



**AMPLIA THERAPEUTICS LIMITED**  
**ACN 165 160 841**

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**PROSPECTUS**

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This Prospectus is being issued for an offer of New Shares to Eligible Shareholders under a Share Purchase Plan (**SPP**) at the SPP Offer Price to raise \$2.5 million, with the ability to accept over-subscriptions of up to an additional \$7.5 million worth of New Shares.

This Prospectus also includes the SPP Shortfall Offer.

The SPP and the SPP Shortfall Offer are conditional on Shareholder approval.

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The Closing Date of the SPP is 5.00pm on Friday, 22 August 2025.

The SPP and the SPP Shortfall Offer are being lead managed,  
but not underwritten, by Bell Potter Securities Limited.

**IMPORTANT INFORMATION**

This Prospectus is important and should be read in its entirety. If after reading this Prospectus you have any questions about the securities being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

The Shares offered under this Prospectus should be considered as speculative.

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

## IMPORTANT NOTICE

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### Prospectus

This Prospectus relates to the offer of new, fully paid ordinary shares (**New Shares**) by Amplia Therapeutics Limited ACN 165 160 841 (**Amplia** or **Company**) under the SPP and the SPP Shortfall Offer.

The offer made under this Prospectus is only being made Eligible Shareholders (in relation to the SPP) or Institutional Investors selected by the Lead Manager and the Company (in relation to the SPP Shortfall Offer). It is not being made to the general public.

The SPP is not underwritten.

This Prospectus is dated Friday, 1 August 2025 (**Prospectus Date**) and a copy of the Prospectus was lodged with the Australian Securities and Investments Commission (**ASIC**) on that date. The expiry date of the Prospectus is 5.00pm (Melbourne time) on the date that is 13 months after the date of this Prospectus (**Expiry Date**). No securities will be issued on the basis of this Prospectus after the Expiry Date.

### Transaction-specific Prospectus

This Prospectus is a 'transaction-specific' prospectus to which the special content rules under section 713 of the *Corporations Act 2001* (**Corporations Act**) apply. This allows the issue of a concise prospectus in relation to an offer of securities in a class which has been continuously quoted by the Australian Securities Exchange (**ASX**) in the three months prior to the date of the prospectus. This Prospectus does not include all of the information that would be disclosed for an initial public offering of securities. An application for admission of the New Shares to quotation on the ASX has been made to ASX (on 23 July 2025).

ASX maintains a database of publicly available information issued by the Company as a disclosing entity. This Prospectus should be read in conjunction with that information. None of ASIC, ASX or their respective officers, take any responsibility for the contents of this Prospectus or the merits of the securities to which this Prospectus relates.

### ASIC Instrument 2019/547

In certain circumstances, a listed company may undertake a share purchase plan in accordance with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (**Instrument 2019/547**). Instrument 2019/547 allows a share purchase plan to be conducted without the use of a prospectus for a maximum of \$30,000 worth of securities to a participant in a 12 month period. The Company is unable to rely on Instrument 2019/547 for the SPP because the SPP exceeds the monetary limit under Instrument 2019/547 as it is for up to \$100,000 worth of New Shares to Eligible Shareholders.

Accordingly, the Company is undertaking the SPP under this Prospectus.

### SPP is conditional on Shareholder approval

The SPP is conditional on Shareholder approval for the purposes of ASX Listing Rule 7.1.

This is because Amplia utilised substantially all of its capacity under ASX Listing Rules 7.1 and 7.1A under the Placement and is not entitled to rely on ASX Listing Rule 7.2, Exception 5 because Eligible Shareholders are being offered up to \$100,000 worth of New Shares under the SPP.

The resolution to approve the SPP (and the SPP Shortfall Offer) will be considered at the AGM. If the SPP is not approved at the AGM it will not proceed.

### Exposure period and cooling off rights

No exposure period applies to this Prospectus by operation of ASIC Corporations (Exposure Period) Instrument 2016/74.

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

### Obtaining a Prospectus and Application Form

Applications for New Shares offered pursuant to this Prospectus can be submitted on an Application Form. Eligible Shareholders will be able to access a personalised Application Form at [www.computersharecas.com.au/ATXSPP2025](http://www.computersharecas.com.au/ATXSPP2025). The Application Form will be accompanied by a copy of the Prospectus, which will also be available from the ASX website ([www.asx.com.au](http://www.asx.com.au)). Paper copies of this Prospectus and an Application Form can be obtained free of charge during the Offer Period by contacting the Company at [info@ampliatx.com](mailto:info@ampliatx.com) or the Company Secretary on [andrew@ampliatx.com](mailto:andrew@ampliatx.com).

### Electronic prospectus

This Prospectus is available electronically and accompanies the Application Form (which will be available at [www.computersharecas.com.au/ATXSPP2025](http://www.computersharecas.com.au/ATXSPP2025)). Electronic versions of this Prospectus should be downloaded and read in its entirety. Applications for New Shares under the SPP may only be made on the Application Form by following the instructions in the Application Form.

### Investor warning

The Offer contained in this Prospectus does not take into account the investment objectives, financial position and particular needs of individual investors. It is important that you read this Prospectus carefully and in full before deciding to apply for New Shares. In particular, you should consider the risk factors that could affect the performance of the Company in light of your personal circumstances and seek advice from your accountant, tax adviser, stockbroker, lawyer or other professional adviser before deciding to invest.

## **No representation other than in this Prospectus**

No person is authorised to give information or to make any representation in connection with this Prospectus, which is not contained in the Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with this Prospectus. Except as required by law, and only to the extent so required, neither Amplia nor any other person warrants or guarantees the future performance of the Company or any return on any investment made pursuant to this Prospectus.

## **Risk factors**

Potential investors should be aware that subscribing for the New Shares involves a number of risks. The key risk factors which investors should be aware of are set out in Section 7 of this Prospectus. These risks, together with other general risks applicable to all investments in listed and unlisted securities, which are not specifically referred to, may affect the value of the New Shares in the future.

## **Eligible Shareholders and Offer jurisdictions**

The New Shares to be issued under the SPP will only be offered to Eligible Shareholders, being Shareholders as at 7.00pm (Melbourne time) on the Record Date with a registered address in Australia or New Zealand (or otherwise determined by the Company at its discretion). The distribution of this Prospectus in jurisdictions outside Australia and 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. In particular, the New Shares have not been, and will not be, registered under US Securities Act and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws.

You may only apply for New Shares in Australian dollars. You can contact the Company at [info@ampliatx.com](mailto:info@ampliatx.com) or the Company Secretary on [andrew@ampliatx.com](mailto:andrew@ampliatx.com), if you are an Eligible Shareholder but are unable to pay for New Shares by BPAY.

## **Financial information and forward looking statements**

Section 6 sets out the financial information referred to in this Prospectus and the basis of preparation of that information. Any discrepancies between totals and sums of components in tables contained in this Prospectus are due to rounding.

This Prospectus contains forward looking statements which are identified by words such as “may”, “could”, “believes”, “estimates”, “expects”, “intends” and other similar words that involve risks and uncertainties. Any forward looking statements are subject to various risk factors that could cause the Company’s actual results to differ materially from the results expressed or anticipated in these statements. Forward looking statements should be read in conjunction with the risk factors set out in Section 7 and the other information in this Prospectus.

## **Taxation implications**

The Directors do not consider it appropriate to give Shareholders advice regarding the taxation consequences of applying for New Shares under this Prospectus (and do not accept any responsibility or liability for any such consequences). Shareholders should consult their tax adviser as required.

## **Defined words and expressions**

Some words and expressions used in this Prospectus have defined meanings. These words and expressions are defined throughout the Prospectus and in the Glossary in Section 10.

A reference to \$ or cents in this Prospectus is a reference to Australian currency (unless otherwise stated). A reference to time in this Prospectus is a reference to Melbourne, Australia time.

## **Photographs and diagrams**

Any photographs used in this Prospectus without descriptions are only for illustration. Any diagrams used in this Prospectus may not be drawn to scale.

## **Privacy**

If you apply for New Shares, you will provide personal information to the Company and the Share Registry. The Company and the Share Registry collect, hold and use your personal information in order to assess your Application, service your needs as a holder of the Shares, provide facilities and services that you request and carry out appropriate administration. Company and tax laws require some of the information to be collected. If you do not provide the information requested, your Application may not be able to be processed efficiently, or at all.

Each of the Company and the Share Registry may disclose your personal information for purposes related to your shareholding to each other and to their respective agents and services providers including those listed below or as otherwise authorised under the *Privacy Act 1988* (Cth) (**Privacy Act**):

- in the case of the Company, to the Share Registry for ongoing administration of the Share (and option) registers; and
- in the case of the Company and the Share Registry, to printers and mailing houses for the purposes of preparation and distribution of security holder information and for handling of mail.

Under the Privacy Act, you may request access to your personal information held by (or on behalf of) the Company or the Share Registry. You can contact the Share Registry’s Privacy Officer at [privacy@computershare.com.au](mailto:privacy@computershare.com.au) or see our Privacy Policy at [www.computershare.com/au/privacy-policies](http://www.computershare.com/au/privacy-policies).

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## KEY DATES

The key dates in respect of the SPP are as follows.

