

ASX RELEASE

8 November 2021

Amplia Entitlement Offer Prospectus

Amplia Therapeutics Limited (ASX: ATX) (“Amplia” or the “Company”) has today announced a capital raising consisting 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 will be offered with free attaching options on the basis of 1 option for every 3 New Shares issued.

The attached Prospectus has today been lodged with ASIC containing information in respect of the Entitlement Offer and the Placement Options. 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.

This ASX announcement was approved and authorised for release by the Board of Amplia Therapeutics.

- End -

For Further Information

Dr. John Lambert
CEO and Managing Director
john@ampliatx.com
www.ampliatx.com

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).



AMPLIA THERAPEUTICS LIMITED
ACN 165 160 841

PROSPECTUS

For an underwritten, non-renounceable pro rata entitlement offer of 1 Share for every 4 Shares held by Eligible Shareholders, and one free attaching Entitlement Option for every 3 New Shares issued, at an offer price of \$0.18 per New Share, to raise approximately \$7 million (**Entitlement Offer**);

and

For an offer of up to 10.0 million free attaching Placement Options for nil consideration, on the basis of one Placement Option for every 3 New Shares issued to investors under the Placement (**Placement Option Offer**);

and

For an offer of 2,500,000 Lead Manager Options to Taylor Collison Limited (**Lead Manager Option Offer**).

The last date for acceptance and payment under the Entitlement Offer will be 5.00pm (Melbourne time) on Tuesday, 7 December 2021 (unless the Offers are extended).

The Placement Option Offer and Lead Manager Option Offer are conditional upon the Company obtaining Shareholder approval at the Company's Extraordinary General Meeting expected to be held on Friday, 17 December 2021. The Placement Option Offer is only open to Placement Subscribers and the Lead Manager Option Offer is only open to the Lead Manager.

The Entitlement Offer is fully underwritten by Taylor Collison Limited. The Placement is being lead managed, but not underwritten, by 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

IMPORTANT NOTICE

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 that is being undertaken by the Company;
- the **Lead Manager Option Offer**, being a conditional offer of Lead Manager Options to the Lead Manager; and
- the offer of Shortfall Securities under the Entitlement Offer that are not applied for by Eligible Shareholders under this Prospectus (**Shortfall Offer**). See Section 4.8 for further details.

The Entitlement Offer, Placement Option Offer, Lead Manager Option Offer and Shortfall Offer are referred to as the **Offers**.

This Prospectus is dated 8 November 2021 and was lodged with the Australian Securities and Investments Commission (**ASIC**) on that date. The expiry date of the Prospectus is 5.00pm (Melbourne time) on the date that is 13 months after the date of this 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 this 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.

Entitlement Offer

The Offers contained in this Prospectus include an invitation to Eligible Shareholders to acquire 1 New Share for every 4 fully paid ordinary Amplia shares (**Shares**) held on the Record Date, plus one free attaching Entitlement Option for every 3 New Shares issued to Eligible Shareholders under this Prospectus, at an offer price of \$0.18 per New Share (**Offer Price**), to raise approximately \$7.0 million (before costs) (**Entitlement Offer**). Each Entitlement Option issued pursuant to this Prospectus will have an exercise price of \$0.28 and an expiry date of 31 December 2023. 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.

The Entitlement Offer will be fully underwritten by Taylor Collison Limited: see Section 9.3 for further details.

Placement Option Offer

The Offers contained in this Prospectus includes an invitation to professional and sophisticated investors who participate in the Placement to acquire one free attaching Placement Option for every 3 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 \$0.28 and an expiry date of 31 December 2023. The Company will apply to have the Placement Options quoted on ASX.

Lead Manager Option Offer

The Offers contained in this Prospectus include an offer of 2,500,000 Lead Manager Options in consideration for services provided to the Company by Taylor Collison Limited pursuant to the Offer Management and Underwriting Agreement. The Lead Manager Options will be issued on the same terms as the Entitlement Options and Placement Options: each Lead Manager Option will have an exercise price of \$0.28 and an expiry date of 31 December 2023. The Company will apply to have the Lead Manager Options quoted on ASX.

Placement Options, Entitlement Options and Lead Manager Options

The Placement Options, Entitlement Options and Lead Manager 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 copy of this Prospectus and a personalised Entitlement and Acceptance Form from the Offer Website at <https://ampliaoffer.thereachagency.com>. 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 at the Offer Website. The Entitlement and Acceptance Form accompanying the electronic version of this Prospectus must only be used within Australia and New Zealand. An Entitlement and Acceptance Form cannot be downloaded without also downloading this Prospectus. 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 on the Offer Website.

The Lead Manager will provide an Application Form for Placement Options to each participant in the Placement (which will be accompanied by a copy of this Prospectus).

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, Placement Options and Lead Manager 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 Lead Manager 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 7 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.

Australian and New Zealand residents only

The New Securities to be issued under this Prospectus in respect of the Entitlement Offer will only be offered to Eligible Shareholders, being Shareholders with a registered address in Australia or New Zealand at 7.00PM (Melbourne 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, this Prospectus and the New Securities to be issued under the Prospectus have not been, and will not be, registered under the US Securities Act of 1933 (as amended) and the Entitlement Offer 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 Offer Information Line 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 Shareholder but are unable to pay for New Securities in Australian dollars.

New Zealand

This offer to New Zealand investors is a regulated offer made under Australian and New Zealand law. In Australia, this is Chapter 8 of the Corporations Act 2001 (Aust) and regulations made under that Act. In New Zealand, this is subpart 6 of Part 9 of the Financial Markets Conduct Act 2013 and Part 9 of the Financial Markets Conduct Regulations 2014.

This offer and the content of the offer document are principally governed by Australian rather than New Zealand law. In the main, the Corporations Act 2001 (Aust) and the regulations made under that Act set out how the offer must be made.

There are differences in how financial products are regulated under Australian law. For example, the disclosure of fees for managed investment schemes is different under the Australian regime.

The rights, remedies, and compensation arrangements available to New Zealand investors in Australian financial products may differ from the rights, remedies, and compensation arrangements for New Zealand financial products.

Both the Australian and New Zealand financial markets regulators have enforcement responsibilities in relation to this offer. If you need to make a complaint about this offer, please contact the Financial Markets Authority, New Zealand (<http://www.fma.govt.nz>). The Australian and New Zealand regulators will work together to settle your complaint.

The taxation treatment of Australian financial products is not the same as for New Zealand financial products.

If you are uncertain about whether this investment is appropriate for you, you should seek the advice of a financial advice provider.

The offer may involve a currency exchange risk. The currency for the financial products is not New Zealand dollars. The value of the financial products will go up or down according to changes in the exchange rate between that currency and New Zealand dollars. These changes may be significant.

If you expect the financial products to pay any amounts in a currency that is not New Zealand dollars, you may incur significant fees in having the funds credited to a bank account in New Zealand in New Zealand dollars.

If the financial products are able to be traded on a financial product market and you wish to trade the financial products through that market, you will have to make arrangements for a participant in that market to sell the financial products on your behalf. If the financial product market does not operate in New Zealand, the way in which the market operates, the regulation of participants in that market, and the information available to you about the financial products and trading may differ from financial product markets that operate in New Zealand.

The dispute resolution process described in this offer document is available only in Australia and is not available in New Zealand.

Financial information and forward looking statements

Section 6 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 7, 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 10.

