

15 November 2023

Dear Shareholder

EXTRAORDINARY GENERAL MEETING (2023 EGM)

Notice is hereby given that the 2023 EGM of AdAlta Limited (AdAlta or the Company) will be held as a hybrid meeting (Meeting or 2023 EGM) at 11.00am (AEDT) on Thursday, 14 December 2023. The Meeting will be held at Piper Alderman, Level 23, 459 Collins Street, Melbourne, 3000 and as a virtual meeting.

AdAlta advises that no hard copy of the Notice of Extraordinary General Meeting and Explanatory Notes (Notice) will be circulated other than to shareholders who have expressly requested a hard copy. These documents can be accessed on the Company's website at <https://adalta.com.au/investors/asx-announcements/> and via the ASX Market Announcements Platform under the Company's ASX Code (1AD).

If you have nominated an email address and elected to receive electronic communications from the Company, you will receive an email with a link to an electronic copy of the Notice of Meeting.

Hybrid Virtual Meeting

The Company is pleased to provide shareholders with the opportunity to attend and participate in the Meeting through an online meeting platform powered by Automic. Shareholders who have an existing account with Automic will be able to watch, listen, and vote online.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting.

An account can be created via the following link investor.automic.com.au and then click on "register" and follow the prompts. Shareholders will require their holder number Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

Your Vote is Important

The business of the 2023 EGM is important to all Shareholders and therefore it is important that Shareholders vote. Lodging a completed proxy is the simplest way to vote at the EGM.

The Company encourages shareholders to submit their votes in advance of the 2023 EGM as this will provide the Company with the best opportunity to prepare for the meeting. However, votes may also be submitted during the 2023 EGM. Proxy forms can be lodged online, by post or in person by following the proxy lodgement instructions on the proxy form. Proxy forms must be received by the Company's share registry, Automic, by 11am (Melbourne time) on Tuesday, 12 December 2023. Proxy forms received later than this time will be invalid.

Shareholders who wish to vote virtually on the day of the Meeting can do so through the Automic Investor portal.

If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the 2023 EGM, the Company will make further information available through the ASX Market Announcements Platform and on its website.

Shareholder Communication Elections

Recent changes to the Corporations Act provide for shareholders electing and requesting to receive documents (including notices of meeting and the annual financial report) electronically or in hard copy. You can make a standing election and/or request to receive some or all of your communications from the Company in physical or electronic form.

Shareholders can also elect not to receive certain documents, including the annual financial report.

We encourage you to provide your email address so we can communicate with you electronically and you are provided with information regarding the Company more efficiently and sustainably.

If you have made a prior election or request to receive documents in a certain manner then that election will continue to apply until such time as you notify the Company that you change your election or request. Any shareholder who has not made a prior election and/or request to receive documents in a certain form will be treated by the Company as having elected to receive all documents in electronic form.

If you wish to update your communication preference, please refer to the insert titled “*Update your details*” or contact our share register, Automic below:

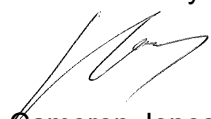
Telephone (within Australia): 1300 288 664

Telephone (outside Australia): +61 2 9698 5414

Email: hello@automicgroup.com.au

Website: <https://investor.automic.com.au/>.

Yours faithfully



Cameron Jones
Company Secretary



AdAlta

next generation protein therapeutics

ADALTA LIMITED
ACN 120 332 925

**NOTICE OF
EXTRAORDINARY
GENERAL
MEETING**

**EXPLANATORY
MEMORANDUM**

AND

PROXY FORM

**To be held as a
hybrid meeting
on**
Thursday 14 December
2023

Time of Meeting
11 am (AEDT)

Place of Meeting
Piper Alderman
Level 23, 459
Collins Street,
Melbourne, 3000

and via Zoom:

https://us02web.zoom.us/webinar/register/WN_u0Q6uD38RvOx8OxIXJ8f3g

IMPORTANT INFORMATION: The Meeting will be held as a hybrid meeting. If you are a Shareholder you (or your proxy or representative) may attend the Meeting in person or virtually via Zoom. If you are a Shareholder and you wish to attend the EGM virtually, please pre-register in advance here:

https://us02web.zoom.us/webinar/register/WN_u0Q6uD38RvOx8OxIXJ8f3g

Shareholders are strongly encouraged to lodge their completed Proxy Forms in accordance with the instructions in this Notice of Meeting.

This Notice of Extraordinary General Meeting and Explanatory Memorandum should be read in its entirety. If you are in doubt as to how to vote on any of the Resolutions, you should seek advice from your accountant, solicitor or other professional adviser without delay.

ADALTA LIMITED
ACN 120 332 925

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is given that an extraordinary general meeting (**Meeting** or **EGM**) of AdAlta Limited (**Company**) will be held as a hybrid meeting at 11:00am (AEDT) on Thursday 14 December 2023 at the offices of Piper Alderman, Level 23, 459 Collins Street, Melbourne VIC 3000 and online via Zoom.

