

ASX RELEASE

8 November 2021

Placement and Fully Underwritten 1 for 4 Entitlement Offer to raise \$12.4 million

- Amplia is poised to initiate a Phase 2 clinical trial of its FAK inhibitor AMP945 in patients with pancreatic cancer
- The Phase 2 trial will test AMP945 in combination with a standard of care in first line pancreatic cancer patients
- The capital raising consists of:
 - a Placement to institutional and sophisticated investors to raise \$5.4m; and
 - a 1 for 4, fully underwritten pro-rata non-renounceable Entitlement Offer to raise \$7.0m
- The New Shares issued under the Placement and the Entitlement Offer are priced at \$0.18 each and will be offered with free attaching options on the basis of 1 option for every 3 New Shares issued. The Options will have an exercise price of \$0.28 and expire on 31 December 2023
- Proceeds from the Offer will be used to fund the first stage of a Phase 2 clinical trial for AMP945, manufacturing and further pre-clinical studies as well as providing the Company with additional working capital
- The Company's three largest institutional shareholders will either maintain or increase their percentage holdings as a result of the capital raising, demonstrating their ongoing support

The Placement

Amplia Therapeutics Limited (ASX: ATX) ("Amplia" or the "Company") is pleased to announce that it will undertake a Placement (**Placement**) of 30.1 million new, fully paid ordinary shares (**New Shares**) to new and existing institutional and sophisticated investors at the offer price of \$0.18 per New Share (**Offer Price**).

The New Shares will be issued using the Company's existing placement capacity under ASX Listing Rules 7.1 and 7.1A and are expected to be issued on 12 November 2021. The holders of the New Shares issued under the Placement will be entitled to participate in the Entitlement Offer.

The Entitlement Offer

The Company is also undertaking a 1 for 4, pro-rata non-renounceable Entitlement Offer to raise \$7.0m via the issue of 38.7 million New Shares to Eligible Shareholders in Australia and New Zealand (**Entitlement Offer**).

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Eligible Shareholders under the Entitlement Offer will be able to subscribe for one New Share for every four shares held (**Entitlements**) at 7:00pm (Melbourne time) on Tuesday, 16 November 2021 (**Record Date**) at the same Offer Price as the Placement (\$0.18 per New Share). The Entitlement Offer is non-renounceable which means that Entitlements are not transferable and cannot be traded on the ASX (or any other exchange) or transferred privately.

Eligible Shareholders with registered addresses in Australia and New Zealand will be entitled to participate in the Entitlement Offer which will open on Friday, 19 November 2021 and will close at 5:00pm (Melbourne time) on Tuesday 7 December 2021 (**Closing Date**) unless extended.

The Entitlement Offer will be made under a transaction-specific prospectus issued under section 713 of the Corporations Act 2001 (Cth) (Prospectus).

Attaching Options

New Shares issued under the Placement and the Entitlement Offer will be offered with free attaching options on the basis of 1 option for every 3 New Shares issued (**Options**). A total of 22.9 million Options are expected to be issued in connection with the Placement and Entitlement Offer. The Options will have an exercise price of \$0.28 and expire on 31 December 2023.

The Options issued under the Placement (**Placement Options**) will be issued under the Prospectus and will be conditional on shareholder approval which will be sought at an Extraordinary General Meeting (**EGM**) scheduled to take place on 17 December 2021.

The Company will apply for quotation of the Options on the ASX.

Discount

The Offer Price of \$0.18 per New Share represents a discount of:

- 7.7% to the closing price of Amplia shares of \$0.195 per share on Wednesday, 3 November 2021; and
- 11.8% to the volume weighted average price of Amplia shares for the 5 business days ending on 3 November 2021.

Prospectus

A Prospectus containing information in respect of the Entitlement Offer and the Placement Options will be lodged with ASX and ASIC on Monday, 8 November 2021. The Prospectus and Entitlement and Acceptance Form (or Placement Option application form) will be made available to Eligible Shareholders and Placement participants (in respect of the Placement Options) on Friday, 19 November 2021. Eligible Shareholders and Placement participants should read the Prospectus in full before deciding whether to subscribe for New Shares and Placement Options.

Eligible Shareholders will be able to access a copy of the Prospectus from the Offer Website at <https://ampliaoffer.thereachagency.com>. Eligible Shareholders will need to provide their Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**) and postcode to access the Offer Website and participate in the Entitlement Offer. Placement participants will be contacted directly by the Company.

