



**AMPLIA THERAPEUTICS LIMITED**  
**ACN 165 160 841**

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**REPLACEMENT PROSPECTUS**

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This Prospectus is being issued for:

- an accelerated, non-renounceable pro rata entitlement offer of 1 Share for every 6.45 Shares held by Eligible Shareholders, and 3 free attaching Entitlement Options for every 4 New Shares issued under the Entitlement Offer, at an offer price of \$0.115 (11.5 cents) per New Share, to raise up to approximately \$4.9 million (**Entitlement Offer**);
- an offer of up to approximately 52,911,826 free attaching Placement Options for nil consideration, on the basis of 3 Placement Options for every 4 New Shares issued to investors under the Placement and Director Placement (**Placement Option Offer**); and
- an offer of up to 5,433,750 Retail Sub-Underwriter Options for nil consideration on the basis of 1.75 Retail Sub-Underwriter Options for every \$1.00 worth of Retail Sub-Underwriting Commitment (**Retail Sub-Underwriter Option Offer**).

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**This is a replacement prospectus dated 1 November 2024. It replaces the prospectus dated 30 October 2024 issued by Amplia Therapeutics Limited.**

The last date for acceptance and payment under the Retail Entitlement Offer will be 5.00pm (Sydney time) on Friday, 22 November 2024 (unless extended).

The Placement Option Offer and Retail Sub-Underwriter Option Offer are conditional upon the Company obtaining Shareholder approval at the Company's Extraordinary General Meeting expected to be held on or around Monday, 9 December 2024. The Placement Option Offer is only open to Placement Subscribers and the Retail Sub-Underwriter Option Offer is only open to Retail Sub-Underwriters.

The Entitlement Offer and the Placement are being lead managed, but not underwritten, by Bell Potter Securities Limited and Taylor Collison Limited.

**IMPORTANT INFORMATION**

This Prospectus is important and should be read in its entirety. If after reading this Prospectus you have any questions about the securities being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

The securities offered under this Prospectus should be considered as speculative.

**THE DOCUMENT IS IMPORTANT AND SHOULD BE READ IN ITS ENTIRETY**  
**Not for release to US wire services or distribution in the United States**  
**except by the Company to accredited investors**

## IMPORTANT NOTICES

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### Prospectus

This Prospectus relates to:

- an offer of new fully paid ordinary shares (**New Shares**) and attaching Entitlement Options in Amplia Therapeutics Limited ACN 165 160 841 (ASX: ATX) (**Amplia** or **Company**) under the **Entitlement Offer**;
- the **Placement Option Offer**, being a conditional offer of Placement Options to participants in the Placement and Director Placement that is being undertaken by the Company;
- the offer of Shortfall Securities under the Entitlement Offer that are not applied for by Eligible Shareholders under this Prospectus (**Shortfall Offer**). See Section 4.6 for further details; and
- the **Retail Sub-Underwriter Option Offer**, being a conditional offer of Retail Sub-Underwriter Options to Retail Sub-Underwriters.

The Entitlement Offer, Placement Option Offer, Shortfall Offer and Retail Sub-Underwriter Option Offer are referred to as the **Offers** or the **Capital Raising**.

The Retail Entitlement Offer (but not the Institutional Entitlement Offer or Placement) is underwritten by the Lead Managers.

This Prospectus is dated 1 November 2024 (**Prospectus Date**) and was lodged with the Australian Securities and Investments Commission (**ASIC**) on that date. This Prospectus replaces the prospectus lodged by the Company on 30 October 2024 (**Original Prospectus**). The expiry date of the Prospectus is 5.00pm (Sydney time) on the date that is 13 months after the date of the Original Prospectus (**Expiry Date**). No securities will be issued on the basis of this Prospectus after the Expiry Date.

This Prospectus is a 'transaction-specific' prospectus to which the special content rules under section 713 of the *Corporations Act 2001* (**Corporations Act**) apply. This allows the issue of a concise prospectus in relation to an offer of securities, or options to acquire securities, in a class which has been continuously quoted by the Australian Securities Exchange (**ASX**) in the three months prior to the date of the prospectus. This Prospectus does not include all of the information that would be disclosed for an initial public offering of securities. An application for quotation of the New Shares and Options will be made to ASX within 7 days after the date of the Original Prospectus.

ASX maintains a database of publicly available information issued by the Company as a disclosing entity. None of ASIC, ASX or their respective officers, take any responsibility for the contents of this Prospectus or the merits of the securities to which this Prospectus relates.

### Replacement Prospectus

This Replacement Prospectus is being issued as a result of the entry into the Underwriting Agreement in connection with the Retail Entitlement Offer and the new offer of Retail Sub-Underwriter Options to the Retail Sub-Underwriters. Note 2 to section 719 of the Corporations Act confirms that the power to issue a replacement prospectus is not limited to the situations dealt with in section 719(1) of the Corporations Act.

The key differences between this Prospectus and the Original Prospectus are as follows:

- the entry by the Company and the Lead Managers into the Underwriting Agreement in respect of the Retail Entitlement Offer;
- the Retail Entitlement Offer being fully underwritten by the Lead Managers;
- the offer of Retail Sub-Underwriter Options to the Retail Sub-Underwriters; and
- the capping of the number of Additional New Securities that Eligible Retail Shareholders can apply for under the Top-Up Facility to an amount representing 100% of their Entitlement.

These changes to the Original Prospectus are not considered by the Company to be materially adverse to investors. Accordingly, no action needs to be taken by investors who have already submitted applications under the Institutional Entitlement Offer or the Placement (including the Placement Option Offer) and there are no withdrawal rights offered pursuant to the Replacement Prospectus under section 724 of the Corporations Act.

### Entitlement Offer

The Offers contained in this Prospectus include an invitation to Eligible Shareholders to acquire 1 New Share for every 6.45 fully paid ordinary Amplia shares (**Shares**) held on the Record Date, plus 3 free attaching Entitlement Options for every 4 New Shares issued to Eligible Shareholders under this Prospectus, at an offer price of \$0.115 per New Share (**Offer Price**), to raise up to approximately \$4.9 million (before costs) (**Entitlement Offer**). Each Entitlement Option issued pursuant to this Prospectus will have an exercise price of \$0.1725 and an expiry date of 31 October 2027. The Company will apply for the Entitlement Options to be quoted on ASX.

The Entitlement Offer is non-renounceable and accordingly there is no rights trading.

### Placement Option Offer

The Offers contained in this Prospectus include an invitation to professional and sophisticated investors who participate in the Placement to acquire 3 free attaching Placement Options for every 4 New Shares issued under the Placement. The Placement Options are being offered for nil cash consideration and the Placement Option Offer is subject to Shareholder approval. The Placement is being conducted at the same Offer Price as the Entitlement Offer.

The Placement Options will be issued on the same terms as the Entitlement Options: each Placement Option will have an exercise price of \$0.1725 and an expiry date of 31 October 2027. The Company will apply to have the Placement Options quoted on ASX.

### **Retail Sub-Underwriter Option Offer**

The Offers contained in this Prospectus include an invitation to Retail Sub-Underwriters to acquire 1.75 Retail Sub-Underwriter Options for every \$1.00 of Retail Sub-Underwriting Commitment. The Retail Sub-Underwriter Options are being offered for nil cash consideration and the Retail Sub-Underwriter Option Offer is subject to Shareholder approval.

The Retail Sub-Underwriter Options will be issued on the same terms as the Entitlement Options and Placement Options: each Retail Sub-Underwriter Option will have an exercise price of \$0.1725 and an expiry date of 31 October 2027. The Company will apply to have the Retail Sub-Underwriter Options quoted on ASX.

### **Placement Options, Entitlement Options and Retail Sub-Underwriter Options**

The Placement Options, Entitlement Options and Retail Sub-Underwriter Options (together, the **Options**) are being offered under this Prospectus and will be issued on the same terms. The Company will apply for quotation of the Options on the ASX.

### **Instrument 2016/80**

This Prospectus has been prepared, in part, to ensure that the relief provided under ASIC Corporations (Sale Offers That Do Not Need Disclosure) Instrument 2016/80 (**Instrument 2016/80**) is available in respect of the Options. Instrument 2016/80 provides relief from the on-sale provisions of section 707 of the Corporations Act and will relieve the need for any further disclosure to be made prior to the on-sale of Shares issued following the exercise of Options, within 12 months of their date of issue. Shares issued on exercise of the Options will be able to be immediately traded on ASX (subject to the grant of quotation).

### **Exposure period and cooling off rights**

No exposure period applies to this Prospectus by operation of ASIC Corporations (Exposure Period) Instrument 2016/74.

Cooling off rights do not apply to an investment in New Shares or Options. You cannot withdraw your Application once it has been accepted.

### **Obtaining a Prospectus and Entitlement and Acceptance Form**

Applications for New Shares and Entitlement Options (together, **New Securities**) offered pursuant to this Prospectus in respect of the Entitlement Offer can be submitted on an Entitlement and Acceptance Form. Eligible Shareholders will be able to access a personalised Entitlement and Acceptance Form via Computershare's Investor Centre at [www.investorcentre.com/au](http://www.investorcentre.com/au). The Entitlement and Acceptance Form will be accompanied by a copy of the Prospectus, which will also be available from the ASX website ([www.asx.com.au](http://www.asx.com.au)). Paper copies of this Prospectus and an Entitlement and Acceptance Form can be obtained free of charge during the Offer Period by calling the Company's share registry, Computershare Investor Services (**Share Registry**), from 8.30am to 5.00pm, Monday to Friday on 1300 855 080 (within Australia) or +61 3 9415 4000 (outside Australia).

### **Electronic prospectus**

This Prospectus is available electronically and accompanies the Entitlement and Acceptance Form (which will be available via Computershare's Investor Centre at [www.investorcentre.com/au](http://www.investorcentre.com/au)). Electronic versions of this Prospectus should be downloaded and read in its entirety. Applications for New Securities under the Entitlement Offer may only be made on the Entitlement and Acceptance Form by following the instructions in your personalised Entitlement and Acceptance Form.

The Lead Managers will provide an Application Form for Placement Options to each participant in the Institutional Entitlement Offer and Placement (which will be accompanied by a copy of this Prospectus). Applications may only be made on the Application Form provided.

### **Target market determination**

In accordance with the design and distribution obligations under the Corporations Act, the Company has determined the target market for the offer of Options issued under this Prospectus. The Company will only distribute this Prospectus to those investors who fall within the target market determination as set out on the Company's website at <http://www.ampliatx.com/>.

### **Investor warning**

The Offers contained in this Prospectus do not take into account the investment objectives, financial position and particular needs of individual investors. It is important that you read this Prospectus carefully and in full before deciding to apply for New Securities and Placement Options. In particular, you should consider the risk factors that could affect the financial performance of the Company in light of your personal circumstances and seek professional advice from your accountant, tax adviser, stockbroker, lawyer or other professional adviser before deciding to invest.

### **No representation other than in this Prospectus**

No person is authorised to give information or to make any representation in connection with this Prospectus, which is not contained in the Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with this Prospectus.

Except as required by law, and only to the extent so required, neither Amplia nor any other person warrants or guarantees the future performance of the Company or any return on any investment made pursuant to this Prospectus, or on the exercise of the Options issued under this Prospectus.

### **Risk factors**

Potential investors should be aware that subscribing for the New Securities, Placement Options and Retail Sub-Underwriter Options and exercising any Options involves a number of risks. The key risk factors which investors should be aware of are set out in Section 9 of this Prospectus. These risks, together with other general risks applicable to all investments in listed and unlisted securities, which are not specifically referred to, may affect the value of the New Securities and Placement Options in the future.

### Eligible Shareholders and Offer jurisdictions

The New Securities to be issued under this Prospectus in respect of the Entitlement Offer will only be offered to Eligible Shareholders at 7.00pm (Sydney time) on the Record Date. The distribution of this Prospectus in jurisdictions outside Australia and New Zealand may be restricted by law. Seek advice on and observe any restrictions. This Prospectus is not an offer in any place where, or to any person to whom, it would not be lawful to make the Offer. In particular, the New Shares and Options and the underlying ordinary Shares have not been, and will not be, registered under US Securities Act and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws.

You may only apply for New Securities in Australian dollars. You can contact the Share Registry on 1300 855 080 (within Australia) or +61 3 9415 4000 (outside Australia) from 8.30am to 5.00pm Monday to Friday, if you are an Eligible Retail Shareholder but are unable to pay for New Securities by BPAY.

### Financial information and forward looking statements

Section 8 sets out the financial information referred to in this Prospectus and the basis of preparation of that information. Any discrepancies between totals and sums of components in tables contained in this Prospectus are due to rounding.

This Prospectus contains forward looking statements which are identified by words such as “may”, “could”, “believes”, “estimates”, “expects”, “intends” and other similar words that involve risks and uncertainties. Any forward looking statements are subject to various risk factors that could cause the Company’s actual results to differ materially from the results expressed or anticipated in these statements. Forward looking statements should be read in conjunction with the risk factors set out in Section 9, and other information in this Prospectus.

### Defined words and expressions

Some words and expressions used in this Prospectus have defined meanings. These words and expressions are defined throughout the Prospectus or in the Glossary in Section 12.

A reference to \$ or cents in this Prospectus is a reference to Australian currency (unless otherwise stated). A reference to time in this Prospectus is a reference to Sydney, Australia time.

### Photographs and diagrams

Any photographs used in this Prospectus without descriptions are only for illustration. Any diagrams used in this Prospectus may not be drawn to scale.

### Privacy

If you apply for New Securities or Placement Options, you will provide personal information to the Company and the Share Registry. The Company and the Share Registry collect, hold and use your personal information in order to assess your Application, service your needs as a holder of the Shares and Options, provide facilities and services that you request and carry out appropriate administration. Company and tax laws require some of the information to be collected. If you do not provide the information requested, your Application may not be able to be processed efficiently, or at all.

Each of the Company and the Share Registry may disclose your personal information for purposes related to your Share and Option holding to each other and to their respective agents and services providers including those listed below or as otherwise authorised under the *Privacy Act 1988* (Cth) (**Privacy Act**):

- in the case of the Company, to the Share Registry for ongoing administration of the Share and Option registers; and
- in the case of the Company and the Share Registry, to printers and mailing houses for the purposes of preparation and distribution of security holder information and for handling of mail.

Under the Privacy Act, you may request access to your personal information held by (or on behalf of) the Company or the Share Registry. You can request access to your personal information by emailing or writing to the Company through the Share Registry:

Computershare Investor Services Pty Limited  
Yarra Falls, 452 Johnston Street Abbotsford, VIC, Australia, 3067  
[privacy@computershare.com.au](mailto:privacy@computershare.com.au)

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## KEY DATES

The key dates in respect of the Offers are as follows.

Event	Date
Trading halt and announcement of Offer Original Prospectus lodged with ASIC and released to ASX Appendix 3B lodged with ASX	Wednesday, 30 October 2024
<b>Institutional Opening Date</b> Placement & Institutional Entitlement Offer opens	Wednesday, 30 October 2024
<b>Institutional Closing Date</b> Placement & Institutional Entitlement Offer closes	Thursday, 31 October 2024
Announcement of results of Placement and Institutional Entitlement Offer and trading halt lifted Lodgement of this Prospectus with ASIC and ASX Opening of Retail Sub-Underwriter Option Offer	Friday, 1 November 2024
Record date for Entitlement Offer (7.00pm Sydney time)	Friday, 1 November 2024
Settlement of New Shares issued under the Placement and Institutional Entitlement Offer	Wednesday, 6 November 2024
<b>Retail Opening Date</b> Prospectus and Entitlement and Acceptance Forms made available to Eligible Retail Shareholders and Retail Entitlement Offer opens	Wednesday, 6 November 2024
Issue of New Shares under the Placement and Institutional Entitlement Offer and Entitlement Options under the Institutional Entitlement Offer	Thursday, 7 November 2024
<b>Retail Closing Date</b> Retail Entitlement Offer closes (5.00pm Sydney time)	Friday, 22 November 2024
Announcement of results of Retail Entitlement Offer	Wednesday, 27 November 2024
Settlement of Retail Entitlement Offer Closing of Retail Sub-Underwriter Option Offer	Thursday, 28 November 2024
Issue of New Shares and Entitlement Options under the Retail Entitlement Offer	Friday, 29 November 2024
Commencement of trading of New Shares issued under the Retail Entitlement Offer	Monday, 2 December 2024
Extraordinary General Meeting to approve issue of Placement Options to Placement Subscribers, Retail Sub-Underwriter	On or around Monday, 9 December 2024

Event	Date
Options to Retail Sub-Underwriters and Lead Manager Options to the Lead Managers	
Allotment of Placement Options to Placement Subscribers, Retail Sub-Underwriter Options to Retail Sub-Underwriters and Lead Manager Options to the Lead Managers, or nominee(s) (subject to Shareholder approval)	On or around Tuesday, 10 December 2024
Commencement of trading of Options (subject to satisfaction of quotation conditions)	On or around Thursday, 12 December 2024

Amplia reserves the right to vary these times and dates, by agreement with the Lead Managers. All times are Sydney times.

