

Prospectus

Chimeric Therapeutics Limited ACN 638 835 828

Accelerated non-renounceable pro rata entitlement offer of 1 New Share for every 3.15 Existing Shares (and one New Option for every New Share issued) at an offer price of \$0.17 per New Share to raise approximately \$18.1 million (before the exercise of any New Options)

The Retail Entitlement Offer closes at 5.00pm (Sydney time) on Friday, 11 March 2022

If you are an Eligible Shareholder, this is an important document that requires your immediate attention. It should be read in its entirety. If, after reading this document, you have any questions about the securities being offered for issue under it or any other matter, you should contact your stockbroker, solicitor, accountant or other professional adviser.

NOT FOR RELEASE TO U.S. WIRE SERVICES OR DISTRIBUTION IN THE UNITED STATES

Lead Manager

 **BELL POTTER**

Legal Adviser

 **McCullough
Robertson**

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IMPORTANT NOTICES

General

This Prospectus is dated 21 February 2022. A copy of this Prospectus was lodged with ASIC on that date. Neither ASIC nor ASX takes any responsibility for the contents of this Prospectus or the merits of any investment under this Prospectus. No New Shares or New Options will be allotted or transferred on the basis of this Prospectus after the expiry date. This Prospectus expires on 21 March 2023.

No person may give any information or make a representation about the Entitlement Offer, which is not in this Prospectus. Information or representations not in this Prospectus must not be relied on as authorised by the Company, or any other person, in connection with the Entitlement Offer.

This Prospectus provides information for investors to decide if they wish to invest in Chimeric. Read this document in its entirety. Examine the assumptions underlying the risk factors that could affect the financial performance of Chimeric. Consider these factors carefully in light of your personal financial circumstances. Seek professional advice from your accountant, stockbroker, lawyer or other professional adviser before deciding whether to invest. The Entitlement Offer does not take into account the investment objectives, financial situation or needs of particular investors.

Australian and New Zealand residents only

The New Shares and New Options to be issued under this Prospectus are only offered to Eligible Retail Shareholders.

The offer is available to Australian and New Zealand residents having a registered address in those jurisdictions. The distribution of this Prospectus in jurisdictions outside Australia or New Zealand may be restricted by law. Seek advice on and observe any restrictions. This Prospectus is not an offer in any place where, or to any person to whom, it would not be lawful to make the offer.

Special notice to New Zealand Resident investors

This offer to New Zealand investors is a regulated offer made under Australian and New Zealand law. In Australia, this is chapter 8 *Corporations Act 2001* (Cth) (**Corporations Act**) and regulations made under that Act. In New Zealand, this is sub-part 6 of part 9 *Financial Markets Conduct Act 2013* and part 9 *Financial Markets Conduct Regulations 2014*.

This offer and the content of the offer document are principally governed by Australian rather than New Zealand law. In the main, the Corporations Act and the regulations made under that Act set out how the offer must be made.

There are differences in how financial products are regulated under Australian law. For example, the disclosure of fees for managed investment schemes is different under the Australian regime.

The rights, remedies, and compensation arrangements available to New Zealand investors in Australian financial products may differ from the rights, remedies and compensation arrangements for New Zealand financial products.

Both the Australian and New Zealand financial markets regulators have enforcement responsibilities in relation to this offer. If you need to make a complaint about this offer, please contact the Financial Markets Authority, New Zealand (<http://www.fma.govt.nz>). The Australian and New Zealand regulators will work together to settle your complaint.

The taxation treatment of Australian financial products is not the same as for New Zealand financial products.

If you are uncertain about whether this investment is appropriate for you, you should seek the advice of an appropriately qualified financial adviser.

The offer may involve a currency exchange risk. The currency for the financial products is not New Zealand dollars. The value of the financial products will go up or down according to changes in the exchange rate between the currency and New Zealand dollars. These changes may be significant.

If you expect the financial products to pay any amounts in a currency that is not New Zealand dollars, you may incur significant fees in having the funds credited to a bank account in New Zealand in New Zealand dollars.

If the financial products are able to be traded on a financial products market and you wish to trade the financial products through that market, you will have to make arrangements for a participant in that market to sell the financial products on your behalf. If the financial product market does not operate in New Zealand, the way in which the market operates, the regulation of participants in that market, and the information available to you about the financial products and trading may differ from financial product markets that operate in New Zealand.

Electronic prospectus

This Prospectus is available electronically at www.chimerictherapeutics.com. The Entitlement and Acceptance Form attached to the electronic version of this Prospectus must be used within Australia or New Zealand. Electronic versions of this Prospectus should be downloaded and read in their entirety. Obtain a paper copy of the Prospectus (free of charge) by telephoning 03 9824 5254. Applications for New Shares and New Options may only be made on the Entitlement and Acceptance Form attached to this Prospectus or in its paper copy form downloaded in its entirety from www.chimerictherapeutics.com.

Exposure period

No exposure period applies to this Prospectus by operation of the Corporations Act (in respect of the New Shares) and the ASIC Corporations (Exposure Period) Instrument 2016/74 (in respect of the New Options).

Privacy

The Company and the share registry collect, hold and use personal information received from you to communicate and provide services to you as a Shareholder. The Company may disclose information to its agents, service providers (such as the share registry) and government bodies. The Company's privacy policy sets out how you may access, correct and update the personal information that the Company holds about you (by contacting the share registry), how you can complain about privacy related matters and how the Company responds to complaints.

Defined terms

Capitalised terms used in this Prospectus are defined in the Glossary.

Currency

Monetary amounts shown in this Prospectus are expressed in Australian dollars unless otherwise stated.

Photographs and diagrams

Photographs used in this Prospectus without descriptions are only for illustration. The people shown are not endorsing this Prospectus or its contents. Diagrams used in this Prospectus may not be drawn to scale. The assets depicted in photographs in this Prospectus are not assets of the Company unless otherwise stated.

THIS DOCUMENT IS IMPORTANT AND SHOULD BE READ IN ITS ENTIRETY

Letter from the Chairman and Managing Director

21 February 2022

Dear Fellow Shareholder

We are delighted to announce that the Board has decided to offer Shareholders the opportunity to increase their ownership in Chimeric on, what the Directors consider, are attractive terms. The downturn in global biotech markets, and the subsequent downward impact on our own share price, provides shareholders with this rare window after a most successful 12 months following our IPO during which your company has made significant advances across many fronts.

On behalf of your Board, it gives me great pleasure to offer you this opportunity to increase your investment in Chimeric through participation in this accelerated non-renounceable pro rata entitlement offer of 1 new Chimeric share (**New Shares**), and one option for every New Share issued (**New Options**) for every 3.15 Existing Shares held, at a price of \$0.17 per New Share (**Offer Price**).

The Entitlement Offer comprises:

- 1 an institutional component (**Institutional Entitlement Offer**); and
- 2 a retail component (**Retail Entitlement Offer**).

The Offer Price of \$0.17 per New Share represents a 15% discount to the closing price of Shares on 18 February 2022 (being the last trading day before announcement of the Entitlement Offer), and an 14% discount to the TERP¹ of \$0.20. The Offer Price under the Retail Entitlement Offer is the same issue price paid by institutional investors under the Institutional Entitlement Offer.

Chimeric intends to raise approximately \$18 million (before direct offer costs) through the issue of approximately 107 million Shares under the Entitlement Offer.

The Entitlement Offer is managed by Bell Potter Securities Limited.

The Board intends to use the proceeds from the rights issue to continue advancement of our exciting drug development program which is expected to see CHM with three Phase 1 clinical trials within the next 12 months, in one of the most promising areas of cancer research today, cell therapy.

Those shareholders participating in the rights issue will also receive a free attaching option for each New Share taken up. The New Options will have an exercise price of \$0.255 and an expiry date of 31 March 2022. Based on a Black Scholes valuation method, assuming 100% volatility, the option has a theoretical value of 9.25 cents. The New Options are intended to be listed on the ASX². Options are a very attractive future funding mechanism for Chimeric, since if all of the New Options are exercised before their expiry date, they will provide Chimeric will an additional \$27 million in funding.

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

¹ The theoretical ex-rights price of \$0.197 is calculated using Chimeric's closing price on 18 February 2022 assuming proceeds from the Entitlement Offer of \$18.1 million. TERP is the theoretical price at which shares should trade immediately after the ex-date for the Entitlement Offer assuming 100% take-up of the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which shares trade immediately after the ex-date for the Entitlement Offer will depend on many factors and may not be equal to the TERP.

² The Company intends to seek quotation of the New Options offered pursuant to this Prospectus, however, quotation of the New Options will be subject to meeting the requirements for quotation of additional securities under the ASX Listing Rules.

If you take up your Entitlement, you can also apply for additional Shares under a 'top-up' facility (refer to section 3.5 of this Prospectus for more information).

The Entitlement Offer is non-renounceable and therefore your Entitlements will not be tradeable on ASX or otherwise transferable.

The Entitlement Offer closes at 5.00pm (Sydney time) on Friday, 11 March 2022.

We are pleased to advise that all Chimeric Directors intend to participate in the Entitlement Offer, and Paul will subscribe for \$500,000 of his Entitlements.

It really is worth reminding ourselves that we are all invested in a company which is at the cutting edge of discovering potential new cancer treatments, in partnership with some of the leading US medical institutions. This work is thrilling to us, and every day brings us closer to the possibility of relief from the scourge of cancer which has touched all our lives.

We will both be in Sydney, Melbourne and Adelaide the week beginning Monday, 7 March 2022 to meet Shareholders and provide updates on the exciting year ahead. Venues and dates for shareholders to attend presentations will be sent out shortly. We do hope you are able to attend and to meet your senior leadership team in person.

Please read in full the details on how to submit your application, which are set out in this Prospectus. For further information about the Entitlement Offer, please call the share registry, Boardroom Pty Ltd, on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia), or visit the Company's website at www.chimerictherapeutics.com.

You should also consult your stockbroker, solicitor, accountant or other professional adviser to evaluate whether or not to participate in the Entitlement Offer.

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

Yours faithfully



Mr Paul Hopper
Executive Chairman



Ms Jenn Chow
Chief Executive Officer and Managing Director

1 Investment overview

1.1 Summary offer details

Terms of offer	Details
Offer Price per New Share	\$0.17 per New Share
Ratio	1 New Share for every 3.15 Existing Shares
Total number of New Shares offered under this Prospectus	106,540,841
Total number of New Options offered under this Prospectus	106,540,841
Total number of Shares on issue following the Entitlement Offer (before the exercise of any New Options)	442,144,491
Total amount to be raised under the Entitlement Offer (before the exercise of any New Options)	Approximately \$18.1 million
Total number of Shares on issue following the Entitlement Offer (if all New Options are exercised)	548,685,332
Amount to be raised if all available New Options are issued and exercised	Approximately \$27 million
Market capitalisation at the Offer Price (before the exercise of any New Options)	Approximately \$75 million

1.2 Important dates

Event	Date
Prospectus date	21 February 2022
Announcement of the Entitlement Offer	21 February 2022
Announcement of results of Institutional Entitlement Offer	23 February 2022
Record Date for Retail Entitlement Offer (7.00pm, Sydney time)	23 February 2022
Settlement of the Institutional Entitlement Offer	28 February 2022
Prospectus and Entitlement and Acceptance Form despatched to Eligible Retail Shareholders	28 February 2022
Retail Entitlement Offer opens	28 February 2022
Allotment of New Shares under the Institutional Entitlement Offer	1 March 2022
Quotation of New Shares under the Institutional Entitlement Offer	1 March 2022
Retail Entitlement Offer closes (5.00pm, Sydney time)	11 March 2022
Announcement of results of Retail Entitlement Offer and under-subscriptions	16 March 2022

Event	Date
Allotment of New Shares and New Options issued under the Retail Entitlement Offer	18 March 2022
Allotment of New Options under the Institutional Offer ³	18 March 2022
Despatch of holding statements for New Shares and New Options issued under the Retail Entitlement Offer, and New Options issued under the Institutional Offer	21 March 2022
Normal ASX trading for New Shares and New Options issued under the Retail Entitlement Offer, and New Options under the Institutional Offer, commences	21 March 2022

All dates and times are subject to change and are indicative only. All times are to Sydney time. The Company, with the consent of the Lead Manager, reserves the right to vary these dates and times without notice. The last day to extend the Retail Entitlement Offer is 4 March 2022. Chimeric may close the Retail Entitlement Offer early, withdraw the Retail Entitlement Offer, or accept late applications. In that event, the relevant Application Money (without interest) will be returned in full to Applicants.

The commencement of quotation of New Shares and New Options is subject to confirmation from ASX.

1.3 Purpose of the Entitlement Offer and use of funds

The purpose of the Entitlement Offer is to raise new funds for the following purposes:

Use of proceeds	\$ raised (million)
Payments under licence and sponsored research agreements	\$7.6
Phase 1 clinical trials	\$9.5
General working capital and Cost of the Offer	\$1.0
Total funds raised	\$18.1

The above table is a statement of the Board's current intentions as at the date of this Prospectus. However, Shareholders should note that, as with any budget, the allocation of funds set out in the above table may change depending on a number of factors, including the outcome of operational and development activities, regulatory developments, market and general economic conditions and environmental factors. In light of this, the Board reserves the right to alter the way the funds are applied.

Additional funds may become available to the Company, should the New Options be exercised on or before their expiry date (31 March 2024), however, the Company is not relying on these additional funds for its planned work programs.

³ New Options shall only be issued to Institutional Shareholders if, at the issuance date, they hold at least the number of New Shares they subscribed for under the Institutional Entitlement Offer.

