



PRESCIENT THERAPEUTICS LIMITED
ACN 006 569 106

Notice of Annual General Meeting

Explanatory Statement and Proxy Form

Date of Meeting:
Friday, 12 November 2021

Time of Meeting:
11.00am (AEDT)

Due to the ongoing COVID-19 pandemic, the meeting will be held in a virtual manner via a video-conferencing facility. If you are a shareholder who wishes to attend and participate in the virtual meeting, please register in advance as per the instructions outlined in this Notice of Meeting. Shareholders are strongly encouraged to lodge their completed proxy forms in accordance with the instructions in this Notice of Meeting.

*Following recent modifications brought to the Corporations Act which renewed the temporary relief for companies to use electronic communications to send meeting materials, **no hard copy** of the Notice of Annual General Meeting and Explanatory Memorandum will be circulated. The Notice of Meeting has been given to those entitled to receive it by use of one or more technologies. The Notice of Meeting is also available on the Australian Stock Exchange Announcement platform and on the Company's website (<https://ptxtherapeutics.com/>).*

This Notice of Annual General Meeting and Explanatory Statement should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor without delay.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (**AGM** or **Meeting**) of the Shareholders of Prescient Therapeutics Limited (**Company**) will be held virtually by a video-conferencing facility on Friday, 12 November 2021 at 11.00am (AEDT).

The health and safety of members and personnel, shareholders and other stakeholders, is the highest priority and the Company is acutely aware of the increased risk to health and safety as a result of COVID-19. While the COVID-19 situation remains volatile and uncertain, based on the best information available to the Board at the time of the Notice, the Company intends to hold the Meeting by electronic means and therefore conduct a poll on the resolutions in the Notice using the proxies filed prior to the Meeting, and allow votes to be cast during the Meeting.

Shareholders are encouraged to submit their proxies as early as possible, and in any event, prior to the cut-off date for proxy voting as set out in the Notice. To lodge your proxy, please follow the directions on your personalised proxy form.

Shareholders will be able to ask questions and the Company has made provision for Shareholders who register their attendance before the start of the meeting to also cast their votes on the proposed resolutions at the AGM.

The virtual meeting can be attended using the following details:

When: Friday, 12 November 2021 at 11.00am (AEDT)
Topic: PTX Annual General Meeting

Register in advance for the virtual meeting:

https://us02web.zoom.us/webinar/register/WN_Zeg6lry-QN-LiR4iAvhQYQ

After registering, you will receive a confirmation email containing information about joining the meeting. As noted previously, **the Company strongly recommends that its Shareholders lodge a directed proxy as soon as possible in advance of the Meeting** even if they are planning to attend the Meeting online.

The Company is happy to accept and answer questions submitted prior to the meeting by email to melanie@ptxtherapeutics.com. The Company will address relevant questions during the meeting or by written response after the Meeting (subject to the discretion of the Company not to respond to unreasonable and/or offensive questions). If the situation in relation to COVID-19 were to change in a way that affected the position above, the Company will provide a further update ahead of the Meeting by releasing an announcement to the ASX.

Any shareholders who wish to attend the AGM should therefore monitor the Company's website and its ASX announcements for any updates about the AGM. If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the Meeting, the Company will make further information available through the ASX website at asx.com.au (ASX: PTX) and on its website at <https://ptxtherapeutics.com/>.

PRESCIENT THERAPEUTICS LIMITED

ACN 006 569 106

Registered office: Level 4, 96-100 Albert Road, South Melbourne Victoria 3205

AGENDA

The Explanatory Statement and Proxy Form which accompany and form part of this Notice, includes defined terms and describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the Proxy Form in their entirety.

ORDINARY BUSINESS

Receipt and Consideration of Accounts & Reports

To receive and consider the financial report of the Company and the related reports of the Directors (including the Remuneration Report) and auditors for the year ended 30 June 2021.

Note: Except for as set out in Resolution 1, there is no requirement for Shareholders to approve these reports. Accordingly, no Resolution will be put to Shareholders on this item of business.

Resolution 1: Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report (included in the Directors' report) for the financial year ended 30 June 2021 be adopted."

A voting exclusion statement as set out below in this Notice applies to this Resolution.

Resolution 2: Re-election of Dr James Campbell as a Director of the Company

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That Dr James Campbell, who retires by rotation pursuant to the Constitution and Listing Rule 14.4 and, being eligible, offers himself for re-election, be re-elected as a Director of the Company as described in the Explanatory Memorandum."

Resolution 3: Refresh of prior approval to issue loan funded shares to Mr Steven Yatomi-Clarke (or his nominee)

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 10.11, and for all other purposes, approval be given for:

- (a) the issue of 4,000,000 fully paid ordinary shares in the Company, and*
- (b) the issue of a further 2,000,000 fully paid ordinary shares in the Company, to Mr Steven Yatomi-Clarke on the terms set out in the Explanatory Statement."*

A voting exclusion statement as set out below in this Notice applies to this Resolution.


SPECIAL BUSINESS

Resolution 4: Approval of 10% Placement Facility

To consider and, if thought fit, pass the following resolution as a special resolution:

"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 on the terms and conditions in the Explanatory Statement."

By order of the Board



Melanie Leydin - Company Secretary
Dated: 30 September 2021

Notes

1. **Entire Notice:** The details of the resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Record Date:** The Company has determined that for the purposes of the Annual General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm (AEDT) on the date 48 hours before the date of the Annual General Meeting. Only those persons will be entitled to vote at the Annual General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting. On a poll, members have one vote for every fully paid ordinary share held.

3. Voting

In accordance with the rules applicable to general meetings using virtual technology pursuant to section 250J of the Corporations Act, each of the resolutions proposed at the Meeting will be decided on a poll.

4. Proxies

- a. Votes at the Annual General Meeting may be given personally or by proxy, attorney or representative.
- b. Each shareholder has a right to appoint one or two proxies.
- c. A proxy need not be a shareholder of the Company.
- d. If a shareholder is a company it must execute under its common seal or otherwise in accordance with its constitution or the Corporations Act.
- e. Where a shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion of number of votes each proxy is appointed to exercise.
- f. If a shareholder appoints two proxies, and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise half of the votes. If a shareholder appoints two proxies, neither proxy may vote on a show of hands.
- g. A proxy must be signed by the shareholder or their attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed in accordance with corporation's constitution and Corporations Act.
- h. If you sign the proxy form and do not appoint a proxy, you will have appointed the Chair of the meeting as your proxy.
- i. To be effective, proxy forms must be received by the Company's share registry (Automic Pty Ltd) no later than 48 hours before the commencement of the Annual General Meeting, this is no later than 11.00am (AEDT) on Wednesday, 10 November 2021. Any proxy received after that time will not be valid for the scheduled meeting.

5. Corporate Representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

6. How the Chair will vote Undirected Proxies

Subject to the restrictions set out in Note 7 below, the Chair of the meeting will vote undirected proxies in favour of all of the proposed resolutions. In exceptional circumstances, the Chair may change their voting intention on the Resolution, in which case an ASX announcement will be made. Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

7. Voting Exclusion Statement:

Resolution 1

In accordance with sections 250R(4) and 250BD(1) of the Corporations Act, a vote must not be cast (in any capacity, including as a proxy), and the Company will disregard any votes purported to be cast, on this resolution by, or on behalf of, a member of the Key Management Personnel, details of whose remuneration are included in the remuneration report, or a Closely Related Party of such a member (**KMP voter**), unless the KMP voter is casting a vote on this resolution on behalf of a person who is not a KMP voter (including as a proxy) and either:

- (a) the KMP voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- (b) the KMP voter is the Chair of the meeting and the appointment of the Chair as proxy:
 - a. does not specify the way the proxy is to vote on the resolution; and
 - b. expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company or the consolidated entity.

If you appoint the Chair as your proxy and you do not direct the Chair how to vote, you will be expressly authorising the Chair to exercise the proxy even if the relevant resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company

If the Chair of the Meeting is appointed as a proxy for a person who is permitted to vote on this Resolution, the Chair will vote any proxies which do not indicate on their Proxy Form the way the Chair must vote, in favour of this Resolution. In exceptional circumstances, the Chair may change his or her voting intention on the Resolution, in which case an ASX announcement will be made. Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

Resolution 2

There are no voting exclusion on this resolution.

Resolution 3

The Company will disregard any votes cast in favour of this resolution by or on behalf of

- Mr Steven Yatomi-Clarke, or any person(s) who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity), or
- an associate of the person referred to in the preceding paragraph.

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

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

Resolution 4

As at the date of dispatch of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A.2 and, therefore, a voting exclusion statement on this Resolution is not currently required by Listing Rule 7.3A.7.

8. Special Resolution

Resolution 4 is proposed as a special resolution. For a special resolution to be passed, at least 75% of the votes validly cast on the resolution by shareholders (by number of shares) must be in favour of the resolution.

9. Enquiries

Shareholders are invited to contact the Company Secretary on (03) 9692 7222 if they have any queries in respect of the matters set out in these documents.

EXPLANATORY STATEMENT

Purpose of Information

This Explanatory Statement (**Statement**) accompanies and forms part of the Company's Notice of Annual General Meeting (**Notice**) for the 2021 Annual General Meeting (**Meeting**).

The Notice incorporates, and should be read together, with this Statement.

Receipt and consideration of Accounts & Reports

A copy of the Annual Report for the financial year ending 30 June 2021 which incorporates the Company's financial report, reports of the Directors (including the Remuneration Report and the auditors) is not enclosed as there is no longer a requirement for the Company to incur the printing and distribution cost associated with doing so for all shareholders. You may obtain a copy free of charge in hard copy form by contacting the Company by phone at (03) 9692 7222, and you may request that this occurs on a standing basis for future years.

You may access the Annual Report at the Company's website: <https://ptxtherapeutics.com/> or via the Company's announcement platform on ASX.

Except for as set out in Resolution 1, no resolution is required on these reports.

Shareholders will have the opportunity to ask questions about or make comments on, the 2021 Annual Report and the management of the Company. The auditor will be invited to attend, to answer questions about the audit of the Company's 2021 Annual Financial Statements.

Resolution 1: Adoption of Remuneration Report

Section 250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report must be put to the vote at the Annual General Meeting. The vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is set out in the Directors' Report in the Company's June 2021 Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

In accordance with Section 250SA of the Corporations Act, Shareholders will be provided with a reasonable opportunity to ask questions concerning, or make comments on, the Remuneration Report at the Annual General Meeting.

In accordance with Division 9 of Part 2G.2 of the Corporations Act, if twenty five (25%) per cent or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must go up for re-election.

It is noted that at the Company's last Annual General Meeting, the votes cast against the Remuneration Report represented less than twenty-five (25%) per cent of the total votes cast on that resolution and accordingly, a spill resolution will not under any circumstances be required for this Meeting.

The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

Board Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company (as such interests are described in the Remuneration Report) and, as described in the voting exclusions on this resolution (set out in the Notice of Annual General Meeting), that each Director (or any Closely Related Party of a Director) is excluded from voting their shares on this resolution, the Directors unanimously recommend that shareholders vote in favour of this Resolution to adopt the Remuneration Report.

Voting Exclusions

Refer to Note 7 above for voting exclusions.

Resolution 2: Re-election of Dr James Campbell as a Director of the Company

Background

The Constitution of the Company requires that at every Annual General Meeting, one third of Directors (excluding the Managing Director) shall retire from office and provides that such Directors are eligible for re-election at the Meeting. Dr James Campbell, being eligible, offers himself for re-election.

Dr Campbell was appointed as a Non-Executive Director of the Company on 28 November 2014.

Dr Campbell brings to Prescient a solid track record as a scientist and commercial executive. Dr Campbell has more than 20 years of experience in international biotechnology research, management and leadership and has been involved in the creation and/or transformation of multiple successful Australian and international biotechnology companies. Dr Campbell was previously the CFO and COO of ChemGenex Pharmaceuticals Limited (ASX:CXS), where, as a member of the executive team he helped transform a research-based company with a market capitalisation of \$10M to a company with completed clinical trials and regulatory dossiers submitted to the FDA and EMA. In 2011 ChemGenex was sold to Cephalon for \$230M. Dr Campbell was a foundation executive of Evolve Biosystems, and has assisted private biotechnology companies in Australia, New Zealand and the USA with successful capital raising and partnering negotiations. Dr Campbell sits on the Board of Australia's peak biotechnology body, AusBiotech.

Board Recommendation

The Board (with Dr Campbell abstaining) recommends that Shareholders vote in favour of the re-election of Dr Campbell. The Chairman of the meeting intends to vote undirected proxies in favour of Dr Campbell's re-election.

Voting Exclusions

There are no voting exclusions for this Resolution.

Resolution 3: Refresh of prior approval to issue loan funded shares to Mr Steven Yatomi-Clarke

Background

This resolution seeks to refresh the approval of the Shareholders regarding the issue of Shares to Mr Steven Yatomi-Clarke, a Director of the Company, pursuant to a long term incentive initiative (Loan Funded Share Plan, **LFSP**) previously approved by Shareholders in 2016. Whilst the LFSP itself does not require refreshed approval by Shareholders, the issuance of securities that fall within the LFSP requires new Shareholder approval in accordance with ASX requirements.

At the Company's Annual General Meeting held on 30 November 2016 (**2016 Approval**), the Shareholders approved:

- (a) the Loan Funded Share Plan (**LFSP**); and
- (b) the issue of a maximum of 8,000,000 loan-funded Shares (**LF Shares**) and the advance of a loan by the Company to Mr Steven Yatomi-Clarke under the LFSP (**Loan**).

Under the terms of the 2016 Approval, the issue of the LF Shares was subject to the following terms:

- (a) Within 5 business days of receiving all necessary approvals, the Company would grant to Mr Steven Yatomi-Clarke a loan to the value of the 1-day VWAP per Share as at the date on which the resolution was passed for a total of 2,000,000 Shares (**Initial Tranche**);
- (b) At such time on or after the date the Company's Share price reaching a 5-day VWAP of 15 cents the Company would grant to Mr Yatomi-Clarke a loan of \$300,000 for the express purpose of acquiring 2,000,000 Shares (**Tranche A**);
- (c) At such time on or after the date the Company's Share price reaching a 5-day VWAP of 22 cents the Company would grant Mr Yatomi-Clarke a loan of \$440,000 for the express purpose of acquiring 2,000,000 Shares (**Tranche B**);
- (d) At such time on or after the date the Company's Share price reaching a 5-day VWAP of 29 cents the Company would grant Mr Yatomi-Clarke a loan of \$580,000 for the express purpose of acquiring 2,000,000 Shares (**Tranche C**),

A grant letter was issued on 7 December 2016 to Mr Yatomi-Clarke.

A Loan Agreement was entered into concurrently for the purpose of the issue of the LF Shares with the following terms:

- (a) Interest-free; and
- (b) Repayable to the Company at such time as Mr Yatomi-Clarke sells the Shares acquired, provided that:
 - (i) they are traded in accordance with the securities trading policy of the Company; and
 - (ii) the amount due to repay the Company shall be the lesser of each of the relevant tranches, being the market price of the initial tranche, 15 cents, 22 cents and 29 cents per Share and the amount realised on the sale of the Shares.
- (c) If there is a tax liability for the Company on repayment on the loan, in the event that the repayment is less than the advanced amount, the Company would be responsible for the payment of the tax liability incurred by Mr Yatomi-Clarke; and
- (d) Expiring 5 years from the grant date.

On 21 December 2016, the LF Shares of the Initial Tranche were issued.

At the date of this Notice, the hurdles of Tranches A and B have been met and it is likely that the hurdles of Tranche C may be met by the expiry date of the offer being 30 November 2021 (**Expiry Date**).

Notwithstanding the Expiry Date, all remaining LF Shares were to be issued by 30 November 2019 or, to the extent LF Shares were to be issued after 30 November 2019, further approval would be required in accordance with ASX requirements.

Accordingly, the Company seeks approval to issue the remaining LF Shares as follows:

- (a) Tranches A and B to be issued immediately upon approval, being 4,000,000 LF Shares; and
- (b) Tranche C, being 2,000,000 LF Shares, to be issued as soon as the hurdle stated above is met, and at the latest by the Expiry Date.

Outcome of this Resolution

If this resolution is not approved and no LF Shares are issued, the cash remuneration of Mr Yatomi-Clarke may have to be increased. Issuing the LF Shares is considered a preferable alternative as the recipient benefits if the Company's share price increases – in which case all Shareholders also benefit. This part of Mr Yatomi-Clarke's remuneration is therefore related to the longer-term performance of the Company.

If this resolution is approved, the LF Shares will be issued as follows:

- (a) 4,000,000 LF Shares are to be issued on the date of this Meeting; and
- (b) 2,000,000 LF Shares are to be issued as soon as the hurdle stated above is met, and at the latest by the 30 November 2021 (being less than one month after this Meeting).

The funds resulting from this issue will be put towards operating costs when received by the Company upon repayment of the Loan by Mr Yatomi-Clarke.

Approval under Listing Rule 10.11 and Listing Rule 7.1

The Directors consider that the issue of the LF Shares to Mr Yatomi-Clarke funded by the Loan constitutes the giving of a financial benefit to a related party of the Company under Part 2E.1 of the Corporations Act, which obtained the approval of the Shareholders in 2016 and does not require further approval. However, ASX Listing Rule 10.11 provides that a listed company must not, without the approval of shareholders, issue or agree to issue equity securities to certain persons, including:

- (a) A related party;
- (b) A person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the entity;
- (c) A person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the entity and who has nominated a director to the board of the entity pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) An associate of a person referred to in the paragraphs above; or
- (e) A person whose relationship with the entity or a person referred to in the paragraphs above is such that, in ASX's opinion, the issue or agreement should be approved by security holders.

Mr Yatomi-Clarke, being a Director, is a related party of the Company. Therefore, the Shareholders' approval is required for the proposed issues of LF Shares. Finally, the Shareholders' approval is sought pursuant to Listing Rule 7.1 so that the placement capacity of the Company is not affected by the issue of the LF Shares.