## KEY DETAILS OF THE CAPITAL RAISING

<b>Entitlement Offer</b>	
Entitlement Offer ratio	1 New Share for every 6.45 Shares held by Eligible Shareholders on the Record Date (1 November 2024) together with 3 Entitlement Options for every 4 New Shares issued
Offer Price	\$0.115 (11.5 cents) per New Share
Number of New Shares offered under the Entitlement Offer (including any Shortfall)	Up to 42,604,389
Number of New Shares offered under the Institutional Entitlement Offer  <i>Note: the Institutional Entitlement Offer is not underwritten</i>	Approximately 15,892,677
Proceeds of the Institutional Entitlement Offer	Approximately \$1,827,658
Number of New Shares offer under the Retail Entitlement Offer  <i>Note: the Retail Entitlement Offer is underwritten</i>	Approximately 26,711,712
Proceeds of the Retail Entitlement Offer	Approximately \$3,071,847
Number of Entitlement Options offered under the Entitlement Offer	Up to 31,953,292
Proceeds of the Entitlement Offer (before costs)	Up to \$4,899,505
<b>Placement &amp; Director Placement</b>	
Number of New Shares offered under the Placement at the Offer Price	Up to 67,723,015
Proceeds of the Placement (before costs)	Up to \$7,788,147
Number of Placement Options offered under the Placement Option Offer (excluding to Directors)	Up to 50,792,261
Number of New Shares offered under the Director Placement at the Offer Price	2,826,087
Proceeds of the Director Placement (before costs)	\$325,000
Number of Placement Options offered under the Placement Option Offer issued to Directors	2,119,261
<b>Retail Sub-Underwriter Options</b>	
Number of Retail Sub-Underwriter Options offered under the Retail Sub-Underwriter Option Offer	Up to 5,433,750
<b>Lead Manager Options</b>	



Number of Lead Manager Options to be issued to the Lead Managers (subject to Shareholder approval)  <i>Note: the offer and issue of Lead Manager Options is not being made under this Prospectus</i>	Up to 5,250,000
<b>Capital Raising</b>	
Proceeds of the Capital Raising (before costs, assuming full subscription and approval of the Director Placement)	Up to \$13,012,651
Shares on issue as at the Prospectus Date	274,798,312
Shares on issue on completion of the Capital Raising	387,951,803
Options on issue as at the Prospectus Date	15,701,000
Options issued under Capital Raising (assuming full subscription)	90,298,868
Lead Manager Options issued to the Lead Managers (assuming the maximum amount of Lead Manager Options are issued)	5,250,000
Options on issue on completion of the Capital Raising (assuming full subscription and Shareholder approval of the Placement Option Offer)	111,249,868

**Notes:**

Assumes full subscription and Shareholder approval of the Director Placement and Retail Sub-Underwriter Option Offer.

Final numbers will vary slightly as a result of rounding.

## Provision of documents

Eligible Shareholders who have elected to receive documents electronically from the Company will receive online access to the Prospectus and their personalised Entitlement and Acceptance Form (which accompanies the Prospectus) by email. Eligible Shareholders who have not elected to receive electronic communications will be posted a letter detailing how to access their personalised Entitlement and Acceptance Form (and the accompanying Prospectus) via Computershare's Investor Centre at [www.investorcentre.com/au](http://www.investorcentre.com/au) or, alternatively, how to request paper copies of this Prospectus and their personalised Entitlement and Acceptance Form.

## Information availability

Eligible Shareholders can obtain a copy of this Prospectus from the Company's website, the ASX website ([www.asx.com.au](http://www.asx.com.au)) or by phoning the Share Registry on 1300 855 080 (within Australia) or +61 3 9415 4000 (outside Australia) from 8.30am to 5.00pm (Sydney time) Monday to Friday until the Retail Closing Date. The Prospectus will accompany the Entitlement and Acceptance Form, which is made available to Eligible Retail Shareholders via Computershare's Investor Centre.

Contact details are provided in the Corporate Directory. Shareholders who access the electronic version of this Prospectus should ensure that they download and read the entire Prospectus. The Entitlement and Acceptance Form attached to the Prospectus must be used within Australia and New Zealand only.

## Enquiries



For further information please contact the Company at [info@ampliatx.com](mailto:info@ampliatx.com) or the Company Secretary on [andrew@ampliatx.com](mailto:andrew@ampliatx.com). Alternatively, contact your stockbroker, solicitor, accountant or other professional adviser.

## 1 CORPORATE DIRECTORY

### Amplia Therapeutics Limited (ASX Code: ATX)

<p><b>Directors</b></p> <p>Dr Warwick Tong (Non-Executive Chair)          Dr Christopher Burns (Managing Director, CEO)          Dr Robert Peach (Non-Executive Director)          Mrs Jane Bell (Non-Executive Director)</p>	<p><b>Registered Office</b></p> <p>Level 17, 350 Queen Street          Melbourne VIC 3000</p> <p>Email: <a href="mailto:info@ampliatx.com">info@ampliatx.com</a></p> <p>Website: <a href="http://www.ampliatx.com">www.ampliatx.com</a></p>
<p><b>Company Secretary</b></p> <p>Mr Andrew Cooke  <a href="mailto:andrew@ampliatx.com">andrew@ampliatx.com</a></p> <p><b>Chief Financial Officer</b></p> <p>Mr Tim Luscombe</p>	<p><b>Lead Managers</b></p> <p>Bell Potter Securities Limited          Level 29, 101 Collins Street          Melbourne VIC 3000</p> <p>Taylor Collison Limited          Level 10, 151 Macquarie Street          Sydney NSW 2000</p>
<p><b>Share Registry</b></p> <p>Computershare Investor Services Pty Limited          Yarra Falls, 452 Johnston Street          Abbotsford VIC 3067</p> <p>Website: <a href="http://www.computershare.com/au">www.computershare.com/au</a></p>	<p><b>Australian Legal Adviser</b></p> <p>Becketts Lawyers Pty Ltd          Level 34, 120 Collins Street          Melbourne VIC 3000</p>
<p><b>Computershare's Investor Centre</b></p> <p><a href="http://www.investorcentre.com.au">www.investorcentre.com.au</a></p>	<p><b>Auditor*</b></p> <p>Grant Thornton          Level 22, Tower 5          Collins Square, 727 Collins Street          Melbourne VIC 3008</p>

\*The Auditor is included for information purposes only. It has not been involved in the preparation of this Prospectus and has not consented to being named in this Prospectus.

## 2 CHAIRMAN'S LETTER

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Dear Shareholder

On behalf of the Directors of Amplia, it is my pleasure to invite you to participate in the Offers.

### Overview of Capital Raising

The Company is raising gross proceeds of up to \$13.0 million before costs, by way of:

- an institutional placement of New Shares to professional and sophisticated investors at the Offer Price of \$0.115 (11.5 cents) per New Share to raise up to approximately \$7.8 million (**Placement**);
- a pro rata, accelerated, non-renounceable entitlement offer of one New Share for every 6.45 Shares held by Eligible Shareholders at 7.00pm (Sydney time) on Friday, 1 November 2024 (**Record Date**), at the Offer Price to raise up to approximately \$4.9 million, comprised of:
  - the Institutional Entitlement Offer that is expected to raise up to approximately \$1.8 million, being an offer to Eligible Institutional Shareholders; and
  - the Retail Entitlement Offer that is expected to raise up to approximately \$3.1 million, being an offer to Eligible Retail Shareholders; and
- a placement of New Shares to the Amplia Directors to raise approximately \$0.3 million in aggregate, conditional on Shareholder approval at an Extraordinary General Meeting to be held in early December 2024 (**Director Placement**).

In addition:

- for every four New Shares that are issued pursuant to the Entitlement Offer and Placement, participants will be issued three new free attaching options for nil cash consideration (**Options**); and
- the Retail Sub-Underwriters will be offered 1.75 Retail Sub-Underwriter Options for every \$1.00 worth of Retail Sub-Underwriting Commitment that they commit to.

Each Option issued under the Entitlement Offer, Placement and Retail Sub-Underwriter Option Offer will entitle the holder to subscribe for one Share at an exercise price of \$0.1725 (17.25 cents). The Options will have an expiry date of 31 October 2027. The Company will apply for the Options to be quoted on ASX.

The Placement Option Offer is conditional on Shareholder approval, to be considered at the Extraordinary General Meeting.

### Results of the Institutional Entitlement Offer and Placement and underwriting of Retail Entitlement Offer

On 1 November 2024 (the date of this replacement Prospectus), the Company announced:

- the results of the Institutional Entitlement Offer and Placement, confirming that it had received commitments for 100% of the amount sought under the Institutional Entitlement Offer and Placement;
- that it had entered into an Underwriting Agreement with the Lead Managers with respect to the Retail Entitlement Offer; and
- that it had resolved to make the Retail Sub-Underwriter Option Offer to the Retail Sub-Underwriters on the terms set out in this Prospectus.

## Replacement Prospectus

As a result of entry into the Underwriting Agreement and making the Retail Sub-Underwriter Option Offer to the Retail Sub-Underwriters, this replacement Prospectus is required to be lodged with ASIC and ASX. The key differences between the Original Prospectus and this Replacement Prospectus are set out in the Important Notices. These changes to the Original Prospectus are not considered by the Company to be materially adverse to investors. Accordingly, no action needs to be taken by investors who have already submitted applications under the Institutional Entitlement Offer or the Placement (including the Placement Option Offer).

The result of entry into the Underwriting Agreement in respect of the Retail Entitlement Offer is that the Retail Entitlement Offer will be fully underwritten. This, together with the results of the Institutional Entitlement Offer and Placement, gives the Company confidence that it will raise the amount sought under the Capital Raising (subject to the terms of the Underwriting Agreement).

## Use of proceeds of the Capital Raising

The total funds raised from the Entitlement Offer, Placement and Director Placement of up to \$13.0 million are intended to be used by the Company to complete the Phase 2a ACCENT trial, US FOLFIRINOX dose escalation study, CMC manufacturing for follow on studies and additional pre-clinical work and the costs of the Offers. Further details are provided in Section 3.2.

## Top-Up Facility

The Retail Entitlement Offer incorporates a Top-Up Facility under which Eligible Retail Shareholders that have taken up their full Entitlement under the Retail Entitlement Offer can apply to take up additional New Shares and Options in excess of their pro rata entitlement which have not been taken up by other Eligible Retail Shareholders pursuant to their Entitlements. Further details on the Top-Up Facility are provided in Section 4.5.

## Action you should take

The number of New Shares and Entitlement Options that Eligible Retail Shareholders are entitled to subscribe for under the Retail Entitlement Offer is set out in your personalised Entitlement and Acceptance Form. The Entitlement and Acceptance Form will be available for Eligible Retail Shareholders online via Computershare's Investor Centre at [www.investorcentre.com/au](http://www.investorcentre.com/au). An electronic copy of the Prospectus will accompany the Entitlement and Acceptance Form.

The Retail Entitlement Offer is currently scheduled to open on Wednesday, 6 November 2024 and close at 5.00pm (Sydney time) on Friday, 22 November 2024. If you wish to subscribe for New Securities under the Retail Entitlement Offer, you must ensure that your Application and payment is received by this time in accordance with the instructions set out in Section 6.4.

## Prospectus

This Prospectus contains important information regarding the Offers, and I encourage you to read it carefully before making any investment decision, having particular regard to the 'Risk Factors' outlined in Section 9 of this Prospectus.

If you have any questions, you should consult your financial or other professional adviser. We look forward to your support of Amplia.

Yours sincerely,

**Dr Warwick Tong**  
**Chairman**  
**Amplia Therapeutics Limited**

### 3 OVERVIEW OF THE OFFERS AND USE OF FUNDS

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#### 3.1 Overview

On 30 October 2024, Amplia announced a Capital Raising to raise a total of up to approximately \$13.0 million (before costs) through the issue of New Shares and Options as follows.

##### *Entitlement Offer*

- (a) An accelerated non-renounceable pro rata entitlement offer of one New Share for every 6.45 Shares held by Eligible Shareholders at the Offer Price of \$0.115 per New Share, to raise up to approximately \$4.9 million through the issue of up to approximately 42.6 million New Shares.
- (b) The Entitlement Offer has two components:
  - (i) **Institutional Entitlement Offer:** Eligible Institutional Shareholders were given the opportunity to take up all or part of their Entitlement. The Lead Managers provided all Eligible Institutional Shareholders with details of the Institutional Entitlement Offer and how to apply under the Institutional Entitlement Offer at the commencement of the Institutional Entitlement Offer; and
  - (ii) **Retail Entitlement Offer:** Eligible Retail Shareholders will be given the opportunity to take up all or part of their Entitlement. Eligible Retail Shareholders who take up their full Entitlement may also apply for Additional New Securities at the same Offer Price under the Top-Up Facility.

##### *Placement*

- (c) A placement to professional and sophisticated investors to raise up to approximately \$7.8 million (before costs) (**Placement**) through the issue of up to approximately 67.7 million New Shares at the Offer Price of \$0.115 per New Share.
- (d) The Placement is being undertaken pursuant to the Company's existing placement capacity under ASX Listing Rules 7.1 and 7.1A and is due to settle on Wednesday, 6 November 2024.

##### *Director Placement*

- (e) A placement to each of the Directors of Amplia (at the Offer Price) as follows (the **Director Placement**):
  - (i) 695,652 New Shares (and 521,739 Options) to Dr Warwick Tong to raise \$80,000 (before costs);
  - (ii) 695,652 New Shares (and 521,739 Options) to Ms Jane Bell to raise \$80,000 (before costs);
  - (iii) 347,826 New Shares (and 260,869 Options) to Dr Chris Burns to raise \$40,000 (before costs); and
  - (iv) 1,086,957 New Shares (and 815,218 Options) to Dr Robert Peach to raise \$125,000 (before costs).
- (f) The Director Placement is conditional on Shareholder approval for the purpose of Listing Rule 10.11.

##### *Offer of Options under Placement, Director Placement and Entitlement Offer*

- (g) Shares issued under the Placement, Director Placement and Entitlement Offer are being offered with free attaching Options, on the basis of three free attaching Options for every four New Shares issued to investors comprising:
- (i) up to approximately 52,911,826 Options (subject to rounding) offered to Placement Subscribers, which includes the Directors who participate in the Director Placement (**Placement Options** and **Placement Option Offer**); and
  - (ii) up to approximately 31,953,292 Options (subject to rounding) offered to participants in the Entitlement Offer (**Entitlement Options**).
- (h) The Placement Option Offer is conditional on Shareholder approval and is being made under this Prospectus.

*Offer of Options under Retail Sub-Underwriter Option Offer*

- (i) Institutional Investors who commit to sub-underwrite Shortfall Securities under the Retail Entitlement Offer (**Retail Sub-Underwriters**) are being offered 1.75 Retail Sub-Underwriter Options for every \$1.00 worth of New Shares that they commit to sub-underwrite (**Retail Sub-Underwriter Option Offer**).
- (j) Accordingly, a total of 5,433,750 Retail Sub-Underwriter Options will be offered to Retail Sub-Underwriters. Fractional entitlements will be rounded up.
- (k) The Retail Sub-Underwriter Options will be issued on the same terms as the Placement Options and Entitlement Offers.
- (l) The Retail Sub-Underwriter Option Offer is conditional on Shareholder approval and is being made under this Prospectus.

*Shortfall Offer*

- (m) The Offers being made under this Prospectus also include the Shortfall Offer, which is the offer of New Securities not taken up under the Entitlement Offer (including the Top-Up Facility). See Sections 4.5 and 4.6 for further details.

### 3.2 Use of proceeds of the Capital Raising

The Company intends to use the proceeds of the Capital Raising, together with its existing cash reserves and anticipated R&D Tax Rebate (as disclosed in the Appendix 4C for the September 2024 quarter), as follows (assuming full subscription):

Sources of funds	Amount	Use	Amount
Cash Balance*	\$4.6m	ACCENT Trial Costs	\$5.9m
Anticipated R&D Tax Rebate**	\$4.0m	FOLFIRINOX <ul style="list-style-type: none"> <li>• Trial Costs</li> <li>• Shipping</li> <li>• Pharmacokinetic / Pharmacodynamic modelling</li> </ul>	\$6.3m
Capital Raise proceeds^	\$13.0	CMC Follow-on studies	\$1.9m

Sources of funds	Amount	Use	Amount
		Operations, pre-clinical, working capital	\$6.7m
		Offer costs	\$0.8m
<b>Total</b>	<b>\$21.6m</b>	<b>Total</b>	<b>\$21.6m</b>

Notes:

\* Cash balance as at 30 September 2024.

\*\* Subject to approval – expected August 2025. See ‘R&D Tax Rebate’ in Key Risks.