Event	Date
<b>Record Date</b> Record Date of the SPP	Tuesday, 22 July 2025 (7.00pm)
<b>Opening Date</b> Prospectus lodged with ASIC and ASX Prospectus made available to Eligible Shareholders SPP offer opens	Friday, 1 August 2025
SPP pricing period commences	Monday, 18 August 2025
<b>Closing Date</b> SPP closes (5.00pm time) Last day of SPP pricing period	Friday, 22 August 2025
<b>SPP Results Date</b> Announcement of results of SPP and SPP Offer Price	Tuesday, 26 August 2025
<b>AGM Date</b> Company holds AGM	Wednesday, 27 August 2025
<b>Settlement Date</b> Settlement of the SPP*	Thursday, 28 August 2025
<b>Allotment Date</b> Issue of Shares under the SPP*	Friday, 29 August 2025
Commencement of trading of New Shares issued under the SPP* Issue of New Shares under the Director Placement and Conditional Placement*	Monday, 1 September 2025

\* Assumes Shareholders approve the SPP, Director Placement and Conditional Placement at the AGM.

Amplia reserves the right to vary these times and dates, by agreement with the Lead Manager. All times are Melbourne times.

## KEY DETAILS OF THE SPP AND CAPITAL RAISING

Terms of the SPP and SPP Shortfall Offer	
SPP Offer Price	<p>The <b>SPP Offer Price</b> is the lower of:</p> <ul style="list-style-type: none"> <li>the Placement Offer Price (being \$0.23); and</li> <li>the price representing a 5% discount to the volume weighted average price of Shares traded during the five trading days up to the Closing Date, rounded to the nearest half cent.</li> </ul>
Amount to be raised under the SPP	The SPP is seeking to raise up to \$2.5 million, however the Company reserves the right to accept over-subscriptions of up to an additional \$7.5 million worth of New Shares under the SPP and SPP Shortfall Offer (for a total of \$10.0 million worth of New Shares).
Number of New Shares to be issued under the SPP	Approximately 10,869,566 New Shares will be issued under the SPP, assuming the SPP is subscribed to \$2.5 million and the SPP Offer Price is \$0.23.
Capital structure of the Company	
Shares on issue on the date of announcement of the Capital Raising	389,672,669 Shares
Shares issued under the Unconditional Placement	96,804,354 Shares
Proceeds raised via the Unconditional Placement (before costs)	~\$22.3 million
<b>Shares on issue as at the Prospectus Date</b>	<b>486,477,023 Shares</b>
Shares to be issued under the SPP	10,869,566 Shares
Proceeds to be raised via the SPP (before costs)	\$2.5 million
Shares to be issued under the Conditional Placement	10,869,566 Shares
Proceeds to be raised via the Conditional Placement (before costs)	\$2.5 million
Shares to be issued under the Director Placement (before costs)	1,021,740 Shares
Proceeds to be raised via the Director Placement (before costs)	\$0.2 million
<b>Shares to be issued under the Capital Raising</b>	<b>119,565,226 Shares</b>

<b>Total proceeds of the Capital Raising (before costs)</b>	<b>\$27.5 million</b>
<b>Shares on issue on completion of the Capital Raising</b>	<b>509,237,895 Shares</b>
Market capitalisation at the Placement Offer Price (of \$0.23)	\$117.1 million
Options on issue on completion of the Capital Raising (assuming completion of the grants to Directors as contemplated by the Notice of AGM)	<p>90,299,589 ATXOA Listed Options</p> <p>19,231,000 unquoted options expiring from September 2025 to December 2028 with exercise prices from \$0.132 to \$0.2533</p> <p>818,006 unquoted options to be issued to the Non-Executive Directors (subject to Shareholder approval)</p> <p>447,000 Zero Exercise Priced Options to be issued to the Managing Director (subject to Shareholder approval)</p>
<b>Capital structure of the Company if the SPP is subscribed to at least \$10.0 million and the Company accepts the over-subscriptions up to the SPP Cap</b>	
Maximum proceeds of the SPP assuming Applications of at least \$10.0 million under the SPP and SPP Shortfall Offer are received and accepted in full (up to the SPP Cap)	\$10.0 million
Shares to be issued under the SPP assuming \$10.0 million raised (at \$0.23 per New Share)	43,478,261 Shares
Total proceeds of the Capital Raising in these circumstances	\$35.0 million
Shares on issue on completion of the Capital Raising in these circumstances	541,846,590 Shares
Market capitalisation at the Placement Offer Price (of \$0.23) in these circumstances	\$124.6 million

**Notes:**

Unless otherwise stated, this Prospectus assumes \$2.5 million worth of New Shares are issued under the SPP and SPP Shortfall Offer at an SPP Offer Price of \$0.23 and Shareholders approve the SPP, Director Placement and Conditional Placement (and grant of options to Directors) at the AGM. Final numbers will vary slightly as a result of rounding.

## Provision of documents

Eligible Shareholders who have elected to receive documents electronically from the Company will receive online access to the Prospectus and the Application Form (which accompanies the Prospectus) by email. Eligible Shareholders who have not elected to receive electronic communications will be posted a letter detailing how to access the Prospectus and Application Form at [www.computersharecas.com.au/ATXSPP2025](http://www.computersharecas.com.au/ATXSPP2025).

## Information availability

Eligible Shareholders can also obtain a copy of this Prospectus from the Company's website, the ASX website ([www.asx.com.au](http://www.asx.com.au)). The Prospectus will accompany the Application Form, which is made available to Eligible Shareholders at [www.computersharecas.com.au/ATXSPP2025](http://www.computersharecas.com.au/ATXSPP2025).

Contact details are provided in the Corporate Directory. Shareholders who access the electronic version of this Prospectus should ensure that they download and read the entire Prospectus. The Application Form attached to the Prospectus must be used within Australia and New Zealand only.

## Enquiries

For further information please contact the Company at [info@ampliatx.com](mailto:info@ampliatx.com) or the Company Secretary on [andrew@ampliatx.com](mailto:andrew@ampliatx.com). Alternatively, contact your stockbroker, solicitor, accountant or other professional adviser.



## 1 CORPORATE DIRECTORY

### Amplia Therapeutics Limited (ASX Code: ATX)

<b>Directors</b>  Dr Warwick Tong (Non-Executive Chair) Dr Christopher Burns (Managing Director, CEO) Dr Robert Peach (Non-Executive Director) Ms Jane Bell (Non-Executive Director)	<b>Registered Office</b>  Level 5, 90 William Street Melbourne VIC 3000  Email: <a href="mailto:info@ampliatx.com">info@ampliatx.com</a>  Website: <a href="http://www.ampliatx.com">www.ampliatx.com</a>
<b>Company Secretary</b>  Mr Andrew Cooke andrew@ampliatx.com  <b>Chief Financial Officer</b>  Mr Tim Luscombe	<b>Lead Manager</b>  Bell Potter Securities Limited Level 29, 101 Collins Street Melbourne VIC 3000
<b>Share Registry</b>  Computershare Investor Services Pty Limited Yarra Falls, 452 Johnston Street Abbotsford VIC 3067  Website: <a href="http://www.computershare.com/au">www.computershare.com/au</a>	<b>Australian Legal Adviser</b>  Becketts Lawyers Pty Ltd Level 34, 120 Collins Street Melbourne VIC 3000
<b>SPP Offer website</b>  <a href="http://www.computersharecas.com.au/ATXSPP2025">www.computersharecas.com.au/ATXSPP2025</a>	<b>Auditor*</b>  Grant Thornton Level 22, Tower 5 Collins Square, 727 Collins Street Melbourne VIC 3008

\*The Auditor is included for information purposes only. It has not been involved in the preparation of this Prospectus and has not consented to being named in this Prospectus.

## 2 CHAIRMAN'S LETTER

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Dear Shareholder

On behalf of the Directors of Amplia, I am pleased to offer you the opportunity to apply for New Shares through participation in a share purchase plan.

In conjunction with the SPP, the Company has completed the Unconditional Placement and is undertaking the Conditional Placement and Director Placement at the Placement Offer Price of \$0.23 per New Share to raise a total of \$25.0 million.

### Overview of Share Purchase Plan

The SPP allows Eligible Shareholders the opportunity to subscribe for up to \$100,000 worth of New Shares without paying brokerage or other transaction costs.

The Company is seeking to raise up to \$2.5 million under the SPP (which is subject to a scale-back policy), with the Company reserving the right to accept over-subscriptions of up to an additional \$7.5 million worth of New Shares (up to a maximum of \$10.0 million worth of New Shares).

The SPP is being undertaken at the **SPP Offer Price**, which is the lower of:

- the Placement Offer Price (of \$0.23); and
- the price representing a 5% discount to the volume weighted average price of Shares traded during the five trading days up to and including the Closing Date, rounded to the nearest half cent.

The Placement Offer Price represents a discount of approximately 19.3% to the last closing price of Shares on 18 July 2025 (before the Capital Raising was announced).

All the details pertaining to the SPP are contained in this Prospectus. Please read this Prospectus carefully.

### Use of proceeds of the Capital Raising

The total funds raised from the Capital Raising (of up to approximately \$27.5 million) are intended to be used by the Company to support the ACCENT and AMPLICITY trials, to initiate KRAS and OVARIAN trials of the Company's lead drug, Narmafotinib (AMP 945), and to fund additional pre-clinical work and the costs of the Capital Raising.

Further details are provided in Section 3.5.

### Action you should take

Eligible Shareholders are entitled to subscribe to up to \$100,000 worth of New Shares under the SPP. An Application Form will be available for Eligible Shareholders online at [www.computersharecas.com.au/ATXSPP2025](http://www.computersharecas.com.au/ATXSPP2025). An electronic copy of the Prospectus will accompany the Application Form.

The SPP is scheduled to open on Friday, 1 August 2025 and close at 5.00pm (Melbourne time) on Friday, 22 August 2025.

If you wish to subscribe for New Shares under the SPP, you must ensure that your Application and payment is received by this time in accordance with the instructions set out in Section 4.5.

### Prospectus

This Prospectus contains important information regarding the SPP and I encourage you to read it carefully before making any investment decision, having particular regard to the 'Risk Factors' outlined in Section 7.

If you have any questions, you should consult your financial or other professional adviser.

We look forward to your continued support of Amplia.

Yours sincerely,

**Dr Warwick Tong**  
**Chairman**  
**Amplia Therapeutics Limited**

### 3 OVERVIEW OF THE SPP AND SPP SHORTFALL OFFER

#### 3.1 Overview of the Capital Raising

On Wednesday, 23 July 2025, Amplia announced a **Capital Raising** to raise up to approximately \$27.5 million (before costs), comprising the issue of New Shares in the following components.

##### *Unconditional Placement*

- (a) An institutional placement at the Placement Offer Price to raise \$22,265,000 (before costs), utilising the Company's placement capacity under ASX Listing Rules 7.1 and 7.1A (**Unconditional Placement**).
- (b) The Unconditional Placement completed on 29 July 2025.

##### *Conditional Placement*

- (c) An institutional placement at the Placement Offer Price to raise \$2,500,000 (before costs), conditional on Shareholder approval for the purposes of ASX Listing Rule 7.1 (**Conditional Placement**).
- (d) Shareholders will vote on the Conditional Placement at the AGM (subject to applicable voting exclusions).

##### *Director Placement*

- (e) A placement to each of the Directors at the Placement Offer Price to raise a total of \$235,000 as follows (the **Director Placement**):
  - (i) 152,174 New Shares to Dr Warwick Tong (or nominee) to raise \$35,000 (before costs);
  - (ii) 130,435 New Shares to Ms Jane Bell (or nominee) to raise \$30,000 (before costs);
  - (iii) 86,957 New Shares to Dr Chris Burns (or nominee) to raise \$20,000 (before costs); and
  - (iv) 652,174 New Shares to Dr Robert Peach (or nominee) to raise \$150,000 (before costs).
- (f) The Director Placement is conditional on Shareholder approval for the purpose of Listing Rule 10.11. Shareholders will vote on the Director Placement at the AGM (subject to applicable voting exclusions).

##### *Share Purchase Plan*

- (g) A share purchase plan (**SPP** or the **Offer**), under which Eligible Shareholders are entitled to apply for up to \$100,000 worth of New Shares at the SPP Offer Price.
- (h) The Company is seeking to raise \$2.5 million under the SPP, however, the Company reserves the right to accept over-subscriptions of up to an additional \$7.5 million worth of New Shares under the SPP and SPP Shortfall Offer (for a total of \$10.0 million).
- (i) The **SPP Offer Price** is the lower of:
  - (i) the Placement Offer Price under the Placement, being \$0.23; and

- (ii) the price representing a 5% discount to the volume weighted average price of Shares traded during the five trading days up to the Closing Date, rounded to the nearest half cent.
- (j) The Lead Manager has received firm commitments from certain Institutional Investors for up to \$2.5 million worth of SPP Shortfall Shares under the SPP (in the event that the SPP receives Applications of less than \$2.5 million).
- (k) The SPP is conditional on Shareholder approval for the purposes of ASX Listing Rule 7.1. Shareholders will vote on the SPP at the AGM (subject to applicable voting exclusions).
- (l) The SPP offer is being made under this Prospectus.
- (m) The Directors are not entitled to participate in the SPP (or the SPP Shortfall Offer).

#### *SPP Shortfall Offer*

- (n) The Company is seeking to raise \$2.5 million under the SPP, however the Company reserves the right to accept over-subscriptions of up to an additional \$7.5 million worth of New Shares under the SPP. Accordingly, the maximum amount to be raised under the SPP is \$10.0 million of New Shares (the **SPP Cap**).
- (o) To the extent that New Shares up to the SPP Cap are not subscribed for under the SPP (**SPP Shortfall Shares**), the Company and the Lead Manager may seek to place the SPP Shortall Shares to Institutional Investors at the SPP Offer Price.
- (p) The SPP Shortfall Offer is conditional on Shareholder approval for the purposes of ASX Listing Rule 7.1. Shareholders will vote on the SPP Shortfall Offer at the AGM (subject to applicable voting exclusions).
- (q) The SPP Shortfall Offer is being made under this Prospectus.

### **3.2 Eligible Shareholders**

Shareholders with a registered address in Australia or New Zealand who were registered in the Company's Share register at the Record Date (7.00pm on Tuesday, 22 July 2025) are **Eligible Shareholders** and are entitled to participate in the SPP (other than in respect of Shares held on behalf of another person who is not an Eligible Shareholder).

Due to foreign securities laws, it is not practical for Shareholders resident in countries other than Australia or New Zealand to be offered the opportunity to participate in the SPP (unless determined otherwise by the Directors at their discretion).

### **3.3 The SPP is being undertaken pursuant to this Prospectus**

In certain circumstances, a listed company may undertake a share purchase plan in accordance with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (**Instrument 2019/547**).

Instrument 2019/547 allows a share purchase plan to be conducted without the use of a prospectus for a maximum of \$30,000 worth of securities in a 12 month period.

The Company is unable to rely on Instrument 2019/547 for the SPP because the SPP exceeds the monetary limit under Instrument 2019/547 as it is for up to \$100,000 worth of New Shares to Eligible Shareholders.

Accordingly, the Company is undertaking the SPP under this Prospectus.

### 3.4 The SPP and SPP Shortfall Offer are conditional on Shareholder approval

The SPP and SPP Shortfall Offer are conditional on Shareholder approval for the purposes of ASX Listing Rule 7.1.

This is because Amplia utilised substantially all of its capacity under ASX Listing Rules 7.1 and 7.1A under the Placement and is not entitled to rely on ASX Listing Rule 7.2, Exception 5 (which exempts securities issued under eligible share purchase plans from counting towards an entity's capacity under ASX Listing Rule 7.1) because Eligible Shareholders are being offered up to \$100,000 worth of New Shares under the SPP (meaning that it cannot rely on Instrument 2019/547).

The resolution to approve the SPP and SPP Shortfall Offer will be considered at the AGM (to be held on Wednesday, 27 August 2025). If the SPP is not approved at the AGM it will not proceed.

### 3.5 Use of proceeds of the Capital Raising

The Company intends to use the proceeds of the Capital Raising, together with its existing cash reserves (as disclosed in the Appendix 4C for the June 2025 quarter) and anticipated R&D Tax Rebates, as follows:

Sources of funds	Amount (\$m)	Use	Amount (\$m)
Cash Balance*	\$7.0	ACCENT trial <ul style="list-style-type: none"> <li>Completion of Phase 2a</li> <li>Foundational work for Phase 2b/3 trial</li> </ul>	\$6.0
Anticipated R&D Tax Rebates**	\$8.2	Amplicity trial <ul style="list-style-type: none"> <li>Dose escalation</li> <li>2 Dose comparison</li> </ul>	\$19.0
Capital Raise proceeds^	\$27.5	KRAS and/or OVARIAN trial	\$5.0
		CMC (manufacturing)	\$6.0
		Operations, preclinical, working capital and offer costs	\$6.7
<b>Total</b>	<b>\$42.7</b>	<b>Total</b>	<b>\$42.7</b>

Notes:

\* Cash balance as at 30 June 2025.

\*\* Subject to grant – Financial Year ending 2025 R&D tax refund expected August 2025 and Financial Year ending 2026 R&D tax refund expected August 2026. See 'R&D Tax Rebate' in Key Risks.

^ Assumes the SPP raises \$2.5 million and the SPP, Conditional Placement and Director Placement are approved by Shareholders – see 'Risks Associated with the Offer' in Key Risks.

The Board reserves the right to vary the uses of funds raised from the Capital Raising at its discretion and in the interests of Shareholders.

To the extent that the SPP and SPP Shortfall Offer raises an amount exceeding \$2.5 million, the additional funds will be used to progress Amplia's trial program (ACCENT, AMPLICITY, KRAS and/or OVARIAN trials) and for CMC (manufacturing) purposes.

### **3.6 Scale-back policy**

The Company may, in its absolute discretion, undertake a scale-back of Applications under the SPP.

In doing so, the Company may have regard to the shareholdings of Eligible Shareholders as at the Record Date who applied for New Shares, such that participating Shareholders would receive an amount of New Shares that at least maintains their percentage shareholding in the Company (or a lesser number, if applied for), subject to the maximum application size of \$100,000.

If an Eligible Shareholder does not receive any or all of the New Shares applied for, Amplia will refund the excess Application Monies for New Shares (where the amount is \$2.00 or greater) in accordance with the Corporations Act and without payment of interest.

### **3.7 Ranking of New Shares**

The New Shares issued under the SPP and SPP Shortfall Offer will rank equally with existing, fully paid ordinary shares at their time of issue.

### **3.8 Non-renounceable offer**

The SPP is non-renounceable. Therefore, you cannot trade the opportunity to participate in the SPP and you cannot transfer or otherwise dispose of the opportunity.

### **3.9 Withdrawal of SPP**

The Company reserves the right to withdraw the SPP, and this Prospectus, at any time, subject to applicable law. In that case, Amplia will refund any Application Monies for New Shares (where the amount is \$2.00 or greater) in accordance with the Corporations Act and without payment of interest.

### **3.10 ASX quotation of New Shares**

The Company has applied for admission of the New Shares to quotation on the ASX (on 23 July 2025), however there is no guarantee that the New Shares will be quoted.

If ASX does not grant official quotation of the New Shares offered pursuant to this Prospectus before the expiry of 3 months after the Prospectus Date, the Company will not issue any New Shares and will repay all Application Monies for the New Shares applied for under the Prospectus (without interest).

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

### **3.11 Clearing House Electronic Sub-Register System (CHES) and Issuer Sponsorship**

The Company will not be issuing Share certificates. The Company is a participant in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Instead of Share certificates, investors will be provided with a holding statement or confirmation notice that sets out the number of New Shares allotted to them under this Prospectus. The notice will also advise holders of their Holder Identification Number (**HIN**) or Securityholder Reference Number (**SRN**).

### **3.12 Lead Manager and underwriting**

The SPP and SPP Shortfall Offer is being lead managed by the Lead Manager.

The SPP is not underwritten, however the Lead Manager has received firm commitments from certain Institutional Investors for up to \$2.5 million worth of SPP Shortfall Shares under the SPP (in the event that the SPP receives Applications of less than \$2.5 million).

### **3.13 Brokerage and stamp duty**

No brokerage fee is payable by Eligible Shareholders who choose to participate in the SPP. No stamp duty is payable for subscribing for New Shares under the SPP.

### **3.14 Taxation**

It is the responsibility of all investors to satisfy themselves of the particular taxation treatment that applies to them in relation to the SPP. You should consult your professional tax adviser. The Company, the Directors and the Lead Manager do not accept any liability or responsibility in respect of the taxation consequences of the matters referred to in this Prospectus.

### **3.15 Refunds**

Refunds under the SPP may be paid under various circumstances. If a refund is made, payment will be by cheque or deposit into your previously nominated bank account. You will not receive any interest on funds refunded to you.



## 4 APPLYING UNDER THE SPP AND SPP SHORTFALL OFFER

### 4.1 How to apply for New Shares under the SPP

If you are an Eligible Shareholder and wish to subscribe, you can complete an Application Form which accompanies this Prospectus.

Eligible Shareholders can access an Application Form and the Prospectus online at [www.computersharecas.com.au/ATXSPP2025](http://www.computersharecas.com.au/ATXSPP2025).

You will need to provide your SRN or HIN and postcode to access the online application system and follow the instructions provided, including paying your Application Monies via BPAY using the details set out in the Application Form.

For New Zealand Shareholders only, you will be provided with alternative electronic funds transfer (**EFT**) payment arrangements for the payment of your Application Monies on your Application Form. Where you do not have an account that supports BPAY transactions to an Australian bank account, please make your payment via EFT using the details set out in your Application Form.

**Please allow enough time to submit your Application so that your Application Monies are received by the Share Registry by no later than 5.00pm (Melbourne time) on Friday, 22 August 2025.**

Eligible Shareholders who wish to apply for New Shares under the SPP are encouraged to make their Application as soon as possible.

### 4.2 How much can you invest under the SPP

Eligible Shareholders may apply for a parcel of New Shares under the SPP in accordance with the Application Amounts set out below.

The number of New Shares issued to an Applicant will be rounded to the nearest whole number (either up or down) after dividing the Application Monies by the SPP Offer Price.

Application Amount	Number of New Shares at an SPP Offer Price of \$0.23	Number of New Shares at an SPP Offer Price of \$0.205	Number of New Shares at an SPP Offer Price of \$0.18
\$1,000	4,348	4,878	5,556
\$2,500	10,870	12,195	13,889
\$5,000	21,739	24,390	27,778
\$10,000	43,478	48,780	55,556
\$15,000	65,217	73,171	83,333
\$20,000	86,957	97,561	111,111
\$30,000	130,435	146,341	166,667
\$40,000	173,913	195,122	222,222
\$50,000	217,391	243,902	277,778

Application Amount	Number of New Shares at an SPP Offer Price of \$0.23	Number of New Shares at an SPP Offer Price of \$0.205	Number of New Shares at an SPP Offer Price of \$0.18
\$60,000	260,870	292,683	333,333
\$70,000	304,348	341,463	388,889
\$80,000	347,826	390,244	444,444
\$90,000	391,304	439,024	500,000
\$100,000	434,783	487,805	555,556

#### 4.3 Minimum and maximum Applications

The minimum Application size under the SPP is \$1,000 worth of New Shares and the maximum Application size is \$100,000 worth of New Shares.

#### 4.4 If you do not wish to apply for New Shares

If you do not wish to apply for New Shares under the SPP, do not take any further action.

#### 4.5 Payment under the SPP

If you reside in Australia, you are required to pay your Application Monies using BPAY.

For New Zealand Shareholders only, you will be provided with alternative electronic funds transfer (**EFT**) payment arrangements for the payment of your Application Monies on your Application Form. Where you do not have an account that supports BPAY transactions to an Australian bank account, please make your payment via EFT using the details set out in your Application Form (refer to Section 4.5(b) below).

Cash, cheque, bank draft or money order payments will not be accepted. Receipts for payment will not be issued.

Amplia will treat you as applying for as many New Shares as your payment will pay for in full, up to the \$100,000 threshold.

Any Application Monies received for more than your final allocation of New Shares will be refunded as soon as practicable after the close of the Offer. No interest will be paid to Applicants on any Application Monies received or refunded.

##### (a) Payment by BPAY

For payment by BPAY, please follow the instructions on your personalised Application Form, available at [www.computersharecas.com.au/ATXSPP2025](http://www.computersharecas.com.au/ATXSPP2025).

You can only make payment via BPAY if you are the holder of an account with an Australian financial institution that supports BPAY transactions.

Please make sure you use the unique customer reference number (**CRN**) shown on the instructions to the Application Form which is used to identify your holding.

Please note that by paying by BPAY:

- (i) you do not need to submit a paper copy of your Application Form but are taken to make the declarations, representations and warranties on the Application Form and in Section 4.8 below; and
- (ii) you are deemed to have applied for such whole number of New Shares which is covered in full by your Application Monies.

It is your responsibility to ensure that your BPAY payment is received by the Share Registry by no later than 5.00pm (Melbourne time) on Friday, 22 August 2025. You should be aware that your financial institution may implement earlier cut-off times with regard to electronic payment and you should therefore take this into consideration in the timing of when you make payment.

(b) Payment by EFT

Eligible Shareholders in New Zealand who do not have access to BPAY should refer to the Electronic Funds Transfer (**EFT**) details outlined with their Application Forms.

It is your responsibility to ensure that your EFT payment is received by the Share Registry by no later than 5.00pm (Melbourne time) on Friday, 22 August 2025. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment.

Where you will be making an EFT payment with New Zealand dollars (or other currency), please ensure that sufficient funds are transferred to cover all currency conversion costs so that the full amount of your Application Monies is received by the Share Registry. If the amount of your EFT payment for Application Monies (or the amount for which the EFT payment clears in time for allocation) is insufficient to pay in full for the number of New Shares you have applied for in your Application Form, you will be taken to have applied for such lower whole number of New Shares as your cleared Application Monies (in Australian dollars) will pay for (and to have specified that number of New Shares on your Application Form). Alternatively, your Application will not be accepted.

#### 4.6 SPP Offer Period

The SPP opens on the Opening Date of Friday, 1 August 2025 and closes on the Closing Date of Friday, 22 August 2025 (the **SPP Offer Period**).

The Company reserves the right to:

- (a) extend the SPP Offer Period; or
- (b) close the SPP early,

at any time prior to the issue of New Shares under the SPP (subject to the Corporations Act and the ASX Listing Rules). The Company will announce to the ASX any such extension, early closure or withdrawal.

#### 4.7 SPP Shortfall Offer

In the event that Eligible Shareholders subscribe for an amount of New Shares representing less than the SPP Cap (of \$10.0 million), and the Directors elect to accept over-subscriptions, the Company and the Lead Manager may seek to place the SPP Shortfall Shares at the SPP Offer Price to Institutional Investors identified by the Lead Manager.

The SPP Shortfall Offer is only available to Institutional Investors invited by agreement between the Lead Manager and the Company and will remain open for up to three months from the Closing Date (and may be closed at any time by the Directors in their sole discretion).

Application Forms will be provided to participants in the SPP Shortfall Offer by invitation. Completed Application Forms must be returned to the address set out in the Application Form, with sufficient time to be received by or on behalf of the Company by no later than the date specified by the Lead Manager when providing relevant Applicants with a copy of the Prospectus and the Application Form.

There is no minimum or maximum subscription in respect of the SPP Shortfall Offer.

The Directors have the absolute discretion as to whether to extend the SPP Shortfall Offer to any person, whether to accept (or reject) Applications, in part or in full, and how much is raised (if any) under the SPP Shortfall Offer.

No SPP Shortfall Shares will be issued to the extent that the SPP Cap is raised under the SPP.

#### **4.8 Eligible Shareholder declarations**

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

By completing and submitting your Application Form or making a payment by BPAY or EFT, you will be deemed to have acknowledged, represented and warranted for the benefit of the Company and the Lead Manager, on behalf of each person on whose account you are acting that you are an Eligible Shareholder and:

- (a) you have received, read and understand this Prospectus and your Application Form in their entirety;
- (b) you agree to be bound by the terms and conditions of the SPP, the provisions of this Prospectus, your personalised Application Form, and the Constitution;
- (c) you authorise the Company to register you as the holder(s) of New Shares allotted to you;
- (d) all details and statements in the Application Form are complete, accurate and up to date;
- (e) you are over 18 years of age and have full legal capacity and power to perform all of your rights and obligations under the Application Form;
- (f) you accept that there is no cooling off period under the SPP and that once the Company receives your Application Form or any payment of Application Monies (via BPAY or EFT), you may not withdraw your Application or funds provided except as allowed by law;
- (g) you agree to apply for and be issued up to the number of New Shares specified in the Application Form, or for which you have submitted payment of any Application Monies via BPAY or any other form of payment, at the SPP Offer Price per New Share;
- (h) you authorise the Company and the Share Registry and their respective officers and agents to do anything on your behalf necessary for New Shares to be issued to you, including to act on instructions of the Share Registry upon using the contact details set out in your Application Form;

- (i) you declare that you are the registered holder(s) at the Record Date of the Shares indicated on the Application Form as being held by you;
- (j) the information contained in this Prospectus and your Application Form is not investment advice nor a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular needs;
- (k) you acknowledge the statement of risks in the “Risk Factors” outlined in Section 7 of this Prospectus, and that investments in the Company are subject to risks, not all of which are disclosed in this Prospectus;
- (l) you acknowledge that none of the Company or the Lead Manager or their respective related bodies corporate and affiliates and their respective directors, officers, partners, employees, representatives, agents, consultants or advisers, guarantees the performance of the Company, nor do they guarantee the repayment of capital;
- (m) you agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the SPP and of your holding of Shares on the Record Date;
- (n) you authorise the Company to correct any errors in your Application Form or other form provided by you;
- (o) you represent and warrant that the law of any place does not prohibit you from being given this Prospectus and the Application Form, nor does it prohibit you from making an Application for New Shares and that you are otherwise eligible to participate in the SPP;
- (p) you are an Eligible Shareholder and are not in the United States and are not a person acting for the account or benefit of a person in the United States;
- (q) if you are acting as a nominee or custodian, (i) each beneficial holder on whose behalf you are submitting the Application Form is resident in Australia or New Zealand, (ii) you are not acting for the account or benefit of a person in the United States and (iii) will not send any materials relating to the Offer to any person in the United States or any country where it would be illegal; and
- (r) you make all other representations and warranties set out in this Prospectus.

#### **4.9 Validity of Application Forms**

An Application Form may only be distributed with, attached to or accompanied by a complete and unaltered copy of this Prospectus (including an electronic copy of the Prospectus). By completing and lodging an Application Form received with this Prospectus (or by making payment by BPAY or EFT), the Applicant represents and warrants that they have personally received a complete and unaltered copy of this Prospectus before completing the Application Form.

The Company will not accept a completed Application 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 Application Form has been altered in any way.

#### **4.10 Joint holdings and multiple holdings**

Shareholders who are joint holders of Shares are taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder, and the certification in the Application Form by one joint holder will be taken to have been given by all joint holders.

If an Eligible Shareholder has more than one holding, the Eligible Shareholder may not apply for New Shares with an aggregate value of more than \$100,000 under the SPP. Accordingly, an Eligible Shareholder may only make an Application for the maximum amount with respect to one holding.

#### **4.11 Custodians and nominees**

Custodians should request a Custodian Certificate when making an Application on behalf of an Eligible Beneficiary. To request a Custodian Certificate, please contact the Company Secretary at [andrew@ampliatx.com](mailto:andrew@ampliatx.com).

Applications by Custodians that are not accompanied by a duly completed Custodian Certificate will be rejected.

Custodians and nominees may not distribute any part of this Prospectus or any Application 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 the Directors have approved as a country in which investors are eligible to participate.

Amplia 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 (for the purposes of determined whether any such persons may participate in the SPP).

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 SPP is compatible with applicable foreign securities laws. Any person that is in the United States with a holding through a nominee or custodian may not participate in the SPP and the nominee must not 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).

#### **4.12 Foreign restrictions**

This Prospectus does not constitute an offer of New Shares in any jurisdiction where, or to any person to whom, the offer or invitation would be unlawful. In particular, this Prospectus may not be distribution to any person, and the New Shares may not be offered or sold, in any country outside Australia and New Zealand (except as determined by the Directors in their absolute discretion).

#### **4.13 Important information for New Zealand investors**

This offer made to New Zealand investors is a regulated offer made under Australian and New Zealand law. In Australia, this is Chapter 8 of the Corporations Act and regulations made under that Act. In New Zealand, this is subpart 6 of Part 9 of the Financial Markets Conduct Act 2013 and Part 9 of the Financial Markets Conduct Regulations 2014.

This offer and the content of the prospectus are principally governed by Australian rather than New Zealand law. In the main, the Corporations Act and the regulations made under the Corporations 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 ([www.fma.govt.nz](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 a financial advice provider.

The offer may involve a currency exchange risk. The currency for the New Shares is not New Zealand dollars. The value of Shares will go up or down according to changes in the exchange rate between Australian dollars and New Zealand dollars. The 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 product 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 the financial product markets that operate in New Zealand.

## 5 PURPOSE AND EFFECT OF THE OFFER

### 5.1 Purpose of the SPP

The SPP is seeking to raise gross proceeds of \$2.5 million before costs, however the Company reserves the right to accept over-subscriptions of up to an additional \$7.5 million worth of New Shares under the SPP and SPP Shortfall Offer (up to the SPP Cap of \$10.0 million).

The funds raised will be applied as described in Section 3.5.

### 5.2 Effect of the SPP on Amplia

The maximum number of New Shares to be issued under the SPP will depend on the final SPP Offer Price, the amount of Applications received and the Directors' discretion to accept over-subscriptions.

The table below provides examples of the number of New Shares that may be issued under the SPP, and the percentage of the Company's issued capital as at the Prospectus Date (of 486,477,023 Shares) that those Shares represent, assuming:

(a) total proceeds of the SPP of:

- (i) \$2,500,000; and
- (ii) \$10,000,000; and

(b) an SPP Offer Price of:

- (i) \$0.23;
- (ii) \$0.205; and
- (iii) \$0.18.

	SPP Offer Price of \$0.18		SPP Offer Price of \$0.205		SPP Offer Price of \$0.23	
	\$2,500,000 raised	\$10,000,000 raised	\$2,500,000 raised	\$10,000,000 raised	\$2,500,000 raised	\$10,000,000 raised
<b>Shares Issued</b>	13,888,889	55,555,556	12,195,122	48,780,488	10,869,566	43,780,261
<b>% of Shares on Issue</b>	2.85%	11.42%	2.51%	10.03%	2.23%	9.00%

All of the New Shares offered under this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 8 for further information regarding the rights and liabilities attaching to the Shares.

Eligible Shareholders should be aware that an investment in Amplia involves risks. The key risks identified by Amplia are set out in Section 7 of this Prospectus.

Shareholders will have their interest in Amplia diluted because of the issue of Shares under the Placement. In addition, Eligible Shareholders who do not participate in the SPP will have their percentage shareholding in Amplia further diluted.



### 5.3 Summary of effect on capital structure of the Company

The table in the 'Key Details of the Capital Raising' shows the capital structure of the Company as at the Prospectus Date and on completion of the Capital Raising (assuming no options are exercised in the intervening period). It assumes all New Shares are issued under the SPP, Conditional Placement and Director Placement.

The figures in the table will vary slightly due to rounding.

### 5.4 Effect of the Capital Raising on the control of Amplia

The Company does not expect that the Capital Raising will have any material effect on the control of the Company.

### 5.5 Substantial holdings

The table below sets out the Shareholders with a substantial Shareholding (ie 5% or more) as at the Prospectus Date.

Shareholder	# of Shares	% at Prospectus Date
Platinum Investment Management Limited	45,313,932	9.31%
Acorn Capital Ltd	36,144,321	7.43%

## 6 FINANCIAL INFORMATION

### 6.1 Historical and pro forma consolidated balance sheet as at 31 March 2025

This Section contains a summary of the audited historical financial information for Amplia as at 31 March 2025 (**Historical Financial Information**) and a pro-forma historical statement of the financial position as at 31 March 2025 (**Pro Forma Historical Financial Information**) (collectively, **Financial Information**).

The Financial Information has been prepared to illustrate the effect of the pro forma adjustments described in Section 6.3 below.

			Scenario 1		Scenario 2	
	31 March 2025 (audited)	June 2025 Quarter Movement	Capital Raising of \$27.5m	Pro-forma Statement (unaudited)	Capital Raising of \$35.0m	Pro-forma Statement (unaudited)
<b>Current Assets</b>						
Cash and cash equivalents	10,863,278	(45,293)	26,000,000	36,817,985	33,087,500	43,905,485
R&D tax incentive receivable	3,771,707	(3,771,707)	-	-	-	-
Prepayments	108,963	-	-	108,963	-	108,963
Other current assets	184,830	-	-	184,830	-	184,830
<b>Total Current Assets</b>	<b>14,928,778</b>	<b>(3,971,967)</b>	<b>26,000,000</b>	<b>37,111,778</b>	<b>33,087,500</b>	<b>44,199,278</b>
<b>Non-Current Assets</b>						
Property, plant and equipment	4,751	5,000	-	9,751	-	9,751
Right of use assets	12,612	-	-	12,612	-	12,612
Intangibles	7,937,932	-	-	7,937,932	-	7,937,932
Other assets	53,034	64,000	-	117,034	-	117,034
<b>Total Non-Current Assets</b>	<b>8,008,329</b>	<b>69,000</b>	<b>-</b>	<b>8,077,329</b>	<b>-</b>	<b>8,077,329</b>
<b>Total Assets</b>	<b>22,937,107</b>	<b>(3,748,000)</b>	<b>26,000,000</b>	<b>45,189,107</b>	<b>33,087,500</b>	<b>52,276,607</b>
<b>Current Liabilities</b>						
Accounts payable and accrued liabilities	1,805,046	-	-	1,805,046	-	1,805,046
Borrowings	-	-	-	-	-	-
Lease liabilities	13,893	(13,893)	-	-	-	-
Provisions	70,118	-	-	70,118	-	70,118
<b>Total Current Liabilities</b>	<b>1,889,057</b>	<b>(13,893)</b>	<b>-</b>	<b>1,875,163</b>	<b>-</b>	<b>1,875,163</b>
<b>Non Current Liabilities</b>						

			Scenario 1		Scenario 2	
	31 March 2025 (audited)	June 2025 Quarter Movement	Capital Raising of \$27.5m	Pro-forma Statement (unaudited)	Capital Raising of \$35.0m	Pro-forma Statement (unaudited)
Lease liabilities	-	-	-	-	-	-
Provisions	24,100	-	-	24,100	-	24,100
<b>Total Non-Current Liabilities</b>	<b>24,100</b>	<b>-</b>	<b>-</b>	<b>24,100</b>	<b>-</b>	<b>24,100</b>
<b>Total Liabilities</b>	<b>1,913,157</b>	<b>(13,893)</b>	<b>-</b>	<b>1,899,263</b>	<b>-</b>	<b>1,899,263</b>
<b>Net Assets</b>	<b>21,023,950</b>	<b>(3,734,107)</b>	<b>26,000,000</b>	<b>43,289,844</b>	<b>33,087,500</b>	<b>50,377,344</b>
<b>Equity</b>						
Issued capital	167,389,242	-	26,000,000	193,389,242	33,087,500	200,476,742
Reserves	(826,192)	-	-	(826,192)	-	(826,192)
Accumulated Losses	(145,539,100)	(3,734,107)	-	(149,273,206)	-	(149,273,206)
<b>Total Equity</b>	<b>21,023,950</b>	<b>(3,734,107)</b>	<b>26,000,000</b>	<b>43,289,844</b>	<b>33,087,500</b>	<b>50,377,344</b>

## 6.2 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 Section 6.3, as if those events or transactions had occurred as at 31 March 2025.

## 6.3 Pro-forma adjustments

The Pro Forma Historical Financial Information has been derived from the Historical Financial Information and has been prepared on the basis of the following pro forma adjustments.

### *Capital Raising*

The Pro Forma Historical Financial Information is prepared on the basis that the Capital Raising occurred as at 31 March 2025 and assumes:

- (a) **in Scenario 1:** a raise of gross proceeds of \$27.5 million and costs of the Capital Raising of \$1,500,000; and
- (b) **in Scenario 2:** a raise of gross proceeds of \$35.0 million and costs of the Capital Raising of \$1,912,500.

### *Operating Losses since 31 March 2025*

The Pro Forma Historical Financial Information is prepared on the basis that the quarterly net cashflow for the 3 month period ended 30 June 2025 occurred as at 31 March 2025.

#### *R&D Tax Incentive Adjustment*

The Pro Forma Historical Financial Information is prepared on the basis that the R&D Tax Incentive for the 2024/2025 financial year, which is expected to be received in or around August 2025, in an amount of approximately \$3,771,707, occurred as at 31 March 2025.

#### **6.4 Financial forecasts**

Given the nature of the Company's business and operations, the Directors do not consider that there is a reasonable basis to include forecast financial information in this Prospectus.

## 7 RISK FACTORS

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### 7.1 Introduction

Eligible Shareholders should consider the specific and general risk factors described below, together with information contained elsewhere in this Prospectus and consult their professional advisers before deciding whether to apply for New Shares pursuant to this Prospectus.

There are specific risks which relate directly to the Amplia's business and an investment in New Shares. In addition, there are other general risks, many of which are largely beyond the control of the Company and the Directors. The risks identified in this Section, or other risk factors, may have a material impact on the financial performance of the Company and the market price of its securities.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

### 7.2 Company Specific Risks

#### (a) Clinical development risk and risk of adverse mature data

The nature of clinical drug development has inherent risks, with many drug candidates entering clinical trial failing to be successfully developed into marketable products. The Company is currently undertaking a clinical trial with its lead drug Narmafotinib in advanced pancreatic cancer patients. Clinical trials have many associated risks which may impact commercial potential and therefore future profitability. Such trials may fail to recruit patients at a sufficient rate, and a slower than expected recruitment will mean slower than expected data points so a longer period incurring overheads and personnel costs. Clinical trialling may reveal drug candidates to be unsafe or poorly tolerated in the patient population being tested. The drugs may also be shown to be only modestly effective, thereby limiting commercial potential, or ineffective. Any of these outcomes will likely have a significant adverse effect on the Company, the value of its securities and the future commercial development of its drug candidates, including Narmafotinib.

For example, the topline data for the ACCENT trial is expected to be announced in early August 2025 and there is no guarantee or certainty as to what the data will reveal.

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.

#### (b) Regulatory approvals necessary for clinical trials

The Company may be unable to secure and maintain necessary approvals from regulatory agencies and institutional bodies (clinics and hospitals) to conduct its clinical trials. Using funds raised in the Offer, the Company plans to initiate a Phase 2 clinical trial (as an Investigator Initiated Trial) in advanced ovarian cancer patients. There is no assurance that regulatory bodies and local ethics committees will approve the Company's plans to recruit these patients.

#### (c) Regulatory and reimbursement approvals

The research, development, manufacture, marketing and sale of products developed by the Company are subject to varying degrees of regulation by a number of government authorities in Australia and overseas. Pharmaceutical products under development, such as drug candidate Narmafotinib, must undergo a comprehensive and highly regulated development and review process before receiving approval for marketing. The process includes the provision of clinical data relating to the quality, safety and efficacy of the products for their proposed use. There is no guarantee that such regulatory approvals will be granted. Products may also be submitted for cost reimbursement approval. The availability and timing of that reimbursement approval

may have an impact upon the uptake and profitability of products in some jurisdictions. There is no guarantee that such approvals will be granted.

**(d) Chemistry, Manufacturing and Controls**

The ACCENT clinical trial currently underway requires supply of Narmafotinib drug product (capsules). There are risks to production of drug substance in a timely manner should supply chains be affected. There are also risks associated with shipment, storage and handling of drug product that may render the material unavailable or inappropriate for clinical usage. For clinical trial sites in South Korea, supplies of the chemotherapies gemcitabine and Abraxane are also required. There are risks in the supply, shipment, storage and handling of drug product that may delay delivery or render the material unavailable or inappropriate for clinical usage.

**(e) Commercialisation of products and potential market failure**

The Company has not yet commercialised any products and as yet has no revenues. The Company is also dependent on commercially attractive markets remaining available to it during the commercialisation phase and there is a risk that, once developed and ready for sale, commercial sales may not be achieved.

Furthermore, any products developed by the Company may prove to be uneconomical to market or compete with alternative products marketed by third parties or not be as attractive or efficacious as alternative treatments.

**(f) Competition and regulation**

The biotechnology and pharmaceutical industries are intensely competitive and subject to rapid and significant change. A number of companies, both in Australia and abroad, may be pursuing the development of products that target the same markets and/or diseases that the Company is targeting.

The Company's products may compete with existing products that are already available to customers. The Company may face competition from parties who have substantially greater resources than the Company. Competing products may be superior to the Company's products, which would adversely impact the commercial viability of the Company's products.

**(g) Dependence upon key personnel**

The Company's ability to attract and retain personnel will have a direct impact on its ability to deliver its project commitments. The Company depends on the talent and experience of its personnel as an important asset. There may be a negative impact on the Company if any of its key personnel leave. It may be difficult to replace them, or to do so in a timely manner or at comparable expense. Additionally, any key personnel of the Company who leave to work for a competitor may adversely impact the Company.

Additionally, increases in recruitment fees, wages and contractor costs may adversely impact upon the financial performance of the Company.

**(h) Research & Development (R&D) Tax Rebate**

The Company is currently entitled to receive an R&D rebate on part of its expenditure in research and development. There is a risk that the Australian Government may make material changes to the rebate scheme, which may adversely impact the funding available to the Company to fund its operations.

In order to obtain an R&D rebate on that part of its expenditure that is incurred out of Australia the Company must first gain approval for that expenditure from the Australian Government. Such an approval is called an Advanced Finding. The Company has received Advanced Findings for R&D work which is planned for its lead assets Narmafotinib and AMP886.

(i) **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.

(j) **Commercial partners**

The Company's growth strategy may be impacted if it is unable to find suitable commercialisation partners. The Company's due diligence processes may not be successful, and a commercial partnership may not perform to the level expected.

(k) **Intellectual property**

The Company's ability to commercialise any product depends upon its ability to protect its intellectual property and any improvements to it. The intellectual property may not be capable of being legally protected, it may be the subject of unauthorised disclosure or be unlawfully infringed, or the Company may incur substantial costs in asserting or defending its intellectual property rights.

(l) **Revenues and profitability**

The Company does not currently generate revenue from product sales nor are revenues anticipated in the short to medium term. The Company's ability to achieve both revenues and profitability is dependent on a number of factors, including its ability to complete successful clinical trials, obtain regulatory approval for its products and successfully commercialise those products. There is no guarantee that the Company's products (including the drug narmafotinib) will be commercially successful.

### 7.3 **General risks**

(a) **Economic**

General economic conditions, movements in financial markets, interest and inflation rates and currency exchange rates may have an adverse effect on the Company's business and production activities, as well as on its ability to fund those activities.

(b) **Market conditions**

Share market conditions may affect the value of the Company's quoted Shares (and options to acquire quoted Shares) regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- (i) general economic outlook;
- (ii) introduction of tax reform or other new legislation;
- (iii) interest rates and inflation rates;
- (iv) changes in investor sentiment toward particular market sectors;
- (v) the demand for, and supply of, capital; and
- (vi) terrorism or other hostilities.

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and pharmaceutical stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(c) **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.

(d) **Tax risks**

Changes to the rate of taxes imposed on the Company (including in overseas jurisdictions in which the Company operates now or in the future) or tax legislation generally may affect the Company and its shareholders. In addition, an interpretation of Australian tax laws by the Australian Taxation Office that differs to the Company's interpretation may lead to an increase in the Company's tax liabilities and a reduction in shareholder returns. Personal tax liabilities are the responsibility of each individual investor. The Company is not responsible either for tax or tax penalties incurred by investors.

(e) **Additional requirements for capital**

The Company's capital requirements depend on numerous factors. The Company may require further financing in addition to amounts raised under the capital raising. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations, its production levels, or scale back its research and development and/or clinical trials as the case may be. There is no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.

(f) **Speculative investment**

Potential investors should consider that an investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for securities pursuant to this Prospectus.

#### **7.4 Risks not exhaustive**

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the securities offered under this Prospectus.



## 8 RIGHTS AND LIABILITIES ATTACHING TO SHARES

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A summary of the key rights attaching to the Shares is set out below. The provisions of the Constitution relating to the rights attaching to the Shares must be read subject to the Corporations Act, the ASX Listing Rules and ASX Settlement Operating Rules. This summary is not intended to be exhaustive and does not constitute a definitive statement of the rights, liabilities and restrictions attaching to the Shares.

### (a) General meetings

Each Shareholder is entitled to receive notice of and to attend general meetings of the Company and to receive all notices, financial reports and other documents required to be sent to Shareholders under the Constitution, the Corporations Act or the ASX Listing Rules. The notice must state the general nature of business and any other matters required by the constitution, the Corporations Act or the ASX Listing Rules.

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

Shareholders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution of the Company.

### (b) Voting rights

At general meetings of Shareholders or classes of Shareholders:

- (i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote, and
- (iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for the Share, but in respect of partly paid shares, shall have a fraction of a vote equivalent to the proportion which the amount paid up bears to the total issue price for the share.

### (c) Dividend rights and dividend policy

The Directors may from time to time declare a dividend to be paid to Shareholders entitled to the dividend. The dividend shall (subject to the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividends) be payable on all Shares in accordance with the Corporations Act.

Dividends are declared by the Directors. The Directors may from time to time pay to the Shareholders such interim dividends as they may determine. No dividends shall be payable except out of profits. A determination by the Directors as to the profits of the Company shall be conclusive. No dividend shall carry interest as against the Company. The Directors may set aside out of the profits of the Company such amounts as they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied. The Directors can give no assurance as to the amount, timing, franking or payment of any future dividends by the Company. The capacity to pay dividends will depend on a number of factors including future earnings, capital expenditure requirements and the financial position of the Company.

**(d) Winding-up**

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

The liquidator may, with the authority of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any Shares or other securities in respect of which there is any liability.

**(e) Transfer of Shares**

Generally, Shares in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act or the ASX Listing Rules.

The Company may decline to register any transfer where permitted to do so by the ASX Listing Rules and must decline to register a transfer of Shares where required by the ASX Listing Rules.

**(f) Future increases in capital**

The issue of any Share in the Company is under the control of the Directors. The Directors may issue Shares on such terms and with such rights or restrictions, as they think fit, subject to the Constitution, the Corporations Act and the ASX Listing Rules.

**(g) Variation of rights**

If at any time the share capital of the Company is divided into different classes of shares, the rights attached to a class (unless otherwise provided by terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of 75% of the issued shares of that class, or if authorised by a special resolution at a separate meeting of the holders of the shares of that class.

**(h) Directors**

The Constitution contains provisions relating to the rotation of Directors (other than the Managing Director).

**(i) Application of ASX Listing Rules**

If the ASX Listing Rules prohibit an act being done, then the act must not be done. Nothing in the Constitution prevents an act being done that the ASX Listing Rules require to be done. If the ASX Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be). If the ASX Listing Rules require a constitution to contain a provision or not to contain a provision, the Constitution is deemed to contain that provision or not to contain that provision (as the case may be). If a provision of the Constitution is or becomes inconsistent with the ASX Listing Rules, the Constitution is deemed not to contain that provision to the extent of that inconsistency.

**(j) Constitution**

The Constitution can only be amended by a special resolution (that is, a resolution that has been passed by at least 75% of the votes cast by Shareholders entitled to vote on the

resolution). Whilst the Company is listed, at least 28 days' written notice of a meeting to consider a special resolution must be given.

## 9 ADDITIONAL INFORMATION

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### 9.1 Litigation

As at the date of this Prospectus the Company is not involved in any legal proceedings and the Directors are not aware of any legal proceedings pending or threatened against the Company which are likely to have a material adverse effect on the business or financial position of the Company.

### 9.2 Continuous disclosure obligations

The Company is a "disclosing entity" (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities.

This Prospectus is a "transaction-specific prospectus". In general terms a transaction-specific prospectus is only required to contain information in relation to 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 in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been provided to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

The Company, as a disclosing entity under the Corporations Act states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, the offices of ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
  - (i) the annual financial report most recently lodged by the Company with ASIC, being the financial report for the year ending 31 March 2025;
  - (ii) if applicable, any half-year financial report lodged by the Company with ASIC after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with ASIC; and
  - (iii) any continuous disclosure documents given by the Company to ASX after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with ASIC.

Copies of all documents lodged with ASIC in relation to the Company can be inspected at the registered office of the Company during normal office hours by arrangement with the Company.

Details of documents lodged by the Company with ASX since the date of lodgement of the Company's most recent annual financial report (and before the lodgement of this Prospectus with ASIC) are set out in the table below.

Date	Description of Announcement
1 August 2025	Change of Registered Office and Principal Place of Business
31 July 2025	Quarterly Activities and Cashflow Report – June 25 Quarter
30 July 2025	Amplia receives Australian Ethics Clearance for Pancreatic Cancer Trial
29 July 2025	Notice under section 708A(5)(e) of the Corporations Act
29 July 2025	Application for quotation of securities
25 July 2025	Notice of Annual General Meeting / Proxy Form
23 July 2025	Notice under section 708A(5)(e) of the Corporations Act
23 July 2025	Capital Raising presentation
23 July 2025	Proposed issued of securities
23 July 2025	Proposed issued of securities
23 July 2025	Proposed issued of securities
23 July 2025	Amplia announces A\$25m Placement and Launches A\$2.5m SPP
21 July 2025	Trading halt request
11 July 2025	Another Partial Response in ACCENT Pancreatic Cancer Trial
4 July 2025	Application for quotation of securities - ATX
2 July 2025	Annual General Meeting to be held Wednesday 27 August 2025
2 July 2025	Additional Partial Response in Pancreatic Cancer Trial
24 June 2025	Amplia Gains US Ethics Approval for Pancreatic Cancer Trial
19 June 2025	Change in substantial holding
19 June 2025	Second Complete Response in ACCENT Pancreatic Cancer Trial
16 June 2025	Pathological Complete Response in Pancreatic Cancer Trial
30 May 2025	Appendix 4G - Key to Corporate Governance Disclosures
30 May 2025	2025 Corporate Governance Statement

The announcements are also available through the Company's website [www.ampliatx.com](http://www.ampliatx.com) and [www.asx.com.au](http://www.asx.com.au).

### 9.3 Summary of key terms of Lead Manager Mandate

The Lead Manager, Bell Potter, has agreed to manage the SPP on the terms set out in the mandate letter between the Lead Manager and the Company dated 11 July 2025.

The SPP is not underwritten, however the Lead Manager has procured commitments from certain Institutional Investors for up to \$2.5 million worth of SPP Shortfall Shares at the SPP Offer Price (in the event that the SPP receives Applications of less than \$2.5 million).

In consideration for its services to the Company, the Lead Manager will receive a fee of 5.5% of the cash proceeds raised under the SPP.

The Company and the Lead Manager have also given certain standard representations, warranties and undertakings to each other and the Company has agreed to indemnify the Lead Manager and its associated persons for any loss or damage suffered and release the Lead Manager and its associated persons from any claims, in each case subject to standard exclusions.

Each party may terminate the Lead Manager Mandate with or without cause by giving the other parties 14 days' prior written notice.

In addition, the Company has agreed to reimburse the Lead Manager for its reasonable out of pocket expenses.

The Lead Manager Mandate is governed by the laws of Victoria.

#### 9.4 Interests of Directors

Other than as set out below or elsewhere in this Prospectus, no Director or proposed Director holds, or has held within the 2 years preceding lodgment of this Prospectus with ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) any property acquired or proposed to be acquired by the Company in connection with:
  - (i) its formation or promotion; or
  - (ii) the Offer; or
- (c) the Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to a Director or proposed Director:

- (d) as an inducement to become, or to qualify as, a Director; or
- (e) for services provided in connection with:
  - (i) the formation or promotion of the Company; or
  - (ii) the Offer.

#### 9.5 Security holdings of Directors

The relevant interest of each of the Directors in the Company's securities as at the date of this Prospectus, is set out in the table below.

Director	Shares	Options
Dr Warwick Tong	3,711,899	750,000 Options Exercise Price A\$0.26 Expiry Date 6 September 2025 521,739 ATXOA Quoted Options
Dr Christopher Burns	4,068,617	535,000 Options Exercise Price A\$0.26 Expiry Date 6 September 2025 2,500,000 Options Exercise Price A\$0.135 Expiry Date 5 June 2028 260,869 ATXOA Quoted Options
Dr Robert Peach	5,478,990	535,000 Options Exercise Price A\$0.26 Expiry Date 6 September 2025 815,218 ATXOA Quoted Options

Director	Shares	Options
Mrs Jane Bell	3,531,316	535,000 Options Exercise Price A\$0.26 Expiry Date 6 September 2025 521,739 ATXOA Quoted Options

## 9.6 Remuneration of Directors

Please refer to the Remuneration Report, which is contained in the Company's Audited Financial Report for the financial year ending 31 March 2025 for full details of the remuneration of the Company's executive and non-executive Directors. The total remuneration of each of the Directors for the financial year ending 31 March 2025 was as follows:

- (a) Dr Warwick Tong: \$70,000;
- (b) Dr Christopher Burns: \$466,222;
- (c) Dr Robert Peach: \$50,000; and
- (d) Ms Jane Bell: \$50,000.

The Audited Financial Report was lodged with ASX on 30 May 2025 and is available on the Company's ASX announcements page at <https://www.ampliatx.com/site/news-and-reports/ASX-Announcements> and at [www.asx.com.au](http://www.asx.com.au). A hard copy of the Audited Financial Report is also available free of charge by contacting the Company using the details in the Corporate Directory.

## 9.7 Interests of promoters, experts and advisers

Other than as set out below or elsewhere in this Prospectus, no:

- (a) 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; or
- (b) promoter of the Company,

holds at the date of this Prospectus, or has held within the 2 years preceding lodgment of this Prospectus with ASIC, any interest in:

- (c) the formation or promotion of the Company;
- (d) any property acquired or proposed to be acquired by the Company in connection with:
  - (i) its formation or promotion; or
  - (ii) the Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with:

- (e) the formation or promotion of the Company; or
- (f) the Offer.

## 9.8 Interests of advisers

The Company has engaged the following professional advisers in relation to the Offer and Placement.

Adviser	Role	Fees (excluding taxes and disbursements <sup>1</sup> )
Bell Potter Securities Limited	Lead Manager to the Offer (and to the Capital Raising as a whole).  Note: the Lead Manager acted as joint lead manager of the Company's capital raising announced on 30 October 2024 and earned fees in that capacity.	See Sections 9.3 and 9.9
Becketts Lawyers Pty Ltd	Australian legal adviser to the Company in relation to the Offer (excluding in relation to taxation and stamp duty matters).  Note: Becketts Lawyers Pty Ltd acted as Australian legal adviser to the Company in relation to the Company's capital raising announced on 30 October 2024 and earned fees in that capacity.	\$35,000 in relation to the SPP

## 9.9 Costs of the SPP

The table below sets out the total estimated cash costs of the SPP, assuming \$2.5 million worth of New Shares are issued under the SPP.

Item of expenditure	Cost (excluding taxes)
Lead Manager's cash fees	\$137,500
Legal fees	\$35,000
Share registry services, ASX fees miscellaneous	\$40,000
<b>Total</b>	<b>\$212,500</b>

In the event that the SPP raises \$10.0 million, the Lead Manager's cash fee will be \$550,000.

Expenses were also incurred (or will be incurred) with the Lead Manager and Becketts Lawyers in connection with the Unconditional Placement, Conditional Placement and Director Placement. Refer to the Company's Appendix 3Bs dated 23 July 2025 for further information.

## 9.10 Consents

Each of the parties referred to below, to the maximum extent permitted by law, expressly disclaims all liabilities in respect of, makes no representations regarding and takes no responsibility for any statements in or omissions from this Prospectus, other than the reference to its name in the form and context in which it is named and a statement or report included in this Prospectus with its consent as specified below.

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<sup>1</sup> The Company has paid or agreed to pay these amounts to its advisers up until the Prospectus Date. Further amounts may be paid for other work in accordance with the normal time-based charges of its advisers.



Written consents to the issue of this Prospectus have been given and, at the time of lodgment of this Prospectus with ASIC, had not been withdrawn by the following parties:

- (a) Bell Potter Securities Limited has given and has not, before lodgment of this Prospectus with ASIC, withdrawn its written consent to be named in this Prospectus as the Lead Manager of the Offer in the form and context in which it is named;
- (b) Becketts Lawyers Pty Ltd has given and has not, before lodgment of this Prospectus with ASIC, withdrawn its written consent to be named in this Prospectus as Australian legal adviser to the Company (excluding in relation to taxation and stamp duty) in relation to the Capital Raising in the form and context in which it is named; and
- (c) Computershare Investor Services Pty Limited has given and, as at the date hereof, has not withdrawn, its written consent to be named as the Share Registry in the form and context in which it is named. Computershare Investor Services Pty Limited has had no involvement in the preparation of any part of this Prospectus other than being named as Share Registry to the Company. Computershare Investor Services Pty Limited has not authorised or caused the issue of, and expressly disclaims and takes no responsibility for, any part of the Prospectus.

No entity or person referred to above 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 stated above. Each of the persons and entities referred to above has not authorised or caused the issue of this Prospectus, does not make any offer of Shares and expressly disclaims and takes no responsibility for any statements in or omissions from this Prospectus except as stated above.

#### **9.11 Governing law**

This Prospectus, the Offer and the contracts formed on acceptance of Applications under the Offers are governed by the laws applicable in Victoria, Australia. Each Applicant for New Shares submits to the non-exclusive jurisdiction of the courts of Victoria, Australia.

#### **9.12 Directors' authorisation**

This Prospectus is authorised by each Director, who has given and not withdrawn their consent to the issue of this Prospectus and to its lodgment with ASIC.

Signed for and on behalf of Amplia Therapeutics Limited by being signed by a Director in accordance with section 351 of the Corporations Act.



**Dr Christopher Burns**  
**Managing Director and Chief Executive Officer**

## 10 GLOSSARY

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**\$** means the lawful currency of the Commonwealth of Australia.

**Amplia** means the Company.

**Applicant** means a person who applies for New Shares under this Prospectus.

**Application** means an application for New Shares made under this Prospectus.

**Application Form** means an Application Form for New Shares accompanying this Prospectus.

**Application Monies** means the application monies paid (or to be paid) by Eligible Shareholders for New Shares under the SPP (or Institutional Investors under the SPP Shortfall Offer).

**Annual General Meeting** or **AGM** means the annual general meeting of the Company to be held on or around Wednesday, 27 August 2025.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited ACN 008 624 691, or the financial market operated by it, as the context requires.

**ASX Listing Rules** means the listing rules of the ASX.

**Bell Potter** means the Lead Manager.

**Board** means the Board of Directors of the Company.

**Business Day** means Monday to Friday inclusive, except public holidays and any other day that ASX declares is not a business day.

**Capital Raising** means the Unconditional Placement, the Conditional Placement, the Director Placement and the SPP (including the SPP Shortfall Offer).

**CHESS** means Clearing House Electronic Subregister System, operated by ASX Settlement.

**Closing Date** has the meaning given in the Timetable (unless extended).

**Company** means Amplia Therapeutics Limited ACN 165 160 841.

**Conditional Placement** has the meaning given in Section 3.1(c).

**Constitution** means the constitution of the Company, as amended from time to time.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Custodian** means a custodian, trustee or nominee holder of Shares within the meaning of Instrument 2019/547.

**Director** means a director of the Company.

**Director Placement** has the meaning given in Section 3.1(e).

**EFT** means electronic funds transfer.

**Eligible Beneficiary** means a person who is a Shareholder on the Record Date with a registered address in Australia or New Zealand, on behalf of whom a Custodian holds Shares.

**Eligible Shareholder** has the meaning given in Section 3.2.

**Financial Information** has the meaning given at Section 6.1.

**HIN** means Holder Identification Number.

**Institutional Investor** means an investor who, if located in Australia, is a professional or sophisticated investor as defined in sections 708(8) and (11) of the Corporations Act and if located in any other jurisdiction, is entitled to participate in the SPP Shortfall Offer pursuant to the laws of the jurisdiction in which they are located and to whom SPP Shortfall Shares can lawfully be offered and issued without registration, lodgement or other formality.

**Instrument 2019/547** means ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547.

**Lead Manager** means Bell Potter Securities Limited ACN 006 390 772.

**Lead Manager Mandate** means the mandate letter between the Company and the Lead Manager as described at Section 9.3.

**New Share** means a Share issued under the SPP (or any other component of the Capital Raising).

**Opening Date** has the meaning given in the Timetable.

**Placement Offer Price** means the offer price of New Shares under the Unconditional Placement, Conditional Placement and Director Placement, being \$0.23 per New Share.

**Pro Forma Historical Financial Information** means the pro-forma historical statement of the financial position of the Company contained in Section 6.

**Prospectus** means this prospectus dated Friday, 1 August 2025 (including any supplementary or replacement prospectus).

**Record Date** has the meaning given in the Timetable.

**Section** means a section of this Prospectus.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a registered holder of a Share in the Company.

**Shareholding** means a Shareholder's holding of Shares.

**Share Registry** means Computershare Investor Services Pty Limited.

**SPP or Offer** has the meaning given in Sections 3.1(g) to 3.1(l).

**SPP Cap** has the meaning given in Section 3.1(n).

**SPP Offer Period** has the meaning given in Section 4.6.

**SPP Offer Price** has the meaning given in Section 3.1(i).

**SPP Shortfall Offer** has the meaning given in Sections 3.1(n) to 3.1(q).

**SPP Shortfall Shares** has the meaning given in Section 3.1(o).

**SRN** means Securityholder Reference Number.

**Timetable** means the timetable of the SPP, as set out in the 'Key Dates' section of the Prospectus.

**Unconditional Placement** has the meaning given in Section 3.1(a).

**US Securities Act** means the US Securities Act of 1933 (as amended).

**VWAP** means volume weighted average price.