1.4 Shareholding structure

Subject to the rounding up of fractional Entitlements and depending on the number of Existing Options that are exercised before the Record Date, the following table shows the shareholding structure of Chimeric on completion of the Entitlement Offer:

Existing Shares on issue as at 21 February 2022 (announcement of the Entitlement Offer)	335,603,650
Approximate New Shares to be issued under the Entitlement Offer	106,540,841
Approximate total number of Shares after the Entitlement Offer	442,144,491

1.5 Potential questions and answers

Question	Answer	Section
Who is the issuer of this Prospectus?	Chimeric Therapeutics Limited ACN 638 835 828	Not applicable
What is the Entitlement Offer?	The Entitlement Offer which consists of: (a) an Institutional Entitlement Offer; and (b) a Retail Entitlement Offer, is an accelerated non-renounceable pro rata entitlement offer of 1 New Shares in Chimeric for every 3.15 Existing Shares held by an Eligible Shareholder on the Record Date (and one New Option for every New Share issued).	section 3.1
Who can participate in the Retail Entitlement Offer?	Only Eligible Retail Shareholders can participate in the Retail Entitlement Offer.	section 3.7
What is the Offer Price of the New Shares?	The New Shares are being issued at \$0.17 per New Share.	section 3.1
What rights and liabilities attach to the New Shares?	The New Shares will rank equally in all respects with the Shares held by the Existing Shareholders. The rights and liabilities attaching to all Shares are set out in the Company's constitution.	sections 7.2 and 8.2

Question	Answer	Section				
What rights and liabilities attach to the New Options?	<p>The key terms of the New Options include:</p> <p>(a) New Options will be issued on the basis of one New Option for every New Share issued (New Options shall only be issued to Institutional Shareholders if, at the issuance date, they hold at least the number of New Shares they subscribed for under the Institutional Entitlement Offer);</p> <p>(b) No issue price is payable for the New Options as they are issued together with any application by an Eligible Shareholder for New Shares;</p> <p>(c) the exercise price of each New Option is \$0.255; and</p> <p>(d) each New Option will have an expiration date that is 31 March 2024.</p> <p>The full details of the rights and liabilities attaching to the New Options are set out in the Annexure.</p>	section 8.3 and Annexure				
Will the New Shares and New Options be listed on ASX?	The Company intends to seek Official Quotation on ASX of the New Shares and New Options offered pursuant to this Prospectus, however, Official Quotation of the New Options will be subject to the relevant Listing Rule requirements and if those requirements are not met, the New Options will be unlisted.	Annexure				
What is the Company’s financial position?	The Company’s financial position is set out in detail in section 5 of this Prospectus.	section 5				
What risks are involved with an investment in the Company?	<p>An investment in Chimeric is subject to both general and specific risks which you should consider before making a decision to apply for New Shares or in exercising any New Options.</p> <p>Key specific risks include:</p> <table><tr><td>Dependence upon licence agreements</td><td>Chimeric is reliant on the continuing operation of its key licence agreements. A failure of licensors to comply with the terms of the licence agreements could have a material adverse effect on Chimeric’s business, financial condition, operations or prospects.</td></tr><tr><td>Pipeline product in development and not approved for commercial sale</td><td>Chimeric’s prospects of success are dependent on the success of clinical trials to obtain the regulatory approval for the CAR T technology to be commercialised. Chimeric currently does not have a</td></tr></table>	Dependence upon licence agreements	Chimeric is reliant on the continuing operation of its key licence agreements. A failure of licensors to comply with the terms of the licence agreements could have a material adverse effect on Chimeric’s business, financial condition, operations or prospects.	Pipeline product in development and not approved for commercial sale	Chimeric’s prospects of success are dependent on the success of clinical trials to obtain the regulatory approval for the CAR T technology to be commercialised. Chimeric currently does not have a	section 6
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Pipeline product in development and not approved for commercial sale	Chimeric’s prospects of success are dependent on the success of clinical trials to obtain the regulatory approval for the CAR T technology to be commercialised. Chimeric currently does not have a					

Question	Answer	Section
		revenue stream from its product sales and does not expect to generate any such revenue in the short to medium term.
	Clinical trial risk	Chimeric may be unable to secure the necessary approvals to conduct future clinical trials. There is also no assurance that products developed using the CAR T technology will be a success and not expose the company to product liability claims with unforeseen effects on clinical subjects. Unsuccessful clinical trial results could have a significant impact on the value of the Company's securities and the future commercial development of its technology.
	Regulatory and reimbursement approvals	The research, development, manufacture, marketing and sale of products using the Company's technology are subject to varying degrees of regulation by a number of government authorities in the US, Australia and other countries. Products may also be submitted for reimbursement approval. The availability and timing of that approval may have an impact upon the uptake and profitability of products in some jurisdictions.
	Commercialisation of products and potential market failure	Chimeric has not yet commercialised its technology and has no current revenue stream. The Company is also dependent on commercially attractive markets remaining available to it during the commercialisation phase and, once developed, to fund sufficient revenues for continued operation.
	Dependence upon key personnel	Chimeric's key personnel is its primary asset and if any key personnel leave it may be difficult to replace them and

Question	Answer		Section
		may have a negative impact on the Company.	
	Arrangements with third-party collaborators	The Company may collaborate with pharmaceutical and life science companies, academic institutions or other partners to complete the development and commercialisation of its products. If Chimeric is unable to collaborate with a third-party it would need to develop and commercialise the CAR T technology at its own expense.	
	Risk of delay and continuity of operations	Chimeric may experience a delay in achieving critical milestones. Any material delays may impact adversely upon the Company, including the timing of any revenues under milestone or sales payments.	
	Competition	Companies in the US and other countries may already be pursuing the development of products that target the same markets that Chimeric is targeting and put them in direct competition with parties who have substantially greater resources than the Company.	
	Requirement to raise additional funds	The Company may be required to raise additional equity or debt capital in the future. As there is no assurance a raise will be successful when required, the Company may need to delay or scale down its operations.	
	Growth	The Company may be unable to manage its future growth successfully and continue to hire and retain the skilled personnel it requires.	
	Intellectual property	The Company's ability to leverage its innovation and expertise depends on its ability to continue to protect its intellectual property.	

Question	Answer	Section
Is the Entitlement Offer underwritten?	As at the date of this prospectus, the Entitlement Offer is not underwritten. The Company and Lead Manager reserve the right to enter into underwriting arrangements in respect of the Retail Entitlement Offer and will update Shareholders in this regard as applicable.	sections 3.1 and 3.6
How do I participate in the Entitlement Offer?	To participate in the Retail Entitlement Offer, please complete the Entitlement and Acceptance Form attached to this Prospectus and return it to the Company with payment of the Application Money before 11 March 2022.	section 4 and Entitlement and Acceptance Form
How do I calculate the Application Money payable if I wish to participate in the Entitlement Offer?	The Application Money is calculated by multiplying the number of New Shares you wish to apply for by the Offer Price of \$0.17 per New Share.	section 4 and Entitlement and Acceptance Form
Further questions	If you have questions about the Entitlement Offer, please contact the share registry, Boardroom Pty Ltd on 1300 737 760 (inside Australia) or +61 2 9290 9600 (outside Australia).	section 3.16

1.6 Important notice

This section is not intended to provide full details of the investment opportunity. Shareholders must read this Prospectus in full to make an informed investment decision. The New Shares and New Options offered under this Prospectus carry no guarantee of return of capital, return on investment, payment of dividends or on the future value of the Shares.

2 Chimeric – the business

2.1 Company overview

Chimeric Therapeutics is an Australian listed (ASX:CHM) clinical stage cell therapy company focused on bringing the promise of cell therapy to life for more patients with cancer by discovering, developing, and commercializing innovative cell therapies with the most curative potential.

Chimeric was founded in 2020 with one asset, CHM 1101, a first in class Chlorotoxin CAR T cell therapy developed at the prestigious City of Hope Cancer Centre (City of Hope) in Los Angeles, California.

The company went public on January 18, 2021 with this single asset being developed in recurrent/ progressive glioblastoma in one phase 1 clinical trial.

A year later the company has 7 novel assets in development across more than 10 different disease areas with 2 current clinical programs, 2 additional IND filings planned by the end of 2022 and a total of 8 planned clinical programs by the end of 2023.

Cell therapy is considered one of the most promising areas of drug development in oncology today due to the profound responses that patients have had to early CAR T cell therapies. The University of Pennsylvania recently published long term data demonstrating that patients that were treated with early CAR T cell therapies have remained cancer free 10 years later. These demonstrated long term responses have clinicians and scientists now referring to CAR T therapies as curative. It is these types of curative outcomes that Chimeric is focused on bringing to more patients with cancer.

CHM 1101, the Chlorotoxin CAR T cell therapy is a first in class, novel autologous CAR T cell therapy uniquely utilizing Chlorotoxin, a 36-amino acid peptide derived from deathstalker scorpion venom as its tumour targeting domain. Preclinical work for CHM 1101 demonstrated enhanced binding and specificity to glioblastoma cells compared to other immunotherapy targets like IL13, HER2 and EGFR while showing potent activity with significantly improved survival in mice.

Based on this strong preclinical data CHM 1101 was cleared by the US FDA to be studied in a phase 1 clinical program in patients with recurrent/ progressive glioblastoma, the most fatal type of brain cancer. This trial is currently underway at the City of Hope with 2 of the 4 planned dose levels complete. The initial data from the patients treated in the first two dose levels has been encouraging showing no dose limiting toxicities, activity with 5 /7 patients achieving local disease stability and persistence of cells throughout treatment with no signs of immunogenicity.

The 3rd dose level is currently recruiting patients and it is expected that dose level 3 and dose level 4 will be completed by the end of 2022.

CHM 1101 has also recently demonstrated applicability in other solid tumours, most notably metastatic melanoma. Preclinical evidence is currently being generated to support the submission of an IND to the US FDA by the end of 2022 to allow initiation of a phase 1 clinical trial in solid tumours.

In July 2021, Chimeric added a second asset to its pipeline with CHM 2101, a first in class 3rd generation CDH17 CAR T cell therapy developed at the world-renowned University of Pennsylvania.

Scientists at the University of Pennsylvania are widely regarded as leaders in cell therapy development as they were responsible for leading development of the first CAR T cell therapy approved in the United States.

CHM 2101, targets CDH17 (Cadherin-17), an oncogenic driver of tumour formation and cancer metastasis, most notably in gastrointestinal cancers.

CHM 2101 has been optimized over 10 years of development work at the University of Pennsylvania and showed remarkable preclinical efficacy with complete tumour eradication and no relapse.

Chimeric plans to file an IND with the US FDA by the end of 2022 to study CHM 2101 (CDH17 CAR T) in a phase 1 basket trial open to patients with neuroendocrine tumours, colorectal cancer, gastric cancer and esophageal cancer.

In December 2021, Chimeric added a transformational platform technology to their pipeline securing the exclusive option to CHM 0201, the CORE NK platform. CHM 0201 (CORE NK Platform) is a clinically validated, off the shelf, robust and enhanced natural killer cell platform.

The CORE NK platform was developed and clinically validated through a phase 1 clinical trial, which is now complete, at Case Western Reserve University. The trial was a proof-of-concept dose escalation trial with three dose levels, including patients with both blood cancers and solid tumours. The trial was complete in June 2021 with data expected in mid 2022.

As a repeatable platform technology Chimeric has unlimited development opportunity with this asset. The initial internal focus is on the development of CAR NK products and a next generation platform in collaboration with Case Western. Additionally, Chimeric is pursuing external opportunities to leverage the platform through collaborations and licensing.

In building and developing a portfolio Chimeric has also focused strongly on optimizing development to minimize timelines to commercialize these therapies for patient access. Optimized development comes about as a direct result of Chimeric's industry leading management team that has extensive experience in cell therapy development and commercialization. The management team has over 40 years' experience across more than 25 cell therapy development programs including 4 /5 FDA approved CAR T cell therapies.

2.2 Clinical development program

Chimeric has 2 current clinical programs, 2 additional US FDA IND filings planned by the end of 2022 and a total of 8 planned clinical programs by the end of 2023.

Clinical development in cell therapy follows rapid-to-market development paths as evidence by the FDA approval of the 5 initial CAR T cell therapies (Yescarta, Kymriah, Abecma, Breyanzi and Tecartus). All 5 CAR T's have received approval with single arm, phase 2 registration trials.

Chimeric is building clinical development programs and pathways that would follow this fast-to-market pathway.

CHM 1101 (CLTX CAR T) is currently in an ongoing phase 1 clinical study in recurrent/progressive glioblastoma with initial encouraging data. This trial is in the process of being expanded to additional clinical sites to enhance recruitment and to prepare for phase 1 expansion cohorts and the phase 2 registration program. Technical operations to support the phase 2 registration program are already well underway.

Additionally with CHM 1101 (CLTX CAR T) Chimeric intends to file an IND with the US FDA in 2022 to open a clinical trial in solid tumours beginning with metastatic melanoma.

CHM 2101 (CDH17 CAR T) is currently progressing very well towards clinic. Chimeric intends to file an IND with the US FDA in 2022 to open a clinical trial in neuroendocrine tumours, colorectal, gastric and esophageal cancer.

CHM 0201 has a current clinical trial complete, awaiting data expected in mid 2022. With the multiple development paths being pursued with CHM 0201, Chimeric anticipates initiating an additional 4 clinical programs in 2023.

2.3 Intellectual property

Chimeric has completed extensive IP diligence on all of the assets in its portfolio.

CHM 1101 (CLTX CAR T) was granted patent protection in the US and EU patent in 2021 with protection through to 2036.

CHM 2101 and 1201 have current patent applications pending.

