	\$0.069	\$0.070	\$0.071
Exercise price at 43% premium to 5-day VWAP	\$0.093	\$0.094	\$0.096	\$0.097	\$0.099	\$0.100	\$0.102

### Directors' Remuneration Packages and Interests

As at the date of this Notice, the details (including the amount) of the current total remuneration package of each of the Directors to whom (or to whose nominee(s)) Options would be issued if Resolutions 3 to 7 are passed are:

Name of the Director	Nature	Remuneration Package Details
Mr Steven Yatomi-Clarke	Managing Director	A\$341,436 per annum plus statutory superannuation
Mr Steven Engle	Non-Executive Chairman	A\$85,000 per annum
Dr James Campbell	Non-Executive Director	A\$49,275 per annum
Dr Allen Ebens	Non-Executive Director	A\$50,000 per annum

The above does not include the proposed Options.

The Company has obtained an independent assessment of the indicative fair value of the Options as summarised below. The values are indicative only based on assumptions relevant at the date of the calculation, being 1 October 2020. Different assumptions may be relevant at grant date which may alter the value of the Options for financial reporting purposes. The indicative values assume the 5-day VWAP at the time of the issue of the Options is \$0.06817 (6.817 cents). The total remuneration packages in the above table would be increased for each of the above Directors by the total per Director set out in the following table, based on the assumptions. The actual valuation amount will not be able to be calculated until the Options are issued, when the exercise price will be known (at which time other assumptions may also have changed).

<b>Assessment</b>	
Indicative fair value per Option	\$0.03782 (3.782 cents)
Number per Director	Mr Steven Yatomi-Clarke – 12,900,000 Options Mr Steven Engle – 2,100,000 Options Dr James Campbell – 1,000,000 Options Dr Allen Ebens – 1,000,000 Options
Total \$ per Director	Mr Steven Yatomi-Clarke - \$487,878 Mr Steven Engle - \$79,422 Dr James Campbell - \$37,820 Dr Allen Ebens - \$37,820
Total Options	17,000,000
Total \$	\$642,940

The Options were valued using the Binomial Option Pricing model was used. The assumptions used in the valuation model were as follows:

<b>Assumptions<sup>^</sup>:</b>	
Valuation date	1 October 2020
Spot price (1 October 2020)	\$0.068 (6.8 cents)
Exercise price*	\$0.09748 (9.748 cents)
Vesting date	As per terms of options noted on page 8
Expiry date	4 years after grant
Expected future volatility <sup>+</sup>	88.47%
Risk free rate	0.28%
Dividend yield	Nil

\* At 43% premium to 5-day VWAP – see above.

<sup>^</sup> Based on the issue date being the valuation date.

<sup>+</sup> Based on assessment of historical volatility over 4-year trading period, however historical volatility may not be a reasonable proxy for expected future volatility.

The above assumes a 5-day VWAP of \$0.06817 when the Options are issued. The exercise prices for the Options at that 5-day VWAP are included in the table on page 8 (and are rounded to 4 decimal places in the above assumptions table).

As at the date of this Notice, the Directors who are proposed to receive the Options have the following direct and indirect interests in shares and/or options of the Company:

<b>Director/Shareholder (and/or associate(s))</b>	<b>Existing</b>		<b>Options (Quoted)</b>	<b>Options (Unquoted)</b>
	<b>Shares</b>	<b>%</b>		
Mr Steven Yatomi-Clarke	5,135,250	0.80%	97,692	5,500,000
Mr Steven Engle	Nil	0.00%	Nil	670,000
Dr James Campbell	213,750	0.03%	17,813	415,000
Dr Allen Ebens	Nil	0.00%	Nil	415,000

Following issue of the option each Director would hold as follows:

- Mr Steven Yatomi-Clarke would hold 18,400,000 options;
- Mr Steven Engle would hold 2,770,000 options;
- Dr James Campbell would hold 1,415,000 options; and
- Dr Allen Ebens would hold 1,415,000 options.

If each respective Director's options were to be exercised (assuming no other director exercised their options, and there were no other issues of shares, including those relating to proposed resolutions to be considered at this Meeting), the above percentages would increase as follows:

<b>Director</b>	<b>Existing%</b>	<b>New %</b>	<b>Options (New)</b>
Mr Steven Yatomi-Clarke	0.80%	2.81%	<b>12,900,000</b>
Mr Steven Engle	0.00%	0.33%	<b>2,100,000</b>
Dr James Campbell	0.03%	0.19%	<b>1,000,000</b>
Dr Allen Ebens	0.00%	0.16%	<b>1,000,000</b>

### ***Corporations Act***

The Board has formed the view that the issues of Options to the above Directors (or their respective nominee(s)) do not require Shareholder approval under section 208 of the Corporations Act as the issues constitute "reasonable remuneration" in accordance with section 211 of the Corporations Act.

A "financial benefit" is defined in section 229 of the Corporations Act and includes granting an option to a related party.

Section 228 of the Corporations Act defines a "related party" for the purposes of Chapter 2E to include:

- directors of the public company (section 228(2)(a)); and
- an entity controlled by directors of the public company (section 228(4)). Section 228(5) provides that an entity is a related party of a public company at a particular time if the entity was a related party of the public company of a kind referred to in subsection (1), (2), (3) or (4) at any time within the previous 6 months.

In reaching this view, the Board considers the proposed grant of Options aligns the interests of each of the above Directors with the interests of Shareholders. The grant of Options to each of the above Directors is a cost-effective form of remuneration when compared to the payment of cash consideration.

In order to compensate the above Directors in line with current market practices, Options provide an appropriate and meaningful remuneration component to the above Directors that is aligned with Shareholder interests. The proposed base levels of Options of reflect the contributions of each respective Director to the Company.

