

ASX RELEASE

8 July 2020

Amplia completes despatch of Retail Entitlement Offer Booklet

Amplia Therapeutics Limited (ASX: ATX) (**Amplia** or the **Company**) is pleased to confirm that the Retail Offer Booklet and personalised entitlement and acceptance form for its fully underwritten 3 for 5 pro rata accelerated non-renounceable entitlement offer, announced to ASX on 1 July 2020, was despatched to Eligible Retail Shareholders today.

A letter to Ineligible Retail Shareholders notifying them of the Entitlement Offer and their ineligibility to participate has also been despatched.

Copies of the Retail Offer Booklet and the letter to Ineligible Retail Shareholders are attached.

Authorised by,



Andrew J Cooke
Company Secretary



**AMPLIA THERAPEUTICS LIMITED
ACN 165 160 841**

RETAIL ENTITLEMENT OFFER

**3 for 5 pro rata accelerated non-renounceable entitlement offer of Amplia shares at
an Offer Price of \$0.10 (10 cents) per New Share**

The Entitlement Offer closes at 5.00pm (Melbourne time) on Tuesday, 28 July 2020

The Entitlement Offer is fully underwritten by Taylor Collison Limited.

This Retail Offer Booklet and accompanying Entitlement and Acceptance Form are important documents that require your immediate attention. They should be read in their entirety. If, after reading the Retail Offer Booklet you have any questions, you should contact your stockbroker, solicitor, accountant or other professional adviser. This Retail Offer Booklet is not a prospectus and has not been (and will not be) lodged with the Australian Securities and Investments Commission.

Not for release to US wire services or distribution in the United States.

Important Information

This Retail Offer Booklet is issued by Amplia Therapeutics Limited (ACN 165 160 841) (**Amplia** or the **Company**) and is dated Wednesday, 8 July 2020.

Details of the Entitlement Offer were announced by the Company in an ASX Announcement dated 1 July 2020 attached as Annexure A to this Retail Offer Booklet.

This Retail Offer Booklet and the accompanying Entitlement and Acceptance Form are important documents and should be read in their entirety before deciding whether or not to participate in the Entitlement Offer. In particular, you should consider the risk factors outlined in the Investor Presentation attached as Annexure B to this Retail Offer Booklet.

No person is authorised to give any information or make any representation in connection with the Entitlement Offer described in this Retail Offer Booklet, which is not contained in this Retail Offer Booklet. Any information or representation not contained in this Offer Booklet may not be relied on as being authorised by the Company or Taylor Collison Limited (**Underwriter**) in connection with the Entitlement Offer. The Underwriter and its representatives, to the maximum extent permitted by law, expressly disclaim any responsibility or liability for the contents of this Retail Offer Booklet.

The Entitlement Offer to which this Retail Offer Booklet relates complies with the requirements of Section 708AA of the Corporations Act as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84. Accordingly, neither this Retail Offer Booklet nor the Entitlement and Acceptance Form is a prospectus for the purposes of the Corporations Act and do not collectively contain all of the information that a prospective investor may require to make an investment decision. They do not, and are not required to, contain all of the information which would otherwise be required to be disclosed in a prospectus. They are not required to be, and will not be, lodged with ASIC.

This Retail Offer Booklet should be read in conjunction with the Company's other periodic and continuous disclosure announcements to ASX available at www.asx.com.au.

By returning an Entitlement and Acceptance Form or otherwise paying for your New Shares through BPAY in accordance with the instructions on the Acceptance Form, you acknowledge that you have read this Retail Offer Booklet and you have acted in accordance with and agreed to the terms of the Retail Entitlement Offer detailed in this Retail Offer Booklet. Before deciding whether to apply for New Shares, you should consider whether they are a suitable investment for you in light of your own investment objectives and financial circumstances and having regard to the merits or risks involved.

No overseas offering

This Retail Offer Booklet does not, and is not intended to, constitute an offer of securities in any jurisdiction where, or to any person to whom, it would be unlawful to make such an offer. No action has been taken to register or qualify the Entitlement Offer or the New Shares, or otherwise permit a public offering of the New Shares, in any jurisdiction outside of Australia and New Zealand.

Accordingly, this Entitlement Offer is not being extended to, and no New Shares will be issued to, Shareholders having registered addresses outside Australia and New Zealand (unless the Company, at its discretion, determines that an offer can be made outside those jurisdictions in compliance with all applicable securities laws). This Retail Offer Booklet is not being sent to those Shareholders.

See Section 1.3 of this Retail Offer Booklet for more details.

New Zealand

The New Shares are not being offered to the public within New Zealand other than to existing Shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct Act 2013 and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

This document has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

Future performance and forward-looking statements

Neither the Company nor any other person warrants or guarantees the future performance of the Company or any return on any investment made under this Retail Offer Booklet.

Some statements in this Retail Offer Booklet are in the nature of forward-looking statements. Forward-looking statements may be identified by words such as "aim", "intend", "should", "expect", "estimate" and similar expressions. Such statements are not statements of fact and are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends, which are based on interpretation of current market conditions. Forward-looking statements, opinions and estimates are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other factors, many of which are beyond the control of the Company, the Directors and management which may cause actual results to differ materially from those expressed or implied in such statements.

Forward-looking statements are provided as a general guide only and there can be no assurance that actual outcomes will not differ materially from these statements. Neither the Company, nor any other person, gives any representation, warranty, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statement will actually occur. In particular, such forward-looking statements are subject to significant uncertainties and contingencies, many of which are outside the control of the Company. A number of important factors could cause actual results or performance to differ materially from the forward-looking statements. Investors should consider the forward-looking statements contained in this Retail Offer Booklet in light of those disclosures.

The forward-looking statements are based on information available to the Company as at the date of this Retail Offer Booklet. Except as required by law or regulation (including the ASX Listing Rules), the Company is under no obligation to provide any additional or updated information whether as a result of new information, future events or results or otherwise.

The Underwriter has not authorised, approved or verified any forward-looking statements.

Past performance

Investors should note that past performance, including the past share price performance of the Company, is given for illustrative purposes only and cannot be relied upon as an indicator of (and provides no guidance as to) the future performance of the Company including its future share price.

Financial amounts

All numbers in this Retail Offer Booklet are in Australian dollars and any financial data is presented as at the date stated in this Retail Offer Booklet.

Times and dates

Times and dates in this Retail Offer Booklet are indicative only and may be subject to change. All times and dates refer to Melbourne time. Refer to the "Key Dates" section of this Retail Offer Booklet for more details.

Offer non-renounceable

The rights to subscribe for New Shares pursuant to this Entitlement Offer are non-renounceable. Therefore you cannot trade entitlements on the ASX and you cannot transfer or otherwise dispose of them.

If you are in any doubt as to these matters you should first consult with your stockbroker, solicitor, accountant, financial adviser or other professional adviser.

Refer to Section 2.1 for a summary of your options as a shareholder.

Disclaimer

Determination of eligibility of investors for the purposes of the institutional or retail components of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of the Company and the Underwriter. To the maximum extent permitted by law, each of Amplia and the Underwriter and each of their respective affiliates disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion. To the maximum extent permitted by law, the Underwriter disclaims all liability for any expenses, losses, damages or costs incurred by you as a result of your participation in the Retail Entitlement Offer and the information in this Retail Offer Booklet being inaccurate or due to information being omitted from this Retail Offer Booklet, whether by way of negligence or otherwise, and make no representation or warranty, express or implied, as to the currency, accuracy, reliability or completeness of the information in this Retail Offer Booklet.

The Underwriter takes no responsibility for any part of this Retail Offer Booklet or liability (including, without limitation, any liability arising from fault or negligence on the part of any person) for any direct, indirect, consequential or contingent loss or damage whatsoever arising from the use of any part of this Retail Offer Booklet or otherwise arising in connection with either of them.

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Chairman's Letter

Dear Shareholder,

On behalf of the Directors of Amplia Therapeutics Limited (**Amplia**), I am pleased to invite you to participate in the retail component of a 3 for 5 pro rata non-renounceable entitlement offer of new fully paid ordinary shares in Amplia (**New Shares**) at an offer price of \$0.10 (**Offer Price**) per New Share (**Entitlement Offer**) to raise \$4 million before the costs of the Entitlement Offer.

Purpose of the Entitlement Offer and use of proceeds

The proceeds from the Entitlement offer will be used to fund a Phase 1 clinical trial of the Company's FAK inhibitor drug AMP945, additional non-clinical studies, and provide additional working capital for the Company. Assuming a successful outcome, the data from the Phase 1 trial be relevant for progressing AMP945 into Phase 2 trials in patients with certain advanced cancers or with fibrotic diseases, such as Idiopathic Pulmonary Fibrosis.

The Entitlement Offer

The Entitlement Offer comprises an accelerated institutional component, being the Institutional Entitlement Offer and a retail component, being the Retail Entitlement Offer.

This Retail Offer Booklet relates to the Retail Entitlement Offer.

Under the Retail Entitlement Offer, Eligible Retail Shareholders with a registered address in Australia or New Zealand are entitled to subscribe for 3 New Shares for every 5 existing fully paid ordinary shares in Amplia (**Shares**) held at 7.00pm (Melbourne time) on Friday, 3 July 2020 (**Record Date**), at the Offer Price of \$0.10 per New Share. This is the same price which was offered to institutional investors who participated in the Institutional Entitlement Offer.

The Offer Price 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 volume weighted average price (**VWAP**) of Shares traded on ASX up to and including 30 June 2020.

New Shares will be issued on a fully paid basis and will rank equally with existing Shares on issue.

The Entitlement Offer is being fully underwritten by Taylor Collison Limited.

The results of the Institutional Entitlement Offer were announced on Friday, 3 July 2020 with the New Shares to be issued pursuant to the Institutional Entitlement Offer on Friday, 10 July 2020.

Further information and application instructions

The number of New Shares that you are entitled to subscribe for under the Retail Entitlement Offer (**Entitlement**) is set out in your personalised Entitlement and Acceptance Form that is enclosed with this Retail Offer Booklet.

The rights to the New Shares are non-renounceable. Therefore you cannot trade Entitlements on the ASX and you cannot transfer or otherwise dispose of them.

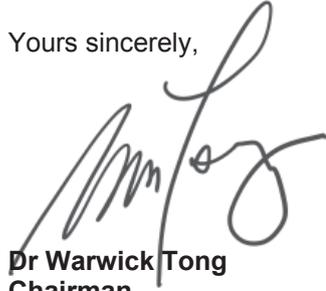
The Amplia Board encourages you to read this Retail Offer Booklet carefully (in particular, the "Risks" section set out in the Investor Presentation, which details a number of key risks associated with an investment in Amplia). You should also consult your stockbroker, solicitor,

accountant or other professional adviser to evaluate whether or not to participate in the Retail Entitlement Offer.

The Retail Entitlement Offer closes at 5.00pm (Melbourne time) on Tuesday, 28 July 2020 (Closing Date).

On behalf of the Amplia Board, I encourage you to consider this investment opportunity and thank you for your ongoing support of Amplia.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Warwick Tong', written in a cursive style.

**Dr Warwick Tong
Chairman
Amplia Therapeutics Limited**

Offer details and key dates

Summary of the Entitlement Offer	
Ratio	3 New Shares for every 5 Shares held by Eligible Shareholders on the Record Date
Offer Price	\$0.10 per New Share
Total number of New Shares to be issued under the Entitlement Offer (subject to rounding)	39,877,911
Amount to be raised under the Entitlement Offer before costs (subject to rounding)	\$3,987,791
Capital Structure	
Subject to rounding of fractional Entitlements, the capital structure of Amplia following the issue of New Shares under the Entitlement Offer is expected to be as follows:	
Shares on issue as at 1 July 2020 (announcement of the Entitlement Offer)	66,463,185
New Shares to be issued under the Entitlement Offer	39,877,911
Total Shares on issue (expected) following completion of the Entitlement Offer	106,341,096

Key Dates

The indicative timetable for the Entitlement Offer is as follows:

Event	Date
Announcement Date Entitlement Offer announced	Wednesday, 1 July 2020
Institutional Entitlement Offer opened	Wednesday, 1 July 2020
Institutional Entitlement Offer closed	Thursday, 2 July 2020
Announcement of results of Institutional Entitlement Offer, trading resumed 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 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 (without interest) will be returned in full to Applicants.

