



ASX ANNOUNCEMENT

23 May 2023

Share purchase plan – documents issued to shareholders

Chimeric Therapeutics Limited (ASX: CHM) (**Chimeric**) announced a share purchase plan (**SPP**) on 15 May 2023. The record date to be registered as a shareholder for participation in the SPP is 12 May 2023.

Chimeric is now in the process of mailing the SPP documents to its shareholders and, as required by the ASX Listing Rules, is releasing these documents to the market.

The following documents are being mailed to shareholders:

- (a) offer letter and investment overview, which includes details on the pricing, timetable, intended use of funds and key risks of an investment in Chimeric;
- (b) SPP terms; and
- (c) an application form.

Copies of these documents are attached to this release.

Philip Hains
Company Secretary

23 May 2023

Share purchase plan

Dear fellow Shareholder,

On behalf of the board of Chimeric Therapeutics Limited ACN 638 835 828 (ASX:CHM) (**Chimeric or Company**), I am writing to you today to invite you to participate in a Share Purchase Plan (**SPP**), which is being offered to Chimeric shareholders to raise up to approximately \$5.25 million.

As announced on 15 May 2023, the Board and management of Chimeric have committed to investing \$1.04 million into the Company by way of a placement (subject to shareholder approval) at \$0.046 per Share (**Placement**), being the closing price before the announcement of the SPP, and before offering you the ability to participate in purchasing shares at the lower of \$0.04 (a 13% discount to the Placement price) and a 5% discount to the average price of Chimeric in the last five days of the SPP.

The SPP will enable each shareholder to invest up to \$30,000 in Chimeric shares.

As Chimeric's largest shareholder and Executive Chairman, I have personally committed to fund the majority of the \$1.04 million placement and it is also my intention to invest in the maximum allowed under the SPP.

The funds we're injecting into the business is an indicator of the confidence and potential we see in the technologies we have brought into Chimeric, and we look forward to delivering data and milestones related to these in due course.

Notwithstanding a disappointing share price, Chimeric continues to make solid progress in pursuing CAR-T and CAR-NK programs. Over the last six months, Chimeric has advanced its lead programs, as follows:

- **Chlorotoxin CAR- T Program:** The Phase 1A clinical trial for CLTX CAR T in Glioblastoma (GBM) has progressed to the final dose level, and we have received ethics approval for a Phase 1B multi-site GBM clinical trial.
- **CDH17 CAR-T Program:** We have completed the manufacturing stage for the CDH17 CAR-T and recently had a positive FDA pre-IND meeting. We are now advancing CDH17 towards the clinic where it will be studied in patients with neuroendocrine tumours, colorectal cancer and gastric cancer.
- **CORE NK Platform:** Building off the success in the phase 1A clinical trial where one patient achieved a complete response that has been sustained now for over 24 months, we initiated a novel Phase 1B clinical trial with our CORE NK platform in January. The trial is the first-ever trial to assess NK cells in combination with Vactosertib in patients with advanced colorectal and blood cancers.

Considering the current biotechnology investment environment, Chimeric continues to look for cash flow savings without taking our eye off the ball to complete clinical trials, the best way to grow shareholder value.

We have reduced operating costs including reducing our employment costs by \$1.7 million for calendar year 2023 and by \$2.5 million for calendar year 2024 to further extend our cash runway.

The SPP allows our shareholders to participate at a discount to the board and management, and in anticipation of this, I thank Chimeric's shareholders for their ongoing support.

The SPP will be available to shareholders who are on the Company register at 7.00pm (Sydney time) on Friday, 12 May 2023 (**Record Date**), and having a registered address in Australia or New Zealand (**Eligible Shareholders**).

The SPP allows Eligible Shareholders to purchase additional shares in Chimeric at the lower of \$0.04 or a 5% discount to the average of the last five days of trading before the close of the SPP on 2nd June 2023.

The SPP aims to raise up to \$5.25 million, and the Company may accept more or decide to scale back applications under the SPP.

The new funds will allow Chimeric to continue developing its world class portfolio of cell therapy programs.