If you are a shareholder of the Company (**Shareholder**) you (or your proxy or representative) may attend the Meeting in person or virtually. To attend the Meeting virtually, Shareholders (or their proxies or representatives) can participate in the Meeting and vote in real time electronically through a virtual meeting accessible online via the link below:

https://us02web.zoom.us/webinar/register/WN_u0Q6uD38RvOx8OxIXJ8f3g

Shareholders will also be given an opportunity to vote before the Meeting and this Notice is being made available to Shareholders electronically and can be viewed and downloaded online at the following link:

<https://adalta.com.au/investors/asx-announcements/>

Instructions on how to attend the Meeting and vote are in the Explanatory Memorandum which forms part of this Notice.

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001(Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Tuesday 12 December 2023 at 11:00am (AEDT).

Capitalised terms have the meanings given to them in the body of this Notice (including the Explanatory Memorandum), or are defined in the Schedule.

AGENDA

1. Resolution 1 – Ratification of prior issue of Shares and Options

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

"That the allotment and prior issue of:

(a) 60,000,000 Shares; and

(b) 30,000,000 Options,

to sophisticated and professional investors in accordance with the terms of the Prospectus and summarised in the Explanatory Memorandum be ratified and approved for the purposes of Listing Rule 7.4 and for all other purposes."

Voting Exclusion – Resolution 1

The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an associate of that person or those persons.

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

- (c) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (d) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (e) a Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the Shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution, and
 - (ii) the Shareholder votes on the Resolution in accordance with directions given by the beneficiary

2. Resolution 2 – Approval of issue of Additional Options

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

“That the issue and allotment of 30,000,000 Options to sophisticated and professional investors in accordance with the terms of the Prospectus and summarised in the Explanatory Memorandum be approved for the purpose of Listing Rule 7.1 and for all other purposes.”

Voting Exclusion – Resolution 2

The Company will disregard any votes cast in favour of this Resolution 2 by or on behalf of:

- (a) any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an associate of that person or those persons.

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

- (c) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (d) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (e) a Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the Shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution, and
 - (ii) the Shareholder votes on the Resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

3. Resolution 3 – Approval of issue of Shares and Options to an entity associated with Dr Timothy Oldham, a Director of the Company

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

“That the issue and allotment of:

- (a) 500,000 Shares; and*
- (b) 500,000 Options,*

to Tijan Pty Ltd as trustee for the Tijan Trust, an entity associated with Dr Timothy Oldham, Director of the Company, in accordance with the terms of the Prospectus and summarised in the Explanatory Memorandum be approved for the purposes of Listing Rule 10.11 and for all other purposes.”

Voting Exclusion – Resolution 3

The Company will disregard any votes cast in favour of this Resolution 3 by or on behalf of:

- (a) the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of those securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an associate of that person or those persons.

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

- (c) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (d) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (e) a Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the Shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution, and
 - (ii) the Shareholder votes on the Resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

4. Resolution 4 – Approval of issue of oversubscriptions for Shares and Options

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

“That the issue and allotment of

- (a) 22,500,000 Shares; and*
- (b) 22,500,000 Options,*

to sophisticated and professional investors in accordance with the terms of the Prospectus and summarised in the Explanatory Memorandum be issued and approved for the purposes of Listing Rule 7.1 and for all other purposes.”

Voting Exclusion – Resolution 4

The Company will disregard any votes cast in favour of this Resolution 4 by or on behalf of:

- (a) any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an associate of that person or those persons.

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

- (c) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (d) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (e) a Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the Shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution, and
 - (ii) the Shareholder votes on the Resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

5. Resolution 5 – Approval of issue of Options to Peak Asset Management

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

“That, subject to the approval of Resolution 4, the issue and allotment of 12,000,000 Options to Peak Asset Management in accordance with the terms summarised in the Explanatory Memorandum be approved for the purpose of Listing Rule 7.1 and for all other purposes.”

Voting Exclusion – Resolution 5

The Company will disregard any votes cast in favour of this Resolution 5 by or on behalf of:

- (a) any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an associate of that person or those persons.

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

- (c) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (d) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

- (e) a Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the Shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution, and
 - (ii) the Shareholder votes on the Resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

Dated 15 November 2023

BY ORDER OF THE BOARD



Cameron Jones
Company Secretary

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the offices of Piper Alderman, Level 23, 459 Collins Street, Melbourne VIC 3000 on Thursday 14 December 2023 at 11:00am (AEDT) and accessible online by Zoom (pre-registration required) at:

https://us02web.zoom.us/webinar/register/WN_u0Q6uD38RvOx8OxIXJ8f3g

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to vote in favour of the Resolutions in the Notice.

A Proxy Form is located at the end of the Explanatory Memorandum.