If these Resolutions are passed and the Options are issued, each of the Directors proposed to receive securities under these Resolutions (including direct and indirect interests) will have a relevant interest as set out in the table on above.

### ***ASX Listing Rule 10.14***

The Company is proposing to issue the Options under the Plan, which is an employee incentive scheme as defined in the Listing Rules.

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- 10.14.1: a director of the company;
- 10.14.2: an associate of a director of the company; or
- 10.14.3: a person whose relationship with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The proposed issue of the Options falls within Listing Rules 10.14.1 and/or 10.14.2 above and therefore requires the approval of the Company's shareholders under Listing Rule 10.14.

Resolutions 4 to 7 seek the required shareholder approval to the issue under and for the purposes of Listing Rule 10.14.

If Resolutions 4 to 7 are passed, the Company will be able to proceed with the issue of the Options and the Directors (or their nominees) will receive the numbers of Options set out in the table on page 8, with the increase in their remuneration and potential increase in their shareholdings as described on page 10.

If Resolutions 4 to 7 are not passed, the Company will not be able to proceed with the issue of the Options to the applicable Director(s), and the applicable Director(s) (or their nominees) will not receive the Options or potential shareholdings as described on page 8.

If approval is given under ASX Listing Rule 10.14 approval is not required under ASX Listing Rule 7.1.

The following information is given under ASX Listing Rule 10.15 in respect of the proposed issues of Options to each Director under Resolutions 4, 5, 6 and 7 (respectively):

- (a) the proposed recipients are Mr Steven Yatomi-Clarke, Mr Steven Engle, Dr James Campbell and Dr Allen Ebens, each of whom is a Director of the Company, or their respective nominees (each of which would be an associate of the respective Director);
- (b) A total of 17,000,000 options are proposed to be issued to Directors as follows:
  - Mr Steven Yatomi-Clarke – 12,900,000
  - Mr Steven Engle – 2,100,000
  - Dr James Campbell – 1,000,000
  - Dr Allen Ebens – 1,000,000
- (c) the current total remuneration packages of each of Mr Steven Yatomi-Clarke, Mr Steven Engle, Dr James Campbell and Dr Allen Ebens are set out on page 8, above;
- (d) the following securities have previously been issued under the Plan:
  - Mr Steven Yatomi-Clarke – 3,500,000
  - Mr Steven Engle – 670,000
  - Dr James Campbell – 415,000
  - Dr Allen Ebens – 415,000
- (e) each Option will have an exercise price calculated in accordance with the tables on pages 8 and 9 and will vest as set out in the table, will expire 4 years after grant date and will, upon exercise, entitle the holder to one fully paid ordinary share in the Company. Full terms of the Options are set out in Annexure A;
- (f) the Company is issuing options as a form of equity security as a cost effective, non-cash incentive to Directors. The options will be recognised as an expense to the Company over the vesting period at the independent valuation outlined above.
- (g) the value the Company attributes to the Options is set out on page 8 and 9 above;
- (h) the Options will be issued no later than one month after the Meeting;
- (i) the Options will be issued as remuneration. As such there is no issue price for, and the Company will not receive cash from issue of the Options. Funds raised upon exercise of the Options will be applied to the working capital requirements of the Company at the time of exercise;
- (j) a summary of the material terms of the Plan is included in Annexure B;
- (k) no loans will be made to the Directors or their nominees in relation to the acquisition of the Options;
- (l) details of any securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14;
- (m) any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after Resolutions 4, 5, 6 and 7 are approved and who are not named in this Notice and Statement will not participate until approval is obtained under that rule; and

(n) a voting exclusion statement is contained within the Notice.

### ***Board Recommendation***

The Board (with the respective directors abstaining in relation to the relevant Resolution regarding their own proposed Options) recommends that shareholders vote in favour of the Resolutions. The Chairman will vote undirected proxies in favour of these Resolutions.

### ***Voting Exclusions***

Refer to Note 6 for voting exclusions.

## **Resolution 8: Ratification of Appointment of Auditor**

### ***Background***

On 30 June 2020, in accordance with section 327C of the Corporations Act 2001, the Company appointed William Buck Audit (VIC) Pty Ltd (**William Buck**) as auditor of the Company following ASIC's consent to the resignation of the previous auditor of the Company, Ernst & Young Global Limited, in accordance with Section 329(5) of the Corporations Act 2001.

Following the above appointment, and in accordance with section 327C(2) of the Corporations Act, William Buck holds office as auditor of the Company until the Company's next Annual General Meeting, being the meeting the subject of this Notice of Meeting.

In accordance with section 327B(1)(b), the Company now seeks Shareholder approval for the ongoing appointment of William Buck as auditor of the Company and its controlled entities.

In accordance with section 328B of the Corporations Act 2001, notice in writing nominating William Buck as auditor has been given to the Company by a Shareholder. A copy of this notice is attached to this Notice of Meeting as Annexure C.

The appointment of William Buck will be by vote of Shareholders as an ordinary resolution.

William Buck has provided to the Company, and has not withdrawn, its written consent to act as auditor of the Company, in accordance with section 328A(1) of the Corporations Act.

### ***Board Recommendation***

The Board recommends that Shareholders vote in favour of this Resolution. The Chairman of the Meeting intends to vote undirected proxies in favour of this Resolution.

### ***Voting Exclusions***

There are no voting exclusions for this Resolution.

## **Resolution 9: Ratification of Prior Issue of 128,110,565 Fully Paid Ordinary Shares**

The Company is seeking Shareholder approval pursuant to ASX Listing Rule 7.4 to ratify the prior issue of 128,110,565 fully paid ordinary shares to professional and sophisticated investors under a Placement in accordance with ASX announcement dated 26 August 2020. An Appendix 2A in relation to this issue was lodged with the ASX on 31 August 2020.