The commencement of quotation of New Shares is subject to the discretion of ASX.

Cooling off rights do not apply to an investment in New Shares. You cannot withdraw your Application once it has been accepted.

Is this Retail Offer Booklet relevant to you?

This Retail Offer Booklet is relevant to you if you are an Eligible Retail Shareholder.

The meaning of "Eligible Retail Shareholder" is described at Section 1.3.

In this Retail Offer Booklet, references to “you” are references to Eligible Shareholders and references to “your Entitlement” (or “your Entitlement and Acceptance Form”) are references to the Entitlement and Acceptance Form of Eligible Shareholders.

Enquiries

For further information (including if you would like a replacement Entitlement and Acceptance Form), please contact the Company at info@ampliatx.com. Alternatively, contact your stockbroker, solicitor, accountant or other professional adviser.

1 Details of the Entitlement Offer

1.1 Overview

The Company is making a pro rata non-renounceable offer of 3 New Shares for every 5 Shares held by Eligible Shareholders registered on the Record Date, being 7.00pm (Melbourne time) on Friday, 3 July 2020.

The Offer Price is \$0.10 per New Share. The Offer Price represents the following discounts:

- 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 will raise approximately \$4 million (before costs associated with the Entitlement Offer) and will result in the issue of approximately 39.9 million New Shares.

The Entitlement Offer comprises three components:

- **Institutional Entitlement Offer** – Eligible Institutional Shareholders were given the opportunity to take up all or part of their entitlement (**Institutional Entitlements**) at the Offer Price. The Institutional Entitlement Offer closed on Thursday, 2 July 2020.
- **Retail Entitlement Offer** – Eligible Retail Shareholders will be entitled to subscribe for 3 New Shares for every 5 Shares currently held (**Retail Entitlement**). As the offer is non-renounceable, Retail Entitlements can be taken up in whole or in part but cannot be traded on the ASX (or transferred directly to another person). Eligible Retail Shareholders are however invited to take up further New Shares, beyond their entitlement, under the Shortfall Facility discussed below.
- **Shortfall Facility** – The Entitlement Offer incorporates a Shortfall Facility under which Eligible Retail Shareholders can apply for additional New Shares (**Shortfall Shares**) in excess of their pro rata Entitlements (**Shortfall Facility**) up to 100% of their Entitlement under the Entitlement Offer. The issue of Shortfall Shares will be dependent on there being a shortfall in the take up of Retail Entitlements under the Retail Entitlement Offer. Eligible Retail Shareholders who wish to apply for Shortfall Shares under the Shortfall Facility can do so by specifying the number of Shortfall Shares they wish to apply for (up to a maximum of 100% of their Entitlement under the Entitlement Offer) in the space provided on their Entitlement and Acceptance Form.

The Entitlement Offer is fully underwritten (see Section 3.6 for further information). Any New Shares not taken up by Eligible Shareholders under the Entitlement Offer or the Shortfall Facility will be taken up by the Underwriter or its sub-underwriters.

The Institutional Entitlement Offer was successfully conducted between Wednesday, 1 July 2020 and Thursday, 2 July 2020 and raised approximately \$2.0 million. New Shares are expected to be issued under the Institutional Entitlement Offer on Friday, 10 July 2020.

There is no minimum subscription to participate in the Entitlement Offer.

An Entitlement and Acceptance Form setting out your Entitlement accompanies this Retail Offer Booklet. Eligible Retail Shareholders may subscribe for all or part of their Entitlement, and may subscribe for Shortfall Shares (up to 100% of their Entitlement under the Entitlement Offer) by specifying the number of Shortfall Shares they wish to apply for in the space provided on their Entitlement and Acceptance Form.

The Entitlement Offer is non-renounceable, which means that Eligible Shareholders cannot trade their Entitlements on the ASX or transfer or otherwise dispose of them to third parties if they do not wish to take them up.

All of the New Shares issued under the Entitlement Offer will be fully paid and rank equally with the Shares on issue at the date of this Retail Offer Booklet.

The choices available to Eligible Retail Shareholders in respect of the Retail Entitlement Offer are described in Section 2. The Retail Entitlement Offer is scheduled to close at 5.00pm (Melbourne time) on Tuesday, 28 July 2020.

Eligible Retail Shareholders should be aware that an investment in the Company involves risks. The key risks identified by the Company are set out in the Investor Presentation attached as Annexure B to this Retail Offer Booklet.

1.2 Purpose of Entitlement Offer

The Entitlement Offer will raise approximately \$4 million (before costs associated with the Entitlement Offer).

The Company intends to apply the funds raised for the purposes of:

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

1.3 Eligibility to participate in the Retail Entitlement Offer

The Retail Entitlement Offer is being made to all Eligible Retail Shareholders (as defined in the Glossary in Section 4). The number of New Shares to which each Eligible Retail Shareholder is entitled is shown in the accompanying, personalised Entitlement and Acceptance Form.

Directors and other related parties who are Eligible Retail Shareholders may participate in the Retail Entitlement Offer.

“Eligible Retail Shareholders” are those persons who:

- are not an Eligible Institutional Shareholder invited to participate in the Institutional Entitlement Offer, and were not treated as an Ineligible Institutional Shareholder under the Institutional Entitlement Offer;
- are registered as a holder of Shares as at the Record Date, being 7.00pm (Melbourne time) on Friday, 3 July 2020;
- have a registered address on the Company’s Share Registry in Australia or New Zealand, or are Shareholders who the Company has otherwise determined to be eligible to participate in the Retail Entitlement Offer;
- are not in the United States and are not acting for the account or benefit of a person in the United States (to the extent such person holds Shares for the account or benefit of such person in the United States); and
- are eligible under all applicable securities laws to receive and participate in the Entitlement Offer.

By returning a completed Entitlement and Acceptance Form or making a payment via BPAY, you will be taken to have represented and warranted that you satisfy each of the criteria to be an Eligible Retail Shareholder. Nominees, trustees or custodians are therefore advised to seek independent professional advice on how to proceed.

Determination of the eligibility of investors for the purposes of the Entitlement Offer is determined by reference to a number of matters, including legal requirements, logistical and registry constraints, and the discretion of the Company. Amplia and the Underwriter disclaim any liability in respect of the exercise or otherwise of that determination and discretion, to the maximum extent permitted by law.

Amplia may (in its absolute sole discretion) extend the Retail Entitlement Offer to any institutional shareholder who was eligible to participate in the Institutional Entitlement Offer but was not invited to participate in the Institutional Entitlement Offer and was not treated as an Ineligible Institutional Shareholder under the Entitlement Offer (subject to compliance with applicable laws).

1.4 Entitlements and acceptance

Details of how to apply under the Retail Entitlement Offer are set out in Section 2 of this Retail Offer Booklet.

The Entitlement of Eligible Retail Shareholders to participate in the Retail Entitlement Offer will be determined on the Record Date and is set out on the Entitlement and Acceptance Form accompanying this Retail Offer Booklet. Eligible Retail Shareholders will be permitted to apply for Shortfall Shares in excess of their Entitlement (up to 100% of their Entitlement under the Entitlement Offer) by specifying the number of Shortfall Shares they wish to apply for in the space provided on their Entitlement and

Acceptance Form. If Eligible Retail Shareholders submit applications for Shortfall Shares, any allocation of Shortfall Shares among those applicants, will be allocated in accordance with the allocation policy in Section 1.6 below.

The Directors reserve the right to reject any Application that they believe comes from a person who is not an Eligible Retail Shareholder.

1.5 Non-renounceable

The rights to the New Shares are non-renounceable. Therefore you cannot trade entitlements on the ASX and you cannot transfer or otherwise dispose of them.

1.6 Shortfall Facility

The Retail Entitlement Offer incorporates a Shortfall Facility under which Eligible Retail Shareholders can apply for Shortfall Shares in excess of their pro rata Entitlement. The issue of Shortfall Shares will be dependent on there being a shortfall in the take up of pro rata Entitlements under the Retail Entitlement Offer.

Eligible Retail Shareholders who wish to apply for Shortfall Shares under the Shortfall Facility can do so by specifying the number of Shortfall Shares they wish to apply for (up to a maximum number of Shortfall Shares representing 100% of their Entitlement under the Entitlement Offer) in the space provided on their Entitlement and Acceptance Form.

Allocation of shortfall among applicants under the Shortfall Facility

If Eligible Retail Shareholders submit applications under the Shortfall Facility, any allocation of Shortfall Shares among those applicants will be allocated on a pro rata basis (subject to applicable laws and scale back) and will be capped at 100% of Shareholders' respective Entitlements under the Entitlement Offer.

In the event the Retail Entitlement Offer shortfall is equal to or greater than the number of Shortfall Shares applied for under the Shortfall Facility, all of the Shortfall Shares applied for under the Shortfall Facility will be allocated to applicants under the Shortfall Facility (up to 100% of their Entitlement under the Entitlement Offer and to the extent permitted by law).

In the event the Retail Entitlement Offer shortfall is less than the number of Shortfall Shares applied for by applicants, scale back will apply to applicants under the Shortfall Facility on a pro rata basis (to the extent permitted by law).

No certainty regarding allocations

As a consequence of the arrangements described above, there can be no guarantee as to the number of Shortfall Shares available to Eligible Retail Shareholders under the Shortfall Facility.

Eligible Shareholders who apply for Shortfall Shares under the Shortfall Facility will be bound to accept any lesser number of Shortfall Shares allocated to them in accordance with the allocation procedure described above. If you do not receive all of the Shortfall Shares you applied for, any excess application monies (greater than \$2) will be returned to you without interest.

Takeover law requirements

It is the responsibility of each Eligible Retail Shareholder to ensure that it will not breach the takeovers provisions under the Corporations Act by applying for Shortfall Shares under the Shortfall Facility. These provisions are set out in Section 606 of the

Corporations Act. No Eligible Shareholder will be permitted to acquire Shortfall Shares under the Shortfall Facility to the extent Amplia considers (acting reasonably) that doing so would result in a contravention of the takeovers limits in Section 606 of the Corporations Act.

1.7 Underwriting

The Entitlement Offer is fully underwritten by the Underwriter, Taylor Collison Limited, pursuant to the underwriting agreement entered into between the Company and the Underwriter on 1 July 2020 (**Underwriting Agreement**).

The Underwriter is not a related party of the Company for the purposes of the ASX Listing Rules and Corporations Act.

A summary of the Underwriting Agreement is set out in Section 3.6.

1.8 Capital Structure following the Entitlement Offer

The capital structure of the Company following completion of the Entitlement Offer is set out below.

Share capital structure	
Shares on issue prior to launch of the Offer	66,463,185
Shares to be issued under the Institutional Entitlement Offer	19,876,602
Shares to be issued under the Retail Entitlement Offer	20,001,309
Total Shares on issue after completion of the Entitlement Offer	106,341,096
Total options on issue	12,353,688

1.9 Potential effect of the Entitlement Offer on control of the Company

The potential effect that the Entitlement Offer will have on the control of Amplia, and the consequences of that effect, will depend on a number of factors, including investor demand and existing shareholdings, and any pre-commitment and sub-underwriting arrangements entered by the Underwriter with Eligible Shareholders and sub-underwriters.

Given the structure of the Entitlement Offer as a pro-rata issue, the likely effect that the issue of the New Shares will have on the control of the Company can be summarised as follows:

- (a) if all Eligible Shareholders take up their Entitlement for the New Shares under the Entitlement Offer, the Entitlement Offer will have no material effect on the control of the Company;
- (b) to the extent that any Eligible Shareholder does not take up their Entitlement for the New Shares under the Entitlement Offer, that Eligible Shareholder's percentage holding in the Company will be diluted;
- (c) to the extent that an Eligible Shareholder takes up their full Entitlement for New Shares and acquires Shortfall Shares, that Eligible Shareholder's percentage holding in the Company will increase; and

- (d) to the extent that there are any Shortfall Shares remaining following completion of the Entitlement Offer, the Underwriter will be required to subscribe for, or procure subscriptions for, those Shortfall Shares pursuant to the Underwriting Agreement it has entered into with the Company (see Section 3.6 for the key terms of the Underwriting Agreement).