If you have any questions regarding the matters set out in this Explanatory Memorandum (or elsewhere in this Notice), you may contact the company secretary, Cameron Jones, by telephone on 03 9092 0475 or by email to cameron.jones@bio101.com between 8:30am and 5:00pm (AEDT) on a Business Day.

2. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative or a proxy to vote in their place. All Shareholders are invited and encouraged to attend the Meeting in person or virtually or, if they are unable to attend, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgment of a Proxy Form will not preclude a Shareholder from attending virtually and voting at the Meeting (in which case their proxy will be disregarded).

Personalised Proxy Forms will be available online at <https://investor.automic.com.au/#/home>.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

A proxy can be either an individual or a body corporate. Should you appoint a body corporate as your proxy, that body corporate will need to ensure that it appoints an individual as its corporate representative to exercise its powers at meetings in accordance with section 250D of the Corporations Act and provide satisfactory evidence of the appointment of its corporate representative to the Company prior to the Meeting.

To be valid, completed Proxy Forms or electronic voting instructions must be submitted to the Company's share registry, Automic, in accordance with the instructions on the Proxy Form and received by 11:00am (AEDT) on 12 December 2023, being not less than 48 hours before the commencement of the Meeting.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must only vote on a poll;
- (c) if the proxy is the Chair of the Meeting at which the Resolution is voted on – the proxy must vote on a poll, and must vote as directed; and
- (d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- (b) the appointed proxy is not the chair of the meeting; and
- (c) at the meeting, a poll is duly demanded on the resolution; and
- (d) either of the following applies:
 - (i) if a record of attendance is made for the meeting - the proxy is not recorded as attending the meeting; or
 - (ii) the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Authorised representative of corporate shareholders and powers of attorney

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act in which case the Company will require a Certificate of Appointment of Corporate Representative executed in accordance with the Corporations Act to be provided prior to the Meeting.

If a Shareholder appoints an attorney to act on the shareholder's behalf, the instrument appointing the attorney and the power or authority under which the instrument is signed or a certified copy of it must be received by the Company by 11:00am (AEDT) on 12 December 2023, being no later than 48 hours before the commencement of the Meeting, at the Company's share registry, Automic, in accordance with the instructions on the Proxy Form.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

3. Resolution 1 – Ratification of prior issue of Shares and Options

3.1. Background – Offer

On 3 November 2023 the Company invited select sophisticated and professional investors to participate in an Offer made under the Prospectus (which was lodged with ASIC and a copy given to ASX on that date), being a placement of Shares at a price of \$0.02 per Share together with one (1) Option for every two (2) Shares subscribed for on the terms set out in Annexure A to this Explanatory Memorandum. Under the Offer, subscribers may also receive a further additional Option (**Additional Option**) for every 2 Shares subscribed for on same terms, subject to Shareholder approval of the issue of those Additional Options being received at the EGM.

Under the Offer, the Company aimed to raise a targeted amount of approximately \$1,230,000 before issue costs with the net proceeds to be used (amongst other matters) to complete the final analysis of the healthy volunteer cohort of the ongoing Phase 1 extension study of AD-214 and assist in progressing partnering and/or licensing discussions for the AD-214 product to help progress AD-214 into Phase II studies and beyond, as well as other partnering initiatives related to the Company's intellectual property and technologies.

As announced to the ASX on 7 November 2023, the Offer is oversubscribed and, subject to obtaining Shareholder approval, the Company will raise \$1,650,000 before issue costs.

Under the terms of the Offer, the Company issued and allotted:

- (a) 60,000,000 Shares; and
- (b) 30,000,000 Options,

on Monday 13 November 2023.

In respect of the Shares and Options which have been issued and allotted by the Company, 15,966,489 Shares and all of the 30,000,000 Options were issued utilising the Company's existing 15% placement capacity under Listing Rule 7.1. The remaining 44,033,511 Shares were issued utilising the Company's additional 10% placement capacity under Listing Rule 7.1A.

As a consequence of the Offer:

- (a) the total number of Shares on issue in the Company increased by approximately 13.6% from 442,804,077 Shares to 502,804,077 Shares; and
- (b) the total number of Options in the Company increased by approximately 38.4% from 78,075,186 Options to 108,075,186 Options

Resolution 1 seeks Shareholder approval for the prior issue and allotment of the 60,000,000 Shares and 30,000,000 Options to selected sophisticated and professional investors.

Further detail is provided below.

Resolution 1 is an ordinary resolution and will be passed if more than 50% of the votes cast by Shareholders entitled to vote are in favour of the particular Resolution. Shareholders' attention is drawn to the voting exclusion statement in the Notice.

3.2. Listing Rules 7.1 and 7.4

Listing Rule 7.1 provides that a company must not, subject to certain exceptions, issue or agree to issue more equity securities in any rolling 12 month period other than the amount which is equal to 15% of its fully paid ordinary securities on issue at the start of that 12 month period (**15% Placement Capacity**).