^ Assumes the Entitlement Offer and Placement are fully subscribed and the Director Placement is approved – see ‘Risks Associated with the Offer’ in Key Risks.

The Board reserves the right to vary the uses of funds raised from the Entitlement Offer and Placement at its discretion and in the interests of Shareholders.

### 3.3 Offer Price

Eligible Shareholders are being offered the opportunity to acquire New Shares at the same Offer Price as investors under the Placement, being \$0.115.

The Offer Price represents a discount of:

- (a) 14.8% to the closing Share price (as quoted on ASX) of \$0.135 on Tuesday, 29 October 2024 (being the last day on which a trade of Shares occurred prior to the Company’s entry into the trading halt on Wednesday, 30 October 2024);
- (b) 18.6% to the 5 day VWAP of Shares up to and including Tuesday, 29 October (being \$0.141); and
- (c) 22.3% to the 10 day VWAP of Shares up to and including Tuesday, 29 October (being \$0.148).

### 3.4 Offer Period

The Institutional Entitlement Offer and the Placement opened at 9.00am (Sydney time) on Wednesday, 30 October 2024 and closed at 5.00pm (Sydney time) on Thursday, 31 October 2024. The Retail Entitlement Offer opens on 9.00am (Sydney time) on Wednesday, 6 November 2024 and is scheduled to close at 5.00pm (Sydney time) on Friday, 22 November 2024.

The Company reserves the right to:

- (a) extend the Retail Entitlement Offer; or
- (b) close the Retail Entitlement Offer early,

at any time prior to the issue of New Securities (subject to the Corporations Act and the ASX Listing Rules and the terms of the Offers). The Company will announce to the ASX any such extension, early closure or withdrawal.

Eligible Retail Shareholders who wish to apply for New Securities under the Retail Entitlement Offer are encouraged to make their Application as soon as possible.

The Placement Option Offer opens on the date of this Prospectus and closes on the Retail Closing Date. The Retail Sub-Underwriter Option Offer opens on the date of this Prospectus and is expected to close on Thursday, 28 November 2024 (unless extended).



### 3.5 Minimum and maximum subscriptions

There is no minimum subscription under any of the Offers.

Eligible Shareholders who have subscribed for their full Entitlement under the Entitlement Offer are permitted to subscribe for Additional New Securities in excess of their Entitlement under the Top-Up Facility. The issue of Additional New Securities will depend on there being a shortfall in the take up of Entitlements under the Entitlement Offer.

No Placement Subscriber may apply for Placement Options in excess of their Entitlement.

No Retail Sub-Underwriter may apply for Retail Sub-Underwriter Options in excess of their entitlement, which represents 1.75 Options for every \$1.00 of Retail Sub-Underwriting Commitment.

### 3.6 Terms of Options and use of funds realised from exercise of Options

The Entitlement Options, Placement Options and Retail Sub-Underwriter Options (the **Options**) are being offered on identical terms, being:

- (a) each Option is exercisable for one Share at an exercise price of \$0.1725; and
- (b) each Option has an expiry date of 31 October 2027.

The offer and issue of Placement Options and Retail Sub-Underwriter Options is subject to Shareholder approval for the purposes of:

- (c) Listing Rule 7.1 for Placement Subscribers who are not Directors;
- (d) Listing Rule 10.11 for Placement Subscribers who are Directors; and
- (e) Listing Rule 7.1 for the Retail Sub-Underwriters (none of whom will be related parties of the Company).

The offer and issue of Entitlement Options is not subject to Shareholder approval.

The Options offered under this Prospectus will be issued for nil cash consideration. Accordingly, the Company will not raise any proceeds by the issue of Options.

If the Placement and Entitlement Offer are fully subscribed and Shareholders approve the Placement Option Offer and Retail Sub-Underwriter Option Offer, Amplia will issue approximately 90,298,868 Options.

If all of these Options were exercised, Amplia would raise gross proceeds of approximately \$15,576,555.

Any proceeds raised by the exercise of Options will be directed towards funding the Company's clinical trial program, and to working capital.

### 3.7 Ranking of New Shares and Shares issued on exercise of the Options

The New Shares issued under the Placement and Entitlement Offer, and the Shares issued on exercise of the Options issued under this Prospectus, will rank equally with existing, fully paid ordinary shares at their time of issue, save that the New Shares issued under the Placement and Entitlement Offer will be offered with free attaching Options.

### **3.8 Non-renounceable Offers**

The Entitlement Offer, Placement Option Offer and Retail Sub-Underwriter Option Offer are non-renounceable. Therefore you cannot trade Entitlements to participate in either of the Offers and you cannot transfer or otherwise dispose of Entitlements.

### **3.9 Withdrawal of Offers**

The Company reserves the right to withdraw any of the Offers and this Prospectus, at any time, subject to applicable laws and the terms of each of the Offers. In that case, Amplia will refund any Application Monies for New Securities (where the amount is \$2.00 or greater) in accordance with the Corporations Act and without payment of interest.

### **3.10 ASX quotation – New Shares and Options**

The Company will apply for quotation of the New Shares and Options issued under the Prospectus on ASX within 7 days after the date of the Original Prospectus, however there is no guarantee that the New Shares or Options will be quoted.

If ASX does not grant official quotation of the New Shares and Options offered pursuant to this Prospectus before the expiry of 3 months after the Prospectus Date, the Company will not issue any New Shares or Options and will repay all Application Monies for the New Shares applied for under the Entitlement Offer in accordance with section 724 of the Corporations Act (without interest).

In addition, ASX requires certain conditions to be met for quotation of the Options as a new class on ASX, including 'minimum spread' requirements. There is a risk that the ASX's quotation requirements are not met in respect of the Options, in which case the offer of Options may have to be voided in accordance with section 723 of the Corporations Act.

This may also have implications on any outstanding offer of New Shares under the Prospectus.

The fact that ASX may grant official quotation to the New Shares and Options is not to be taken in any way as an indication of the merits of the Company, the New Shares or the Options.

### **3.11 Clearing House Electronic Sub-Register System (CHES) and Issuer Sponsorship**

The Company will not be issuing Share or Option certificates. The Company is a participant in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Instead of Share and Option certificates, investors will be provided with a holding statement or confirmation notice that sets out the number of New Securities allotted to them under this Prospectus. The notice will also advise holders of their Holder Identification Number (**HIN**) or Securityholder Reference Number (**SRN**).

### **3.12 Lead Managers and underwriting**

The Placement and Entitlement Offer are being lead managed by the Lead Managers.

The Placement and Institutional Entitlement Offer are not underwritten.

The Retail Entitlement Offer is being underwritten by the Lead Managers (see Section 11.3).

### 3.13 Lead Manager Options

The Lead Managers (or their nominee(s)) will be issued up to 5,250,000 options pursuant to the Underwriting Agreement (see Section 11.3) on the following terms:

- (a) each option will be exercisable for one Share at an exercise price of \$0.23; and
- (b) each option will be exercisable at any time from its date of issue until expiry on the four year anniversary of its date of issue.

The final number of Lead Manager Options to be issued will depend on the proceeds of the Placement and Entitlement Offer (see Section 11.3).

The issue of Lead Manager Options is conditional on Shareholder approval.

Each Lead Manager is entitled to 50% of the number of Lead Manager Options issued.

The offer and issue of the Lead Manager Options is not being made under this Prospectus.

## 4 DETAILS OF THE ENTITLEMENT OFFER AND SHORTFALL OFFER

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### 4.1 Entitlement Offer

The Entitlement Offer made under this Prospectus relates to a pro rata, accelerated non-renounceable entitlement offer by Amplia to Eligible Shareholders, to be issued one New Share for every 6.45 Shares held on the Record Date (7.00pm on Friday, 1 November 2024), at the Offer Price of \$0.115 per New Share.

- (a) The Entitlement Offer has two components: the Institutional Entitlement Offer, which is due to settle on Wednesday, 6 November 2024 and is expected to raise up to approximately \$1.8 million via the issue of up to approximately 15.9 million New Shares and 11.9 million Options. The Institutional Entitlement Offer is not underwritten; and
- (b) the Retail Entitlement Offer, which opens on Wednesday, 6 November 2024 and is expected to close on Friday, 22 November 2024. The Retail Entitlement Offer is expected to raise up to approximately \$3.1 million via the issue of approximately 26.7 million New Shares and 20.0 Options. The Retail Entitlement Offer is underwritten by the Lead Managers.

Eligible Retail Shareholders who take up their full Entitlement may also apply for Additional New Securities at the same Offer Price under the Top-Up Facility. The maximum number of additional New Shares that an Eligible Retail Shareholder may apply for is capped at the number representing 100% of their Entitlement. Further details on how Eligible Retail Shareholders can take up their Entitlement and Additional New Securities under the Top-Up Facility are contained in Section 6.6 and the personalised Entitlement and Acceptance Form available at Computershare's Investor Centre.

For every four New Shares they are issued, Eligible Shareholders will also be issued three Entitlement Options at no further cost.

Fractional entitlements to New Shares and Entitlement Options will be rounded up to the nearest whole number of New Shares and Entitlement Options.

The Entitlement Offer is expected to raise gross proceeds of up to \$4.9 million before costs.

The Institutional Entitlement Offer is not underwritten and the Retail Entitlement Offer is fully underwritten. See Section 11.3 for further details.

#### 4.2 Participation in the Institutional Entitlement Offer

An **Eligible Institutional Shareholder** under this Prospectus is any Shareholder as at the Record Date who is an Institutional Investor and who the Lead Managers determine may receive an offer on behalf of the Company under the Institutional Entitlement Offer.

If you are an Eligible Institutional Shareholder, you are eligible to participate in the Institutional Entitlement Offer being conducted by the Company. An Institutional Investor on the Record Date who does not satisfy the criteria to be an Eligible Institutional Shareholder will not be entitled to participate in the Institutional Entitlement Offer.

#### 4.3 Participation in the Retail Entitlement Offer

Participation in the Retail Entitlement Offer is optional, subject to the eligibility criteria set out below and the terms and conditions of this Prospectus.

The Retail Entitlement Offer is only open to Eligible Retail Shareholders. An **Eligible Retail Shareholder** is a person who:

- (a) is registered as the holder of Shares as at 7.00pm (Sydney time) on the Record Date;
- (b) has a registered address in Australia or New Zealand, or are, in the opinion of the Company, otherwise eligible under all applicable securities laws to receive an offer of New Shares (and Entitlement Options) under the Entitlement Offer;
- (c) who is not an Eligible Institutional Shareholder;
- (d) is not in the United States nor acting for the account or benefit of a person in the United States or elsewhere outside of Australia or New Zealand; and
- (e) does not hold Shares on behalf of another person who resides outside of Australia or New Zealand (unless they hold Shares in another eligible capacity).

Joint holders of Shares will be taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder.

#### 4.4 Ineligible Shareholders

The Entitlement Offer is not being extended to anyone who is not an Eligible Shareholder (**Ineligible Shareholder**). The Company has determined pursuant to ASX Listing Rule 7.7.1 that:

- (a) making the Institutional Entitlement Offer to Shareholders with a registered address outside of Australia, New Zealand, Hong Kong, Singapore and the United Kingdom; and
- (b) making the Retail Entitlement Offer to Shareholders with a registered address outside Australia and New Zealand,

is not reasonable in the circumstances, taking into account:

- (c) the number of Shareholders outside such jurisdictions;
- (d) the number and value of the securities to be offered to Shareholders outside of such jurisdictions; and
- (e) the cost of complying with the legal requirements and requirements of regulatory authorities in the overseas jurisdictions.

Accordingly, the Company is not required to, and does not, make offers under the Prospectus to Shareholders outside of the above jurisdictions under the Entitlement Offer unless, in the opinion of the Company, that Shareholder would be eligible under all applicable securities laws to receive an offer of New Shares and Entitlement Options under the Entitlement Offer.

The Company may (in its absolute discretion) extend the Entitlement Offer to any Shareholder in other foreign jurisdictions (subject to compliance with applicable laws). The Entitlement Offer is not available to any ineligible person in the United States or any person acting for the account or benefit of a person in the United States. The Company will notify all Ineligible Shareholders of the Entitlement Offer and advise that the Company is not extending the Entitlement Offer to those Shareholders.

#### **4.5 Top-Up Facility**

The Entitlement Offer incorporates a Top-Up Facility under which Eligible Retail Shareholders who have subscribed for their full Entitlement can apply for Additional New Securities in excess of their Entitlement, capped at an amount representing 100% of their Entitlement. The issue of Additional New Securities will depend on there being a shortfall in the take up of Entitlements under the Entitlement Offer (the Additional New Securities available under the Top-Up Facility will also be drawn from Entitlements of Ineligible Retail Shareholders).

Eligible Retail Shareholders who wish to apply for Additional New Securities under the Top-Up Facility can do so by paying the Application Monies for an amount equal to the Offer Price multiplied by the number of New Shares that you are applying for.

Directors are not permitted to apply for Additional New Securities.

(a) *Allocation of shortfall among applicants under the Top-Up Facility*

If Eligible Retail Shareholders submit Applications under the Top-Up Facility, any allocation of Additional New Securities among those applicants, will be considered and determined by the Board at its discretion, taking into account the total shortfall, the number of Additional New Securities applied for and each Applicant's current Shareholding.

In the event that the Entitlement Offer shortfall is less than the number of New Securities applied for under the Top-Up Facility, scale back will apply to applicants under the Top-Up Facility at the discretion of the Directors and to the extent permitted by law.

To the extent that there is a shortfall in the Entitlement Offer, Additional New Securities will be allocated in priority to Eligible Retail Shareholders (up to the cap).

(b) *No certainty regarding allocations*

As a consequence of the arrangements described above, there can be no guarantee of the number of Additional New Securities available to Eligible Retail Shareholders under the Top-Up Facility.

Eligible Retail Shareholders who apply for Additional New Securities under the Top-Up Facility will be bound to accept any lesser number of Additional New Securities allocated to them in accordance with the allocation procedure described above. If you do not receive all of the Additional New Securities you applied for, any excess Application Monies will be returned to you without interest.

(c) *Takeover law requirements*

It is the responsibility of each Eligible Retail Shareholder to ensure that it will not breach the takeovers provisions under the Corporations Act by applying for Additional New Securities

under the Top-Up Facility. These provisions are set out in section 606 of the Corporations Act. No Eligible Retail Shareholder will be permitted to acquire Additional New Securities under the Top-Up Facility to the extent the Directors consider (acting reasonably) that doing so would result in a contravention of the takeovers limits in section 606 of the Corporations Act (in circumstances where an exception in section 611 of the Corporations Act does not apply).

#### **4.6 Shortfall Offer**

To the extent the Shortfall Securities are not taken up in the Institutional Entitlement Offer and Retail Entitlement Offer, the Company and the Lead Managers will invite Institutional Investors (including sub-underwriters) to subscribe for those Shortfall Securities (together with the New Shares and Options that would have been offered to Ineligible Institutional Shareholders and Ineligible Retail Shareholders) in the Shortfall Offer.

If any Shortfall Securities remain after Shareholders have taken up their Entitlements (including under the Top-Up Facility), the Directors reserve the right pursuant to the Corporations Act and the ASX Listing Rules, specifically Listing Rule 7.2 (exception 3), to allot and issue any Shortfall Securities with Institutional Investors selected by them at their discretion (including the Retail Sub-Underwriters). All Shortfall Securities will be placed within 3 months of the Retail Closing Date and will be issued on the same terms as are being offered to Shareholders pursuant to this Prospectus. New Shares and Entitlement Options not taken up by Shareholders will not be placed to the Directors or any related parties of the Company, without Shareholder approval. The Company will not place any Shortfall Securities to any person if it may result in that person breaching the Corporations Act or the ASX Listing Rules.

#### **4.7 The Shortfall Offer is made under this Prospectus and will close 3 months after the Retail Closing Date. Participation by existing option holders**

Holders of existing options will not be able to participate in the Entitlement Offer unless they:

- (a) have exercised their existing options under the terms of their issue and become registered as Shareholders prior to the Record Date; and
- (b) participate in the Entitlement Offer as an Eligible Shareholder in respect of the Shares issued on exercise of the existing options.

#### **4.8 Issue of New Shares and Entitlement Options**

The Company will conduct the Institutional Entitlement Offer during the period set out in the "Key Dates" Section. The issue of Entitlement Options under the Institutional Entitlement Offer is expected to take place at the same time as the Entitlement Options issued under the Retail Entitlement Offer.

The issue of New Shares and Entitlement Options under the Retail Entitlement Offer is expected to take place on Friday, 29 November 2024. It is expected that New Shares issued under the Retail Entitlement Offer will commence trading on a normal settlement basis on the ASX on Monday, 2 December 2024. Holding statements are expected to be dispatched on or around Tuesday, 3 December 2024.

The Entitlement Options are expected to commence trading (subject to satisfaction of ASX's quotation conditions) on Thursday, 12 December 2024.