Shortfall Facility

The Entitlement Offer will include a shortfall facility, under which Eligible Shareholders who have taken up their full Entitlement under the Entitlement Offer can apply to take up additional New Shares in excess of their Entitlements, that have not been taken up by other Shareholders (**Shortfall Facility**).

Eligible Shareholders who subscribe for their full Entitlement will be entitled to subscribe for additional New Shares (and attaching Options) representing up to 100% of their Entitlement under the Shortfall Facility. Applications will be allocated on a pro rata basis, subject to applicable laws and scale back in accordance with the policy described in the Prospectus.

Use of Funds

The Company intends to use current cash and the funds raised from the Placement and Entitlement Offer for the following purposes.

Source of Funds	Amount	Use of Funds	Amount
Cash as at 30 September 2021	\$3.2m	AMP945 Phase 1b/2a clinical trial costs	\$7.0m
R&D rebate received	\$1.1m	AMP945 manufacturing costs	\$2.9m
Placement	\$5.4m	IPF Toxicology and non-clinical POC studies	\$1.25m
Entitlement Offer	\$7.0m	Patent and licence fees	\$0.65m
		General admin and working capital	\$4.03m
		Costs of the offers	\$0.88m
TOTAL	\$16.7m	TOTAL	\$16.7m

Underwriting Arrangements

The Entitlement Offer will be fully underwritten by the lead manager of the capital raise, Taylor Collison Limited (**Underwriter**), pursuant to an underwriting agreement with the Company dated 8 November 2021 (**Underwriting Agreement**).

In addition to the cash fees payable to the Underwriter (which is described in the Appendix 3B lodged with ASX on 8 November 2021), on completion of the Entitlement Offer the Company will issue 2.5 million options to the Underwriter on the same terms as the Placement Options.

Options issued to the Underwriter will be issued under a Prospectus and are subject to shareholder approval which will be sought at the EGM scheduled to take place on 17 December 2021.

Indicative Timetable

The Capital Raising will be conducted according to the following indicative timetable:

Event	Date (2021)
Capital Raising announced, Prospectus lodged, trading halt lifted	Monday, 8 November
Settlement of the Placement	Thursday, 11 November
Issue of New Shares under the Placement	Friday, 12 November
Record Date for Entitlement Offer (7.00pm)	Tuesday, 16 November
Entitlement Offer and Placement Option Offer opens	Friday, 19 November
Entitlement Offer and Placement Option Offer closes	Tuesday, 7 December
Announcement of results of Entitlement Offer	Friday, 10 December
Settlement of the Entitlement Offer	Monday, 13 December
Issue of New Shares and Options under the Entitlement Offer	Tuesday, 14 December
Trading of New Shares issued under the Entitlement Offer	Wednesday, 15 December
Despatch of holding statements for New Shares and Options issued under Entitlement Offer	Thursday, 16 December
Extraordinary General Meeting	Friday, 17 December
Issue of Options under the Placement	Monday, 20 December
Commencement of trading of Options on ASX	Wednesday, 22 December

This Timetable is indicative only and subject to change. The Company may vary these dates, in consultation with the Underwriter, subject to the ASX Listing Rules. An extension of the Entitlement Offer Closing Date will delay the anticipated date for issue of the New Shares. The Directors also reserve the right to withdraw or not proceed with the Entitlement Offer at any time before the allotment and issue of the New Shares. In that event, the relevant Application Monies will be returned in full to Applicants (without interest).

Current Optionholders

Existing optionholders may only participate in the Entitlement Offer in respect of their vested options if those options have been exercised and Shares allotted by the Record Date. Optionholders must therefore exercise their options prior to 7:00pm on Tuesday 16 November 2021 if they intend to participate in the Entitlement Offer in respect of those vested options.

Further Information

For further information on the Entitlement Offer, you can contact the Company's Share Registry, Computershare Investor Services Pty Ltd, on 1300 855 080 or +61 3 9415 4000 between 9:00am to 5:00pm (Melbourne time) Monday to Friday. If you have any further questions, you should contact your stockbroker, solicitor, accountant or other professional advisor.

This announcement has been authorised by the Board of Directors of Amplia.

Yours faithfully

Dr John Lambert
CEO and Managing Director
Amplia Therapeutics Limited

About Amplia Therapeutics Limited

Amplia Therapeutics Limited is an Australian pharmaceutical company advancing a pipeline of Focal Adhesion Kinase (FAK) inhibitors for cancer and fibrosis. FAK is an increasingly important target in the field of cancer immunology and Amplia has a particular development focus in pancreatic and ovarian cancer. FAK also plays a significant role in a number of chronic diseases, such as idiopathic pulmonary fibrosis (IPF).