2.4 Board and management team

Mr Paul Hopper

Executive Chairman

Paul Hopper is the founder of Chimeric and has over 25 years experience in the medical, healthcare & life sciences sectors. Focussed on start-up and rapid growth companies, he has served as either Founder, Chairman, non-executive director, or Chief Executive Officer, of more than fifteen companies in the US, Australia and Asia. Previous and current Boards include Viralytics (ASX: VLA), Imugene (ASX: IMU), Radiopharm Theranostics (ASX:RAD), pSivida (ASX: PSD), Polynoma (wholly owned subsidiary of HKG:0775), Somnomed (ASX: SOM), Arovella Therapeutics (ASX:ALA), and Prescient Therapeutics (ASX: PTX). His experience covers extensive fund raising in Australia, Asia, US and Europe, and he has deep experience in corporate governance, risk and strategy.

Ms Jennifer Chow

Chief Executive Officer and Managing Director

Ms Chow is a cell therapy pioneer and expert with experience developing and commercializing FDA approved CAR T cell therapies, Abecma™, Breyzani™, Yescarta™ and Tecartus™. Ms Chow also has experience leading the commercial development for more than 15 pipeline cell therapies. She joined Chimeric from Kite Pharmaceuticals (NASDAQ:KITE) where she was the Head of Global Marketing, Analytics and Commercial Operations and was responsible for optimizing the commercial development of all Kite pipeline therapies. Prior to Kite, she was the Global Cell Therapy Commercial Lead at Celgene Corporation (NASDAQ:CELG) defining the global commercial strategy and operating model for Celgene cell therapies. Ms Chow has developed over 10 oncology therapeutics for launch and has more than 20 years' experience in the biotech and pharmaceutical field.

Ms Leslie Chong

Non-Executive Director

Ms Chong has over 20 years experience in clinical development in oncology. Ms Chong began her career in oncology clinical development at GSK (NYSE:GSK) and Exelis (NASDAQ:NEXEL) before taking a role at Genentech (NASDAQ:GENE) as Senior Clinical Program Leader where she focused on therapies for brain cancer. She has development experience with small molecules, immunotherapies, cancer vaccines, oncolytic viral therapies, epigenetics and monoclonal antibodies. Ms Chong is currently the CEO and Managing Director of Imugene (ASX:IMU) and a Non-Executive Director of Cure Brain Cancer Foundation (CBCF).

Dr Lesley Russell

Non-Executive Director

Dr Russell has over 25 years of senior international operational and leadership experience having worked at Amgen (NASDAQ: AMGN), Eli Lilly (NYSE: LLY), Cephalon (NASDAQ: CEPH) and Teva Pharmaceuticals (NYSE: TEVA).

Dr Russell previously served as the Chief Medical Officer at Cephalon prior to its acquisition and as the Global Head of R&D at Teva.

Dr Russell has extensive knowledge and experience with new drug development along with CAR T therapies.

Dr Russell is currently a Non-Executive Director of Enanta Pharmaceuticals (NASDAQ: ENTA) and Imugene Ltd (ASX:IMU).

Dr George Matcham

Non-Executive Director

Dr Matcham is a cell therapy expert with over 30 years experience at Celgene Corporation where he championed the introduction of cellular immunotherapy and led the establishment of cell therapy and biologics technical development. He joined Celgene in 1988 when the company was a 30-person startup and after 3 decades of successful leadership retired in 2018 with the company shortly thereafter being acquired for \$74B by Bristol-Myers Squibb (BMS). Dr Matcham also serves in the board and as an advisor to Instil Bio.

Ms Cindy Elkins

Non-Executive Director

Ms Elkins was Executive Vice President and Chief Information Officer at Juno Therapeutics, one of the pioneers in CAR T technology focused on blood cancers. After the acquisition of Juno, she served as the Global Head CAR T Patient Experience at Celgene Corporation and Bristol-Myers Squibb (BMS) where she was responsible for connecting patients with their personalized therapy through world leading service and technology. Prior to Juno, Ms Elkins was Vice-President of Pharma Informatics at Genentech/Roche, where she was instrumental in ensuring all technology systems/processes were ready as soon as the FDA approved new medicines such as Zelboraf®, Gazyva®, Cotellic® and Tecentriq®. Ms Elkins currently also serves as the Board Chair at the Foundation for Art and Healing.

Dr Elliot Bourk and Head of External Innovation

Chief Business Officer

Dr Bourke is a cell therapy expert with over 5 years leadership experience in the development and commercialization of cell therapies from early to late stage. Dr Bourke joined Chimeric from Kite Pharmaceuticals (NASDAQ:KITE) where he led early commercial strategy, responsible for the optimization of a portfolio of early-stage cell therapy pipeline assets and for guiding business development strategies and transactions. Prior to joining Kite, Dr Bourk was a founding member of the cell therapy commercial team at Celgene Corporation (NASDAQ:CELG) and was the commercial lead for the development of next generation CAR T platforms. Dr Bourk has worked on the development and commercialization of the majority of the leading CAR T therapies including Abecma™, Breyzani™, Yescarta™ and Tecartus™.

Dr Li Ren

Vice President, Technical Operations

Dr Ren has nearly 20 years of experience developing and advancing cell therapy drug candidates from the pre-clinical stage through to commercial licensure. Dr Ren has led the process and analytical development of multiple allogeneic & autologous cell therapy products over her career, including CAR T cells, TCR cells, NK cells and mesenchymal-like stem cells. She joined Chimeric from Bristol-Myers Squibb (BMS) where she most recently oversaw the technology transfers of Juno cell therapy pipeline products to BMS manufacturing facilities.

Over the course of her career Dr Ren has supported multiple IND submissions for pipeline products to enable clinical trials and designed and led process & analytical validation programs in support of commercial registration filing.

Mr Kelly Thornburg

Vice President, Head of Quality

Mr Thornburg, is a quality expert with over 20 years of experience and expertise managing highly complex quality operations. He brings extensive cell therapy experience to Chimeric, most recently from Kite (NASDAQ:KITE), where he was the site head for Kite's US commercial manufacturing facility. Within this role, he was responsible for the quality release of Kite's US manufactured commercial and clinical products. Prior to Kite, Mr Thornburg was the Senior Vice President, Operations at XBiotech USA and spent over 15 years as a quality leader at Amgen. He has worked on multiple clinical stage cell therapy assets as well as on leading CAR T therapies YescartaTM and TecartusTM.

Mr Phillip Hains

Chief Financial Officer & Joint Company Secretary

The Company currently outsources its finance and company secretarial requirements to a specialist public practice, 'The CFO Solution'. Mr Phillip Hains (CA, MBA) brings over 30 years of experience in corporate secretarial, accounting and general management through his firm The CFO Solution, a boutique professional services firm for listed companies.

Mr Hains is currently the Company Secretary of several ASX listed companies including Imugene Ltd (ASX:IMU), Immuron Ltd (ASX:IMC), Total Brain Limited (ASX:TTB) and Arovella Therapeutics Ltd (ASX:ALA).

Mr Nathan Jong

Joint Company Secretary

Mr Jong is a qualified chartered accountant with over 10 years of experience in providing finance and corporate compliance advisory services to a range of businesses including multinational ASX/NASDAQ listed companies. Mr Jong is also part of The CFO Solution team.

3 Details and effect of the Entitlement Offer

3.1 Overview

The Entitlement Offer is an accelerated non-renounceable offer of 1 New Share at \$0.17 per New Share to raise about \$18 million (before direct offer costs including fees paid to the Lead Manager, advisers and to providers of specific services to cover share registry, printing and postage costs).

The Entitlement Offer has two components:

- (a) an Institutional Entitlement Offer – an initial offer to Eligible Institutional Shareholders. Eligible Institutional Shareholders have the opportunity to take up all or part of their Entitlements at the Offer Price of \$0.17 per New Share. Entitlements under the Institutional Entitlement Offer are non-renounceable, meaning that a bookbuild process will be carried out to sell Entitlements that are not taken up by Eligible Institutional Shareholders or would have otherwise been offered to Ineligible Shareholders; and
- (b) a Retail Entitlement Offer – an offer to Eligible Retail Shareholders. Eligible Retail Shareholders are being offered New Shares and New Options under the Retail Entitlement Offer. The Entitlements of each Eligible Retail Shareholder are non-renounceable and are not tradeable or otherwise transferable.

The Company, in consultation with the Lead Manager, reserves the right to determine whether a shareholder is an Eligible Institutional Shareholder, Eligible Retail Shareholder or an Ineligible Shareholder.

The Board intends to use the proceeds of the Entitlement Offer to fund payments under the Company's licence and sponsored research agreements as well as Phase I clinical trials. Funds will also be applied for ongoing working capital and the costs of the Entitlement Offer.

3.2 Institutional Entitlement Offer

The Institutional Entitlement Offer constitutes an offer to Eligible Institutional Shareholders.

New Shares and New Options issued under the Institutional Entitlement Offer will be issued at the same price and at the same ratio as those being offered under the Retail Entitlement Offer.

New Shares are expected to be issued under the Institutional Entitlement Offer on 1 March 2022. New Options are expected to be issued under the Institutional Entitlement Offer on 18 March 2022 but are subject to Institutional Shareholders holding at least the number of New Shares they subscribed for under the Institutional Entitlement Offer.

Institutional Entitlements that eligible institutional shareholders do not take up by the close of the Institutional Entitlement Offer, and institutional Entitlements that would otherwise have been offered to ineligible institutional shareholders, will be offered to new institutional investors and existing institutional shareholders concurrently with the Institutional Entitlement Offer.

This Prospectus provides for the issue of New Shares and New Options under the Institutional Entitlement Offer to facilitate the on-sale of any New Shares and New Options:

- (a) issued to Eligible Institutional Shareholders under the Institutional Entitlement Offer; or

- (b) not subscribed for by Eligible Institutional Shareholders but which are subsequently issued by the Company, in consultation with the Lead Manager, to investors following the close of the Institutional Entitlement Offer.

3.3 Retail Entitlement Offer

The Retail Entitlement Offer constitutes an offer to Eligible Retail Shareholders only.

Eligible Retail Shareholders who are on Chimeric's share register on the Record Date are entitled to acquire 1 New Share for every 3.15 Shares held on the Record Date (and one New Option for every New Share issued) (**Entitlement**). Fractional Entitlements will be rounded down to the nearest whole number of New Shares.

The offer price of \$0.17 per New Share represents a discount of approximately 15% to the closing price of Shares on 18 February 2022 (being the last trading day before announcement of the Entitlement Offer).

The Retail Entitlement Offer will open on 28 February 2022. An Entitlement and Acceptance Form setting out your Entitlement accompanies this Prospectus. Eligible Retail Shareholders may subscribe for all or part of their Entitlement.

The Retail Entitlement Offer is expected to close on 11 March 2022.

Eligible Retail Shareholders should be aware that an investment in Chimeric involves risks. The key risks identified by Chimeric are set out in section 6 of this Prospectus.

3.4 Effect of Entitlement Offer on control of the Company

As at the date of this prospectus, Mr Paul Hopper is the only substantial shareholder of the Company with a 23.29% percentage interest in the Company.

Mr Hopper has indicated that he intends to take up \$500,000 of his Entitlements under the Entitlement Offer.

The below table sets out the number of Shares and voting power held by Mr Hopper before and after the Entitlement Offer:

Shareholder	Shares at the date of this prospectus	Voting power at the date of this prospectus	Shares following completion of the Entitlement Offer (undiluted) ⁴	Voting power following completion of the Entitlement Offer (undiluted)	Shares following completion of the Entitlement Offer (fully diluted) ⁵	Voting power following completion of the Entitlement Offer (fully diluted)
Mr Paul Hopper	78,152,778	23.29%	81,093,954	23.95%	81,093,954	18.34%

Eligible Retail Shareholders who do not take up all of their Entitlements will have their percentage shareholding in Chimeric diluted.

⁴ Based on Mr Hopper taking up \$500,000 of his Entitlement and no other Eligible Shareholders taking up their Entitlements under the Entitlement Offer and before the exercise of any existing Options or New Options.

⁵ Assuming the full \$18 million is raised under the Entitlement Offer and before the exercise of any existing Options or New Options.

The Company does not expect any increase in voting power of Mr Hopper to materially affect control of the Company given his existing holding.

However if Mr Hopper's voting power increases, in the future, to 25% or more, Shareholders should be aware that this will provide him with an ability to block any special resolution proposed by the Company unless he is excluded from the vote.

3.5 Issue of additional Shares under the Top Up Facility

Any New Shares not taken up by the Closing Date may be made available to those Eligible Retail Shareholders who took up their full Entitlement and applied for additional New Shares under the Top Up Facility.

There is no guarantee that those Shareholders will receive the number of New Shares applied for under the Top Up Facility, or any. The number of New Shares available under the Top Up Facility will not exceed the shortfall from the Retail Entitlement Offer. The Directors, after consultation with the Lead Manager, reserve the right to allot and issue New Shares under the Top Up Facility at their discretion.

The Company may allocate all, or a lesser number, of Shares for which an application has been made under the Top Up Facility. If applications are scaled back, there may be a different application of the scale-back policy to each Applicant.

3.6 Underwriting

The Entitlement Offer is not underwritten. The Company and Lead Manager reserve the right to enter into underwriting arrangements in respect of the Retail Entitlement Offer and will update Shareholders in this regard as applicable.

3.7 Eligible Retail Shareholders

The Retail Entitlement Offer is being offered to all Eligible Retail Shareholders.

An Eligible Retail Shareholder is a Shareholder on the Record Date who:

- (a) has a registered address on the Chimeric share register in Australia or New Zealand, is an Institutional Investor in another Permitted Jurisdiction, or is a Shareholder that Chimeric has otherwise determined is eligible to participate;
- (b) is not in the United States and is not a person (including nominee or custodian) acting for the account or benefit of a person in the United States;
- (c) was not invited to participate in the Institutional Entitlement Offer and was not treated as an Ineligible Institutional Shareholder under the Institutional Entitlement Offer; and
- (d) is eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer without any requirement for a prospectus to be lodged or registered.