These dates are subject to change at the absolute discretion of the Company.

Pending the issue of the New Shares and Entitlement Options or payment of refunds under this Prospectus, all Application Monies will be held by the Company in trust for the Applicants in a separate bank account as required by the Corporations Act. The Company will be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim interest.

#### **4.9 Brokerage and Stamp Duty**

No brokerage fee is payable by Eligible Shareholders who accept their Entitlement. No stamp duty is payable for subscribing for New Securities under the Entitlement Offer.

#### **4.10 Notice to nominees and custodians**

Nominees and custodians may not distribute any part of this Prospectus or any Entitlement and Acceptance Form in any country outside Australia or New Zealand, except to beneficial holders of Shares in Australia or New Zealand, and beneficial holders of Shares who are institutional or professional investors in other countries that the Company has approved as being a country in which investors are eligible to participate, as well as any other country to the extent the Company may determine it is lawful and practical to make the Entitlement Offer.

## **5 DETAILS OF THE PLACEMENT OPTION OFFER AND RETAIL SUB-UNDERWRITER OPTION OFFER**

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### **5.1 The Placement Option Offer**

Under this Prospectus, participants in the Placement and Director Placement will be issued three Placement Options for every four New Shares to be issued to them under the Placement.

A total of up to approximately 52,911,826 Placement Options will be issued pursuant to the Placement Option Offer.

The Placement Options will be issued on the same terms as the Entitlement Options.

### **5.2 The Retail Sub-Underwriter Option Offer**

Under this Prospectus, Retail Sub-Underwriters will be offered 1.75 Retail Sub-Underwriter Options for every \$1.00 of New Shares that they commit to sub-underwrite out of the Shortfall Securities in connection with the Retail Entitlement Offer.

A total of up to approximately 5,433,750 Retail Sub-Underwriter Options will be issued pursuant to the Retail Sub-Underwriter Option Offer.

The Retail Sub-Underwriter Options will be issued on the same terms as the Entitlement Options and the Placement Options.

### **5.3 Placement Option Offer and Retail Sub-Underwriter Option Offer conditional**

The Placement Option Offer and the Retail Sub-Underwriter Option Offer are conditional on Shareholder approval.

### **5.4 Offer price**

The Placement Options and the Retail Sub-Underwriter Options will be issued for nil consideration.

### **5.5 Offer Period**

The Placement Option Offer is scheduled to close at 5.00pm (Sydney time) on the Retail Closing Date.

The Retail Sub-Underwriter Option Offer opens on the date of this Prospectus and is scheduled to close on Thursday, 28 November 2022 (unless extended).

The Company reserves the right to:

- (a) extend the Placement Option Offer and/or the Retail Sub-Underwriter Option Offer;
- (b) close the Placement Option Offer and/or the Retail Sub-Underwriter Option Offer early; or
- (c) withdraw the Placement Option Offer and/or the Retail Sub-Underwriter Option Offer, at any time by making an announcement to the ASX.

## 5.6 Participation in the Placement Option Offer and Retail Sub-Underwriter Option

Participation in the Placement Option Offer is only open to Placement Subscribers.

Participation in the Retail Sub-Underwriter Option Offer is only open to Retail Sub-Underwriters.

If you are in any doubt about the Placement Option Offer or Retail Sub-Underwriter Option Offer, or how participation will affect you, you should seek independent financial and taxation advice.

To participate in the Placement Option Offer or Retail Sub-Underwriter Options, an Applicant represents and warrants that:

- (a) it acknowledges that the Options (and any underlying ordinary shares) have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdictions in the United States and accordingly, the Options may not be offered or sold in the United States except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and any other applicable US state securities laws;
- (b) it has not and will not send this Prospectus or any other document relating to the Placement Option Offer or Retail Sub-Underwriter Option Offer to any person in the United States or elsewhere outside of Australia or New Zealand;
- (c) if the Applicant is in **Hong Kong**, it participated in the Placement or is a Retail Sub-Underwriter and is a 'professional investor' as defined under the Securities and Futures Ordinance of Hong Kong, Chapter 571 of the Laws of Hong Kong;
- (d) if the Applicant is in **New Zealand**, it participated in the Placement or is a Retail Sub-Underwriter and is a person who:
  - (i) is an investment business within the meaning of clause 37 of Schedule 1 of the Financial Markets Conduct Act 2013 (New Zealand) (the **FMC Act**);
  - (ii) meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
  - (iii) is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
  - (iv) is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
  - (v) is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act (and, if an eligible investor, has provided the necessary certification);
- (e) if the Applicant is in **Singapore**, it participated in the Placement or is a Retail Sub-Underwriter and is an "institutional investor" or an "accredited investor" (as such terms are defined in the Securities and Futures Act 2001 of Singapore); and
- (f) if the Applicant is in the **United Kingdom**, it participated in the Placement or is a Retail Sub-Underwriter and is:



- (i) a 'qualified investor' within the meaning of Article 2(e) of the UK Prospectus Regulation; and
- (ii) within the categories of persons referred to in Article 19(5) (investment professionals) or Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the UK Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended; and
- (g) if the Applicant is in the United States, it participated in the Placement or is a Retail Sub-Underwriter and is an Accredited Investor.

Please also see Section 6.13 for further information.

## **5.7 Action in relation to Placement Option Offer and Retail Sub-Underwriter Option Offer**

See Section 6.1 below.

## **5.8 Effect of receiving Options**

If you are issued Options under the Placement Option Offer or Retail Sub-Underwriter Option Offer, you:

- (a) acknowledge that you have not been provided with investment advice or financial product advice by the Company or its Directors and have made your own enquiries before making an investment decision;
- (b) agree that your Application is made on the terms and conditions set out in this Prospectus and the Constitution;
- (c) acknowledge that the Company is not liable for any exercise of its discretions referred to in this Prospectus; and
- (d) are in compliance with all relevant laws and regulations (including, without limitation, section 1043A of the Corporations Act and laws and regulations designed to restrict terrorism financing and/or money laundering).

## **5.9 ASX listing**

Application for official quotation of the Options offered under this Prospectus will be made within seven days of the date of the Original Prospectus.

If the Placement Options and/or Retail Sub-Underwriter Options are not admitted to official quotation by the ASX before the expiration of three months after the date of issue of this Prospectus, or such period as varied by ASIC, the Company may not issue those Options.

The fact that the ASX may grant official quotation to the Options is not to be taken in any way as an indication of the merits of the Company or the Options now offered for subscription.

## **5.10 Issue of Options**

The issue of Options under the Placement Option Offer and Retail Sub-Underwriter Option Offer will take place as soon as practicable after the Extraordinary General Meeting is held (subject to Shareholder approval).

The Company expects that the relevant Options will be issued on or around Tuesday, 10 December 2024.

It is expected that the Options will commence trading on a normal settlement basis on the ASX on or around Thursday, 12 December 2024, subject to satisfaction of ASX's quotation requirements.

Holding statements are expected to be dispatched on or around Friday, 13 December 2024. These dates are subject to change at the absolute discretion of the Company.

#### **5.11 Modification of the Placement Option Offer or Retail Sub-Underwriter Option Offer**

The Company may modify the Placement Option Offer and/or the Retail Sub-Underwriter Option Offer at any time. The Company will notify the ASX of any such modification however the omission to give notice of any such modification or the failure of the ASX to receive such notice will not invalidate the modification.

The Company may settle in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with, or by reason of, the operation of the Placement Option Offer or the Retail Sub-Underwriter Option Offer, whether generally or in relation to any participant, and the decision of the Company will be conclusive and binding on all participants and other persons to whom the determination relates.

## **6 APPLYING UNDER THE OFFERS**

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### **6.1 Applying for Options under the Placement Option Offer and Retail Sub-Underwriter Option Offer**

Applications for:

- (a) Placement Options under the Placement Option Offer may only be submitted by the Placement Subscribers (or their nominees); and
- (b) Retail Sub-Underwriter Options under the Retail Sub-Underwriter Option Offer may only be submitted by the Retail Sub-Underwriters (or their nominees),

and must be made using the Application Form that accompanies this Prospectus and is provided directly to the Placement Subscribers and Retail Sub-Underwriters by the Lead Managers or the Company, except that the Application Form provided to Accredited Investors must be delivered by the Company.

Completed Application Forms must be received by the Lead Managers or the Company by no later than:

- (c) 5.00pm on the Retail Closing Date in respect of the Placement Option Offer, unless extended by the Company; and
- (d) 5.00pm on Thursday, 28 November 2024 (the same date as settlement of the Retail Entitlement Offer) in respect of the Retail Sub-Underwriter Option Offer,

unless extended by the Company.

The Offer of Placement Options and Retail Sub-Underwriter Options is conditional upon Shareholder approval.

### **6.2 Entitlement Offer**

Only Eligible Shareholders, being Shareholders on the Share register at 7.00pm on the Record Date (Friday, 1 November 2024) are permitted to participate in the Entitlement Offer.

### 6.3 Institutional Entitlement Offer

The Company will conduct the Institutional Entitlement Offer during the period set out in the “Key Dates” Section above. The Lead Managers will provide Eligible Institutional Shareholders with the details of their Entitlements and how to apply under the Institutional Entitlement Offer at the commencement of the Institutional Entitlement Offer.

The New Shares and Entitlement Options offered under the Institutional Entitlement Offer, are expected to be issued on Thursday, 7 November 2024. The Entitlement Options offered under the Institutional Entitlement Offer are expected to commence trading (subject to satisfaction of ASX’s quotation conditions) on Thursday, 12 December 2024.

### 6.4 Retail Entitlement Offer

A personalised Entitlement and Acceptance Form will be made available to Eligible Retail Shareholders via Computershare’s Investor Centre at [www.investorcentre.com/au](http://www.investorcentre.com/au). An electronic version of the Prospectus will accompany the Entitlement and Acceptance Form.

This Prospectus does not constitute an offer to issue New Securities in any place in which, or to any person to whom, it would not be lawful to make that offer.

The number of New Securities that Eligible Retail Shareholders are entitled to under the Entitlement Offer (i.e. their Entitlement) is shown on their personalised Entitlement and Acceptance Form.

Eligible Shareholders may:

- (a) take up part or all their Entitlement (refer to Section 6.5);
- (b) take up all of their Entitlement and apply for Additional New Securities under the Top-Up Facility (refer to Section 6.6); or
- (c) do nothing and let their Entitlement lapse (refer to Section 6.7).

Ineligible Shareholders are not entitled to participate in the Entitlement Offer.

### 6.5 If you wish to take up all or part of your Entitlement under the Retail Entitlement Offer

If you wish to take up part or all of your Entitlement, please follow the instructions on your personalised Entitlement and Acceptance Form accessed online via Computershare’s Investor Centre at [www.investorcentre.com/au](http://www.investorcentre.com/au).

You will need to provide your SRN HIN and postcode to access the online application system and follow the instructions provided, including paying your Application Monies via BPAY using the details set out in your personalised Entitlement and Acceptance Form.

For New Zealand Shareholders only, you will be provided with alternative electronic funds transfer (EFT) payment arrangements for the payment of your Application Monies on your Entitlement and Acceptance Form. Where you do not have an account that supports BPAY transactions to an Australian bank account, please make your payment via EFT using the details set out in your Entitlement and Acceptance Form.

Please allow enough time to submit your Application so that your Application Monies are received by the Share Registry by no later than 5.00pm (Sydney time) on Friday, 22 November 2024.

Amplia reserves the right (in its absolute discretion) to reduce the number of New Securities issued, if it believes their claims to be overstated or if they or their nominees fail to provide information to substantiate their claims to the Company’s satisfaction.

**6.6 If you wish to take up all of your Entitlement and apply for New Securities under the Top-Up Facility**

Follow the instructions on your personalised Entitlement and Acceptance Form to take up all of your Entitlement and apply for Additional New Securities in accordance with the instructions provided on your personalised Entitlement and Acceptance Form.

**6.7 If you wish to allow your Entitlement to lapse**

If you do not wish to accept all or any part of your Entitlement, do not take any further action and that part of your Entitlement will lapse.

**6.8 Payment for your Entitlement**

If you reside in Australia, you are required to pay your Application Monies using BPAY.

For New Zealand Shareholders only, you will be provided with alternative electronic funds transfer (**EFT**) payment arrangements for the payment of your Application Monies on your Entitlement and Acceptance Form. Where you do not have an account that supports BPAY transactions to an Australian bank account, please make your payment via EFT using the details set out in your Entitlement and Acceptance Form (refer to Section 6.8(b) below).

Cash, cheque, bank draft or money order payments will not be accepted. Receipts for payment will not be issued.

Amplia will treat you as applying for as many New Securities as your payment will pay for in full, up to your Entitlement (including if applicable the Top-Up Facility).

Any Application Monies received for more than your final allocation of New Shares will be refunded as soon as practicable after the close of the Entitlement Offer. No interest will be paid to Applicants on any Application Monies received or refunded.

(a) Payment by BPAY

For payment by BPAY, please follow the instructions on your personalised Entitlement and Acceptance Form, available via Computershare's Investor Centre at [www.investorcentre.com/au](http://www.investorcentre.com/au). You can only make payment via BPAY if you are the holder of an account with an Australian financial institution that supports BPAY transactions.

Please make sure you use the specific Biller Code and your unique Customer Reference Number (**CRN**) on your personalised Entitlement and Acceptance Form. If you have multiple holdings and consequently receive more than one personalised Entitlement and Acceptance Form, when taking up your Entitlement in respect of one of those holdings only use the CRN specific to that holding. If you do not use the correct CRN specific to that holding your Application will not be recognised as valid.

Please note that by paying by BPAY:

- (i) you do not need to submit a paper copy of your personalised Entitlement and Acceptance Form but are taken to make the declarations, representations and warranties on that Entitlement and Acceptance Form and in Section 6.9 below; and
- (ii) if you do not pay for your full Entitlement you are deemed to have taken up your Entitlement in respect of such whole number of New Securities which is covered in full by your Application Monies.

It is your responsibility to ensure that your BPAY payment is received by the Share Registry by no later than 5.00pm (Sydney time) on Friday, 22 November 2024. You should be aware that your financial institution may implement earlier cut-off times with regard to electronic payment and you should therefore take this into consideration in the timing of when you make payment.

(b) Payment by EFT

Eligible Shareholders in New Zealand who do not have access to BPAY should refer to the Electronic Funds Transfer (**EFT**) details outlined with their personalised Entitlement and Acceptance Forms.

It is your responsibility to ensure that your EFT payment is received by the Share Registry by no later than 5.00pm (Sydney time) on Friday, 22 November 2024. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment.

Your EFT payment must be:

- (i) for an amount equal to A\$0.115 multiplied by the number of New Shares that you are applying for; and
- (ii) in Australian currency.

Where you will be making an EFT payment from New Zealand dollars (or other currency), please ensure that sufficient funds are transferred to cover all currency conversion costs so that the full amount of your Application Monies is received by the Share Registry. If the amount of your EFT payment for Application Monies (or the amount for which the EFT payment clears in time for allocation) is insufficient to pay in full for the number of New Securities you have applied for in your personalised Entitlement and Acceptance Form, you will be taken to have applied for such lower whole number of New Securities as your cleared Application Monies will pay for (and to have specified that number of New Securities on your personalised Entitlement and Acceptance Form). Alternatively, your Application will not be accepted.

## 6.9 Eligible Shareholder declarations

A completed Application, or a payment made through BPAY or EFT, constitutes a binding offer to acquire New Securities on the terms and conditions set out in this Prospectus and, once lodged or paid, cannot be withdrawn. If an Application Form is not completed correctly it may still be treated as a valid application for New Securities. The Directors' decision whether to treat an acceptance as valid, and how to construe, amend or complete the Application Form, is final.