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 Melbourne, 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, Placement Options or Lead Manager 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

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KEY DATES

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

Event	Date (2021)
Prospectus lodged with ASIC and ASX and Appendix 3B lodged with ASX	Monday, 8 November
Settlement of the Placement	Thursday, 11 November
Issue of New Shares under the Placement Lodgement of Cleansing Notice in connection with the Placement Lodgement of Appendix 2A (Placement and Entitlement Offer)	Friday, 12 November
Trading of New Shares issued under the Placement	Monday, 15 November
Record Date for eligibility to participate in the Entitlement Offer	Tuesday, 16 November (7:00pm)
Offer Opening Date Prospectus and Entitlement & Acceptance Form available to Eligible Shareholders and Placement participants	Friday, 19 November
Offer Closing Date Entitlement Offer and Placement Option Offer close	Tuesday, 7 December
Announcement of results of the Offers	Friday, 10 December
Settlement of the Entitlement Offer	Monday, 13 December
Issue of New Shares and Entitlement 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 Entitlement Options issued under Entitlement Offer	Thursday, 16 December
Extraordinary General Meeting	Friday, 17 December
Issue of Placement Options under the Placement Option Offer and Lead Manager Options under Lead Manager Option Offer	Monday, 20 December
Despatch of holding statements for Placement Options and Lead Manager Options	Tuesday, 21 December

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

KEY DETAILS OF THE CAPITAL RAISING

Entitlement Offer	
Entitlement Offer ratio	1 New Share for every 4 Shares held by Eligible Shareholders on the Record Date (16 November 2021) together with one Entitlement Option for every 3 New Shares issued
Offer Price	\$0.18 per New Share
Number of New Shares offered under the Entitlement Offer	38,727,835
Number of Entitlement Options offered under the Entitlement Offer	12,909,278
Proceeds of the Entitlement Offer (before costs)	\$6,971,010
Placement	
Number of New Shares offered under the Placement at the Offer Price	30,090,000
Proceeds of the Placement (before costs)	\$5,416,200
Number of Placement Options offered under the Placement Option Offer	10,030,000
Lead Manager Option Offer	
Number of Lead Manager Options offered under the Lead Manager Option Offer	2,500,000
Capital Raising	
Proceeds of the Capital Raising (before costs)	\$12,387,210
Shares on issue as at the Prospectus Date	124,821,340
Shares on issue on completion of the Capital Raising (assuming full subscription)	193,639,175
Options on issue as at the Prospectus Date	13,778,348
Options on issue on completion of the Capital Raising (assuming full subscription and inclusive of the Lead Manager Options)	39,217,626

Final numbers will vary slightly as a result of rounding.

1 CORPORATE DIRECTORY

<p>Directors</p> <p>Dr Warwick Tong (Non-Executive Chair) Dr John Lambert (Managing Director, CEO) Dr Christopher Burns (Non-Executive Director) Dr Robert Peach (Non-Executive Director) Mrs Jane Bell (Non-Executive Director)</p>	<p>Registered Office</p> <p>Level 21, 90 Collins Street Melbourne VIC 3000</p> <p>Email: info@ampliatx.com</p> <p>Website: www.ampliatx.com</p>
<p>Company Secretary</p> <p>Mr Andrew Cooke andrew@ampliatx.com</p> <p>Chief Financial Officer</p> <p>Hamish George</p>	<p>Lead Manager</p> <p>Taylor Collison Limited Level 10, 151 Macquarie Street Sydney NSW 2000</p>
<p>Share Registry</p> <p>Computershare Investor Services Pty Limited Yarra Falls, 452 Johnston Street Abbotsford VIC 3067</p> <p>Telephone: 1300 855 080 +61 3 9415 4000</p> <p>Website: www.computershare.com/au</p>	<p>Australian Legal Adviser</p> <p>Becketts Lawyers Pty Ltd Level 21, 90 Collins Street Melbourne VIC 3000</p>
<p>Offer Website</p> <p>https://ampliaoffer.thereachagency.com</p> <p>ASX Code: ATX</p>	<p>Auditor*</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

Dear Shareholder

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

Company update

2021 has been a busy year for Amplia with much of our operational efforts being focussed on progressing the clinical development of our lead asset, AMP945. In May we announced the successful completion of Amplia's first clinical trial where, in healthy volunteers, AMP945 was shown to be safe, well tolerated and have excellent pharmaceutical properties at all the doses tested. This set the stage for testing AMP945 in patients with cancer and fibrosis and we are now ready to initiate our first trial in cancer patients: a Phase 2 trial in patients with pancreatic cancer. Of all cancers, pancreatic cancer remains one of the most devastating and difficult to treat and even incremental improvements in treatment would be welcomed by clinicians, patients and their families. Based on preclinical evidence we have gathered during the last 2 years, we believe that AMP945 deserves to be tested in pancreatic cancer patients and are excited about the potential to improve the lives of those who are unfortunate enough to have contracted this deadly disease.

Our plans and preparation to initiate the Phase 2 trial in 2022 are well advanced. We have commenced manufacture of the drug substance and conducted detailed design work for the Phase 2 trial. Shortly we will make the necessary regulatory submissions that are required before we initiate the trial. In parallel we are doing the required preparatory work to enable the start of our second Phase 2 trial in patients with pulmonary fibrosis. Successful completion of that preparatory work, including longer term toxicology studies, should allow us to start that trial in the second half of 2022.

Overview of Capital Raising

The Company is raising gross proceeds of \$12.4 million before costs, by way of:

- an institutional placement of New Shares to professional and sophisticated investors at the Offer Price of \$0.18 per New Share to raise approximately \$5.4 million (**Placement**); and
- a pro rata, non-renounceable entitlement offer of one New Share for every 4 Shares held by Eligible Shareholders at 7.00pm (Melbourne time) on Tuesday, 16 November 2021 (**Record Date**), at the Offer Price to raise approximately \$7.0 million (**Entitlement Offer**).

The holders of New Shares issued under the Placement will be eligible to participate in the Entitlement Offer.

The Placement and Entitlement Offer are being lead-managed by Taylor Collison Limited and the Entitlement Offer is being underwritten by Taylor Collison Limited.

In addition, for every three New Shares that are issued pursuant to the Entitlement Offer and Placement, participants in the Capital Raising will be offered one new free attaching option for nil cash consideration.

Each option issued under the Entitlement Offer, Placement and Lead Manager Option Offer will entitle the holder to subscribe for one Share and will have an exercise price of \$0.28 and an expiry date of 31 December 2023 (**Options**). The Company will apply for the Options to be quoted on ASX.

The Placement Option Offer and Lead Manager Option Offer are conditional on Shareholder approval, to be considered at the Extraordinary General Meeting. The offer of Options to Entitlement Offer participants is not subject to Shareholder approval.

Use of proceeds of the Capital Raising

The Company intends to use the funds raised from the Capital Raising for AMP945 Phase 1b/2a clinical trial costs and other related costs. Further details are provided in Section 3.2.

Shortfall Facility

The Entitlement Offer incorporates a shortfall facility under which Eligible Shareholders that have taken up their full Entitlement under the 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 Shareholders pursuant to their Entitlements. Further details on the Shortfall Facility are provided in Section 4.7.

Action you should take

The Entitlement Offer is currently scheduled to close at 5.00pm (Melbourne time) on Tuesday, 7 December 2021. If you wish to subscribe for New Securities under the Entitlement Offer, you must ensure that your Application and payment is received by this time in accordance with the instructions set out in Section 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 7 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 DETAILS OF THE OFFERS

3.1 Background and overview

On 8 November 2021, Amplia announced a Capital Raising to raise a total of approximately \$12.4 million (before costs) through the issue of New Shares and Options as follows.