This Prospectus is being sent to Shareholders with registered addresses in Australia or New Zealand only. This Prospectus does not constitute an offer to issue the New Shares or the New Options in any place in which, or to any person to whom, it would not be lawful to make that offer.

The Company is of the view that it is unreasonable to make an offer to issue the New Shares and the New Options to Ineligible Shareholders having regard to:

- (a) the number of Ineligible Shareholders to whom offers to issue the New Shares and the New Options would otherwise be made;
- (b) the number and value of the New Shares and the New Options that would otherwise be offered for issue to Ineligible Shareholders; and
- (c) the cost of complying with the laws, and any requirements of any regulatory authority, of the places where the New Shares and the New Options would otherwise be offered for issue.

3.8 Entitlements of Ineligible Retail Shareholders

Ineligible Retail Shareholders will not receive any payment or value as a result of the issue of any of those New Shares or New Options they would have been entitled to subscribe for had they been eligible to participate in the Retail Entitlement Offer. Entitlements of Ineligible Retail Shareholders may be subscribed for under the Top Up Facility.

3.9 Non-renounceable

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

3.10 Shortfall facility

A shortfall may arise if applications received for New Shares under the Retail Entitlement Offer (including after the completion of the Top Up Facility (if any) and the Entitlements of Ineligible Shareholders) are less than the number of New Shares offered.

The Directors reserve the right, subject to the requirements of the Listing Rules and the Corporations Act, to place Shortfall Shares within three months after the Closing Date to either existing or new Shareholders at their discretion. If issued, Shortfall Shares will be issued at a price not less than the Issue Price of New Shares under the Retail Entitlement Offer. Shareholders will not receive any payment or value for the Entitlements not taken up under the Retail Entitlement Offer that are subsequently taken up as Shortfall Shares.

3.11 Financial position

The effect of the Entitlement Offer on the financial position of the Company is set out in section 5.

3.12 Taxation considerations

The taxation consequences of an investment in the Company depend upon your particular circumstances. You should make your own enquiries about the taxation consequences of an investment in the Company. If you are in doubt about the course you should follow, you should consult your accountant, stockbroker, lawyer or other professional adviser.

3.13 Foreign selling restrictions

Each Applicant warrants and represents that they:

- (a) are an Australian or New Zealand citizen or resident in Australia or New Zealand; and

- (b) are located in Australia or New Zealand or are an Institutional Investor in another Permitted Jurisdiction at the time of the application and is not acting for the account or benefit of any person in the United States or any other foreign person.

No action has been taken to register or qualify the New Shares, New Options, or the Entitlement Offer in any jurisdiction outside Australia and New Zealand, or otherwise to permit a public offering of the New Shares or New Options outside Australia and New Zealand.

The Prospectus does not constitute an offer or invitation in any jurisdiction where, or to any person to whom, the offer or invitation would be unlawful. The distribution of this Prospectus in jurisdictions outside Australia and New Zealand may be restricted by law and persons who come into possession of this Prospectus should observe any such restrictions, including those below. Any failure to comply with the restrictions may constitute a violation of applicable securities laws.

Cayman Islands

No offer or invitation to subscribe for New Shares and New Options may be made to the public in the Cayman Islands or from within the Cayman Islands.

Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). Accordingly, this document may not be distributed, and the New Shares and New Options may not be offered or sold, in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the New Shares and New Options has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares and New Options that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Shares and New Options may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

3.14 Warranties made on acceptance of the Entitlement Offer

By completing and returning your personalised Entitlement and Acceptance Form or making a payment by BPAY you will be deemed to have acknowledged, represented and warranted that you, and each person on whose account you are acting:

- (a) acknowledge that you have fully read and understood both this Prospectus and your Entitlement and Acceptance Form in their entirety and you acknowledge the matters and make the warranties and representations and agreements contained in this Prospectus and the Entitlement and Acceptance Form;
- (b) agree to be bound by the terms of the Entitlement Offer, the provisions of this Prospectus and the Constitution;

- (c) authorise Chimeric to register you as the holder(s) of New Shares and New Options issued to you;
- (d) declare that all details and statements in the Entitlement and Acceptance Form are complete and accurate;
- (e) declare you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Entitlement and Acceptance Form;
- (f) acknowledge that once Chimeric 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) agree to apply for and be issued with up to the number of New Shares and New Options specified in the Entitlement and Acceptance Form, or for which you have submitted payment of any Application Monies via BPAY, including, in each case, any Additional New Shares and additional New Options, at the Offer Price per share;
- (h) authorise Chimeric, the Lead Manager, the Share Registry and any of their respective officers or agents to do anything on your behalf necessary for New Shares and New Options 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) declare that you were the registered holder(s) at the Record Date of the Shares indicated on the Entitlement and Acceptance Form as being held by you on the Record Date;
- (j) acknowledge that the information contained in this Prospectus and your Entitlement and Acceptance Form is not investment advice or financial product advice nor have they been prepared without taking into account your investment objectives, financial circumstances or particular needs or circumstances.
- (k) acknowledge that this Prospectus and your Entitlement and Acceptance Form is not a recommendation that New Shares or New Options are suitable for you given your investment objectives, financial situation or particular needs;
- (l) acknowledge that you have read and understood risks set out in section 6 and that investments in Chimeric are subject to a high degree of risk;
- (m) acknowledge that none of Chimeric, the Lead Manager, or their respective related bodies corporate, affiliates or respective directors, officers, partners, employees, representatives, agents, consultants or advisers, guarantee the performance of Chimeric, nor do they guarantee the repayment of capital;
- (n) 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;
- (o) authorise Chimeric to correct any errors in your Entitlement and Acceptance Form or other form provided by you;
- (p) represent and warrant (for the benefit of Chimeric, the Lead Manager and their respective related bodies corporate and affiliates) that you did not receive an invitation to participate in the Institutional Entitlement Offer either directly or through a nominee, and that you are not an eligible institutional Shareholder under the Institutional Entitlement Offer;

- (q) represent and warrant that the law of any place does not prohibit you from being given this Prospectus and the Entitlement and Acceptance Form, nor does it prohibit you from making an application for New Shares or New Options (or Additional New Shares); and
- (r) represent and warrant that your acceptance of the Entitlement Offer does not breach any laws in a jurisdiction outside Australia or New Zealand.

By completing and returning your personalised Entitlement and Acceptance Form or making a payment by BPAY, you will also be deemed to have acknowledged, represented and warranted on your own behalf and on behalf of each person on whose account you are acting that you are an Eligible Retail Shareholder or otherwise eligible to participate in the Entitlement Offer and:

- (a) you and each person on whose account you are acting are not in the United States and are not otherwise a person to whom it would be illegal to make an offer of or issue of Entitlements or New Shares or New Options under the Entitlement Offer and under any applicable laws and regulations;
- (b) the Entitlements and Securities have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction in the United States, or in any other jurisdiction outside Australia, and New Zealand, and, accordingly, the Entitlements may not be taken up, and the New Shares and New Options may not be offered, sold or otherwise transferred, except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any other applicable securities laws;
- (c) you and each person on whose account you are acting have not and will not send any materials relating to the Entitlement Offer to any person in the United States;
- (d) if in the future you decide to sell or otherwise transfer the New Shares, you will only do so in regular transactions on ASX where neither you nor any person acting on your behalf know, or have reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States; and
- (e) if you are acting as a nominee or custodian, each beneficial holder on whose behalf you are submitting the Entitlement and Acceptance Form (i) is resident in Australia or New Zealand or is an Institutional Investor in another Permitted Jurisdiction, and (ii) is not in the United States or elsewhere outside the Permitted Jurisdictions.

3.15 Withdrawal

The Company reserves the right to withdraw the Retail Entitlement Offer, at any time before the allotment of New Shares. If the Retail Entitlement Offer does not proceed, the Application Money is refunded. No interest is paid on any Application Money refunded because of the withdrawal of the Retail Entitlement Offer.

3.16 Enquiries

If you have questions about the Offer, please contact the share registry, Boardroom Pty Limited, on Within Aust: 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia).

4 How to apply

4.1 Retail Entitlement Offer

The number of New Shares to which Eligible Retail Shareholders are entitled under the Retail Entitlement Offer (i.e. their Entitlement) is shown on the attached Entitlement and Acceptance Form.

Eligible Retail Shareholders may:

- (a) take up their Entitlement in full and, if they do so, they may apply for additional New Shares under the Top Up Facility (refer to section 4.2);
- (b) take up part of their Entitlement, in which case the balance of their Entitlement lapses (refer to section 4.3); or
- (c) allow their Entitlement to lapse (refer to section 4.4).

Ineligible Retail Shareholders may not take up any of their Entitlements.

Chimeric may reject any Entitlement and Acceptance Form that is not correctly completed or that is received after the Closing Date.

The Closing Date for acceptance of the Entitlement Offer is **5.00pm (Sydney time) on 11 March 2022** (however, that date may be varied by Chimeric, in accordance with the Listing Rules).

4.2 Taking up all of your Entitlement and participating in the Top Up Facility

If you wish to take up your Entitlement in full, follow the instructions set out in the Entitlement and Acceptance Form.

If you have applied to take up all of your Entitlement, you may also apply for additional New Shares under the Top Up Facility.

Please return your completed Entitlement and Acceptance Form together with a cheque for your Application Money in accordance with section 4.6 for the amount shown on the Entitlement and Acceptance Form to the share registry so that it is received no later than **5.00pm (Sydney time) on 11 March 2022** at the address set out below:

Post:
Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001

Delivery:
Boardroom Pty Limited
Level 12
225 George Street
Sydney NSW 2000

Alternatively, you may take up all of your Entitlement by payment of the Application Money through BPAY in accordance with the instructions on the Entitlement and Acceptance Form. If payment is being made through BPAY, you do not need to return the Entitlement and Acceptance

Form. Your payment must be received by no later than **5.00pm (Sydney time) on 11 March 2022**.

If you pay through BPAY and do not return the Entitlement and Acceptance Form, amounts received by Chimeric in excess of the Offer Price multiplied by your Entitlement (**Excess Amount**) may be treated as an application to apply for as many additional New Shares under the Top Up Facility as your Excess Amount will pay for in full.

If you apply for additional New Shares under the Top Up Facility and your application is successful (in whole or in part) your New Shares will be issued at the same time that other New Shares are issued under the Entitlement Offer. There is no guarantee you will receive any New Shares under the Top Up Facility. The Directors may allot and issue New Shares under the Top Up Facility at their discretion.

Refund amounts, if any, will be paid in Australian dollars. You will be paid either by cheque sent by ordinary post to your address as recorded on the share register (the registered address of the first-named in the case of joint holders), or by direct credit to the nominated bank account as noted on the share register as at the Closing Date. If you wish to advise or change your banking instructions with the share registry you may do so by going to www.investorserve.com.au and following the instructions.

4.3 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 4.2.

Alternatively, you may arrange for payment through BPAY in accordance with the instructions on the Entitlement and Acceptance Form. If you pay through BPAY and Chimeric receives an amount that is less than the Offer Price multiplied by your Entitlement (**Reduced Amount**), your payment may be treated as an application for as many New Shares as your Reduced Amount will pay for in full.

4.4 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.

4.5 Consequences of not accepting your Entitlement

If you do not accept all of your Entitlement in accordance with the instructions set out above, any New Shares that you would have otherwise been entitled to under the Retail Entitlement Offer (or New Shares that relate to the portion of your Entitlement that has not been accepted) may be acquired under the Top Up Facility.

4.6 Payment

The consideration for the New Shares (including under the Top Up Facility) is payable in full on application by a payment of \$0.17 per New Share. The Entitlement and Acceptance Form must be accompanied by a cheque for the Application Money. Cheques must be drawn in Australian currency on an Australian bank and made payable to 'Chimeric Therapeutics Limited – Entitlement Offer' and crossed 'Not Negotiable'.

Alternatively, you may arrange for payment of the Application Money through BPAY in accordance with the instructions on the Entitlement and Acceptance Form.

Eligible Retail Shareholders must not send cash by mail. Receipts for payment will not be issued.

4.7 Entitlement and Acceptance Form is binding

A completed and lodged Entitlement and Acceptance Form, or a payment made through BPAY, constitutes a binding offer to acquire New Shares on the terms of this Prospectus and 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' (or their delegates') decision whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final.

4.8 Validity of Entitlement and Acceptance Forms

An Entitlement and Acceptance Form may only be distributed with, attached to or accompany a complete and unaltered copy of this Prospectus.

By completing and lodging an Entitlement and Acceptance Form received with this Prospectus, the Applicant represents and warrants that the Applicant has personally received a complete and unaltered copy of this Prospectus before completing the Entitlement and Acceptance Form.

The Company does not accept a completed Entitlement and Acceptance Form if it has reason to believe the Applicant has not received a complete copy of the Prospectus or it has reason to believe that the Entitlement and Acceptance Form has been altered in any way.

4.9 Brokerage and Stamp Duty

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

4.10 Notice to nominees and custodians

Nominees and custodians may not distribute any part of this Prospectus or any Entitlement and Acceptance Form in any country outside Australia or New Zealand, except to beneficial holders of Shares in New Zealand, and beneficial holders of Shares who are institutional or professional investors in other countries that Chimeric has approved as being a country in which investors are eligible to participate, as well as any other country to the extent Chimeric may determine it is lawful and practical to make the Entitlement Offer.

Chimeric 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 (e.g. for the purposes of determining whether any such persons may participate in the Retail Entitlement Offer).

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. Any person that is in the United States with a holding through a nominee may not participate in the Retail Entitlement Offer and the nominee must not take up any Entitlement or send any materials into the United States or to any person it knows to be in the United States or elsewhere outside Australia and New Zealand except to Institutional Investors in other Permitted Jurisdictions.