In the event that no Entitlements are taken up under the Retail Entitlement Offer, the Underwriter will be required to subscribe for, or procure subscriptions for 20,001,309 Shortfall Shares under the Retail Entitlement Offer.

If the Underwriter subscribed for these Shortfall Shares alone (without any assistance from sub-underwriters), it would acquire a relevant interest in approximately 18.8% of the capital of the Company following completion of the Entitlement Offer. Given the discounted price of Entitlements offered under the Entitlement Offer (compared with the market price of Shares), the facility that enables Eligible Retail Shareholders to apply for new Shares in excess of their Entitlements and the sub-underwriting commitments obtained from certain institutional investors, this is not expected to occur.

1.10 Ranking of New Shares

The New Shares issued under the Entitlement Offer will be fully paid and rank equally with existing Shares. The rights and liabilities attaching to the New Shares are set out in Amplia's constitution, a copy of which is available on www.asx.com.au and the Company's website.

1.11 Quotation and Allotment

Application will be made to the ASX for quotation of the New Shares.

The fact that the ASX may grant official quotation to the New Shares is not to be taken in any way as an indication of the merits of the Company or the New Shares.

Allotment of New Shares under the Entitlement Offer will only be made after permission for their quotation on the ASX has been granted.

Application Monies will be held by the Company in trust for Applicants until the New Shares are allotted. No interest will be paid on Application Monies in the event that monies are refunded.

1.12 Issue and Despatch

The expected dates for issue of New Shares offered by this Retail Offer Booklet and despatch of holding statements is expected to occur on the dates specified in the 'Offer details and key dates' section of this Retail Offer Booklet.

Eligible Retail Shareholders who have elected to receive communications from the Company by email will be emailed the Retail Offer Booklet at their nominated email address.

It is the responsibility of Applicants to determine their allocation prior to trading in the New Shares. Applicants who sell New Shares before they receive their holding statements do so at their own risk.

1.13 CHESS

The Company is a participant in CHESS, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHESS will be issuer sponsored by the Company. Because the sub-registers are electronic,

ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of New Shares allotted to them under this Retail Offer Booklet. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHESS and issuer sponsorship.

Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

1.14 Further information

Eligible Retail Shareholders can obtain a copy of this Retail Offer Booklet from the Company's website at www.ampliatx.com, the ASX website at www.asx.com.au or by contacting the Company at info@ampliatx.com during the Entitlement Offer period.

Persons who access the electronic version of this Retail Offer Booklet should ensure that they download and read the entire Retail Offer Booklet. The electronic version of this Retail Offer Booklet will not include an Entitlement Acceptance Form. A replacement Entitlement and Acceptance Form can be requested by contacting the Company at info@ampliatx.com

2 How to apply

2.1 What Eligible Retail Shareholders may do

The number of New Shares to which you are entitled is shown on the accompanying Entitlement and Acceptance Form.

You may:

- (a) take up all of your Entitlement and apply for Shortfall Shares under the Shortfall Facility (refer to Section 2.2); or
- (b) take up part or all of your Entitlement (refer to Section 2.4);
- (c) do nothing and let your Entitlement lapse (refer to Section 2.5).

Details on how to pay for your Entitlements are set out in Section 2.3.

2.2 Taking up all or part of your Entitlement and participating in the Shortfall Facility

If you wish to take up part or all of your Entitlement in full, please either:

- pay your Application Monies via BPAY® by following the instructions set out in your personalised Entitlement and Acceptance Form; or
- complete and return the personalised Entitlement and Acceptance Form that is enclosed with the paper copy of this Retail Offer Booklet with the requisite Application Monies,

in each case so that Application Monies are received by the Share Registry no later than 5.00pm (Melbourne time) on Tuesday, 28 July 2020.

Amplia will treat you as applying for as many New Shares as your payment will pay for in full. Amounts received by Amplia in excess of your Entitlement will be treated as an application to apply for as many Shortfall Shares as the excess amount will pay for in full.

If you decide to take up all or part of your Entitlement then you must ensure that you submit your personalised Entitlement and Acceptance Form with the requisite Application Monies so that payment is received before the close of the Retail Entitlement Offer at 5:00 pm (Melbourne time) on Tuesday, 28 July 2020. If you choose to pay by BPAY®, then:

- you do not need to submit the personalised Entitlement and Acceptance Form but are taken to have made the declarations on that Entitlement and Acceptance Form; and
- if you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares which is covered in full by your application monies.

It is anticipated that New Shares will be issued on Tuesday, 4 August 2020, and normal trading of New Shares will commence on the ASX on Wednesday, 5 August 2020.

2.3 Payment methods

If you are an Eligible Shareholder with a registered address in Australia or New Zealand, this Offer Booklet will be accompanied by a personalised Entitlement and Acceptance Form with instructions on how to make payment in Australian dollars.

Eligible Shareholders must subscribe for New Shares under the Entitlement Offer in Australian dollars irrespective of their place of residence. Please contact the Share Registry to request a further personalised Entitlement and Acceptance Form.

Payment by BPAY® (in Australian dollars)

For payment by BPAY®, please follow the instructions on the personalised Entitlement and Acceptance Form (which includes the Biller Code and your unique Reference Number). You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions.

Please note that should you choose to pay by BPAY®:

- you do not need to submit the personalised Entitlement and Acceptance Form but are taken to have made the declarations on that Entitlement and Acceptance Form; and
- if you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares which is covered in full by your Application Monies.

Please make sure to use the specific Biller Code and unique Reference Number on your personalised Entitlement and Acceptance Form. If you receive more than one personalised Entitlement and Acceptance Form, please only use the Reference Number specific to the Entitlement on that form.

If you inadvertently use the same Reference Number for more than one of your Entitlements, you will be deemed to have applied only for New Shares on the Entitlement to which that Reference Number applies.

It is your responsibility to ensure that your BPAY® payment is received by the Registry by no later than 5:00 pm (Melbourne time) on Tuesday, 28 July 2020 (subject to any variation). You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment.

Any Application Monies received for more than your final allocation of New Shares and Shortfall Shares will be refunded to you as soon as practicable (where the amount is \$2.00 or greater). No interest will be paid to applicants on any Application Monies received or refunded.

Payment by cheque, bank draft or money order

You should complete your personalised Entitlement and Acceptance Form in accordance with the instructions on the form and return it accompanied by a cheque, bank draft or money order for the amount of the Application Monies, payable to "Amplia Therapeutics Limited" and crossed "Not Negotiable".

Your cheque, bank draft or money order must be:

- for an amount equal to \$0.10 multiplied by the number of New Shares and Shortfall Shares that you are applying for; and
- in Australian currency drawn on an Australian or New Zealand branch of a financial institution.

You should ensure that sufficient funds are held in relevant account(s) to cover the Application Monies. If the amount of your cheque for Application Monies (or the amount for which the cheque clears in time for allocation) is insufficient to pay in full for the number of New Shares you have applied for in your personalised Entitlement and Acceptance Form, you will be taken to have applied for such lower number of whole New Shares as your cleared Application Monies will pay for (and to have specified that number of New Shares on your personalised Entitlement and Acceptance Form). Alternatively, your application may not be accepted. Please note that cheques will be banked on the day of receipt and post-dated cheques may not be accepted.

Any application monies received for more than your final allocation of New Shares and Shortfall Shares (only where the amount is \$2.00 or greater) will be refunded as soon as practicable. No interest will be paid on any Application Monies received or refunded.

Cash payments will not be accepted. Receipts for payment will not be issued.

To participate in the Entitlement Offer, your payment must be received by the Share Registry no later than the close of the Entitlement Offer, at 5:00pm (Melbourne time) on Tuesday, 28 July 2020 (subject to any variation). Shareholders who make payment via cheque, bank draft or money order should mail their completed personalised Entitlement and Acceptance Form together with application monies to:

In Australian dollars to:

Computershare Investor Services Pty Ltd
GPO Box 505, Melbourne VIC 3001
Australia

A reply paid envelope is enclosed for the convenience of Eligible Retail Shareholders based in Australia. Eligible Retail Shareholders in New Zealand will need to affix the appropriate postage.

2.4 Taking up part of your Entitlement and allowing the balance to lapse

If you wish to take up part of your Entitlement, complete the Entitlement and Acceptance Form for the number of New Shares you wish to take up and follow the other steps required under Section 2.3.

2.5 Allow your entitlement to lapse

If you do not wish to accept all or any part of your Entitlement, do not take any further action and that part of your Entitlement will lapse.

2.6 Consequences of not accepting your entitlement

If you do not accept all or part of your Entitlement in accordance with the instructions set out above, any New Shares that you would have otherwise been entitled to under the Entitlement Offer may be acquired by other Eligible Retail Shareholders under the Shortfall Facility, or otherwise will be acquired by the Underwriter or sub-underwriters.

No party is anticipated to acquire a relevant interest in voting Shares exceeding 20% as result of the Entitlement Offer, the Shortfall Facility or the underwriting arrangements.

2.7 Eligible Retail Shareholder declarations

A completed Application, or a payment made through BPAY® constitutes a binding offer to acquire New Shares on the terms and conditions set out in this Retail Offer Booklet and, once lodged or paid, cannot be withdrawn. If the Entitlement and Acceptance Form is not completed correctly it may still be treated as a valid application for New Shares. The Directors' decision whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form, is final.

By completing and returning your Entitlement and Acceptance Form with the requisite Application Monies or making a payment by BPAY®, you will be deemed to have acknowledged, represented and warranted for the benefit of the Company and the Underwriter, on behalf of each person on whose account you are acting that you are an Eligible Retail Shareholder and:

- (a) you have received, read and understood this Retail Offer Booklet and your Entitlement and Acceptance Form in their entirety;
- (b) you agree to be bound by the terms and conditions of the Entitlement Offer, the provisions of this Retail Offer Booklet and the accompanying Entitlement and Acceptance Form, and the Company's constitution;
- (c) you authorise the Company to register you as the holder(s) of New Shares allotted to you;
- (d) all details and statements in the Entitlement and Acceptance Form are complete and accurate and up to date;
- (e) you are over 18 years of age and have full legal capacity and power to perform all of your rights and obligations under the Entitlement and Acceptance Form;
- (f) you accept that there is no cooling off period under the Retail Entitlement Offer and that once the Company receives your Entitlement and Acceptance Form or

any payment of Application Monies via BPAY®, you may not withdraw your Application or funds provided except as allowed by law;

- (g) you agree to apply for and be issued up to the number of New Shares specified in the Entitlement and Acceptance Form, or for which you have submitted payment of any Application Monies via BPAY®, at the Offer Price per New Share;
- (h) you authorise the Company, the Underwriter, the Share Registry and their respective officers or agents to do anything on your behalf necessary for New Shares to be issued to you, including to act on instructions of the Share Registry upon using the contact details set out in your Entitlement and Acceptance Form;
- (i) you acknowledge and agree that:
 - (i) determination of eligibility of investors for the purposes of the institutional or retail components of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of Amplia and/or the Underwriter;
 - (ii) each of Amplia and the Underwriter, and each of their respective affiliates, disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law;
- (j) you declare that you:
 - (i) are the registered holder(s) at the Record Date of the Shares indicated on the Entitlement and Acceptance Form as being held by you;
 - (ii) did not receive an invitation to participate in the Institutional Entitlement Offer either directly or through a nominee;
 - (iii) are not an Ineligible Institutional Shareholder under the Institutional Entitlement Offer; and
 - (iv) are otherwise eligible to participate in the Retail Entitlement Offer;
- (k) the information contained in this Retail Offer Booklet and your Entitlement and Acceptance Form is not investment advice nor a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular needs;
- (l) this Retail Offer Booklet is not a prospectus, does not contain all of the information that you may require in order to assess an investment in the Company and is given in the context of the Company's past and ongoing continuous disclosure announcements to the ASX;
- (m) you acknowledge the statement of risks in the "Risk factors" section of the Investor Presentation (refer to Annexure B), and that investments in the Company are subject to risks, not all of which are disclosed in this Retail Offer Booklet, nor the Investor Presentation;
- (n) you acknowledge that none of the Company or the Underwriter or their respective related bodies corporate and affiliates and their respective directors, officers, partners, employees, representatives, agents, consultants or advisers,

guarantees the performance of the Company, nor do they guarantee the repayment of capital;