Entitlement Offer

- (a) A non-renounceable pro rata entitlement offer of one New Share for every four Shares held by Eligible Shareholders at the Offer Price of \$0.18 per New Share, to raise approximately \$7.0 million through the issue of approximately 38,727,835 New Shares.
- (b) New Shares are being offered under the Entitlement Offer with one free attaching Entitlement Option for every three New Shares issued.
- (c) The Entitlement Offer is fully underwritten by the Lead Manager.

Placement

- (d) A placement to professional and sophisticated investors to raise approximately \$5.4 million (before costs) (**Placement**) through the issue of 30,090,000 New Shares at the Offer Price of \$0.18 per New Share.
- (e) The Placement utilises the Company's existing placement capacity under ASX Listing Rules 7.1 and 7.1A, and will complete on Friday, 12 November 2021.
- (f) New Shares are being offered under the Placement with one free attaching Placement Option for every three New Shares issued under the Placement (**Placement Option Offer**). The Placement Option Offer is conditional on Shareholder approval and is being made under this Prospectus.
- (g) The Placement is being lead-managed by the Lead Manager. The Placement is not underwritten.

Offer of Options

- (h) Shares issued under the Placement and Entitlement Offer are being offered with free attaching Options, on the basis of one free attaching Option for every three New Shares issued to investors under the Placement and Entitlement Offer, comprising:
 - (i) approximately 10,030,000 Options (subject to rounding) offered to participants in the Placement (**Placement Options**); and
 - (ii) approximately 12,909,278 Options (subject to rounding) offered to participants in the Entitlement Offer (**Entitlement Options**).

Offer of Lead Manager Options

- (i) The Lead Manager is being offered 2,500,000 Lead Manager Options pursuant to the terms of the Offer Management and Underwriting Agreement (**Lead Manager Options**). See Section 9.3 for further information. The Lead Manager Option Offer is conditional on Shareholder approval.

Shortfall Offer

- (j) 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 Shortfall Facility). See Section 3.7 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 (as disclosed in the Appendix 4C for the September 2021 quarter), as follows (assuming full subscription):

Sources of funds	Amount	Use	Amount
Cash at bank (30 September 2021)	\$3.17m	The AMP945 Phase 1b/2a clinical trial costs	\$7.0m
R&D Tax Rebate received October 2021	\$1.14m	Drug manufacture	\$2.9m
Placement proceeds	\$5.4m	Toxicology	\$1.0m
Entitlement Offer proceeds	\$7.0m	IP and licences	\$0.65m
		Non-clinical POC studies	\$0.25m
		Offer costs	\$0.89m
		General working capital	\$4.02m
Total	\$16.71m	Total	\$16.71m

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

3.3 Entitlement Offer

The Entitlement Offer made under this Prospectus relates to a pro rata, non-renounceable entitlement offer by Amplia to Eligible Shareholders, to be issued one New Share for every four Shares held on the Record Date (7.00pm on Tuesday, 16 November 2021), at the Offer Price of \$0.18 per New Share.

For every three New Shares they are issued, Eligible Shareholders will also be issued one Entitlement Option at no further cost. The offer of Entitlement Options is not conditional on Shareholder approval.

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

Eligible Shareholders are also invited to apply for Additional New Securities beyond their Entitlement under the Shortfall Facility (described in Section 4.7 below).

The Entitlement Offer is expected to raise gross proceeds of \$6.97 million before costs.

The Entitlement Offer is fully underwritten by Taylor Collison Limited. See Section 9.3 for further details.

3.4 Placement Option Offer

Investors under the Placement (**Placement Subscribers**) have been offered 1 free attaching Placement Option, for nil cash consideration, for every three Shares issued to each Placement

Subscriber. Fractional entitlements to Placement Options will be rounded up to the nearest whole number.

The Placement Option Offer is being made under this Prospectus and will result in the issue of up to approximately 10,030,000 Placement Options to Placement Subscribers.

The Placement Option Offer is conditional on Shareholder approval for the purposes of ASX Listing Rule 7.1.

Only Placement Subscribers are eligible to participate in the Placement Option Offer.

3.5 Lead Manager Option Offer

The Lead Manager is being offered 2,500,000 Options in accordance with the terms of the Offer Management and Underwriting Agreement.

The Lead Manager Option Offer is conditional on Shareholder approval for the purposes of ASX Listing Rule 7.1.

Only the Lead Manager is eligible to participate in the Lead Manager Option Offer.

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

The Entitlement Options, Placement Options and Lead Manager Options (the **Options**) are being offered on identical terms, being:

- (a) each Option is exercisable for one Share at an exercise price of \$0.28; and
- (b) each Option has an expiry date of 31 December 2023.

The offer and issue of Placement Options and Lead Manager Options is subject to Shareholder approval. 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 under this Prospectus.

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 Shortfall Offer

Any Entitlements not taken up under the Entitlement Offer (including the Shortfall Facility) will become **Shortfall Securities**. The offer to issue Shortfall Securities is a separate offer under this Prospectus (**Shortfall Offer**).

Subject to the terms of the Offer Management and Underwriting Agreement, if any New Securities are not validly subscribed for under the Entitlement Offer (including the Shortfall Facility), the Lead Manager must subscribe, or procure subscriptions, and pay or procure payment of the Offer Price in respect of the Shortfall Securities.

The allocation of any Shortfall Securities in respect of the Entitlement Offer will be determined by the Company and the Lead Manager (subject to the terms of the Shortfall Facility) and may include allocations to Institutional Investors who have committed to sub-underwrite the offer of New Securities under the Entitlement Offer. The Company and the Lead Manager may invite Institutional Investors to participate in the Shortfall Offer.

If any New Securities are not subscribed for under the Entitlement Offer, these New Securities will be allocated in priority to Eligible Shareholders who have participated in the Shortfall Facility (subject to the terms of the Shortfall Facility).

The Shortfall Securities will be offered and issued under this Prospectus at the Offer Price and will have the same terms as the New Securities. Shortfall Securities will not be allocated and issued under the Shortfall Offer where the Company considers that to do so would result in a breach of the Corporations Act, the Listing Rules or any other relevant regulation or law.

Directors cannot be issued New Securities under the Shortfall Offer.

3.8 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.

3.9 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.

3.10 Non-renounceable Offers

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

3.11 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.

4 APPLYING UNDER THE OFFERS

4.1 Entitlement Offer

Only Eligible Shareholders, being Shareholders on the Share register at 7.00pm on the Record Date (Tuesday, 16 November 2021) with a registered address in Australia or New Zealand, are permitted to participate in the Entitlement Offer.

This Prospectus, and a personalised Entitlement and Acceptance Form, will be made available to Eligible Shareholders via the Offer Website, <https://ampliaoffer.thereachagency.com>. 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 Shareholders are entitled to under the Entitlement Offer (i.e. their Entitlement) is shown on their personalised Entitlement and Acceptance Form, which is accessible on the Offer Website.

Eligible Shareholders may:

- (a) take up part or all their Entitlement in full (refer to Section 4.2);
- (b) take up all of their Entitlement and apply for additional New Securities under the Shortfall Facility (refer to Section 4.3); or
- (c) do nothing and let their Entitlement lapse (refer to Section 4.4).

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

Entitlements are non-renounceable and cannot be sold or transferred.

Your completed Entitlement and Acceptance Form should be submitted online at the Offer Website.

Amplia may reject any Entitlement and Acceptance Form that is not correctly completed or that is received after the Offer Closing Date.

