



PRESCIENT THERAPEUTICS LIMITED
ACN 006 569 106

Notice of Annual General Meeting

Explanatory Statement and Proxy Form

Date of Meeting:
Tuesday, 14 October 2025

Time of Meeting:
11.00am (AEDT)

*This Notice of Annual General Meeting, Explanatory Statement and Proxy Form should be read in their entirety.
If you are in doubt as to how you should vote, you should seek advice from your professional adviser(s).*

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (**AGM** or **Meeting**) of the Shareholders of Prescient Therapeutics Limited (**Company**) will be held as a hybrid meeting at 11.00am (AEDT) on Tuesday, 14 October 2025 at the offices of FB Rice at Level 33, 477 Collins Street Melbourne VIC 3000 and also accessible virtually by an online video-conferencing facility.

Shareholders are strongly encouraged to submit their proxies as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice. To lodge your proxy, please follow the directions on your personalised Proxy Form which will be enclosed with a copy of the Notice, delivered to you by email or post (depending on your communication preferences).

Shareholders attending the AGM virtually will be able to ask questions and the Company has made provision for Shareholders who register their attendance before the start of the Meeting to also cast their votes on the proposed Resolutions.

The AGM will be held as a hybrid meeting whereby Shareholders can attend in person or online.

Register in advance for the meeting:

https://us02web.zoom.us/webinar/register/WN_xLr1FMjFQ6yGGzCW8Rm7Pg

After registering, you will receive a confirmation email containing information about joining the meeting.

How do I participate in the meeting online?

Securityholders must use the Automic Meeting Platform to attend and participate in the meeting.

Online registration will open 30 minutes before the meeting.

1. Open your internet browser and go to investor.automic.com.au
2. Login with your username and password or click "register" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready.

Proxyholders will need to contact Automic on the following numbers prior to the meeting to obtain their login details:

- 1300 288 664 (Within Australia)
- +61 2 9698 5414 (Overseas)

You can view the meeting live, ask questions verbally or via Q&A function and cast votes at the appropriate times while the meeting is in progress

As noted previously, the Company strongly recommends that its Shareholders lodge a directed proxy as soon as possible in advance of the Meeting even if they are planning to attend the Meeting online. The Company will conduct a poll on each Resolution presented at the Meeting.

The Company is happy to accept and answer questions submitted prior to the Meeting by email to melanie.leydin@vistra.com. The Company will address relevant questions during the Meeting or by written response after the Meeting (subject to the discretion of the Company not to respond to unreasonable and/or offensive questions).

Any Shareholders who wish to attend the AGM online should monitor the Company's website and its ASX announcements for any updates about the AGM. If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the Meeting, the Company will make further information available through the ASX website at asx.com.au (ASX: PTX) and on its website at <https://ptxtherapeutics.com/>.

PRESCIENT THERAPEUTICS LIMITED

ACN 006 569 106

Registered office: Suite 2, Level 11, 385 Bourke Street, Melbourne Victoria 3000

AGENDA

The Explanatory Statement and Proxy Form which accompany and form part of this Notice, include defined terms and describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the Proxy Form in their entirety.

ORDINARY BUSINESS

Receipt and Consideration of Accounts and Reports

To receive and consider the Financial Report of the Company and the related reports of the Directors (including the Remuneration Report) and Auditors for the year ended 30 June 2025.

Note: Except for as set out in Resolution 1, there is no requirement for Shareholders to approve these reports. Accordingly, no Resolution will be put to Shareholders on this item of business.

Resolution 1: Adoption of Remuneration Report

To consider and, if thought fit, to pass the following Resolution as a non-binding ordinary resolution:

"That for the purpose of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Report for the year ended 30 June 2025."

Resolution 2: Re-election of Dr Allen Ebens as a Director of the Company

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

"That Dr Allen Ebens, a Director of the Company who retires by rotation pursuant to clause 14.2 of the Constitution and Listing Rule 14.4 and who, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Resolution 3: Election of Ms Melanie Farris as a Director of the Company

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

"That Ms Melanie Farris, a Director of the Company having been appointed to the Board of Directors during the year and who retires as a Director in accordance with clause 14.4 of the Constitution and Listing Rule 14.5 and who, being eligible, offers herself for election, be elected as a Director of the Company."

Resolution 4: Grant of Options to Directors

Resolution 4(a): Approval of Issue of 5,257,573 Options to Dr James Campbell

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

"That, under and for the purposes of Listing Rule 10.14, sections 200B and 200E of the Corporations Act and for all other purposes, approval be given to grant 5,257,573 Options to Dr James Campbell (or his nominee) on the terms and conditions set out or described in the Explanatory Statement."

Resolution 4(b): Approval of Issue of 2,628,787 Options to Dr Allen Ebens

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

"That, under and for the purposes of Listing Rule 10.14, sections 200B and 200E of the Corporations Act and for all other purposes, approval be given to grant 2,628,787 Options to Dr Allen Ebens (or his nominee) on the terms and conditions set out or described in the Explanatory Statement."

Resolution 4(c): Approval of Issue of 2,628,787 Options to Ms Melanie Farris

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

“That, under and for the purposes of Listing Rule 10.14, sections 200B and 200E of the Corporations Act and for all other purposes, approval be given to grant 2,628,787 Options to Ms Melanie Farris (or her nominee) on the terms and conditions set out or described in the Explanatory Statement.”

Resolution 4(d): Approval of Issue of 1,213,787 Options to Dr Ellen Feigal

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

“That, under and for the purposes of Listing Rule 10.14, sections 200B and 200E of the Corporations Act and for all other purposes, approval be given to grant 1,213,787 Options to Dr Ellen Feigal (or her nominee) on the terms and conditions set out or described in the Explanatory Statement.”

Resolution 4(e): Approval of Issue of 1,213,787 Options to Dr Gavin Shepherd

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

“That, under and for the purposes of Listing Rule 10.14, sections 200B and 200E of the Corporations Act and for all other purposes, approval be given to grant 1,213,787 Options to Dr Gavin Shepherd (or her nominee) on the terms and conditions set out or described in the Explanatory Statement.”

Resolution 5: Approval of Executive Option Plan and issue of Equity Securities under Executive Option Plan

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

*“That, for the purposes of the ASX Listing Rule 7.2 Exception 13, section 260C(4) of the Corporations Act and for all other purposes, approval is given for the adoption of the Prescient Therapeutics Limited Executive Option Plan (the **Plan**) and for the Company to issue up to 150,000,000 Equity Securities under the Plan on the terms and conditions set out or described in the Explanatory Statement”*

Resolution 6: Ratification of Prior Issue of Placement Shares

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve, ratify and confirm the allotment and issue of the total of 74,462,500 fully paid ordinary Shares in the Company at an issue price of \$0.04 (4 cents) per Share in relation to the Placement to institutional and sophisticated investors, as described in the Explanatory Statement which accompanies and forms part of this Notice”

Resolution 7: Ratification of prior issue of unlisted options to Lead Manager

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve, ratify and confirm the issue of 12,309,738 unquoted options, exercisable at \$0.06 (6 cents) each, and expiring on 31 August 2029, to the Sole Lead Manager to the Placement and Share Purchase Plan as part consideration which were issued on 1 September 2025, as described in the Explanatory Statement which accompanies and forms part of this Notice.”