By completing and submitting your Application Form or making a payment by BPAY or EFT, you will be deemed to have acknowledged, represented and warranted for the benefit of the Company and the Lead Managers, on behalf of each person on whose account you are acting that you are an Eligible Shareholder and:

- (a) you have received, read and understand this Prospectus and your Application Form in their entirety;
- (b) you agree to be bound by the terms and conditions of the Entitlement Offer, the provisions of this Prospectus, your Application Form, and the Constitution;
- (c) you authorise the Company to register you as the holder(s) of New Securities allotted to you;

- (d) all details and statements in the Application Form are complete, accurate and up to date;
- (e) you are over 18 years of age and have full legal capacity and power to perform all of your rights and obligations under the Application Form;
- (f) you accept that there is no cooling off period under the Entitlement Offer and that once the Company receives your Application Form or any payment of Application Monies (via BPAY or any other form of payment), you may not withdraw your Application or funds provided except as allowed by law;
- (g) you agree to apply for and be issued up to the number of New Securities specified in the Application Form, or for which you have submitted payment of any Application Monies via BPAY or any other form of payment, at the Offer Price per New Share;
- (h) you authorise the Company, the Lead Managers, the Share Registry and their respective officers and agents to do anything on your behalf necessary for New Securities to be issued to you, including to act on instructions of the Share Registry upon using the contact details set out in your Application Form;
- (i) you declare that you are the registered holder(s) at the Record Date of the Shares indicated on the Application Form as being held by you;
- (j) the information contained in this Prospectus and your Application Form is not investment advice nor a recommendation that New Securities are suitable for you given your investment objectives, financial situation or particular needs;
- (k) you acknowledge the statement of risks in the “Risk Factors” outlined in Section 9 of this Prospectus, and that investments in the Company are subject to risks, not all of which are disclosed in this Prospectus;
- (l) you acknowledge that none of the Company or the Lead Managers or their respective related bodies corporate and affiliates and their respective directors, officers, partners, employees, representatives, agents, consultants or advisers, guarantees the performance of the Company, nor do they guarantee the repayment of capital;
- (m) you agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Entitlement Offer and of your holding of Shares on the Record Date;
- (n) you authorise the Company to correct any errors in your Application Form or other form provided by you;
- (o) you represent and warrant that the law of any place does not prohibit you from being given this Prospectus and the Application Form, nor does it prohibit you from making an Application for New Securities and that you are otherwise eligible to participate in the Entitlement Offer;
- (p) you are an Eligible Shareholder and are not in the United States and are not a person acting for the account or benefit of a person in the United States;
- (q) if you are acting as a nominee or custodian, (i) each beneficial holder on whose behalf you are submitting the Entitlement and Acceptance Form is resident in Australia or New Zealand, (ii) you are not acting for the account or benefit of a person in the United States and (iii) will not send any materials relating to the Entitlement Offer to any person in the United States or any country where it would be illegal; and
- (r) you make all other representations and warranties set out in this Prospectus.

## **6.10 Validity of Application Forms**

An Application Form may only be distributed with, attached to or accompanied a complete and unaltered copy of this Prospectus (including an electronic copy of the Prospectus). By completing and lodging an Application Form received with this Prospectus (or by making payment by BPAY or EFT), the applicant represents and warrants that they have personally received a complete and unaltered copy of this Prospectus before completing the Application Form.

The Company will not accept a completed Application Form if it has reason to believe the applicant has not received a complete copy of the Prospectus or it has reason to believe that the Application Form has been altered in any way.

## **6.11 Refunds**

Refunds under the Entitlement Offer may be paid under various circumstances. If a refund is made, payment will be by cheque or deposit into your previously nominated bank account. You will not receive any interest on funds refunded to you.

## **6.12 Taxation**

It is the responsibility of all investors to satisfy themselves of the particular taxation treatment that applies to them in relation to the Offers. You should consult your professional tax adviser. The Company, the Directors and the Lead Managers do not accept any liability or responsibility in respect of the taxation consequences of the matters referred to in this Prospectus.

## **6.13 Foreign Selling Restrictions**

This Prospectus does not constitute an offer of New Shares or Options in any jurisdiction where, or to any person to whom, the offer or invitation would be unlawful. In particular, this Prospectus may not be distribution to any person, and the New Shares and Options may not be offered or sold, in any country outside Australia except to the extent permitted below.

### **Hong Kong**

**WARNING:** This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). Accordingly, this document may not be distributed, and the New Shares and Options may not be offered or sold, in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the New Shares and Options has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares and Options that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Shares and Options may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

## **New Zealand**

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the “**FMC Act**”).

The New Shares and Options are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

This document has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

Other than in the entitlement offer, the New Shares and Options may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who:

- (a) is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- (b) meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- (c) is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- (d) is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- (e) is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

## **Singapore**

This document and any other materials relating to the New Shares and Options have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares and Options, may not be issued, circulated or distributed, nor may the New Shares and Options be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part 13 of the Securities and Futures Act 2001 of Singapore (the “SFA”) or another exemption under the SFA.

This document has been given to you on the basis that you are an “institutional investor” or an “accredited investor” (as such terms are defined in the SFA). If you are not such an investor, please return this document immediately. You may not forward or circulate this document to any other person in Singapore. Any offer is not made to you with a view to the New Shares or Options being subsequently offered for sale to any other party in Singapore. On-sale restrictions in Singapore may be applicable to investors who acquire New Shares and Options. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

## **United Kingdom**

Neither this document nor any other document relating to the Offers has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended



(“FSMA”)) has been published or is intended to be published in respect of the New Shares and Options.

The New Shares and Options may not be offered or sold in the United Kingdom by means of this document or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This document is issued on a confidential basis in the United Kingdom to “qualified investors” within the meaning of Article 2(e) of the UK Prospectus Regulation. This document may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New Shares and Options has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company. In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (“FPO”), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (“relevant persons”). The investment to which this document relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this document.

#### **United States**

This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The New Shares and Options, and the underlying ordinary shares, have not been, and will not be, registered under the US Securities Act of 1933 or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares and Options may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

## **7 PURPOSE AND EFFECT OF THE OFFERS**

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### **7.1 Purpose of the Offers**

The Entitlement Offer (including the Shortfall Offer) will raise gross proceeds of up to approximately \$4.9 million before costs. The Placement (which is not being undertaken pursuant to this Prospectus) will raise up to approximately \$7.8 million and the Director Placement will raise up to approximately \$0.3 million.

The funds raised will be applied as described in Section 3.2.

Any funds raised through the exercise of Options issued under this Prospectus will be directed to working capital.

### **7.2 Effect of the Offers**

#### *Entitlement Offer*

Assuming the Entitlement Offer is fully subscribed, the Company expects that it will issue a maximum of approximately 42,604,389 New Shares and 31,953,292 Entitlement Options under the Entitlement Offer (subject to rounding). This includes the New Securities which may be issued under the Shortfall Offer.

Assuming the Entitlement Offer is fully subscribed, if all Entitlement Options issued under the Entitlement Offer are exercised, an additional 31,953,292 New Shares will be issued for total proceeds of approximately \$5,511,943.

Accordingly, up to 74,557,681 Shares may be issued under, or in connection with, the Entitlement Offer.

#### *Placement Option Offer*

Assuming the Placement is fully subscribed, the Company expects to issue 67,723,015 New Shares under the Placement and 2,826,087 Shares under the Director Placement to raise gross proceeds of approximately \$8.1 million. The offer of New Shares under the Placement and Director Placement is not being made under this Prospectus.

Assuming the Placement (and Director Placement) is fully subscribed, the Company will issue (subject to Shareholder approval) approximately 52,911,826 Placement Options under the Placement Option Offer (subject to rounding).

If all Placement Options issued under the Placement Option Offer are exercised, approximately 52,911,826 New Shares will be issued for total proceeds of approximately \$9,127,290.

### **7.3 Summary of effect on capital structure of the Company**

The table in the 'Key Details of the Capital Raising' shows the capital structure of the Company as at the Prospectus Date and on completion of the Offers and the Placement and Director Placement (assuming no options are exercised in the intervening period). It assumes all New Shares (and Entitlement Options) are issued under the Entitlement Offer, all New Shares are issued under the Placement and Director Placement and all Options are issued under their respective Offers.

The figures in the table will vary slightly due to rounding of Entitlements.

### **7.4 Effect on Shareholdings**

The Placement will have the effect of diluting the percentage Shareholdings of Shareholders who do not participate in the Placement.

The Entitlement Offer will have the effect of diluting the percentage Shareholdings of Shareholders who do not participate in the Entitlement Offer (including under the Top-Up Facility). In particular:

- (a) Shareholders who do not take up their full pro rata entitlement under the Entitlement Offer will have their percentage Shareholding in the Company diluted following the issue of New Shares under the Entitlement Offer and the Placement and further diluted on the exercise of any Options;
- (b) Shareholders who take up their full pro rata entitlement under the Entitlement Offer will maintain their percentage Shareholding under the Entitlement Offer (which will be further increased on the exercise of any Options by those Shareholders) but will be diluted as a result of the Placement;
- (c) Shareholders who take up their full pro rata entitlement under the Entitlement Offer and receive New Securities under the Top-Up Facility will increase their percentage Shareholding in the Company under the Entitlement Offer to the extent they receive additional New Shares under the Top-Up Facility (which will be further increased on the exercise of any Options by them) but will be diluted as a result of the Placement; and
- (d) the proportional Shareholdings of Ineligible Shareholders will be diluted by the Entitlement Offer and the Placement.

The Options issued pursuant to this Prospectus will, if exercised, dilute the percentage Shareholdings of Shareholders who do not hold (and exercise) Options.

By way of example, if a Shareholder held 500,000 Shares on the Record Date, does not participate in the Placement and the Offers are fully subscribed:

- (e) its percentage Shareholding would be 0.18% on the Record Date;
- (f) its percentage Shareholding would be 0.14% after the issue of New Shares under the Placement and Director Placement;
- (g) its percentage Shareholding would be 0.13% after the issue of New Shares under the Placement, Director Placement and Entitlement Offer; and
- (h) its percentage Shareholding would be further diluted on the exercise of Options.

#### **7.5 Dilutive effect of the issue of Options under this Prospectus**

Assuming all of the New Shares are issued under the Placement and Entitlement Offer, the Company will have on issue 387,951,803 Shares.

Assuming the issue of all of the securities contemplated by this Prospectus, in the event that:

- (a) all 52,911,826 of the Placement Options (only) are exercised, there would be a total of 440,863,629 Shares on issue and the dilution would be 12.0%; or
- (b) all 31,953,292 of the Entitlement Options (only) are exercised, there would be a total of 419,905,095 Shares on issue and the dilution would be 7.61%;
- (c) all 5,433,750 of the Retail Sub-Underwriter Options (only) are exercised, there would be a total of 393,385,553 Shares on issue and the dilution would be 1.38%; or
- (d) all 90,298,868 of the Placement Options, Entitlement Options and Retail Sub-Underwriter Options are exercised, there would be a total of 478,250,671 Shares on issue and the dilution would be 18.88%.

#### **7.6 Effect of the Entitlement Offer and Placement on the control of Amplia**

The Company has managed (and will manage) the Placement and Entitlement Offer such that it does not anticipate that the acquisition of New Shares by any Shareholder will result in any Shareholder obtaining a relevant interest in 20% or more of the Company's Shares.

The Company therefore does not expect that the Entitlement Offer and Placement will have any material effect on the control of the Company.

#### **7.7 Substantial holdings**

The table below sets out the Shareholders with a substantial Shareholding (ie 5% or more) as at the Prospectus Date.

Shareholder	# of Shares	% at Prospectus Date
Platinum Investment Management Limited	35,337,132	12.89%
Blueflag Holdings Pty Limited	18,861,500	6.94%
Acorn Capital Ltd	18,266,801	6.65%

## 8 FINANCIAL INFORMATION

### 8.1 Historical and pro forma consolidated balance sheet as at 31 March 2024

This Section contains a summary of the audited historical financial information for Amplia as at 31 March 2024 (**Historical Financial Information**) and a pro-forma historical statement of the financial position as at 31 March 2024 (**Pro Forma Historical Financial Information**) (collectively, **Financial Information**).

The Financial Information has been prepared to illustrate the effect of the pro forma adjustments described in Section 8.3 below.

\$AUD	31 March 2024 (audited)	June 2024. Quarter Movement	September 2024 Quarter Movement	Placement & Entitlement Offer	Pro-forma Statement (unaudited)
<b>Current Assets</b>					
Cash and cash equivalents	3,385,310	1,427,690	-255,000	12,200,000	16,778,000
R&D tax incentive receivable	3,177,718		-3,177,718		0
Prepayments	74,177				74,177
Other current assets	116,020				116,020
<b>Total Current Assets</b>	<b>6,753,225</b>	<b>1,427,690</b>	<b>-3,432,718</b>	<b>12,200,000</b>	<b>16,968,197</b>
<b>Non-Current Assets</b>					
Property, plant and equipment	12,634				12,634
Right of use assets	88,284				88,284
Intangibles	7,937,932				7,937,932
Other assets	53,033				53,033
<b>Total Non-Current Assets</b>	<b>8,091,883</b>				<b>8,091,883</b>
<b>Total Assets</b>	<b>14,845,108</b>	<b>1,427,690</b>	<b>-3,432,718</b>	<b>12,200,000</b>	<b>25,060,080</b>
<b>Current Liabilities</b>					
Accounts payable and accrued liabilities	1,790,299				1,790,299
Borrowings	1,491,849		-1,491,849		0

<b>\$AUD</b>	<b>31 March 2024 (audited)</b>	<b>June 2024. Quarter Movement</b>	<b>September 2024 Quarter Movement</b>	<b>Placement &amp; Entitlement Offer</b>	<b>Pro-forma Statement (unaudited)</b>
Lease liabilities	80,826	-7,107	-21,000		52,719
Provisions	40,471				40,471
<b>Total Current Liabilities</b>	<b>3,403,445</b>	<b>-7,107</b>	<b>-1,512,849</b>		<b>1,883,489</b>
<b>Non Current Liabilities</b>					
Lease liabilities	13,893	-13,893			0
Provisions	9,461				9,461
<b>Total Non-Current Liabilities</b>	<b>23,354</b>	<b>-13,893</b>			<b>9,461</b>
<b>Total Liabilities</b>	<b>3,426,799</b>	<b>-21,000</b>	<b>-1,512,849</b>		<b>1,892,950</b>
<b>Net Assets</b>	<b>11,418,309</b>	<b>1,448,690</b>	<b>-1,919,869</b>	<b>12,200,000</b>	<b>23,167,130</b>
<b>Equity</b>					
Issued capital	151,529,215	3,976,000		12,200,000	167,725,215
Reserves	-1,096,539				-1,096,539
Accumulated Losses	-139,014,367	-2,527,310	-1,919,869		-143,461,546
<b>Total Equity</b>	<b>11,418,309</b>	<b>1,448,690</b>	<b>-1,919,869</b>	<b>12,200,000</b>	<b>23,167,130</b>

Note:

The pro forma balance sheet gives effect to the Offer on the assumption that the Entitlement Offer and Placement are fully subscribed and provide net proceeds of A\$12.2 million after deducting estimated Offer expenses attributable to the Lead Managers. It should be noted that the Placement and the Entitlement Offer are not underwritten and there is no guarantee of the amount that will be raised under the Capital Raising.

## 8.2 Basis of preparation of Financial Information

The stated basis of preparation for the Historical Financial Information is in accordance with the recognition and measurement principles of the Australian Accounting Standards.

The stated basis of preparation for the Pro Forma Historical Financial Information is in a manner consistent with the recognition and measurement principles of the Australian Accounting Standards applied to the Historical Financial Information and the events or transactions to which the pro forma adjustments relate, as described in Section 8.3, as if those events or transactions had occurred as at 31 March 2024.

## 8.3 Pro-forma adjustments

The Pro Forma Historical Financial Information has been derived from the Historical Financial Information and has been prepared on the basis of the following pro forma adjustments.

### *Capital Raising*

The Pro Forma Historical Financial Information is prepared on the basis that the Capital Raising occurred as at 31 March 2024 and assumes a raise of gross proceeds of \$13.0 million and costs of the Capital Raising of approximately \$0.8 million (which is approximately the amount of the cash fees payable to the Lead Managers).

#### *Operating Losses since 31 March 2024*

The Pro Forma Historical Financial Information is prepared on the basis that the quarterly net cashflows for the 3 month periods ended 30 June 2024 and 30 September 2024 occurred as at 31 March 2024.

#### *R&D Tax Incentive Adjustment*

The Pro Forma Historical Financial Information is prepared on the basis that the R&D Tax Incentive for the 2023/2024 financial year, which was received in August 2024, occurred as at 31 March 2024.

## **8.4 Financial forecasts**

Given the nature of the Company's business and operations, the Directors do not consider that there is a reasonable basis to include forecast financial information in this Prospectus.

## **9 RISK FACTORS**

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### **9.1 Introduction**

Eligible Shareholders should consider the specific and general risk factors described below, together with information contained elsewhere in this Prospectus and consult their professional advisers before deciding whether to apply for New Shares and/or Options pursuant to this Prospectus.

There are specific risks which relate directly to the Amplia's business and an investment in New Securities. In addition, there are other general risks, many of which are largely beyond the control of the Company and the Directors. The risks identified in this Section, or other risk factors, may have a material impact on the financial performance of the Company and the market price of its securities.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

### **9.2 Company Specific Risks**

#### **(a) Risks associated with the Offers**

The Placement and Institutional Entitlement Offer are not underwritten and the Retail Entitlement Offer is underwritten. Accordingly, the amount that will be raised under the Placement and Entitlement Offer is uncertain and as such could be insufficient to meet all of the objectives outlined in the "Use of proceeds" outlined in Section 3.2.

There is a risk that the Underwriting Agreement may be terminated prior to completion of the Retail Entitlement Offer, in which case the agreements with Retail Sub-Underwriters would also terminate. Refer to section 11.3 for a description of the termination events that apply to the Underwriting Agreement.