ASX Listing Rules 7.1 and 7.1A allow the Company to issue new securities up to 25% of the existing capital of the Company in any 12-month period without the prior approval of Shareholders. The issue of Shares under the Placement was within the Company's available placement capacity under ASX Listing Rules 7.1 and 7.1A.

ASX Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities made pursuant to ASX Listing Rule 7.1 and/or Listing Rule 7.1A (provided that the previous issue of securities did not breach ASX Listing Rule 7.1 or 7.1A) those securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1 and 7.1A (if applicable). The prior issue of ordinary shares on 31 August 2020 continues to use the capacity of the company to issue further securities without shareholder approval. The Company seeks approval under Listing Rule 7.4 to refresh its capacity to make further issues without shareholder approval under Listing Rule 7.1 and 7.1A. If the shareholders pass this Resolution then the shares issued on 31 August 2020 will no longer use the capacity of the Company under the ASX Listing Rules and the Company will be able to issue equity securities using the refreshed placement capacity without shareholder approval. If shareholders do not pass this Resolution then the shares issued on 31 August 2020 will continue to use the capacity available to the Company under the ASX Listing Rules.

ASX Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to ASX Listing Rule 7.4:

- (a) the securities were issued to clients of Reach Corporate Pty Ltd, Cumulus Wealth Pty Ltd, Viriathus Capital Pty Ltd and Argonaut Securities (Nominees) Pty Ltd who are professional and sophisticated investors;
- (b) the number and class of securities issued were 128,110,565 fully paid ordinary shares in the Company;
- (c) the shares were issued on 31 August 2020;
- (d) the shares were issued at an issue price of \$0.055 (5.5 cents) per share;
- (e) funds raised from the Placement will be utilised for development of targeted therapies; Cell Therapy Enhancements; the development of the Company's next generation CAR-T platform, OmniCAR; working capital; and costs of the offer.

### ***Board Recommendation***

The Board unanimously recommends that shareholders vote in favour of this Resolution. The Chairman will vote undirected proxies in favour of this Resolution.

### ***Voting Exclusions***

Refer to Note 6 for voting exclusions.

## **Resolution 10: Renewal of Proportional Takeover Position**

### ***Background***

Clause 35 of the Company's Constitution contains provisions dealing with shareholder approval requirements if there were to be any partial takeover bids for the Company's securities (**Proportional Takeover Provisions**).

A "proportional takeover bid" means an off-market bid for a specified proportion of the Company's securities held by each shareholder in a class for which a takeover bid has been made. It is not a bid for all securities held by all members of that class, only part of the securities each holds.

Part 6.5 Subdivision 5C of the Corporations Act provides that these Proportional Bid Provisions cease to apply at the end of 3 years from their adoption (or last renewal), but that they may be renewed by special resolution of the members. The Board believes it is appropriate that the Proportional Takeover Provisions of the Company's Constitution (Clause 35) be renewed.

In seeking shareholder approval for the renewal of the Proportional Takeover Provisions, the Corporations Act requires the below information to be provided to members.

### ***Effect of provisions proposed to be renewed***

Clause 35 of the Constitution provides that the Company is prohibited from registering any transfer of shares giving effect to a contract of sale pursuant to a proportional takeover bid unless and until after the proposed transfer has been approved by shareholders at a general meeting of the Company (Prescribed Resolution). The person making the offer for the securities (Offeror) (and their associates) cannot vote on the Approving Resolution and the Approving Resolution requires the approval of more than one half of members who are entitled to vote at that meeting.

Clause 35 also provides that a transfer giving effect to a contract resulting from the acceptance of an offer made under a proportional takeover scheme must not be registered unless and until a prescribed resolution to approve the proportional takeover scheme has been passed or is taken to have been passed in accordance with Clause 35.

### **Reason for the resolution**

Clause 35 of the Constitution is required to be renewed as more than 3 years have passed since the last renewal of the Constitution. Section 648(G)(1) of the Corporations Act provides that Proportional Bid Provisions such as provided in Clause 35 cease to apply at the end of 3 years from their adoption (or their last renewal). Section 648(G)(4) enables shareholders to approve a renewal of Proportional Takeover Provisions.

The Board believes that shareholders should continue to have the choice of considering whether to accept a bid for what might become control of the Company without the shareholders having the opportunity to dispose of all of their securities (rather than just some of their securities, as would be the case under a proportional takeover bid). To preserve this choice, Clause 35 needs to be renewed. If Clause 35 is renewed and any proportional takeover bid (if any) is subsequently approved by shareholders, each shareholder will still have the right to make a separate decision whether that shareholder wishes to accept the (proportional takeover) bid for their own securities.

### **Awareness of current acquisition proposals**

As at the date of these Explanatory Notes, none of the Directors are aware of any proposal for any person to acquire (or increase the extent of) a substantial interest in the Company from its current level.

### **Advantages and disadvantages of the Proportional Bid Provisions since last renewed**

As there have been no takeover bids made for any of the shares in the Company since the last renewal of the Proportional Bid Provisions, there has been no application of Clause 35. It may be argued that the potential advantages and disadvantages described below have also applied for the period since adoption of Clause 35.

### **Potential advantages and disadvantages of the proposed resolution for both directors and shareholders**

An advantage to the Directors of renewing the Proportional Takeover Provisions is that the Board will be able to assess the shareholder's acceptance or otherwise of a proportional takeover bid should one be made.

As stated above, renewing Clause 35 provides shareholders with the choice of considering whether to accept a bid for what might become control of the Company without shareholders having the opportunity to dispose of all of their securities (rather than just some of their securities, as would be the case under a proportional takeover bid). If Clause 35 is not renewed, shareholders will not have this opportunity.