- (o) you agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Entitlement Offer and of your holding of Shares on the Record Date;
- (p) you authorise the Company to correct any errors in your Entitlement and Acceptance Form or other form provided by you;
- (q) for the benefit of the Company, the Underwriter and their respective related bodies corporate and affiliates, you are not an Ineligible Shareholder and you are eligible to participate in the Entitlement Offer;
- (r) the law of any place does not prohibit you from being given this Retail Offer Booklet and the Entitlement and Acceptance Form, nor does it prohibit you from making an Application for New Shares and that you are otherwise eligible to participate in the Retail Entitlement Offer;
- (s) you are an Eligible Retail Shareholder and are not in the United States and are not a person (including nominees or custodians) acting for the account or benefit of a person in the United States and are not otherwise a person to whom it would be illegal to make an offer or issue New Shares under the Retail Entitlement Offer;
- (t) you acknowledge that the New Shares have not been, and will not be, registered under the US Securities Act and may not be offered or sold, directly or indirectly, in the United States absent registration except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act and any other applicable securities laws;
- (u) you have not and will not send any materials relating to the Retail Entitlement Offer to any person (including nominees or custodians) where to do so would breach applicable laws;
- (v) if in the future you decide to sell or otherwise transfer the New Shares, you will only do so in transactions where neither you nor any person acting on your behalf knows, or has reason to suspect, that the sale is illegal; and
- (w) you make all other representations and warranties set out in this Retail Offer Booklet.

2.8 Nominees, Trustees and Custodians

The Retail Entitlement Offer is being made to all Eligible Retail Shareholders. Nominees with registered addresses in the eligible jurisdictions, irrespective of whether they participated under the Institutional Entitlement Offer, may also be able to participate in the Retail Entitlement Offer in respect of some or all of the beneficiaries on whose behalf they hold existing Shares, provided that the applicable beneficiary would satisfy the criteria for an Eligible Retail Shareholder.

Nominees and custodians who hold Shares as nominees or custodians will have received, or will shortly receive, a letter from the Company. Nominees and custodians should consider carefully the contents of that letter and note in particular that the Retail Entitlement Offer is not available to, and they must not purport to accept the Retail Entitlement Offer in respect of:

- a) Beneficiaries on whose behalf they hold existing Shares who would not satisfy the criteria for an Eligible Retail Shareholder;

- b) Eligible Institutional Shareholders who received an offer to participate in the Institutional Entitlement Offer (whether they exercised their Entitlement or not);
- c) Ineligible Institutional Shareholders who were ineligible to participate in the Institutional Entitlement Offer; or
- d) Shareholders who are not eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer.

In particular, persons acting as nominees for other persons may not exercise Entitlements on behalf of, or send any documents relating to the Retail Entitlement Offer to, any person in the United States. Persons in the United States and persons acting for the account or benefit of persons in the United States are not permitted to participate in the Retail Entitlement Offer.

The Company is not required to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial owners of Shares or Entitlements. Where any holder is acting as a nominee for a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Retail Entitlement Offer is compatible with applicable foreign laws. Amplia is not able to advise on foreign laws.

2.9 Withdrawal of the Entitlement Offer

Subject to applicable law, the Company reserves the right to withdraw the Entitlement Offer at any time before the issue of New Shares, in which case the Company will refund any Application Monies already received in accordance with the Corporations Act and will do so without interest being payable to Applicants.

To the fullest extent permitted by law, you agree that any Application Monies paid by you to Amplia will not entitle you to receive any interest and that any interest earned in respect of Application Monies will belong to Amplia.

2.10 Brokerage and Stamp Duty

No brokerage fee is payable by Eligible Shareholders who accept their Entitlement. No stamp duty is payable for subscribing for New Securities under the Entitlement Offer.

2.11 Information Availability

Eligible Shareholders can obtain a copy of this Offer Booklet from Amplia's website at www.ampliatx.com, the ASX website at www.asx.com.au, or by emailing the Company at info@ampliatx.com until the Closing Date. Shareholders who access the electronic version of this Offer Booklet should ensure that they download and read the entire Offer Booklet (including the Investor Presentation at Annexure B). The Entitlement and Acceptance Form attached to the electronic version of this Offer Booklet must be used within Australia or New Zealand. An Entitlement and Acceptance Form cannot be downloaded without also downloading this Offer Booklet.

3 Important information

3.1 Information and Representations

This Retail Offer Booklet (including the enclosed Entitlement and Acceptance Form) has been prepared by the Company.

There may be additional announcements made by the Company after the date of this Retail Offer Booklet and throughout the period that the Entitlement Offer is open that

may be relevant to your consideration of whether to take up or do nothing in respect of your Entitlement. Therefore, it is prudent that you check whether any further announcements have been made by the Company (by visiting the ASX website at www.asx.com.au, or the Company's website at www.ampliatx.com) before submitting your Application.

No party other than the Company has authorised or caused the issue of this Retail Offer Booklet, or takes any responsibility for, or makes, any statements, representations or undertakings in this Retail Offer Booklet.

No person is authorised to give any information, or to make any representation, in connection with the Entitlement Offer not contained in this Retail Offer Booklet.

Any information or representation not contained in this Retail Offer Booklet may not be relied on as having been authorised by the Company, the Underwriter, or any of their respective related bodies corporate, in connection with the Entitlement Offer. The Underwriter and its representatives, to the maximum extent permitted by law, expressly disclaim any responsibility or liability for the contents of this Retail Offer Booklet.

3.2 Not a prospectus

Neither this Retail Offer Booklet nor the Entitlement and Acceptance Form is a prospectus for the purposes of the Corporations Act and neither have been lodged with ASIC. These documents do not contain the type of information which would be required to be included in a prospectus.

Accordingly, the level of disclosure contained in this Retail Offer Booklet is significantly less than that required under a prospectus and Eligible Shareholders should consider all relevant facts and circumstances, including their knowledge of the Company and all disclosures made to the ASX and should consult their professional advisors before deciding to accept the Entitlement Offer.

3.3 Trading of New Shares

It is expected that trading on the ASX of New Shares to be issued under the Retail Entitlement Offer will commence at 10.00am (Melbourne time) on Wednesday, 5 August 2020 on a normal settlement basis.

3.4 Foreign Jurisdictions – restrictions and limitations

This Retail Offer Booklet has not been, nor will it be lodged, filed or registered with any regulatory authority under the securities laws of any other country outside Australia.

New Zealand Shareholders

The New Shares are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered address in New Zealand to whom the offer of these securities is being made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand).

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Securities Act 1978 (New Zealand) or the Financial Markets Conduct Act 2013 (New Zealand). This document is not an investment statement or prospectus or product disclosure statement under New Zealand law and is not required to and may not, contain all the information that an information statement or prospectus or product disclosure statement under New Zealand law is required to contain.

United States Shareholders

This Entitlement Offer does not constitute an offer in the United States of America, nor does it constitute an offer to a person who is a US Person or someone who is acting on behalf of a US Person.

The New Shares have not been, and will not be, registered under the US Securities Act and may not be offered or sold in the United States of America, or to, or for the account or benefit of, US Persons (as defined in Rule 902 under the US Securities Act) except under an available exemption from registration under the US Securities Act. These Shares may only be resold or transferred if registered under the US Securities Act or pursuant to an exemption from registration under the US Securities Act and in compliance with state securities laws. The Company is under no obligation and has no intention to register the New Shares in the United States of America.

3.5 Ineligible Shareholders

Shareholders who are not Eligible Shareholders are Ineligible Shareholders. The Company reserves the right to determine whether a Shareholder is an Eligible Shareholder or an Ineligible Shareholder.

The Company has determined, in reliance of ASX Listing Rule 7.7.1, that it would be unreasonable to extend the Entitlement Offer to Ineligible Shareholders, having regard to:

- (a) the small number of Ineligible Shareholders as a proportion of the total Shareholders;
- (b) the small number and value of the New Shares which would be offered to Ineligible Shareholders if they were Eligible Shareholders; and
- (c) the cost of complying with the legal and regulatory requirements in the overseas jurisdictions.

Accordingly, the Entitlement Offer is not being extended to any Shareholders outside Australia and New Zealand unless those Shareholders would be eligible under all applicable securities laws to receive an offer of, and be issued, New Shares under the Entitlement Offer without lodgement, filing or registration of the Entitlement Offer or any document issued in connection with the Entitlement Offer with any regulatory authority.

Where this Retail Offer Booklet has been dispatched to an Ineligible Shareholder and where that jurisdiction's law, code or legislation prohibits or restricts in any way the making of the Entitlement Offer, this Retail Offer Booklet is provided for information purposes only.

3.6 Summary of the underwriting arrangements for the Entitlement Offer

The Underwriter has agreed to manage and fully underwrite the Entitlement Offer on the terms set out in an underwriting agreement dated 1 July 2020 between the Underwriter and the Company (**Underwriting Agreement**).

As is customary with these types of arrangements:

- (a) the Underwriting Agreement includes a number of termination events (in certain circumstances, having regard to the materiality of the relevant event). These are described in detail in the "Underwriting Agreement" section of the Investor Presentation (refer to Annexure B);

- (b) the Company has agreed, subject to certain carve-outs, to indemnify the Underwriter, its affiliates and related bodies corporate, and each of its directors, officers, partners and employees against any losses they may suffer or incur in connection with the Entitlement Offer;
- (c) the Company and the Underwriter have given certain representations, warranties and undertakings in connection with the Entitlement Offer;
- (d) the Underwriter will receive:
 - (i) an underwriting fee equal to 4.0% of the gross Entitlement Offer proceeds;
 - (ii) a management fee of 2.0% of the gross Entitlement Offer proceeds; and
 - (iii) 2,000,000 unlisted options, each of which is exercisable for one New Share at an exercise price of \$0.20 during the period that is 12 to 36 months after the date of issue of the options; and
- (e) the Underwriter is entitled to reimbursement of certain costs and expenses.

3.7 Risks

The Investor Presentation (Annexure B) details important factors and risks that could affect the financial and operating performance of the Company. You should consider these factors in light of your personal circumstances, including financial and taxation issues, before making a decision in relation to your Entitlement.

3.8 No cooling off rights

Cooling off rights do not apply to an investment in New Shares. You cannot withdraw your Application once it has been accepted.

3.9 Rounding of Entitlements

Where fractions arise in the calculation of an Entitlement, they will be rounded up to the nearest whole number of New Shares.

3.10 No guarantees of future performance

The Company, the Underwriter, their representatives or any other person, do not warrant or guarantee the future performance of the Company or any return on any investment made under this Entitlement Offer.

3.11 No investment advice

This Entitlement Offer is being made pursuant to the provisions of the Corporations Act which allow pro rata entitlement offers to be made without a prospectus. This Retail Offer Booklet does not constitute financial product advice and has been prepared without taking into account Eligible Shareholders' investment objectives, financial circumstances or particular needs. The Retail Offer Booklet does not purport to contain all the information that Eligible Shareholders may require to make an informed investment decision regarding, or about the rights attaching to, the New Shares. Before deciding whether to apply for New Shares, each Eligible Shareholder should consider whether the Company is a suitable investment for them in light of their own investment objectives and financial circumstances and should consider seeking professional advice

from their accountant, stockbroker, lawyer or other professional adviser before deciding whether or not to invest.

3.12 Taxation

There may be tax implications associated with participating in the Entitlement Offer and receiving New Shares. The potential tax effects of participating in the Entitlement Offer will vary between investors and accordingly each investor is responsible for obtaining its own tax advice. The Company recommends that you consult your professional tax adviser in connection with the Retail Entitlement Offer.