If the Offer raises less than the targeted amount, the Company may need to raise additional capital to fund the objectives in Section 3.2. See also the "Additional requirements for capital" risk in Section 9.3(e) below.

The issue of Options to Placement Subscribers and Retail Sub-Underwriters is conditional on the approval of Amplia shareholders for the purposes of Listing Rule 7.1 at a general meeting to be held in early December 2024. There is no certainty that Shareholders will approve the issue of Options to Placement Subscribers and Retail Sub-Underwriters.

Amplia has applied or will apply for quotation of the Options within seven days of the date of the Original Prospectus being lodged with ASIC. ASX requires certain conditions to be met for quotation of the Options as a new class on ASX, including 'minimum spread' requirements. There is a risk that the ASX's quotation requirements are not met in respect of the Options, in which case the offer of Options may have to be voided in accordance with the Corporations Act. This may also have implications on any outstanding offer of New Shares under the Prospectus.

If Amplia's application for the Options to be quoted on ASX is granted, the trading price of the Options may be affected by the ongoing performance and financial position of Amplia. The liquidity of trading of in the Options may be limited at times and may affect an eligible participant's ability to buy or sell Options. In addition, Amplia's share price may not exceed the exercise price of the Options during the exercise period. In such circumstances, the Options would lapse without any value being realised.

Investors who do not participate in the Offer, or do not take up all of their entitlement under the Entitlement Offer, will have their percentage Shareholding in Amplia diluted (in addition to the dilution arising from the Placement). In addition, the exercise of Options, and/or the future issue of equity capital, may result in dilution in the future.

**(b) Clinical development risk**

The nature of clinical drug development has inherent risks, with many drug candidates entering clinical trial failing to be successfully developed into marketable products. The Company is currently undertaking a clinical trial with its lead drug narmafotinib in advanced pancreatic cancer patients. Clinical trials have many associated risks which may impact commercial potential and therefore future profitability. Such trials may fail to recruit patients at a sufficient rate, and a slower than expected recruitment will mean slower than expected data points so a longer period incurring overheads and personnel costs. Clinical trialling may reveal drug candidates to be unsafe or poorly tolerated in the patient population being tested. The drugs may also be shown to be only modestly effective, thereby limiting commercial potential, or ineffective. Any of these outcomes will likely have a significant adverse effect on the Company, the value of its securities and the future commercial development of its drug candidates, including narmafotinib. Clinical trials might also potentially expose the Company to product liability claims in the event its products in development have unexpected effects on clinical subjects.

**(c) Regulatory approvals necessary for clinical trials**

The Company may be unable to secure and maintain necessary approvals from regulatory agencies and institutional bodies (clinics and hospitals) to conduct its clinical trials. Using funds raised in the Offer, the Company plans to initiate a Phase 2 clinical trial (as an Investigator Initiated Trial) in advanced ovarian cancer patients. There is no assurance that regulatory bodies and local ethics committees will approve the Company's plans to recruit these patients.

**(d) Regulatory and reimbursement approvals**

The research, development, manufacture, marketing and sale of products developed by the Company are subject to varying degrees of regulation by a number of government authorities in Australia and overseas. Pharmaceutical products under development, such as drug candidate narmafotinib, must undergo a comprehensive and highly regulated development and review process before receiving approval for marketing. The process includes the provision of clinical data relating to the quality, safety and efficacy of the products for their proposed use. There is no guarantee that such regulatory approvals will be granted. Products may also be submitted for cost reimbursement approval. The availability and timing of that reimbursement approval

may have an impact upon the uptake and profitability of products in some jurisdictions. There is no guarantee that such approvals will be granted.

**(e) Chemistry, Manufacturing and Controls**

The ACCENT clinical trial currently underway requires supply of narmafotinib drug product (capsules). There are risks to production of drug substance in a timely manner should supply chains be affected. There are also risks associated with shipment, storage and handling of drug product that may render the material unavailable or inappropriate for clinical usage. For clinical trial sites in South Korea, supplies of the chemotherapies gemcitabine and Abraxane are also required. There are risks in the supply, shipment, storage and handling of drug product that may delay delivery or render the material unavailable or inappropriate for clinical usage.

**(f) Commercialisation of products and potential market failure**

The Company has not yet commercialised any products and as yet has no revenues. The Company is also dependent on commercially attractive markets remaining available to it during the commercialisation phase and there is a risk that, once developed and ready for sale, commercial sales may not be achieved.

Furthermore, any products developed by the Company may prove to be uneconomical to market or compete with alternative products marketed by third parties, or not be as attractive or efficacious as alternative treatments.

**(g) Competition and regulation**

The biotechnology and pharmaceutical industries are intensely competitive and subject to rapid and significant change. A number of companies, both in Australia and abroad, may be pursuing the development of products that target the same markets and/or diseases that the Company is targeting.

The Company's products may compete with existing products that are already available to customers. The Company may face competition from parties who have substantially greater resources than the Company. Competing products may be superior to the Company's products, which would adversely impact the commercial viability of the Company's products.

**(h) Dependence upon key personnel**

The Company's ability to attract and retain personnel will have a direct impact on its ability to deliver its project commitments. The Company depends on the talent and experience of its personnel as an important asset. There may be a negative impact on the Company if any of its key personnel leave. It may be difficult to replace them, or to do so in a timely manner or at comparable expense. Additionally, any key personnel of the Company who leave to work for a competitor may adversely impact the Company.

Additionally, increases in recruitment fees, wages and contractor costs may adversely impact upon the financial performance of the Company.

**(i) Research & Development (R&D) Tax Rebate**

The Company is currently entitled to receive an R&D rebate on part of its expenditure in research and development. There is a risk that the Australian Government may make material changes to the rebate scheme, which may adversely impact the funding available to the Company to fund its operations.

In order to obtain an R&D rebate on that part of its expenditure that is incurred out of Australia the Company must first gain approval for that expenditure from the Australian Government. Such an approval is called an Advanced Finding. The Company has received Advanced Findings for R&D work which is planned for its lead assets narmafotinib and AMP886.



(j) **Growth**

There is a risk that the Company may be unable to manage its future growth successfully. The ability to hire and retain skilled personnel as outlined above may be a significant obstacle to growth.

(k) **Commercial partners**

The Company's growth strategy may be impacted if it is unable to find suitable commercialisation partners. The Company's due diligence processes may not be successful and a commercial partnership may not perform to the level expected..

(l) **Intellectual property**

The Company's ability to commercialise any product depends upon its ability to protect its intellectual property and any improvements to it. The intellectual property may not be capable of being legally protected, it may be the subject of unauthorised disclosure or be unlawfully infringed, or the Company may incur substantial costs in asserting or defending its intellectual property rights.

(m) **Revenues and profitability**

The Company does not currently generate revenue from product sales nor are revenues anticipated in the short to medium term. The Company's ability to achieve both revenues and profitability is dependent on a number of factors, including its ability to complete successful clinical trials, obtain regulatory approval for its products and successfully commercialise those products. There is no guarantee that the Company's products (including the drug narmafotinib) will be commercially successful.

### 9.3 **General risks**

(a) **Economic**

General economic conditions, movements in financial markets, interest and inflation rates and currency exchange rates may have an adverse effect on the Company's business and production activities, as well as on its ability to fund those activities.

(b) **Market conditions**

Share market conditions may affect the value of the Company's quoted Shares (and options to acquire quoted Shares) regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- (i) general economic outlook;
- (ii) introduction of tax reform or other new legislation;
- (iii) interest rates and inflation rates;
- (iv) changes in investor sentiment toward particular market sectors;
- (v) the demand for, and supply of, capital; and
- (vi) terrorism or other hostilities.

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and pharmaceutical stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(c) **Litigation**

There is a risk that the Company may in future be the subject of or required to commence litigation. There is, however, no litigation, mediation, conciliation or administrative proceeding taking place, pending or threatened against the Company.

(d) **Tax risks**

Changes to the rate of taxes imposed on the Company (including in overseas jurisdictions in which the Company operates now or in the future) or tax legislation generally may affect the Company and its shareholders. In addition, an interpretation of Australian tax laws by the Australian Taxation Office that differs to the Company's interpretation may lead to an increase in the Company's tax liabilities and a reduction in shareholder returns. Personal tax liabilities are the responsibility of each individual investor. The Company is not responsible either for tax or tax penalties incurred by investors.

(e) **Additional requirements for capital**

The Company's capital requirements depend on numerous factors. The Company may require further financing in addition to amounts raised under the capital raising. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations, its production levels, or scale back its research and development and/or clinical trials as the case may be. There is no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.

(f) **Speculative investment**

Potential investors should consider that an investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for securities pursuant to this Prospectus.

#### 9.4 **Risks not exhaustive**

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the securities offered under this Prospectus.

## 10 **RIGHTS AND LIABILITIES ATTACHING TO SECURITIES**

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### 10.1 **Options**

The Options to be issued under this Prospectus (being the Entitlement Options, Placement Options and **Retail Sub-Underwriter Options**) entitle the holder to subscribe for Shares on the following terms and conditions.

- (a) Each Option is exercisable at a price of \$0.1725 (17.25 cents) each at any time from the date of issue of the Options up to their expiry on 31 October 2027 (inclusive) ("**Option Exercise Period**"), but not thereafter.
- (b) Each Option entitles the holder to subscribe for one Share. Any Shares issued as a result of exercising an Option will be issued on the same terms and rank in all respects on equal terms, with existing Shares.
- (c) The Company will apply for the Options to be quoted on the Australian Securities Exchange.

- (d) The Company must give or cause to be given to each Option holder a holding statement or confirmation notice stating:
  - (i) the number of Options issued to the Option holder;
  - (ii) the exercise price of the Options; and
  - (iii) the date of issue of the Options and the Option Exercise Period.
- (e) The Company will maintain a register of holders of Options in accordance with section 168(1)(b) of the *Corporations Act 2001* (Cth).
- (f) The Options are freely transferable, subject to registration of the transfer by the Company.
- (g) For such time as the Company is listed, the official listing rules of ASX (**ASX Listing Rules**) will apply to the Options.
- (h) Options do not carry any dividend entitlement until they are exercised. Subject to the Constitution, Shares issued on exercise of Options will rank equally with all other issued Shares from the date they are issued by the Company.
- (i) An Option holder is not entitled to participate in any new issue of securities to existing shareholders of the Company (**Shareholders**) unless the Option holder has exercised its Options before the record date for determining entitlements to the new issue of securities and participates as a result of holding Shares.
- (j) If the Company is listed on ASX, the Company must give the Option holder, if required to do so by the ASX Listing Rules, notice of:
  - (i) the proposed terms of the issue or offer proposed under paragraph (i); and
  - (ii) the right to exercise the Option holder's Options under paragraph (i).
- (k) If the Company makes a bonus issue of Shares or other securities to Shareholders (except an issue in lieu of dividends or by way of dividend reinvestment) and no Share has been issued in respect of an Option before the record date for determining entitlements to the issue, then the number of underlying Shares over which the Option is exercisable is increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for determining entitlements to the issue, in accordance with the ASX Listing Rules.
- (l) If the Company makes a pro rata issue of Shares (except a bonus issue) to existing Shareholders (except an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) and no Share has been issued in respect of the Option before the record date for determining entitlements to the issue, the Company may elect to reduce the exercise price of each Option in accordance with the ASX Listing Rules.
- (m) If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the Option holder (including the number of Options to which each Option holder is entitled and the exercise price) is changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
- (n) Any calculations or adjustments which are required to be made under these Option Terms of Issue will be made by the Board and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Option holder.

- (o) The Company must within a reasonable period give to each Option holder notice of any change under paragraphs (k) to (m) (inclusive) to the exercise price of any Options held by an Option holder or the number of Shares for which the Option holder is entitled to subscribe on exercise of the Options.
- (p) When exercising Options, an Option holder must give the Company or its share registry a Notice of Exercise of Options Form (in a form approved by the Company, with the parties acknowledging that the Notice of Exercise of Options Form may be delivered by the Option holder to the Company by email), together with payment of the exercise monies payable to the Company in connection with the Options being exercised and, if one was issued, the Option holder certificate.
- (q) The Options are exercisable on any day other than a Saturday, Sunday public holiday or any other day that ASX declares is not a business day (**Business Day**) during the Option Exercise Period.
- (r) An Option holder must only exercise a minimum of 25,000 Options, and thereafter in multiples of 5,000, unless an Option holder exercises all of its Options.
- (s) If an Option holder exercises less than the total number of its Options, the Company must issue the Option holder a new holding statement for the remaining number of Options held by the Option holder.
- (t) Options will be deemed to be exercised on the date that the Notice of Exercise of Option Form is received by the Company in accordance with paragraph (p) and (q). The Company shall within 10 Business Days after the receipt of such Notice and cleared funds, issue Shares in respect of the Options exercised and dispatch a holding statement to the holder in respect of the Shares so issued.
- (u) The Company will apply to ASX for official quotation of the Shares issued on exercise of the Options on the date of issue of such Shares.
- (v) If required by the ASX Listing Rules to do so, the Company will advise an Option holder at least 20 Business Days before the impending expiry of their Options and will advise the due date for payment, the amount of money payable on exercise, the consequences of non-payment and such other details as the ASX Listing Rules then prescribe, so as to enable holders to determine whether or not to exercise their Options during the Option Exercise Period.
- (w) These Option Terms of Issue and the rights and obligations of Option holders are governed by the laws of Victoria. Each Option holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Victoria and the Federal Court of Australia and any courts that may hear appeals from those courts about any proceedings in connection with these Options.

## 10.2 Shares

A summary of the key rights attaching to the Shares is set out below. The provisions of the Constitution relating to the rights attaching to the Shares must be read subject to the Corporations Act, the ASX Listing Rules and ASX Settlement Operating Rules. This summary is not intended to be exhaustive and does not constitute a definitive statement of the rights, liabilities and restrictions attaching to the Shares.

### (a) General meetings

Each Shareholder is entitled to receive notice of and to attend general meetings of the Company and to receive all notices, financial reports and other documents required to be sent to Shareholders under the Constitution, the Corporations Act or the ASX Listing Rules. The notice must state the general nature of business and any other matters required by the

constitution, the Corporations Act or the ASX Listing Rules.

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

Shareholders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution of the Company.

**(b) Voting rights**

At general meetings of Shareholders or classes of Shareholders:

- (i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote, and
- (iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for the Share, but in respect of partly paid shares, shall have a fraction of a vote equivalent to the proportion which the amount paid up bears to the total issue price for the share.

**(c) Dividend rights and dividend policy**

The Directors may from time to time declare a dividend to be paid to Shareholders entitled to the dividend. The dividend shall (subject to the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividends) be payable on all Shares in accordance with the Corporations Act.

Dividends are declared by the Directors. The Directors may from time to time pay to the Shareholders such interim dividends as they may determine. No dividends shall be payable except out of profits. A determination by the Directors as to the profits of the Company shall be conclusive. No dividend shall carry interest as against the Company. The Directors may set aside out of the profits of the Company such amounts as they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied. The Directors can give no assurance as to the amount, timing, franking or payment of any future dividends by the Company. The capacity to pay dividends will depend on a number of factors including future earnings, capital expenditure requirements and the financial position of the Company.

**(d) Winding-up**

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

The liquidator may, with the authority of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any Shares or other securities in respect of which there is any liability.

**(e) Transfer of Shares**

Generally, Shares in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act or the ASX Listing Rules.

The Company may decline to register any transfer where permitted to do so by the ASX Listing Rules and must decline to register a transfer of Shares where required by the ASX Listing Rules.

**(f) Future increases in capital**

The issue of any Share in the Company is under the control of the Directors. The Directors may issue Shares on such terms and with such rights or restrictions, as they think fit, subject to the Constitution, the Corporations Act and the ASX Listing Rules.

**(g) Variation of rights**

If at any time the share capital of the Company is divided into different classes of shares, the rights attached to a class (unless otherwise provided by terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of 75% of the issued shares of that class, or if authorised by a special resolution at a separate meeting of the holders of the shares of that class.

**(h) Directors**

The Constitution contains provisions relating to the rotation of Directors (other than the Managing Director).

**(i) Application of ASX Listing Rules**

If the ASX Listing Rules prohibit an act being done, then the act must not be done. Nothing in the Constitution prevents an act being done that the ASX Listing Rules require to be done. If the ASX Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be). If the ASX Listing Rules require a constitution to contain a provision or not to contain a provision, the Constitution is deemed to contain that provision or not to contain that provision (as the case may be). If a provision of the Constitution is or becomes inconsistent with the ASX Listing Rules, the Constitution is deemed not to contain that provision to the extent of that inconsistency.

**(j) Constitution**

The Constitution can only be amended by a special resolution (that is, a resolution that has been passed by at least 75% of the votes cast by Shareholders entitled to vote on the resolution). Whilst the Company is listed, at least 28 days' written notice of a meeting to consider a special resolution must be given.