On the other hand, it may be argued that the renewal of Clause 35 may make proportional takeover bids more difficult to succeed and therefore effectively discourage proportional takeover bids being made and reduce the freedom for shareholders to sell some of their securities.

### **Board Recommendation**

Balancing the above advantages and disadvantages, the Board is of the view that the advantages of renewing the Proportional Takeover Provisions outweigh any disadvantages and unanimously recommend the renewal. Accordingly, shareholder approval is sought pursuant to this Resolution. The Chairman of the meeting intends to vote undirected proxies in favour of this Resolution.

### **Voting Exclusions**

There are no voting exclusions for this Resolution.

### **Resolution 11: Approval of Amendments to the Constitution**

As part of the Company's regular review of its Constitution to streamline administration, minimise costs, reflect technological developments and incorporate recent regulatory updates, the Company proposes the following amendments to the Constitution for approval at the Meeting and That, for the purposes of Section 136(2) of the Corporations Act, and for all other purposes, the Constitution of the Company be amended in the following manner:

(a) Clauses 2.12 be amended from:

#### **"2.12 Restricted Securities**

*The Company shall comply in all respects with the requirements of the Listing Rules with respect to Restricted Securities. Without limiting the generality of the above:*

- (a) *Restricted Securities cannot be disposed of during the escrow period except as permitted by the Listing Rules or the ASX;*
- (b) *the Company will refuse to acknowledge a disposal (including registering a transfer), assignment or transfer of Restricted Securities during the escrow period except as permitted by the Listing Rules or the ASX; and*
- (c) *during a breach of the Listing Rules relating to Restricted Securities or a breach of a restriction agreement the holder of the Restricted Securities is not entitled to any dividend or distribution, or voting rights, in respect of the Restricted Securities.”*

To read as follows:

**“2.12 Restricted Securities**

*The Company shall comply in all respects with the requirements of the Listing Rules with respect to Restricted Securities. Without limiting the generality of the above:*

- (a) *a holder of Restricted Securities cannot Dispose of, or agree or offer to Dispose of, the securities during the escrow period except as permitted by the Listing Rules or the ASX;*
- (b) *if the Restricted Securities are in the same class as quoted securities, the holder will be taken to have agreed in writing that the Restricted Securities are to be kept on the Company’s issuer sponsored sub register and are to have a holding lock applied for the duration of the escrow period applicable to those securities;*
- (c) *the Company will refuse to acknowledge a Disposal (including registering a transfer), assignment or transfer of Restricted Securities during the escrow period except as permitted by the Listing Rules or the ASX;*
- (d) *a holder of Restricted Securities will not be entitled to participate in any return of capital on those securities during the escrow period applicable to those securities except as permitted by the Listing Rules or the ASX; and*
- (e) *during a breach of the Listing Rules relating to Restricted Securities or a breach of a restriction agreement the holder of the Restricted Securities is not entitled to any dividend or distribution, or to exercise any voting rights, in respect of the Restricted Securities.*

- (b) Clauses 11.4 be amended from:

**“11.4 Convening of General Meetings of Shareholders by a Director or requisition**

*Any Director may, whenever he or she thinks fit, convene a general meeting of Shareholders, and a general meeting shall also be convened on requisition as is provided for by the Corporations Act, or in default, may be convened by such requisitions as empowered to do so by the Corporations Act. If there are no Directors for the time being, a Secretary may convene a general meeting of Shareholders for the purpose of enabling the election of Directors but for no other purpose. A general meeting may be held at two or more venues simultaneously using any technology that gives the Shareholders as a whole a reasonable opportunity to participate.”*

To read as follows:

**“11.4 Convening of General Meetings of Shareholders by a Director or requisition**

*Any Director may, whenever he or she thinks fit, convene a general meeting of Shareholders, and a general meeting shall also be convened on requisition as is provided for by the Corporations Act, or in default, may be convened by such requisitions as empowered to do so by the Corporations Act. If there are no Directors for the time being, a Secretary may convene a general meeting of Shareholders for the purpose of enabling the election of Directors but for no other purpose. A general meeting may be held at two or more venues simultaneously, including by way of virtual or hybrid meeting, using any technology that gives the Shareholders as a whole a reasonable opportunity to participate.”;*



- (c) Addition of new Clauses 11.5, 11.6 and 11.7:

**Conduct of general meetings of Shareholders**

*“11.5 If a separate meeting place is linked to the main place of a general meeting by an instantaneous audio-visual communication device which, by itself or in conjunction with other arrangements:*

- (a) gives the general body of Shareholders in the separate meeting place a reasonable opportunity to participate in proceedings in the main place;*
- (b) enables the chairman to be aware of proceedings in the other place; and*
- (c) enables the Shareholders in the separate meeting place to vote on a show of hands or on a poll,*

*a Shareholder present at the separate meeting place is taken to be present at the general meeting and entitled to exercise all rights as if he or she was present at the main place.*

*11.6 If, before or during the meeting, any technical difficulty occurs where one or more of the matters set out in clause 11.5 is not satisfied, the chairman of the meeting may:*

- (a) adjourn the meeting until the difficulty is remedied; or*
- (b) continue to hold the meeting in the main place (and any other place which is linked under clause 11.5) and transact business, and no Shareholder may object to the meeting being held or continuing.*

*11.7 Nothing in clauses 11.5 or 11.6 is to be taken to limit the powers conferred on the chairman of the meeting by law.”;*

- (d) Addition of a new Clause 13:

**“13. Direct voting**

**13.1 Directors may decide direct voting to apply**

- (a) The Directors may determine that Shareholders may cast votes to which they are entitled on any or all of the resolutions (including special resolutions) proposed to be considered at, and specified in the notice convening, a meeting of Shareholders, by direct vote.*
- (b) If the Directors decide that votes may be cast by direct vote, the Directors may make the regulations they consider appropriate for the casting of direct votes.*