3.13 Governing Law

This Retail Offer Booklet, the Entitlement Offer and the contracts formed on acceptance of the Entitlement and Acceptance Forms or payment via BPAY® are governed by the laws applicable in Victoria, Australia. Each Applicant for New Shares submits to the non-exclusive jurisdiction of the courts of Victoria, Australia.

3.14 Privacy

If you complete an Entitlement and Acceptance Form, you will be providing personal information to the Company (directly or through the Share Registry). The Company collects, holds and will use that information to assess your Application, service your needs as a Shareholder and to facilitate distribution payments and corporate communications to you as a Shareholder.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Share Registry.

Shareholders can access, correct and update the personal information that is held about them, by contacting the Share Registry.

Collection, maintenance and disclosure of certain personal information is governed by legislation, including the *Privacy Act 1988* (Cth) and the Corporations Act. You should note that if all information required on the Entitlement and Acceptance Form is not provided, the Company may not be able to accept or process your Application.

3.15 Continuous Disclosure

The Company is a “disclosing entity” under the Corporations Act and is subject to regular reporting and disclosure obligations under the Corporations Act and the ASX Listing Rules, including the preparation of annual reports and half yearly reports.

The Company is required to notify the ASX of information about specific events and matters as they arise for the purposes of the ASX making that information available to the stock markets conducted by the ASX. In particular, Amplia has an obligation under the ASX Listing Rules (subject to certain exceptions) to notify the ASX immediately of any information of which it is or becomes aware which a reasonable person would expect to have a material effect on the price or value of Amplia Shares. That information is available to the public from the ASX.

4 Glossary

Term	Meaning
\$	Australian dollars.
Applicant	A person who has applied to subscribe for New Shares under the Entitlement Offer.
Application	A completed Entitlement and Acceptance Form submitted by an Eligible Shareholder.
Application Monies	The aggregate money payable for New Shares (and where applicable, Shortfall Shares) applied for by an Applicant.
ASIC	Australian Securities and Investments Commission.
ASX	ASX Limited (ABN 98 008 624 691) or the financial market operated by it.
ASX Listing Rules	The official listing rules of the ASX, as amended from time to time.
Board	The Board of Directors of the Company unless the context indicates otherwise.
CHESS	The clearing house electronic sub register system, an automated transfer and electronic settlement system for transactions in securities quoted on the ASX under which transfers are effected in paperless form.
Closing Date	The closing date of the Retail Entitlement Offer being Tuesday, 28 July 2020 (at 5.00pm), unless extended.
Company or Amplia	Amplia Therapeutics Limited ACN 165 160 841.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	A director of the Company.
Eligible Institutional Shareholder	A Shareholder at the Record Date, being an institutional, professional or sophisticated Shareholder who was successfully invited to participate in the Institutional Entitlement Offer (as determined by the Company and the Underwriter in their discretion)
Eligible Retail Shareholder	A Shareholder that has the meaning given in Section 1.3 of this Retail Offer Booklet.
Eligible Shareholder	A Shareholder who is an Eligible Institutional Shareholder or an Eligible Retail Shareholder.
Entitlement	The number of New Shares that an Eligible Shareholder is entitled to apply for under the Entitlement Offer (on the basis of 3 New Shares for every 5 Shares held on the Record Date).
Entitlement and Acceptance Form	The personalised Entitlement and Acceptance Form accompanying this Retail Offer Booklet.
Entitlement Offer	The Institutional Entitlement Offer and the Retail Entitlement Offer.
GST	Goods and Services Tax (imposed under the <i>A New Tax System (Goods and Services Tax) Act 1999</i> (Cth)).

Term	Meaning
Ineligible Institutional Shareholder	A Shareholder at the Record Date, being an institutional or sophisticated Shareholder who: <ul style="list-style-type: none"> (a) has a registered address which is not in Australia or New Zealand; (b) is in the United States or is a US Person or acting for the account or benefit of a US Person; (c) is ineligible under any applicable securities laws to receive an offer under the Entitlement Offer; or (d) is deemed to be ineligible as determined by the Company and the Underwriter.
Ineligible Retail Shareholder	A Shareholder at the Record Date who: <ul style="list-style-type: none"> (a) is not an Eligible Institutional Shareholder, Ineligible Institutional Shareholder or Eligible Retail Shareholder; (b) has a registered address which is not in Australia or New Zealand; (c) is in the United States or is a US Person or acting for the account or benefit of a US Person; or (d) is ineligible under any applicable securities laws to receive an offer under the Entitlement Offer.
Ineligible Shareholder	An Ineligible Retail Shareholder or Ineligible Institutional Shareholder.
Institutional Entitlement	The number of New Shares that an Eligible Institutional Shareholder is entitled to apply for under the Institutional Entitlement Offer.
Institutional Entitlement Offer	The pro rata accelerated non-renounceable entitlement offer to Eligible Institutional Shareholders.
Investor Presentation	The Investor Presentation at Annexure B of this Offer Booklet.
New Share	A new Share to be issued under the Entitlement Offer.
Offer Price	\$0.10 (10 cents) per New Share subscribed for.
Record Date	7.00pm (Melbourne time) on Friday, 3 July 2020.
Retail Entitlement	The number of New Shares that an Eligible Retail Shareholder is entitled to apply for under the Retail Entitlement Offer.
Retail Entitlement Offer	The pro rata non-renounceable offer to Eligible Retail Shareholders to subscribe for 3 New Shares for every 5 existing Shares, to which an Eligible Retail Shareholder is the registered holder of on the Record Date, at the Offer Price.
Retail Offer Booklet	This Entitlement Offer information booklet in relation to the Retail Entitlement Offer, dated Wednesday, 8 July 2020.
Share	A fully paid ordinary share in the capital of the Company.
Shareholder	A holder of a Share.
Share Registry	Computershare Investor Services Pty Limited.

Term	Meaning
Shortfall Facility	The facility described in Section 1.6 of this Offer Booklet under which Eligible Retail Shareholders may apply for Shortfall Shares up to 100% of their Entitlement.
Shortfall Shares	The New Shares subscribed for and issued to an Eligible Retail Shareholder beyond their Entitlement under the Retail Entitlement Offer, through the Shortfall Facility.
Underwriter	Taylor Collison Limited ACN 008 172 450.
Underwriting Agreement	The underwriting agreement in respect of the Entitlement Offer dated 1 July 2020 between the Company and the Underwriter.
United States	United States of America
US Person	As defined in Regulation S under the US Securities Act.
US Securities Act	US Securities Act of 1933 (as amended).

Corporate Directory

Amplia Therapeutics Limited (ASX: ATX)

Directors

Dr Warwick Tong
Dr John Lambert
Dr Christopher Burns
Dr Robert Peach

Chief Executive Officer

Dr John Lambert

Company Secretary

Mr Andrew Cooke

Registered Office

Level 29, 55 Collins Street,
Melbourne, VIC, 3000
Email: info@ampliatx.com
www.ampliatx.com

Share Registry

Computershare Investor
Services Pty Limited
452 Johnston Street
Abbotsford VIC 3067
www.computershare.com.au

Annexure A – ASX Announcement

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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www.ampliatx.com

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.

Annexure B – Investor Presentation

Investor Presentation

July 2020

Amplia Therapeutics Limited



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Disclaimer



This investor presentation (Presentation) has been prepared by Amplia Therapeutics Limited ACN 165 160 841 (Amplia or the Company) and is dated 1 July 2020. This Presentation has been prepared in relation to an underwritten, 3 for 5 pro rata accelerated non-renounceable entitlement offer of new ordinary fully paid shares in Amplia (Entitlement Offer). The Entitlement Offer is being made under section 708AA of the Corporations Act 2001 (Cth) (Corporations Act).

This Presentation contains summary information about Amplia and its activities as at the date of this Presentation. The information in this Presentation is of a general nature and does not purport to be complete or comprise all information which a shareholder or potential investor may require in order to determine whether to deal in Amplia shares or that would be required in a prospectus or product disclosure statement prepared in accordance with the requirements of the Corporations Act. It should be read in conjunction with Amplia's other periodic and continuous disclosure announcements lodged with the Australian Securities Exchange, which are available at www.asx.com.au.

Not an offer

This Presentation is not a prospectus, product disclosure statement or other offering document under Australian law, or any other law. This Presentation is for information purposes only and is not an invitation or offer of securities for subscription, purchase or sale in any jurisdiction. In particular, this Presentation has been prepared for release in Australia and is not for distribution or release in the United States. A retail information booklet for the retail component of the Entitlement Offer (Retail Offer Booklet) will be available following its lodgment with ASX. Any eligible retail shareholder who wishes to participate in the Entitlement Offer should consider the Retail Offer Booklet in deciding whether to apply under the Entitlement Offer. Anyone who wishes to apply for Amplia shares under the retail component of the Entitlement Offer will need to apply in accordance with the instructions contained in the Retail Offer Booklet and the Entitlement and Acceptance Form that will accompany it.

Restrictions

Any securities offered in connection with this Presentation have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (US Securities Act) or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws. This Presentation may not be distributed in the United States, or any other jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. The distribution of this Presentation outside Australia may be restricted by law, and persons into whose possession this Presentation comes should observe any such restrictions. Any failure to comply with such restrictions may violate applicable securities laws.

Not financial product advice

This Presentation is for information purposes and does not constitute financial product, investment, legal, taxation or other advice or a recommendation to acquire Amplia shares and has been prepared without taking into account the objectives, financial situation or needs of individuals. Before making an investment decision, prospective investors should consider the appropriateness of the available information, having regard to their own objectives, financial situation and needs and seek financial, legal and taxation advice appropriate to their jurisdiction. The Company is not licensed to provide financial advice in respect of its shares. Cooling off rights do not apply to the acquisition of Amplia shares.

Past performance

Past performance information, including past share price performance, should not be relied upon as an indication of future performance.

Investment risk

An investment in Amplia shares is subject to investment and other known and unknown risks, some of which are beyond the control of the Company. Amplia does not guarantee any particular rate of return or the performance of its shares.

Future performance

This Presentation contains certain references to forecasts, estimates, assumptions and other forward-looking statements and statements regarding the intent, belief or current expectations of Amplia. The words "likely", "expect", "aim", "should", "could", "may", "anticipate", "predict", "believe", "plan" and other similar expressions are intended to identify forward-looking statements.

Forward-looking statements, opinions and estimates provided in this Presentation are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends, which are based on interpretations of current market conditions. Forward-looking statements are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. This Presentation contains such statements, which are subject to risk factors associated with an investment in Amplia. The Company believes that these statements are reasonable, but they may be affected by a range of variables which could cause actual results or trends to differ materially.

Forward-looking statements involve known and unknown risks, uncertainties and assumptions and other important factors that could cause actual results, performance or achievements of Amplia to be materially different from future results, performances or achievements expressed or implied by such statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this Presentation.

No representation

No representation or warranty, express or implied, is made as to the fairness or correctness of the information, opinions and conclusions contained in this Presentation. To the maximum extent permitted by law, none of the Company and its related bodies corporate, or their respective directors, employees, agents or advisers, nor any other person, accepts liability for any loss arising from the use of this Presentation or its contents or otherwise arising in connection with it, including without limitation, any liability from fault or negligence on the part of the Company, its related bodies corporate or any of their respective directors, employees, agents or advisers.

Financial data

All references to dollars (\$) and cents are to Australian currency, unless otherwise stated.

Market and industry data

This Presentation contains data relating to the industries, segments and markets in which the Company operates (Industry Data). Unless otherwise stated, this information has been prepared by Amplia using both publicly available data and its own internally generated data. Amplia's internally generated data is based on estimates and assumptions that the directors and management of the Company believe are reasonable. In addition to the Industry Data, the Presentation contains third party market data, estimates and projections. There is no assurance regarding the accuracy of such information and the third party information, and the Industry Data, has not been independently verified by Amplia.

