



Letter from the Executive Chairman

13 May 2024

Dear Shareholder

Extraordinary General Meeting

Chimeric Therapeutics Limited (ACN 638 835 828) (**Chimeric** or the **Company**) today issued a Notice of Extraordinary General Meeting (**EGM**) to be held on 11 June 2024 (**Meeting**).

The main purpose of the Meeting is to refresh the Company's capacity to issue shares under ASX Listing Rules by ratifying the prior issues of shares and options or approving the anticipated future issues of shares and options, primarily associated with the Lind share facilities first announced on 23 June 2023.

There is also one resolution seeking ratification of the prior issues of options to Bell Potter in relation to the Entitlement Offer announced on 25 October 2023.

In light of the cost and considerable notice period associated with holding such general meetings to be able to ratify or approve capacity to issue equities, the Board has also included a resolution seeking approval to issue up to 800 million shares associated with a potential placement.

The resolution provides the Board with the flexibility to rapidly make an institutional placement to sophisticated sector focused investors, at the Board's discretion, without the need to revert to shareholders for approval at a further EGM and the associated delay. If approved, any shares under such placement must be issued within three months of the Meeting. The funds raised under the placement would support the clinical trial pipeline and otherwise for general working capital of the Company.

On behalf of the Board, I encourage you to support the resolutions proposed at the Meeting and thank you for your ongoing support.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Paul Hopper', followed by a horizontal line.

Paul Hopper
Executive Chairman



Notice of Extraordinary General Meeting

Chimeric Therapeutics Limited ACN 638 835 828

Notice of Extraordinary General Meeting

Chimeric Therapeutics Limited ACN 638 835 828

Notice is given that an Extraordinary General Meeting (**EGM** or **Meeting**) of Chimeric Therapeutics Limited ACN 638 835 828 (**Company**) will be held at:

Location	Level 3, 62 Lygon Street, Carlton, Victoria 3053 and virtually (online) at https://web.lumiagm.com/320-305-568
Date	Tuesday 11 June 2024
Time	10:00 am (Sydney time) Registration from 9:45 am (Sydney time)

Online meeting details

The EGM will be webcast live via an online platform.

To participate online, click on this link (or enter the URL into your web browser):

<https://web.lumiagm.com/320-305-568> (Lumi Meeting ID: 320-305-568)

You can log into the Meeting by entering:

- Your username, which is your Voting Access Code (VAC), which can be located on the first page of your proxy form or the Notice of Meeting email; and
- Your password, which is the postcode registered to your holding if you are an Australian shareholder. Overseas shareholders should use their country code or refer to the user guide for their password details.

For further details and instructions, please see the online meeting guide located on the Company website containing details on attending and voting at the Meeting.

If Shareholders are unable to attend the Meeting they are encouraged to return the proxy form to the Company in accordance with the instructions thereon.

Returning the proxy form will not preclude a Shareholder from attending and voting at the Meeting should they elect to do so.

If you have any questions regarding attendance at, or submitting questions for, the Meeting, please contact the Company's share registry, Boardroom Pty Limited, by telephone on 1300 737 760 (from within Australia) or +61 2 9290 9600 (outside of Australia).

Shareholder Questions

In accordance with the Corporations Act, reasonable opportunity will be given to Shareholders at the Meeting to ask questions about, or make comments on, the Meeting, the Company's management or the Company itself.

Whilst Shareholders will be provided with the opportunity to submit questions online at the Meeting, it would be desirable if the Company was able to receive them in advance.

Shareholders are therefore requested to send any questions they may have for the Company or its Directors to the Company Secretary by 4 June 2024 via email at cfo.services@acclime.com with the subject 'CHM EGM 2024'.

Please note that not all questions may be able to be answered during the Meeting. In this case answers will be made available on the Company's website after the Meeting.

Special business

Resolution 1 – Ratification of prior issue of Advisor Options to Bell Potter

To consider, and if in favour, pass the following resolution as an ordinary resolution:

- 1 *'That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the previous issue of 15,000,000 Advisor Options to Bell Potter for the pursuant to the Entitlement Offer, as detailed in the Explanatory Memorandum.'*

The Directors unanimously recommend that you vote in favour of this resolution.

Resolution 2 – Ratification of prior issue of Further Options to Lind

To consider, and if in favour, pass the following resolution as an ordinary resolution:

- 2 *'That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the previous issue of 17,241,379 Further Options to Lind pursuant to the Additional Placement Agreement, as detailed in the Explanatory Memorandum.'*

The Directors unanimously recommend that you vote in favour of this resolution.

Resolution 3 – Ratification of prior issue of Subscription Shares to Lind

To consider, and if in favour, pass the following resolution as an ordinary resolution:

- 3 *'That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the previous issue of 5,454,546 Subscription Shares to Lind pursuant to the Placement Agreement, as detailed in the Explanatory Memorandum.'*

The Directors unanimously recommend that you vote in favour of this resolution.