Bell Potter Securities Limited is acting as Lead Manager to the SPP.

I have included in this letter the following material about the SPP:

- (a) an investment overview, which includes details on pricing, the timetable, intended use of funds and key risks of an investment in the Company;
- (b) SPP terms; and
- (c) an application form.


Information about Chimeric is available at <https://chimerictherapeutics.com/>, which should be considered in conjunction with the Company's continuous disclosure to ASX.

The SPP will close on Friday, 2 June 2023 at 5.00pm (Sydney time). If you wish to participate in the SPP your application must be received by the closing date. Chimeric reserves its right to close the SPP early.

If you have any questions about the SPP, please do not hesitate to get in touch with the offer information line on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) between 8.30am to 5.30pm (Melbourne, Victoria time), Monday to Friday.

The board encourages you to consider this opportunity and thanks you for your continued support.

Yours faithfully



Mr Paul Hopper
Executive Chairman
Chimeric Therapeutics Limited

Chimeric investment overview

Offer details

Issue Price	The lower of: (a) \$0.04 per share; and (b) a 5% discount to the 5-day VWAP up to and including the Closing Date.
Application Amount	Minimum of \$2,500 (Minimum Application Amount) with increments of \$2,500 up to a maximum of \$30,000
Record Date	7.00pm (Sydney time) on Friday, 12 May 2023
Closing Date	5.00pm (Sydney time) on Friday, 2 June 2023
Allotment Date	Friday, 9 June 2023
Quotation Date	Friday, 9 June 2023

Chimeric may change any of the above key dates at its discretion (even if the offer has opened or applications have been received).

Intended use of funds

The proceeds raised from this SPP will be used to enable Chimeric to continue development of its world class portfolio of cell therapy programs.

Risks

Before making an investment decision, you should read the SPP terms set out below. Chimeric considers that the major risks of an investment in Chimeric include that:

- (a) **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;
- (b) **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;
- (c) **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 may prove unsuccessful or non efficacious, impracticable or costly;

- (d) **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. 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;
- (e) **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.
- (f) **Dependence upon key personnel** - Chimeric depends on the talent and experience of its personnel as its primary asset.
- (g) **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. 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;
- (h) **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.
- (i) **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;
- (j) **Requirement to raise additional funds** - whilst the Directors believe that the funds raised through the placement and SPP 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;
- (k) **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 protection.

Past performance is not necessarily a guide to future performance of the Company.

Chimeric Share purchase plan terms

How do I accept

To participate, you should pay the Application Amount via BPAY so that payment is received by **5.00pm (Sydney time) on Friday, 2 June 2023**.

BPAY instructions are set out on the application form. Please make sure you use the specific biller code and unique reference number on your personalised application form. Your financial institution may implement earlier cut-off times for electronic payment. You should take this into consideration when making payment.

Funds received for applications by BPAY will be regarded as applications for the maximum number of shares that those funds will pay for in full.

Importantly, while participation in the plan is optional, once applications are submitted, they cannot be withdrawn.

The Company's market price may vary at any time during the offer period and the Company's shares may trade at a price that is lower than the Issue Price.

By accepting the SPP offer, you accept the risk that the market price of the Company's shares may fall below the Issue Price between the date of this offer and the Allotment Date, in which case you may have been able to buy the Shares at a lower price than the Issue Price.

By making an application, you represent to the Company the matters set out under the heading 'Your representations' in these terms and in the application form.

How many shares

Eligible Shareholders receive the number of shares equal to the Application Amount (subject to any scale-back) divided by the applicable Issue Price. Fractions will be rounded down, and the difference (being any amount less than

the Issue Price) may be retained by the Company.

You agree to pay the applicable Issue Price calculated for the number of New Shares that are allocated to you in accordance with these SPP Terms and Conditions.

The Issue Price will not exceed the limit prescribed by the ASX Listing Rules and ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (**ASIC Instrument 2019/547**).

Shares issued under the SPP may be sold or transferred on ASX at any time after the Quotation Date.