Listing Rule 7.1A provides that, in addition to issues permitted without prior shareholder approval under Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under Listing Rule 7.1A may issue or agree to issue during the period for which the approval is valid up to the number of quoted equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in Listing Rule 7.1A (**10% Placement Capacity**). The Company is an Eligible Entity and last sought and received Shareholder approval for its 10% Placement Capacity at its annual general meeting held on 22 November 2022 (noting the Company will again seek approval for its 10% Placement Capacity at its upcoming Annual General Meeting to be held on 22 November 2023).

Listing Rule 7.4 provides that where an entity in a general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (provided that the previous issue did not breach Listing Rule 7.1), those securities will be deemed to have been made with shareholder approval under Listing Rule 7.1, thereby “refreshing” the Company’s capacity under Listing Rule 7.1. Listing Rule 7.4 can also be used to ratify a previous issue of securities made without Shareholder approval pursuant to Listing Rule 7.1A.

If Resolution 1 is passed, the approval of Shareholders for the issue of Shares and Options pursuant to the Offer will be obtained for the purpose of Listing Rule 7.4. By ratifying these previous issues, the Company will retain the flexibility to issue additional Equity Securities in the future within the limits of Listing Rule 7.1 up to its 15% Placement Capacity and Listing Rule 7.1A up to its 10% Placement Capacity, without needing to seek further Shareholder approval.

If Resolution 1 is not passed, the approval of Shareholders for the issue of Shares and Options pursuant to the Offer will not be obtained for the purpose of Listing Rule 7.4. This will mean that the Company will not have refreshed its placement capacity, and its ability to issue additional Equity Securities in the future within the limits of Listing Rule 7.1 up to its 15% Placement Capacity and Listing Rule 7.1A up to its 10% Placement Capacity, will have been used to the extent of the 60,000,000 Shares and 30,000,000 Options referred to above. Instead, the Company may need to seek further Shareholder approval to conduct additional placements over the next 12 months.

3.3. Information required by Listing Rule 7.5

Listing Rule 7.5 requires that the notice of meeting concerning a proposed resolution to ratify an issue of securities in accordance with Listing Rule 7.4 include the following information:

(a) *The names of the allottees (or the basis on which the allottees were identified or selected)*

The Shares and Options were issued to sophisticated and professional investors identified by the Company with assistance from its corporate advisor, Peak Asset Management, as persons who would be interested in becoming long-term significant investors in the Company.

(b) *The number and class of securities the entity issued*

- (i) 60,000,000 fully paid ordinary shares in the Company; and
- (ii) 30,000,000 quoted options each entitling the holder to acquire one fully paid ordinary share in the Company at an exercise price of \$0.03 with an expiry date of 29 May 2024 and ASX ticker code 1ADOA.
- (iii)

- (c) *If the securities are not fully paid ordinary securities, a summary of the material terms of the securities*

The Options are not fully paid ordinary securities.

Each Option entitles the holder to acquire one fully paid ordinary share in the Company on exercise, at an exercise price of \$0.03. Each Option has an expiry date of 29 May 2024 and a summary of the material terms of the Options is set out in Annexure A to this Explanatory Memorandum.

- (d) *The dates the securities were issued*

The Shares and Options the subject of Resolution 1 were issued on Monday 13 November 2023.

- (e) *The price or other consideration the entity has received or will receive for the issue*

The 60,000,000 Shares were issued at a price of \$0.02 per Share, resulting in a total amount of \$1.2 million being received by the Company (before costs of conducting the Offer).

The 30,000,000 Options were issued for nil consideration, as they attached to a subscription for the Shares on the basis of 1 Option for every 2 Shares subscribed, with 1 further Option to also be issued subject to Shareholder approval of Resolution 2 set out in this notice of meeting on the terms set out in the Prospectus for the Offer.

- (f) *The intended use of the funds raised*

Funds were raised to (after the expenses associated with the Offer are met):

- (i) complete the final analysis of the healthy volunteer cohort of the ongoing Phase I extension study of AD-214;
- (ii) progress partnering and/or licensing discussions for the AD-214 product to help progress AD-214 into Phase II studies and beyond;
- (iii) continue evaluation of synergistic external technology and product collaboration and transaction opportunities to expand and accelerate AdAlta's product pipeline; and
- (iv) to the extent funds are still available, fund general working capital.

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1. The Chair intends to vote all undirected proxies in favour of Resolution 1.

4. Resolutions 2 and 4 – Approval of issue of Additional Options and approval of issue of oversubscriptions for Shares and Options

4.1. Background

As described in the Prospectus, the issue of the following securities the subject of the Offer will be made subject to Shareholder approval being obtained in accordance with Listing Rule 7.1:

- (a) the issue of one (1) Additional Option for every 2 Shares subscribed for under the Offer; and
- (b) the issue of any Shares and Options the subject of oversubscriptions.