Resolution 4 – Approval to issue Shares under Lind facility

To consider, and if in favour, pass the following resolution as an ordinary resolution:

- 4 *'That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 109,888,889 Shares under Lind facility, on the terms set out in the Explanatory Memorandum.'*

The Directors unanimously recommend that you vote in favour of this resolution.

Resolution 5 – Approval to issue Placement Shares

To consider, and if in favour, to pass the following resolution as an ordinary resolution:

- 5 *'That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 800,000,000 Placement Shares, on the terms set out in the Explanatory Memorandum.'*

The Directors unanimously recommend that you vote in favour of this resolution.

Dated: 13 May 2024

By order of the Board

Phillip Hains
Company Secretary

Voting Exclusion Statement

In accordance with the Listing Rule 14.11, the Company will disregard votes cast in favour of the resolution by or on behalf of:

Resolution 1 – Ratification of prior issue of Advisor Options to Bell Potter	Bell Potter or any person who participated in the issue or is a counterparty to the agreement being approved or any associate of those persons.
Resolution 2 – Ratification of prior issue of Further Options to Lind	Lind or any person who participated in the issue or is a counterparty to the agreement being approved or any associate of those persons.
Resolution 3 – Ratification of prior issue of Subscription Shares to Lind	Lind or any person who participated in the issue or is a counterparty to the agreement being approved or any associate of those persons.
Resolution 4 – Approval to issue Shares under Lind facility	Lind and 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 any associate of their associates.
Resolution 5 – Approval to issue Placement Shares	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 any of their associates.

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

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

Notes

- (a) Terms used in this Notice of Meeting which are defined in the Explanatory Memorandum have the meaning given to them in the Explanatory Memorandum.
- (b) Subject to the Corporations Act, a Shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (c) The proxy need not be a Shareholder of the Company. A Shareholder who is 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.
- (d) If you wish to appoint a proxy and are entitled to do so, then complete and return the **attached** proxy form to the Company's share registry Boardroom Pty Limited, as detailed in the attached proxy form.
- (e) You can also lodge your proxy online at www.votingonline.com.au/chmegm2024 which is also located on the front of the accompanying proxy form. Alternatively, you can scan the QR code with your mobile device.
- (f) To be effective, the proxy must be received at the share registry of the Company no later than 10.00 am (Sydney time) on Sunday 9 June 2024 (48 hours before the commencement of the meeting).
- (g) A corporation may elect to appoint a representative in accordance with the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- (h) The Company has determined under regulation 7.11.37 Corporations Regulations that for the purpose of voting at the meeting or adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of Shareholders as at 7:00 pm (Sydney time) on Sunday 9 June 2024.
- (i) If you have any queries, including how to cast your votes, please contact the Company's registered office on 03 9824 5254 (within Australia) or +61 3 9824 5254 (outside Australia) during business hours.

Explanatory Memorandum

Chimeric Therapeutics Limited ACN 638 835 828 (**Company**)

This Explanatory Memorandum accompanies the notice of Extraordinary General Meeting of the Company to be held at Level 3, 62 Lygon Street, Carlton, Victoria 3053 and virtually (online) at <https://web.lumiagm.com/320-305-568> on Tuesday 11 June 2024 at 10.00 am (Sydney time).

The Explanatory Memorandum has been prepared to assist Shareholders in determining how to vote on the resolutions set out in the Notice of Meeting and is intended to be read in conjunction with the Notice of Meeting.

Resolution 1 – Ratification of prior issue of Advisor Options to Bell Potter

- 1 The purpose of Resolution 1 is for Shareholders to ratify, under ASX Listing Rule 7.4 and for all other purposes, the prior issue of Options to Bell Potter.
- 2 The Company announced to ASX on 25 October 2023 an entitlement offer as a part of an equity raising to raise up to approximately \$10 million (**Entitlement Offer**).
- 3 Bell Potter Securities Limited acted as the Lead Manager to the Entitlement Offer and, as a part that engagement, were entitled to an Entitlement Offer Management Fee of, among other items, 15,000,000 unlisted options with an exercise price of \$0.038 per Option and an expiry date of 1 July 2028, with the Options vesting on issue.

Listing Rule 7.1

- 4 Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.
- 5 The issue of the 15,000,000 Advisor Options does not fall under any of the relevant exemptions and as it has not yet been approved by Shareholders, it utilises a portion of the 15% capacity limit under Listing Rule 7.1, thereby reducing the Company's capacity to issue further equity securities without shareholder approval for the 12-month period following the issue date.
- 6 Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do so, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without shareholder approval under those rules.
- 7 The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such Listing Rule 7.1.