4.2 If you wish to take up all or part of your Entitlement

If you wish to take up part or all of your Entitlement, please follow the instructions on the Offer Website at <https://ampliaoffer.thereachagency.com>.

You will need to provide your Securityholder Reference Number (**SRN**) or Holder Identification Number (**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 (Melbourne time) on Tuesday, 7 December 2021.

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.

4.3 If you wish to take up all of your Entitlement and apply for New Securities under the Shortfall Facility

Follow the instructions on the Offer Website to take up all of your Entitlement (see Section 4.2 and apply for additional New Securities in accordance with the instructions provided in the Offer Website.

4.4 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.

4.5 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 4.5(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 Shortfall 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 the Offer Website and your personalised Entitlement and Acceptance Form, available at <https://ampliaoffer.thereachagency.com>. 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:

- 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 4.6 below; and
- 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 (Melbourne time) on Tuesday, 7 December 2021. 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**

If you are a New Zealand Shareholder who does not have an account that supports BPAY, you can access alternative electronic funds transfer (EFT) payment instructions when you submit your personalised Entitlement and Acceptance Form online via the Offer Website in accordance with the instructions on the form.

It is your responsibility to ensure that your EFT payment is received by the Share Registry by no later than 5.00pm (Melbourne time) on Tuesday, 7 December 2021. 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:

- for an amount equal to A\$0.18 multiplied by the number of New Shares that you are applying for; and
- 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.

4.6 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 the Entitlement and Acceptance 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 Entitlement and Acceptance Form, is final.

By completing and submitting your Entitlement and Acceptance 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 Manager, 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 Entitlement and Acceptance 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 personalised Entitlement and Acceptance 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 Entitlement and Acceptance 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 Entitlement and Acceptance Form;
- (f) you accept that there is no cooling off period under the Entitlement Offer and that once the Company receives your Entitlement and Acceptance 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 Entitlement and Acceptance 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 Manager, 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 Entitlement and Acceptance Form;
- (i) you declare that you are the registered holder(s) at the Record Date of the Shares indicated on the Entitlement and Acceptance Form as being held by you;
- (j) the information contained in this Prospectus and your Entitlement and Acceptance 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 7 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 Manager 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 Entitlement and Acceptance 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 Entitlement and Acceptance 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.

4.7 Shortfall Facility

The Entitlement Offer incorporates a Shortfall Facility under which Eligible Shareholders who have subscribed for their full Entitlement can apply for Additional New Securities (in excess of their Entitlement) capped at a maximum representing up to 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.

Eligible Shareholders who wish to apply for Additional New Securities under the Shortfall 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.

(a) *Allocation of shortfall among applicants under the Shortfall Facility*

If Eligible Shareholders submit Applications under the Shortfall 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 Shortfall Facility, scale back will apply to applicants under the Shortfall 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, New Securities will be allocated in priority to Eligible Shareholders, up to the capped amount.

(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 Shareholders under the Shortfall Facility.

Eligible Shareholders who apply for Additional New Securities under the Shortfall 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 Shareholder to ensure that it will not breach the takeovers provisions under the Corporations Act by applying for Additional New Securities under the Shortfall Facility. These provisions are set out in section 606 of the Corporations Act. No Eligible Shareholder will be permitted to acquire Additional New Securities under the Shortfall 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).

4.8 Shortfall Offer

To the extent the Shortfall Securities are not taken up in the Shortfall Facility, the Company and the Lead Manager will invite Institutional Investors (which may include sub-underwriters) to subscribe for those Shortfall Securities in the Shortfall Offer.

The Shortfall Offer is made under this Prospectus and will close at the time of issue of New Securities under the Entitlement Offer.

4.9 Applying for Placement Options under the Placement Option Offer

Applications for Placement Option under the Placement Option Offer may only be submitted by the Placement Subscribers (or their nominees) and must be made using the Placement Options Application Form that accompanies this Prospectus and is provided directly to the Placement Subscribers by the Lead Manager or the Company.

Completed Placement Options Application Forms must be received by the Lead Manager or the Company by no later than 5.00pm on the Offer Closing Date (7 December 2021).

The Offer of Placement Options is conditional upon Shareholder approval.

4.10 Applying for Lead Manager Options under the Lead Manager Option Offer

Applications for Lead Manager Options under the Lead Manager Option Offer may only be submitted by the Lead Manager (or nominees) and must be made using the Lead Manager Option Application Form that accompanies this Prospectus and is provided directly to the Lead Manager by the Company.

Completed Lead Manager Application Forms must be received by the Company by no later than 5.00pm on the Offer Closing Date (7 December 2021).

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

4.11 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 New Securities in excess of their Entitlement under the Shortfall Facility.

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

4.12 Offer Period

The Offers will open on Friday, 19 November 2021 (**Offer Opening Date**).

Applications will close at 5.00pm on Tuesday, 7 December 2021 (**Offer Closing Date**), other than in respect of the Shortfall Offer (which will remain open until the issue of New Securities under the Entitlement Offer).

The Offer Opening Date and Offer Closing Date are subject to change without notice. The Company may vary these dates, including to close the Entitlement Offer early or extend the Offer Closing Date, at any time prior to the issue of New Securities and Placement Options (subject to the Corporations Act and the ASX Listing Rules and the terms of the Offers).

If any of the dates are changed, subsequent dates may also change.

Eligible Shareholders are encouraged to lodge your Entitlement and Acceptance Form as soon as possible after the Offer Opening Date.

4.13 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 this 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 (without interest).

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.

4.14 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 or Securityholder Reference Number.

4.15 Validity of Entitlement and Acceptance Forms

An Entitlement and Acceptance Form may only be distributed with, attached to or accompany a complete and unaltered copy of this Prospectus. By completing and lodging an Entitlement and Acceptance Form received with this Prospectus, the applicant represents and warrants that they have personally received a complete and unaltered copy of this Prospectus before completing the Entitlement and Acceptance Form.

The Company will not accept a completed Entitlement and Acceptance 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 Entitlement and Acceptance Form has been altered in any way.

4.16 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.

4.17 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.

4.18 Information Availability

Eligible Shareholders can obtain a copy of this Prospectus from the Company's website or by phoning the Offer Information Line on 1300 855 080 (within Australia) or +61 3 9415 4000 (outside Australia) from 8.30am to 5.00pm (Melbourne time) Monday to Friday until the Closing Date. 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 this Prospectus must be used within Australia. An Entitlement and Acceptance Form cannot be downloaded without also downloading this Prospectus.

4.19 Foreign Selling Restrictions

No action has been taken to register or qualify the New Shares or Options, the Entitlement Offer or this Prospectus in any jurisdiction outside Australia and New Zealand, or otherwise to permit a public offering of the New Securities outside Australia and New Zealand.

This Prospectus does not constitute an offer or invitation in any jurisdiction where, or to any person to whom, the offer or invitation would be unlawful. The distribution of this Prospectus in jurisdictions outside Australia and New Zealand may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of those restrictions. Any failure to comply with the restrictions may constitute a violation of applicable securities laws.

Each applicant warrants and represents that they:

- (a) are resident in Australia or New Zealand;
- (b) are located in Australia or New Zealand at the time of the Application and are not acting for the account or benefit of any person in the United States or any other foreign person; and
- (c) will not offer or sell the New Shares or Options in the United States or in any other jurisdiction outside Australia or New Zealand except in transactions exempt from registration under the US Securities Act of 1933 as amended, and in compliance with all applicable laws in the jurisdiction in which the New Securities are offered and sold.

