



Notice of Extraordinary General Meeting

Chimeric Therapeutics Limited ACN 638 835 828

Notice of Extraordinary General Meeting

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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/330-795-412
Date	Wednesday, 4 December 2024
Time	11:00 am (Melbourne time) Registration from 10:45 am (Melbourne time)

Online meeting details

The Meeting will also be webcast live via an online platform. To participate you will need a desktop or mobile/tablet device with internet access, by entering the following URL into their browser: <https://web.lumiagm.com/330-795-412> (Lumi Meeting ID: **330-795-412**)

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.

All Shareholders have the opportunity to attend and participate in the Meeting online via internet connection (using a computer, laptop, tablet or smartphone).

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 using the online platform they are encouraged to alternatively, 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 utilising the online platform 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

Whilst Shareholders will be provided with the opportunity to submit questions online at the Meeting, however, it is 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 via email cfoservices@acclime.com with subject 'CHM EGM Dec 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 First Tranche Placement Shares

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

- 1 *'That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 69,990,973 First Tranche Placement Shares to sophisticated and professional investors under the Placement, as detailed and on the terms set out in the Explanatory Memorandum.'*

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

Resolution 2 – Approval to issue Second Tranche Placement Shares

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

- 2 *'That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the proposed issuance and allotment of up to 430,009,027 Second Tranche Placement Shares to sophisticated and professional investors under the Placement, as detailed and on the terms set out in the Explanatory Memorandum.'*

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

Resolution 3 – Approval to issue Placement Options

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

- 3 *'That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issuance of up to 500,000,000 Placement Options to sophisticated and professional investors under the Placement on the terms set out in the Explanatory Memorandum.'*

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

Resolutions 4(a) and 4(b) – Approval to issue Placement Shares and Placement Options to Executive Chairman – Mr Paul Hopper

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

- 4 *'That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issuance of:*
 - (a) *up to 125,000,000 Shares at an issue price of \$0.008 per Share and otherwise on the same terms as the Placement; and*
 - (b) *conditional on Resolution 4(a) being passed, up to 125,000,000 Options with an exercise price of \$0.008 and an expiry date of approximately 12 months from the date of issue, and otherwise on the same terms as the Placement Options proposed to be issued under the Placement,**to Executive Chairman, Mr Paul Hopper (or his nominee), as detailed in the Explanatory Memorandum.'*

Note: if approval is obtained under Listing Rule 10.11, approval is not required under Listing Rule 7.1, as set out in the Explanatory Memorandum.

The Directors (with Mr Paul Hopper abstaining) unanimously recommend that you vote in favour of this resolution.

Resolution 5 – Approval to issue Adviser Options

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

- 5 *'That, for the purposes of Listing Rule 7.1 and for all other purposes, shareholders approve the issue of up to 55,000,000 Adviser Options to PAC Partners Securities Pty Ltd and Taylor Collison Limited (and / or their nominees) (exercisable at \$0.016 per option and expiry date of 19 December 2027) on account of professional services provided to the Company, as detailed in the Explanatory Memorandum.'*

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

Dated: 5 November 2024

By order of the Board

Phillip Hains
Joint Company Secretary

Voting Exclusion Statement

Corporations Act

For the purposes of section 224 Corporations Act, the Company will not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution; and
- (b) it is not cast on behalf of a related party or associate of a related party of the Company to whom the resolution would permit a financial benefit to be given or an associate of such a related party.

Listing Rules

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 First Tranche Placement Shares	the Placement Subscribers 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 – Approval to issue Second Tranche Placement Shares	the Placement Subscribers 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 3 – Approval to issue Placement Options	the Placement Subscribers or any person 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.
Resolutions 4(a) and 4(b) – Approval to issue Placement Shares and Placement Options to Executive Chairman – Mr Paul Hopper	Mr Paul Hopper, being Executive Chairman and a Director of the Company who is to receive securities in question, and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any of their associates.
Resolution 5 – Approval to issue Adviser Options	PAC Partners, Taylor Collison 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 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, including sections 250R and 250BD, 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/chmegmDec2024 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 11.00 am (Melbourne time) on 2 December 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 (Melbourne time) on 2 December 2024.
- (i) If you have any queries, including how to cast your votes, please contact the Company's registered office on +61 3 9824 5254 during business hours.