Technical information required by Listing Rule 14.1A

- 8 If Resolution 1 is passed, Shareholders will have ratified the issue of Advisor Options, and the issue of the Advisor Options will no longer utilise a portion of the Company's 15% placement capacity under Listing Rule 7.1, meaning that the Company will have an increased ability to issue equity securities without seeking Shareholder approval.

- 9 If Shareholders do not approve Resolution 1, the Company's ability to raise additional equity funds over the next 12 months without Shareholder approval will be restricted.

Technical information required by Listing Rule 7.5

- 10 Pursuant to and in accordance with the requirements of Listing Rule 7.5, the following information is provided in relation to Resolution 1:
- (a) 15,000,000 Advisor Options have been issued to Bell Potter;
 - (b) the Advisor Options were issued on 22 December 2023;
 - (c) the Advisor Options are exercisable for \$0.038 per option and expire on 1 July 2028; and
 - (d) the Advisor Options were issued for nil upfront consideration and, therefore, do not raise funds for the Company. Any funds raised from the exercise of the Advisor Options will support the clinical trial pipeline and therapy portfolio and are otherwise for general working capital of the Company.

Directors' recommendation

The Directors unanimously recommend that you vote in favour of this resolution.

Background for Resolutions 2 and 3

- 1 As announced to the ASX on 23 June 2023, the Company entered into a share placement agreement which provides an investment of \$3.1 million (**Placement Agreement**), and as announced to ASX on 4 January 2024 the Placement Agreement was amended to provide a further investment of \$1 million (**Additional Placement Agreement**), with Lind Global Fund II, LP an entity managed by New York-based The Lind Partners (**Lind**) as previously foreshadowed and announced on 23 June 2023. Lind invests in small and mid-cap companies publicly traded in the US, Canada, Australia and the UK.
- 2 The Placement Agreement is a staged private placement with Lind which secures up to \$10.1 million in funding for the Company. Funds raised will support the clinical trial pipeline and therapy portfolio and are otherwise for general working capital of the Company.

Placement Agreement

- 3 In accordance with the Placement Agreement:
- (a) On 3 July 2023 (**Advance Payment Date**) the Company received net proceeds of \$3.0 million from Lind (**Advance Payment**) which Lind can use to subscribe for Shares to a deemed value of \$3.41 million (**Subscription Shares**) within 24 months from the Advance Payment Date, unless extended (**Term**);
 - (b) On 28 February 2024 the Company issued to Lind 5,454,546 Subscription Shares in response to a Subscription Notice under the Placement Agreement;
 - (c) If at the expiration of the Term, or upon termination of the Placement Agreement, there are still Initial Shares that have not been applied towards Subscription Shares or repayment, Lind is required to pay for any remaining Initial Shares at the price which is the lesser of:
 - (i) \$0.048 per share; and

- (ii) 90% of the average of the three lowest daily VWAPs during the 20 trading days prior to the subscription,

(Subscription Price).

- 4 Lind may elect when to provide the Company with subscription notices for the issue of Subscription Shares to the aggregate value of \$3.41 million over the Term, subject to the following **(Subscription Amount)**:
 - (a) Until 31 August 2023, any subscriptions by Lind will be at a fixed price of \$0.048;
 - (b) From 1 September 2023 until 30 June 2024, any subscriptions by Lind will be either at:
 - (i) \$0.048 per share, with the aggregate subscription amount unlimited; or
 - (ii) a price equal to 90% of the average of the three lowest daily VWAPs during the 20 trading days prior to each subscription date (which for illustration only was \$0.033 per share on 23 June 2023 when the Placement Agreement was announced) with the aggregate subscription amount in any one month at the Subscription Price limited to \$120,000,
 - (c) From 1 July 2024 until 29 June 2025, any subscriptions by Lind will be at the Subscription Price.
- 5 Lind may, at its sole discretion, increase the maximum monthly aggregate subscription amount to \$400,000, for two months only.
- 6 Any Advance Payment remaining at the expiry of the Term, will be subscribed for at the Subscription Price.
- 7 The Company can also elect, at any time after 31 July 2023, to repay in full the then remaining balance of the Advance Payment value of \$3.41 million, although the Company must first provide Lind with the ability to subscribe, in accordance with the Placement Agreement for one-third of that amount.
- 8 Under the Placement Agreement, the Company's obligation to issue the Initial Shares and Subscription Shares is limited to a maximum of 103,333,333 Shares (**Maximum**). If the Company wishes to issue more Shares than the Maximum, the Company must obtain Shareholder approval for the issue or Shareholder ratification for the past issue of Subscription Shares. Where Shareholders ratify a past issue of Subscription Shares, the applicable number of Subscription Share will become available again for issue under the Maximum.