**13.2 Direct votes only counted on a poll**

- (a) Direct votes are not counted if a resolution is decided on a show of hands.*
- (b) Subject to clauses 13.3 and 13.4, if a poll is held on a resolution, votes cast by direct vote by a Shareholder entitled to vote on the resolution are taken to have been cast on the poll as if the Shareholder had cast the votes on the poll at the meeting, and the votes of the Shareholder are to be counted accordingly.*
- (c) A direct vote received by the company on a resolution is taken to be a direct vote on that resolution as amended, if the chairman of the meeting decides this is appropriate.*
- (d) Receipt of a direct vote from a Shareholder has the effect of revoking (or, in the case of a standing appointment, suspending) the appointment of a proxy, attorney or representative made by the Shareholder under an instrument received by the Company before the direct vote was received.*

**13.3 Withdrawal of direct vote**

- (a) A direct vote received by the Company:
  - i. may be withdrawn by the Shareholder by written notice received by the Company before the time appointed for the commencement of the meeting (or in the case of any adjournment, the resumption of the meeting); and*
  - ii. is automatically withdrawn if:
    - A. the Shareholder attends the meeting in person (including, in the case of a body corporate, by representative);***

- B. *the Company receives from the Shareholder a further direct vote or direct votes (in which case the most recent direct vote is, subject to this clause, counted in lieu of the prior direct vote); or*
  - C. *the Company receives, after the Shareholder's direct vote is received, an instrument under which a proxy, attorney or representative is appointed to act for the Shareholder at the meeting under clause 12.24).*
- (b) *A direct vote withdrawn under this clause is not counted.*

**13.4 Vote not affected by death, etc. of a Shareholder**

*A direct vote received by the company is valid even if, before the meeting, the Shareholder:*

- (a) *dies or becomes mentally incapacitated;*
- (b) *become bankrupt or an insolvent under administration or is wound up; or*
- (c) *where the direct vote is cast on behalf of the Shareholder by an attorney, revokes the appointment of the attorney or the authority under which the appointment was made by a third party,*

*unless the Company has received written notice of the matter before the start or resumption of the meeting at which the vote is cast."*

(e) Clause 25.1 be amended from:

**"25.1 Service by the Company to Shareholders**

*A notice may be given by the Company to any Shareholder either by:*

- (a) *-serving it on him or her personally; or*
- (b) *by sending it by post to the Shareholder at his or her address as shown in the Register of Shareholders or the address supplied by the Shareholder to the Company for the giving of notices to this person. Notices to Shareholders whose registered address is outside Australia shall be sent by airmail or, where applicable, by the means provided for by clause 25.9; or*
- (c) *be sending it by fax or other electronic means (including providing a URL link to any document or attachment) to the fax number or electronic address nominated by the Shareholder for giving notices.*

To read as follows:

**"25.1 Service by the Company to Shareholders**

*A notice may be given by the Company to any Shareholder either by:*

- (a) *-serving the notice, or document containing a URL from which the notice and other material can be viewed or downloaded on him or her personally; or*
- (b) *by sending the notice, or document containing a URL from which the notice and other material can be viewed or downloaded, by post to the Shareholder at his or her address as shown in the Register of Shareholders or the address supplied by the Shareholder to the Company for the giving of notices to this person. Notices to Shareholders whose registered address is outside Australia shall be sent by airmail or, where applicable, by the means provided for by clause 25.9; or*
- (c) *be sending the notice, or a URL from which the notice and other material can be viewed or downloaded, by fax or other electronic means to the fax number or electronic address nominated by the Shareholder for giving notices,*

*provided always that the Shareholder may request in writing not to receive notices in the form of a URL at any time.*

(f) Clause 25.4 be amended from:

**"25.4 Deemed receipt of Notice**

*A notice will be deemed to be received by a Shareholder when:*

- (a) *where a notice is served personally, service of the notice shall be deemed to be effected when hand delivered to the member in person;*

- (b) *where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice, and to have been effected, in the case of a notice of a meeting, on the date after the date of its posting and, in any other case, at the time at which the letter would be delivered in the ordinary course of post;*
- (c) *where a notice is sent by facsimile, service of the notice shall be deemed to be effected upon confirmation being received by the Company that all pages of the notice have been successfully transmitted to the Shareholder's facsimile machine at the facsimile number nominated by the Shareholder; and*
- (d) *where a notice is sent to an electronic address by electronic means, service of the notice shall be deemed to be effected once sent by the Company to the electronic address nominated by the Shareholder (regardless of whether or not the notice is actually received by the Shareholder)."*

To read as follows:

**"25.4 Deemed receipt of Notice**

*A notice will be deemed to be received by a Shareholder when:*

- (a) *where a notice or document containing a URL from which the notice and other material can be viewed or downloaded is served personally, service of the notice shall be deemed to be effected when hand delivered to the member in person;*
- (b) *where a notice or document containing a URL from which the notice and other material can be viewed or downloaded is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice, and to have been effected, in the case of a notice of a meeting, on the date after the date of its posting and, in any other case, at the time at which the letter would be delivered in the ordinary course of post;*
- (c) *where a notice or URL from which the notice and other material can be viewed or downloaded is sent by facsimile, service of the notice shall be deemed to be effected upon confirmation being received by the Company that all pages of the notice have been successfully transmitted to the Shareholder's facsimile machine at the facsimile number nominated by the Shareholder; and*
- (d) *where a notice or URL from which the notice and other material can be viewed or downloaded is sent to an electronic address by electronic means, service of the notice shall be deemed to be effected once sent by the Company to the electronic address nominated by the Shareholder (regardless of whether or not the notice is actually received by the Shareholder)."*

**Board Recommendation**

The Board unanimously recommends that shareholders vote in favour of this Resolution. The Chairman will vote undirected proxies in favour of this Resolution.