4.20 Eligible Shareholders

The Entitlement Offer is only open to Eligible Shareholders with registered addresses in Australia or New Zealand. This Prospectus does not constitute an offer to issue the New Securities in any place in which, or to any person to whom, it would not be lawful to make that offer.

The Company is of the view that it is unreasonable to make an offer to issue the New Securities under the Entitlement Offer to Ineligible Shareholders having regard to:

- (a) the number of Ineligible Shareholders outside of Australia and New Zealand to whom offers would otherwise be made, as a proportion of total Shareholders in the Company;
- (b) the number and value of the New Securities that would otherwise be offered for issue to Ineligible Shareholders; and
- (c) the cost of complying with the laws, and any requirements of any regulatory authority, of the overseas jurisdictions where the New Securities would otherwise be offered for issue.

5 PURPOSE AND EFFECT OF THE OFFERS

5.1 Purpose of the Offers

The Entitlement Offer (including the Shortfall Offer) will raise gross proceeds of \$7.0 million before costs. 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.

5.2 Effect of the Offers

Placement

The Company expects to issue 30,090,000 New Shares under the Placement to raise gross proceeds of \$5,416,200. The offer of New Shares under the Placement is not being made under this Prospectus.

If all Placement Options are subscribed for under the Placement Option Offer, the Company will issue approximately 10,030,000 Placement Options under the Placement Option Offer (subject to rounding).

If all Placement Options issued under the Placement Option Offer are exercised, approximately 10,030,000 New Shares will be issued for total consideration of approximately \$2,808,400.

Entitlement Offer

As the Entitlement Offer is fully underwritten, the Company expects that it will issue approximately 38,727,835 New Shares and 12,909,278 Entitlement Options under the Entitlement Offer (subject to rounding). This includes the New Securities which may be issued under the Shortfall Offer.

If all Entitlement Options issued under the Entitlement Offer are exercised, an additional 12,909,278 New Shares will be issued for total consideration of approximately \$3,614,598.

Accordingly, up to 51,637,113 Shares may be issued under, or in connection with, the Entitlement Offer.

Lead Manager Offer

If all Lead Manager Options are subscribed for under the Lead Manager Option Offer, the Company will issue 2,500,000 Lead Manager Options under the Lead Manager Option Offer.

If all Lead Manager Options issued under the Lead Manager Option Offer are exercised, 2,500,000 New Shares will be issued for total consideration of \$700,000.

5.3 Summary of effect on capital structure of the Company

The table below shows the capital structure of the Company as at the Prospectus Date and on completion of the Offers and the 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 all Placement Options and Lead Manager Options are issued under their respective Offers. The figures in the table will vary slightly due to rounding of Entitlements.

As at Prospectus Date	
Shares on issue	124,821,340
Options on issue	13,778,348
Placement and Placement Option Offer	
Number of New Shares to be issued under the Placement	30,090,000
Number of Placement Options to be issued under the Placement Option Offer	10,030,000
Entitlement Offer	
Number of New Shares to be issued under the Entitlement Offer	38,727,835
Number of Entitlement Options to be issued under the Entitlement Offer	12,909,278
Lead Manager Option Offer	
Number of Lead Manager Options to be issued under the Lead Manager Option Offer	2,500,000
Share capital on completion of the Offers and Placement (assuming full subscription)	
Shares on issue	193,639,175
Options on issue	39,217,626 of which 25,439,278 are Options issued in connection with this Prospectus.

5.4 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 Shortfall 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 Shortfall Facility will increase their percentage Shareholding in the Company under the Entitlement Offer to the extent they receive additional New Shares under the Shortfall 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 Shareholders who are not resident in Australia or New Zealand (Ineligible Shareholders) will be diluted by the Entitlement Offer and the Placement.

Examples on how the dilution may impact Shareholders is set out in the table below. The table assumes that the holders do not participate in the Placement or the Shortfall Facility and that no options are exercised after the Prospectus Date.

Holder	Record Date holding	% holding at Record Date excl Placement Shares	% holding at Record Date assuming Placement Shares are issued	% holding on completion of the Offers	
				If Entitlement Offer is 100% accepted	If Entitlement Offer is not accepted
1	10,000,000	8.01%	6.46%	6.46%	5.16%
2	5,000,000	4.01%	3.23%	3.23%	2.58%
3	1,000,000	0.80%	0.65%	0.65%	0.52%
4	250,000	0.20%	0.16%	0.16%	0.13%

5.5 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 193,639,175 Shares.

In the event that:

- (a) all of the Placement Options (only) are exercised, there would be a total of 203,669,175 Shares on issue and the dilution would be 4.92%; or
- (b) all of the Entitlement Options (only) are exercised, there would be a total of 206,548,453 Shares on issue and the dilution would be 6.25%; or
- (c) all of the Lead Manager Options (only) are exercised, there would be a total of 196,139,175 Shares on issue and the dilution would be 1.27%; and
- (d) all of the Placement Options, Entitlement Options and Lead Manager Options are exercised, there would be a total of 219,078,453 Shares on issue and the dilution would be 11.61%.

5.6 Effect of the Entitlement Offer and Placement on the control of Amplia

The Company has managed 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.

5.7 Potential control effects through the underwriting arrangements

The Entitlement Offer will be fully underwritten by the Lead Manager. The Placement will not be underwritten by the Lead Manager.

The Lead Manager does not currently have a relevant interest in the capital of the Company. Pursuant to the Offer Management and Underwriting Agreement with the Company, the Lead Manager will be required to subscribe or procure subscriptions for any New Securities not taken up by Eligible Shareholders under the Entitlement Offer or the Shortfall Facility.

The Lead Manager has entered into sub-underwriting arrangements in respect of all of the New Shares offered under the Entitlement Offer and, accordingly, the Lead Manager does not expect to acquire an interest in New Shares unless a sub-underwriter defaults on its obligations.

If the Lead Manager is called upon to meet its full underwriting commitment in respect of the Entitlement Offer (ie, if no Shareholder applies for New Shares and all of the sub-underwriters default on their sub-underwriting obligations), and assuming all of the New Shares are issued under the Placement, the Lead Manager will hold a relevant interest in approximately 20% of the Company's voting securities following completion of the Capital Raising.

Based on the above the Company does not anticipate the underwriting arrangements in connection with the Entitlement Offer will have a material impact on the control of the Company.

5.8 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	19,794,000	15.9%
Blueflag Holdings Pty Limited	8,750,000	7.0%

Each of the substantial holders has committed to participate in the Placement and has committed to participate in the Entitlement Offer in respect of its full Entitlement. Platinum Investment Management Limited has also committed to sub-underwrite a specified number of Shortfall Securities. None of the substantial holders will acquire a relevant interest in 20% or more of the Company's voting shares at any time as a result of the Offers.

6 FINANCIAL INFORMATION

6.1 Historical and pro forma consolidated balance sheet as at 31 March 2021

This Section contains a summary of the audited historical financial information for Amplia as at 31 March 2021 (**Historical Financial Information**) and a pro-forma historical statement of the financial position as at 31 March 2021 (**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 6.3 below.