Additional Placement Agreement

- 9 In accordance with the Additional Placement Agreement, Lind provided a further funding via the Placement Agreement under the same terms as included above, with the following inclusions:
 - (a) the Company received \$1 million from Lind which Lind can use to subscribe for Shares to a deemed value of \$1.1 million; and
 - (b) the Company grant Lind 17,241,379 Further Options for nil consideration with an exercise price of \$0.036 per Option and will expire 4 years after issue. The terms for these Further Options are also set out in Schedule 1.

Resolution 2 – Ratification of prior issue of Further Options to Lind

- 10 The purpose of Resolution 2 is for Shareholders to approve, under Listing Rule 7.4, and for all other purposes, the previous issue and allotment of the 17,241,379 Further Options to Lind with an exercise price of \$0.036 per Option and an expiry date that is 48 months after the date of issue to Lind in accordance with the Additional Placement Agreement.

Listing Rule 7.1

- 11 Broadly speaking, and subject to a number of exceptions, Listing Rules 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.
- 12 The issue of the 17,241,379 Further Options to Lind does not fall under any of the relevant exemptions and as it has not yet been approved by Shareholders, it utilises a portion of the 15% capacity limit under Listing Rule 7.1, thereby reducing the Company's capacity to issue further equity securities without shareholder approval for the 12-month period following the issue date.
- 13 Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do so, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without shareholder approval under those rules.
- 14 The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such Listing Rule 7.1.

Technical information required by Listing Rule 14.1A

- 15 If Resolution 2 is passed, Shareholders will have ratified the issue of Further Options to Lind, and the issue of the Further Options to Lind will no longer utilise a portion of the Company's 15% placement capacity under Listing Rule 7.1, meaning that the Company will have an increased ability to issue equity securities without seeking Shareholder approval.
- 16 If Shareholders do not approve Resolution 2, the Company's ability to raise additional equity funds over the next 12 months without Shareholder approval will be restricted.

Technical information required by Listing Rule 7.5

- 17 Pursuant to and in accordance with the requirements of Listing Rule 7.5, the following information is provided in relation to Resolution 2:
- (a) 17,241,379 Further Options have been issued to Lind;
 - (b) the Further Options were issued to Lind on 5 January 2024;
 - (c) the Further Options issued to Lind are exercisable for \$0.036 per option and expire 48 months after issue;
 - (d) the terms of the Further Options are further set out in Schedule 1; and
 - (e) the Further Options were issued to Lind for nil upfront consideration and, therefore, do not raise funds for the Company. Any funds raised from the exercise of the Further Options issued to Lind will support the clinical trial pipeline and therapy portfolio and are otherwise for general working capital of the Company.

Directors' recommendation

The Directors unanimously recommend that you vote in favour of this resolution.

Resolution 3 – Ratification of prior issue of Subscription Shares to Lind

- 18 The purpose of Resolution 3 is for Shareholders to approve, under Listing Rule 7.4, and for all other purposes, the previous issue and allotment of 5,454,546 Subscription Shares to Lind on the terms set out herein.

Listing Rule 7.1

- 19 Broadly speaking, and subject to a number of exceptions, Listing Rules 7.1 and 7.1A limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to combined 25% of the fully paid ordinary securities it had on issue at the start of that period. Shareholders approved an additional 10% placement capacity under Listing Rule 7.1A at the Annual General Meeting held on 14 November 2023.
- 20 The issue of the 5,454,546 Subscription Shares to Lind does not fall under any of the relevant exemptions and as it has not yet been approved by Shareholders, it utilises a portion of the 15% capacity limit under Listing Rule 7.1, thereby reducing the Company's capacity to issue further equity securities without shareholder approval for the 12-month period following the issue date.
- 21 Listing Rule 7.4 provides that where a company subsequently approves an issue of securities, the issue will be treated as having been made with approval for the purpose of Listing Rules 7.1 and 7.1A, thereby replenishing the Company's 15% capacity, enabling it to issue further securities up to that limit.
- 22 The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such Listing Rule 7.1. Resolution 3 therefore proposes the ratification of the allotment and issuance of the Subscription Shares to Lind for the purpose of satisfying the requirements of ASX Listing Rule 7.1.

Technical information required by Listing Rule 14.1A

- 23 If Resolution 3 is passed, Shareholders will have ratified the issue of Subscription Shares, and the issue of the Subscription Shares will no longer utilise a portion of the Company's 25% placement capacity under Listing Rules 7.1 and 7.1A, meaning that the Company will have an increased ability to issue equity securities over the next 12 months without seeking Shareholder approval.
- 24 If Shareholders do not approve Resolution 3, the Company's ability to raise additional equity funds over the next 12 months without Shareholder approval will be restricted.