As announced to the ASX on 7 November 2023, the Offer was oversubscribed and (subject to obtaining the requisite Shareholder approval), will result in the Company receiving a total amount of \$1,650,000 (not accounting for the costs of the Offer).

Listing Rule 7.1 provides that a company must not, subject to certain exceptions, issue or agree to issue more Equity Securities in any rolling 12 month period that exceeds the 15% Placement Capacity.

Listing Rule 7.1A permits a company to increase the limit by an additional 10% with shareholder approval pursuant to rule 7.1A and specifically provides that, in addition to issues permitted without prior shareholder approval under Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under Listing Rule 7.1A may issue or agree to issue during the period for which the approval is valid up to the 10% Placement Capacity.

The Shares and Options issued by the Company pursuant to the Offer, which are the subject of Resolution 1, were issued and allotted utilising the Company's existing 15% Placement Capacity and 10% Placement Capacity and no relevant exceptions to Listing Rule 7.1, as set out in Listing Rule 7.2, apply to the Company's issue of those securities. Accordingly, the issue of all other securities under the Offer (i.e. the issue of securities that fall outside of the Company's placement capacity) require Shareholder approval.

In view of the above, Resolution 2 seeks Shareholder approval to issue 30,000,000 Additional Options to subscribers in accordance with the terms of the Offer and Resolution 4 seeks Shareholder approval to issue the Shares and Options the subject of oversubscriptions being:

- (a) 22,500,000 Shares; and
- (b) 22,500,000 Options.

An additional 500,000 Shares and 500,000 Options may also be issued if Resolution 3 is passed (further detail about which is provided below).

If Resolutions 2 and 4 are not approved, the securities the subject of Resolutions 2 and 4 will not be issued and, in respect of the oversubscriptions received, the Company will be required to refund application monies in excess of the \$1,200,000 which the Company has already applied to subscriptions for the Shares the subject of Resolution 1.

Further detail is provided below.

Each of Resolution 2 and Resolution 4 are ordinary resolutions and will be passed if more than 50% of the votes cast by Shareholders entitled to vote are in favour of the particular Resolution. Shareholders' attention is drawn to the voting exclusion statement in the Notice.

4.2. Information required by ASX Listing Rule 7.3

Listing Rule 7.3 requires that the notice of meeting concerning a proposed resolution to approve the issue of securities in accordance with Listing Rule 7.1 include the following information:

- (a) *The names of the persons to whom the entity will issue the securities (or the basis on which persons were identified or selected)*
 - (i) Resolution 2: The persons to be issued Options the subject of Resolution 2 are those who were issued Shares and Options the subject of Resolution 1 pursuant to the Offer on or about Monday 13 November 2023.
 - (ii) Resolution 4: Sophisticated and professional investors who are existing significant shareholders of the Company being Platinum Investment Management in its capacity as responsible entity for the Platinum International Health Care Fund and Meurs Group and a sophisticated investor associated with the Meurs Group.

(b) *The number and class of securities the entity will issue*

- (i) Resolution 2: 30,000,000 quoted options each entitling the holder to acquire one fully paid ordinary share in the Company at an exercise price of \$0.03 with an expiry date of 29 May 2024 and ASX ticker code 1ADOA.
- (ii) Resolution 4:
 - (A) 22,500,000 fully paid ordinary shares in the Company; and
 - (B) 22,500,000 quoted options each entitling the holder to acquire one fully paid ordinary share in the Company at an exercise price of \$0.03 with an expiry date of 29 May 2024 with ASX ticker code 1ADOA.

(c) *If the securities are not fully paid ordinary securities, a summary of the terms material terms of the securities*

The Options are not fully paid ordinary securities.

Each Option entitles the holder to acquire one fully paid ordinary share in the Company on exercise, at an exercise price of \$0.03. Each Option has an expiry date of 29 May 2024 and a summary of the material terms of the Options is set out in Annexure A to this Explanatory Memorandum.

(d) *The date on which the securities will be issued*

As soon as practicable following the EGM, but no later than 3 months following the date of the EGM.

(e) *The issue price of, or consideration received for, the securities*

- (i) Resolution 2: the 30,000,000 Options will be issued for nil consideration (as they are free attaching Options which attach to a subscription for Shares on the terms set out in the Prospectus for the Offer).
- (ii) Resolution 4: the 22,500,000 Shares will be issued for \$0.02 per Share, resulting in a total amount of \$450,000 being received by the Company (before costs of conducting the Offer) and the 22,500,000 Options will be issued for nil consideration (as they are free attaching Options which attach to a subscription for Shares on the terms set out in the Prospectus for the Offer).