## **11 ADDITIONAL INFORMATION**

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### **11.1 Litigation**

As at the date of this Prospectus the Company is not involved in any legal proceedings and the Directors are not aware of any legal proceedings pending or threatened against the Company which are likely to have a material adverse effect on the business or financial position of the Company.

## 11.2 Continuous disclosure obligations

The Company is a "disclosing entity" (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities.

This Prospectus is a "transaction-specific prospectus". In general terms a transaction-specific prospectus is only required to contain information in relation to the effect of the issue of securities on a company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been provided to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

The Company, as a disclosing entity under the Corporations Act states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, the offices of ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Retail Closing Date:
  - (i) the annual financial report most recently lodged by the Company with ASIC, being the financial report for the year ending 31 March 2024;
  - (ii) if applicable, any half-year financial report lodged by the Company with ASIC after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with ASIC; and
  - (iii) any continuous disclosure documents given by the Company to ASX after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with ASIC.

Copies of all documents lodged with ASIC in relation to the Company can be inspected at the registered office of the Company during normal office hours by arrangement with the Company.

Details of documents lodged by the Company with ASX since the date of lodgement of the Company's most recent annual financial report (and before the lodgement of this Prospectus with ASIC) are set out in the table below.

Date	Description of Announcement
31 October 2024	Proposed issue of securities
30 October 2024	Proposed issue of securities
30 October 2024	Proposed issue of securities
30 October 2024	Capital Raise Prospectus
30 October 2024	Capital Raise Presentation
30 October 2024	Amplia to raise up to \$13m for ACCENT and US Trials

Date	Description of Announcement
30 October 2024	Interim Data from Accent Pancreatic Cancer Trial
30 October 2024	Quarterly Activities / Appendix 4C Cash Flow Report
30 October 2024	Trading halt request
16 October 2024	Recruitment Restarts in ACCENT Pancreatic Cancer Trial
23 September 2024	Sixth Confirmed Response in Pancreatic Cancer Trial
20 September 2024	FDA Fast Track Designation for Narmafotinib
26 August 2024	Change of Director's Interest Notice – Dr Chris Burns
26 August 2024	Appendix 2A
23 August 2024	Results of Annual General Meeting
23 August 2024	Managing Director AGM Presentation
21 August 2024	Fifth Confirmed Response in ACCENT Trial
12 August 2024	Change in substantial holding
12 August 2024	Amplia Receives R&D Tax Rebate Totalling \$3.2 Million
9 August 2024	Ceasing to be a substantial holder
8 August 2024	Ceasing to be a substantial holder
7 August 2024	Granting of Key Patent in Europe and Japan
6 August 2024	Additional Patient Response in Pancreatic Cancer Trial
31 July 2024	Quarterly Activities/Appendix 4C Cash Flow Report
25 July 2024	Sustained Reduction in Tumour Size Seen In Pancreatic Trial
22 July 2024	Appendix 3B
22 July 2024	Notice of Annual General Meeting / Proxy Form
19 July 2024	Section 708A Cleansing Notice
19 July 2024	Appendix 2A
17 July 2024	Appendix 3B
17 July 2024	Appendix 2A
12 July 2024	Bioshares Conference Presentation
3 July 2024	First 26 Patients recruited in Phase 2A ACCENT Trial
2 July 2024	Announces date of Annual General Meeting
25 June 2024	Appendix 3H
20 June 2024	Change of Director's Interest Notice – Dr Robert Peach
11 June 2024	Presentation and Webinar
3 June 2024	Amplia Establishes World Class Clinical Advisory Board
30 May 2024	Appendix 4G
30 May 2024	2024 Corporate Governance Statement

The announcements are also available through the Company's website [www.ampliatx.com](http://www.ampliatx.com) and [www.asx.com.au](http://www.asx.com.au).

### 11.3 Summary of key terms of Underwriting Agreement and issue of Lead Manager Options

The Lead Managers have agreed to joint lead manage and bookrun the Placement and Entitlement Offer and underwrite the Retail Entitlement Offer on the terms set out in an underwriting agreement between the Lead Managers and the Company dated 1 November 2024 (**Underwriting Agreement**).



### *Termination Events*

The Lead Managers may terminate their obligations to underwrite the Retail Entitlement Offer under the Underwriting Agreement in circumstances typically found in agreements of this nature.

The Lead Managers may immediately terminate the Underwriting Agreement if any of the following events occur:

- (a) **(Offer Documents)**: the Lead Managers form the view (acting reasonably) that a statement contained in the Prospectus is or becomes misleading or deceptive or likely to mislead or deceive (including by omission) in either case, in any material respect, or a matter required by the Corporations Act is omitted from the Prospectus or the issue of the any other documents in connection with the Offer (**Offer Documents**) becomes misleading or deceptive or likely to mislead or deceive in a material respect;
- (b) **(section 730 notice)** a person gives a notice to the Company under section 730 of the Corporations Act in relation to the Prospectus (other than a Lead Manager);
- (c) **(withdrawal of consent)**: any person (other than the Lead Managers) whose consent to the issue of the Prospectus is required and who have previously consented to the issue of the Prospectus withdraws such consent;
- (d) **(supplementary prospectus)** the Company lodges a supplementary or replacement prospectus without the consent of the Lead Managers (not to be unreasonably withheld or delayed) or fails to lodge a supplementary or replacement prospectus in a form acceptable to the Lead Managers if the Company becomes required to do so;
- (e) **(material adverse change)** any material adverse change occurs in the assets, liabilities, shareholder equity, financial position or performance, profits, losses or prospects of the Company or any Company group member (in so far as the position in relation to the Group member affects the overall position of the Company), from the position disclosed in the Offer Documents lodged on the Announcement Date or as most recently disclosed to ASX by the Company before the date of the Underwriting Agreement;
- (f) **(market fall)** the S&P/ASX 300 Index closes at a level that is 10% or more below its level as at the close of trading on the Business Day before the date of the Underwriting Agreement:
  - (i) on the business day immediately prior to the date of settlement of the Placement and Institutional Entitlement Offer; or
  - (ii) on any two consecutive business days after that date and prior to the Retail Settlement Date. or on the Business Day immediately prior to the Retail Settlement Date;
- (g) **(Board changes)** there is any change to the Board of the Company, or a prospective change is announced with regards to the Board (without the prior written consent of the Lead Managers);
- (h) **(Listing)**
  - (i) the Company ceases to be admitted to the official list of ASX or the Shares cease trading or are suspended from quotation on ASX other than in connection with the Offer (for the avoidance of doubt, excluding a trading halt that may be in place as at the date of the Underwriting Agreement);

- (ii) ASX makes any official statement to any person, or indicates to the Company or the Lead Managers that official quotation on ASX of the Shares and Options will not be granted; or
  - (iii) approval is refused or approval is not granted which is unconditional (or conditional only on customary listing conditions which would not, in the reasonable opinion of the Lead Managers, have a material adverse effect on the success of the Offer), to the official quotation of the Shares and Options on ASX on or before the dates referred to in the Timetable, or if granted, the approval is subsequently withdrawn, qualified or withheld;
- (i) **(notifications)** any of the following notifications are made in relation to the Offer or an Offer Document:
- (i) ASIC applies for an order under sections 1324B or 1325 of the Corporations Act in relation to an Offer Document or prosecutes or commences proceedings against or gives notice of an intention to prosecute or commence proceedings against the Company; or
  - (ii) an application is made by ASIC for an order under Part 9.5 in relation to the Offer or an Offer Document or ASIC commences, or gives notice of an intention to hold, any investigation or hearing under Part 3 of the ASIC Act or other applicable laws;
- (j) **(Timetable)** an event specified in the Timetable (up to and including the Retail Entitlement Offer issue date) is delayed by more than two business days without the prior written consent of the Lead Managers;
- (k) **(withdrawal)** the Company withdraws the Offer or any part of it;
- (l) **(unable to issue)** the Company is prevented from granting the Entitlements or issuing New Shares within the time required by the Timetable or by or in accordance with ASX Listing Rules applicable laws, a government agency or an order of a court of competent jurisdiction;
- (m) **(ASIC modifications)** ASIC withdraws, revokes or amends any ASIC modification required to implement the Offer;
- (n) **(ASX waiver)** ASX withdraws, revokes or amends any ASX waiver required to implement the Offer;
- (o) **(prosecution)** any of the following occur:
- (i) a director of the Company is charged with an indictable offence;
  - (ii) any government agency commences any public proceedings against the Company or any of the Directors in their capacity as a director of the Company, or announces that it intends to take such action;
  - (iii) any director of the Company is disqualified from managing a corporation under Part 2D.6 of the Corporations Act; or
  - (iv) proceedings are commenced or there is a public announcement of an intention to commence proceedings before a court or tribunal of competent jurisdiction in Australia seeking an injunction or other order in relation to the Offer, which in the Underwriters' opinion has reasonable prospects of success or are likely to have a material or adverse effect on the Company or the Offer;

- (p) **(fraud)** a director or officer of the Company engages in any fraudulent conduct, whether or not in connection with the Offer;
- (q) **(Insolvency)** the Company or a material Company group member is or becomes insolvent or there is an act or omission which is likely to result in the Company or a material group member becoming insolvent;
- (r) **(charge)** a person charges or encumbers or agrees to charge or encumber, the whole, or a substantial part of the business or property of the Company;
- (s) **(debt facilities)** the Company or a subsidiary breaches, or defaults under (including potential event of default or review event which gives a lender or financier the right to accelerate or require repayment of the debt or financing), any provision, undertaking covenant or ratio of a material debt or financing arrangement or any related documentation to which that entity is a party which has or is likely to have a material adverse effect on the Company;
- (t) **(Certificate)** a certificate is not given by the Company in accordance with the Underwriting Agreement;
- (u) **(application)** there is an application to a government agency (including, without limitation, the Takeovers Panel) for an order, declaration (including, in relation to the Takeovers Panel, of unacceptable circumstances) or other remedy in connection with the Offer (or any part of it) or any agreement entered into in respect of the Offer (or any part of it) except where such application does not become public and is withdrawn or dismissed within two business days after it is commenced or where it is commenced less than two business days before the issue of Shares under the Entitlement Offer or completion of the Offer it has not been withdrawn or dismissed by the issue date of the Shares or completion (as the case may be); or
- (v) **(Takeover)** There is a material change in the major or controlling shareholdings of the Company or any its subsidiaries or a takeover offer (which has become unconditional and the person making the takeover bid has a relevant interest in 50% or more of the Shares) or scheme of arrangement pursuant to Chapter 5 or 6 of the Corporations Act is publicly announced in relation to the Company or any its subsidiaries (except as a result of the Offer).

The Lead Managers may terminate the Underwriting Agreement if any of the following events occur and the Lead Managers believe, acting reasonably, that the event has or is reasonably likely to have, a material adverse effect on the Company, the success of the Offers or the market price of Shares on ASX:

- (a) **(New circumstance)** a new circumstance arises which would have been required by the Corporation Act to be included in the Offer Documents had the new circumstance arisen before the Offer Documents were given to ASX;
- (b) **(public information)** a statement in any publication released by the Company is or becomes misleading or deceptive or likely to mislead or deceive in any material respect;
- (c) **(Clinical trials discontinues)** any of the Company's clinical trials or products being discontinued or placed on clinical hold by the applicable Government Agency;
- (d) **(Write downs)** the Company announces any write-downs to the carrying value of its current or non-current assets;

- (e) **(De-recognition of tax losses)** the Company announces any de-recognition of carried forward tax losses from prior financial years or the non-recognition of deferred tax assets or tax benefits;
- (f) **(ASIC or ASX correspondence)**: the Company receives correspondence from ASX or ASIC which in the opinion of the Lead Managers would cause or contribute to a material or adverse change in respect of the Company or the Offer;
- (g) **(future matters)** any expression of belief, expectation or intention, or statement relating to future matters (including any forecast or prospective financial statements, information or data) in an Offer Document or publication is or becomes incapable of being met or, in the reasonable opinion of the Underwriters, unlikely to be met in the projected timeframe;
- (h) **(Due Diligence)** any of the documents required to be provided under the due diligence planning memorandum in connection with the Offer having been withdrawn, or varied without the prior written consent of the Lead Managers, or any such documents being false, misleading or deceptive (or likely to be false, misleading or deceptive) or containing an omission;
- (i) **(Litigation)**: litigation, arbitration, administrative or industrial proceedings of any nature are after the date of the Underwriting Agreement commenced against the Company or against any director of the Company in their capacity as such, other than any claims foreshadowed in the Prospectus (if any) or any vexatious or frivolous claims;
- (j) **(Contravention of constitution or applicable law)** a contravention by the Company of any provision of its constitution, the Corporations Act, the Listing Rules or any other material applicable legislation or any policy or requirement of ASIC or ASX;
- (k) **(Information)** the report of the due diligence committee or the information provided by or on behalf of the Company to the Lead Managers in relation to the due diligence program, the Offer Documents or the Offer, is false, misleading or deceptive or likely to mislead or deceive (including by omission);
- (l) **(Representations and warranties)** an obligation, undertaking, representation or warranty made or given by the Company under the Underwriting Agreement is breached or proves to be, or has been, or becomes, untrue or incorrect or misleading or deceptive;
- (m) **(Regulatory action)** any regulatory body commences any enquiry or public action against the Company or any person is appointed under any legislation in respect of the Company to investigate the affairs of the Company;
- (n) **(changes to the Company)** the Company:
  - (i) varies any term of the Constitution;
  - (ii) alters the issued capital or capital structure of the Company other than in connection with the Offer, or as contemplated by the Offer Documents; or
  - (iii) disposes, attempts or agrees to dispose of a substantial part of the business or property of the Company (including any material Subsidiary),
 without the prior written consent of the Underwriters;
- (o) **(Offer to comply)** the Company, any Offer Document or any aspect of the Offer, does not or fails to comply with the Constitution, the Corporations Act, the ASX Listing Rules, any ASX Waivers, any ASIC Modifications or any other applicable law or regulation;

- (p) **(default)** a default by the Company in the performance of any of its obligations under the Underwriting Agreement occurs;
- (q) **(force majeure)** there is an event or occurrence after the date of the Underwriting Agreement, including an official directive or request (including one compliance with which is in accordance with the general practice of persons to whom the directive or request is addressed) of any government agency which makes it illegal or commercially impractical for the Underwriters to satisfy any obligation under the Underwriting Agreement, or to market, promote or settle the Offer, or delays the Lead Managers from doing any of the foregoing;
- (r) **(information)** the due diligence committee report, any sign-offs delivered to the due diligence committee or the information provided by or on behalf of the Company to the Lead Managers in relation to the due diligence program, the Offer Documents or the Offer, is false, misleading or deceptive or likely to mislead or deceive (including by omission);
- (s) **(Material contracts)**: any contract, deed or other agreement to which the Company is a party and which is material to the making of an informed investment decision in relation to the Offer is terminated, rescinded, altered or amended without the prior written consent of the Lead Managers or is found to be void or voidable;
- (t) **(disruption in financial markets)** either:
  - (i) a general moratorium on commercial banking activities in Australia, the United States of America, Canada, the United Kingdom, Hong Kong, Singapore or the People's Republic of China is declared by the relevant central banking authority in any of those countries, or there is a material disruption in commercial banking or security settlement or clearance services in any of those countries, in each case for more than 1 trading day; or
  - (ii) trading in all securities quoted or listed on ASX, the London Stock Exchange, the Hong Kong Stock Exchange, the Tokyo Stock Exchange, the Singapore Stock Exchange or the New York Stock Exchange is suspended or limited for more than 1 trading day;
- (u) **(change in laws)** any of the following occurs which does or is likely to prohibit, materially restrict or regulate the Offer or materially reduce the likely level of Valid Applications or materially affects the financial position of the Company or has a material adverse effect on the success of the offer:
  - (i) the introduction of legislation into the Parliament of the Commonwealth of Australia or of any State or Territory of Australia; or
  - (ii) the public announcement of prospective legislation or policy by the Federal Government or the Government of any State or Territory or the Reserve Bank of Australia; or
  - (iii) the adoption by ASX or their respective delegates of any regulations or policy;
- (v) **(hostilities)** major hostilities not existing at the date of the Underwriting Agreement commence (whether war has been declared or not) or an escalation in existing hostilities occurs (whether war has been declared or not) involving any one or more of Russia, Ukraine, Israel, Palestine, Iran, Australia, New Zealand, the United States, the United Kingdom, China, Hong Kong, France, Germany, Italy, Spain or South Korea or a national emergency is declared by any of those countries, or a major terrorist act is perpetrated anywhere in the world;

- (w) **(Pandemic)** a pandemic, epidemic or large-scale outbreak of a disease (including without limitation SARS, swine or avian flu, H5N1, H7N9, COVID-19 or a related or mutated form of these) not presently existing occurs or in respect of which there is a major escalation, involving any one or more of Australia, New Zealand, the United States, Canada, Japan, the United Kingdom, China, Hong Kong, Singapore, France, Germany, Italy, Spain or South Korea;
- (x) **(political or economic conditions)** the occurrence of any adverse change or disruption to financial, political or economic conditions, or controls or financial markets in Australia, New Zealand, Hong Kong, Singapore, the United States of America, the United Kingdom or China or any change or development involving a prospective adverse change in any of those conditions or markets;
- (y) **(Prescribed Occurrence)** a Prescribed Occurrence in respect of the Company occurs during the Offer Period, other than:
  - (i) as contemplated by the Underwriting Agreement;
  - (ii) the Company issuing securities pursuant to:
    - (A) the exercise or conversion of any security on issue as at the date of the Underwriting Agreement;
    - (B) any employee incentive scheme in operation as at the date of the Underwriting Agreement; or
    - (C) any distribution reinvestment plan;
  - (iii) as permitted in writing by the Lead Managers; oras announced by the Company prior to the date of the Underwriting Agreement.