SPECIAL BUSINESS

Resolution 8: Approval of 10% Placement Facility

To consider and, if thought fit, pass the following Resolution as a special resolution:

“That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement.”

Resolution 9: Approval of Amendments to the Company Constitution

To consider and, if thought fit, pass the following Resolution as a special resolution:

"That, for the purposes of Section 136(2) of the Corporations Act and for all other purposes, approval be given that the Constitution of the Company be amended in the manner set out in the Explanatory Statement, with effect from the passing of this resolution."

By order of the Board

A handwritten signature in black ink, appearing to read 'Melanie Leydin', with a stylized flourish at the end.

Melanie Leydin
Company Secretary
12 September 2025

Notes

1. **Entire Notice:** The details of the Resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Record Date:** The Company has determined that for the purposes of the Annual General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm (AEDT) on the date 48 hours before the date of the Annual General Meeting. Only those persons will be entitled to vote at the Annual General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting. On a poll, Shareholders have one vote for every fully paid ordinary share held.

3. Voting

Each of the Resolutions proposed at the Meeting will be decided by way of poll.

4. Proxies

- a. Votes at the Annual General Meeting may be given personally or by proxy, attorney or representative.
- b. Each Shareholder has a right to appoint one or two proxies.
- c. A proxy need not be a Shareholder of the Company.
- d. If a Shareholder is a company it must execute under its common seal or otherwise in accordance with its constitution or the Corporations Act.
- e. Where a Shareholder is entitled to cast two or more votes, the Shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- f. If a Shareholder appoints two proxies, and the appointment does not specify the proportion or number of the Shareholder's votes, each proxy may exercise half of the votes. If a Shareholder appoints two proxies, neither proxy may vote on a show of hands.
- g. A Proxy Form must be signed by the Shareholder or their attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed in accordance with corporation's constitution and Corporations Act.
- h. If you sign the Proxy Form and do not appoint a proxy, you will have appointed the Chair of the Meeting as your proxy.
- i. To be effective, Proxy Forms must be received by the Company's share registry (Automic Pty Ltd) no later than 48 hours before the commencement of the Annual General Meeting, this is no later than 11.00am (AEDT) on Sunday, 12 October 2025. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

5. Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or share registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

6. Undirected Proxies

Subject to the restrictions set out in Note 7 below, the Chair of the Meeting will vote undirected proxies in favour of all of the proposed Resolutions. In exceptional circumstances, the Chair may change their voting intention on the Resolution, in which case an ASX announcement will be made. Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

7. Voting Exclusion Statement:

Resolution 1

In accordance with sections 250R(4) and 250BD(1) of the Corporations Act, a vote must not be cast (in any capacity, including as a proxy), and the Company will disregard any votes purported to be cast, on this Resolution by, or on behalf of, a member of the Key Management Personnel, details of whose remuneration are included in the remuneration report, or a Closely Related Party of such a member (**KMP Voter**), unless the KMP Voter is casting a vote on this Resolution on behalf of a person who is not a KMP voter (including as a proxy) and either:

- (a) the KMP Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (b) the KMP Voter is the Chair of the Meeting and the appointment of the Chair as proxy:
 - a. does not specify the way the proxy is to vote on the Resolution; and
 - b. expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or the consolidated entity.

If you appoint the Chair as your proxy and you do not direct the Chair how to vote, you will be expressly authorising the Chair to exercise the proxy even if the relevant Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company

If the Chair of the Meeting is appointed as a proxy for a person who is permitted to vote on this Resolution, the Chair will vote any proxies which do not indicate on their Proxy Form the way the Chair must vote, in favour of this Resolution. In exceptional circumstances, the Chair may change his or her voting intention on the Resolution, in which case an ASX announcement will be made. Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above), and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

A restriction applies to Key Management Personnel and their closely related parties voting undirected proxies on this Resolution – see item 9 below.

Resolutions 2 and 3

There are no voting exclusions on these Resolutions.

Resolution 4(a), 4(b), 4(c), 4(d) and 4(e)

The Company will disregard any votes cast in favour on Resolution 4(a) by or on behalf of Dr James Campbell.

The Company will disregard any votes cast in favour on Resolution 4(b) by or on behalf of Dr Allen Ebens.

The Company will disregard any votes cast in favour on Resolution 4(c) by or on behalf of Ms Melanie Farris.

The Company will disregard any votes cast in favour on Resolution 4(d) by or on behalf of Dr Ellen Feigal.

The Company will disregard any votes cast in favour on Resolution 4(e) by or on behalf of Dr Gavin Shepherd.

The Company will also disregard any votes in favour of Resolution 4 (a) - 4(e) by or on behalf of a person referred to in Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question.

However, the above exclusions do not apply to a vote cast in favour of Resolution 4(a), 4(b), 4(c), 4 (d) and 4(e) (as applicable) by:

- (a) a person as a 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.

A further restriction also applies to Key Management Personnel and their closely related parties voting undirected proxies on these Resolutions – see item 9 below.

Resolution 5

The Company will disregard any votes cast on Resolution 5 by or on behalf of a person who is eligible to participate in the Plan or any associate of such person(s), unless the votes cast on Resolution 5 are cast by:

- (a) a person as a 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:
 - iii. 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
 - iv. the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

A further restriction also applies to Key Management Personnel and their closely related parties voting undirected proxies on this Resolution – see item 9 below.

Resolution 6 and 7

The Company will disregard any votes cast in favour of these resolutions by or on behalf of any person who participated in the issue of securities or any associates of that person or those persons.

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

- a) a person as a 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:
 - a. 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
 - b. the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 8

As at the date of dispatch of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A.2 and, therefore, a voting exclusion statement on this Resolution is not currently required by Listing Rule 7.3A.7.

However, if, between the date of dispatch of this Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A.2, the Company will disregard votes cast in favour of this Resolution by or on behalf of:

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

However, this does not apply to a vote cast in favour of the 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 this 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.

Resolution 9

There are no voting exclusions on this resolution.

8. Special Resolutions

Resolution 8 and 9 are proposed as a special Resolution. For a special Resolution to be passed, at least 75% of the votes validly cast on the Resolution by Shareholders (by number of shares) must be in favour of the Resolution.

9. Restriction on KMPs voting undirected proxies:

A vote must not be cast as proxy on Resolutions 1, 4(a), 4(b), 4(c), 4(d), 4(e) and 5 by a member of the Key Management Personnel (as defined by the Corporations Act) or a closely related party of Key Management Personnel.

However, a person described above (a "**Restricted Voter**") may cast a vote on any of Resolutions 1, 4(a), 4(b), 4(c), 4(d), 4(e) and 5 as a proxy if:

- (a) the Restricted Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution(s); and
- (b) the Chair is the Restricted Voter and the written appointment of the Chair as proxy does not specify the way the proxy is to vote on the Resolution(s) and expressly authorises the Chair to exercise the proxy even though the Resolution(s) is or are connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

If you appoint the Chair as your proxy and you do not direct the Chair how to vote, you will be expressly authorising the Chair to exercise the proxy even if the relevant Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

10. Enquiries

Shareholders are invited to contact the Company Secretary on 1300 384 692 if they have any queries in respect of the matters set out in these documents.

EXPLANATORY STATEMENT

Purpose of Information

This Explanatory Statement (**Statement**) accompanies and forms part of the Company's Notice of Annual General Meeting (**Notice**) for the 2025 Annual General Meeting (**Meeting**).

The Notice incorporates, and should be read together, with this Statement.

Receipt and consideration of Accounts and Reports

A copy of the Company's Annual Report for the year ending 30 June 2025 which incorporates the Company's Financial Report, Directors' Report (including the Remuneration Report and the Auditors' Report) is not enclosed as there is no longer a requirement for the Company to incur the printing and distribution cost associated with doing so for all Shareholders. You may obtain a copy free of charge in hard copy form by contacting the Company by phone at 1300 384 692, and you may request that this occurs on a standing basis for future years.

Alternatively, you may access the Annual Report at the Company's website: <https://ptxtherapeutics.com/> or via the Company's announcement platform on ASX.

Except for as set out in Resolution 1, no Resolution is required on these reports.

Shareholders will have the opportunity to ask questions about or make comments on, the 2025 Annual Report and the management of the Company. The Auditor will be present to answer questions about the audit of the Company's 2025 Annual Report.

Resolution 1: Adoption of Remuneration Report

Section 250R(2) of the Corporations Act requires that a Resolution to adopt the Remuneration Report must be put to the vote at the Annual General Meeting. The vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is set out in the Directors' Report in the Company's 2025 Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

In accordance with Section 250SA of the Corporations Act, Shareholders will be provided with a reasonable opportunity to ask questions concerning, or make comments on, the Remuneration Report at the Annual General Meeting.

In accordance with Division 9 of Part 2G.2 of the Corporations Act, if twenty five (25%) per cent or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a Resolution (a **Spill Resolution**) that another Meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must go up for re-election.

It is noted that at the Company's last Annual General Meeting, the votes cast against the Remuneration Report represented less than twenty-five (25%) per cent of the total votes cast on that resolution and, accordingly, a Spill Resolution will not under any circumstances be required for this Meeting.

The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

Board recommendation and voting intention

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this Resolution.

The Chair of the Meeting intends to vote all undirected proxies in **FAVOUR** of this Resolution.

Voting Exclusions

Refer to Note 7.

Resolution 2: Re-election of Dr Allen Ebens as a Director

Background

Rule 14.2 of the Constitution of the Company and Listing Rule 14.4 provide that at every Annual General Meeting, one third of Directors shall retire from office and that no Director (excluding the Managing Director) must hold office without re-election past the third annual general meeting following the Director's appointment or re-election. Dr Allen Ebens retires by rotation and, being eligible, offers himself for re-election.

Dr Ebens was appointed as a Non-Executive Director of the Company on 1 June 2020 and was last re-elected at the Annual General Meeting held on 16 November 2023.

Dr Ebens is a highly accomplished drug developer, having overseen the advancement of a dozen successful drug development projects from concept to clinical development including polatuzumab and mosunetuzumab which are FDA approved and marketed for use in B-cell malignancies.

Dr Ebens was an early recruit to Juno Therapeutics, a founding CAR-T company, and a leader in the successful and rapid clinical advancement of CAR-T cancer therapies. At Juno, Dr Ebens was instrumental in establishing the scientific capabilities of the company in the emerging field of CAR-T.

Previously, Dr Ebens held senior executive positions at global pharma and biotechnology leaders Genentech and Exelixis, where he worked from concept to clinic across multiple therapeutic platforms including targeted small-molecule therapies, antibodies, antibody-drug conjugates, and T cell recruiting antibodies. He has also held roles in biotech companies including Bioseek and NGM Biopharmaceuticals.

Dr Ebens serves as a member of the Audit and Risk Committee. The Board considers Dr Ebens to be an independent Director.

Board recommendation and voting intention

The Directors (with Dr Ebens abstaining) unanimously recommend that Shareholders vote in **FAVOUR** of this Resolution on the basis of Dr Eben's experience, qualifications and valuable contribution to the Board.

The Chair of the Meeting intends to vote undirected proxies in **FAVOUR** of this Resolution.

Voting Exclusions

There are no voting exclusions for this Resolution.

Resolution 3: Election of Ms Melanie Farris as a Director

Background

A Director (excluding the Managing Director) appointed to fill a casual vacancy or as an addition to the Board must not hold office without re-election past the next Annual General Meeting (Constitution clause 14.4; Listing Rule 14.4).

Ms Melanie Farris, having been appointed as a Non-Executive Director of the Company on 10 April 2025, is retiring in accordance with these requirements, and is eligible for election under the Company's Constitution.

Ms Farris is an experienced non-executive director, governance, risk and communications professional in the listed, public and not-for-profit sectors, possessing a strong track record in the planning, delivery and oversight of strategic corporate, funding, governance and risk projects across industries including life sciences, investment, agriculture, not-for-profit and music industry marketing.

With extensive senior executive tenure including as chief governance and risk officer, chief financial officer, chief operating officer, group company secretary, senior risk and sustainability advisor, prior roles include with Telix Pharmaceuticals Limited (ASX: TLX), Factor Therapeutics Limited (ASX: FTT), Invion Limited (ASX: IVX), Menzies Research Centre, HRH The Prince of Wales's Office, Global Asset Management, Imperial Cancer Research Fund, and The Prince's Foundation.

Melanie holds a Bachelor of Communication (Public Relations), and a Graduate Diploma in Applied Corporate Governance. She is a Fellow of the Governance Institute of Australia, a Fellow of the Chartered Governance Institute (UK) and a Graduate of the Australian Institute of Company Directors.

Ms Farris serves as Chair of the Audit and Risk Committee and Remuneration and Nomination Committee.

The Board considers Ms Farris to be an independent Director.

Board recommendation and voting intention

The Directors (with Ms Farris abstaining) unanimously recommend that Shareholders vote in **FAVOUR** of this Resolution on the basis of Ms Farris' experience, qualifications and valuable contribution to the Board.

The Chair of the Meeting intends to vote undirected proxies in **FAVOUR** of this Resolution.

Voting Exclusions

There are no voting exclusions for this Resolution.

Resolution 4: Grant of Options to Directors

Resolutions 4(a), 4(b), 4(c), 4(d) and 4(e): Approval of Issue of Options to Dr James Campbell, Dr Allen Ebens, Ms Melanie Farris, Dr Ellen Feigal and Dr Gavin Shepherd

Background

Commentary relating to ASX Corporate Governance Principles and Recommendation, 4th Edition (at Box 8.2) states that non-executive directors should normally be remunerated by way of fees in the form of cash, non-cash benefits, superannuation contributions or salary sacrifice into equity. It goes on to note that it is generally acceptable for non-executive directors to receive securities as part of their remuneration to align their interests with the interests of other security holders, however non-executive directors generally should not receive options with performance hurdles.

The Board considers that the issue of Options to Directors as contemplated by this Resolution constitutes reasonable remuneration to Directors and that the value of the Options represents appropriate consideration to Directors comparable to director remuneration at similar ASX listed companies. The Board considers that the issue of Options to Directors is an effective method available to Shareholders to consider remunerating Directors given the Company's desire to maintain its cash for the development of the Company's technology and related operations.

Resolutions 4(a) to 4(e) seek Shareholder approval for the proposed grant of Options to Dr James Campbell, Dr Allen Ebens, Ms Melanie Farris, Dr Ellen Feigal and Dr Gavin Shepherd (and/or their nominee/s) under the Plan, as follows:

Resolution	Recipient	Number of Options
Resolution 4 (a)	Dr James Campbell	5,257,573 Options
Resolution 4 (b)	Dr Allen Ebens	2,628,787 Options
Resolution 4 (c)	Ms Melanie Farris	2,628,787 Options
Resolution 4 (d)	Dr Ellen Feigal	1,213,787 Options
Resolution 4 (e)	Dr Gavin Shepherd	1,213,787 Options

Terms of Options

The key terms of the Options are:

Terms	
Vesting	• 25% immediately • 25% 1 year from the date of issue, subject to the Director remaining in office until the vesting date. • 25% 2 years from the date of issue, subject to the Director remaining in office until the vesting date. • 25% 3 years from the date of issue, subject to the Director remaining in office until the vesting date
Expiry	4 years after grant date
Exercise Price per Option	The higher of \$0.10 (10 cents) or 45% premium to the 10-day VWAP up to and including the date of grant

No Voting Rights

The Director Options do not confer:

- the right to participate in any dividends paid by the Company;
- a right to notices of general meetings of the Company, except as required by law;
- a right to attend or speak at general meetings of the Company;
- a right to vote at any general meetings of the Company; or
- a right to participate in new issues of securities in the Company.

Cessation of Employment/Engagement with the Company

When a Recipient Director ceases their employment and/or engagement with the Company, subject to the Board's absolute discretion, the Director Options may lapse upon the occurrence of:

- Unvested Options - Immediately after 5.00pm on the final date of employment/engagement;
- Vested Options - The date of exercise;
- Vested Options - The expiry of 60 days after that Director ceases to be employed or engaged by a member of the Company group by reason of dismissal, resignation, or termination of employment, office or retirement;
- Vested Options – The expiry of 30 days after termination of employment/engagement upon a determination by the Board of a serious breach of the employment agreement/engagement of the Director; or
- Vested Options - Four (4) years after the date of issue.

Value of the Proposed Director Options

The Company has prepared an indicative fair value of the Director Options as summarised below. The values are indicative only based on assumptions relevant at the date of the calculation (**Date**). Different assumptions may be relevant at grant date which may alter the value of the Director Options for financial reporting purposes. The total remuneration packages for each of the above Recipient Directors would be increased by the total per Recipient Director set out in the following table, based on the assumptions. The final fair market valuation amount will not be able to be calculated until the Director Options are issued.

Indicative Fair Value of the Director Options per Director are as below:

Recipient Director	Number of Options	Indicative Fair Value (Per Option)	Indicative Fair Value being granted
Dr James Campbell	5,257,573	\$0.01507	\$79,232
Dr Allen Ebens	2,628,787	\$0.01507	\$39,616
Ms Melanie Farris	2,628,787	\$0.01507	\$39,616
Dr Ellen Feigal	1,213,787	\$0.01507	\$18,292
Dr Gavin Shepherd	1,213,787	\$0.01507	\$18,292
TOTAL:	12,942,721		\$195,048

The Options proposed to be granted to Directors were valued by the Company using the Black Scholes valuation model. The assumptions used in the valuation model to value the Options were as follows:

	Assumptions:
Valuation date	28 August 2025
Underlying market price per share	\$0.043 (4.3 cents)
Exercise price per option	\$0.10 (10 cents)
Expiry date	4 years from the date of issue
Expected future volatility ¹	70.39%
Risk free rate	3.598%
Dividend yield	Nil

¹ Based on assessment of historical volatility over relevant trading periods, however historical volatility may not be a reasonable proxy for expected future volatility.

Rationale behind the issue

The Company considers that the issue of Options to the applicable Directors constitutes reasonable remuneration and that the value of the Options represents appropriate remuneration for Directors which is comparable to director remuneration at similar ASX listed companies. The Board further considers that Director remuneration

that is inclusive of an equity component allows the Company to maintain cash reserves for its operations. There are no performance-related vesting conditions that apply to Director Options. Vesting of Options is tenure-based.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that 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.

The grant of the Options constitutes giving a financial benefit and the recipients are related parties of the Company by virtue of being appointed as Non-Executive Directors. The Directors (other than the recipients who have a material personal interest in the applicable Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Options because the agreement to grant the Options to the Non-Executive Directors is considered reasonable remuneration.

ASX Listing Rules Requirements

ASX Listing Rule 10.14 requires the Company to obtain Shareholder approval where an entity issues, or agrees to issue, Equity Securities under an employee incentive scheme to a Director of the entity, an associate of the Director, or a person whose relationship with the entity, Director or associate of the Director is, in ASX's opinion, such that approval should be obtained. Shareholder approval is being sought as the Company wishes to have the flexibility to satisfy the Options by way of either issuing new Shares or acquiring Shares on-market.

If Resolutions 4(a), 4(b), 4(c), 4(d) and/or 4(e) are passed, the Company will be able to proceed with the issue of Options to Dr Campbell, Dr Ebens, Ms Farris, Dr Ellen Feigal and/or Dr Gavin Shepherd (as applicable) as part of their remuneration. In addition, the approval of this Resolution will also result in the Options granted to the Directors being included as an exception to the approval requirements under ASX Listing Rule 7.1. This means the Options granted and any other Shares issued pursuant to this approval, will be excluded from calculating the Company's 15% limit available under ASX Listing Rule 7.1.

If Resolutions 4(a), 4(b), 4(c), 4(d) and/or 4(e) are not passed, the Company will not be able to proceed with the issue of Options to Dr Campbell, Dr Ebens, Ms Farris, Dr Ellen Feigal and/or Dr Gavin Shepherd (as applicable). In such circumstances, the Company may elect to implement alternative remuneration practices

Information required by ASX Listing Rules

The following additional information is provided to satisfy the requirements of ASX Listing Rule 10.15:

Recipient	The Options will be issued to Dr James Campbell, Dr Allen Ebens, Ms Melanie Farris, Dr Ellen Feigal and Dr Gavin Shepherd who are Non-Executive Directors of the Company (and/or their nominees), as applicable.
Related Party	Dr James Campbell, Dr Allen Ebens, Ms Melanie Farris, Dr Ellen Feigal and Dr Gavin Shepherd are Directors of the Company and so fall within ASX Listing Rule 10.14.1.
Number and class of securities to be issued	Class of Equity Securities to be issued is Options. A number of Options and Valuation Model are set out above.
Summary of remuneration	The remuneration from the Company to Dr Campbell, Dr Ebens, Ms Farris, Dr Ellen Feigal and Dr Gavin Shepherd for the current financial year is set out below:

Name of Director	Position	Cash remuneration for FY2026
Dr James Campbell	Non-Executive Chair	\$100,000 per annum inclusive of statutory superannuation entitlements.

Dr Allen Ebens	Non-Executive Director	\$60,000 per annum inclusive of statutory superannuation entitlements.
Ms Melanie Farris	Non-Executive Director	\$60,000 per annum inclusive of statutory superannuation entitlements.
Dr Ellen Feigal	Non-Executive Director	\$60,000 per annum inclusive of statutory superannuation entitlements.
Dr Gavin Shepherd	Non-Executive Director	\$60,000 per annum inclusive of statutory superannuation entitlements.

Equity Securities previously issued under the Plan

Name of Director	Equity Securities
Dr James Campbell	Nil
Dr Allen Ebens	Nil
Ms Melanie Farris	Nil
Dr Ellen Feigal	1,415,000 unlisted options with Nil issue price
Dr Gavin Shepherd	1,415,000 unlisted options with Nil issue price

A summary of material terms of Options

A summary of the material terms of the Plan is set out in Annexure A and a summary of the material terms of the Options is set out above;

The date when the Options will be issued

Subject to Shareholder approval being obtained, the Options will be granted as soon as practicable after the AGM, but in any event, within three (3) years of the AGM.

The price at which the Options will be issued

The Options will be granted at a Nil issue price. The exercise price of Options is the higher of \$0.10 (10 cents) or 45% premium to the 10-day VWAP up to and including the date of grant.

Loan Information

There is no loan scheme in relation to the grant of Options under the Plan;

Other information

Details of any Options issued under the Plan will be published in the Annual Report of the Company relating to a period in which the Options were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14; and

Any additional persons referred to in Listing Rule 10.14 who become entitled to participate in the Plan after this Resolution is approved and who were not named in this Notice of Meeting will not participate until approval is obtained under Listing Rule 10.14.

Board recommendation and voting intention

Given the interest of Directors in the outcome of Resolutions 4(a), 4(b) 4(c), 4(d) and 4(e), the Board does not make any recommendation in respect of Resolutions 4(a), 4(b) 4(c), 4(d) and 4(e).

The Chair of the Meeting intends to vote undirected proxies in **FAVOUR** of this Resolution.

Voting Exclusions

Refer to Note 7.

Resolution 5: Approval of Executive Option Plan and issue of Equity Securities under Executive Option Plan

Background

At the Company's 2022 Annual General Meeting, Shareholders re-approved the issue of Equity Securities under the Company's Executive Option Plan (the **Plan**) for the purposes of Exception 13(b) of Listing Rule 7.2 for a period of three years. The Company therefore seeks Shareholder approval for the purpose of ASX Listing Rule 7.2 (Exception 13(b)) to approve the Plan. The Company also seeks approval to issue up to a maximum of 150,000,000 Equity Securities under the Plan over the three years following the AGM.

The purpose of the Plan is to provide eligible participants with an opportunity to share ownership of the Company and to promote the long-term success of the Company as a goal shared by all eligible participants. In addition, it is intended that the Plan will assist the Company to attract and retain skilled and experienced employees and directors and provide them with the motivation to make the Company more successful.

Listing Rules

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 periods to 15 % of the fully paid ordinary securities it had on issue at the start of that period. If this Resolution 5 is approved by Shareholders for all purposes under the Corporations Act and the Listing Rules, including Listing Rule 7.2 (Exception 13(b)), it will have the effect of enabling the Equity Securities issued by the Company under the Plan to be excluded from the formula to calculate the number of Equity Securities which the Company may issue in any 12 month period under Listing Rule 7.1 (15% capacity) during the next three year period.

Equity Securities will only be treated as having been issued under Exception 13(b) in Listing Rule 7.2 (and therefore not reducing the Company's 15% capacity) if:

- (a) the number of Equity Securities under the Plan does not exceed the maximum number of Equity Securities proposed to be issued as set out below; and
- (b) there is no material change to the terms of the Plan.

Pursuant to and in accordance with Listing Rule 7.2 (Exception 13(b)), the following information is provided in relation to Resolution 5:

- (a) a summary of the key terms and conditions of the Plan is set out in Annexure A;
- (b) the Company has issued 24,000,000 Equity Securities under the Plan since Shareholder approval was last obtained for this purpose on 29 November 2022 (excluding securities issued to Directors with shareholder approval). A number of securities issued to Directors in the last three years with shareholder approval is noted in Resolution 4.
- (c) the maximum number of Equity Securities proposed to be issued under the Plan in reliance on Listing Rule 7.2 (Exception 13(b)) is 150,000,000 which does not include any future grants of Equity Securities to directors under Listing Rule 10.14, including pursuant to Resolutions 4(a), 4(b) 4(c), 4(d) and 4(e). However, this is not intended to be a prediction of the actual number of Equity Securities to be issued under the Plan, but is specified for the purposes of setting a ceiling on the number of Equity Securities approved to be issued under the Plan and for the purposes of exception 13(b) in Listing Rule 7.2); and
- (d) a voting exclusion is set out in this Notice of Meeting for this Resolution.

Corporations Act

Approval is also sought under this Resolution for the purposes of Section 260C of the Corporations Act. Under Section 260C(4) of the Corporations Act, a company may financially assist a person to acquire its shares if the financial assistance is given under an employee share scheme that is approved by shareholders at a general meeting.

The Plan may provide that the Board will have the discretion to determine:

- (a) when, and with what frequency, awards will be granted to the participants;

(b) the terms and conditions applicable to the awards (such as the grant date, vesting conditions, exercise conditions and price, and whether the Equity Securities will be equity settled or cash settled or both);

(c) whether the awards will be granted in one or multiple tranches; and

(d) the quantum of awards that will be offered.

For the purpose of incentivising the Company's employees, the Board may determine it is appropriate to offer the securities to the participants at a discounted price to the securities' market value. This may be considered to be the Company providing financial assistance for the acquisition of its own shares or other securities. Accordingly, this Resolution seeks approval of the Plan for the purposes of Section 260C(4) of the Corporations Act.

Board recommendation and voting intention

Given their eligible to participate in the Plan, the Directors make no recommendations to Shareholders in respect of the Plan.

The Chair of the Meeting intends to vote undirected proxies in **FAVOUR** of this Resolution.

Voting Exclusions

Refer to Note 7.

Resolution 6: Ratification of Prior Issue of Placement Shares

Background

As noted above, the Company is seeking Shareholder approval pursuant to ASX Listing Rule 7.4 to ratify the issue of 74,462,500 fully paid ordinary shares in the Company at an issue price of \$0.04 (4 cents) per Share, issued in two separate tranches as outlined below in relation to Placement on the terms as announced on 29 July 2025:

Date	Number of Shares
8 August 2025	63,212,500
27 August 2025	11,250,000
Total:	74,462,500

The Shares were issued without Shareholder approval out of the Company's 15% placement capacity pursuant to ASX Listing Rule 7.1.

ASX Listing Rules

ASX Listing Rules 7.1 allows the Company to issue new securities up to 15% of the existing capital of the Company in any 12-month period without the prior approval of Shareholders, excluding any issues that are subject to one of the exceptions in ASX Listing Rule 7.2 applies. The issue of the shares was within the Company's available placement capacity under ASX Listing Rules 7.1.

Under ASX Listing Rule 7.4 an issue of securities will be treated as having been made with the approval of Shareholders for the purposes of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 at the time and Shareholders subsequently approve it. The issue of the Shares was within the Company's ASX Listing Rules 7.1 placement capacity and the Company now seeks ratification from Shareholders for the issue pursuant to ASX Listing Rule 7.4 so as to refresh its capacity to make further issues (if required) without Shareholder approval under Listing Rules 7.1.

If Resolution 6 is approved, the prior issue of 74,462,500 Shares may be treated by the Company as having been made with Shareholder approval under ASX Listing Rule 7.1. The Company will therefore have the flexibility, if required, to issue additional equity securities without the 74,462,500 Shares counting towards the 15% threshold for the purposes of ASX Listing Rules 7.1.

If Resolution 1 is not approved, the prior issue of 74,462,500 Shares will not be treated by the Company as having been made with Shareholder approval under ASX Listing Rules 7.1. The Company will therefore have the 74,462,500 Shares as counting towards the 15% threshold for the purposes of ASX Listing Rule 7.1. This will limit the Company's placement capacity under the Listing Rule 7.1.

ASX Listing Rule Disclosure Requirements

ASX Listing Rule 7.5 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to ASX Listing Rule 7.4:

- a) the Shares were issued to institutional and sophisticated investors, who are not related parties, identified by the book build conducted by the Lead Manager, Reach Markets Pty Ltd. There were no participants in the Placement that were investors required to be disclosed under ASX Guidance Note 21;
- b) the number and class of securities issued was 74,462,500 fully paid ordinary shares in the Company, issued on the same terms and conditions as the Company's existing Shares;
- c) the Shares were issued in two tranches as follows:

Date	Number of Shares
8 August 2025	63,212,500
27 August 2025	11,250,000
Total:	74,462,500

- d) the Shares were issued at a price of \$0.04 (4 cents) per Share;
- e) the Shares were not issued under an agreement; and
- f) the purpose of the issue was to raise funds to support the advancement of the Company's first in class cancer treatment, specifically by funding the continued Phase 2a clinical development of its targeted therapy, PTX-100 and for general working capital.

Board recommendation and voting intention

The Directors unanimously recommend that Shareholders vote in **FAVOUR** of the resolution.

The Chair of the Meeting intends to vote undirected proxies in **FAVOUR** of Resolution 6.

Voting Exclusions

Refer to Note 6 for voting exclusions.

Resolution 7: Ratification of prior issue of unlisted options to Lead Manager

Background

The Company is seeking Shareholder approval pursuant to ASX Listing Rule 7.4 to ratify the issue of 12,309,738 unlisted options in the Company (**Options**) at an exercise price of \$0.06 (6 cents) each, expiring on 31 August 2029 to the Sole Lead Manager of the Share Purchase Plan and Placement, announced on 1 July and 29 July 2025, Reach Markets Pty Ltd, as part consideration which were issued on 1 September 2025.

Terms of Options

The key terms of the Options are:

Terms	
Vesting	100% of Options vest immediately
Expiry	4 years after grant date
Issue Price	Nil
Exercise Price per Option	\$0.06 (6 cents)

No Voting Rights

The Options do not confer:

- the right to participate in any dividends paid by the Company;
- a right to notices of general meetings of the Company, except as required by law;
- a right to attend or speak at general meetings of the Company;
- a right to vote at any general meetings of the Company; or
- a right to participate in new issues of securities in the Company.

ASX Listing Rules

ASX Listing Rules 7.1 allows the Company to issue new securities up to 15% of the existing capital of the Company in any 12-month period without the prior approval of Shareholders, excluding any issues that are subject to one of the exceptions in ASX Listing Rule 7.2 applies. The agreement to issue the Options was within the Company's available placement capacity under ASX Listing Rules 7.1.

Under ASX Listing Rule 7.4 an issue of securities will be treated as having been made with the approval of Shareholders for the purposes of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 at the time and Shareholders subsequently approve it. The agreement to issue the Options was within the Company's ASX Listing Rules 7.1 placement capacity and the Company now seeks Shareholder ratification of the agreement to issue the Options pursuant to ASX Listing Rule 7.4 so as to refresh its capacity to make further issues (if required) without Shareholder approval under Listing Rules 7.1.

If Resolution 7 is approved, the agreement to issue of 12,309,738 Options may be treated by the Company as having been made with Shareholder approval under ASX Listing Rule 7.1. The Company will therefore have the flexibility, if required, to issue additional equity securities without the 12,309,738 Options counting towards the 15% threshold for the purposes of ASX Listing Rules 7.1.

If Resolution 7 is not approved, the agreement to issue 12,309,738 Options will not be treated by the Company as having been made with Shareholder approval under ASX Listing Rules 7.1. The Company will therefore have the 12,309,738 Options as counting towards the 15% threshold for the purposes of ASX Listing Rule 7.1. This will limit the Company's placement capacity under the Listing Rule 7.1.

ASX Listing Rule 7.5 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to ASX Listing Rule 7.4:

- a) the Options were issued to the Sole Lead Manager of the Share Purchase Plan and Placement, announced on 1 July and 29 July 2025, Reach Markets Pty Ltd (or their nominee);
- b) the number and class of securities issued is 12,309,738 unlisted options in the Company, expiring on 31 August 2029;
- c) a summary of the material terms of the Options is included above.
- d) the Options were issued on 1 September 2025;
- e) the Options were issued for Nil consideration as part consideration, and are exercisable at \$0.06 (6 cents) each;
- f) the purpose of the issue was for part consideration to the Sole Lead Manager, Reach Markets Pty Ltd in connection with the Share Purchase Plan announced on 1 July 2025 and the Placement announced on 29 July 2025.

A summary of the material terms of the agreement with Reach Markets Pty Ltd are set out below:

Reach Markets Pty Ltd received a 6% capital-raising fee calculated on the total dollar amount raised under the Share Purchase Plan and Placement.

In addition, Reach Markets Pty Ltd received one call option for every 20 ordinary shares issued under the Share Purchase Plan and Placement. The number of options issued to Reach Markets Pty Ltd pursuant to this agreement are the subject of this resolution.

g) no funds will be raised from the issue of securities, however, if any options are exercised in the future, the funds raised will be used to advance research and development projects or working capital at the time of any such exercise.

Board recommendation and voting intention

The Directors unanimously recommend that Shareholders vote in **FAVOUR** of the resolution.

The Chair of the Meeting intends to vote undirected proxies in **FAVOUR** of Resolution 6.

Voting Exclusions

Refer to Note 7 for voting exclusions.

Resolution 8: Approval of 10% Placement Facility

Background

Broadly speaking and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that the Company can issue without the approval of the Shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special Resolution passed at its annual general Meeting, to increase this 15% limit by an extra 10% (**10% Placement Facility**) to 25%.

An “eligible entity” for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is, at the date of this Notice, an eligible entity. Note however that if, on the date of this Meeting, the market capitalisation of the Company exceeds \$300 million or the Company has been included in the S&P/ASX 300 Index, then this Resolution will no longer be effective and will be withdrawn.

The Company is seeking Shareholder approval by way of a special Resolution to have the ability, if required for strategic purposes, to issue Equity Securities under the 10% Placement Facility. The effect of this Resolution is to allow the Directors to issue Equity Securities under Listing Rule 7.1A during the 10% Placement Period (as defined below) without, or in addition to, using the Company’s 15% placement capacity under Listing Rule 7.1.

Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A commences on the date of this Annual General Meeting and expires on the first to occur of the following:

- (i) the date that is 12 months after the date of this Annual General Meeting, being 14 October 2026;
- (ii) the time and date of the Company’s next Annual General Meeting; and
- (iii) the time and date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(10% Placement Period).

The Company will only issue and allot the Equity Securities approved under the 10% Placement Facility during the 10% Placement Period.

Outcome of this Resolution

If Shareholders approve this Resolution:

- the number of Equity Securities permitted to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (see below); and
- the Company will be able to issue Equity Securities up to the combined 25% limits in Listing Rules 7.1 and 7.1A without further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

Formula for calculating 10% Placement Facility

The maximum number of Equity Securities that may be issued by the Company under the 10% Placement Facility pursuant to Listing Rule 7.1A2 is calculated in accordance with the following formula:

$$(A \times D) - E$$

where:

A is the number of shares on issue at the commencement of the “relevant period” (which, for the Company, is the 12-month period immediately preceding the date of the issue or agreement):

- (A) plus the number of fully paid shares issued in the relevant period under an exception in Listing Rule 7.2, other than exception 9, 16 or 17;
- (B) plus the number of fully paid shares issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where:
 - (i) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or

- (ii) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4;
- (C) plus the number of fully paid shares issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:
 - (i) the agreement was entered into before the commencement of the relevant period; or
 - (ii) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4;
- (D) plus the number of fully paid shares issued in the relevant period with approval of holders of shares under Listing Rules 7.1 or 7.4.;
- (E) plus the number of partly paid shares that became fully paid in the relevant period;
- (F) less the number of fully paid shares cancelled in the relevant period.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity..

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by Shareholders under Listing Rule 7.4.

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1. The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula stated above.

Type and number of Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. The Company, as at the date of the Notice, has one class of quoted Equity Securities, being 1,051,514,543 Fully Paid Ordinary Shares.

Minimum issue price and cash consideration

The Equity Securities will be issued for cash consideration at an issue price of not less than 75% of the VWAP for the Company's Equity Securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the securities; or
- (ii) if the Equity Securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

Purpose

The Company may seek to issue the Equity Securities for the following purposes:

- (i) as non-cash consideration for the acquisition(s) of the new assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
- (ii) for cash consideration, in order to raise funds for the acquisition of new assets or investments (including expenses associated with such acquisitions), to expedite development of the Company's projects and for general working capital

Risk of economic and voting dilution

If this Resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the dilution table below.

Shareholders may be exposed to economic risk and voting dilution, including the following:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The dilution table shows the potential dilution of existing Shareholders on the basis of the market price of the Company's Shares as at 27 August 2025 (**Current Share Price**) and the current number of Shares for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The dilution table also shows:

- two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of Shares the Company has on issue. The number of Shares on issue may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' Meeting; and
- two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Issue Price		
		\$0.022 50% decrease in Current Share Price	\$0.043 Current Share Price	\$0.086 100% increase in Current Share Price
Current Variable A 1,051,514,543 Shares	10% Voting Dilution	105,151,454 Shares		
	Funds raised	\$2,313,112	\$4,521,083	\$9,042,165
50% increase in current Variable A 1,577,271,815 Shares	10% Voting Dilution	157,727,182 Shares		
	Funds raised	\$3,469,998	\$6,782,269	\$13,564,538
100% increase in current Variable A 2,103,029,086 Shares	10% Voting Dilution	210,302,909 Shares		
	Funds raised	\$4,626,664	\$9,043,258	\$18,086,050

This dilution table has been prepared on the following assumptions:

- the Company issues the maximum number of Equity Securities available under the 10% Placement Facility;
- no Options are exercised into Shares or other convertible securities are converted to Shares before the date of the issue of the Equity Securities;
- the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%;
- the table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Annual General Meeting;
- the table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1;
- the issue of Equity Securities under the 10% Placement Facility consists only of Shares;
- the Current Share Price is \$0.043 being the closing price of the Shares on ASX on 27 August 2025.

Allocation Policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to relevant factors including, but not limited to, the following:

- the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
- the effect of the issue of the Equity Securities on the control of the Company;
- the financial situation and solvency of the Company; and
- advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders, subject to compliance with Listing Rule 10.11, and/or new Shareholders who are not related parties or associates of a related party of the Company.

Previous issues

The Company previously obtained Shareholder approval under ASX Listing Rule 7.1A at the Company's 2023 AGM held on 16 November 2023. The Company did not use any of the additional placement capacity approved at that time. Further, the Company:

- (i) has not issued, nor agreed to issue, any Equity Securities under Rule 7.1A.2 in the 12-month period preceding the date of the Meeting; and
- (ii) had not agreed, before the 12-month period referred to in the preceding paragraph, to issue any Equity Securities under rule 7.1A.2 where such securities remain unissued as at the date of the Meeting.

Board recommendation and voting intention

The Directors unanimously recommend that Shareholders vote in **FAVOUR** of this Resolution.

The Chair of the Meeting intends to vote undirected proxies in **FAVOUR** of this Resolution.

Voting Exclusions

Refer to Note 7.

Resolution 9: Amendments to the Company's Constitution

Background

Recent changes to the Corporations Act in relation to the employee incentive schemes, as well as part of its regular review of its operations in order to achieve efficient and flexible administration of the Company and its relations with Shareholders, minimise costs, and incorporate recent regulatory updates, warranted the Company to review its Constitution to ensure terms remained current and consistent with updates in law. The Company proposes to amend the existing Constitution (**Existing Constitution**) as set out below.

Section 136(2) of the Corporations Act allows a company to modify its constitution, by passing a special resolution. Accordingly, this Resolution seeks Shareholder approval for the purposes of Section 136(2) of the Corporations Act, and for all other purposes to amend the Existing Constitution as set out below in mark-up shown in ***bold and italics*** (**Amended Constitution**).

A copy of the Amended Constitution is available for review by Shareholders at the Company's registered office, Suite 2, Level 11, 385 Bourke Street, Melbourne VIC 3000. A copy of the Amended Constitution can also be sent to Shareholders upon request to the Company Secretary at Melanie.Leydin@vistra.com.

Proposed Amendments

By Resolution 7, the Company seeks Shareholder approval for the purposes of Section 136(2) of the Corporations Act, and for all other purposes, to amend the Existing Constitution of the Company in the following manner:

Clause 24.3 Equity Incentive Plans

- (a) ***The Directors may establish equity incentive plans on the terms that they decide, under which securities of the Company or of a related body corporate are issued to, or held for the benefit of, any Directors (including non-executive Directors), senior executives of the Company, any employees of the Company or of a related body corporate or any other person authorised by the Corporations Act.***
- (b) ***Subject to the discretion of the Board, the rules of the equity incentive plan and applicable law, securities may be issued to or held for the benefit of a nominee which the person mentioned in clause 24.3 (a) is associated.***
- (c) ***The Board may amend, suspend or terminate equity incentive plan at any time.***
- (d) ***For the purposes of section 1100V of the Corporations Act, if the offer of securities under the equity incentive plan established by the Board is made under Division 1A of***

Part 7.12 of the Corporations Act, the percentage of the issue cap of securities that can be issued for consideration under this section is 10%.

- (e) ***In establishing and maintaining any plan, the Directors must act in accordance with the provisions of this Constitution and may exercise all or any of the powers conferred upon them by the terms of any such plan, by this Constitution or by the Act.***

Purpose of the Amendment

New clause 24.3 is inserted for the purpose to align provisions of the Company Constitution with the recent changes to the Corporations Act in relation to the employee incentive schemes. In particular, the changes allow to set up a higher issue cap for the issue of the securities for consideration under the employee incentive scheme in the Company Constitution.

Other Amendments

A number of additional minor changes have also been carried out through the Constitution that do not alter the meaning of the clauses, are cosmetic and needed in order to modernise the Constitution, including replacement of the word “Chairman” with “Chair” and pronoun “he/him” after the word “Director” with “they/them”. A copy of the Constitution which sets out the proposed amendments can be requested by contacting the Company Secretary.

Board recommendation and voting intention

The Directors unanimously recommend that Shareholders vote in **FAVOUR** of this Resolution.

The Chair of the Meeting intends to vote undirected proxies in **FAVOUR** of this Resolution.,

Voting Exclusions

There are no voting exclusions applicable to this Resolution.

GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“\$” means Australian Dollars;

“**10% Placement Facility**” has the meaning as defined in the Explanatory Statement for Resolution 6;

“**Annual Report**” means the Directors’ Report, the Financial Report, and Auditor’s Report, in respect to the year ended 30 June 2025;

“**ASX**” means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

“**Auditor’s Report**” means the auditor’s report on the Financial Report;

“**AEDT**” means Australian Eastern Daylight Time;

“**Board**” means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

“**Chair**” means the person appointed to Chair the Meeting of the Company convened by the Notice;

“**Closely Related Party**” means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

“**Company**” means Prescient Therapeutics Limited ACN 006 569 106;

“**Constitution**” means the constitution of the Company as at the date of the Meeting;

“**Corporations Act**” means the Corporations Act 2001 (Cth);

“**Director**” means a Director of the Company;

“**Directors’ Report**” means the annual Directors’ report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“**Equity Security**” has the same meaning as in the Listing Rules;

“**Explanatory Statement**” means the explanatory statement which forms part of the Notice;

“**Financial Report**” means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“**Key Management Personnel**” means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;

“**Listing Rule(s)**” means the Listing Rules of the ASX;

“**Meeting**” has the meaning given in the introductory paragraph of the Notice;

“**Notice**” means the Notice of Meeting accompanying this Explanatory Statement;

“**Option**” means a convertible security which upon exercise gives the right to subscribe to a Share;

“**Plan**” means the Prescient Therapeutics Limited Executive Option Plan, the key terms of which are summarised in Annexure A;

“**Proxy Form**” means the Proxy Form attached to the Notice;

“**Remuneration Report**” means the remuneration report which forms part of the Directors’ Report of Prescient Therapeutics Limited for the financial year ended 30 June 2025 and which is set out in the 2025 Annual Report;

“**Share**” means a fully paid ordinary share in the capital of the Company.

“**Shareholder**” means Shareholder of the Company;

“**Trading Day**” means a day determined by ASX to be a trading day in accordance with the Listing Rules; and

“**VWAP**” means volume weighted average price.

Annexure A

Key Terms of Executive Option Plan

The key terms and conditions of the Company's Executive Option Plan (the **Plan**) proposed to be adopted by Prescient Therapeutics Limited (the **Company**) are summarised as follows:

Key Term	Description
Eligibility	Any director, employee, contractor, consultant or other person decided by the Board to be an eligible participant for the purposes of the Plan.
Awards	The Board may offer any number of options to eligible participants on the terms the Board decides, subject to the Plan rules, any applicable laws or the Listing Rules. The offer must be in writing and specify, amongst other things, the number of options for which the eligible participant may apply, the period within which the options may be exercised, any conditions to be satisfied before exercise, the option expiry date (as determined by the Board) and the exercise price of the options. Where an offer is made under the ESS Corporations Act Provisions (including the offer involving monetary consideration), any other information required to be included under the ESS Corporations Act Provisions.
Exercise	The options may be exercised, subject to any exercise conditions, by the participant giving a signed notice to the Company and paying the exercise price in full. The Company will apply for official quotation of any Shares issued on exercise of any options.
Lapse	The options shall lapse in accordance with specific offer terms or events contained in the Plan rules, which may include termination of employment or resignation, redundancy, death or disablement (subject to the Board's discretion to extend the term of exercise in restricted cases) as well as the expiry of time periods.
Rights of Participants	Once Shares are allotted upon exercise of the options the participant will hold the Shares free of restrictions. The Shares will rank for dividends declared on or after the date of issue but will carry no right to receive any dividend before the date of issue. Should the Company undergo a reorganisation or reconstruction of capital or any other such change, the terms of the options (including number or exercise price or both) will be correspondingly changed to the extent necessary to comply with the Listing Rules. With this exception, the terms for the exercise of each option remains unchanged. In the event of a change of control, the Board shall have discretion to deal with the options, including allowing accelerated vesting or the issue of options in the substituted corporation. A holder of options is not entitled to participate in dividends, a new issue of Shares or other securities made by the Company to Shareholders merely because he or she holds options. However, if a pro rata bonus or cash issue of securities is awarded by the Company, the Company in its absolute discretion may adjust the number of Shares over which an option exists and the exercise price in the manner specified in Listing Rule 6.22, in which case written notice will be given to the option holder.
Assignment	The options are not transferable or assignable without the prior written approval of the Board.
Administration	The Plan will be administered by the Board which has an absolute discretion to determine appropriate procedures for its administration and resolve questions of fact or interpretation and formulate special terms and conditions (subject to the Listing Rules) in addition to those set out in the Plan.
Termination and amendment	The Plan may be terminated or suspended at any time by the Board. The Plan may be amended at any time by the Board except where the amendment reduces the rights of the holders of options, including a change to reduce the exercise price, increase the number of Shares to which an eligible participant is entitled or change the exercise period, unless required by the Corporations Act or the Listing Rules.
Change of control	If a Change of Control Trigger Event has occurred, unless the Board decides otherwise, all Options vest immediately and may be exercised by a Participant (regardless of whether

	any Vesting Conditions have been satisfied) by delivering a Notice of Exercise, and payment of the Exercise Price, to the Company. A change of control event includes any of the following: a) person acquires voting power (within the meaning of section 610 Corporations Act) in more than 50% of the ordinary shares in the Company; b) an order of the court made for the purposes of section 411(4)(b) Corporations Act, in connection with a members' scheme of arrangement to effect a change of Control of the Company, is lodged with ASIC under section 411(10) Corporations Act; c) the Company disposes of the whole or a substantial part of its assets or undertaking; or d) an event set out in paragraph (a), (b) or (c) is, in the opinion of the Board, likely to occur in the near future and the Board decides to nominate a date on which a Change of Control Trigger Event is taken to have occurred.
--	---

Your proxy voting instruction must be received by **11.00am (AEDT) on Sunday, 12 October 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