\$AUD	31 March 2021 (audited)	Jun. & Sept. Quarter Appendix 4C	Adj.	Placement & Entitlement Offer	Pro-forma Statement (unaudited)
Current Assets					
Cash and cash equivalents	1,848,408	1,322,573	1,140,352 ^(a)	12,387,210 ^(b)	16,698,543
Trade and other receivables	1,000,000	-	(1,000,000)	-	-
Other current assets	87,278	-	-	-	87,278
Total Current Assets	2,935,686	1,322,573	140,352	12,387,210	16,785,821
Non-Current Assets					
Intangibles	7,937,932	-	-	-	7,937,932
Plant and equipment	5,471	6,775	-	-	12,246
Total Non-Current Assets	7,943,403	6,775	-	-	7,950,178
Total Assets	10,879,089	1,329,348	140,352	12,387,210	24,735,999
Current Liabilities					
Trade and other payables	539,130	-	-	-	539,130
Total Current Liabilities	539,130	-	-	-	539,130
Total Liabilities	539,130	-	-	-	539,130
Net Assets	10,339,959	1,329,348	140,352	12,387,210	24,196,869
Equity					
Issued capital	136,554,307	3,575,806	-	12,387,210	152,517,324
Reserves	(1,007,113)	-	-	-	(1,007,113)
Retained earnings accumulated losses	(125,207,235)	(2,246,458)	140,352	-	(127,313,341)
Total Equity	10,339,959	1,329,348	140,352	12,387,210	24,196,869

Note: ^(a) Adjustment relates to R&D tax incentive rebate for the period ended 31 March 2021 received on 08 October 2021.

^(b) Cash and cash equivalents received for Placement and Entitlement Offer excludes approximately \$876,117 in relation to the cost of the Placement and Offers.

6.2 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 6.3, as if those events or transactions had occurred as at 31 March 2021.

6.3 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 2021 and assumes an allotment of 68,817,835 New Shares at the Offer Price (on a fully subscribed basis) to raise gross proceeds of \$12,387,210 and total costs of the Capital Raising of approximately \$876,117.

Operating Losses since 31 March 2021

The Pro Forma Historical Financial Information is prepared on the basis that the quarterly net cashflows for the periods ended 30 June 2021 and 30 September 2021 occurred as at 31 March 2021.

R&D Tax Incentive Adjustment

The Pro Forma Historical Financial Information is prepared on the basis that the R&D Tax Incentive for the 2020/2021 financial year, which was received in October 2021, occurred as at 31 March 2021.

6.4 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.

7 RISK FACTORS

7.1 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.

7.2 Company Specific Risks

(a) COVID-19 and global health risks

Global health risks or the potential for these events could have a negative impact on the Company. Since early 2020 the coronavirus pandemic, now known as COVID-19, has spread rapidly to many countries globally. The impact of COVID-19 has led to the adoption of extreme preventative measures by governments and other authorities, including the imposition of limits on public gatherings, restrictions on travel, the closure of borders, requirements for self-isolation, restriction of access to services and the closure of stores and businesses, including in Australia. Given the high degree of uncertainty surrounding the extent and duration of COVID-19 it is not possible to assess the impact of COVID-19 on the Company's business. These events have had and can be expected to continue to precipitate sudden significant changes and volatility in regional and global economic conditions and financial markets.

If there is a significant increase in the number of COVID-19 cases, this may burden hospitals and healthcare institutions to the extent that all non-urgent medical procedures, including clinical trials, may be cancelled or postponed indefinitely. This may impact the ability of the Company to progress the phases of their clinical trials. As a result, the operations of the Company may be significantly adversely affected by such events.

(b) Reliance on in-licensed assets

The Company's only current significant assets are its drug candidate assets (including AMP945). These assets are not owned outright by the Company. They have been in-licensed from Cancer Research Technology Limited, a wholly owned subsidiary of Cancer Research UK. The Licence contains terms and conditions including obligations to progress the development of the licensed assets and obligations to make certain milestone payments. Forthcoming license payments include annual license maintenance fees of US\$15,000, a milestone fee for the opening of an IND for AMP945 of US\$100,000 and a milestone fee for the initiation of the first Phase 2 clinical trial of AMP945 of US\$250,000. Further development milestone payments are due upon the initiation and completion of a Phase 3 clinical trial and upon regulatory submission and approval of a product, should that occur.

In the event that the Company breaches any of these obligations or any of the other Licence terms and conditions, and cannot rectify such a breach within a prescribed time period, there is a risk the Licence may be cancelled and the Company would lose control of its current drug product assets. This would create a fundamental uncertainty about the Company's ability to continue as a going concern.

(c) Non-clinical development risk

Before the Company's drug candidates can be considered appropriate for human clinical trialling or regulatory approval, drug candidates must successfully satisfy a number of nonclinical requirements. These include the ability to manufacture sufficient amounts of drug of sufficient quality to be used in nonclinical studies, clinical trials and ultimately for commercial use. Candidate drugs must demonstrate acceptable safety and tolerability in rigorous toxicology studies commensurate with their intended therapeutic use. There is no guarantee that these requirements will be met, failing which the Company would be unable to develop its products.

(d) Clinical development risk

The nature of clinical drug development is inherently risky, with many drug candidates failing to be successfully developed into marketable products. The Company is positioning its drug candidates for clinical trialling. Clinical trials have many associated risks which may impact commercial potential and therefore future profitability. Such trials may fail to recruit patients, be terminated for safety reasons, or fail to be completed within acceptable timeframes.

The Company's clinical trials may require that other experimental drug candidates or approved products be tested in combination with the Company's own drug candidates. The supply of such combination therapeutics is beyond the Company's immediate control and lack of access to these may cause the Company to alter its plans or introduce delays in the Company's clinical development program. Clinical trialling may reveal drug candidates to be unsafe, poorly tolerated or non-effective.

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 AMP945. 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.

(e) Regulatory approvals necessary for clinical trials

Amplia may be unable to secure necessary approvals from regulatory agencies and institutional bodies (clinics and hospitals) to conduct its planned clinical trials. Using funds raised in the Offer, the Company plans to initiate a Phase 2 clinical trial in newly diagnosed patients with pancreatic cancer (first-line patients). There is no assurance that regulatory bodies and local ethics committees will approve the Company's plans to recruit first-line patients. There is also no assurance that drug candidates trialled by Amplia will prove to be safe and efficacious in clinical trials, or that the regulatory approval to manufacture and market its products will be received.

(f) Regulatory and reimbursement approvals

The research, development, manufacture, marketing and sale of products developed by Amplia 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 AMP945, 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.

(g) Commercialisation of products and potential market failure

Amplia has not yet commercialised any products and as yet has no revenues. Amplia 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 difficult or impossible to manufacture at commercial scale, uneconomical to manufacture on a large scale, uneconomical to market, compete with superior products marketed by third parties or not be as attractive as alternative treatments.

(h) 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 Amplia is targeting.

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

(i) Dependence upon key personnel

Amplia depends on the talent and experience of its personnel as an important asset. There may be a negative impact on Amplia 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.

Amplia's ability to attract and retain personnel will have a direct impact on its ability to deliver its project commitments. Additionally, increases in recruitment, wages and contractor costs may adversely impact upon the financial performance of the Company.

(j) Research & Development (R&D) Tax Rebate

Amplia 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 Amplia 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 AMP945 and AMP886.

(k) 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.

(l) 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.

(m) **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.

(n) **Revenues and profitability**

Amplia does not currently generate revenue from product sales nor are revenues anticipated in the short to medium term. Amplia'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 Amplia's products (including drug candidate AMP945) will be commercially successful.

7.3 **General risks**

(a) **Economic**

General economic conditions, movements in 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 (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) emergence of new pathogens leading to global pandemics;
- (vi) the demand for, and supply of, capital; and
- (vii) 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 Amplia (including in overseas jurisdictions in which Amplia operates now or in the future) or tax legislation generally may affect Amplia and its Shareholders. In addition, an interpretation of Australian tax laws by the Australian Taxation Office that differs to Amplia's interpretation may lead to an increase in Amplia's tax liabilities and a reduction in Shareholder returns.