Explanatory Memorandum

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

This Explanatory Memorandum accompanies the notice of Meeting of the Company to be held at Level 3, 62 Lygon Street, Carlton, Victoria 3053 and virtually (online) at <https://web.lumiagm.com/330-795-412> on 4 December 2024 at 11.00 am (Melbourne 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.

Background

- 1 As announced to the ASX on 21 October 2024, the Company is currently undertaking a capital raising by way of a placement to raise up to approximately \$5 million to support its clinical trial pipeline and otherwise for general working capital of the Company.
- 2 The capital raise involves a two-tranche placement (**Placement**) to issue up to 625,000,000 Placement Shares and up to 625,000,000 attaching Placement Options to sophisticated and professional investors (**Placement Subscribers**) and Mr Paul Hopper.

Placement

- 3 On 24 October 2024, the Company issued 69,990,973 Placement Shares to Placement Subscribers under the first tranche of the Placement (**First Tranche Placement Shares**) at an issue price of \$0.008 per Placement Share (**Placement Price**).
- 4 Subject to Shareholder approval at the EGM, the Company proposes to issue:
 - (a) the second tranche of the Placement consisting of the issuance of up to 430,009,027 Placement Shares (**Second Tranche Placement Shares**) at the Placement Price; and
 - (b) 125,000,000 Placement Shares to Mr Paul Hopper, Executive Chairman and Director, at the Placement Price (**Director Shares**).
- 5 If the issue of the Second Tranche Placement Shares and Director Shares are approved by Shareholders, it is anticipated that the Second Tranche Placement Shares and Director Shares will be issued and allotted to the Placement Subscribers and Mr Hopper on or about 11 December 2024.

Placement Options

- 6 Under the Placement, Placement Subscribers, including Mr Hopper, are anticipated to receive one attaching, unlisted Option (**Placement Options**) for every one Placement Share subscribed for and issued under the Placement, with an aggregate of 625,000,000 Placement Options to be issued.
- 7 The Placement Options will have an exercise price of \$0.008 per Placement Option, expiring approximately 12 months from the date of issue of the Placement Options and are subject to Shareholder approval. The terms of the Placement Options are otherwise set out in Schedule 1 of this Notice of Meeting.

Resolution 1 – Ratification of prior issue of First Tranche Placement Shares

- 8 The purpose of Resolution 1 is for Shareholders to ratify, under Listing Rule 7.4, and for all other purposes, the previous issue and allotment of the 69,990,973 First Tranche Placement Shares to Placement Subscribers on the terms set out herein.

Listing Rule 7.1 and 7.1A

- 9 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 a combined 25% of the fully paid ordinary securities it had on issue at the start of that period. The Company expects Shareholders will approve an additional 10% placement capacity under Listing Rule 7.1A at the annual general meeting held on 12 November 2024 as Shareholders have previously done at the Company's annual general meetings in 2021, 2022 and 2023.
- 10 The issue of the 69,990,973 First Tranche Placement Shares 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.
- 11 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.
- 12 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 issuance under Listing Rule 7.1. Resolution 1 therefore proposes the ratification of the allotment and issuance of the First Tranche Placement Shares for the purpose of satisfying the requirements of ASX Listing Rule 7.1.

Technical information required by Listing Rule 14.1A

- 13 If Resolution 1 is passed, Shareholders will have ratified the issue of the First Tranche Placement Shares, and the issue of the First Tranche Placement 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.
- 14 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

- 15 Pursuant to and in accordance with the requirements of Listing Rule 7.5, the following information is provided in relation to Resolution 1:
- (a) the First Tranche Placement Shares, being 69,990,973 fully paid ordinary shares, have been issued to Placement Subscribers pursuant to the terms of the Placement;
 - (b) the First Tranche Placement Shares were issued on or about 24 October 2024;
 - (c) the material terms of the Placement have been summarised in paragraphs 1 to 7 above;
 - (d) the First Tranche Placement Shares were issued for \$0.008 per Placement Share; and
 - (e) the First Tranche Placement Shares were issued for the purpose of supporting the Company's clinical trial pipeline and otherwise for general working capital of the Company.