Technical information required by Listing Rule 7.5

- 25 Pursuant to and in accordance with the requirements of Listing Rule 7.5, the following information is provided in relation to Resolution 3:
- (a) the Subscription Shares, being 5,454,546 fully paid ordinary shares, have been issued to Lind in accordance with the terms of the Placement Agreement;
 - (b) the Subscription Shares were issued at a price of \$0.022 per Share;
 - (c) the Subscription Shares were issued on 28 February 2024;

- (d) the material terms of the Placement Agreement have been summarised in paragraphs 3 to 10 above and further in Schedule 2; and
- (e) the Subscription Shares were issued to Lind as partial consideration pursuant to the Placement Agreement and, therefore, do not raise additional funds for the Company.

Directors' recommendation

The Directors unanimously recommend that you vote in favour of this resolution.

Resolution 4 – Approval to issue Shares under Lind facility

- 26 The purpose of Resolution 4 is for Shareholders to approve, under Listing Rule 7.1 and for all other purposes, the issue and allotment of up to 109,888,889 Shares under the Placement Agreement to Lind (**Facility Shares**). The number of shares comprises up to 79,333,333 relating to the initial \$3.1 million Placement Agreement and up to 30,555,556 shares relating to the subsequent \$1.0 million Additional Placement Agreement.
- 27 As described above, subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.
- 28 The issue of the Facility Shares under the Placement Agreement does not fall within any of these exceptions. Resolution 4 therefore proposes the approval of the allotment and issue of the Facility Shares under the Placement Agreement for the purpose of satisfying the requirements of ASX Listing Rule 7.1.

Technical information required by Listing Rule 14.1A

- 29 If Resolution 4 is passed, Shareholders will have approved the issue and allotment of the Facility Shares to Lind, and the issue of the Facility Shares will no longer utilise a portion of the Company's 15% placement capacity under Listing Rule 7.1, meaning that the Company will have an increased ability to issue equity securities over the next 12 months without seeking Shareholder approval.
- 30 If Resolution 4 is not passed, the issuance of the Facility Shares:
 - (a) may still occur in full but will be included in calculating the Company's 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date; or
 - (b) may be reduced to fall within the Company's capacity limits with the any Subscription Price to be satisfied by cash which would require use of the Company's funds that may have otherwise been designated for other uses.

Technical information required by Listing Rule 7.3

- 31 Pursuant to and in accordance with the requirements of Listing Rule 7.3, the following information is provided in relation to Resolution 4:
 - (a) the Facility Shares, being up to 109,888,889 fully paid ordinary shares, may be issued to Lind in accordance with the terms of the Placement Agreement;

- (b) Listing Rule 7.3.4 provides that equity securities approved by Shareholders must be issued no later than three months after the date of the Meeting. Accordingly, Shareholder approval for any Facility Shares not issued before 11 September 2024 will lapse and may be sought again at any later general meeting called by the Company;
- (c) the Facility Shares will only be issued to Lind where the Company satisfies the conditions precedent to the Facility Shares in accordance with the Placement Agreement and will be issued as follows:
 - (i) from 1 September 2023 until 30 June 2024, any subscriptions by Lind for Facility Shares will be either at:
 - (A) \$0.048 per share, with the aggregate subscription amount unlimited; or
 - (B) a price equal to 90% of the average of the three lowest daily VWAPs during the 20 trading days prior to each subscription date (which for illustration only was \$0.033 per share on 23 June 2023 when the Placement Agreement was announced) with the aggregate subscription amount in any one month at the Subscription Price limited to \$120,000; and
 - (ii) the material terms of the Subscription Agreement have been summarised in paragraphs 1 to 9 above and further in Schedule 2.

Directors' recommendation

The Directors unanimously recommend that you vote in favour of this resolution.

Resolution 5 – Approval to issue Placement Shares

- 32 The Company is continually assessing its ongoing capital requirements and, as such, wishes to maximise the number of Equity Securities the Company is able to issue in order to raise further capital to support the clinical trial pipeline and therapy portfolio and otherwise for general working capital of the Company.
- 33 The purpose of Resolution 5 is for Shareholders to approve, under Listing Rule 7.1 and for all other purposes, the issue and allotment of the Placement Shares to sophisticated and professional investors.

Listing Rule 7.1

- 34 As described above, subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.
- 35 The issue of Placement Shares does not fall within any of these exceptions. Resolution 5 therefore proposes the approval of the allotment and issue of the Placement Shares for the purpose of satisfying the requirements of ASX Listing Rule 7.1.

Technical information required by Listing Rule 14.1A

- 36 If Resolution 5 is passed, Shareholders will have approved the issue and allotment of the Placement Shares to sophisticated and professional investors, and the issue of the Placement Shares will no longer utilise a portion of the Company's 15% placement capacity under Listing

Rule 7.1, meaning that the Company will have an increased ability to issue equity securities over the next 12 months without seeking Shareholder approval.

- 37 If Resolution 5 is not passed, the issuance of the Placement Shares may still occur in full but will be included in calculating the Company's 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date.