(f) *The purpose of the issue, including the intended use of any funds raised*

The purpose of the issue is to enable the Company to raise capital to:

- (i) complete the final analysis of the healthy volunteer cohort of the ongoing Phase I extension study of AD-214;
- (ii) progress partnering and/or licensing discussions for the AD-214 product to help progress AD-214 into Phase II studies and beyond;
- (iii) continue evaluation of synergistic external technology and product collaboration and transaction opportunities to expand and accelerate AdAlta's product pipeline; and
- (iv) to the extent funds are still available, fund general working capital.

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolutions 2 and 4. The Chair intends to vote all undirected proxies in favour of Resolutions 2 and 4.

5. Resolution 3 – Approval of issue of Shares and Options to an entity associated with Dr Timothy Oldham, a Director of the Company

5.1. Background

Resolution 3 seeks Shareholder approval to issue and allot 500,000 Shares and 500,000 Options to Tijan Pty Ltd as trustee for the Tijan Trust, which is an entity associated with Dr Timothy Oldham, the Managing Director of the Company, and a related party for the purposes of Listing Rule 10.11.1 pursuant to the terms of the Offer contained in the Prospectus.

Resolution 3 is an ordinary resolution and will be passed if more than 50% of the votes cast by Shareholders entitled to vote on the Resolution are in favor of that Resolution. Shareholders' attention is drawn to the voting exclusion statements in the Notice.

5.2. Listing Rule 10.11

Under Listing Rule 10.11 the Company must not issue securities to certain persons without Shareholder approval, including a related party (or their associates), unless an exception applies.

A related party includes a Director of the Company. Dr Timothy Oldham is a Director of the Company and accordingly Shareholder approval is required for the issue and allotment of securities to him or his associates pursuant to the terms of the Offer for the purposes of Listing Rule 10.11. Tijan Pty Ltd as trustee for the Tijan Trust is an entity controlled by Dr Oldham, and is accordingly an associate of Dr Oldham for the purposes of Listing Rule 10.11.

Resolution 3 seeks the required Shareholder approval to issue 500,000 Shares at an issue price of \$0.02 per Share and 500,000 Options for nil consideration (i.e. on the same terms as applied under the Offer) to Tijan Pty Ltd as trustee for the Tijan Trust, an associate of Dr Timothy Oldham, under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11 and Resolution 3 is passed the Company will proceed with the proposed issue of Shares and Options to Tijan Pty Ltd as trustee for the Tijan Trust. If Resolution 3 is not passed, the Company will not be able to proceed with the proposed issue, and will not be able to receive the \$10,000 in subscription funds for those Shares the subject of this Resolution.

5.3. Information required by Listing Rule 10.13

Listing Rule 10.13 requires that the notice of meeting concerning a proposed resolution to approve an issue of securities in accordance with Listing Rule 10.11 include the following information:

(a) The name of the person to be issued securities

Tijan Pty Ltd as trustee for the Tijan Trust

(b) Which category in Listing Rules 10.11.1 – 10.11.5 the person falls into and why

Tijan Pty Ltd as trustee for the Tijan Trust is an associate of a related party of the Company for the purposes of Listing Rule 10.11.4, because it is an entity controlled by Dr Timothy Oldham, a Director of the Company.

(c) The number and class of securities to be issued to the person

(i) 500,000 fully paid ordinary shares in the Company; and

(ii) 500,000 quoted options each entitling the holder to acquire one fully paid ordinary share in the Company at an exercise price of \$0.03 with an expiry date of 29 May 2024 with ASX ticker code 1ADOA.

- (d) *If the securities are not fully paid ordinary securities, a summary of the material terms of the securities*

The Options are not fully paid ordinary securities.

Each Option entitles the holder to acquire one fully paid ordinary share in the Company on exercise, at an exercise price of \$0.03. Each Option has an expiry date of 29 May 2024 and a summary of the material terms of the Options is set out in Annexure A to this Explanatory Memorandum.

- (e) *The date or dates on or by which the entity will issue the securities, which must not be more than 1 month after the date of the meeting*

As soon as practicable following the EGM, but no later than 1 month following the date of the EGM.

- (f) *The price or other consideration the entity will receive for the issue*

The Shares are being issued for \$0.02 per Share, resulting in a total amount of \$10,000 being received by the Company (before costs of conducting the Offer) and the Options will be issued for nil consideration (as they are free attaching Options which attach to a subscription for Shares on the terms set out in the Prospectus for the Offer).

- (g) *The purpose of the issue, including the intended use of any funds raised*

The purpose of the issue is to enable the Company to raise capital to:

- (i) complete the final analysis of the healthy volunteer cohort of the ongoing Phase I extension study of AD-214;
 - (i) progress partnering and/or licensing discussions for the AD-214 product to help progress AD-214 into Phase II studies and beyond;
 - (ii) continue evaluation of synergistic external technology and product collaboration and transaction opportunities to expand and accelerate AdAlta's product pipeline; and
 - (iii) to the extent funds are still available, fund general working capital.
- (h) *If the securities are issued under an agreement, a summary of any other material terms of the agreement*

The securities are to be issued on the terms of the Offer set out in the Prospectus, subject to Shareholder approval.

