



Securities Trading Policy

Prescient Therapeutics Limited

ACN 006 569 106

1. Purpose

- 1.1 This policy sets out the requirements for directors, employees, consultants and contractors of Prescient Therapeutics Limited (**Prescient** or **the Company**) and its related entities in relation to dealing in securities of Prescient Therapeutics Limited or any other securities which may be affected by this policy or the law.
- 1.2 This policy has important implications for all directors, officers and employees. If you do not understand the implications of this policy or how it applies to you, you should raise the matter with the Chief Executive Officer or the Company Secretary before trading in any securities which may be affected by this policy or the law.
- 1.3 This policy only provides a summary of applicable legal and regulatory issues which are complex and should therefore only be used as a general guide and not as legal advice.

2. Persons to whom this Policy Applies

2.1 This Policy applies to:

- (a) all directors and officers of the Company (including the CEO);
- (b) all direct reports to the CEO;
- (c) all other personnel of the Company (including employees, consultants and contractors);

(all of the above collectively, '**Personnel**'); and to

- (d) 'closely related parties' (as the term is defined in the Corporations Act) of all directors and officers of the Company, the CEO, all director reports to the CEO and all other Personnel of the Company.

In this Policy, the persons listed above are call '**Relevant Persons**'

3. Insider Trading

- 3.1 The Corporations Act 2001 prohibits Insider Trading.
- 3.2 If a person has information about securities and the person knows, or ought reasonably to know, that the information is inside information, it is illegal for the person to:
- (a) deal in the securities;
 - (b) procure another person to deal in the securities; or
 - (c) give the information to another person (also known as "tipping") who the person knows, or ought reasonably to know, is likely to:
 - (i) deal in the securities; or
 - (ii) procure someone else to deal in the securities.
- 3.3 Insider trading is a criminal offence. It is punishable by substantial fines and/or imprisonment or both. A company may also be liable if an employee or director engages in insider trading.
- 3.4 Insider trading may also attract civil penalties. A court may impose substantial pecuniary penalties for insider trading and order payment of compensation to persons who suffer loss or damage because of insider trading.

4. What is Insider Information?

4.1 Insider information is information that:

- (a) is not generally available; and
- (b) if it were generally available, would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of the relevant securities.

4.2 Information is generally available if it:

- (a) is readily observable;
- (b) has been made known in a manner likely to bring it to the attention of persons who commonly invest in securities of the relevant type and a reasonable period for that information to be disseminated has elapsed since it was made known; or
- (c) consists of deductions, conclusions or inferences made or drawn from information falling under paragraphs above.

5. Communicating Inside Information

5.1 If an employee (including a Designated Officer) has information that he or she knows, or ought reasonably to know, is inside information in relation to Company Securities or the listed securities of another entity, the employee must not directly or indirectly communicate that information to another person if he or she knows, or ought reasonably to know, that the other person would or would be likely to:

- (a) deal in Company Securities or those securities of the other entity; or
- (b) procure another person to deal in Company Securities or the securities of the other entity.

5.2 An employee must not inform colleagues (except the Approving Officer) about inside information or its details.

5.3 If an Employee believes they have come into possession of inside information, they must immediately advise the CEO and/or the Company Secretary to be recorded in the Company's Confidentiality register.

6. The Trading Policy

6.1 As a general rule, directors, officers and employees must not:

- (a) buy, sell or otherwise deal in Prescient securities whilst in possession of price sensitive information;
- (b) advise, procure or encourage any other person to buy, sell or otherwise deal in Prescient securities whilst in possession of price sensitive information;
- (c) pass on information to any person, if you know or ought to reasonably know that the person may use the information to buy, sell or otherwise deal (or procure another person to buy, sell or otherwise deal) in Prescient securities.
- (d) engage in short-term trading (less than one month), or short selling of the Company's securities at any time;

- (e) enter into margin lending or other secured financing arrangements in respect of the Company's securities; or
 - (f) enter into transactions with securities (or any derivative thereof) which limit the economic risk of any unvested entitlements awarded under an equity-based remuneration scheme, or otherwise awarded, or which will be offered by the Company in the future (e.g. hedging).
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7. Company Securities