Technical information required by Listing Rule 7.3

- 38 Pursuant to and in accordance with the requirements of Listing Rule 7.3, the following information is provided in relation to Resolution 5:
- (a) the Placement Shares, being up to 800,000,000 fully paid ordinary shares, will be issued to sophisticated and professional investors in accordance with the terms of any placement agreement;
 - (b) Listing Rule 7.3.4 provides that equity securities approved by Shareholders must be issued no later than three months after the date of the Meeting. The Company issue date of the Placement Shares will be determined by the Company and the sophisticated and professional investors but, in any event, will be issued no later than 11 September 2024. Shareholder approval for any Placement Shares not issued before 11 September 2024 will lapse and may be sought again at any later general meeting called by the Company;
 - (c) the Placement Shares will be issued for cash consideration per Placement Share which is not less than 75% of the VWAP for the Company's ordinary shares calculated over the 15 trading days immediately prior to the date on which the issue price for the Placement Shares is agreed between the Company and the professional and sophisticated investors; and
 - (d) except as described in this explanatory memorandum, any placement agreement between the Company and sophisticated and professional investors will contain standard subscription mechanisms, representations and warranties and otherwise be on standard terms and conditions for an agreement of this nature.

Directors' recommendation

The Directors unanimously recommend that you vote in favour of this resolution.

Schedule 1

Option terms

Nature of Options	(a) Each Option will grant the holder of that Option the right but not the obligation to be issued by the Company one Share at \$0.036 (Options Exercise Price). (b) Each Option will be exercisable by Lind (or its nominee) complying with its obligations under these Option terms, at any time after the time of its grant and prior to the expiry date that is 48 months after the date of issue of the Options (Options Expiration Date), after which time it will lapse.
Exercise of Options	(a) Without limiting the generality of, and subject to, the other provisions of the Placement Agreement, Lind (or its nominee) may exercise any of its Options at any time prior to their expiration, by delivery of: (i) a copy, whether electronic or otherwise, of a duly executed Option exercise form substantially in the form attached to the Placement Agreement as Schedule 3 (the Exercise Form), to the Company during normal business hours on any Business Day at the Company's principal executive offices (or such other office or agency of the Company as it may designate by notice to Lind (or its nominee)); (ii) copy, whether electronic or otherwise, of any exercise form required by the share registrar; and (iii) payment of an amount equal to the Options Exercise Price multiplied by the number of Shares in respect of which the Options are being exercised at the time by wire transfer to the account specified by the Company from time to time or by bank draft delivered to the Company during normal business hours on any Business Day at the Company's principal executive offices (or such other office or agency of the Company as it may designate by notice to the Option holder). (b) As soon as reasonably practicable, but in any event no later than three Business Days after receipt of a duly completed Exercise Form and the payment referred to in clause 2(a)(iii) of these Option terms, the Company must cause its securities registrar to: (i) issue and deliver the Shares in respect of which the Options are so exercised by Lind (or its nominee); and (ii) provide to Lind (or its nominee) holding statements evidencing that such Shares have been recorded on the Share register. The Company must also issue a Securities Cleansing Statement in respect of those Shares where it is lawfully able to issue such a statement immediately after the issue of those Shares, or alternatively where a Securities Cleansing Statement is not available, issue a Prospectus to enable those Shares to be

	freely tradeable within three Trading Days after the issue of those Shares. (c) Lind (or its nominee) may only exercise a minimum of \$1,000 of Options on any particular occasion, unless the Investor has, in total, less than \$1,000 of Options, in which case they must exercises all the remaining Options at the same time.
Bonus Issues	If prior to an exercise of an Option, but after the issue of the Option, the Company makes an issue of Shares by way of capitalisation of profits or out of its reserves (other than pursuant to a dividend reinvestment plan), pursuant to an offer of such Shares to at least all the holders of Shares resident in Australia, then on exercise of the Option, the number of Shares over which an Option is exercisable will be increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the date on which entitlements to the issue were calculated.
Rights Issues	If prior to an exercise of an Option, but after the issue of the Option, any offer or invitation is made by the Company to at least all the holders of Shares resident in Australia for the subscription for cash with respect to Shares, options or other securities of the Company on a pro rata basis relative to those holders' shareholding at the time of the offer, the Options Exercise Price will be reduced as specified in the Listing Rules in relation to pro-rata issues (except bonus issues).
Reconstruction of Capital	In the event of a consolidation, subdivision or similar reconstruction of the issued capital of the Company, and subject to such changes as are necessary to comply with the Listing Rules applying to a reconstruction of capital at the time of the reconstruction: (a) the number of the Shares to which each Option holder is entitled on exercise of the outstanding Options will be reduced or increased in the same proportion as, and the nature of the Shares will be modified to the same extent that, the issued capital of the Company is consolidated, subdivided or reconstructed (subject to the same provisions with respect to rounding of entitlements as sanctioned by the meeting of shareholders approving the consolidation, subdivision or reconstruction); and (b) an appropriate adjustment will be made to the Options Exercise Price of the outstanding Options, with the intent that the total amount payable on exercise of the Options will not alter.
Cumulative Adjustments	Full effect will be given to the provisions of clauses 3 to 5 of these Option Terms, as and when occasions of their application arise and in such manner that the effects of the successive applications of them are cumulative, the intention being that the adjustments they progressively effect will be such as to reflect, in relation to the Shares issuable on exercise of the Options outstanding, the adjustments which on the occasions in question are progressively effected in relation to Shares already on issue.
Notice of Adjustments	Whenever the number of Shares over which an Option is exercisable, or the Options Exercise Price, is adjusted pursuant to this Agreement, the Company must give notice of the adjustment to all the Option holders, within one Business Day.