The Company assumes no obligation to advise you on any foreign laws.

4.11 Information Availability

Eligible Retail Shareholders can obtain a copy of this Prospectus from Chimeric's website at www.chimerictherapeutics.com or by calling the share registry on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) at any time from 8.30am to 5.00pm (Sydney time) until the Closing Date. Shareholders who access the electronic version of this Prospectus should ensure that they download and read the entire Prospectus. The electronic version of this Prospectus will not include an Entitlement and Acceptance Form. A replacement Entitlement and Acceptance Form can be requested by calling the share registry.

5 Financial information

5.1 Historical and pro forma consolidated balance sheet as at 30 June 2021

This section contains a summary of the historical financial information for Chimeric as at 30 June 2021 (**Historical Financial Information**) and a pro-forma historical statement of the financial position as at 30 June 2021 (**Pro Forma Historical Financial Information**) (collectively, **Financial Information**). The Financial Information has been prepared to illustrate the effect of the Entitlement Offer.

	Notes	30 Jun 2021 Historical (Audited)	Entitlement Offer	Other Adjustments	30 Jun 2021 Pro Forma Historical (Unaudited)
ASSETS					
CURRENT ASSETS					
Cash and cash equivalents	A	\$22,410,199	\$17,098,424	(\$8,973,000)	\$30,535,623
Trade and other receivables		\$24,246			\$24,246
Other current assets		\$230,623			\$230,623
TOTAL CURRENT ASSETS		\$22,665,068	\$17,098,424	(\$8,973,000)	\$30,790,492
NON-CURRENT ASSETS					
Property, plant and equipment		\$13,627			\$13,627
Intangible assets	B	\$13,826,165		\$484,000	\$14,310,165
TOTAL NON-CURRENT ASSETS		\$13,839,792	\$0	\$484,000	\$14,323,792
TOTAL ASSETS		\$36,504,860	\$17,098,424	(\$8,489,000)	\$45,114,284
LIABILITIES					
CURRENT LIABILITIES					
Trade and other payables	C	\$3,032,995			\$3,032,995
Other Financial liabilities		\$4,259,678		(\$2,041,000)	\$2,218,678
Employee benefit obligations		\$62,235			\$62,235
TOTAL CURRENT LIABILITIES		\$7,354,908	\$0	(\$2,041,000)	\$5,313,908
NON-CURRENT LIABILITIES					
Trade and other payables		\$335,873			\$335,873
Other Financial liabilities		\$3,683,391			\$3,683,391
TOTAL NON-CURRENT LIABILITIES		\$4,019,264	\$0	\$0	\$4,019,264
TOTAL LIABILITIES		\$11,374,172	\$0	(\$2,041,000)	\$9,333,172
NET ASSETS		\$25,130,688	\$17,098,424	(\$6,448,000)	\$35,781,112
EQUITY					
Issued capital	D	\$37,366,641	\$17,098,424		\$54,465,065
Other Reserves		\$2,941,766			\$2,941,766
Accumulated losses	E	(\$15,177,719)		(\$6,448,000)	(\$21,625,719)
TOTAL EQUITY		\$25,130,688	\$17,098,424	(\$6,448,000)	\$35,781,112

Notes to the historic and pro forma balance sheet:

A – Net proceeds from the capital raise (\$18.1M less \$1M) and net funds used for the 6 months to 31 December 2021.

- B – Payments made for the acquisition of intellectual property and equipment.
- C – Payment for repayment of debt.
- D – Net proceeds from the capital raise (\$18.1M less \$1M)
- E – Net cash used in operating activities for the 6 months to 31 December 2021.

Subsequent to 30 June 2021 the following material transactions have occurred (not reflected in the above table):

- CDH17 asset acquisition as per the following ASX Announcement dated 28 July 2021.

5.2 Basis of preparation of financial information

The stated basis of preparation for the Historical Financial Information is in accordance with the recognition and measurement principles of the Australian Accounting Standards.

The stated basis of preparation for the Pro Forma Historical Financial Information is in a manner consistent with the recognition and measurement principles of the Australian Accounting Standards applied to the Historical Financial Information and the events or transactions to which the pro forma adjustments relate, as described in this section of the Prospectus, as if those events or transactions had occurred as at 30 June 2021.

5.3 Pro-forma adjustments to consolidated balance sheet

The Pro Forma Historical Financial Information has been derived from the audited Historical Financial Information and has been prepared on the basis that the following significant transactions occurred as at 30 June 2021:

Material transactions since 30 June 2021:

The Entitlement Offer:

- (a) the issue of 106,540,841 New Shares under the Entitlement Offer, expected to raise gross proceeds of \$18,111,943 less estimated offer costs of \$1,013,519.

Other Adjustments:

- (b) \$484,000 – Payments made for the acquisition of intellectual property and equipment.
- (c) \$2,041,000 – Payment for repayment of debt.
- (d) \$6,448,000 - Net cash used in operating activities for the 6 months to 31 December 2021.

Due to the nature of the pro forma adjustments, they do not represent the actual or prospective financial position of Chimeric.

5.4 Pro forma cash flow statement as at 30 June 2021

The Company's pro forma historical cash position at 30 June 2021 adjusted for the Entitlement Offer is derived from actual cash as follows:

Cash as at 30 June 2021	\$22,410,199
Gross proceeds of the Entitlement Offer	\$18,111,943
Offer costs of the Entitlement Offer	(\$1,013,519)
Other Adjustments	(\$8,973,000)
Pro forma historical cash balance	<u>\$30,535,623</u>

6 Risk factors

6.1 Specific investment risks

Dependence upon licence agreements

Access to the intellectual property rights to develop and commercialise CAR T cells in the field of oncology is predicated on the continuing operation of the licence agreements in place between the Company and its licensors. Chimeric is reliant on its licensors to have in place the relevant protection and rights to the technology as well as the authority to enter into the licence agreements. Failure of a licensor or Chimeric to comply with the terms of the licence agreements without an appropriate countermeasure could have a material adverse effect on Chimeric's business, financial condition, operations or prospects. Chimeric is continually assessing the risk and opportunity associated with its business model and licenses to use and develop intellectual property.

Pipeline product in development and not approved for commercial sale

Chimeric's ability to achieve profitability is dependent on a number of factors, including its ability to complete successful clinical trials, obtain regulatory approval for the CAR T technology and successfully commercialise that product. There is no guarantee that Chimeric's product will be commercially successful. Chimeric does not currently generate revenue from product sales and any such revenue is not anticipated in the short to medium term. There are many reasons why initially promising products fail to be successfully commercialised. For example, clinical trials may be suspended for safety or efficacy reasons, following development it may prove difficult or impossible to manufacture the products on a large scale, or, during the period of development, competitors (including those with greater resources) may emerge with competing or alternative treatments.

Clinical trial risk

The Company may be unable to secure necessary approvals from regulatory agencies and institutional bodies (clinics and hospitals) to conduct future clinical trials. There is also no assurance that products developed using the Company's technology will prove to be safe and efficacious in clinical trials, or that the regulatory approval to manufacture and market its products will be received. 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. Clinical trials undertaken by the Company have many associated risks which may impact the Company's profitability and future productions and commercial potential. They may prove unsuccessful or non efficacious, impracticable or costly. The clinical trials could be terminated which will likely have a significant adverse effect on the Company, the value of its securities and the future commercial development of its technology.

Regulatory and reimbursement approvals

The research, development, manufacture, marketing and sale of products using the Company's technology are subject to varying degrees of regulation by a number of government authorities in Australia and overseas. Products developed using the Company's technology 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. Products may also be submitted for reimbursement approval. The availability and timing of that reimbursement approval may have an impact upon the uptake and profitability of products in some jurisdictions. Furthermore, any of the products utilising the Company's technology may be shown to be unsafe, non-efficacious,

difficult or impossible 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.

Commercialisation of products and potential market failure

The Company has not yet commercialised its technology 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, to fund sufficient revenues for continued operations and growth, may not be achieved.

Dependence upon key personnel

Chimeric depends on the talent and experience of its personnel as its primary asset. There may be a negative impact on Chimeric 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.

Arrangements with third-party collaborators

Chimeric may pursue collaborative arrangements with pharmaceutical and life science companies, academic institutions or other partners to complete the development and commercialisation of its products. These collaborators may be asked to assist with funding or performing clinical trials, manufacturing, regulatory approvals or product marketing. There is no assurance that the CAR T technology will attract and retain appropriate strategic partners or that any such collaborators will perform and meet commercialisation goals. If Chimeric is unable to find a partner, it would be required to develop and commercialise the CAR T technology at its own expense. This may place significant demands on the Company's internal resources and potentially delay the commercialisation of the technology.

Risk of delay and continuity of operations

Chimeric may experience delay in achieving a number of critical milestones, including securing commercial partners, completion of clinical trials, obtaining regulatory approvals, manufacturing, product launch and sales. Any material delays may impact adversely upon the Company, including the timing of any revenues under milestone or sales payments.

Competition

The biotechnology and pharmaceutical industries are intensely competitive and subject to rapid and significant technological change. A number of companies, both in Australia and abroad, may be pursuing the development of products that target the same markets that Chimeric is targeting. The Company's products may compete with existing alternative treatments that are already available to customers. In addition, a number of companies, both in Australia and abroad, may be pursuing the development of products that target the same conditions that the Company is targeting. Some of these companies may have, or develop, technologies superior to the Company's own technology. The Company may face competition from parties who have substantially greater resources than the Company.

Requirement to raise additional funds

Whilst the Directors believe that the funds raised through the Offer may be sufficient for the Company's short-term objectives, the Company is likely to require substantial additional financing in the future to sufficiently fund its operations, research and development. The Company's actual cash requirements may vary from those now planned and will depend upon many factors, including:

- (a) the continued progress of its research and development programs;
- (b) the timing, costs and results of clinical trials;
- (c) the cost, timing and outcome of submissions for regulatory approval; and
- (d) the status and timing of competitive developments.

Without revenue from commercialisation, the Company may be required to raise additional equity or debt capital in the future. There is no assurance that it will be able to raise that capital when it is required or, even if available, the terms may be unsatisfactory. If the Company is unsuccessful in obtaining funds when they are required, the Company may need to delay or scale down its operations.

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.

Intellectual property

The Company's ability to leverage its innovation and expertise 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. This includes the Company's ability to obtain commercially valuable patent claims.

The Company's patent applications are still pending, and additional patent applications may need to be filed to provide more extensive intellectual property protection. Examination of patents may be expensive and time-consuming, with no guarantee that lodged patent applications will result in granted patents. It may also take longer than expected for patents to be granted and, even if successful, the claims of any patents that are granted may not provide meaningful protection.

Although the Company has itself conducted patent searches on publicly available databases, there are limitations on searching. Searches are dependent on the accuracy and effectiveness of the searching method used and the accuracy and scope of the records held. No search can ever be entirely inclusive or exhaustive because some forms of disclosure such as prior public use, oral disclosure, prior commercial exploitation or prior publication in non-patent literature cannot be searched systematically.

If patents are not granted to Chimeric, then the value of the Company's intellectual property rights may be significantly diminished. Further, any information contained in patent applications will become part of the public domain, and so will not be protected as confidential information.

6.2 General investment risks

Share market investments

Before the Offer there has been no public market for the Shares. It is important to recognise that, once the Shares are quoted on ASX, their price might rise or fall and they might trade at prices below or above the Offer Price. There can also be no assurance that an active trading market will develop for the Shares.

Factors affecting the price at which the Shares are traded on ASX could include domestic and international economic conditions. In addition, the prices of many listed entities' securities are affected by factors that might be unrelated to the operating performance of the relevant company. Those fluctuations might adversely affect the price of the Shares.

General economic conditions

Chimeric's operating and financial performance is influenced by a variety of general economic and business conditions including the level of inflation, interest rates and government fiscal, monetary and regulatory policies. Prolonged deterioration in general economic conditions, including an increase in interest rates, could be expected to have a corresponding adverse impact on the Company's operating and financial performance.

Accounting standards

Australian accounting standards are set by the AASB and are outside the Directors' and Chimeric's control. Changes to accounting standards issued by AASB could materially adversely affect the financial performance and position reported in Chimeric's financial statements.

Tax risks

Changes to the rate of taxes imposed on Chimeric (including in overseas jurisdictions in which Chimeric operates now or in the future) or tax legislation generally may affect Chimeric and its Shareholders. In addition, an interpretation of Australian tax laws by the Australian Taxation Office that differs to Chimeric's interpretation may lead to an increase in Chimeric's tax liabilities and a reduction in Shareholder returns.

Personal tax liabilities are the responsibility of each individual investor. Chimeric is not responsible either for tax or tax penalties incurred by investors.

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.

6.3 Cautionary statement

Statements in this Prospectus may be forward looking statements.

Forward looking statements can be identified by the use of forward looking terminology such as, but not limited to, 'may', 'will', 'expect', 'anticipate', 'estimate', 'would be', 'believe', or 'continue' or the negative or other variations of comparable terminology. These statements are subject to risks and uncertainties that could cause actual results to differ materially from those projected. The Directors' expectations, beliefs and projections are expressed in good faith and are believed to have a reasonable basis. They are based on, among other sources, the examination of historical operating trends, data in the Company's records and other data available from third parties. There can be no assurance, however, that the Directors' expectations, beliefs or projections will give the results projected in the forward looking statements. Investors should not place undue reliance on these forward looking statements.

Additional factors that could cause actual results to differ materially from those indicated in the forward looking statements are discussed earlier in this section.

7 Material agreements

7.1 Key documents

The Board considers that certain agreements relating to Chimeric are significant to the Entitlement Offer, the operations of Chimeric or may be relevant to investors. A description of material agreements or arrangements, together with a summary of the more important details of each of these agreements is set out below.