- 7.1 Directors or officers are to obtain prior written approval from the Chairperson (and the Chairperson is required to confirm with the Chief Executive Officer that there is no market sensitive information that has not been released), or in their absence the Chief Executive Officer, at least one day prior to the purchase / sale of securities in Prescient held by the director or officer. Should the Chairperson wish to purchase / sell securities they shall similarly notify the Chief Executive Officer and/or the Company Secretary the at least one day prior to sale.
 - 7.2 Employees or potential insiders are to obtain prior written approval from the Chief Executive Officer or in their absence, the Company Secretary, at least one day prior to the purchase / sale of securities in Prescient held by the employee.
 - 7.3 A director, officer or employee shall not trade securities in Prescient if the director, officer or employee is aware of any information concerning Prescient which has not been made public and/or which if made public, a reasonable person would expect to have a material impact on the price or value of Prescient securities. Employees must inform the Chief Executive Officer of all market sensitive (material) information immediately after they become aware of it.
 - 7.4 If the Chairperson has received a request for either a sale or purchase of securities in Prescient, he is required to confirm in writing with the Chief Executive Officer or in their absence the Company Secretary that there is no market sensitive information that has not been released.
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8. Closed Periods

- 8.1 The following periods are considered a Closed Period and directors, officers and employees must not trade in the company securities:
 - (a) 21 days prior to and 24 hours following the release of the Company's half year results to ASX; and
 - (b) 21 days prior to and 24 hours following the release of the Company's full year results to ASX; and
 - (c) 15 days prior to and 24 hours following the release of the Company's quarterly cashflow reports.
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9. Pre-Dealing Procedure - trading outside Closed Periods

- 9.1 For all periods during which dealing in the Company's securities is permitted in accordance with this policy, any person who is considered:
 - Key Management Personnel, officers or employees of the company;
 - Any wholly owned subsidiary of the Company; and
 - A contractor and/or Consultant of the Company;
(collectively, **Prescient Person**)

must apply to the Company Secretary on behalf of the Chairperson to deal in the securities of the Company. The application must be in writing in the form set out in the Schedule and submitted to the Company Secretary on behalf of the Chairperson.

- 9.2 On receipt of an application under section 7.1, the Company Secretary shall procure that the Chairperson considers the application. No dealing in the Company's securities may be undertaken before the Prescient Person receives the written approval of the Chairperson (which may be refused or given subject to any conditions the Chairperson determines necessary to comply with this policy).
- 9.3 Any dealing in the Company's securities by a Prescient Person approved by the Chairperson in accordance with section 6 must be completed within 14 days (or such earlier time as determined by the Chairperson) from the date that the Prescient Person receives written approval from the Chairperson, and the Prescient Person must advise the Company Secretary on behalf of the Chairperson promptly following completion of any such trade.
- 9.4 Any approval to deal in the Company's securities by a Prescient Person in accordance with section 7 is automatically deemed to be withdrawn if the Prescient Person becomes aware of any price sensitive information prior to or during any approved dealing in the Company's securities.

10. Definition

- 10.1 This policy extends to directors, officers, employees or potential insiders (including such parties as advisors and consultants who have access to or are involved with confidential information). This includes a director, officer or employee of Prescient, the director's, officer's or employee's immediate family (includes a person or persons under the control or influence of the director, officer or employee) and related entities controlled by the director, officer or employee or members of the immediate family.

11. Exceptional Circumstances in which Trading in a Closed Period is Permitted

- 11.1 For the purpose of this trading policy, the following dealing in securities is permitted during a closed period:
- (a) transfers of securities where the beneficial ownership of the securities does not change, e.g. the transfer of securities already held into a superannuation fund where the person is the major beneficiary;
 - (b) the exercise of an option or a right, or the conversion of a convertible security, where the final date to exercise the option or right, or convert the security, falls during a prohibited period;
 - (c) undertakings to accept, or acceptance of, takeover offers; and
 - (d) trading under an offer or invitation made to all or most of the Company's security holders such as a rights issue, security purchase plan, a dividend reinvestment plan or securities buy back.
- 11.2 This policy does not apply to the following trading in the securities of the Company:
- (a) transfers of securities of the Company which result in no change to the beneficial interest in the securities;
 - (b) transfers of securities of the Company between a Prescient Person and a related party of the Prescient Person;