Rights Prior to Exercise	Prior to its exercise, an Option does not confer a right on the Option holder to participate in a new issue of securities by the Company.
Redemption	The Options will not be redeemable by the Company.
Assignability and Transferability	(a) The Options will be freely assignable and transferable, subject to the provisions of Chapter 6D of the Corporations Act and the applicable Law. The Options will however not be listed on the ASX or any other securities exchange. (b) Shares issued upon the exercise of Options will be freely tradeable upon the earlier of the issue of a Securities Cleansing Statement by the Company, or alternatively where a Securities Cleansing Statement is not available, the issue of a Prospectus by the Company in respect to those Shares.

Schedule 2

Summary of terms of Placement Agreement

Overview	The Placement Agreement provides \$3.1 million in initial funding in consideration for Shares in the Company.
Advance Payment	Lind will pay \$3.1 million to the Company which may be used to subscribe for Subscription Shares to a deemed value of \$3.41 million within 24 months from the Advance Payment Date.
Commitment Fees	The Company shall pay Lind a \$93,000 commitment fee on the Advance Payment Date, representing ~3% of the Advance Payment.
Execution Date	The Agreement was executed on 22 June 2023 and is effective upon satisfaction of any condition precedent.
Advance Payment Date	Lind is to provide payment of the Advance Payment by no later than five business days after the Execution Date.
Initial Shares	24,000,000 fully paid ordinary shares in the Company will be issued to Lind at the Subscription Price, at the time of funding (and which may subsequently be applied towards satisfying the Company's issue of Subscription Shares or repayment obligations under the Subscription Agreement). If at the expiration of the Term (as defined below), or upon termination of the Subscription Agreement, there are still Initial Shares that have not been applied towards subscription or repayment, Lind will pay for those shares based on the Subscription Price (defined below).
Term	24 months after the Advance Payment Date.
Options	41,891,892 Options with an exercise price of \$0.046 each and an expiration date of 48 months after issue. The Options will be issued within three months of the Execution Date and subject to shareholder approval.
Subscription Price	The lesser of: (a) \$0.048 per share; and (b) 90% of the average of the three lowest daily VWAPs during the 20 trading days prior to each subscription.

Subscriptions	Lind may elect when to provide the Company with subscription notices for the issue of shares (Subscription Shares) to the aggregate value of \$3.41 million over the Term, subject to the following (Subscription Amount): (a) Until 31 August 2023, any subscriptions by Lind will be at a fixed price of \$0.048. (b) From 1 September 2023 until 30 June 2024, any subscriptions by Lind will be either at: (i) \$0.048 per share, with the aggregate subscription amount unlimited; or (ii) a price equal to 90% of the average of the three lowest daily VWAPs during the 20 trading days prior to each subscription date (which for illustration only was \$0.033 per share on 23 June 2023 when the Placement Agreement was announced) with the aggregate subscription amount in any one month at the Subscription Price limited to \$120,000. Lind may, at its sole discretion, increase the maximum monthly aggregate subscription amount to \$400,000, for two months only. (c) Any Advance Payment remaining at the expiry of the Term, will be subscribed for at the Subscription Price.
Repayment	The Company can also elect, at any time after 31 July 2023, to repay in full the then remaining balance of the Advance Payment value of \$3.41 million, although it must first provide Lind the ability to subscribe, in accordance with the Subscription Agreement for one-third of that amount.
Other terms	As is customary with these types of arrangements, the Subscription Agreement contains typical investor protections such as negative covenants and representations and warranties.

Summary of terms of Additional Placement Agreement

Overview	The Additional Placement Agreement provides \$1 million in funding in consideration for Shares in the Company.
Advance Payment	Lind will pay \$1 million to the Company which may be used to subscribe for Subscription Shares to a deemed value of \$1.1 million.
Further Commitment Fee	\$30,000.
Further Options	17,241,379 Options with an exercise price of \$0.036 per Option and an expiration date of 48 months after issue.