7.2 Constitution

Below is a summary of the key provisions of Chimeric's Constitution. This summary is not exhaustive, nor does it constitute a definitive statement of a Shareholder's rights and obligations.

Shares

The Directors are entitled to issue and cancel Shares in the capital of Chimeric, grant Options over unissued shares and settle the manner in which fractions of a Share are to be dealt with. The Directors may decide the persons to whom, and the terms on which, Shares are issued or Options are granted as well as the rights and restrictions that attach to those Shares or Options.

The Constitution also permits the issue of preference shares on terms determined by the Directors.

Chimeric may also sell a Share that is part of an unmarketable parcel of shares under the procedure set out in the Constitution.

Variation of class rights

The rights attached to any class of Shares may, unless their terms of issue state otherwise, only be varied with the consent in writing of members holding at least three-quarters of the Shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of Shares of that class.

Restricted securities

If the ASX classifies any of Chimeric's share capital as restricted securities, then the restricted securities must not be disposed of during the escrow period and Chimeric must refuse to acknowledge a disposal of the restricted securities during the escrow period, except as permitted under the Listing Rules or by the ASX.

Share certificates

Subject to the requirements of the Corporations Act, the Listing Rules or the ASX Settlement Operating Rules, Chimeric need not issue share certificates if the Directors so decide.

Calls

The Directors may, from time to time, call upon Shareholders for unpaid monies on their shares. The Directors must give Shareholders notice of a call at least 30 business days before the amount called is due, specifying the time and place of payment. If a call is made, Shareholders are liable to pay the amount of each call by the time and at the place specified.

A call is taken to have been made when a Directors' resolution passing the call is made or on any later date fixed by the Board. A call may be revoked or postponed at the discretion of the Directors.

Forfeiture and lien

Chimeric may forfeit Shares to cover any call, or other amount payable in respect of Shares, which remains unpaid following any notice to that effect sent to a Shareholder. Forfeited Shares become the property of Chimeric and the Directors may sell, reissue or otherwise dispose of the Shares as they think fit.

A person whose Shares have been forfeited may still be required to pay Chimeric all calls and other amounts owing in respect of the forfeited Shares (including interest) if the Directors so determine.

Chimeric has a first and paramount lien for unpaid calls, instalments and related interest and any amount it is legally required to pay in relation to a Shareholder's Shares. The lien extends to all distributions relating to the Shares, including dividends.

Chimeric's lien over Shares will be released if it registers a transfer of the Shares without giving the transferee notice of its claim.

Share transfers

Shares may be transferred by any method permitted by the Corporations Act, the Listing Rules or the ASX Settlement Operating Rules or by a written transfer in any usual form or in any other form approved by the Directors. The Directors may refuse to register a transfer of Shares where it is not in registrable form, Chimeric has a lien over any of the Shares to be transferred or where it is permitted to do so by the Listing Rules or the ASX Settlement Operating Rules.

General meetings

Each Shareholder, Director and auditor is entitled to receive notice of and attend any general meeting of Chimeric. Two Shareholders must be present to constitute a quorum for a general meeting and no business may be transacted at any meeting except the election of a chair and the adjournment of the meeting, unless a quorum is present when the meeting proceeds to business.

Voting rights

Subject to any rights or restrictions attached to any Shares or class of shares, on a show of hands each Shareholder present has one vote and, on a poll, one vote for each fully paid Share held, and for each partly paid Share, a fraction of a vote equivalent to the proportion to which the Share has been paid up. Voting may be in person or by proxy, attorney or representative.

Remuneration of Directors

Each Director is entitled to remuneration from Chimeric for his or her services as decided by the Directors but the total amount provided to all Directors for their services as Directors must not exceed in aggregate in any financial year the amount fixed by Chimeric in general meeting. The remuneration of an executive Director must not include a commission on, or a percentage of, profits or operating revenue.

Remuneration may be provided in the manner that the Directors decide, including by way of non-cash benefits. There is also provision for Directors to be paid extra remuneration (as determined by the Directors) if they devote special attention to the business of Chimeric or otherwise perform

services which are regarded as being outside of their ordinary duties as Directors or, at the request of the Directors, engage in any journey on Chimeric's business.

Directors are also entitled to be paid all travelling and other expenses they incur in attending to Chimeric's affairs, including attending and returning from general meetings or Board meetings, or meetings of any committee engaged in Chimeric's business.

Interests of Directors

A Director who has a material personal interest in a matter that is being considered by the Board must not be present at a meeting while the matter is being considered nor vote on the matter, unless the Corporations Act allows otherwise.

Election and retirement of Directors

There must be a minimum of three Directors and a maximum of 12 Directors unless Chimeric in general meeting resolves otherwise.

Where required by the Corporations Act or Listing Rules, Chimeric must hold an election of directors each year. No Director, other than the managing director, may hold office without re-election beyond the third annual general meeting following the meeting at which the Director was last elected or re-elected. A Director appointed to fill a casual vacancy, who is not a managing Director, holds office until the conclusion of the next annual general meeting following his or her appointment. If there would otherwise not be a vacancy, and no Director is required to retire, then the director who has been longest in office since last being elected must retire.

If a number of Directors were elected on the same day, the Directors to retire is (in default of agreement between them) determined by ballot.

Dividends

If the Directors determine that a final or interim dividend is payable, it is (subject to the terms of issue on any Shares or class of Shares) paid on all Shares proportionate to the amount for the time being paid on each Share. Dividends may be paid by cash, electronic transfer or any other method as the Board determines.

The Directors have the power to capitalise and distribute the whole or part of the amount from time to time standing to the credit of any reserve account or otherwise available for distribution to Shareholders. The capitalisation and distribution must be in the same proportions which the Shareholders would be entitled to receive if distributed by way of a dividend.

Subject to the Listing Rules, the Directors may pay a dividend out of any fund or reserve or out of profits derived from any source.

Proportional takeover bids

Chimeric may prohibit registration of transfers purporting to accept an offer made under a proportionate takeover bid unless a resolution of Chimeric has been passed approving the proportional takeover bid under the provisions of the Constitution.

The rules in the Constitution relating to proportional takeover bids cease on the third anniversary of the adoption of the Constitution, or the renewal of the rules, unless renewed by a special resolution of Shareholders.

Indemnities and insurance

Chimeric must indemnify current and past Directors and other executive officers (**Officers**) of Chimeric on a full indemnity basis and to the fullest extent permitted by law against all liabilities incurred by the Officer as a result of their holding office in Chimeric or a related body corporate.

Chimeric may also, to the extent permitted by law, purchase and maintain insurance, or pay or agree to pay a premium for insurance, for each Officer against any liability incurred by the Officer as a result of their holding office in Chimeric or a related body corporate.

7.3 Lead manager mandate

The Company has engaged Bell Potter Securities Limited (**Bell Potter**) pursuant to the terms of the Lead Manager Mandate as the Lead Manager for the Entitlement Offer.

Bell Potter will receive the following fees for its lead manager and offer management services:

- (a) a management fee of 3% (plus GST) of the gross amount raised under the Entitlement Offer;
- (b) a selling fee of 3% (plus GST) of the gross amount raised from the placement of any Shortfall Shares (but excluding any amount that may be underwritten by Bell Potter for which an underwriting fee of 4% of the underwritten amount shall apply); and
- (c) an option exercise fee of 3% (plus GST) of the gross amount raised from the exercise of New Options, which shall be payable by the Company within 14 days of the expiry of the New Options.

Bell Potter will also be reimbursed for out of pocket expenses.

The Lead Manager Mandate otherwise contains terms and conditions considered standard for an agreement of this type.

7.4 Documents available for inspection

Copies of the following documents are available for inspection during normal office hours at the registered office of the Company for 13 months after the date of this Prospectus:

- (a) the constitution of Chimeric; and
- (b) the consents to the issue of this Prospectus.

8 Additional information

8.1 Continuous reporting and disclosure obligations

This Prospectus is a 'transaction specific prospectus' issued under section 713 Corporations Act as a prospectus for the issue of options to acquire continuously quoted securities.

In general terms, a transaction specific prospectus is only required to contain information about the effect of the issue of securities on a company and the rights attaching to the securities. It is not necessary to include general information about all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

The Company is subject to regular reporting and disclosure obligations because it is a 'disclosing entity' for the purposes of the Corporations Act. Additionally, as a listed company, Chimeric is subject to the Listing Rules which require disclosure to ASX of any information the Company has which a reasonable person would expect to have a material effect on the price or value of its Shares.

Copies of ASX announcements are available on the ASX website or the Company's website at www.chimerictherapeutics.com.

The Company's ASX announcements since 30 June 2021 to the date of this Prospectus are set out below.

Date	Announcements
21 Feb 2022	Trading Halt
15 Feb 2022	2nd dose cohort in CLTX CAR T (supplementary announcement)
15 Feb 2022	Research Agreement with Penn (supplementary announcement)
8 Feb 2022	Encouraging data from 2nd dose cohort in CLTX CAR T trial
7 Feb 2022	Notification regarding unquoted securities - CHM
3 Feb 2022	Kelly Thornburg appointed Vice President, Head of Quality
1 Feb 2022	Sponsored Research Agreement with University of Pennsylvania
27 Jan 2022	Quarterly Activities/Appendix 4C Cash Flow Report
27 Jan 2022	Chimeric receives US patent covering CLTX CAR technology
14 Jan 2022	Response to Appendix 3Y Query
17 Dec 2021	Successful completion of 2nd dose cohort in CLTX CAR T trial
14 Dec 2021	Change of Director's Interest Notice - JC, CE & GM
13 Dec 2021	Key management changes for 2022
8 Dec 2021	Change in substantial holding – PH
8 Dec 2021	Change of Director's Interest Notice – PH
7 Dec 2021	CORE-NK CELL PLATFORM (supplementary announcement)
6 Dec 2021	Application for quotation of securities – CHM
3 Dec 2021	Notification regarding unquoted securities – CHM
3 Dec 2021	Application for quotation of securities – CHM
1 Dec 2021	Transformative Portfolio Expansion Presentation
1 Dec 2021	Webinar CHM Transforms Portfolio

Date	Announcements
22 Nov 2021	Results of Meeting
22 Nov 2021	AGM Presentation
22 Nov 2021	CLTX CAR T data shows regional control of tumour recurrence
15 Nov 2021	CLTX CAR T PRESENTS POSITIVE INITIAL PHASE 1 CLINICAL DATA
22 Oct 2021	FIRST MILESTONE ON PATH TO CDH17 CAR T CLINICAL TRIAL
21 Oct 2021	Quarterly Activities/Appendix 4C Cash Flow Report
18 Oct 2021	Notice of Annual General Meeting/Proxy Form
29 Sep 2021	Corporate Governance Statement
29 Sep 2021	Appendix 4G
29 Sep 2021	Annual Report to shareholders
29 Sep 2021	CHM 1101 data accepted for presentation at SNO meeting
23 Sep 2021	Notification regarding unquoted securities – CHM
23 Sep 2021	European patent granted for CLTX technology used in CHM 1101
15 Sep 2021	Cellular therapy experts join Chimeric CI-SAB
2 Sep 2021	Partnership with OncoBay Clinical to advance CHM 1101
2 Sep 2021	Initial Director's Interest Notice – JC
31 Aug 2021	Notice under section 708A
31 Aug 2021	Preliminary Final Report
30 Aug 2021	Chimeric Appoints Jennifer Chow as CEO & MD
27 Aug 2021	Notification regarding unquoted securities – CHM
27 Aug 2021	Application for quotation of securities – CHM
25 Aug 2021	Application for quotation of securities – CHM
25 Aug 2021	Release of ordinary shares from escrow
20 Aug 2021	IND clearance received from US FDA for CHM 1101
9 Aug 2021	Change of Director's Interest Notice – GM
6 Aug 2021	Dr Yi Lin appointed to Cellular Immunotherapy SAB
28 Jul 2021	Chimeric Therapeutics CDH17 Investor Webinar
28 Jul 2021	Chimeric licenses novel solid tumor CAR T therapy from Penn
27 Jul 2021	Quarterly Activities/Appendix 4C Cash Flow Report
5 Jul 2021	Initial Director's Interest Notice – GM
5 Jul 2021	Celgene Veteran Dr George Matcham Appointed to Board

In addition, copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an office of ASIC.

The information in the Annual Report and the ASX announcements described in the table above may be of interest to investors and their financial advisers as these documents contain information regarding the Company's financial position and operations that investors may

consider relevant to any decision to apply for New Shares and New Options under the Entitlement Offer.

The Directors rely upon section 712(3) Corporations Act with the inclusion by reference of:

- (a) the Annual Report; and
- (b) the Company's ASX announcements since 30 June 2021 set out in the table above, for the purposes of section 711 Corporations Act.

The Company will give free of charge, to any person who requests it before the Record Date, a copy of the Annual Report and any continuous disclosure notices lodged by the Company from 30 June 2021 to the date of this Prospectus.

8.2 Rights attaching to New Shares

The rights attaching to the New Shares, which are the same as the Existing Shares, are set out in the Company's constitution and summarised in section 7.2 of this Prospectus.

8.3 Rights attaching to New Options

The rights attaching to the New Options are summarised in the Annexure to this Prospectus.