Directors' recommendation

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

Resolution 2 – Approval to issue Second Tranche Placement Shares

- 17 The purpose of Resolution 2 is for Shareholders to approve, under Listing Rule 7.1 and for all other purposes, the issue and allotment of up to 430,009,027 Second Tranche Placement Shares to Placement Subscribers on the terms set out herein.
- 18 As described above in paragraphs 8 and 9, 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.
- 19 The issue of the Second Tranche Placement Shares does not fall under any of the relevant exemptions. Resolution 2 therefore proposes the approval of the granting of the Second Tranche Placement Shares for the purpose of satisfying the requirements of Listing Rule 7.1.

Technical information required by Listing Rule 14.1A

- 20 If Resolution 2 is passed, the Second Tranche Placement Shares will be issued with Shareholder approval pursuant to Listing Rule 7.1 and the Second Tranche Placement Shares will not utilise a portion of the Company's 15% placement capacity, meaning the Company will have an increased ability to issue Equity Securities over the next 12 months without seeking Shareholder approval.
- 21 If Resolution 2 is not passed, the issuance will not occur or will be severely restricted according to the Company's available capacity under Listing Rule 7.1 and 7.1A at that time.

Technical information required by Listing Rule 7.3

- 22 Pursuant to and in accordance with the requirements of Listing Rule 7.3, the following information is provided in relation to Resolution 2:
- (a) the securities are to be allotted to the Placement Subscribers;
 - (b) the maximum number of securities to be issued is 430,009,027 Second Tranche Placement Shares;
 - (c) the Second Tranche Placement Shares are expected to be issued within five days of the Meeting but in any event, not more than three months after the Shareholder approval;
 - (d) the issue price for the Second Tranche Placement Shares is \$0.008 per Share;
 - (e) the funds raised by the issue of the Second Tranche Placement Shares will be used to support the Company's clinical trial pipeline and otherwise for general working capital of the Company.

Directors' recommendation

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

Resolution 3 – Approval to issue Placement Options

- 24 The purpose of Resolution 3 is for Shareholders to approve, under Listing Rule 7.1 and for all other purposes, the issue of up to 500,000,000 Placement Options with an exercise price of \$0.008 per Placement Option and expiring on the date that is approximately 12 months after the date of issue of the Placement Options.
- 25 As described above in paragraphs 8 and 9, 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.
- 26 The issue of the Placement Options does not fall under any of the relevant exemptions. Resolution 3 therefore proposes the approval of the granting of the Placement Options for the purpose of satisfying the requirements of ASX Listing Rule 7.1.

- 27 If Resolution 3 is approved and the Placement Options are issued, Listing Rule 7.2 (exception 9) applies to the issue of Shares on the conversion of the Placement Options and such issuance shall not count towards the Company's placement capacity.

Technical information required by Listing Rule 14.1A

- 28 If Resolution 3 is passed, the Placement Options will be issued with Shareholder approval pursuant to Listing Rule 7.1 and the Placement Options will not utilise a portion of the Company's 15% placement capacity, meaning the Company will have an increased ability to issue Equity Securities over the next 12 months without seeking Shareholder approval.
- 29 If Shareholders do not approve Resolution 3, the issuance will not occur or will be severely restricted according to the Company's available capacity under Listing Rule 7.1 and 7.1A at that time.

Technical information required by Listing Rule 7.3

- 30 Pursuant to and in accordance with the requirements of Listing Rule 7.3, the following information is provided in relation to Resolution 3:
- (a) the Placement Options are to be allotted to the Placement Subscribers;
 - (b) the maximum number of securities to be issued is 500,000,000 Placement Options;
 - (c) the material terms of the Placement Options are set out in Schedule 1 of this Notice of Meeting;
 - (d) the Placement Options are expected to be issued within five days of the Meeting but in any event, not more than three months after Shareholder approval;
 - (e) the Placement Options are being issued as attaching options under the Placement and, accordingly, the issue price for them is nil; and
 - (f) the Placement Options are being issued as attaching options under the Placement for nil upfront consideration and, therefore, do not raise funds for the Company. Any funds raised from the exercise of the Placement Options will be used to support the Company's clinical trial pipeline and otherwise for general working capital of the Company.

Directors' Recommendation

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

Resolutions 4(a) and 4(b) – Approval to issue Placement Shares and Placement Options to Executive Chairman – Mr Paul Hopper

- 32 Subject to Shareholder approval at the EGM, Mr Paul Hopper, as Executive Chairman of the Company, intends to participate in the Placement up to \$1,000,000 being a maximum of 125,000,000 Placement Shares and 125,000,000 Placement Options.