Eligibility to participate

Participation in the SPP is optional. The offer is open to all shareholders with a registered address in Australia or New Zealand as at the Record Date.

Multiple holdings

If you are the only registered holder of Company shares, but you receive more than one offer under the SPP (for example, due to multiple registered holdings), you may only apply in total for a maximum of \$30,000 worth of shares.

Joint holders

If you are a joint holder of Company shares, that holding is considered to be a single registered holding for the purpose of the SPP. You are entitled to participate in the SPP for that single holding only. If you are a joint holder and you receive more than one offer under the SPP, you may only apply in total for a maximum of \$30,000 worth of shares.

Trustee or nominee

If you are noted on the Company's share register as a trustee or nominee for a named beneficiary, you may only apply for one maximum parcel of shares for each named

beneficiary. If the Company's share registry does not record a named beneficiary for your trustee or nominee holding, the rules for multiple single holdings apply.

Custodians

If you are a custodian within the definition of 'custodian' in ASIC Instrument 2019/547 (as varied) and hold Company shares for one or more persons (each a **Participating Beneficiary**), or for another custodian of Company shares, you may apply for up to a maximum of \$30,000 worth of shares for each Participating Beneficiary, subject to providing the Company a 'custodian certificate' in addition to the application form, which certifies matters required by ASIC Instrument 2019/547 (as varied).

Please contact the share registry to obtain the form of the custodian certificate.

Directors

Directors of the Company who are Eligible Shareholders may participate in the SPP.

Issue price

The issue price for each New Share under the SPP will be the lower of:

- (a) \$0.04; and
- (b) the price that is a 5% discount to the VWAP of ordinary shares in Chimeric traded on the ASX over the 5 trading days up to, and including, the day on which the SPP closes.

In accordance with the requirements under ASX Listing Rules 7.2 and 10.12 the issue price will be at least 80% of the VWAP for Shares over the last 5 days on which sales in the Shares were recorded before the date on which the SPP was announced or the date on which the issue is to be made.

Broker stamping

Bell Potter Securities Limited has been appointed by Chimeric to act as Lead Manager to the SPP (**Lead Manager**). The Lead Manager will receive 3% of the gross amount raised under the SPP, together with 4,500,000

advisor options exercisable at \$0.10 per option for a period of three years from their date of issuance.

A stamping fee equal to 2% of the Application Amount (plus GST) of new Shares issued under the SPP will be paid by the Company to the Lead Manager to pay stockbrokers (being those entities recognised as full-service brokers or non-advisory brokers by ASX) who submit a valid claim for a broker stamping fee on successful Applications.

If Chimeric undertakes a scale back or otherwise issues a lesser number of SPP Shares than applied for, the Stamping Fee will only be payable on the value of the SPP Shares issued.

The Broker Fees will be payable to any Broker who submits a valid and duly completed claim form (Claim Form) to the Lead Manager.

Scale-back

The Company may, in its absolute discretion, scale-back applications under the SPP.

Factors that the Company may take into account in determining any scale-back include:

- (a) compliance with regulatory requirements;
- (b) the amount applied for by each shareholder;
- (c) the number of shares held at the Record Date; and
- (d) if the shareholder remains on the register at the Closing Date.

The Company may scale-back applications below the Minimum Application Amount. Scale-back decisions are made by the board and are final.

If a scale-back occurs, the difference between the value of the shares allotted and the Application Amount paid to the Company (only where the amount is greater than the Issue Price) will be refunded by cheque and mailed to you as soon as practicable following the Allotment Date. Any scale-back will be announced on the Allotment Date. No interest will be paid on any Application Amount paid or refunded.

ASX quotation

After shares are issued and allotted under the SPP, the Company will apply to ASX for quotation of the shares on the Official List and send an allotment notice to each Eligible Shareholder's registered address.

No costs

Eligible Shareholders may subscribe without incurring brokerage costs, commission or other transaction costs.

The Company's rights

The Company may reject any application for shares under the SPP if:

- (a) it considers that the application does not comply with these terms;
- (b) you are not an Eligible Shareholder;
- (c) the application form has not been properly completed; or
- (d) there are grounds for believing that the applicant is not acting in good faith.