8.4 Existing Options

ASX security code and description	Total number of securities on issue
CHMAC : OPTION EXPIRING 18-JAN-2024 RESTRICTED	4,957,897
CHMAD : OPTION EXPIRING 18-JAN-2025 RESTRICTED	5,500,000
CHMAE : OPTION EXPIRING 18-JAN-2025 EX \$0.20	6,280,002
CHMAF : OPTION EXPIRING 18-JAN-2026 EX \$0.20	6,280,002
CHMAG : OPTION EXPIRING 30-JUN-2026 EX \$0.29	4,265,444
CHMAH : OPTION EXPIRING 08-MAR-2026 EX \$0.29	695,552
CHMAI : OPTION EXPIRING 01-JUL-2026 EX \$0.29	700,000
CHMAJ : OPTION EXPIRING 27-AUG-2024 EX \$0.32	1,000,000
CHMAK : OPTION EXPIRING 22-NOV-2026 EX \$0.34	2,000,000
CHMAL : OPTION EXPIRING 18-JAN-2025 EX \$0.32	2,750,000
CHMAM : OPTION EXPIRING 03-DEC-2025 EX \$0.365	2,750,000

ASX security code and description	Total number of securities on issue
CHMAN : OPTION EXPIRING 29-NOV-2027 EX \$0.26	101,314
CHMAO : OPTION EXPIRING 29-NOV-2028 EX \$0.26	101,314
CHMAP : OPTION EXPIRING 29-NOV-2029 EX \$0.26	101,345
Code TBA Unlisted Options issued under employee incentive scheme	400,000

The Board considers it is unlikely that any Existing Options will be exercised before the Record Date. However, if any Existing Options are exercised before the Record Date, any proceeds raised will be applied to the general working capital of Chimeric.

8.5 Litigation

To the best of the Directors' knowledge and belief, no litigation, mediation, conciliation or administrative proceeding is taking place, pending or threatened against the Company.

8.6 Consents and disclaimers of responsibility

None of the parties referred to below has made any statement that is included in this Prospectus or any statement on which a statement made in this Prospectus is based, except as specified below. Each of the parties referred to below, to the maximum extent permitted by law, expressly disclaims, and takes no responsibility for, any part of this Prospectus, other than the reference to its name and the statement included in this Prospectus with the consent of that party, as specified below.

Bell Potter Securities Limited has given, and has not withdrawn, its written consent to be named as Lead Manager to the Entitlement Offer in the form and context in which it is named.

McCullough Robertson has given, and has not withdrawn, its written consent to be named as lawyers to the Company in the form and context in which it is named.

Boardroom Pty Ltd has given, and not withdrawn, its written consent to be named as share registrar in the form and context in which it is named.

8.7 Interests of Lead Manager

Other than as set out elsewhere in this Prospectus:

- (a) the Lead Manager has not, and has not had in the two years before lodgment of this Prospectus, any interest in:
 - (i) the formation or promotion of Chimeric;
 - (ii) the offer of the New Shares and New Options; or
 - (iii) any property proposed to be acquired by Chimeric in connection with the formation or promotion of Chimeric or the offer of the New Shares and New Options; and
- (b) no amounts have been paid or agreed to be paid and no benefit has been given or agreed to be given, to the Lead Manager for services rendered by it in connection with the formation or promotion of Chimeric or the offer of the New Shares and New Options.

8.8 Interests of experts and advisers

Except as set out in this Prospectus:

- (a) no person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus has any interest or has had any interest during the last two years:
 - (i) in the formation or promotion of Chimeric;
 - (ii) in property acquired or proposed to be acquired by Chimeric in connection with its formation or promotion or the offer of the New Shares and New Options, or
 - (iii) the offer of the New Shares and New Options; and
- (b) no amount has been paid or agreed to be paid, and no benefit has been given, or agreed to be given, to any person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus in connection with the services provided by the person in connection with the:
 - (i) formation or promotion of Chimeric, or
 - (ii) offer of the New Shares and New Options.

Bell Potter Securities Limited has acted as Lead Manager to the Entitlement Offer. Bell Potter Securities Limited will be paid a management and selling fee, details of which are disclosed in section 7.3 of this Prospectus.

McCullough Robertson has acted as legal adviser to the Company for the Entitlement Offer and has undertaken due diligence enquiries and provided legal advice on the Entitlement Offer. McCullough Robertson will be paid an amount of \$73,500 for these services.

8.9 Substantial Shareholders

The following Shareholders have a substantial holding in Chimeric:

Shareholder	Shares	Percentage interest
Mr Paul Hopper	78,152,778	23.29%

The table above shows the current shareholding of each substantial Shareholder and not the position after taking up any Entitlements or the exercise of any New Options to be issued to them (to the extent they are an Eligible Shareholder able to participate in the Entitlement Offer).

8.10 Interests of Directors

Other than as set out above or elsewhere in this Prospectus:

- (a) no Director or proposed Director of Chimeric has, or has had in the two years before lodgment of this Prospectus, any interest in:
 - (i) the formation or promotion of Chimeric;
 - (ii) any property acquired or proposed to be acquired by Chimeric in connection with the formation or promotion or the offer of the New Shares and New Options; or

- (iii) the offer of the New Shares and New Options, and
- (b) no amounts have been paid or agreed to be paid and no benefit has been given or agreed to be given, to any Director or proposed Director of Chimeric either:
 - (i) to induce him or her to become, or to qualify him or her as, a Director, or
 - (ii) otherwise for services rendered by him or her in connection with the formation or promotion of Chimeric or the offer of the New Shares and New Options.

Shareholdings

The Directors or their associates have a beneficial interest in the following Shares and Existing Options at the date of this Prospectus:

Director	Shareholder	Existing Shares	Existing Options
Mr Paul Hopper	Mr Paul Hopper and associates	78,152,778	nil
Dr Lesley Russell	Dr Lesley Russell	Nil	2,750,000
Ms Leslie Chong	Ms Leslie Chong	12,300	2,750,000
Ms Cynthia Elkins	Ms Cynthia Elkins and associates	24,800	2,750,000
Dr George Matcham	Dr George Matcham	500,000	2,750,000
Ms Jennifer Chow	Ms Jennifer Chow	1,702,914	10,291,495

The Directors reserve the right to apply for New Shares under the Entitlement Offer.

Payments to Directors

The constitution of Chimeric provides that the Directors may be paid, as remuneration for their services, a sum set from time to time by the Shareholders in general meeting, with that sum to be divided among the Directors as they agree.

The maximum aggregate amount which has been approved by the Shareholders for payment to the Directors is \$500,000 per annum. The current fees are \$250,000 per annum for the Executive Chairman and \$50,000 per annum for each of the non-executive directors.

8.11 Expenses of the Entitlement Offer

The total estimated expenses of the Entitlement Offer payable by the Company including ASX and ASIC fees, management fees, accounting fees, legal fees, share registry fees, printing costs, public relations costs and other miscellaneous expenses are estimated to be \$ \$1,013,519.

8.12 Allotment

Chimeric will apply within seven days from the date of this Prospectus for quotation of the New Shares and New Options on ASX. It is expected that allotment of the New Shares and New Options under the Retail Entitlement Offer will take place no more than five Business Days after the close of the Retail Entitlement Offer.

Application Money will be held by Chimeric on trust for Applicants until the New Shares are allotted. No interest will be paid on Application Money.

It is the responsibility of Applicants to work out the number of New Shares allotted and issued to them before trading the New Shares. The sale by an Applicant of New Shares before receiving their holding statement is at the Applicant's own risk.

8.13 CHESS

The Company will apply for the New Shares to participate in CHESS. An Applicant who is issued New Shares under this Entitlement Offer will receive a shareholding statement instead of a share certificate. It sets out the number of New Shares issued to the successful Applicant.

The shareholding statement also provides details of the Shareholder's HIN (in the case of a holding on the CHESS sub-register) or SRN (in the case of a holding on the issuer sponsored sub-register).

Shareholders need to quote their HIN or SRN, as applicable, in all dealings with a stockbroker or the share registry. Further statements are given to Shareholders showing changes in their shareholding during a particular month. Additional statements may be requested at any time, although the Company reserves the right to charge a fee for them.

8.14 Electronic Prospectus

This Prospectus is available in electronic form at www.chimerictherapeutics.com. Any person receiving this Prospectus electronically will, on request, be sent a paper copy of the Prospectus by Chimeric free of charge until the Closing Date.

The Entitlement and Acceptance Form may only be distributed attached to a complete and unaltered copy of the Prospectus. The Entitlement and Acceptance Form included with this Prospectus contains a declaration that the investor has personally received the complete and unaltered Prospectus before completing the Entitlement and Acceptance Form.

Chimeric will not accept a completed Entitlement and Acceptance Form if it has reason to believe that the Applicant has not received a complete paper copy or electronic copy of the Prospectus or if it has reason to believe that the Entitlement and Acceptance Form or electronic copy of the Prospectus has been altered in any way.

While Chimeric believes that it is extremely unlikely that during the period of the Entitlement Offer the electronic version of the Prospectus will be altered in any way, Chimeric can not give any absolute assurance that this will not occur. Any investor in doubt about the validity or integrity of an electronic copy of the Prospectus should immediately request a paper copy of the Prospectus directly from Chimeric or a financial adviser.

8.15 Privacy

Eligible Shareholders may be asked to give personal information to Chimeric directly, and through the share registry, such as name, address, telephone and fax numbers, tax file number and account details. The Company and the share registry collect, hold and use that personal information to provide facilities and services to Eligible Shareholders and undertake administration. Access to information may be disclosed by the Company to its agents and service providers on the basis that they deal with the information under the *Privacy Act 1988* (Cth). The Company's privacy policy sets out how Shareholders may request access to and correction of their personal information held by or on behalf of the Company (by contacting the share registry), how Shareholders can complain about privacy related matters and how the Company responds to complaints.

8.16 Authorisation

This Prospectus is issued by the Company. Each Director has consented to the lodgment of the Prospectus with ASIC.

Dated 21 February 2022



Mr Paul Hopper
Chairman

9 Glossary

In this document:

Annual Report	means the annual report of the Company for the financial year ended 30 June 2021 which includes audited financial statements for the financial year ended 30 June 2021 and the auditor's report, which was lodged with ASX and ASIC on 29 September 2021.
Applicant	means a person or entity who submits an Entitlement and Acceptance Form.
Application Money	means the money received by the Company under the Retail Entitlement Offer, being the Offer Price multiplied by the number of New Shares applied for by an Eligible Retail Shareholder.
ASIC	means the Australian Securities and Investments Commission.
ASX	means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
Board	means the board of directors of the Company.
Business Day	means a business day as defined in the Listing Rules.
CHESS	means Clearing House Electronic Subregister System, operated by ASX Settlement.
Closing Date	means the date on which the Retail Entitlement Offer closes, being 11 March 2022, or another date nominated by the Company, in consultation with the Lead Manager, subject to the Listing Rules.
Company or Chimeric	means Chimeric Therapeutics Limited ACN 638 835 828.
Corporations Act	means <i>Corporations Act 2001</i> (Cth).
Directors	means the directors of the Company.
Eligible Institutional Shareholder	means an institutional or sophisticated Shareholder on the Record Date who: (a) is not an Ineligible Institutional Shareholder; and (b) has successfully received an offer under the Institutional Entitlement Offer (either directly or through a nominee).
Eligible Retail Shareholder	means a Shareholder as at the Record Date who is not an Ineligible Shareholder.
Eligible Shareholder	means Eligible Institutional Shareholders and Eligible Retail Shareholders.
Entitlement	means the right to subscribe for New Shares and New Options under the Entitlement Offer.
Entitlement and Acceptance Form	means a Shareholder's personalised entitlement and acceptance form accompanying this Prospectus.
Entitlement Offer	means the Institutional Entitlement Offer and the Retail Entitlement Offer.
Existing Options	means the Options already on issue in Chimeric and referred to in section 8.4 of this Prospectus.
Existing Shareholders	means the holders of Shares before the date of this Prospectus.

Existing Shares	means the Shares already on issue in Chimeric as at the Record Date.
Ineligible Institutional Shareholder	means a Shareholder who is an institutional or sophisticated Shareholder on the Record Date with a registered address outside Australia, New Zealand, Hong Kong or the Cayman Islands or any other jurisdiction that Chimeric and the Lead Manager agree to which ASX Listing Rule 7.7.1(a) applies.
Ineligible Retail Shareholder	means a Shareholder (or beneficial holder of Shares) on the Record Date with a registered address outside Australia, New Zealand or any other jurisdiction that Chimeric and the Underwriter agree to which ASX Listing Rule 7.7.1(a) applies.
Ineligible Shareholder	means Ineligible Institutional Shareholders and Ineligible Retail Shareholders.
Institutional Entitlement Offer	means the accelerated pro rata non-renounceable offer to Eligible Institutional Shareholders.
Institutional Investor	means an institutional investor (and any person for who it is acting), to whom an offer of New Shares and New Options may lawfully be made without registration, lodgement, filing or approval in accordance with the laws of that foreign jurisdiction (except to the extent to which the Company is willing to comply with such requirements), and in particular: (a) if in Cayman Islands , it (and any such person) acknowledges that any communications received in relation to the Retail Entitlement Offer occurred from outside the Cayman Islands; and (b) if in Hong Kong it (any such person) is a "professional investor" as defined under the Securities and Futures Ordinance of Hong Kong, Chapter 571 of the Laws of Hong Kong.
Institutional Shareholder	means a Shareholder who is an Institutional Investor.
Lead Manager	means Bell Potter Securities Limited ACN 006 390 772.
Lead Manager Mandate	means the mandate letter entered into between the Company and the Lead Manager on 18 February 2022.
Listing Rules	means the Listing Rules of ASX and any other rules of ASX which are applicable while the Company is admitted to the Official List of ASX, each as amended or replaced from time to time, except to the extent of any express written waiver by ASX.
New Options	means new options in the Company issued under this Prospectus.
New Shares	means Shares to be allotted and issued under the Entitlement Offer, including (as the context requires) the shortfall from the Entitlement Offer issued under the Top Up Facility.
Offer Price	means \$0.17 per New Share.
Permitted Jurisdictions	means Australia, New Zealand, Cayman Islands and Hong Kong.
Prospectus	means this prospectus.
Record Date	means 7.00pm (Sydney time) on 23 February 2022.