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Contents



1. Program and Company Overview
2. Technology Overview
3. Details of Capital Raising
4. Key Risks
5. Summary of Underwriting Agreement

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Program and Company Overview



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AMP945: Initiation of Clinical Development



In January 2020, Amplia raised \$0.93M to fund the completion of toxicology studies for AMP945, the Company's lead FAK inhibitor

The toxicology studies were conducted under a Good Laboratory Practice (GLP) quality framework and included repeat-dose administration of AMP945 in two species

The studies are complete and have not identified any toxicities that are likely to prevent Amplia from proceeding into a Phase 1 clinical trial of AMP945

Amplia is on the cusp of transition into a clinical-stage company:

- In the coming months, the Company plans to secure the regulatory approvals required to initiate its Phase 1 trial of AMP945 in healthy volunteers
- New capital is required for the preparation and completion of the Phase 1 trial of AMP945
- Assuming a successful outcome, the data from this Phase 1 trial will support the progression of AMP945 into Phase 2 clinical trials for multiple, different indications

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Summary



Capital raising

Undertaking a fully underwritten 3 for 5, pro rata accelerated non-renounceable entitlement offer at an offer price of \$0.10 per share to raise approximately \$4.0 million

Company highlights

- Amplia is developing small molecule drugs against Focal Adhesion Kinase (FAK) for two, significant disease areas:
 - **cancer** – combination therapy in hard-to-treat solid tumours
 - **fibrosis** – prevention and treatment
- Orphan Drug Designations have been received for AMP945 in both pancreatic cancer and idiopathic pulmonary fibrosis
- Range of commercial opportunities for partnering, licensing and co-development
- First Phase 1 clinical trial scheduled to start in 2H 2020
- Data from Phase 1 will be relevant for multiple cancer and fibrotic disease indications
- Investigational New Drug (IND) designation and Phase 2 clinical trial program targeted in 2021



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Amplia's FAKi's provide a promising opportunity set



AMP945 and **AMP886** provide Amplia with several commercial opportunities

Amplia is taking three approaches realize these opportunities:

1. **take AMP945 into clinical development** for pancreatic cancer and idiopathic lung fibrosis (both granted Orphan Drug Designations by the FDA)
2. **license, partner or co-develop** other applications for AMP945 including other cancer combination therapies, fibrotic diseases, uveal melanoma
3. **seek partners** for co-development or licensing of AMP886 to treat wet AMD, cancer or fibrotic diseases

Initially, a Phase 1 clinical trial and parallel preclinical studies are planned



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Readiness for Phase 1 Trial of AMP945



First clinical trial of AMP945 planned to commence in 2H 2020:

- GMP clinical manufacture complete (kg scale)
- Phase 1 site selected

Phase 1 safety trial of orally administered AMP945 in healthy volunteers:

- Single Australian site
- 64 volunteers, cost of ~\$2M
- Single and multiple ascending doses, forecast 6-9 months to complete

Low risk trial:

- FAKi drugs have good safety profile – no known class effects
- AMP945 is highly specific – minimal "off target" activity detected
- healthy volunteers – no delays anticipated for recruiting volunteers



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Targeted Outcomes from Phase 1 Trial of AMP945

Safety

- Establish tolerable doses in healthy volunteers
- Identify safety signals for monitoring in expected later clinical trials

Pharmacokinetics (PK)

- Identify rate of drug clearance and informs optimal dosing frequency
- Establish relationship between dose and systemic exposure
- Inform combination approaches for later trials

Pharmacodynamics (PD)

- Confirm whether AMP945 inhibits FAK in healthy volunteers
- Taken with safety and PK data, informs optimal dose selection for inhibition in FAK



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AMP945 – 18-month development plan

Activity	CY2020			CY2021			
	Q2	Q3	Q4	Q1	Q2	Q3	Q4
preclinical safety studies	▶						
Phase 1 – healthy volunteers			▶				
Phase 1 – data						◆	
IND filing				▶			
preclinical testing		▶					
Phase 2 planning				▶			
Phase 2 – cancer & IPF							▶

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Upcoming targeted milestones



- **July 2020** - report of preclinical toxicology studies (preliminary data received)
- **July 2020** - ethics clearance to commence Phase 1 trial in healthy volunteers
- **Q3 2020** - initiate Phase 1 clinical trial
- **Q2 2021** - select of first indication for Phase 2 based on preclinical combo studies
- **Q2 2021** - headline data from Phase 1 clinical study
- **Q3 2021** - file Investigational New Drug (IND) Application for AMP945 with FDA
- **Q4 2021** - receive IND designation for AMP945
- **H2 2021** - initiate Phase 2 program for AMP945 in cancer and IPF



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Company snapshot¹



<p>Shares 66.5M</p> <p>Market cap \$8.3M</p> <p>Options 10.4M</p> <p>Cash (31 March 2020) \$1.1M</p> <p>Expected qtr burn (\$0.5M)</p> <p>Anticipated cash 30 June 2020 (ex Offer) \$0.6M</p> <p>Headquarters Melbourne</p> <p>Board Warwick Tong (Chair) John Lambert (MD) Robert Peach (NED) Chris Burns (NED)</p> <p>Substantial institutional holders Platinum - 8.6%</p>	<div style="text-align: center;"> <h3>ATX Price and Volume – 6 months</h3>  </div> <table border="0" style="width: 100%; margin-top: 10px;"> <tr> <td style="width: 50%;">price</td> <td style="text-align: right;">\$0.125</td> </tr> <tr> <td>12mth high - low</td> <td style="text-align: right;">\$0.24 - \$0.05</td> </tr> <tr> <td>av. daily volume</td> <td style="text-align: right;">209,500</td> </tr> </table>	price	\$0.125	12mth high - low	\$0.24 - \$0.05	av. daily volume	209,500
price	\$0.125						
12mth high - low	\$0.24 - \$0.05						
av. daily volume	209,500						

¹ as at 30 June 2020

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Board of Directors



Warwick Tong
MB, ChB, MPP, GAICD
Non-Executive Chairman

- GSK (NZ, London, Singapore)
- ex-CEO & Director of Cancer Therapeutics CRC (Melbourne)
- CTxONE Pty Ltd (Chair)
- SurfaceLogix, BioMedVic (ex Chair)



John Lambert
PhD, GAICD
MD & CEO

- Biota (Drug Discovery, Drug Development, Operations)
- Medicines Development for Global Health (Senior Director)
- University Melbourne, ANU, Harvard University



Robert Peach
PhD
Non-Executive
Independent Director

- co-founder Receptos (acquired by Celgene for \$7.8B in 2015)
- Apoptos, Biogen Idec, IDEC, Bristol Myers Squibb
- Director
 - Avalia Immunotherapies
 - AdAlta
 - Rekovery



Chris Burns
PhD, FRSC, GAICD
Non-Executive Director

- Pfizer (UK), Ambri (Head of Chemistry), University of Sydney
- Cytopia (Head Medicinal Chemistry, Research Director)
- Currently holds exec roles with privately held biotechs MecRx, Certa Therapeutics and OccuRx

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Amplia's Scientific Advisors



Prof. Margaret Frame
OBE, PhD

Science Director and Chair of Cancer Biology, University of Edinburgh

Global thought leader in FAK



Prof. Paul Timpson
PhD

Laboratory Head - Invasion and Metastasis Lab, Garvan Institute

World leader in FAK biology



Assoc Prof. Lara Lipton
MBBS, PhD, FRACP

Medical oncologist and clinical researcher with extensive experience in pancreatic cancer



Prof. Phil Hansbro
PhD

Director, Centenary UTS Centre for Inflammation at Sydney

Internationally recognized researcher in the role fibrosis plays in diseases such as COPD, asthma and idiopathic pulmonary fibrosis

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Technology Overview



Amplia
Exposing cancer. Enhancing treatment.

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Focal Adhesion Kinase – dual purpose drug target



Focal Adhesion Kinase (FAK)

Cancer defence mechanisms

- cell migration and metastasis
- tumour microenvironment (TME)
- local regulation of immune response
- angiogenesis

Fibrotic disease treatments

- central role in fibrosis
- collagen accumulation
- fibronectin production
- myofibroblast differentiation

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Amplia is developing two FAK inhibitors

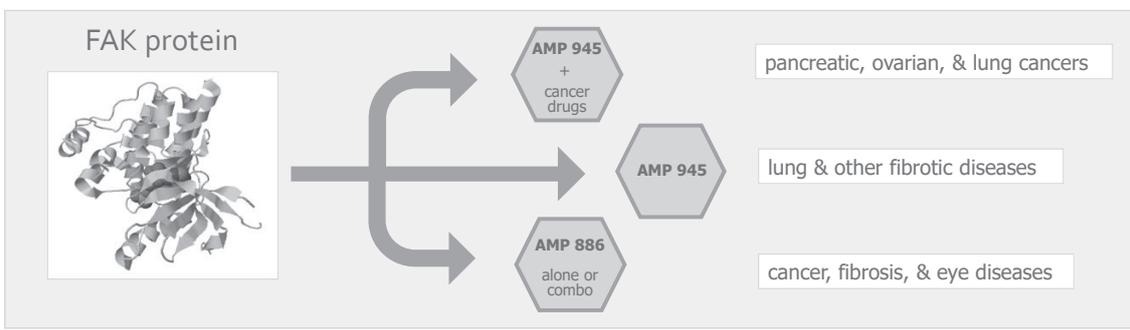


Amplia has exclusive, worldwide licenses to two proprietary, FAK inhibitors:

- **AMP945** – highly potent, highly selective, orally bioavailable – only blocks the FAK protein
- **AMP886** – orally bioavailable, potent blocker of the FAK protein and other cancer drug targets

Both were developed by the Cancer Therapeutics CRC (CTX) – a collaboration of Australia’s leading cancer researchers whose past commercial successes include:

- licensing a drug to Merck in 2016 (US\$15M upfront, up to US\$500M milestones + royalties)
- establishing a collaboration and license agreement with Pfizer in 2018 (US\$14M upfront, up to US\$460M milestones + royalties)



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Targeting cancer’s defence mechanisms



Focal Adhesion Kinase (FAK)

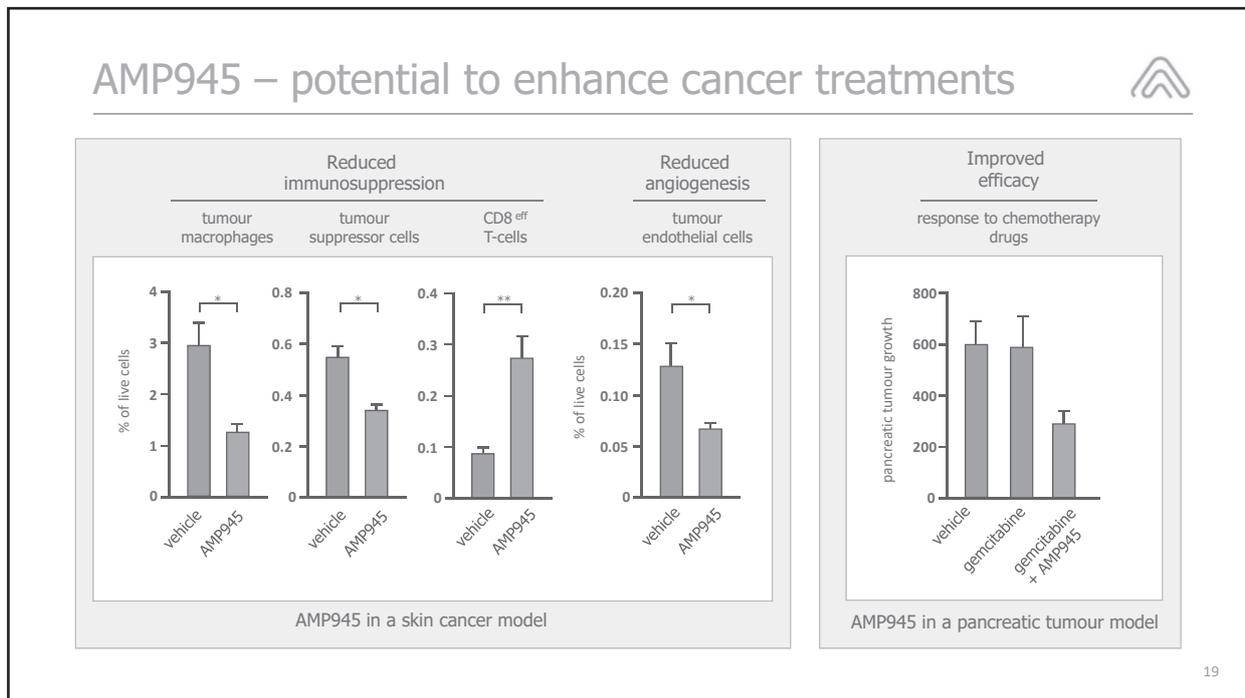
Fibrosis
FAK helps establish and maintain the dense, fibrotic tissue around cancers
Immune activity
FAK triggers the release of signaling molecules (cytokines) which suppress the immune system
Cell migration
FAK regulates cell migration that is involved in the formation of secondary cancers (metastases)

- elevated levels of FAK in cancers are associated with poor outcomes
- increased FAK activity is found in many, difficult-to-treat, solid cancers
- FAK is involved in many cancer defence mechanisms that reduce the effectiveness of cancer drugs
- Amplia is investigating the use of FAK inhibitors (FAKI’s) to disrupt cancer defence mechanisms, making them more responsive to cancer drugs

Remove the shield. Deliver the blow.