The Company may modify, suspend or cancel the SPP at any time. If the Company does this it will notify ASX. If the SPP is cancelled the Application Amount will be refunded without interest. Neither the Company nor the board accepts or assumes any liability to shareholders because of the variation, suspension or termination of SPP.

The Company may settle, at its discretion in any manner it deems fit, any anomalies or disputes in connection with the SPP and that decision is conclusive and binding on all applicants. The Company reserves the right to waive strict compliance with these terms.

Your representations

By completing and returning the application form or by making a BPAY payment, you:

- (a) certify to the Company that you are an Eligible Shareholder;
- (b) authorise the Company (and its officers and agents) to correct any error in, or omission from, your application form;
- (c) accept the risks of the delivery of any refund to you;
- (d) acknowledge that the Company may at its discretion determine that your application form is valid, even if the application form is invalid;
- (e) irrevocably and unconditionally agree to these terms; and
- (f) acknowledge that the Company is not liable for any exercise of its discretions referred to in these terms.

Other information

The Offer is non renounceable, which means that you cannot transfer your right to purchase shares under the SPP to anyone else. Shares issued under the SPP will rank equally in all respects with existing fully paid shares.

This document is not an offer of securities in any place outside Australia or New Zealand and does not take into account your individual investment objectives, financial situation or particular needs. An investment in the Company is speculative. Therefore, you should obtain independent financial and taxation advice before making an investment decision.



ABN 68 638 835 828

Share Purchase Plan (SPP) - Application Form

Record Date: Friday, 12 May 2023
(7.00pm Sydney time)

Expected Closing Date: Friday, 2 June 2023
(5.00pm Sydney time)

SPP Price: Please refer to SPP terms

NOT FOR RELEASE OR DISTRIBUTION IN THE UNITED STATES

This is an important document which requires your immediate attention. It can only be used in relation to the shareholding represented by the details above. If you are in doubt as to how to deal with this document, please contact your financial or other professional adviser. Capitalised words used and not defined in this Application Form have the meaning given in the Share Purchase Plan Terms and Conditions dated Tuesday, 23 May 2023 (Terms and Conditions) accompanying this Application Form.

A Offer Details

Eligible Shareholders may apply for SPP Shares in one of the parcel value sizes shown in Section B below.

Before applying for SPP Shares you should read the Terms and Conditions accompanying this Application Form and the 'Applicant's Certification and Acknowledgments' on the back of this Application Form carefully.

This SPP is non-renounceable meaning that you cannot transfer your right to purchase SPP Shares to another person. Applications can only be accepted in the name printed on the Application Form.

If you are a custodian, trustee or nominee within the definition of "custodian" (as defined in paragraph 4 of ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547) (**Custodian**), you must complete and return this Application Form together with the Custodian Certificate referred to in Section F of this Application Form.

If you do not wish to subscribe for SPP Shares under the SPP, there is no need to take any action.

B Parcel Size

Indicate the parcel size of SPP Shares you wish to apply for by marking one box only below:

<input type="checkbox"/>	A\$2,500.00	<input type="checkbox"/>	A\$5,000.00	<input type="checkbox"/>	A\$7,500.00	<input type="checkbox"/>	A\$10,000.00	<input type="checkbox"/>	A\$12,500.00
<input type="checkbox"/>	A\$15,000.00	<input type="checkbox"/>	A\$17,500.00	<input type="checkbox"/>	A\$20,000.00	<input type="checkbox"/>	A\$22,500.00	<input type="checkbox"/>	A\$25,000.00
<input type="checkbox"/>	A\$27,500.00	<input type="checkbox"/>	A\$30,000.00						

C Payment Options

Payment may only be made by BPAY® and in Australian dollars. Cash will not be accepted. Custodians can make payment by BPAY®

Payment Option 1 - BPAY



Billers Code:

Customer Reference Number (CRN)

Telephone and Internet Banking - BPAY®

Contact your bank, credit union or building society to make this payment from your cheque or savings account.