Directors' recommendation

Dr Timothy Oldham abstains from making a recommendation in respect of Resolution 3. The remaining Directors recommend that Shareholders vote in favour of Resolution 3. The Chair intends to vote all undirected proxies in favour of Resolution 3.

6. Resolution 5 – Approval of issue of Options to Peak Asset Management

6.1. Background

The Company has agreed to issue a further 12,000,000 Options to CoPeak Corporate Pty Ltd as trustee for the Peak Asset Management Unit Trust (**Peak Asset Management**) for assisting with the Offer, subject to the Offer raising a minimum of \$1.5 million (after accounting for oversubscriptions), and Shareholder approval for the issue of those Options to Peak Asset Management being received at the EGM.

The issue of Options to Peak Asset Management is part of the fee payable for corporate advisory services provided by Peak Asset Management to the Company in connection with the Offer.

In the absence of Shareholder approval being obtained, the proportion of the fee payable in Options to Peak Asset Management will be payable in cash to the equivalent value as at close of trading on the date of the EGM [(which the Company currently estimates to be \$60,000 based on the market price of an Option quoted on ASX at close of trading on 10 November 2023 of \$0.005).

The terms of the Options to be issued to Peak Asset Management are set out in Annexure A to this Explanatory Memorandum.

As announced to ASX on 7 November 2023, the Offer was oversubscribed and (subject to obtaining Shareholder approval for Resolution 4), the Company will raise \$1,650,000. As such, Resolution 5 seeks Shareholder approval to issue and allot 12,000,000 Options to Peak Asset Management for the purpose of Listing Rule 7.1 (assuming Resolution 4 is also approved).

Further detail is provided below.

6.2. Listing Rule 7.1

Listing Rule 7.1 provides that a company must not, subject to certain exceptions, issue or agree to issue more Equity Securities in any rolling 12 month period that exceeds the 15% Placement Capacity.

Resolution 5 seeks Shareholder approval to issue 12,000,000 Options to Peak Asset Management for the purposes of Listing Rule 7.1, so that the Company is able to issue those securities without otherwise relying on or using any of its placement capacity under Listing Rule 7.1.

If Resolution 5 is not approved, then the Company will not proceed with the proposed issue of Options to Peak Asset Management and will be required to pay the proportion of the fee payable in Options to Peak Asset Management in cash to the equivalent value as at close of trading on the date of the EGM. If Resolution 5 is approved, the Company will proceed with the proposed issue of Options to Peak Asset Management.

Resolution 5 is an ordinary resolution and will be passed if more than 50% of the votes cast by Shareholders entitled to vote are in favour of the Resolution. Shareholders' attention is drawn to the voting exclusion statement in the Notice.

6.3. Information required by ASX Listing Rule 7.3

Listing Rule 7.3 requires the notice of meeting concerning a proposed resolution to approve the issue of securities in accordance with Listing Rule 7.1 include the following information:

- (a) *The names of the persons to whom the entity will issue the securities (or the basis on which persons were identified or selected)*

CoPeak Corporate Pty Ltd as trustee for the Peak Asset Management Unit Trust

- (b) *The number and class of securities the entity will issue*

12,000,000 quoted options each entitling the holder to acquire one fully paid ordinary share in the Company at an exercise price of \$0.03 with an expiry date of 29 May 2024 and ASX ticker code 1ADOA.

- (c) *If the securities are not fully paid ordinary securities, a summary of the material terms of the securities*

Each Option entitles the holder to acquire one fully paid ordinary share in the Company on exercise, at an exercise price of \$0.03. Each Option has an expiry date of 29 May 2024 and a summary of the material terms of the Options is set out in Annexure A to this Explanatory Memorandum.

- (d) *The date on which the securities will be issued*

As soon as practicable following the EGM, but no later than 3 months following the date of the EGM.

- (e) *The issue price of, or consideration received for, the securities*

The consideration received is the provision, to the Company, of corporate advisory services by Peak Asset Management in respect of the Offer. No cash consideration will be received as a result of the issue of the Options.

- (f) *The purpose of the issue, including the intended use of any funds raised*

The purpose of the issue of 12,000,000 Options to Peak Asset Management is to satisfy payment of a portion of the fee payable to Peak Asset Management for its provision of corporate advisory services to the Company provided in respect of the Offer. No funds will be raised from the issue of the Options.

- (g) *if the securities are being issued under an agreement, a summary of any other material terms of the agreement*

The 12,000,000 Options to be issued to Peak Asset Management are to be issued in accordance with the terms of an agreement, the material terms of which were outlined in the Prospectus whereby 12,000,000 Options are, subject to Shareholder approval, to be issued to as part of Peak Asset Management's remuneration for assisting with the Offer. The issue of the Options to Peak Asset Management was subject to the Offer raising a minimum of approximately \$1,500,000. The Offer raised approximately \$1,650,000 (before costs) after accounting for oversubscriptions.