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AMP945 – treatment of solid tumours



Pancreatic cancer

- FDA Orphan Drug Designation for AMP945 in the treatment of pancreatic cancer received in March 2020
- Collaboration with Prof. Paul Timpson at the Garvan Institute to assess novel dosing regimes and combination therapies for pancreatic cancer
- These studies will help guide future clinical trials in patients with pancreatic cancer

Other cancers

- Amplia plans to perform preclinical studies to evaluate combining AMP945 with other cancer drugs including MEK inhibitors
- These studies will inform the structure and design on Amplia’s Phase 2 clinical program



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FAK in Idiopathic Pulmonary Fibrosis



Idiopathic Pulmonary Fibrosis (IPF) is a devastating, progressive disease caused by the build-up of fibrotic tissue in the lung which affects 3M people worldwide, including 130,000 in the US

Left untreated, the median survival time is 2-3 years, with lung transplantation the only treatment option currently available that improves outcomes

Approved antifibrotic drugs (pirfenidone and nintedanib) slow the progression of the disease by ~50%, but are unable to prevent the eventual loss of lung function:

- increase median life expectancy by 2½ years
- quality of life for end-stage disease remains very poor

FAK has a pivotal role in the biochemical pathways regulating the development and progression of fibrosis in the lungs



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AMP945 – prevention and treatment of fibrosis



Lung Fibrosis

- FDA Orphan Drug Designation for AMP945 in the treatment of idiopathic pulmonary fibrosis received in May 2020

Preclinical study of AMP945 using the industry-standard bleomycin model of lung fibrosis indicates:

- AMP945 can prevent lung fibrosis from becoming established
- AMP945 can reduce lung fibrosis once it has become established

Causes of lung fibrosis

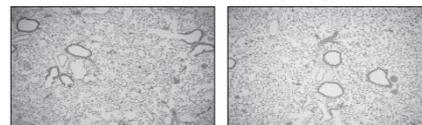
Many diseases are caused or exacerbated by formation of fibrotic tissue

- Idiopathic – unknown causes triggering pulmonary fibrosis (IPF)
- Acute lung tissue injury – arising from viral or bacterial infections

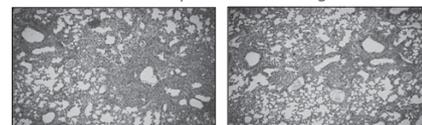
Treatment options are few and have limited effectiveness:

- IPF – nintedanib & pirfenidone – slow, but do not reverse, progression

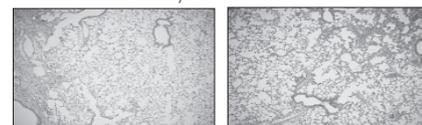
Prevention control – healthy lung



bleomycin – fibrotic lung



bleomycin + AMP945



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AMP886 – age-related macular degeneration



Age-related macular degeneration (AMD) affects 1 in 7 Australians >50yrs¹:

- 17% experience vision impairment
- 15% people >80yrs have vision loss or blindness due to AMD

Antibody drugs that target vascular endothelial growth factor (VEGF) have improved the prognosis for AMD patients, however:

- 10% patients do not respond
- 50% suffer from ongoing vision loss
- does not treat the fibrosis that occurs

AMP886 may provide a unique and attractive treatment option – dual therapy:

- FAK inhibition has the potential to reduce fibrosis
- also acts on pathway related to that of approved antibody AMD drugs

Preclinical studies to examine this opportunity:

- well established animal model
- world-leading research group – Prof Erica Fletcher – University of Melbourne
- quick – go/no-go within 6 months

¹ <https://www.mdfoundation.com.au/content/what-is-macular-degeneration>



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Capital Raising Details



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Key details of Entitlement Offer



Structure and size	<ul style="list-style-type: none"> Underwritten 3 for 5 pro rata accelerated non-renounceable entitlement offer to raise gross proceeds of approximately \$4.0 million, comprising: <ul style="list-style-type: none"> accelerated offer to eligible institutional shareholders (Institutional Entitlement Offer) offer to eligible retail shareholders (Retail Entitlement Offer)
Offer price	<ul style="list-style-type: none"> Offer price of \$0.10 per share, representing a discount of: <ul style="list-style-type: none"> 20% to the closing price of Amplia shares of \$0.125 per share on 30 June 2020 19.6% to the volume weighted average price of Amplia shares for the 10 business day period ending on 30 June 2020
Institutional Entitlement Offer	<ul style="list-style-type: none"> Institutional Entitlement Offer is open from Wednesday, 1 July 2020 to Thursday, 2 July 2020
Retail Entitlement Offer	<ul style="list-style-type: none"> The Retail Entitlement Offer is open from Wednesday, 8 July 2020 to Tuesday, 28 July 2020. Eligible retail shareholders in Australia and New Zealand can: <ul style="list-style-type: none"> elect to take up some or all of their entitlement take up all of their entitlement and apply for additional shares up to a maximum of 100% of their entitlement do nothing and have their interest in the Company diluted
Underwriting	<ul style="list-style-type: none"> The Entitlement Offer is fully underwritten by Taylor Collison Limited
Ranking	<ul style="list-style-type: none"> New shares issued under the Entitlement Offer will rank equally with existing shares
Record Date	<ul style="list-style-type: none"> Friday, 3 July 2020 (7pm Melbourne time)

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Near term plan and capital requirements



Amplia is raising capital to undertake:

- a Phase 1 clinical trial of Amplia's Focal Adhesion Kinase (FAK) inhibitor drug AMP945 in healthy volunteers
- enabling preclinical efficacy studies in multiple indications

Results from the Phase 1 clinical trial:

- are expected by mid-2021
- are expected Amplia to support advancement of AMP945 into Phase 2 clinical trials for both pancreatic cancer and lung fibrosis indications

The preclinical program will both guide future clinical trials as well as facilitate future partnering, licensing and co-development opportunities



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Use of funds



Use	Amount
Pre-clinical studies (cancer)	\$250k
Pre-clinical studies (other indications)	\$150k
Phase 1 clinical trial	\$2,200k
Drug capsule manufacture	\$100k
Patent & licence fees	\$350k
Cash costs of the offer	\$300k
Working capital	\$650k
TOTAL	\$4,000k

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Offer Timetable



Event	Date
Trading halt and announcement of Entitlement Offer	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 Shares recommence trading	Friday, 3 July 2020
Record Date (7.00pm)	Friday, 3 July 2020
Despatch of Retail Offer Booklet	Wednesday, 8 July 2020
Retail Entitlement Offer opens	Wednesday, 8 July 2020
Settlement of Institutional Entitlement Offer	Thursday, 9 July 2020
Issue of Shares under Institutional Entitlement Offer	Friday, 10 July 2020
Shares issued under Institutional Entitlement Offer commence trading	Monday, 13 July 2020
Retail Entitlement Offer closes (5.00pm)	Tuesday, 28 July 2020
Announcement of results of Retail Entitlement Offer to ASX	Friday, 31 July 2020
Settlement of Retail Entitlement Offer	Monday, 3 August 2020
Issue of Shares under Retail Entitlement Offer	Tuesday, 4 August 2020
Shares issued under Retail Entitlement Offer commence trading	Wednesday, 5 August 2020
Despatch of holding statements	Wednesday, 5 August 2020

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Key risks	
Company risks	
Risk	Description
COVID-19 and global health risks	Global health risks or the potential for these events could have a negative impact on the Company. Since early 2020 the coronavirus pandemic, now known as COVID-19, has spread rapidly to many countries globally. The impact of COVID-19 has led to the adoption of extreme preventative measures by governments and other authorities, including the imposition of limits on public gatherings, restrictions on travel, the closure of borders, requirements for self-isolation, restriction of access to services and the closure of stores and businesses, including in Australia. Given the high degree of uncertainty surrounding the extent and duration of COVID-19 it is not possible to assess the impact of COVID-19 on the Company's business. These events have had and can be expected to continue to precipitate sudden significant changes and volatility in regional and global economic conditions and financial markets. If there is a significant increase in the number of COVID-19 cases, this may burden hospitals and healthcare institutions to the extent that all non-urgent medical procedures, including clinical trials, may be cancelled or postponed indefinitely. This may impact the ability of the Company to progress the phases of their clinical trials. As a result, the operations of the Company may be significantly adversely affected by such events.
Reliance of In-Licensed Assets	The Company's only current significant assets are its drug candidate assets (including AMP945). These assets are not owned outright by the Company. They have been in-licensed from Cancer Research Technology Limited, a wholly owned subsidiary of Cancer Research UK. The Licence contains terms and conditions including obligations to progress the development of the licensed assets and obligations to make certain milestone payments. Under the terms of the licence agreement between Cancer Research UK and the Company, the Company must initiate a Phase 1 Clinical Trial prior to the end of the 2020 calendar year. In the event that the Company breaches any of these obligations or any of the other Licence terms and conditions, and cannot rectify such a breach within a prescribed time period, there is a risk the Licence may be cancelled and the Company would lose control of its current drug product assets. This would create a fundamental uncertainty about the Company's ability to continue as a going concern.
Pre-clinical development risk	Before the Company's drug candidates can be considered appropriate for human clinical trialling, candidates must successfully satisfy a number of preclinical requirements. These include the ability to manufacture sufficient amounts of drug of sufficient quality to be used in both preclinical studies and also early stage human clinical trialling. Candidates must demonstrate acceptable safety and tolerability in rigorous toxicology studies. These studies must also reveal a suitable initial dose for use in human trials. There is no guarantee that these requirements will be met, failing which the Company would be unable to develop its products.
Clinical development risk	The nature of clinical drug development is inherently risky, with many drug candidates failing to be successfully developed into marketable products. The Company is positioning its drug candidates for clinical trialling. Clinical trials have many associated risks which may impact commercial potential and therefore future profitability. Such trials may fail to recruit patients, be terminated for safety reasons, or fail to be completed within acceptable timeframes. Clinical trialling may reveal drug candidates to be unsafe, poorly tolerated or non-effective. Any of these outcomes will likely have a significant adverse effect on the Company, the value of its securities and the future commercial development of its drug candidates including AMP945. Clinical trials might also potentially expose the Company to product liability claims in the event its products in development have unexpected effects on clinical subjects.
Regulatory approvals necessary for clinical trials	The Company may be unable to secure necessary approvals from regulatory agencies and institutional bodies (clinics and hospitals) to conduct its planned clinical trials. There is also no assurance that drug candidates trialled by the Company will prove to be safe and efficacious in clinical trials, or that the regulatory approval to manufacture and market its products will be received.
Regulatory and reimbursement approvals	The research, development, manufacture, marketing and sale of products developed by the Company are subject to varying degrees of regulation by a number of government authorities in Australia and overseas. Pharmaceutical products under development, such as drug candidate AMP945, must undergo a comprehensive and highly regulated development and review process before receiving approval for marketing. The process includes the provision of clinical data relating to the quality, safety and efficacy of the products for their proposed use. There is no guarantee that such regulatory approvals will be granted. Products may also be submitted for cost reimbursement approval. The availability and timing of that reimbursement approval may have an impact upon the uptake and profitability of products in some jurisdictions. There is no guarantee that such approvals will be granted.