- To pay via BPAY® please contact your participating financial institution. If paying by BPAY® you will be deemed to have completed an Application Form for the value of SPP Shares the subject of your payment. You do not need to return this Application Form.
- Your payment must be received by the Registry by 5.00pm (Sydney time) on Friday, 2 June 2023, or such later date as determined by Chimeric Therapeutics Limited in its sole discretion.
- Please ensure you pay the correct amount for the parcel size you wish to apply for. The number of SPP Shares issued to you will be rounded down to the nearest whole number after dividing the application monies by the SPP Price.
- You should be aware that your financial institution may implement earlier cut off times with regards to electronic payment and should therefore take this into consideration when making payment. You may also have your own limit on the amount that can be paid via BPAY®. It is your responsibility to check that the amount to wish to pay via BPAY® does not exceed your limit.

D Contact Details

Please provide a telephone number and contact name in case we need to contact you regarding your application.

Home telephone No.	Work telephone No.	Contact name

E Applicant's Certification and Acknowledgements

By making a BPAY® payment, you:

- represent and warrant that you have read and understood the Terms and Conditions of the SPP and this Application Form in their entirety and that you acknowledge the matters, and make the representations, warranties and certifications in the Terms and Conditions and Application Form, including as to your eligibility to participate in the SPP;
 - represent and warrant that by making payment, you agree to be bound by the constitution of Chimeric Therapeutics Limited and that the submission of the payment constitutes an irrevocable offer by you to subscribe for SPP Shares on the terms of the SPP and you will be deemed to have accepted and be bound by the terms and conditions of the SPP;
 - represent and warrant that the aggregate of the application amount paid by you or on your behalf for:
 - the SPP Shares the subject of the application;
 - any other Shares applied for by you under the SPP or any similar arrangement in the 12 months before the application;
 - any other SPP Shares which you have instructed a Custodian to acquire on your behalf under the SPP; or
 - any other Shares issued to a Custodian in the 12 months before the application as a result of an instruction given by you to a Custodian to apply for Shares on your behalf under an arrangement similar to the SPP, does not exceed \$30,000;
 - acknowledge that this Application Form does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States. This Application Form may not be distributed or released in the United States. None of the SPP Shares offered under this SPP have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the **Securities Act**), or the securities laws of any state or other jurisdiction of the United States. Accordingly, the SPP Shares to be offered and sold in this SPP may only be offered and sold to investors that are not in the United States and are not acting for the account or benefit of a person in the United States in "offshore transactions" (as defined in Regulation S under the Securities Act) in reliance on Regulation S under the Securities Act;
 - represent that you are not in the United States and you are not acting for the account or benefit of a person in the United States, and you are not otherwise a person to whom it would be illegal to make an offer of or issue of SPP Shares under this SPP and under any applicable laws and regulations; and
 - acknowledge that you may receive a lesser number of SPP Shares than the number of SPP Shares you apply for as Chimeric Therapeutics Limited may scale back applications in its discretion, having regard to factors including the pro rata shareholding of Eligible Shareholders (as at the Record Date) who apply for SPP Shares.
- NO SIGNATURE IS REQUIRED ON THIS FORM** **THIS OFFER IS NON-RENOUNCEABLE**

If you require information on how to complete this Application Form, please contact the Registry from 8.15am to 5.30pm (Sydney time) Monday to Friday on 1300 737 760 (callers within Australia) or +61 2 9290 9600 (callers outside Australia) or consult your financial or other professional adviser. For all other questions, please contact your stockbroker, accountant or other professional adviser.

F Information for Custodians

If you are a Custodian you must complete this Application Form and a Custodian Certificate and submit by email to corporateactions@boardroomlimited.com.au before your application will be considered. Custodians can make payment by BPAY®. Please contact the Registry on 1300 737 760 (callers within Australia) and +61 2 9290 9600 (callers outside Australia) to obtain a copy of the Custodian Certificate. Applications received from Custodians that are not accompanied by the Custodian Certificate will be rejected. Please refer to the Terms and Conditions for further information in relation to applications by Custodians.