Shareholder approval requirements

- 33 Listing Rule 10.11 provides, that unless one of the exceptions in Listing Rule 10.12 applies an entity must not issue or agree to issue securities to any of the following persons unless it obtains the approval of the holders of its ordinary securities:
- (a) a related party;
 - (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the entity;
 - (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the entity and who has nominated a director to the board of the entity pursuant to a relevant agreement which gives them a right or expectation to do so;

- (d) an associate of a person referred to in rules 10.11.1 to 10.11.3; or
 - (e) a person whose relationship with the entity or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by security holders.
- 34 For the purposes of Listing Rule 10.11, the issuance of Placement Shares and Placement Options to Mr Paul Hopper falls within Listing Rule 10.11.1 and therefore requires the approval of Shareholders under Listing Rule 10.11.
- 35 Resolutions 4(a) and 4(b) therefore seek the required Shareholder approval for the issuance of the Placement Shares and Placement Options to Mr Paul Hopper for the purposes of Listing Rule 10.11.
- 36 If each of Resolutions 4(a) and 4(b) are passed, the Company will be able to proceed with the issuance of the Placement Shares and Placement Options to Mr Paul Hopper. As approval pursuant to Listing Rule 7.1 is not required for the issue of Placement Shares and Placement Options to Mr Paul Hopper (because approval is being obtained under Listing Rule 10.11), the issue of the Placement Shares and Placement Options to Mr Paul Hopper will not use up any of the Company's 15% annual placement capacity.
- 37 If any of the Resolutions 4(a) and 4(b) are not passed, the Company will not be able to proceed with the applicable issuance of the Placement Shares and Placement Options to Mr Paul Hopper.

Chapter 2E of the Corporations Act

- 38 For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:
- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
 - (b) give the benefit within 15 months following such approval,
- unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.
- 39 Mr Paul Hopper is a related party within the meaning of the Corporations Act, and the issuance of the Placement Shares and Placement Options to Mr Paul Hopper under Resolutions 4(a) and 4(b) will constitute a financial benefit for the purposes of Chapter 2E of the Corporations Act.
- 40 The Board has formed the view that the issuance of the Placement Shares and Placement Options to Mr Paul Hopper, as Chairman and Director of the Company, does not require shareholder approval under section 208 of the Corporations Act, as the issue of the Placement Shares and Placement Options is being issued on arm's length terms, given that Mr Paul Hopper is being issued on the same terms as those securities being issued to unrelated Placement Subscribers under the Placement in accordance with section 210 of the Corporations Act.

Resolution 4(a)

- 41 Pursuant to and in accordance with the requirements of Listing Rule 10.13, the following information is provided in relation to Resolution 4(a):
- (a) the maximum number of Placement Shares issued to Mr Paul Hopper will be 125,000,000 Placement Shares;
 - (b) Mr Paul Hopper falls within the category set out in Listing Rule 10.11.1 by virtue of him being Executive Chair and a Director of the Company;
 - (c) it is intended that Mr Paul Hopper's Placement Shares will be issued within five days after the Meeting but in any event, no more than one month after Shareholder approval;
 - (d) the issue price of Mr Paul Hopper's Placement Shares will be \$0.008 per Placement Share; and

- (e) funds raised from the issuance of the Placement Shares will be used to support the Company's clinical trial pipeline and otherwise for general working capital of the Company.

Directors' recommendation

- 42 The Directors (with Mr Paul Hopper abstaining) unanimously recommend that you vote in favour of this resolution.

Resolution 4(b)

- 43 Pursuant to and in accordance with the requirements of Listing Rule 10.13, the following information is provided in relation to Resolution 4(b):
 - (a) the maximum number of Placement Options issued to Mr Paul Hopper will be 125,000,000 Placement Options;
 - (b) Mr Paul Hopper falls within the category set out in Listing Rule 10.11.1 by virtue of him being Executive Chairman and a Director of the Company;
 - (c) it is intended the Mr Paul Hopper's Placement Options will be issued within five days after the Meeting but in any event, not more than one month after Shareholder approval;
 - (d) the Placement Options are being issued as attaching options under the Placement and, accordingly, the issue price for them is nil;
 - (e) the material terms of the Placement Options are set out in Schedule 1 of this Notice of Meeting; and
 - (f) the Placement Options do not raise funds for the Company. Any funds raised from the exercise of the Placement Options will be used to support the Company's clinical trial pipeline and otherwise for general working capital of the Company.