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Key risks (cont.)



Company risks

Risk	Description
Commercialisation of products and potential market failure	The Company has not yet commercialised any products and as yet has no revenues. The Company is also dependent on commercially attractive markets remaining available to it during the commercialisation phase and there is a risk that, once developed and ready for sale, commercial sales may not be achieved. Furthermore, any products developed by the Company may prove to be difficult or impossible to manufacture at commercial scale, uneconomical to manufacture on a large scale, uneconomical to market, compete with superior products marketed by third parties or not be as attractive as alternative treatments.
Competition and regulation	The biotechnology and pharmaceutical industries are intensely competitive and subject to rapid and significant change. A number of companies, both in Australia and abroad, may be pursuing the development of products that target the same markets and/or diseases that the Company is targeting. The Company's products may compete with existing products that are already available to customers. The Company may face competition from parties who have substantially greater resources than the Company. Competing products may be superior to the Company's products, which would adversely impact the commercial viability of the Company's products.
Dependence upon key personnel	The Company depends on the talent and experience of its personnel as an important asset. There may be a negative impact on the Company if any of its key personnel leave. It may be difficult to replace them, or to do so in a timely manner or at comparable expense. Additionally, any key personnel of the Company who leave to work for a competitor may adversely impact the Company. In summary, the Company's ability to attract and retain personnel will have a direct impact on its ability to deliver its project commitments. Additionally, increases in recruitment, wages and contractor costs may adversely impact upon the financial performance of the Company.
Research & Development (R&D) Tax Rebate	The Company is currently entitled to receive an R&D rebate on part of its expenditure in research and development. There is a risk that the Australian Government may make material changes to the rebate scheme, which may adversely impact the funding available to the Company to fund its operations. In order to obtain an R&D rebate on that part of its expenditure that is incurred out of Australia the Company must first gain approval for that expenditure from the Australian Government. Such an approval is called an Advanced Finding. The Company is currently preparing an Advanced Finding application. There is no guarantee that this application will be approved.
Growth	There is a risk that the Company may be unable to manage its future growth successfully. The ability to hire and retain skilled personnel as outlined above may be a significant obstacle to growth.
Commercial partners	The Company's growth strategy may be impacted if it is unable to find suitable commercialisation partners. The Company's due diligence processes may not be successful and a commercial partnership may not perform to the level expected.
Intellectual property	The Company's ability to commercialise any product depends upon its ability to protect its intellectual property and any improvements to it. The intellectual property may not be capable of being legally protected, it may be the subject of unauthorised disclosure or be unlawfully infringed, or the Company may incur substantial costs in asserting or defending its intellectual property rights.
Revenues and profitability	The Company does not currently generate revenue from product sales nor are revenues anticipated in the short to medium term. The Company's ability to achieve both revenues and profitability is dependent on a number of factors, including its ability to complete successful clinical trials, obtain regulatory approval for its products and successfully commercialise those products. There is no guarantee that the Company's products (including Drug candidate AMP945) will be commercially successful.

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Key risks (cont.)



General risks

Risk	Description
Economic	General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's business and production activities, as well as on its ability to fund those activities.
Market conditions	Share market conditions may affect the value of the Company's quoted shares (and options to acquire quoted shares) regardless of the Company's operating performance. Share market conditions are affected by many factors such as: <ol style="list-style-type: none"> general economic outlook; introduction of tax reform or other new legislation; interest rates and inflation rates; changes in investor sentiment toward particular market sectors; the demand for, and supply of, capital; and terrorism or other hostilities. The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and pharmaceutical stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.
Litigation	There is a risk that the Company may in future be the subject of or required to commence litigation. There is, however, no litigation, mediation, conciliation or administrative proceeding taking place, pending or threatened against the Company.
Tax risks	Changes to the rate of taxes imposed on the Company (including in overseas jurisdictions in which the Company operates now or in the future) or tax legislation generally may affect the Company and its Shareholders. In addition, an interpretation of Australian tax laws by the Australian Taxation Office that differs to the Company's interpretation may lead to an increase in the Company's tax liabilities and a reduction in Shareholder returns. Personal tax liabilities are the responsibility of each individual investor. The Company is not responsible either for tax or tax penalties incurred by investors.
Additional requirements for capital	The Company's capital requirements depend on numerous factors. Depending on the Company's ability to generate income from its operations, the Company may require further financing in addition to amounts raised under the Capital Raising. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations, its production levels, or scale back its research and development and/or clinical trials as the case may be. There is however no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.
Speculative investment	The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the securities offered under the Offer. Therefore, the shares to be issued pursuant to the Offer carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those securities. Potential investors should consider that an investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for securities pursuant to the Offer.

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Underwriting agreement



Taylor Collison Limited (**Taylor Collison**) is acting as underwriter pursuant to an Underwriting Agreement between Taylor Collison and the Company dated 1 July 2020 (**Agreement**). The Agreement contains representations and warranties, undertakings and indemnities in favour of Taylor Collison. Taylor Collison may also terminate its obligations under the Agreement at any time prior to settlement of the Retail Entitlement Offer if any one or more of the following events occur:

- a) **(Cleansing Notice)** The cleansing notice lodged with ASX in connection with the Entitlement Offer is defective within the meaning of section 708AA(11) of the *Corporations Act 2001* (Cth).
- b) **(Certificate)** A certificate which is required to be furnished by the Company under the Agreement is untrue, incorrect or misleading in any material respect.
- c) **(Quotation)** Quotation of the Shares to be issued under the Entitlement Offer is not granted in accordance with the Timetable or, having been granted, is subsequently withdrawn, withheld or qualified, or ASX removes the Company from the Official List or suspends or ceases trading in the Shares.
- d) **(Withdrawal)** The Company withdraws the Entitlement Offer.
- e) **(Notifications)** An application is made by ASIC for an order under Part 9.5 of the Corporations Act in relation to the Entitlement Offer or any of the documents lodged with ASX in connection with the Offer (**Offer Materials**) or ASIC commences, or gives notice of an intention to hold, any investigation or hearing under Part 3 of the ASIC Act in relation to the Entitlement Offer or any of the Offer Materials or prosecutes or commences proceedings against, or gives notice of an intention to prosecute or commence proceedings against, the Company.
- f) **(Unable to proceed)** The Company is or will be prevented from conducting or completing the Entitlement Offer by ASIC, ASX or in accordance with the Listing Rules, any applicable laws or an order of a court of competent jurisdiction, or otherwise is or will become unable or unwilling to do any of these things or a third party applies to a court of competent jurisdiction seeking orders to prevent, or which will have the effect of preventing any of these things.
- g) **(Event of insolvency)** An event of insolvency occurs in respect of the Company.
- h) **(Market fall)** the ASX/S&P 200 Index falls to a level that is 12.5% or more below its level at market close on the Business Day immediately preceding the Announcement Date and is at or below that level at the close of trading for 2 consecutive Business Days during any time after the date of this document until the Retail Settlement Date.
- i) **(Disclosures in Offer Materials)** A statement contained in the Offer Materials is false, misleading or deceptive in any material respect or a material matter is omitted from the Offer Materials.
- j) **(Withdrawal of Offer Materials)** The Company withdraws any of the Offer Materials.
- k) **(Default)** A default by the Company in the performance of any of its obligations under the Agreement occurs.
- l) **(Certificate)** A certificate which is required to be furnished by the Company under the Agreement is not furnished when required.
- m) **(Warranties)** A representation or warranty contained in the Agreement on the part of the Company is not true or correct.
- n) **(Adverse change)** Any adverse change occurs in the assets, liabilities, financial position or performance, profits, losses or prospects of the Company from the circumstances existing as at the date of the Agreement.
- o) **(Compliance with regulatory requirements)** A contravention by the Company of the *Corporations Act 2001* (Cth), its Constitution or the ASX Listing Rules.
- p) **(Timetable)** Any event specified in the Agreement (including in the Timetable) is delayed for more than 3 Business Days without the prior written consent of Taylor Collison (such consent not to be unreasonably withheld or delayed).
- q) **(Change to capital structure or Constitution)** Other than in a manner permitted in the Agreement, the Company varies its capital structure or a term of the Constitution before completion of the Entitlement Offer without the prior written consent of Taylor Collison (such consent not to be unreasonably withheld or delayed).
- r) **(Public action against a Director)** A government agency commences any public action against a Director of the Company in his or her capacity as a Director of the Company or publicly announces that it intends to take any such action.
- s) **(Market disruption)** Either: (i) a general moratorium on commercial banking activities in Australia, New Zealand, the United States of America or Japan is declared by the relevant central banking authority in any of those countries; or there is a material disruption in commercial banking or security settlement or clearance services in any of those countries; or (ii) trading in all securities quoted or listed on ASX, or the New York Stock Exchange is suspended or limited in a material respect for more than one day on which that exchange is open for trading.
- t) **(Hostilities)** Major hostilities not presently existing commence (whether war has been declared or not) or a major escalation in existing hostilities occurs (whether war has been declared or not) involving any one or more of Australia, the United States of America, New Zealand, or Japan or a major terrorist act is perpetrated on any of those countries or any diplomatic, military, commercial or political establishment of any of those countries elsewhere in the world.

No event listed with an asterisk (*) in the summary of the Agreement entitles Taylor Collison to terminate the Agreement unless the event has or is likely to have a material adverse effect on the outcome or settlement of the Offer or could give rise to a material liability of Taylor Collison under any law or regulation.

Termination of the Agreement could have an adverse impact on the amount of proceeds raised under the Offer.

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6 July 2020

Dear Shareholder

Non-Renounceable Entitlement Offer – Letter to Ineligible Shareholders

On 1 July 2020, Amplia Therapeutics Limited (the **Company**) announced a fully underwritten accelerated, pro rata non-renounceable entitlement offer of approximately 39.9 million new fully paid ordinary shares (**New Shares**) to raise approximately \$4 million (**Entitlement Offer**).

About the Entitlement Offer

Under the Entitlement Offer, Eligible Shareholders (defined below) will have the opportunity to subscribe for three New Shares for every five fully paid ordinary shares (**Shares**) they held at 7:00pm (Melbourne time) on Friday, 3 July 2020 (**Record Date**), at the price of \$0.10 (10 cents) per New Share. The Company will apply for quotation of the New Shares on ASX.

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

Further information on the Entitlement Offer is contained in the Announcements provided to ASX on 1 July 2020, available at www.asx.com.au and the Company's website (www.ampliatx.com).

Use of proceeds

The Company intends to apply the proceeds of the Entitlement Offer to, among other things, undertaking its Phase 1 clinical trial of AMP945.

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 who have been invited and have agreed to participate in the Institutional Entitlement Offer (as determined by the Company and the Underwriter, Taylor Collison Limited, in their discretion).

The purpose of this letter is to inform you that, unfortunately, you are not eligible to participate in the Entitlement Offer. **You are not required to do anything in response to this letter.**

Why am I not eligible to participate in the Entitlement Offer?

The Company has determined that it is unreasonable to make the Entitlement Offer generally available to shareholders with registered addresses outside of Australia and New Zealand (**Ineligible Shareholders**) due to:

1. the small number of shareholders with registered addresses outside of these countries; and
2. the cost of complying with the legal and other regulatory requirements in each of the countries concerned.

According to our records, you do not satisfy the eligibility criteria for an Eligible Shareholder set out above. Accordingly, in compliance with ASX Listing Rule 7.7.1(b) and section 9A(3)(b) of the *Corporations Act 2001* (Cth), the Company wishes to advise you that it will not be extending the Entitlement Offer to you and you will not be able to subscribe for New Shares under the Entitlement Offer.

You will not be sent documents relating the Entitlement Offer. As the Entitlement Offer is non-renounceable, you will not receive any payment or value for rights in respect of any New Shares that would have been offered to you if you were an Eligible Shareholder.

On behalf of the Board of the Company, I thank you for your continued support.

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.