Schedule 3

Lind Option Exercise Form

To: Chimeric Therapeutics Ltd ACN 638 835 828 (Company)

We irrevocably elect to exercise the right of purchase represented by

_____ Options (*Options*) granted to us pursuant to the Deed of Variation dated 4 January 2024 to the Share Subscription Agreement dated 23 June 2023, between the Company and Lind Global Fund II LP (the *Agreement*) for, and to purchase, under the Agreement,

_____ fully paid ordinary shares in the Company (the *Shares to Be Issued*), provided for in the Agreement, and request that the above number of the Shares to Be Issued be entered onto the Company's share register against our name or the name of our nominee and delivered, as required under the Agreement, to us or our nominee.

We tender _____ in payment of the exercise price for the exercise of the Options determined in accordance with the Agreement.

We represent and warrant to the Company that we:

- a) are not acquiring the Shares to Be Issued with a view to transferring the Shares to Be Issued in violation of the Securities Act of 1933 (US), as amended (the *Securities Act*);
- b) acknowledge that the issuance of the Shares to Be Issued has not been registered under the Securities Act and that the Shares to Be Issued may be resold only if registered pursuant to the provisions of the Securities Act or if an exemption from that Act is available; and
- c) reaffirm all of the representations and warranties contained in Schedule 2 (c) – (i) of the Agreement as of the date of this notice, including, without limitation, that we are an "accredited investor" as that term is defined in Rule 501 promulgated pursuant to the Securities Act.

Capitalised terms used in this form will have the meanings given to them in the Agreement, unless otherwise defined in this form.

Name: _____

Address: _____

Dated: _____

Glossary

Chimeric Therapeutics Limited ACN 638 835 828

Additional Placement Agreement	means the placement agreement entered into between the Company and Lind dated and announced 4 January 2024.
Advisor Options	means 15,000,000 Options issued to Bell Potter on 22 December 2023 to be ratified by Shareholders at the Meeting in accordance with Resolution 1.
ASIC	means the Australian Securities and Investments Commission.
ASX	means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
Bell Potter	Means Bell Potter Securities Limited ACN 006 390 772.
Board	means the board of directors of the Company.
Company	means Chimeric Therapeutics Limited ACN 638 835 828.
Company Secretary	means Phillip Hains, the company secretary of the Company.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Corporations Regulations	means the <i>Corporations Regulations 2001</i> (Cth).
Directors	means the directors of the Company.
EGM, Extraordinary General Meeting or Meeting	means the Company's extraordinary general meeting the subject of this Notice of Meeting.
Entitlement Offer	means, as announced to ASX on 25 October 2023 by the Company, an entitlement offer as a part of an equity raising to raise up to approximately \$10 million.
Equity Securities	has the meaning set out in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum attached to the Notice of Meeting.
Facility Shares	means up to 76,000,000 Shares to be issued as per the Placement Agreement.
Further Options	means an option to acquire a Share issued under the Additional Placement Agreement.
Subscription Shares	means 5,454,546 Shares issued to Lind on 28 February 2024.
Lind	means Lind Global Fund II LP, an entity managed by New York-based The Lind Partners.
Listing Rules or LR	means the listing rules of ASX.
Notice of Meeting	means the notice of meeting and includes the Explanatory Memorandum.
Option	means an option to acquire a Share.

Placement Agreement	means the placement agreement entered into between the Company and Lind dated and announced 23 June 2023.
Resolution	means a resolution of this Meeting of the Company.
Shares	means the fully paid ordinary shares in the Company.
Shareholder	means a person who is the registered holder of Shares.
Sophisticated Investors	means sophisticated investors (as defined in section 708(8)) and professional investors (as defined in section 708(11)).
VWAP	means volume weighted average price.

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (Sydney Time) on Sunday 9 June 2024.**

🖥 TO APPOINT A PROXY ONLINE

📱 BY SMARTPHONE

STEP 1: VISIT <https://www.votingonline.com.au/chmegm2024>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am (Sydney Time) on Sunday, 9 June 2024.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖥 **Online** <https://www.votingonline.com.au/chmegm2024>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.



☐ **Your Address**
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.
Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Chimeric Therapeutics Limited** (Company) and entitled to attend and vote hereby appoint:

☐ the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Extraordinary General Meeting of the Company to be held at the **Level 3, 62 Lygon Street, Carlton, Victoria 3053 and virtually (online) at <https://web.lumiagm.com/320-305-568> on Tuesday, 11 June 2024 at 10:00am (Sydney Time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 3, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Ratification of prior issue of Advisor Options to Bell Potter	☐	☐	☐
Resolution 2	Ratification of prior issue of Further Options to Lind	☐	☐	☐
Resolution 3	Ratification of prior issue of Subscription Shares to Lind	☐	☐	☐
Resolution 4	Approval to issue Shares under Lind facility	☐	☐	☐
Resolution 5	Approval to issue Placement Shares	☐	☐	☐

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary