



Notice of Extraordinary General Meeting

Chimeric Therapeutics Limited ACN 638 835 828

Notice of Extraordinary General Meeting

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Notice is given that an Extraordinary General Meeting (**EGM** or **Meeting**) of Chimeric Therapeutics Limited ACN 638 835 828 (**Company**) will be held at:

Location	Level 3, 62 Lygon Street, Carlton, Victoria 3053 and virtually (online) at https://web.lumiagm.com/363-314-705
Date	Thursday, 29 June 2023
Time	10:00 am (Sydney time) Registration from 9:45 am (Sydney time)

Online meeting details

The Meeting will also be webcast live via an online platform. To participate you will need a desktop or mobile/tablet device with internet access, by entering the following URL into their browser:

<https://web.lumiagm.com/363-314-705> (Lumi Meeting ID: 363-314-705)

You can log into the Meeting by entering:

- Your username, which is your Voting Access Code (VAC), which can be located on the first page of your proxy form or the Notice of Meeting email; and
- Your password, which is the postcode registered to your holding if you are an Australian shareholder. Overseas shareholders should use their country code or refer to the user guide for their password details.

All Shareholders have the opportunity to attend and participate in the Meeting online via internet connection (using a computer, laptop, tablet or smartphone).

For further details and instructions, please see the online meeting guide located on the Company website containing details on attending and voting at the Meeting.

If Shareholders are unable to attend the Meeting using the online platform they are encouraged to alternatively, return the proxy form to the Company in accordance with the instructions thereon.

Returning the proxy form will not preclude a Shareholder from attending and voting at the Meeting utilising the online platform should they elect to do so.

If you have any questions regarding attendance at, or submitting questions for, the Meeting, please contact the Company's share registry, Boardroom Pty Limited, by telephone on 1300 737 760 (from within Australia) or +61 2 9290 9600 (outside of Australia).

Shareholder Questions

Shareholders will be provided with the opportunity to submit questions online at the Meeting, however, it is desirable if the Company was able to receive them in advance.

Shareholders are therefore requested to send any questions they may have for the Company or its Directors to the Company Secretary via email info@thecfo.com.au with subject 'CHM EGM 2023'.

Please note that not all questions may be able to be answered during the Meeting. In this case answers will be made available on the Company's website after the Meeting.

Special business

Resolution 1 – Approval to issue Placement Shares to Director – Mr Paul Hopper

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

- 1 *'That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issuance and allotment of 13,043,478 Shares to Director, Mr Paul Hopper, on the terms set out in the Explanatory Memorandum.'*

Note: if approval is obtained under Listing Rule 10.11, approval is not required under Listing Rule 7.1, as set out in the Explanatory Memorandum. Voting exclusions apply.

The Directors (with Mr Paul Hopper abstaining) unanimously recommend that you vote in favour of this resolution.

Resolution 2 – Approval to issue Placement Shares to Director – Dr Lesley Russell

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

- 2 *'That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issuance and allotment of 1,739,130 Shares to Director, Dr Lesley Russell, on the terms set out in the Explanatory Memorandum.'*

Note: if approval is obtained under Listing Rule 10.11, approval is not required under Listing Rule 7.1, as set out in the Explanatory Memorandum. Voting exclusions apply.

The Directors (with Dr Lesley Russell abstaining) unanimously recommend that you vote in favour of this resolution.

Resolution 3 – Approval to issue Placement Shares to Director – Dr George Matcham

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

- 3 *'That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issuance and allotment of 1,086,956 Shares to Director, Dr George Matcham, on the terms set out in the Explanatory Memorandum.'*

Note: if approval is obtained under Listing Rule 10.11, approval is not required under Listing Rule 7.1, as set out in the Explanatory Memorandum. Voting exclusions apply.

The Directors (with Dr George Matcham abstaining) unanimously recommend that you vote in favour of this resolution.

Resolution 4 – Approval to issue Placement Shares to Director – Ms Leslie Chong

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

- 4 *'That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issuance and allotment of 108,695 Shares to Director, Ms Leslie Chong, on the terms set out in the Explanatory Memorandum.'*

Note: if approval is obtained under Listing Rule 10.11, approval is not required under Listing Rule 7.1, as set out in the Explanatory Memorandum. Voting exclusions apply.

The Directors (with Ms Leslie Chong abstaining) unanimously recommend that you vote in favour of this resolution.

Resolution 5 – Approval to issue Placement Shares to Director – Ms Jennifer Chow

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

- 5 *'That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issuance and allotment of 108,695 Shares to Director, Ms Jennifer Chow, on the terms set out in the Explanatory Memorandum.'*

Note: if approval is obtained under Listing Rule 10.11, approval is not required under Listing Rule 7.1, as set out in the Explanatory Memorandum. Voting exclusions apply.

The Directors (with Ms Jennifer Chow abstaining) unanimously recommend that you vote in favour of this resolution.

Resolution 6 – Approval to issue Placement Shares to Director – Ms Cindy Elkins

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

- 6 *'That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issuance and allotment of 108,695 Shares to Director, Ms Cindy Elkins, on the terms set out in the Explanatory Memorandum.'*

Note: if approval is obtained under Listing Rule 10.11, approval is not required under Listing Rule 7.1, as set out in the Explanatory Memorandum. Voting exclusions apply.

The Directors (with Ms Cindy Elkins abstaining) unanimously recommend that you vote in favour of this resolution.

Resolution 7 – Approval to issue Placement Shares to Company Secretary – Mr Phillip Hains

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

- 7 *'That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, shareholders approve the issuance and allotment of up to 6,521,739 Shares to Company Secretary, Mr Phillip Hains, as detailed in the Explanatory Memorandum.'*

The Directors unanimously recommend that you vote in favour of this resolution.

Resolution 8 – Approval to issue Adviser Options

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

- 8 *'That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, shareholders approve the issue of up to 4,500,000 Adviser Options to Bell Potter Securities Limited (exercisable at \$0.10 per option and expiry three years from their issuance date) on account of professional services provided to the Company, as detailed in the Explanatory Memorandum.'*

The Directors unanimously recommend that you vote in favour of this resolution.

Dated: 31 May 2023

By order of the Board

Phillip Hains
Company Secretary

Voting Exclusion Statement

Listing Rules

In accordance with the Listing Rule 14.11, the Company will disregard votes cast in favour of the resolution by or on behalf of:

Resolution 1 – Approval to issue Placement Shares to Director – Mr Paul Hopper	Mr Paul Hopper, being a director of the Company who is to receive the securities in question, and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any of their associates.
Resolution 2 – Approval to issue Placement Shares to Director – Dr Lesley Russell	Dr Lesley Russell, being a director of the Company who is to receive the securities in question, and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any of their associates.
Resolution 3 – Approval to issue Placement Shares to Director – Dr George Matcham	Dr George Matcham, being a director of the Company who is to receive the securities in question, and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any of their associates.
Resolution 4 – Approval to issue Placement Shares to Director – Ms Leslie Chong	Ms Leslie Chong, being a director of the Company who is to receive the securities in question, and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any of their associates.
Resolution 5 – Approval to issue Placement Shares to Director – Ms Jennifer Chow	Ms Jennifer Chow, being a director of the Company who is to receive the securities in question, and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) or who in ASX's opinion should be disregarded.
Resolution 6 – Approval to issue Placement Shares to Director – Ms Cindy Elkins	Ms Cindy Elkins, being a director of the Company who is to receive the securities in question, and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any of their associates.
Resolution 7 – Approval to issue Placement Shares to Mr Phillip Hains	Mr Phillip Hains, as Company Secretary, and any person expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason a of being a holder of ordinary securities in the Company) or any of their associates.
Resolution 8 – Approval to issue Adviser Options	Bell Potter and any person expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason a of being a holder of ordinary securities in the Company) or any of their associates.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Notes

- (a) Terms used in this Notice of Meeting which are defined in the Explanatory Memorandum have the meaning given to them in the Explanatory Memorandum.
- (b) Subject to the Corporations Act, including sections 250R and 250BD, a Shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (c) The proxy need not be a Shareholder of the Company. A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- (d) If you wish to appoint a proxy and are entitled to do so, then complete and return the **attached** proxy form to the Company's share registry Boardroom Pty Limited, as detailed in the attached proxy form.
- (e) You can also lodge your proxy online at <https://www.votingonline.com.au/chmegm2023> which is also located on the front of the accompanying proxy form. Alternatively, you can scan the QR code with your mobile device.
- (f) To be effective, the proxy must be received at the share registry of the Company no later than 10.00 am (Sydney time) on Tuesday, 27 June 2023 (48 hours before the commencement of the meeting).
- (g) A corporation may elect to appoint a representative in accordance with the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- (h) The Company has determined under regulation 7.11.37 Corporations Regulations that for the purpose of voting at the meeting or adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of Shareholders as at 7:00 pm (Sydney time) on Tuesday, 27 June 2023.
- (i) If you have any queries, including how to cast your votes, please contact the Company's registered office on +61 3 9824 5254 during business hours.

Explanatory Memorandum

Chimeric Therapeutics Limited ACN 638 835 828 (**Company**)

This Explanatory Memorandum accompanies the notice of Meeting of the Company to be held at Level 3, 62 Lygon Street, Carlton, Victoria 3053 and virtually (online) at <https://web.lumiagm.com/363-314-705> on Thursday, 29 June 2023 at 10.00 am (Sydney time).

The Explanatory Memorandum has been prepared to assist Shareholders in determining how to vote on the resolutions set out in the Notice of Meeting and is intended to be read in conjunction with the Notice of Meeting.

Background

Capital raising

- 1 As announced to the ASX on 15 May 2023, the Company has received commitments from its board and management team to raise approximately \$1.04 million under a placement of new Shares in the Company (**Placement**). Under the Placement, the Company will issue 22,663,040 new Shares (**Placement Shares**) in the Company at \$0.046 per Placement Share, which is equal to the close price of Shares on 12 May 2023, the trading day prior to the announcement of the Placement.

- 2 The Placement Shares have been allocated to the directors and management team as follows:

Director or senior manager	Allocation of Placement Shares	Amount paid	
Mr Paul Hopper	13,043,478	\$600,000	
Mr Phillip Hains	6,521,739	\$300,000	
Dr Lesley Russell	1,739,130	\$80,000	
Dr George Matcham	1,086,956	\$50,000	
Ms Leslie Chong	108,695	\$5,000	
Ms Cindy Elkins	108,695	\$5,000	
Ms Jennifer Chow	108,695	\$5,000	
Total Placement Shares	22,717,388	Total raised	\$1,045,000

- 3 As announced to the ASX on 23 May 2023, Chimeric is also undertaking a share purchase plan (**SPP**) for all Eligible Shareholders in Australia and New Zealand to raise approximately \$5,250,000. The Company may, however, determine to raise a higher amount, or decide to scale back applications under the SPP in its absolute discretion.
- 4 New Shares under the SPP are offered at a price equal to the lower of:
 - (a) \$0.04 per share; and
 - (b) a 5% discount to the 5-day VWAP of Shares up to and including the closing date of the SPP (anticipated to be Friday, 2 June 2023).

- 5 The Board reserves absolute discretion regarding the final amount raised under the SPP. The application for SPP Shares will be capped at the statutory maximum of \$30,000 per Eligible Shareholder across all their holdings.
- 6 The SPP Shares will be issued pursuant to ASX Listing Rule 7.2 (Exception 5) and will not count towards Chimeric's placement capacity or require Shareholder approval at the EGM.
- 7 The new funds raised from the Placement and SPP (together, **Offer**) will allow Chimeric to continue development of its world class portfolio of cell therapy programmes.

Shareholder approval requirements

- 8 Listing Rule 10.11 provides, that unless one of the exceptions in Listing Rule 10.12 applies an entity must not issue or agree to issue securities to any of the following persons unless it obtains the approval of the holders of its ordinary securities:
 - 10.11.1 a related party;
 - 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the entity;
 - 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the entity and who has nominated a director to the board of the entity pursuant to a relevant agreement which gives them a right or expectation to do so;
 - 10.11.4 an associate of a person referred to in rules 10.11.1 to 10.11.3;
 - 10.11.5 a person whose relationship with the entity or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by security holders.
- 9 For the purposes of Listing Rule 10.11, the issue of Placement Shares to each of the Directors falls within Listing Rule 10.11.1 and therefore requires the approval of Shareholders under Listing Rule 10.11.
- 10 Resolutions 1 to 6 therefore seek the required Shareholder approval for the issue of Placement Shares to each of the Directors under and for the purposes of Listing Rule 10.11.
- 11 If Resolutions 1 to 6 are passed, the Company will be able to proceed with the issue of Placement Shares to each of the Directors. As approval pursuant to Listing Rule 7.1 is not required for the issue of the Placement Shares (because approval is being obtained under Listing Rule 10.11), the issue of the Placement Shares will not use up any of the Company's 15% annual placement capacity.
- 12 If any of Resolutions 1 to 6 are not passed, the Company will not be able to proceed with the issue of the applicable Placement Shares to the relevant Director under that resolution and the Company will likely be required to raise further funds in order to support its working capital requirements. Such further raisings may be on less favourable terms and may cause greater dilution to Shareholders.

Resolution 1 – Approval to issue Placement Shares to Director – Mr Paul Hopper

- 13 Pursuant to and in accordance with the requirements of Listing Rule 10.13, the following information is provided in relation to Resolution 1:
- (a) the maximum number of shares issued to Mr Hopper will be 13,043,478 Shares, representing Mr Hopper's allocated Placement Shares;
 - (b) Mr Hopper falls within the category set out in Listing Rule 10.11.1 by virtue of Mr Hopper being a Director;
 - (c) if this Resolution 1 is passed, Mr Hopper's Placement Shares will be issued within 30 days after the EGM;
 - (d) the total issue price of Mr Hopper's Placement Shares will be \$600,000, being \$0.046 per Placement Share;
 - (e) the issue of Mr Hopper's Placement Shares, as part of the funds raised under the Offer, is for the purpose of:
 - (i) continuing development of the Company's existing assets, which includes licensing, manufacturing and clinical trial operations for CHM 1101 (CLTX CAR T), licensing, manufacturing and clinical trial operations for CHM 2101 (CDH17 CAR T) and development, manufacturing and clinical trial operations for the CORE-NK platform;
 - (ii) working capital; and
 - (iii) fund raising costs; and
 - (f) the issue of Mr Hopper's Placement Shares is not intended to remunerate or incentivise Mr Hopper and are independent of any remuneration arrangements currently in place.

Directors' Recommendation

The Directors (with Mr Hopper abstaining) unanimously recommend that you vote in favour of this resolution.

Resolution 2 – Approval to issue Placement Shares to Director – Dr Lesley Russell

- 14 Pursuant to and in accordance with the requirements of Listing Rule 10.13, the following information is provided in relation to Resolution 2:
- (a) the maximum number of shares issued to Dr Russell will be 1,739,130 Shares, representing Dr Russell's allocated Placement Shares;
 - (b) Dr Russell falls within the category set out in Listing Rule 10.11.1 by virtue of Dr Russell being a Director;
 - (c) if this Resolution 2 is passed, Dr Russell's Placement Shares will be issued within 30 days after the EGM;
 - (d) the issue price of Dr Russell's Placement Shares will be \$80,000, being \$0.046 per Placement Share;

- (e) the issue of Dr Russell's Placement Shares, as part of the funds raised under the Offer, is for the purpose of:
 - (i) continuing development of the Company's existing assets, which includes licensing, manufacturing and clinical trial operations for CHM 1101 (CLTX CAR T), licensing, manufacturing and clinical trial operations for CHM 2101 (CDH17 CAR T) and development, manufacturing and clinical trial operations for the CORE-NK platform;
 - (ii) working capital; and
 - (iii) fund raising costs; and
- (f) the issue of Dr Russell's Placement Shares is not intended to remunerate or incentivise Dr Russell and are independent of any remuneration arrangements currently in place.

Directors' Recommendation

The Directors (with Dr Russell abstaining) unanimously recommend that you vote in favour of this resolution.

Resolution 3 – Approval to issue Placement Shares to Director – Dr George Matcham

- 15 Pursuant to and in accordance with the requirements of Listing Rule 10.13, the following information is provided in relation to Resolution 3:
- (a) the maximum number of shares issued to Dr Matcham will be 1,086,956 Shares, representing Dr Matcham's allocated Placement Shares;
 - (b) Dr Matcham falls within the category set out in Listing Rule 10.11.1 by virtue of Dr Matcham being a Director;
 - (c) if this Resolution 3 is passed, Dr Matcham's Placement Shares will be issued within 30 days after the EGM;
 - (d) the issue price of Dr Matcham's Placement Shares will be \$50,000, being \$0.046 per Placement Share;
 - (e) the issue of Dr Matcham's Placement Shares, as part of the funds raised under the Offer, is for the purpose of:
 - (i) continuing development of the Company's existing assets, which includes licensing, manufacturing and clinical trial operations for CHM 1101 (CLTX CAR T), licensing, manufacturing and clinical trial operations for CHM 2101 (CDH17 CAR T) and development, manufacturing and clinical trial operations for the CORE-NK platform;
 - (ii) working capital; and
 - (iii) fund raising costs; and
 - (f) the issue of Dr Matcham's Placement Shares is not intended to remunerate or incentivise Dr Matcham and are independent of any remuneration arrangements currently in place.

Directors' Recommendation

- 16 The Directors (with Dr Matcham abstaining) unanimously recommend that you vote in favour of this resolution.

Resolution 4 – Approval to issue Placement Shares to Director – Ms Leslie Chong

- 17 Pursuant to and in accordance with the requirements of Listing Rule 10.13, the following information is provided in relation to Resolution 4:
- (a) the maximum number of shares issued to Ms Chong will be 108,695 Shares, representing Ms Chong's allocated Placement Shares;
 - (b) Ms Chong falls within the category set out in Listing Rule 10.11.1 by virtue of Ms Chong being a Director;
 - (c) if this Resolution 4 is passed, Ms Chong's Placement Shares will be issued within 30 days after the EGM;
 - (d) the issue price of Ms Chong's Placement Shares will be \$5,000, being \$0.046 per Placement Share;
 - (e) the issue of Ms Chong's Placement Shares, as part of the funds raised under the Offer, is for the purpose of:
 - (i) continuing development of the Company's existing assets, which includes licensing, manufacturing and clinical trial operations for CHM 1101 (CLTX CAR T), licensing, manufacturing and clinical trial operations for CHM 2101 (CDH17 CAR T) and development, manufacturing and clinical trial operations for the CORE-NK platform;
 - (ii) working capital; and
 - (iii) fund raising costs; and
 - (f) the issue of Ms Chong's Placement Shares is not intended to remunerate or incentivise Ms Chong and are independent of any remuneration arrangements currently in place.

Directors' Recommendation

- 18 The Directors (with Ms Chong abstaining) unanimously recommend that you vote in favour of this resolution.

Resolution 5 – Approval to issue Placement Shares to Director – Ms Jennifer Chow

- 19 Pursuant to and in accordance with the requirements of Listing Rule 10.13, the following information is provided in relation to Resolution 5:
- (a) the maximum number of shares issued to Ms Chow will be 108,695 Shares, representing Ms Chow's allocated Placement Shares;
 - (b) Ms Chow falls within the category set out in Listing Rule 10.11.1 by virtue of Ms Chow being a Director;

- (c) if this Resolution 5 is passed, Ms Chow's Placement Shares will be issued within 30 days after the EGM;
- (d) the issue price of Ms Chow's Placement Shares will be \$5,000, being \$0.046 per Placement Share;
- (e) the issue of Ms Chow's Placement Shares, as part of the funds raised under the Offer, is for the purpose of:
 - (i) continuing development of the Company's existing assets, which includes licensing, manufacturing and clinical trial operations for CHM 1101 (CLTX CAR T), licensing, manufacturing and clinical trial operations for CHM 2101 (CDH17 CAR T) and development, manufacturing and clinical trial operations for the CORE-NK platform;
 - (ii) working capital; and
 - (iii) fund raising costs; and
- (f) the issue of Ms Chow's Placement Shares is not intended to remunerate or incentivise Ms Chow and are independent of any remuneration arrangements currently in place.

Directors' Recommendation

- 20 The Directors (with Ms Chow abstaining) unanimously recommend that you vote in favour of this resolution.

Resolution 6 – Approval to issue Placement Shares to Director – Ms Cindy Elkins

- 21 Pursuant to and in accordance with the requirements of Listing Rule 10.13, the following information is provided in relation to Resolution 6:
- (a) the maximum number of shares issued to Ms Elkins will be 108,695 Shares, representing Ms Elkins' allocated Placement Shares;
 - (b) Ms Elkins falls within the category set out in Listing Rule 10.11.1 by virtue of Ms Elkins being a Director;
 - (c) if this Resolution 6 is passed, Ms Elkins' Placement Shares will be issued within 30 days after the EGM;
 - (d) the issue price of Ms Elkins' Placement Shares will be \$5,000, being \$0.046 per Placement Share;
 - (e) the issue of Ms Elkins' Placement Shares, as part of the funds raised under the Offer, is for the purpose of:
 - (i) continuing development of the Company's existing assets, which includes licensing, manufacturing and clinical trial operations for CHM 1101 (CLTX CAR T), licensing, manufacturing and clinical trial operations for CHM 2101 (CDH17 CAR T) and development, manufacturing and clinical trial operations for the CORE-NK platform;
 - (ii) working capital; and

- (iii) fund raising costs; and
- (f) the issue of Ms Elkins' Placement Shares is not intended to remunerate or incentivise Ms Elkins and are independent of any remuneration arrangements currently in place.

Directors' Recommendation

- 22 The Directors (with Ms Elkins abstaining) unanimously recommend that you vote in favour of this resolution.

Resolution 7 – Approval to issue Placement Shares to Company Secretary – Mr Phillip Hains

- 23 The purpose of resolution 7 is for Shareholders to approve, under ASX Listing Rule 7.1 and for all other purposes, the issue of Mr Hains' Placement Shares.
- 24 ASX Listing Rule 7.1 limits the Company from issuing more than 15% of its issued capital without Shareholder approval. Listing Rule 7.4 provides that where a company subsequently approves an issue of securities, the issue will be treated as having been made with approval for the purpose of Listing Rule 7.1, thereby replenishing the Company's 15% capacity, enabling it to issue further securities up to that limit.
- 25 Resolution 7 therefore proposes the approval of the allotment and issue Mr Hains' allocation of Placement Shares for the purpose of satisfying the requirements of ASX Listing Rule 7.1.

Technical information required by Listing Rule 14.1A

- 26 If resolution 7 is:
- (a) passed, Mr Hains' Placement Shares will be issued with approval pursuant to ASX Listing Rule 7.1; and
 - (b) not passed, the issuance will still occur but will be included in calculating the Company's 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following the issue date.

Technical information required by Listing Rule 7.3

- 27 Pursuant to and in accordance with the requirements of Listing Rule 7.3, the following information is provided in relation to Resolution 7:
- (a) the maximum number of shares issued to Mr Hains will be 6,521,739 Shares, representing Mr Hains' allocated Placement Shares;
 - (b) if this Resolution 7 is passed, it is intended that Mr Hains' Placement Shares will be issued within three months of the EGM;
 - (c) the issue price of Mr Hains' Placement Shares will be \$300,000, being \$0.046 per Placement Share; and
 - (d) the issue of Mr Hains' Placement Shares, as part of the funds raised under the Offer, is for the purpose of:

- (i) continuing development of the Company's existing assets, which includes licensing, manufacturing and clinical trial operations for CHM 1101 (CLTX CAR T), licensing, manufacturing and clinical trial operations for CHM 2101 (CDH17 CAR T) and development, manufacturing and clinical trial operations for the CORE-NK platform;
- (ii) working capital; and
- (iii) fund raising costs.

Directors' recommendation

28 The Directors unanimously recommend that you vote in favour of this resolution.

Resolution 8 – Approval to issue Adviser Options

- 29 The purpose of resolution 8 is for Shareholders to approve, under ASX Listing Rule 7.1 and for all other purposes, the issue of 4,500,000 Adviser Options with an exercise price of \$0.10 per option and an expiry date that is three years after the date of issue to Bell Potter Securities Limited (**Bell Potter**) on account of professional services provided to the Company.
- 30 Bell Potter have acted as Lead Manager to the Offer.
- 31 ASX Listing Rule 7.1 limits the Company from issuing more than 15% of its issued capital without Shareholder approval. Listing Rule 7.4 provides that where a company subsequently approves an issue of securities, the issue will be treated as having been made with approval for the purpose of Listing Rule 7.1, thereby replenishing the Company's 15% capacity, enabling it to issue further securities up to that limit.
- 32 Resolution 8 therefore proposes the approval of the allotment and issue of the Adviser Options for the purpose of satisfying the requirements of ASX Listing Rule 7.1.
- 33 If Resolution 8 is approved and the Adviser Options are issued, Listing Rule 7.2 (exception 9) applies to the issues of shares on the conversion of Adviser Options and such issuance shall not count towards the Company's placement capacity.

Technical information required by Listing Rule 14.1A

- 34 If resolution 8 is:
- (a) passed, the Adviser Options (and the issue of Shares upon conversion of the Adviser Options) will be issued with approval pursuant to ASX Listing Rule 7.1; and
 - (b) not passed, the issuance will still occur but will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following the issue date.

Technical information required by Listing Rule 7.3

- 35 Further details regarding the proposed issue of the Advisor Options (and the issue of Shares upon conversion of the Advisor Options) are set out below:

Investor Options	
Maximum number of securities to be issued	4,500,000 Adviser Options.
Expected date of issue	Within 14 days of completion of the Offer, but in any event no later than three months from the date of the EGM.
Issue price	Nil
Terms of issue	The Adviser Option terms are further set out in Schedule 1.
Allottees	Bell Potter.
Intended use of funds raised	The Adviser Options are being issued for nil upfront consideration and, therefore, do not raise funds for the Company. However, the Adviser Options are being issued as partial consideration pursuant to the Lead Manager Mandate.
Other terms of the Lead Manager Mandate	<p>Chimeric has engaged Bell Potter as the lead manager for the Offer pursuant to the terms of a Lead Manager Mandate.</p> <p>Bell Potter will receive the following fees for its services:</p> <ul style="list-style-type: none"> (a) no management fee from any proceeds raised from the Placement from the Board and Company Secretary; (b) a management fee of 6% (plus GST) from proceeds raised under the Placement from investors other than the Board, Company Secretary and entities associated with the Board and Company Secretary; (c) a management fee of 3% (plus GST) of the gross amount raised under the SPP; and (d) the Adviser Options. <p>Bell Potter will also be reimbursed for out-of-pocket expenses.</p> <p>The Lead Manager Mandate otherwise contains terms and conditions considered standard for an agreement of this type.</p>

Directors' recommendation

36 The Directors unanimously recommend that you vote in favour of this resolution.

Glossary

Chimeric Therapeutics Limited ACN 638 835 828

Adviser Options	means the 4,500,000 Options to be issued to Bell Potter pursuant to the Lead Manager Mandate and on the terms set out in Schedule 1.
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).
Bell Potter	means Bell Potter Securities Limited ACN 006 390 772.
Board	means the board of directors of the Company.
Company	means Chimeric Therapeutics Limited ACN 638 835 828.
Company Secretary	means Phillip Hains, the company secretary of the Company.
Company's Constitution	means the constitution of the Company.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Corporations Regulations	means the <i>Corporations Regulations 2001</i> (Cth).
Directors	means the directors of the Company.
EGM or Meeting	means the Company's extraordinary general meeting the subject of this Notice of Meeting.
Equity Securities	has the meaning set out in the Listing Rules.
Eligible Shareholders	means shareholders who are on the Company register at 7.00 pm (Sydney time) on Friday, 12 May 2023, and having a registered address in Australia or New Zealand.
Explanatory Memorandum	means the explanatory memorandum attached to the Notice of Meeting.
Lead Manager Mandate	means the mandate letter entered into between the Company and Bell Potter dated 22 February 2023, and amended by the amendment letter between the Company and Bell Potter Securities dated 12 May 2023.
Listing Rules or LR	means the listing rules of ASX.
Notice of Meeting	means the notice of meeting and includes the Explanatory Memorandum.
Offer	means the Placement and SPP.
Option	means an option to acquire a Share.
Placement Shares	means the 22,717,388.0 Shares to be issued to the Directors and Company Secretary, subject to approval by Shareholders at the EGM.
Resolution	means a resolution of this Meeting of the Company.

Shares	means the fully paid ordinary shares in the Company.
Shareholder	means a person who is the registered holder of Shares.
SPP	means the share purchase plan announced by the Company on 23 May 2023.
VWAP	means the volume-weighted-average-price of Shares on a trading day.

Schedule 1

Adviser Option terms

Grant of Adviser Options	The Adviser Options will be issued to Bell Potter for nil consideration within 14 days of completion of the Offer as part of the consideration under the Lead Manager Mandate (Grant Date).
Vesting	The Adviser Options will vest immediately on the Grant Date.
Exercise of Adviser Options	<p>Each Adviser Option is exercisable immediately on and from the Grant Date. The Adviser Options may be exercised at any time before their expiry date, 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 Adviser Option exercised.</p> <p>Bell Potter Securities may only exercise a minimum of 100,000 Adviser Options on any particular occasion, unless Bell Potter Securities has, in total, less than 100,000 Adviser Options, in which case they must exercise all their Adviser Options at the same time.</p> <p>The exercise of each Adviser Option is subject to compliance with the Corporations Act (in particular, the requirements of Chapter 6 of the Corporations Act).</p>
Terms of Shares issued	Any Shares issued as a result of exercising an Adviser Option will be issued on the same terms and rank in all respects on equal terms, with existing Shares.
No quotation of Adviser Options	The Company will not seek quotation of the Adviser Options.
Quotation of Shares issued	Application for official quotation of Shares allotted and issued as a result of the exercise of the Adviser Options will be made within three Business Days from the date of issue of the Shares.
Expiration of Adviser Options	Each Adviser Option will expire three years from the Grant Date.
Issue price of Adviser Options	No issue price is payable for the Adviser Options as they are issued in accordance with the Lead Manager Mandate.
Exercise price of Adviser Options	\$0.10 upon exercise to acquire each Share.
Option register	Adviser Options will be registered in the name of Bell Potter Securities in an options register maintained by the share registry. The share registry will issue holding statements that evidence the number of Adviser Options held by Bell Potter Securities. No option certificates will be issued.

Reconstruction of capital	<p>If there is a reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of Chimeric:</p> <p>(a) the number of Adviser Options or the exercise price of the Adviser Options or both will be adjusted to the extent necessary to comply with the Listing Rules applying to the reorganisation of capital at the time of the reorganisation as specified in Listing Rule 6.16; and</p> <p>(b) in all other respects the terms for the exercise of the Adviser Options will remain unchanged.</p>
No adjustment for pro rata issue of Shares	There will be no adjustment to the terms, and therefore no change in the exercise price or number of underlying securities, of the Adviser Options if there is a pro rata issue of Shares.
Adjustment for issue of bonus shares	If there is a bonus issue of Shares, the number of Shares issued upon exercise of the Adviser Options will be adjusted as specified in Listing Rule 6.22.3.
New issues of Shares	The Adviser Options do not confer a right to participate in new issues of Shares unless the Adviser Options have been exercised on or before the record date for determining entitlements to the issue.
Dividend rights	While they remain unexercised, the Adviser Options will not give a holder an entitlement to receive any dividends declared and paid by Chimeric for Shares.
Voting Rights	While they remain unexercised, the Adviser Options will not give a holder an entitlement to any voting rights as may be conferred upon a shareholder of Chimeric.
Applicable law	<p>Each Adviser Option is issued subject to:</p> <p>(a) the Corporations Act;</p> <p>(b) the Listing Rules; and</p> <p>(c) the Company's constitution.</p>

All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (Sydney Time) on Tuesday 23 June 2023.**

🖥 TO VOTE ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/chmegm2023>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am (Sydney Time) on Tuesday, 27 June 2023.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 🖥 **Online** <https://www.votingonline.com.au/chmegm2023>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Chimeric Therapeutics Limited

ABN 68 638 835 828

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Chimeric Therapeutics Limited** and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Extraordinary General Meeting of the Company to be held at **Level 3, 62 Lygon Street, Carlton, Victoria 3053 and virtually (online) at <https://web.lumiagm.com/363-314-705> on Thursday, 29 June, 2023 at 10:00am (Sydney Time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Approval to issue Placement Shares to Director – Mr Paul Hopper	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval to issue Placement Shares to Director – Dr Lesley Russell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval to issue Placement Shares to Director – Dr George Matcham	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to issue Placement Shares to Director – Ms Leslie Chong	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval to issue Placement Shares to Director – Ms Jennifer Chow	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval to issue Placement Shares to Director – Ms Cindy Elkins	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval to issue Placement Shares to Company Secretary – Mr Phillip Hains	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Approval to issue Adviser Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2023