Personal tax liabilities are the responsibility of each individual investor. Amplia is not responsible either for tax or tax penalties incurred by investors.

(e) Underwriting risk

The Company has entered into the Offer Management and Underwriting Agreement with the Lead Manager, pursuant to which the Lead Manager has agreed to lead manage the Placement and Entitlement Offer and underwrite the Entitlement Offer, subject to the terms and conditions of the Offer Management and Underwriting Agreement.

The Lead Manager's obligation to underwrite the Entitlement Offer is conditional on certain customary matters, including the Company delivering certain certificates, sign-offs and opinions. If certain events occur, the Lead Manager may terminate the Offer Management and Underwriting Agreement.

Termination of the Offer Management and Underwriting Agreement would have an adverse impact on the amount of proceeds raised under the Offer. In these circumstances, the Company would need to source alternative funding to meet its capital needs, which could adversely affect its business and financial condition. There is no certainty that alternative funding could be obtained on satisfactory terms, or at all.

Please refer to Section 9.3 of this Prospectus for a summary of the key terms of the Offer Management and Underwriting Agreement.

(f) Additional requirements for capital

The Company's capital requirements depend on numerous factors. Depending on the Company's ability to generate income from its operations, 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 or scale back its research and development and/or clinical trials as the case may be. There is however 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.

(g) 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.

7.4 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.

8 RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

8.1 Options

The Options to be issued under this Prospectus entitle the holder to subscribe for Shares on the following terms and conditions.

- (a) Each Option is exercisable at a price of \$0.28 each at any time from the date of issue of the Options up to their expiry on 31 December 2023 (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 (**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 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 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 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 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 50,000 Options, and thereafter in multiples of 10,000, 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 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 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.

8.2 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.

9 ADDITIONAL INFORMATION

9.1 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.

9.2 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 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 2021;
 - (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
4 November 2021	Amplia and CRUK agree to Amend Licence Terms – AMP 886
4 November 2021	Trading Halt
27 October 2021	Quarterly Activities and Cashflow Reports – Sep 2021 Qtr
26 October 2021	Amplia Appoints New Oncology Clinical Advisers
19 October 2021	Amplia Provides Updated Investor Presentation
14 October 2021	Amplia Receives \$1.1m R&D Tax Incentive
1 October 2021	Amplia Appoints New Chief Financial Officer
30 September 2021	New Garvan Publication Supports Amplia Phase 2 Design
28 September 2021	Proactive Investors Lifesciences Webinar Presentation
27 September 2021	Amplia to Present at Proactive Investor Lifesciences Webinar
15 September 2021	Phase 2 Trial in First-Line Pancreatic Cancer Patients
15 September 2021	Updated Investor Presentation
6 September 2021	Change of Director's Interest Notice – Jane Bell
27 August 2021	AGM – CEO's Presentation
20 August 2021	Annual General Meeting Arrangements
28 July 2021	Quarterly Activities and Cashflow Reports and Presentation
26 July 2021	Shareholder Update and Presentation
23 July 2021	Appendix 4G
23 July 2021	2021 Corporate Governance Statement

The announcements are also available through the Company's website www.ampliatx.com and www.asx.com.au.

9.3 Summary of key terms of Offer Management and Underwriting Agreement

The Lead Manager has agreed to lead manage the Placement and Entitlement Offer and fully underwrite the Entitlement Offer on the terms set out in Offer Management and Underwriting Agreement between the Company and the Lead Manager dated 8 November 2021.

In consideration for its services to the Company, the Lead Manager 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.

In addition, on completion of the Capital Raising the Company must grant to the Lead Manager (or nominee) an option fee comprising 2,500,000 Options (being options with the same terms as the Entitlement Options and Placement Options).

The obligations of the Lead Manager to underwrite the Entitlement Offer pursuant to the Offer Management and Underwriting Agreement are conditional on the satisfaction or waiver of standard conditions precedent, including:

- (a) delivery of certain deliverables relating to the due diligence process for the Offers; and
- (b) lodgement of various documents with ASX in accordance with the Timetable; and

- (c) settlement of the Placement and quotation of the Placement Shares in accordance with the Timetable.

The obligations of the Lead Manager to underwrite the Entitlement Offer are also subject to certain events of termination. The Lead Manager may terminate its obligations under the Offer Management and Underwriting Agreement by notice to the Company, at any time before the Settlement Date, where:

- (a) the cleansing notice to be issued in connection with the Placement is defective;
- (b) a certificate required to be furnished under the Offer Management and Underwriting Agreement is untrue, incorrect or misleading in any material respect;
- (c) quotation of the Placement Shares is not granted in accordance with the Timetable;
- (d) the Company withdraws the Capital Raising or the Prospectus;
- (e) any circumstance arises which requires the Company to repay application money received from applicants or offering applications an opportunity to withdraw their application money;
- (f) any person (other than the Lead Manager) withdraws their consent to the issue of the Prospectus or the inclusion of their name in the Prospectus;
- (g) the Company is required to lodge a supplementary prospectus in accordance with section 719 of the Corporations Act;
- (h) an application is made by ASIC for an order under Part 9.5 of the Corporations Act in relation to the Capital Raising or any of the Capital Raising materials or ASIC commences, or gives notice of an intention to hold, any investigation or hearing under Part 3 of the ASIC Act in relation to the Capital Raising or any of the Capital Raising materials or prosecutes or commences proceedings against, or gives notice of an intention to prosecute or commence proceedings against, the Company;
- (i) the Company is or will be prevented from conducting or completing the Offer by ASIC, ASX or in accordance with the Listing Rules, any applicable laws or an order of a court of competent jurisdiction;
- (j) an event of insolvency occurs;
- (k) the ASX/S&P 200 Index falls to a level that is 12.5% or more below its level at market close on the business day immediately preceding the Prospectus Date and is at or below that level:
 - (i) at the close of trading for 2 consecutive business days during any time after the Prospectus Date until the Entitlement Offer Settlement Date; or
 - (ii) on the business day immediately prior to the Entitlement Offer Settlement Date;
- (l) a statement contained in the Capital Raising materials is false, misleading or deceptive in any material respect (including by omission);
- (m) the Company withdraws any of the Capital Raising materials;
- (n) the Company defaults in the performance of its obligations under the Offer Management and Underwriting Agreement;

- (o) a certificate which is required to be furnished by the Company under the Offer Management and Underwriting Agreement is not furnished when required;
- (p) a representation or warranty on the part of the Company is not true or correct;
- (q) any adverse change occurs in the assets, liabilities, financial position or performance, profits, losses or prospects of the Company Group from the circumstances existing as at the date of the Offer Management and Underwriting Agreement;
- (r) the Company contravenes the Corporations Act, its Constitution or the Listing Rules;
- (s) any event specified in the Timetable is delayed for more than 3 business days without the prior written consent of the Lead Manager (such consent not to be unreasonably withheld or delayed);
- (t) the Company varies its capital structure or a term of its Constitution before completion of the Capital Raising without the prior written consent of the Lead Manager (otherwise than permitted under the Offer Management and Underwriting Agreement);
- (u) a government agency commences any public action against a Director in his or her capacity as a Director or publicly announces that it intends to take any such action;
- (v) either of the following occurs:
 - (i) a general moratorium on commercial banking activities in Australia, New Zealand, the United States of America or Japan 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; or
 - (ii) trading in all securities quoted or listed on ASX, or the New York Stock Exchange is suspended or limited in a material respect for more than one day on which that exchange is open for trading; or
- (w) major hostilities not existing at the Prospectus Date commence (whether war has been declared or not) or a major escalation in existing hostilities occurs (whether war has been declared or not) involving any one or more of Australia, the United States of America, New Zealand, or Japan or a major terrorist act is perpetrated on any of those countries or any diplomatic, military, commercial or political establishment of any of those countries elsewhere in the world.