Retail Entitlement Offer	means the pro rata non-renounceable offer to Eligible Retail Shareholders to subscribe for 1 New Share for every 3.15 Shares of which the Shareholder is the registered holder on the Record Date, at the Issue Price (and one New Option for every New Share issued) under this Prospectus.
Shareholders	means shareholders in Chimeric.
Shares	means fully paid ordinary shares in Chimeric.
Shortfall Shares	means those New Shares not taken up by Eligible Shareholders under the Entitlement Offer, together with those New Shares to which any Ineligible Shareholders would otherwise have been entitled.
TERP	means the theoretical price at which the Shares should trade immediately after the ex-date of the Entitlement Offer assuming 100% take up of the Entitlement Offer.
Top Up Facility	means the facility described in section 3.5 under which certain Eligible Shareholders may apply for New Shares in excess of their Entitlement.
Top Up Shares	means extra Shares a Shareholder may apply for in excess of their Entitlement under the Top Up Facility.
Us or we	means the Company.
US restrictions	The New Options have not been, and will not be, registered under the US Securities Act of 1933 or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Options may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws
You	means the investors under this Prospectus.

Corporate directory

Company

Chimeric Therapeutics Limited ACN 638 835 828
Suite 1, Level 3, 62 Lygon Street
Carlton South, VIC 3053
www.chimerictherapeutics.com

Lead Manager to the Entitlement Offer

Bell Potter Securities Limited
Level 29, 101 Collins Street
Melbourne, VIC 3000
www.bellpotter.com.au

Directors

Mr Paul Hopper – Executive Chairman
Ms Jennifer Chow – Managing Director
Dr Lesley Russell – Non-Executive Director
Ms Leslie Chong – Non-Executive Director
Ms Cynthia Elkins – Non-Executive Director
Dr George Matcham – Non-Executive Director

Auditor

Grant Thornton Audit Pty Ltd
Collins Square, Tower 5
727 Collins Street
Melbourne, VIC 3008
www.grantthornton.com.au

Company Secretary

Mr Phillip Hains
Mr Nathan Jong

Share Registry

Boardroom Pty Ltd
Level 12, 225 George Street
Sydney, NSW 2000
www.boardroomlimited.com.au

Lawyers to the Entitlement Offer

McCullough Robertson
Level 11
66 Eagle Street
BRISBANE QLD 4000
www.mccullough.com.au

Annexure

New Option terms

Conditionality for New Options	New Options shall only be issued to Institutional Shareholders if, at the issuance date, they hold at least the number of New Shares they subscribed for under the Institutional Entitlement Offer.
Eligibility	New Options to be issued to Eligible Shareholders who take up New Shares under this Prospectus.
Grant of New Options	To be issued on the basis of one New Option for every New Share issued under this Prospectus.
Exercise period	Means the period commencing one the date that is one month after the issuance date of the New Options and ending on the Expiry Date (Exercise Period).
Exercise of New Options	Each New Option is exercisable during the Exercise Period. The New Options may be exercised at any time during the Exercise Period, wholly or in part, by delivering a duly completed form of notice of exercise together with a cheque for the exercise price. Chimeric will issue one Share for each New Option exercised.
Terms of Shares issued	Any Shares issued as a result of exercising a New Option will be issued on the same terms and rank in all respects on equal terms, with existing Shares.
Quotation of New Options	The Company intends to seek quotation of the New Options offered pursuant to this Prospectus, however, quotation of the New Options will be subject to meeting the requirements for quotation of additional securities under the ASX Listing Rules.
Quotation of Shares issued	Application for official quotation of Shares allotted and issued as a result of the exercise of the New Options will be made within three Business Days from the date of issue of the Shares.
Expiration of New Options	Each New Option will have an expiry date that is 31 March 2024 (Expiry Date).
Issue price of New Options	No issue price is payable for the New Options as they are issued together with any application by an Eligible Shareholder for New Shares.
Exercise price of New Options	\$0.255 upon exercise to acquire each Share.
Option register	New Options will be registered in the name of a Shareholder in an option register maintained by the share registry. The share registry will issue holding statements that evidence the number of New Options held by the Shareholder. No option certificates will be issued.
Reconstruction of capital	If there is a reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of Chimeric: (a) the number of New Options or the exercise price of the New Options or both will be adjusted as specified in Listing Rule 7.22 as it applies at the time of the reorganisation; and (b) in all other respects the terms for the exercise of the New Options will remain unchanged.

Adjustment where pro rata issue of Shares, bonus shares or stock dividends	If there is a pro rata issue of Shares, the exercise price of the New Options will be adjusted as specified in Listing Rule 6.22.2. If there is a bonus or cash issue of Shares, the number of Shares issued upon exercise of the New Options will be adjusted as specified in Listing Rule 6.22.3.
New issues of Shares	The New Options do not confer a right to participate in new issues of Shares unless the New Options have been exercised on or before the record date for determining entitlements to the issue.
Notice of adjustments	Chimeric will give written notice to the New Option holder of any adjustment of the exercise price of the New Options and any increase or decrease in the number of New Options.
Dividend rights	While they remain unexercised, the New Options will not give a holder an entitlement to receive any dividends declared and paid by Chimeric for Shares.
Applicable law	Each New Option is issued subject to: (a) the Corporations Act; (b) the Listing Rules; and (c) the Company's constitution.



Subregister:

HIN / SRN:

Entitlement No:

Number of Shares held
at 7.00pm (AEDT) on
Wednesday, 23 February 2022
(Record Date):

ENTITLEMENT AND ACCEPTANCE FORM

OFFER CLOSES: 5.00pm (AEST) Friday, 11 March 2022

A Entitlement Acceptance

As an Eligible Shareholder you are entitled to acquire the New Shares in Chimeric Therapeutics Limited (**New Shares**) below for the Application Amount. **Your entitlement is to one (1) New Share for every three point one five (3.15) Shares held by Eligible Shareholders registered as at the Record Date, at an Offer Price of \$0.17 per New Share, together with 1 free attaching option (Attaching Option) for every 1 New Share subscribed for.** The Attaching Options will have an exercise price of \$0.255 each and expire on 31 March 2024. The Prospectus dated 21 February 2022 contains information about investing in the New Shares and you should carefully read the Prospectus before applying for New Shares.

(1) If you wish to accept **YOUR FULL ENTITLEMENT**, please note your Entitlement and requisite Application Amount specified below and return this Form together with your **PAYMENT** by cheque or money order **or alternatively make a payment by BPAY in which case you DO NOT NEED TO RETURN THIS FORM.**

Entitlement New Shares	Offer Price (per New Share)	Application Amount \$
	\$0.17	

(2) If you wish to accept only **PART OF YOUR ENTITLEMENT** please complete the boxes below with the **NUMBER OF NEW SHARES** you wish to accept under your Entitlement and the requisite Application Amount and return this Form together with your **PAYMENT** by cheque or money order **or alternatively make a payment by BPAY in which case you DO NOT NEED TO RETURN THIS FORM.**

Part Acceptance of Entitlement New Shares	Offer Price (per New Share)	Application Amount \$
	\$0.17	

B Application for Additional Shares under Shortfall Offer

If you have accepted **YOUR FULL ENTITLEMENT** and wish to apply for Additional Shares, please complete the boxes below with the **NUMBER OF ADDITIONAL SHARES** for which you wish to apply and the requisite Application Amount payable.

Number of Additional Shares	Offer Price (per New Share)	Application Amount \$
	\$0.17	

C Calculate total Application Amount (if applying for Additional Shares)

If you are applying for Additional Shares, please calculate and complete the boxes below with the **TOTAL NUMBER OF NEW SHARES** and requisite Application Amount payable by adding the number of New Shares to which you are entitled under your Entitlement (**Section A (1)**) to the number of Additional Shares for which you are applying (**Section B**) and return this Form together with your **PAYMENT** by cheque or money order **or alternatively make a payment by BPAY in which case you DO NOT NEED TO RETURN THIS FORM.**

Total Number of New Shares (A (1) + B)	Offer Price (per New Share)	Application Amount \$ (A (1) + B)
	\$0.17	\$

Additional Shares will only be allotted if available.

If the person completing this Form is acting for the Eligible Shareholder, the return of this Form, together with payment of the requisite Application Amount or payment by BPAY, will constitute acceptance of the Entitlement Offer by the Eligible Shareholder, and if that person is acting under Power of Attorney, he/she states that he/she has not received notice of revocation and that he/she has authority to accept the Entitlement Offer.


Payment Instructions

Payment may only be made by BPAY®, cheque or money order. Cash will not be accepted via mail or at Boardroom Pty Limited. Payments cannot be made at any bank.

REFER OVERLEAF FOR INSTRUCTIONS

Payment Option 1 – BPAY®

If you pay for your Entitlement by BPAY®, which is highly recommended in light of delays to postal services caused by the COVID-19 pandemic, it is not necessary to return the Entitlement and Acceptance Form. Your payment must be received by the registry before 5.00pm (AEDT) on Friday, 11 March 2022

	Biller Code: CRN:	Telephone & Internet Banking - BPAY® Contact your bank, credit union or building society to make this payment from your cheque, credit or savings account. More info: www.bpay.com.au © Registered to BPAY Ltd ABN 69 079 137 518
<ul style="list-style-type: none">To pay via BPAY® please contact your participating financial institutionIf paying by BPAY®, you do not need to complete and return the Entitlement and Acceptance Form		

Payment Option 2 – Cheque or bank draft

- Only cheques or bank drafts in Australian dollars and drawn on a bank or financial institution in Australia will be accepted.
- Your cheque or bank draft must be made payable to "Chimeric Therapeutics Limited" and crossed Not Negotiable.
- Please ensure that you submit the correct amount. Incorrect payments may result in your application being rejected.

Please enter your contact details in case we need to contact you in relation to your application

CONTACT NAME	EMAIL ADDRESS	TELEPHONE

This document is of value and requires your immediate attention. If in doubt, please consult your stockbroker, solicitor, accountant or other professional advisor without delay.

The offer to which this Entitlement and Acceptance Form relates does not constitute an offer to any person who is not an Eligible Shareholder, and in particular is not being made to Shareholders with registered addresses outside Australia, New Zealand, the United Kingdom, Hong Kong and Singapore. This Entitlement and Acceptance Form does not constitute an offer in the United States of America (or to, or for the account or benefit of, US Persons) or in any jurisdiction in which, or to any persons to whom, it would not be lawful to make such an offer.

ACCEPTANCE OF THE OFFER

By either returning the Entitlement and Acceptance Form together with your payment of the requisite Application Amount to Boardroom, or making payment by BPAY®, by 5.00pm (AEDT) on Friday, 11 March 2022:

- you represent and warrant that you have read and understood and agree to the terms set out in this Form and acknowledge you have read the entire Prospectus issued in connection with the Entitlement Offer;
- you represent and warrant that you are not located in the United States or a U.S. Person and are not acting for the account or benefit of a U.S. Person or any other foreign person;
- you provide authorisation to be registered as the holder of New Shares and the Attaching Options acquired by you and agree to be bound by the constitution of Chimeric Therapeutics Limited; and
- your application to acquire New Shares is irrevocable and may not be varied or withdrawn except as allowed by law.

HOW TO ACCEPT NEW SECURITIES OFFERED

- BPAY® payment method:** The requisite Application Amount payable by you in order to accept your Entitlement in full is shown in **Section A** on the first page of this Form. If you accept your full Entitlement and wish to apply for Additional Shares, please complete **Sections B and C** (to determine your total Application Amount payable). Contact your Australian bank, credit union or building society to make this payment from your cheque, savings or credit account. For more information visit: www.bpay.com.au. Refer to the front of this form for the Biller Code and Customer Reference Number. Payments must be received by BPAY® before 5.00 pm (AEDT) on Friday, 11 March 2022.

If the BPAY® payment is for any reason not received in full, the Company may treat you as applying for as many New Securities as will be paid for by the cleared funds. Shareholders using the BPAY® facility will be bound by the provisions relating to this Offer. **You are not required to submit this Form if you elect to make payment using BPAY®.**

- Cheque payment method:** The requisite Application Amount payable by you in order to accept your Entitlement in full is shown in **Section A** on the first page of this Form. If you apply for your full Entitlement and wish to apply for Additional Shares, please complete **Sections B and C** (to determine your total Application Amount payable). Send your cheque/bank draft and the completed Form to Boardroom Pty Limited at the address shown below so as to reach the Share Registry before the close of the Offer at 5.00 pm (AEDT) on Friday, 11 March 2022. A reply-paid envelope is enclosed for your convenience.

3. PAYMENT - OVERSEAS RESIDENTS

Eligible Shareholders who are overseas must obtain a bank draft in Australian currency payable on a bank in Australia, or where the Eligible Shareholder has an account with a bank in Australia, by a cheque drawn on that bank within Australia.

Overseas eligible shareholders are advised to ensure their form and payment are posted to Australia by airmail.

Personal cheques drawn on overseas banks in Australian or any foreign currency will not be accepted. These will be returned and the acceptance deemed to be invalid.

Mailing Address:
Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001

Hand Delivery Address:
Boardroom Pty Limited
Level 12, 225 George Street
Sydney NSW 2000

Privacy Statement:

Boardroom Pty Limited advises that Chapter 2C of the Corporations Act 2001 (Cth) requires information about you as a Shareholder (including your name, address and details of the Shares you hold) to be included in the public register of the entity in which you hold Shares. Information is collected to administer your Shareholding and if some or all of the information is not collected then it might not be possible to administer your Shareholding. Your personal information may be disclosed to the entity in which you hold Shares. You can obtain access to your personal information by contacting us at the address or telephone number shown on the Application Form.

Our privacy policy is available on our website (<https://www.boardroomlimited.com.au/corp/privacy-policy>).