References in the description above to the 'Company' includes the Company and each of its subsidiaries (where the context requires).

#### *Fees*

In consideration for their services to the Company, the Lead Managers will receive a fee of 6.0% of the cash proceeds raised under the Placement and the Entitlement Offer on settlement of each component of the Offer. The fees will be split between the Lead Managers on a 50:50 basis.

In addition, the Company will issue to the Lead Managers (subject to Shareholder approval) Lead Manager Options as follows:

- (a) if the issue of New Shares pursuant to the Entitlement Offer and Placement raises gross proceeds of at least \$10.0 million and less than \$13.0 million: 3,500,000 Lead Manager Options;
- (b) if the issue of New Shares pursuant to the Entitlement Offer and Placement raises gross proceeds of at least \$13.0 million: 5,250,000 Lead Manager Options; and
- (c) if the issue of New Shares pursuant to the Entitlement Offer and Placement raises gross proceeds of at least \$8.0 million and less than \$10.0 million: 1,750,000 Lead Manager Options.

In addition, the Company has agreed to reimburse the Lead Managers for their reasonable out of pocket expenses.

### *General*

The Company and the Lead Managers have also given certain standard representations, warranties and undertakings to each other and the Company has agreed to indemnify each Lead Manager and its associated persons for any loss or damage suffered, and release each Lead Manager and its associated persons from any claims, in each case subject to standard exclusions.

The Underwriting Agreement is governed by the laws of Victoria.

#### **11.4 Sub-Underwriting Agreements**

The Lead Managers have entered into sub-underwriting agreements with the Retail Sub-Underwriters (**Sub-Underwriting Agreements**), which are in market-standard form.

The Sub-Underwriting Agreements are subject to customary conditions precedent, including that the Company does not withdraw the Entitlement Offer before settlement of the Retail Entitlement Offer and that the Underwriting Agreement is not terminated prior to this date.

The Retail Sub-Underwriters are not otherwise permitted to terminate the Sub-Underwriting Agreements.

#### **11.5 Interests of Directors**

Other than as set out below or elsewhere in this Prospectus, no Director or proposed Director holds, or has held within the 2 years preceding lodgment of this Prospectus with ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) any property acquired or proposed to be acquired by the Company in connection with:
  - (i) its formation or promotion; or
  - (ii) the Offers; or
- (c) the Offers,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to a Director or proposed Director:

- (d) as an inducement to become, or to qualify as, a Director; or
- (e) for services provided in connection with:
  - (i) the formation or promotion of the Company; or
  - (ii) the Offers.

#### **11.6 Security holdings of Directors**

The relevant interest of each of the Directors in the Company's securities as at the date of this Prospectus, is set out in the table below.

Director	Shares	Options
Dr Warwick Tong	3,677,354	750,000 Options Exercise Price A\$0.26 Expiry Date 6 September 2025
Dr Christopher Burns	3,720,791	535,000 Options Exercise Price A\$0.26 Expiry Date 6 September 2025 2,500,000 Options Exercise Price A\$0.135 Expiry Date 5 June 2028
Dr Robert Peach	4,392,033	535,000 Options Exercise Price A\$0.26 Expiry Date 6 September 2025
Mrs Jane Bell	2,835,664	535,000 Options Exercise Price A\$0.26 Expiry Date 6 September 2025

### 11.7 Remuneration of Directors

Please refer to the Remuneration Report, which is contained in the Company's Audited Financial Report for the financial year ending 31 March 2024 for full details of the remuneration of the Company's executive and non-executive Directors. The total remuneration of each of the Directors for the financial years ending 31 March 2024 and 31 March 2023 was as follows:

- (a) Dr Warwick Tong: \$70,000 (FY2024) and \$97,366 (FY2023);
- (b) Dr Robert Peach: \$50,000 (FY2024) and \$69,520 (FY2023);
- (c) Ms Jane Bell: \$50,000 (FY2024) and \$69,520 (FY2023); and
- (d) Dr Christopher Burns: \$407,911 (FY2024) and \$167,818 (FY2023) (Dr Burns was appointed CEO and Managing Director on 5 December 2022).

The Audited Financial Report was lodged with ASX on 30 May 2024 and is available on the Company's ASX announcements page at <https://www.ampliatx.com/site/news-and-reports/ASX-Announcements> and at [www.asx.com.au](http://www.asx.com.au). A hard copy of the Audited Financial Report is also available free of charge by contacting the Company using the details in the Corporate Directory.

### 11.8 Interests of promoters, experts and advisers

Other than as set out below or elsewhere in this Prospectus, no:

- (a) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus; or
- (b) promoter of the Company,

holds at the date of this Prospectus, or has held within the 2 years preceding lodgment of this Prospectus with ASIC, any interest in:

- (c) the formation or promotion of the Company;
- (d) any property acquired or proposed to be acquired by the Company in connection with:
  - (i) its formation or promotion; or
  - (ii) the Offers,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with:



- (e) the formation or promotion of the Company; or
- (f) the Offers.

### 11.9 Interests of advisers

The Company has engaged the following professional advisers in relation to the Entitlement Offer and Placement.

Adviser	Role	Fees (excluding taxes and disbursements <sup>1</sup> )
Bell Potter Securities Limited	Lead Manager to the Entitlement Offer and Placement	See Sections 11.3 and 11.10
Taylor Collison Limited	Lead Manager to the Entitlement Offer and Placement  Note: Taylor Collison acted as Lead Manager and Underwriter to the Company's capital raising announced on 16 April 2024 and earned fees in that capacity.	See Sections 11.3 and 11.10
Becketts Lawyers Pty Ltd	Australian legal adviser to the Company in relation to the Entitlement Offer and Placement (excluding in relation to taxation and stamp duty matters).  Note: Becketts Lawyers Pty Ltd acted as Australian legal adviser to the Company in relation to the Company's capital raising announced on 16 April 2024 and earned fees in that capacity.	\$45,000

### 11.10 Costs of the Entitlement Offer and Placement

The table below sets out the total estimated cash costs of the Entitlement Offer and Placement (excluding the Extraordinary General Meeting), assuming the Entitlement Offer and Placement are fully subscribed.

Item of expenditure	Cost (excluding taxes)
Lead Managers' cash fees  <i>Note: the Lead Managers will also be issued Lead Manager Options (subject to Shareholder approval)</i>	\$780,000 (assuming fully subscribed)
Legal fees	\$70,000
Share registry services, ASX fees miscellaneous	\$60,000

<sup>1</sup> The Company has paid, or agreed to pay these amounts to its advisers up until the Prospectus Date. Further amounts may be paid for other work in accordance with the normal time-based charges of its advisers.

Item of expenditure	Cost (excluding taxes)
<b>Total</b>	<b>\$910,000</b>

### 11.11 Consents

Each of the parties referred to below, to the maximum extent permitted by law, expressly disclaims all liabilities in respect of, makes no representations regarding and takes no responsibility for any statements in or omissions from this Prospectus, other than the reference to its name in the form and context in which it is named and a statement or report included in this Prospectus with its consent as specified below.

Written consents to the issue of this Prospectus have been given and, at the time of lodgment of this Prospectus with ASIC, had not been withdrawn by the following parties:

- (a) Bell Potter Securities Limited has given and has not, before lodgment of this Prospectus with ASIC, withdrawn its written consent to be named in this Prospectus as a Lead Manager in the form and context in which it is named;
- (b) Taylor Collison Limited has given and has not, before lodgment of this Prospectus with ASIC, withdrawn its written consent to be named in this Prospectus as a Lead Manager in the form and context in which it is named;
- (c) Becketts Lawyers Pty Ltd has given and has not, before lodgment of this Prospectus with ASIC, withdrawn its written consent to be named in this Prospectus as Australian legal adviser to the Company (excluding in relation to taxation and stamp duty) in relation to the Capital Raising in the form and context in which it is named; and
- (d) Computershare Investor Services Pty Limited has given and, as at the date hereof, has not withdrawn, its written consent to be named as the Share Registry in the form and context in which it is named. Computershare Investor Services Pty Limited has had no involvement in the preparation of any part of this Prospectus other than being named as Share Registry to the Company. Computershare Investor Services Pty Limited has not authorised or caused the issue of, and expressly disclaims and takes no responsibility for, any part of the Prospectus.

No entity or person referred to above has made any statement that is included in this Prospectus or any statement on which a statement made in this Prospectus is based, except as stated above. Each of the persons and entities referred to above has not authorised or caused the issue of this Prospectus, does not make any offer of Shares or Options, subject to the law, and expressly disclaims and takes no responsibility for any statements in or omissions from this Prospectus except as stated above.

### 11.12 Governing law

This Prospectus, the Entitlement Offer and the contracts formed on acceptance of Applications under the Offers are governed by the laws applicable in Victoria, Australia. Each applicant for New Securities submits to the non-exclusive jurisdiction of the courts of Victoria, Australia.

### 11.13 Directors' authorisation

This Prospectus is authorised by each Director, who has given and not withdrawn their consent to the issue of this Prospectus and to its lodgment with ASIC.

Signed for and on behalf of Amplia Therapeutics Limited by being signed by a Director in accordance with section 351 of the Corporations Act.



**Dr Christopher Burns**  
**Managing Director and Chief Executive Officer**

## 12 GLOSSARY

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**\$** means the lawful currency of the Commonwealth of Australia.

**Accredited Investor** means an “accredited investor” as defined in Rule 501(a) under the US Securities Act.

**Additional New Securities** means New Securities subscribed for by Eligible Shareholders in excess of their Entitlement under the Top-Up Facility.

**Application** means an application for New Shares or Options made under this Prospectus.

**Application Form** means an application form accompanying this Prospectus for participation in the Offers, and includes the Entitlement and Acceptance Form.

**Application Monies** means the application monies paid (or to be paid) by Eligible Shareholders for New Shares under the Entitlement Offer.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited ACN 008 624 691, or the financial market operated by it, as the context requires.

**ASX Listing Rules** means the listing rules of the ASX.

**Board** means the Board of Directors of the Company unless the context indicates otherwise.

**Business Day** means Monday to Friday inclusive, except public holidays and any other day that ASX declares is not a business day.

**Capital Raising** means the Placement, the Entitlement Offer, the Placement Option Offer and the Retail Sub-Underwriter Option Offer.

**Company** means Amplia Therapeutics Limited ACN 165 160 841.

**Constitution** means the constitution of the Company, as amended from time to time.

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

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

**Director Placement** has the meaning given in Section 3.1(e).

**EFT** means electronic funds transfer.

**Eligible Institutional Shareholder** means a Shareholder who is eligible to participate in the Institutional Entitlement Offer as set out in Section 4.2.

**Eligible Retail Shareholder** means a Shareholder who is eligible to participate in the Retail Entitlement Offer as set out in Section 4.3.

**Eligible Shareholders** a person who is an Eligible Institutional Shareholder and/or an Eligible Retail Shareholder.

**Entitlement** means an Eligible Shareholder’s entitlement to subscribe for one New Share for every 6.45 Shares held on the Record Date, together with three free attaching Entitlement Options for every four New Shares issued (and, where the context requires, a Placement Subscriber’s entitlement to subscribe for Placement Options under the Placement Option Offer).

**Entitlement and Acceptance Form** means an Eligible Shareholder's personalised 'Entitlement and Acceptance Form' accompanying this Prospectus.

**Entitlement Offer** means the accelerated non-renounceable pro rata rights issue of New Shares and Entitlement Options to Eligible Shareholders made under this Prospectus.

**Entitlement Option** means an option to acquire one ordinary share in the Company pursuant to the terms and conditions set out in Section 10.1, to be issued for nil consideration on the basis of three Entitlement Options issued for every four New Shares issued under the Entitlement Offer.

**Extraordinary General Meeting** means the general meeting of Shareholders to be held on or around 9 December 2024 to consider the resolutions required to approve the Placement Option Offer and the offer of Lead Manager Options to the Lead Managers.

**Financial Information** has the meaning given at Section 8.1.

**HIN** means Holder Identification Number.

**Ineligible Shareholder** means a Shareholder as at the Record Date that is not an Eligible Shareholder.

**Institutional Closing Date** means the closing date of the Institutional Entitlement Offer and the Placement, being Thursday, 31 October 2024 (unless extended).

**Institutional Entitlement Offer** means the institutional component of the Entitlement Offer.

**Institutional Investor** means an investor who, if located in Australia, is a professional or sophisticated investor as defined in sections 708(8) and (11) of the Corporations Act and if located in any other jurisdiction, is entitled to participate in the relevant Offer pursuant to the laws of the jurisdiction in which they are located and to whom New Shares and Options can lawfully be offered and issued without registration, lodgement or other formality.

**Institutional Opening Date** means the opening date of the Institutional Entitlement Offer and the Placement, being Wednesday, 30 October 2024.

**Lead Managers** means Bell Potter Securities Limited and Taylor Collison Limited and **Lead Manager** means any one of them.

**New Securities** means collectively, New Shares and Entitlement Options offered under the Entitlement Offer (including the Shortfall Offer).

**New Share** means a Share issued under the Entitlement Offer (or, as the context requires, the Placement).

**Offer Price** means \$0.115 (11.5 cents) per New Share.

**Offers** means the Entitlement Offer, the Placement Option Offer and the Shortfall Offer.

**Option** means an option to acquire one Share in the Company pursuant to the terms and conditions of issue as set out in Section 10.1 (including an Entitlement Option and a Placement Option but not a Lead Manager Option).

**Original Prospectus** means the prospectus issued by the Company dated 30 October 2024, which this Prospectus replaces.

**Placement** means the placement of New Shares to Institutional Investors as described at Section 3.1(c) and, as the context requires, includes the Placement Option Offer.

**Placement Option** means an option to acquire one ordinary share in the Company pursuant to the terms and conditions set out in Section 10.1, pursuant to the Placement Option Offer.

**Placement Option Offer** has the meaning given in Section 3.1(g) and is more fully described in Section 5.

**Placement Subscribers** means:

- (a) Institutional Investors who have been issued New Shares in the Placement; and
- (b) Directors who have applied for New Shares in the Director Placement.

**Pro Forma Historical Financial Information** means the pro-forma historical statement of the financial position of the Company contained in Section 8.

**Prospectus** means this replacement prospectus dated 1 November 2024 (including any supplementary or replacement prospectus), which replaces the Original Prospectus.

**Record Date** means 7.00pm (Sydney time) on 1 November 2024.

**Retail Closing Date** means the closing date of the Retail Entitlement Offer, being Friday, 22 November 2024 (unless extended).

**Retail Entitlement Offer** means the retail component of the Entitlement Offer.

**Retail Opening Date** means the opening date of the Retail Entitlement Offer, being Wednesday, 6 November 2024.

**Retail Sub-Underwriter** has the meaning given at Section 3.1(i).

**Retail Sub-Underwriter Options** means the options offered to Retail Sub-Underwriters pursuant to the Retail Sub-Underwriter Option Offer, which will be issued on the terms set and conditions set out in Section 10.1.

**Retail Sub-Underwriter Option Offer** means the offer of Retail Sub-Underwriter Options to Retail Sub-Underwriters made pursuant to this Prospectus.

**Retail Sub-Underwriting Commitment** means the dollar value of the sub-underwriting commitment in respect of New Shares made by Retail Sub-Underwriters.

**Section** means a section of this Prospectus.

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

**Shareholder** means a registered holder of a Share in the Company.

**Shareholding** means a Shareholder's holding of Shares.

**Share Registry** means Computershare Investor Services Pty Ltd.

**Shortfall Offer** has the meaning given in Section 4.6.

**Shortfall Securities** means New Securities not subscribed for under the Entitlement Offer (and includes the New Securities that would have been offered to Ineligible Shareholders).

**SRN** means Securityholder Reference Number.

**Top-Up Facility** means the facility described in Section 4.5 under which Eligible Shareholders may apply for Additional New Securities in excess of their Entitlement.

**US Securities Act** means the US Securities Act of 1933 (as amended).

**Underwriting Agreement** means the underwriting agreement between the Company and the Lead Managers as described at Section 11.3.

**VWAP** means volume weighted average price.