- (c) transfers of securities of the Company by a Prescient Person to his or her superannuation fund;
 - (d) where a Prescient Person is a trustee, trading in the securities of the Company by that trust provided the Prescient Person is not a beneficiary of the trust and any decision to trade during a prohibited period is taken by the other trustees or by the investment managers independently of the Prescient Person;
 - (e) undertakings to accept or the acceptance of, or a disposal of securities of the Company arising from, a takeover offer, scheme of arrangement or equal access buy-back;
 - (f) trading under an offer or invitation made to all or most of the securityholders, such as, a rights issue, a security purchase plan, a dividend or distribution reinvestment plan and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Board. This includes decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue;
 - (g) a disposal of securities of the Company that is the result of a secured lender or financier exercising their rights under a loan agreement;
 - (h) an acquisition or disposal of securities of the Company under a pre-determined investment or divestment plan for which prior written approval has been provided by the Designated Officer and where:
 - (i) the Prescient Person did not enter into or amend the plan during a prohibited period; and
 - (ii) the plan does not permit the Prescient Person to exercise any discretion over how, when or whether to acquire or dispose of securities of the Company; and
 - (i) an acquisition of securities of the Company under an employee incentive scheme.
- 11.3 Persons who are not in the possession of price sensitive information, may be given prior written clearance by the Chairperson to sell or otherwise dispose of Prescient securities during a prohibited period, where the person is in severe financial difficulties or other exceptional circumstances determined by the Board, such as required under a court order, in a bona fide family settlement, or some other overriding legal or regulatory requirement to do so.

12. Margin Loans and Security Arrangements

- 12.1 Relevant Persons may only enter into a margin loan or other security arrangement in respect of the Company's securities with the prior written approval of the Designated Officer (in its absolute discretion).
- 12.2 Any approval by the Designated Officer may be subject to the condition that the Company be permitted to disclose to the ASX the existence of the margin loan or security arrangement, and where the Company considers appropriate, any relevant terms such as the trigger points or right of the financier to sell unilaterally.

13. Hedging Policy

- 13.1 Hedging refers to using financial products to protect against or limit the risk associated with equity instruments, such as shares, options or securities.
- 13.2 All directors and employees are prohibited from hedging any shares or securities of the Company.

14. Securities in other Companies

- 14.1 The prohibition against insider trading under the Corporations Act includes dealings not only in the Company's securities, but also those in other listed companies with which the Company may be dealing where Relevant Persons possess 'inside information' in relation to that other company.

Note: A listed company may be listed on the ASX, NASDAQ or any other exchange worldwide that facilitates the buying and selling of public company shares.

- 14.2 Examples of listed companies with which Prescient may be dealing include the Company's customers, contractors or business partners, as well as potential partners, collaborators, acquisition or merger targets.
- 14.3 If Prescient enters into a confidentiality agreement with another company, it is recorded on the confidentiality register on Prescient's server and available for you to view. Any company listed on the register is automatically a restricted company in which you must not trade.
- 14.4 If a Relevant Person is aware of information that is not generally available but which, if it were generally available, a reasonable person would expect to have a material effect on the price or value of a security, that person must not deal in the securities of the company or companies that it affects.
- 14.5 Relevant Persons may come into possession of 'inside information' where they are directly involved in client relationship management or negotiating contracts. For example, where the Relevant Person is aware that the Company is about to sign a major agreement with another company, the Relevant Person must not buy securities in either the Company (i.e. Prescient) or the other company. In this instance, the Relevant Person should notify the CEO and Company Secretary so that it may be noted on the confidentiality register.
- 14.6 In addition, Relevant Persons may become aware of confidential analysis, internal reports or other materials, involving strategies for corporate growth such as mergers or acquisitions, joint ventures or other corporate transactions. Again, such matters must in the first instance be considered as constituting 'inside information', and a Relevant Person must not buy securities in either the Company (i.e. Prescient) or the other company.
- 14.7 On behalf of the Chairman or the CEO, the Company Secretary may from time to time notify a Relevant Person that he or she is prohibited from dealing in the securities of certain nominated entities, in which case the Relevant Person must not deal in the securities, until notified otherwise.
- 14.8 If you are in doubt, refer to the Company's confidentiality register or confirm with the CEO or Company Secretary.

15. Other Securities

- 15.1 A director, officer or employee shall not trade securities of another company where the director, officer or employee is aware:
- (a) non-public information regarding investigations or negotiations being conducted by Prescient or any of its related entities into that company; and/or
 - (b) non-public material information of a company in partnership with Prescient.

16. Breach of Policy

- 16.1 A breach of this policy by an employee may lead to disciplinary action. It may also be a breach of the law.

17. ASX Notification for Directors

- 17.1 The ASX Listing Rules require the Company to notify the ASX within 5 business days after any dealing in securities of the Company (either personally or through an Associate) which results in a change in the relevant interests of a Director in the securities of the Company. The Company has made arrangements with each Director to ensure that the Director promptly discloses to the Company Secretary all the information required by the ASX.

18. Assistance and Additional Information

- 18.1 Employees who are unsure about any information they may have in their possession, and whether they can use that information for dealing in securities, should contact the Company Secretary or their designate on (03) 9692 7222.

19. Approved and Adopted

- 19.1 This Policy was approved and adopted by the Board on 16 July 2020.