Directors' recommendation

- 44 The Directors (with Mr Paul Hopper abstaining) unanimously recommend that you vote in favour of this resolution.

Resolution 5– Approval to issue Adviser Options

- 45 The purpose of Resolution 5 is for Shareholders to approve, under Listing Rule 7.1 and for all other purposes, the issue of 55,000,000 Options with an exercise price of \$0.016 per option and an expiry date being 19 December 2027, to PAC Partners Securities Pty Ltd (**PAC Partners**) and Taylor Collison Limited (**Taylor Collison**) (and / or their nominees) on account of professional services provided to the Company.
- 46 PAC Partners and Taylor Collison have acted as Joint Lead Managers to the Placement.
- 47 Listing Rule 7.1 limits the Company from issuing more than 15% of its issued capital without Shareholder approval. 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 Rule 7.1, thereby replenishing the Company's 15% capacity, enabling it to issue further securities up to that limit.
- 48 This Resolution 5 therefore proposes the approval of the allotment and issue of the Adviser Options for the purpose of satisfying the requirements of Listing Rule 7.1.
- 49 If Resolution 5 is approved and the Adviser Options are issued, Listing Rule 7.2 (exception 9) applies to the issues of shares on the conversion of Adviser Options and such issuance shall not count towards the Company's placement capacity.

Technical information required by Listing Rule 14.1A

If Resolution 5 is:

- (a) passed, the Adviser Options (and the issue of Shares upon conversion of the Adviser Options) will be issued with approval pursuant to Listing Rule 7.1; and
- (b) not passed, the issuance will still occur but will be included in calculating the Company's 15% limit in Listing Rule 7.1, 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

Further details regarding the proposed issue of the Adviser Options (and the issue of Shares upon conversion of the Adviser Options) are set out below:

Adviser Options	
Maximum number of securities to be issued	55,000,000 Adviser Options.
Expected date of issue	Within 14 days of completion of the Placement, but in any event no later than three months from the date of the EGM.
Issue price	Nil
Terms of issue	The Adviser Option terms are further set out in Schedule 2.
Allottees	PAC Partners and Taylor Collison and/or their nominees.
Intended use of funds raised	The Adviser Options are being issued for nil upfront consideration and, therefore, do not raise funds for the Company. However, the Adviser Options are being issued as partial consideration pursuant to the Joint Lead Manager Mandate.
Other terms of the Joint Lead Manager Mandate	The Company has engaged PAC Partners and Taylor Collison as the joint lead managers for the Offer pursuant to the terms of a Joint Lead Manager Mandate. PAC Partners and Taylor Collison will receive the following fees for their services: (a) a management fee of 4% (plus GST) from the offer proceeds; (b) an equity raise selling fee of 2% (plus GST) from the offer proceeds; and (c) the Adviser Options. PAC Partners and Taylor Collison will also be reimbursed for out-of-pocket expenses. The Joint Lead Manager Mandate otherwise contains terms and conditions considered standard for an agreement of this type.