**Voting Exclusions**

There are no voting exclusions for this Resolution.

**Resolution 12: Approval of 10% Placement Facility**

**Background**

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the Annual General Meeting ("**10% Placement Facility**"). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is, at the date of this Notice, an eligible entity.

The Company is seeking shareholder approval by way of a special resolution to have the ability, if required, to issue Equity Securities under the 10% Placement Facility. The effect of this Resolution will be to allow the Directors to issue Equity Securities under Listing Rule 7.1A during the 10% Placement Period (as described below) without using the Company's 15% placement capacity under Listing Rule 7.1.

If Shareholders approve this Resolution, the number of Equity Securities permitted to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (see below).

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

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

This Resolution is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote at this Meeting (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

### **Description of Listing Rule 7.1A**

#### *(a) Shareholder approval*

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting. This means it requires approval of 75% of the votes cast by shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

#### *(b) Equity Securities*

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has on issue two classes of quoted Equity Securities, being Shares and Listed Options.

#### *(c) Formula for calculating 10% Placement Facility*

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an Annual General Meeting may issue or agree to issue, during the 12-month period after the date of the Annual General Meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

**A** is the number of shares on issue at the commencement of the “relevant period” (which, for the Company, is the 12-month period immediately preceding the date of the issue or agreement):

- (A) plus the number of fully paid shares issued in the relevant period under an exception in Listing Rule 7.2, other than exception 9, 16 or 17;
- (B) plus the number of fully paid shares issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where:
  - (i) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
  - (ii) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4;
- (C) plus the number of fully paid shares issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:
  - (i) the agreement was entered into before the commencement of the relevant period; or
  - (ii) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4;
- (D) plus the number of fully paid shares issued in the relevant period with approval under Listing Rules 7.1 or 7.4;
- (E) plus the number of partly paid shares that became fully paid in the relevant period;
- (F) less the number of fully paid shares cancelled in the relevant period.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

**D** is 10%

**E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by shareholders under Listing Rule 7.1 or 7.4.

(d) *Listing Rule 7.1 and Listing Rule 7.1A*

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer above).

(e) *Nature of consideration for issue and Minimum Issue Price*

The Equity Securities issued under Listing Rule 7.1A must be issued for a cash consideration per security which must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the securities; or
- (ii) if the Equity Securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) *10% Placement Period*

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A commences on the date of the Annual General Meeting at which the approval is obtained and expires on the first to occur of the following:

- (i) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained;
- (ii) the time and date of the Company's next annual general meeting;
- (iii) the time and date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

**(10% Placement Period).**

### **Specific information required by Listing Rule 7.3A**

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The period for which the Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A commences on the date of the Annual General Meeting at which the approval is obtained, being 24 November 2020, and expires on the first to occur of the following:
  - (i) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained, being 24 November 2021;
  - (ii) the time and date of the Company's next annual general meeting;
  - (iii) the time and date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).
- (b) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:
  - (i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the securities; or
  - (ii) if the Equity Securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

- (c) The purposes for which the funds raised by an issue of Equity Securities under rule 7.1A.2 may be used by the Company include:
- (i) consideration for the acquisition(s) of the new assets and investments, including the expenses associated with such acquisition(s); and
  - (ii) continued expenditure on the Company's current business and/or general working capital.
- (d) If this Resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the table below (in the case of Listed Options, only if the Listed Options are exercised). Shareholders may also be exposed to economic risk and voting dilution, including the following:
- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
  - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

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

The below table shows the dilution of existing Shareholders on the basis of the market price of Shares as at 9 October 2020 (**Current Share Price**) and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Issue Price		
		\$0.033 50% decrease in Current Share Price	\$0.066 Current Share Price	\$0.132 100% increase in Current Share Price
<b>Current Variable A</b> 640,553,010 Shares	<b>10% Voting Dilution</b>	64,055,301 Shares		
	<b>Funds raised</b>	\$2,113,825	\$4,227,650	\$8,455,300
<b>50% increase in current Variable A</b> 960,829,515 Shares	<b>10% Voting Dilution</b>	96,082,952 Shares		
	<b>Funds raised</b>	\$3,170,737	\$6,341,475	\$12,682,950
<b>100% increase in current Variable A</b> 1,281,106,020 Shares	<b>10% Voting Dilution</b>	128,110,602 Shares		
	<b>Funds raised</b>	\$4,227,650	\$8,455,300	\$16,910,599

The table has been prepared on the following assumptions:

- The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- No Options (including existing Listed Options and/or any Listed Options issued under the 10% Placement Facility) are exercised into Shares or other convertible securities are converted to Shares before the date of the issue of the Equity Securities;
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Annual General Meeting.
- The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

- The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Listed Options, it is assumed that those Listed Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
  - The Current Share Price is \$0.066 being the closing price of the Shares on ASX on 9 October 2020.
- (e) The Company will only issue and allot the Equity Security during the 10% Placement Period. The approval under this Resolution for the issue of the Equity Securities will cease to be valid in the even that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities or Listing Rule 11.2 (disposal of main undertaking).
- (f) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to relevant factors including, but not limited to, the following:
- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
  - (ii) the effect of the issue of the Equity Securities on the control of the Company;
  - (iii) the financial situation and solvency of the Company; and
  - (iv) advice from corporate, financial and broking advisers (if applicable).
- The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders, subject to compliance with Listing Rule 10.11, and/or new Shareholders who are not related parties or associates of a related party of the Company.
- (g) The Company:
- (i) has not issued, nor agreed to issue, any Equity Securities under Rule 7.1A.2 in the 12-month period preceding the date of the Meeting; and
  - (ii) had not agreed, before the 12-month period referred to in the preceding paragraph, to issue any Equity Securities under rule 7.1A.2 where such securities remain unissued as at the date of the Meeting.

### ***Directors Recommendations***

The Directors of the Company believe that this Resolution is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

### ***Voting Exclusions***

As at the date of dispatch of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A.2 and, therefore, a voting exclusion statement is not required by Listing Rule 7.3A.7.

## GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“\$” means Australian Dollars;

“**10% Placement Facility**” has the meaning as defined in the Explanatory Statement for Resolution 12;

“**Annual Report**” means the Directors’ Report, the Financial Report, and Auditor’s Report, in respect to the year ended 30 June 2020;

“**ASX**” means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

“**Auditor’s Report**” means the auditor’s report on the Financial Report;

“**AEDT**” means Australian Eastern Daylight Time.

“**Board**” means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

“**Chairman**” means the person appointed to chair the Meeting of the Company convened by the Notice;

“**Closely Related Party**” means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

“**Company**” means Prescient Therapeutics Limited ACN 006 569 106;

“**Constitution**” means the constitution of the Company as at the date of the Meeting;

“**Corporations Act**” means the Corporations Act 2001 (Cth);

“**Director**” means a Director of the Company;

“**Directors Report**” means the annual directors’ report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“**EOP**” means Employee Option Plan as approved at the Company’s 2019 Annual General Meeting of Shareholders;

“**Equity Security**” has the same meaning as in the Listing Rules;

“**Explanatory Statement**” means the explanatory statement which forms part of the Notice;

“**Financial Report**” means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“**Key Management Personnel**” means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;

“**Listing Rules**” means the Listing Rules of the ASX;

“**Meeting**” has the meaning given in the introductory paragraph of the Notice;

“**Notice**” means the Notice of Meeting accompanying this Explanatory Statement;

“**Proxy Form**” means the proxy form attached to the Notice;

“**Remuneration Report**” means the remuneration report which forms part of the Directors’ Report of Prescient Therapeutics Limited for the financial year ended 30 June 2020 and which is set out in the 2020 Annual Report.

“**Share**” means a fully paid ordinary share in the capital of the Company;

“**Shareholder**” means shareholder of the Company;

“**Trading Day**” means a day determined by ASX to be a trading day in accordance with the Listing Rules; and

“**VWAP**” means volume weighted average price.



## ANNEXURE A – SUMMARY OF OPTION TERMS

The terms and conditions of the options to be granted are as follows:

### **Terms of Options**

#### **(a) Entitlement**

- (i) Each Option entitles the Option holder to subscribe for, and be allotted, one ordinary Share in the capital of the Company.
- (ii) Shares issued on the exercise of Options will rank equally with all existing Shares on issue, as at the exercise date, and will be subject to the provisions of the Constitution of the Company and any escrow restrictions imposed on them by the ASX.

#### **(b) Exercise of Option**

- (i) Unlisted options to vest as follows:
  - Tranche 1 – 25% options vesting immediately;
  - Tranche 2 – 25% options vesting 1 year from the date of issue;
  - Tranche 3 – 25% options vesting 2 years from the date of issue; and
  - Tranche 4 – 25% options vesting 3 year from the date of issue.
- (ii) The final date and time for exercise of the Options is 5:00pm (Melbourne time) 4 years after grant date. If such date falls on a day that is not a Business Day, the final date will be the next Business Day.
- (iii) The exercise price per Option will be 43% premium of the 5-day Volume Weighted Average Share Price up to and including the grant date.
- (iv) Each Option is exercisable by the Option holder signing and delivering a notice of exercise of Option together with the exercise price in full for each Share to be issued upon exercise of each Option to the Company's Share Registry.
- (v) Remittances must be made payable to 'Prescient Therapeutics Limited' and cheques should be crossed 'Not Negotiable'.
- (vi) All Options will lapse on the earlier of the:
  - (A) receipt by the Company of notice from the Option holder that the Option holder has elected to surrender the Option;
  - (B) expiry of the final date and time for exercise of the Option; and
  - (C) Subject to rule 5 of the Company's Employee Option Plan and unless the Board decides otherwise, if an event in the table below occurs in respect of an Eligible Participant, the Eligible Participant's Options are treated in accordance with the table in **Appendix A** to these terms.

#### **(c) Quotation**

- (i) The Company will not apply to the ASX for Official Quotation of the Options.
- (ii) If the Shares of the Company are quoted on the ASX, the Company will apply to the ASX for, and will use its best endeavours to obtain, quotation of all Shares issued on the exercise of any Options within 10 Business Days (as defined in the Listing Rules) of issue. The Company gives no assurance that such quotation will be granted.

#### **(d) Transfer of Options**

The options are "transferrable" with the prior approval of the Board.

*[End of Terms and Conditions of Options]*

## APPENDIX A

Event	On or before Exercise Date	During the Exercise Period
Eligible Participant's lawful termination from employment with the Group or consultancy arrangement with the Group, but not for serious breach of the employment contract or consultancy agreement	Options lapse	The Expiry Date is adjusted to 60 days after the Termination Date or a later date decided by the Board
Eligible Participant's lawful termination from employment with the Group or consultancy arrangement with the Group, for serious breach of the employment contract or consultancy agreement	Options lapse	The Expiry Date is adjusted to 30 days after the Termination Date or a later date decided by the Board
Eligible Participant's resignation or vacation from the Board, employment or consultancy with the Group.	Options lapse	The Expiry Date is adjusted to 60 days after the date of the resignation or a later date decided by the Board
Eligible Participant being made redundant	Options lapse	The Expiry Date is adjusted to 60 days after the date of the redundancy or a later date decided by the Board
Death or disability (so that unable to perform normal duties – in the opinion of a medical practitioner nominated by the board) of the Eligible Participant	Options lapse 90 days after the date of death or disability	There is no adjustment and the representative of the Eligible Participant's estate may exercise the Options before the Expiry Date
Eligible Participant loses Control of their Permitted Nominee and the Options are not transferred to the Eligible Participant in accordance with the rules of the Employee Option Plan	Options lapse	Options lapse

## ANNEXURE B – SUMMARY OF EMPLOYEE OPTION PLAN RULES

<b>Eligibility</b>	Any director, employee or consultant who is decided by the Board to be an eligible participant for the purposes of the EOP.
<b>Grant of options</b>	The Board may offer any number of options to eligible participants on the terms the Board decides, subject to the EOP rules, any applicable laws or the Listing Rules. The offer must be in writing and specify, amongst other things, the number of options for which the eligible employee may apply, the period within which the options may be exercised, any conditions to be satisfied before exercise, the option expiry date (as determined by the Board) and the exercise price of the options.
<b>Exercise</b>	The options may be exercised, subject to any exercise conditions, by the participant giving a signed notice to the Company and paying the exercise price in full. The Company will apply for official quotation of any Shares issued on exercise of any options.
<b>Lapse</b>	The options shall lapse in accordance with specific offer terms or events contained in the EOP rules, which may include termination of employment or resignation, redundancy, death or disablement (subject to the Board's discretion to extend the term of exercise in restricted cases) as well as the expiry of time periods.
<b>Rights of Participants</b>	<p>Once Shares are allotted upon exercise of the options the participant will hold the Shares free of restrictions. The Shares will rank for dividends declared on or after the date of issue but will carry no right to receive any dividend before the date of issue.</p> <p>Should the Company undergo a reorganisation or reconstruction of capital or any other such change, the terms of the options (including number or exercise price or both) will be correspondingly changed to the extent necessary to comply with the Listing Rules. With this exception, the terms for the exercise of each option remains unchanged.</p> <p>In the event of a change of control, the Board shall have discretion to deal with the options, including allowing accelerated vesting or the issue of options in the substituted corporation.</p> <p>A holder of options is not entitled to participate in dividends, a new issue of Shares or other securities made by the Company to Shareholders merely because he or she holds options.</p> <p>However, if a pro rata bonus or cash issue of securities is awarded by the Company, the Company in its absolute discretion may adjust the number of Shares over which an option exists and the exercise price in the manner specified in Listing Rule 6.22, in which case written notice will be given to the option holder.</p>
<b>Assignment</b>	The options are not transferable or assignable without the prior written approval of the Board.
<b>Administration</b>	The EOP will be administered by the Board which has an absolute discretion to determine appropriate procedures for its administration and resolve questions of fact or interpretation and formulate special terms and conditions (subject to the Listing Rules) in addition to those set out in the EOP.
<b>Termination and amendment</b>	The EOP may be terminated or suspended at any time by the Board. The EOP may be amended at any time by the Board except where the amendment reduces the rights of the holders of options, including a change to reduce the exercise price, increase the number of Shares to which an eligible employee is entitled or change the exercise period, unless required by the Corporations Act or the Listing Rules.

## ANNEXURE C – AUDITOR NOMINATION NOTICE

### Notice of nomination of William Buck Audit (Vic) Pty Ltd as auditor

7 October 2020

Board of Directors  
**Prescient Therapeutics Limited**  
Level 4, 100 Albert Road  
South Melbourne, VIC, 3205

Dear Sirs/Madam,

#### **NOTICE OF NOMINATION OF NEW AUDITOR IN ACCORDANCE WITH SECTION 328B OF THE CORPORATIONS ACT 2001**

I, the undersigned, being a shareholder of Prescient Therapeutics Limited (**Company**), understand that the Australian Securities and Investment Commission has approved a notice of resignation from the current auditor of the Company in accordance with section 329 of the Corporations Act 2001.

Consequently, I hereby give written notice pursuant to section 328B of the Corporations Act 2001, of the nomination of William Buck Audit (Vic) Pty Ltd for appointment as auditor of the Company at the forthcoming shareholders' meeting.

Your faithfully,



Steven Yatomi-Clarke  
Director  
Novetera Pty Ltd

# Proxy Voting Form

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

[EntityRegistrationDetailsLine1Envelope]  
[EntityRegistrationDetailsLine2Envelope]  
[EntityRegistrationDetailsLine3Envelope]  
[EntityRegistrationDetailsLine4Envelope]  
[EntityRegistrationDetailsLine5Envelope]  
[EntityRegistrationDetailsLine6Envelope]

## [HolderNumber]

Holder Number:  
[HolderNumber]

Your proxy voting instruction must be received by **2:00PM (AEDT) on Sunday, 22 November 2020**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

### SUBMIT YOUR PROXY

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

#### YOUR NAME AND ADDRESS

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

#### STEP 1 – APPOINT A PROXY

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

#### DEFAULT TO THE CHAIR OF THE MEETING

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

#### STEP 2 - VOTES ON ITEMS OF BUSINESS

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

#### APPOINTMENT OF SECOND PROXY

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

#### SIGNING INSTRUCTIONS

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

**Joint holding:** Where the holding is in more than one name, all Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

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

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

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

#### CORPORATE REPRESENTATIVES

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

#### Lodging your Proxy Voting Form:

##### Online:

Use your computer or smartphone to appoint a proxy at  
<https://investor.automic.com.au/#/login>

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:**

**WEBCHAT:** <https://automicgroup.com.au/>

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