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5. The Chair intends to vote all undirected proxies in favour of Resolutions 5.

Schedule - Definitions and Interpretation

In this Notice (including the Explanatory Memorandum):

\$ means Australian Dollars.

AEDT means Australian Eastern Daylight Time, being the time in Melbourne on the dates specified in this Notice.

Annexure means an annexure to this Notice.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

Board means the board of Directors.

Business Day means:

- (a) for determining when a notice, consent or other communication is given, a day that is not a Saturday, Sunday or public holiday in the place to which the notice, consent or other communication is sent; and
- (b) for any other purpose, a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Melbourne.

Chair or **Chairman** means the person appointed to chair the Meeting convened by this Notice.

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

Director means a director of the Company.

Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the A&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300m.

Equity Securities has the same meaning as in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Listing Rules means the official listing rules of ASX.

Notice means this notice of the Meeting.

Offer means the offer to sophisticated and professional investors selected by the Company to apply for Shares at a price of 2 cents (\$0.02) per Share, together with one additional Option for every 2 Shares subscribed for, and subject to Shareholder approval being obtained at the EGM, one further additional Option for every 2 Shares subscribed for.

Option means an option issued by the Company on the terms set out in Annexure A to the Explanatory Memorandum which will be in the class of options quoted with ticker code 1ADOA.

Prospectus means the prospectus of the Company dated Friday 3 November 2023 which was issued to select sophisticated and professional investors inviting them to apply for securities in accordance with the terms of the Offer.

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution contained in the Notice.

Share means an ordinary fully paid share in the Company.

In this Notice and the Explanatory Memorandum words importing the singular include the plural and vice versa.

Annexure A –Terms of Options

Issue date	13 November 2023
ASX code	1ADOA
Issue price	Nil. One (1) Option will be issued for no consideration for every two (2) Shares acquired under the Offer. One (1) additional Option <i>may</i> be issued for no consideration for every two (2) Shares acquired under the Offer if Shareholder approval for that issue is obtained at the EGM.
Exercise price of options	\$0.03 upon exercise to acquire one (1) Share for each Option exercised.
Expiry date of options	29 May 2024
Exercise period	Each Option is exercisable immediately on issue. The Options may be exercised at any time before their expiry date, by delivering a duly completed form of notice of exercise together with payment by EFT (or such other form of payment as is acceptable to the Company) for the exercise price. The Company will issue 1 fully paid ordinary share for each Option validly exercised. The exercise of each Option is subject to compliance with the Corporations Act 2001 (Cth) (in particular, the requirements of Chapter 6 of the Corporations Act).
Minimum number able to be exercised	Options will only be able to be exercised in a minimum number of 100,000 options at a time (unless the holder holds less than that number, at which time the minimum number of options able to be exercised will be the number held).
Terms of shares issued	Any shares issued as a result of exercising an Option will be issued as fully paid ordinary shares on the same terms and rank in all respects on equal terms, with existing Shares.
Quotation of Shares issued	Application for official quotation of Shares allotted and issued as a result of the exercise of the Options will be made within five (5) business days from the date of issue of the Shares in accordance with ASX Listing Rule 2.8.3.
Option register	Options will be registered in the name of the holder in an option register maintained by the Company's share registrar. The share registrar will issue holding statements that evidence the number of Options held. No option certificates will be issued.
Reconstruction of capital	If there is a reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company: - the number of Options or the exercise price of the Options or both will be adjusted as specified in ASX Listing Rule 7.22 as it applies at the time of the reorganisation; and - in all other respects the terms for the exercise of the Options will remain unchanged.
Adjustment for pro rata share issues	If there is a pro rata issue of Shares the exercise price of the Options will be adjusted in accordance with the formula in ASX Listing Rule 6.22.
Adjustment for issue of bonus shares	If there is a bonus issue of Shares, the number of Shares issued upon exercise of an Option will be adjusted in accordance with ASX Listing Rule 6.22.
New issues of shares	The Options do not confer a right to participate in new issues of shares unless the Options have been exercised on or before the record date for determining entitlements to the issue.
Notice of adjustments	The Company will give written notice to the option holder of any adjustment of the exercise price of the Options and any increase or decrease in the number of Options.
Dividend rights	While they remain unexercised, the Options will not give a holder an entitlement to receive any dividends declared and paid by the Company on its shares.

Applicable law	Each Option is issued subject to: • the Corporations Act; • the ASX Listing Rules; and • the Company's constitution.
Quotation of the Options	The Company will apply to ASX for official quotation of the Options, as they are in the same class as those already quoted with ASX code 1ADOA.
Change of terms	The terms of an Option may be changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

Your proxy voting instruction must be received by **11.00am (AEDT) on Tuesday, 12 December 2023**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



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