The events set out in clauses (l) to (w) above (inclusive) do not entitle the Lead Manager to exercise its termination right unless it believes, on reasonable grounds, that the event is likely to have a materially adverse effect on the outcome or success of the Capital Raising, or is reasonably likely to give rise to liability for the Lead Manager under the Corporations Act or any applicable laws.

The Company agrees to indemnify and hold harmless the Lead Manager, its related bodies corporate and their affiliates, officers, directors, employees, agents and advisers (each an **Indemnified Party**), against any loss arising directly or indirectly from a breach by the Company of the Offer Management and Underwriting Agreement or applicable law. These indemnities do not apply to any loss suffered by an Indemnified Party to the extent that the loss results from the recklessness, wilful misconduct, gross negligence or breach of the Offer Management and Underwriting Agreement by the Lead Manager or its Indemnified Parties.

The Company and the Lead Manager have also given certain representations, warranties and undertakings.

The Offer Management and Underwriting Agreement is governed by the laws of Victoria.

9.4 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 Offer; or
- (c) the Offer,

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:

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

9.5 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	2,755,140	40,000 Options Exercise Price A\$0.14 Expiry Date 30 June 2022 125,000 Options Exercise Price A\$0.14 Expiry Date 30 June 2022
Dr John Lambert	350,000	1,070,000 Options (i) Exercise Price: \$0.155 (ii) 4 years vesting (accelerated upon completion of Phase 1 trial); (iii) Fully vested in a change of control; (iv) Expire 24 June 2024. 50,000 Options – Exercise Price \$0.14 Expiry Date 30 June 2022 750,000 Options – Exercise Price \$0.60 Expiry Date 31 August 2022
Dr Christopher Burns	2,472,243	30,000 Options Exercise Price A\$0.14 Expiry Date 30 June 2022

Dr Robert Peach	1,331,808	480,000 Options Exercise Price A\$0.60 Expiry Date 31 August 2023 500,000 Options Exercise Price A\$0.14 Expiry Date 30 June 2022
Mrs Jane Bell	871,077	Nil

9.6 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 2021 for full details of the remuneration of the Company's executive and non-executive Directors.

The Audited Financial Report was lodged with ASX on 23 July 2021 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. 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.

9.7 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 Entitlement Offer,

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 Entitlement Offer.

9.8 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 ¹)
Taylor Collison Limited	Lead Manager to the Entitlement Offer and Placement and Underwriter of the Entitlement Offer	See Section 9.3
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).	\$60,000

In addition, Taylor Collison Limited has acted as lead manager on the following capital raisings undertaken by the Company since 1 July 2019 and has earned fees acting in that capacity (see www.asx.com.au for further details):

- (a) placement and pro rata entitlement offer that raised a total of \$2.7 million was completed in July 2019;
- (b) placement that raised \$0.93 million was completed in January 2020;
- (c) pro rata entitlement offer that raised \$4.0 million was completed in July 2020; and
- (d) placement that raised \$3.8 million was completed in May 2021.

9.9 Costs of the Entitlement Offer and Placement

The table below sets out the total estimated cash costs of the Entitlement Offer and Placement (including the Extraordinary General Meeting).

Item of expenditure	Cost (excluding taxes)
Lead Manager fees	\$743,233
Legal fees	\$60,000
ASIC fees	\$3,206
ASX fees	\$24,678
Share registry services, printing, postage and other	\$45,000
Total	\$876,117

In addition, the Company has agreed to issue the Lead Manager Options to the Lead Manager in accordance with the terms of the Offer Management and Underwriting Agreement.

¹ 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.

9.10 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) 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 Lead Manager and Underwriter in the form and context in which it is named;
- (b) 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
- (c) 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.

9.11 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.

9.12 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.

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

Additional New Securities means New Securities subscribed for by Eligible Shareholders in excess of their Entitlement under the Entitlement Offer, under the Shortfall Facility.

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

Application Money 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 and the Entitlement Offer.

Closing Date means Tuesday, 7 December 2021 (unless extended).

Company means Amplia Therapeutics Limited.

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.

EFT means electronic funds transfer.

Eligible Shareholders means registered holders of Shares on the Record Date whose registered address is in Australia or New Zealand.

Entitlement means an Eligible Shareholder's entitlement to subscribe for one New Share for every four Shares held on the Record Date, together with one free attaching Entitlement Option for every three New Shares issued.

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

Entitlement Offer means the 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 under this Prospectus, to be issued for nil consideration on the basis of one Entitlement Option issued for every three New Shares issued under the Entitlement Offer.

Extraordinary General Meeting means the general meeting of Shareholders to be held on 17 December 2021 to consider the resolutions required to approve the Placement Option Offer and the Lead Manager Option Offer.

Financial Information means the Pro Forma Historical Financial Information contained in Section 6.

HIN means Holder Identification Number.

Ineligible Shareholder means a Shareholder that is not an Eligible Shareholder.

Institutional Investors 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.

Lead Manager means Taylor Collison Limited.

Lead Manager Options means the Options offered to the Lead Manager under the Lead Manager Option Offer.

Lead Manager Option Offer has the meaning given in Section 3.5.

New Securities means collectively, New Shares and Entitlement Options offered under this Prospectus.

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

Offer Management and Underwriting Agreement means the Offer Management and Underwriting Agreement between the Company and the Lead Manager as described at Section 9.3.

Offer Price means \$0.18 per Share.

Offers means the Entitlement Offer, the Shortfall Offer, the Placement Option Offer and the Lead Manager Option Offer.

Offer Closing Date means the closing date of the Offers, being Tuesday 7 December 2021 (unless extended).

Offer Opening Date means the opening date of the Offers, being Friday, 19 November 2021.

Offer Website means the website through which Eligible Shareholders may access the Prospectus and their personalised Entitlement and Acceptance Form, and apply for New Securities under the Entitlement Offer, with the following address:
<https://ampliaoffer.thereachagency.com>

Option means an option to acquire one Share in the Company pursuant to the terms and conditions of issue as set out in Section 8.1.

Placement means the placement of New Shares to Institutional Investors as described at Section 3.1(d).

Placement Options means the Options being offered to Placement Subscribers under this Prospectus pursuant to the Placement Option Offer.

Placement Option Offer has the meaning given in Section 3.1(f) and is more fully described in Section 3.4.

Placement Subscribers means Institutional Investors who have been issued New Shares in the Placement.

Pro Forma Historical Financial Information means the pro-forma historical statement of the financial position of the Company contained in Section 6.

Prospectus means this prospectus dated 8 November 2021 (including any supplementary or replacement prospectus).

Record Date means 7.00pm (Melbourne time) on Tuesday, 16 November 2021.

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 Facility means the facility described in Section 4.7 under which Eligible Shareholders may apply for Additional New Securities in excess of their Entitlement.

Shortfall Offer has the meaning given in Section 3.7.

Shortfall Security means New Securities not subscribed for under the Entitlement Offer.

SRN means Security Reference Number.