Schedule 1

Placement Option terms

Eligibility	Placement Options to be issued to Placement Subscribers who subscribe for Placement Shares under the Placement.
Grant of Placement Options	To be issued on the basis of one Placement Option for every one New Share issued to Placement Subscribers in accordance with the terms of the Placement under the Prospectus.
Quotation of Placement Options	The Company will not apply to ASX for official quotation of the Placement Options.
Exercise of Options	Each Placement Option is exercisable immediately on issue. The Placement Options may be exercised at any time before their expiry date, wholly or in part, by delivering a duly completed form of notice of exercise together with a cheque for the exercise price. The Company will issue one Share for each Placement Option exercised. Holders of Placement Options may only exercise a minimum of \$1,000 of Placement Options on any particular occasion, unless the Holder has, in total, less than \$1,000 of Placement Options, in which case they must exercise all their Placement Options at the same time. The exercise of each Placement Option is subject to compliance with the <i>Corporations Act 2001</i> (Cth) (Corporations Act) (in particular, the requirements of Chapter 6 of the Corporations Act).
Terms of Shares issued	Any Shares issued as a result of exercising a Placement Option will be issued on the same terms and rank in all respects on equal terms, with existing Shares.
Transfer and security interests	Placement Subscribers may only: (a) create a security interest in; or (b) transfer, assign, dispose or otherwise deal with, Placement Options, or any interest in Placement Options, with the prior written consent of the Board.
Quotation of Shares issued	Application for official quotation of Shares allotted and issued as a result of the exercise of the Placement Options will be within five business days from the date of issue of the Shares.
Expiration of Placement Options	Each Placement Option will have an expiration date that is approximately 12 months from the date of issue of the Placement Options.
Issue price of Placement Options	No issue price is payable for the Placement Options as they are issued together with any application by a Placement Participant for Placement Shares.
Exercise price of Placement Options	\$0.008 upon exercise to acquire each Share.
Option register	Placement Options will be registered in the name of a Shareholder in an option register maintained by the Company's share registry. The share registry will issue holding statements that evidence the number of Placement Options held by the Placement Subscribers. 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: (a) the number of Placement Options or the exercise price of the Placement Options or both will be adjusted as specified in Listing Rule 7.22 as it applies at the time of the reorganisation; and (b) in all other respects the terms for the exercise of the Placement Options will remain unchanged.
Adjustment where pro rata issue of Shares, bonus shares or stock dividends	There will be no adjustment to the terms of the Placement Options if there is a pro rata issue of Shares.
New issues of Shares	The Placement Options do not confer a right to participate in new issues of Shares unless the Placement 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 Placement Option holder of any adjustment of the exercise price of the Placement Options and any increase or decrease in the number of Placement Options.
Dividend rights	While they remain unexercised, the Placement Options will not give a holder an entitlement to receive any dividends declared and paid by the Company for Shares.
Applicable law	Each Placement Option is issued subject to: (a) the Corporations Act; (b) the Listing Rules; and (c) the Company's constitution.
US securities law restriction	The Placement Options may not be exercised by or on behalf of a person in the United States unless the Placement Options and the underlying shares have been registered under the <i>US Securities Act of 1933</i> and applicable US state securities laws, or exemptions from such registration requirements are available.

Schedule 2

Adviser Option terms

Grant of Adviser Options	The Adviser Options will be issued to PAC Partners and Taylor Collison (and/or their nominees) for nil consideration subject to Shareholder approval as part of the consideration under the Joint Lead Manager Mandate (Grant Date).
Vesting	The Adviser Options will vest immediately on the Grant Date.
Exercise of Adviser Options	Each Adviser Option is exercisable immediately on and from the Grant Date. The Adviser Options may be exercised at any time before their expiry date, wholly or in part, by delivering a duly completed form notice of exercise together with a cheque for the exercise price. The Company will issue one Share for each Adviser Option exercised. PAC Partners and Taylor Collison may only exercise a minimum of 1,000,000 Adviser Options on any particular occasion, unless PAC Partners or Taylor Collison hold, in total, less than 1,000,000 Adviser Options, in which case they may exercise all their Adviser Options at the same time. The exercise of each Adviser Option is subject to compliance with the Corporations Act (in particular, the requirements of Chapter 6 of the Corporations Act).
Terms of Shares issued	Any Shares issued as a result of exercising an Adviser Option will be issued on the same terms and rank in all respects on equal terms with existing Shares.
No quotation of Adviser Options	The Company will not seek quotation of the Adviser Options.
Quotation of Shares issued	Application for official quotation of Shares allotted and issued as a result of the exercise of the Adviser Options will be made within five Business Days from the date of issue of the Shares.
Expiration of Adviser Options	Each Adviser Option will expire on the 19 December 2027.
Issue price of Adviser Options	No issue price is payable for the Adviser Options as they are issued in accordance with the Joint Lead Manager Mandate.
Exercise price of Adviser Options	\$0.016 upon exercise to acquire each Share.
Option register	Adviser Options will be registered in the name of PAC Partners in an options register maintained by the share registry. The share registry will issue holding statements that evidence the number of Adviser Options held by PAC Partners. No option certificates will be issued.

Reconstruction of capital	If there is a reconstruction (including consolidation, sub-division, reduction or a return) of the issued capital of the Company: (a) the number of Adviser Options or the exercise price of the Adviser Options or both will be adjusted to the extent necessary to comply with the Listing Rules applying to the reorganisation of capital at the time of the reorganisation as specified in Listing Rule 6.16; and (b) in all other respects the terms for the exercise of the Adviser Options will remain unchanged.
No adjustment for pro rata issue of Shares	There will be no adjustment to the terms, and therefore no change in the exercise price or number of underlying securities, of the Adviser Options if there is a pro rata issue of Shares.
Adjustment for issue of bonus shares	If there is a bonus issue of Shares, the number of Shares issued upon exercise of the Adviser Options will be adjusted as specified in Listing Rule 6.22.3.
New issues of Shares	The Adviser Options do not confer a right to participate in new issues of Shares unless the Adviser Options have been exercised on or before the record date for determining entitlements to the issue.
Dividend rights	While they remain unexercised, the Adviser Options will not give a holder an entitlement to any voting rights as may be conferred upon a shareholder of the Company.
Voting rights	While they remain unexercised, the Adviser Options will not give a holder an entitlement to any voting rights as may be conferred upon a shareholder of the Company.
Applicable law	Each Adviser Option is issued subject to: (a) the Corporations Act; (b) the Listing Rules; and (c) the Company's constitution.

Glossary

Chimeric Therapeutics Limited ACN 638 835 828

Adviser Options	means 55,000,000 Options to be issued to PAC Partners and Taylor Collison pursuant to the Lead Manager Mandate and on the terms set out in Schedule 2.
ASX	means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
Board	means the board of directors of the Company.
Company	means Chimeric Therapeutics Limited ACN 638 835 828.
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 or Meeting	means the Company's extraordinary general meeting the subject of this Notice of Meeting.
Equity Securities	has the meaning set out in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum attached to the Notice of Meeting.
First Tranche Placement	has the meaning given to that term under section 3 of the Explanatory Memorandum.
First Tranche Placement Shares	means the Shares issued under the First Tranche Placement and subject to Resolution 1.
Joint Company Secretary	means Phillip Hains and Nathan Jong, the joint company secretary of the Company.
Joint Lead Manager Mandate	means the mandate letter entered into between the Company and PAC Partners and Taylor Collison dated 29 August 2024.
Listing Rules	means the listing rules of ASX.
Notice of Meeting	means the notice of meeting and includes the Explanatory Memorandum.
Offer	means the Placement.
Option	means an option to acquire a Share.
PAC Partners	means PAC Partners Securities Pty Ltd ACN 623 653 912.
Placement Options	means the one attaching Option for every one Placement Share subscribed for under the Placement with an exercise price of \$0.008 per Share and an expiration of approximately 12 months from the date of issue of the Placement Option.
Placement Shares	means the Shares to be issued to Placement Subscribers under the Placement.

Placement Subscribers	has the meaning given to that term under paragraph 2 of the Explanatory Memorandum.
Prospectus	means the prospectus issued in relation to the Placement Options.
Resolution	means a resolution of this Meeting of the Company.
First Tranche Placement Shares	has the meaning given to that term under paragraph 3 of the Explanatory Memorandum.
Second Tranche Placement Shares	has the meaning given to that term under paragraph 4 of the Explanatory Memorandum.
Shares	means the fully paid ordinary shares in the Company.
Shareholder	means a person who is the registered holder of Shares.



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 11:00am (Melbourne Time) on Monday 2 December 2024.**

🖥 TO APPOINT A PROXY ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/chmegmDec2024>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



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 **11:00am (Melbourne Time) on Monday, 2 December 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/chmegmDec2024>
- 📠 **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 virtually via (<https://web.lumiagm.com/330-795-412>) and **at Level 3, 62 Lygon Street, Carlton, Victoria on Wednesday, 4 December, 2024 at 11:00am (Melbourne 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.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business. 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 First Tranche Placement Shares	☐	☐	☐
Resolution 2	Approval to issue Second Tranche Placement Shares	☐	☐	☐
Resolution 3	Approval to issue Placement Options	☐	☐	☐
Resolution 4(a)	Approval to issue Placement Shares to Executive Chairman Mr Paul Hopper	☐	☐	☐
Resolution 4(b)	Approval to issue Placement Options to Executive Chairman Mr Paul Hopper	☐	☐	☐
Resolution 5	Approval to issue Adviser Options	☐	☐	☐

STEP 3 SIGNATURE OF SECURITYHOLDERS

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary