

ASX RELEASE

1 July 2020

Amplia Announces Underwritten Pro Rata Accelerated Non-Renounceable Entitlement Offer

- Amplia is poised to initiate clinical development of its FAK inhibitor AMP945
- Recently completed preclinical toxicology program supports initiation of Phase 1 clinical trial
- Today the Company announces a fully underwritten 3 for 5 accelerated, pro rata non-renounceable entitlement offer at \$0.10 per share to raise approximately \$4.0 million
- Proceeds from the Offer will be used to fund a Phase I clinical trial for AMP945 and pre-clinical studies as well as providing the Company with additional working capital

The Entitlement Offer

Amplia Therapeutics Limited (ASX: ATX) (**Amplia** or the **Company**) is pleased to announce it is undertaking a fully underwritten accelerated, pro rata non-renounceable entitlement offer to Eligible Shareholders of approximately 39.9 million new fully paid ordinary shares (**New Shares**) to raise approximately \$4.0 million (**Entitlement Offer**).

Eligible Shareholders under the Entitlement Offer will be able to subscribe for three New Shares for every five shares held (**Entitlements**) at 7:00pm (Melbourne time) on Friday, 3 July 2020 (**Record Date**) at the price of \$0.10 per New Share (**Offer Price**). The Company will apply for quotation of the New Shares on ASX.

The Entitlement Offer is non-renounceable which means that Entitlements are not transferable and cannot be traded on the ASX (or any other exchange) or transferred privately.

The Offer Price of \$0.10 per New Share represents a discount of:

- 20% to the last closing price of shares on ASX on 30 June 2020 (of \$0.125); and
- 19.6% to the 10-day VWAP of shares traded on ASX up to and including 30 June 2020.

The Entitlement Offer comprises:

- An **Institutional Entitlement Offer**: Eligible Institutional Shareholders will be entitled to participate in the Institutional Entitlement Offer which will take place from today, Wednesday 1 July 2020 to Thursday 2 July 2020. Eligible Institutional Shareholders can choose to take up all, part or none of their Entitlements.
- A **Retail Entitlement Offer**: Eligible Retail Shareholders with registered addresses in Australia and New Zealand will be entitled to participate in the Retail Entitlement Offer which will

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open on Wednesday, 8 July 2020 and will close at 5:00pm (Melbourne time) on Tuesday 28th July 2020 (**Closing Date**) unless extended.

Under the Retail Entitlement Offer, Eligible Retail Shareholders may:

- take up all or part of their Entitlement;
- take up all of their Entitlement and subscribe for further New Shares in excess of their Entitlement under the Shortfall Facility (described below); or
- do nothing and let their Entitlements lapse.

Retail Offer Booklet

A Retail Offer Booklet containing information in respect of the Retail Entitlement Offer, together with a personalised Entitlement and Acceptance Form, will be sent to Eligible Retail Shareholders on Wednesday, 8 July 2020 and will be lodged with ASX. Eligible Retail Shareholders should read the Retail Offer Booklet in full before deciding whether to subscribe for New Shares.

The Entitlement Offer is being conducted in accordance with the requirements of section 708AA of the Corporations Act 2001 (Cth) (Corporations Act) as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84. As such, the Retail Entitlement Offer Booklet will not contain all of the information which would otherwise be required to be disclosed in a prospectus and may not contain all of the information that a Shareholder may require to make an investment decision. Accordingly, the Retail Entitlement Offer Booklet should be read in conjunction with the Cleansing Notice provided to ASX in connection with the Entitlement Offer and the Company's other periodic and continuous disclosure announcements to ASX available at www.asx.com.au and the Company's website (www.ampliatx.com).

Shortfall Facility

The Retail Entitlement Offer will include a shortfall facility, under which Eligible Retail Shareholders who have taken up their full Entitlement under the Entitlement Offer can apply to take up additional New Shares in excess of their Entitlements, that have not been taken up by other Retail Shareholders (**Shortfall Facility**).

Eligible Retail Shareholder who subscribe for their full Entitlement will be entitled to subscribe for additional New Shares representing up to 100% of their Entitlement under the Shortfall Facility. Applications will be allocated on a pro rata basis, subject to applicable laws and scale back in accordance with the policy described in the Retail Entitlement Offer Booklet.

Trading Halt

The Company expects to announce the outcome of the Institutional Entitlement Offer to ASX prior to the commencement of trading on Friday, 3 July 2020 and will remain in trading halt until this time.

Use of Funds

The Company intends to apply the funds raised from the Entitlement Offer to the following purposes.

Purpose	Amount
Pre-clinical studies (cancer)	\$250,000
Pre-clinical studies (other indications)	\$150,000
Phase 1 clinical trial	\$2,200,000
Drug capsule manufacture	\$100,000
IP and licences	\$350,000
Cash costs of the Entitlement Offer	\$300,000
Working capital	\$650,000
TOTAL	\$4,000,000

Underwriting arrangements

The Entitlement Offer will be fully underwritten by Taylor Collison Limited (**Underwriter**) pursuant to an underwriting agreement with the Company dated 1 July 2020 (**Underwriting Agreement**).

A summary of the fundamental terms of the Underwriting Agreement is contained in the Investor Presentation lodged with ASX on the date of this announcement.

In addition to the cash fees payable to the Underwriter (which is described in the Appendix 3B lodged with ASX on 1 July 2020), on completion of the Entitlement Offer the Company will issue 2,000,000 options to the Underwriter on the following terms:

- each option will be exercisable for one share at an exercise price of \$0.20;
- the options will be exercisable no earlier than 12 months after their issue; and
- the options will expire 3 years after their issue.

Further details about the Underwriting Arrangement will also be provided in the Retail Entitlement Offer Booklet which will be available on ASX's website on or about 8 July 2020.

Eligible Shareholders

The Company is making the Entitlement Offer available to Eligible Shareholders only. Eligible Retail Shareholders are persons who are registered as shareholders of the Company on the Record Date

and have a registered address in Australia or New Zealand. Eligible Institutional Shareholders are institutional, professional or sophisticated Shareholders resident in Australia, New Zealand and certain overseas jurisdictions who have been successfully invited to participate in the Institutional Entitlement Offer (as determined by the Company and the Underwriter in their discretion).

Eligible Retail Shareholders should read the Retail Entitlement Offer Booklet in conjunction with the Company's other periodic and continuous disclosure announcements to ASX before deciding whether to participate in the Entitlement Offer. Eligible Retail Shareholders who wish to participate should follow the instructions on your personalised Entitlement and Acceptance Form accompanying the Retail Entitlement Offer Booklet. If you choose to do nothing in respect of your Entitlement, your Entitlement will lapse, you will not receive any New Shares and your interest in the Company will be diluted.

Indicative Timetable

The Entitlement Offer is proposed to be conducted according to the following indicative timetable:

Event	Date
Announcement Date Entitlement Offer announced – Company enters trading halt	Wednesday, 1 July 2020
Institutional Entitlement Offer opens	Wednesday, 1 July 2020
Institutional Entitlement Offer closes	Thursday, 2 July 2020
Announcement of results of Institutional Entitlement Offer, trading resumes on an ex-entitlement basis	Friday, 3 July 2020
Record Date for Retail Entitlement Offer (7.00pm Melbourne time)	Friday, 3 July 2020
Retail Entitlement Offer Booklet despatched to Eligible Retail Shareholders	Wednesday, 8 July 2020
Retail Entitlement Offer Opening Date	Wednesday, 8 July 2020
Settlement of the Institutional Entitlement Offer	Thursday, 9 July 2020
Issue of New Shares under the Institutional Entitlement Offer	Friday, 10 July 2020
New Shares issued under the Institutional Entitlement Offer commence trading	Monday, 13 July 2020
Retail Entitlement Offer Closing Date	Tuesday, 28 July 2020
Announcement of results of Retail Entitlement Offer	Friday, 31 July 2020
Settlement of the Retail Entitlement Offer	Monday, 3 August 2020
Issue of New Shares under the Retail Entitlement Offer	Tuesday, 4 August 2020
Trading of the New Shares issued under the Retail Entitlement Offer commences on a normal settlement basis	Wednesday, 5 August 2020
Despatch of holding statements for New Shares issued under the Retail Entitlement Offer	Wednesday, 5 August 2020

This Timetable is indicative only and subject to change. The Company may vary these dates, in consultation with the Underwriter, subject to the ASX Listing Rules. An extension of the Entitlement Offer Closing Date will delay the anticipated date for issue of the New Shares. The Directors also reserve the right to withdraw or not proceed with the Entitlement Offer at any time before the allotment and issue of the New Shares. In that event, the relevant Application Monies will be returned in full to Applicants (without interest).

Current Optionholders

Existing optionholders may only participate in the Entitlement Offer in respect of their vested options if those options have been exercised and Shares allotted by the Record Date. Optionholders must therefore exercise their options prior to Friday, 3 July 2020 if they intend to participate in the Entitlement Offer in respect of those vested options.

Further Information

For further information on the Entitlement Offer, you can contact the Company's Share Registry, Computershare Investor Services Pty Ltd, on 1300 855 080 or +61 3 9415 4000 between 9:00am to 5:00pm (Sydney time) Monday to Friday. If you have any further questions, you should contact your stockbroker, solicitor, accountant or other professional advisor.

Copies of the Retail Entitlement Offer Booklet and Entitlement and Acceptance Forms will be mailed to all Eligible Retail Shareholders in accordance with the timetable set out above.

This announcement has been authorised by the Board of Directors of Amplia.

Yours faithfully



Dr John Lambert

**CEO and Managing Director
Amplia Therapeutics Limited**

Summary Information

The following disclaimer applies to this announcement and any information contained in it. The information in this announcement is of general background and does not purport to be complete. It should be read in conjunction with the Company's other periodic and continuous disclosure announcements lodged with ASX Limited, which are available at www.asx.com.au. You are advised to read this disclaimer carefully before reading or making any other use of this announcement or any information contained in this announcement. In accepting this announcement, you agree to be bound by the following terms and conditions including any modifications to them.