Terms of the Issue for Tranches A, B and C

Name of proposed recipient of securities	Steven Yatomi-Clarke, Director, or his associates
Nature of financial benefit to be given	The issue of a maximum of 6,000,000 fully paid ordinary shares and the advance of the Loan on the terms and conditions set out in this Explanatory Memorandum.
Maximum number of securities to be issued	6,000,000 fully paid ordinary shares
Price at which the securities will be issued	The Shares are to be issued in three tranches at the following prices: Tranche A – \$0.15 per Share. Tranche B – \$0.22 per Share. Tranche C – \$0.29 per Share.
Terms of the securities and any loan in relation to the acquisition of those securities	<p>The Shares will rank equally with all other ordinary shares on issue in the Company.</p> <p>The grant of a loan to acquire up to 6,000,000 shares in the Company at a deemed issue price per share as noted above with the following conditions and subject to the Employee's continuing employment with the Employer at the relevant time:</p> <p>(a) at such time on or after the date the Employer's share price reaches a 5-day VWAP of 15 cents the Employer would, at the request of the employee, grant to the Employee a loan of \$300,000 for the express purpose of acquiring 2,000,000 Shares (Tranche A);</p> <p>(b) at such time on or after the date the Employer's share price reaches a 5-day VWAP of 22 cents the Employer would, at the request of the employee, grant to the Employee a loan of \$440,000 for the express purpose of acquiring 2,000,000 Shares (Tranche B);</p> <p>(c) at such time on or after the date the Employer's share price reaches a 5-day VWAP of 29 cents the Employer would, at the request of the employee, grant to the Employee a loan of \$580,000 for the express purpose of acquiring 2,000,000 Shares (Tranche C),</p> <p>(d) any loans made in accordance with paragraphs (c) to (e) above:</p> <p>(i) will be interest-free; and</p> <p>(ii) the loan will be repayable to the Employer at such time as the Employee sells the shares acquired, provided:</p> <p>A. they are traded in accordance with the securities trading policy of the Company; and</p> <p>B. the amount due to repay the Employer shall be the lesser of each of the relevant tranches, being the market price of the initial tranche, 15 cents, 22 cents and 29 cents per Share and the amount realised on the sale of the Shares. If there is a tax liability for the Employee on repayment on the loan, in the event that the repayment is less than the advanced amount, the Employer would be responsible for payment of the tax liability incurred by the Employee.</p> <p>The substantive effect of the transaction for which approval is sought under this resolution effectively creates an option-like situation, as the Company may not receive repayment of the full amount of the loan if the Shares are realised for less than the deemed issue price.</p>
Date by which the Company will issue the shares	Notwithstanding the expiry date of the loan being 5 years from the grant date, all remaining shares the subject to this resolution will be issued by 30 November 2021 at which time they will expire.
Intended use of any funds raised	As the issue of the shares will be funded by the granting of a loan to the Employee there will no funds raised at the time that the shares are issued. Any net funds raised on repayment of any loan will be used for working capital.
Value of financial benefit	As the Loan Funded Shares may only be acquired if the applicable price hurdle is achieved, where the market price for the Shares would be the same at the time of vesting, and as there is no certainty on timing for vesting during the relevant period, there is no inherent value in the Loan Funded Shares at this point in time.
Mr Yatomi-Clarke's total remuneration package	Mr Yatomi-Clarke's remuneration package as at the date of this Notice, as per his employment agreement, excluding the value of the securities the subject of this resolution, is: <p>(a) Cash salary of \$344,850, plus superannuation, per annum; and</p> <p>(b) Bonus of up to one third of cash salary, payable upon the employee meeting specified performance milestones.</p>
Mr Yatomi-Clarke's existing interest in the Company	Mr Yatomi-Clarke or his related parties at the date of this notice holds the following interests in the Company: <p>(a) 5,135,250 fully paid ordinary shares (approximately 0.78% of the total issued shares in the Company);</p>

	(b) 2,000,000 unlisted options exercisable at \$0.1016 (10.16 cents) per option on or before 18 December 2022;																				
	(c) 3,500,000 unlisted options exercisable at \$0.0663 (6.63 cents) per option on or before 2 May 2023;																				
	(d) 12,900,000 unlisted options exercisable at \$0.0968 (9.68 cents) per option on or before 31 March 2023; and																				
	(e) 97,692 listed options exercisable at \$0.0625 (6.25 cents) per option on or before 31 March 2023.																				
Dilution effect of the transaction on existing members' interests	<p>As at the date of this notice the Company has 644,048,468 ordinary shares on issue. Assuming no other shares were issued by the Company, the issue of the different tranches of shares to Mr Yatomi-Clarke would give him the following percentage holdings in the Company:</p> <table border="1"> <thead> <tr> <th></th> <th>Additional shares</th> <th>Shares held by SYC</th> <th>Total shares on issue</th> <th>% of total held</th> </tr> </thead> <tbody> <tr> <td>Tranche A</td> <td>2,000,000</td> <td>7,135,250</td> <td>646,048,468</td> <td>1.10%</td> </tr> <tr> <td>Tranche B</td> <td>2,000,000</td> <td>9,135,250</td> <td>648,048,468</td> <td>1.41%</td> </tr> <tr> <td>Tranche C</td> <td>2,000,000</td> <td>11,135,250</td> <td>650,048,468</td> <td>1.71%</td> </tr> </tbody> </table>		Additional shares	Shares held by SYC	Total shares on issue	% of total held	Tranche A	2,000,000	7,135,250	646,048,468	1.10%	Tranche B	2,000,000	9,135,250	648,048,468	1.41%	Tranche C	2,000,000	11,135,250	650,048,468	1.71%
	Additional shares	Shares held by SYC	Total shares on issue	% of total held																	
Tranche A	2,000,000	7,135,250	646,048,468	1.10%																	
Tranche B	2,000,000	9,135,250	648,048,468	1.41%																	
Tranche C	2,000,000	11,135,250	650,048,468	1.71%																	

Board Recommendation

Each of the Directors declines to make any recommendation in relation to voting on this resolution as this resolution relates to the remuneration of a Director who is a member of the Board.

Voting Exclusions

Refer to Note 7 above for voting exclusions.

Resolution 4: Approval of 10% Placement Facility

Background

Broadly speaking and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that the Company can issue without the approval of the Shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Listing Rule 7.1A enables an eligible entity to issue up to 10% of its issued share capital through placements over a 12-month period after the Annual General Meeting ("**10% Placement Facility**"). An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is, at the date of this Notice, an eligible entity. Note however that if, on the date of this Meeting, the market capitalisation of the Company exceeds \$300 million or the Company has been included in the S&P/ASX 300 Index, then this Resolution 4 will no longer be effective and will be withdrawn.

The Company is seeking shareholder approval by way of a special resolution to have the ability, if required, to issue equity securities under the 10% Placement Facility. The effect of this Resolution is to allow the Directors to issue equity securities under Listing Rule 7.1A during the 10% Placement Period (as defined below) without, or in addition to, using the Company's 15% placement capacity under Listing Rule 7.1.

Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A commences on the date of this Annual General Meeting and expires on the first to occur of the following:

- (i) the date that is 12 months after the date of this Annual General Meeting;
- (ii) the time and date of the Company's next Annual General Meeting; and
- (iii) the time and date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(10% Placement Period).

The Company will only issue and allot the equity securities approved under the 10% Placement Facility during the 10% Placement Period.

Outcome of this Resolution

If Shareholders approve this Resolution:

- the number of equity securities permitted to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (see below); and
- the Company will be able to issue equity securities up to the combined 25% limits in Listing Rules 7.1 and 7.1A without further shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1.

Formula for calculating 10% Placement Facility

The maximum number of equity securities that may be issued by the Company under the 10% Placement Facility pursuant to Listing Rule 7.1A2 is calculated in accordance with the following formula:

$$(A \times D) - E$$

- A** has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.
- D** is 10%
- E** is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

The ability of an entity to issue equity securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1. The actual number of equity securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula stated above.

Type and number of equity securities

Any equity securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of equity securities of the Company. The Company, as at the date of the Notice, has on issue two classes of quoted equity securities, being Shares and Listed Options, as follows:

- 644,568,468 Shares; and
- 91,982,269 Listed Options.

Minimum issue price and cash consideration

The equity securities will be issued at an issue price of not less than 75% of the VWAP for the Company's equity securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- the date on which the price at which the equity securities are to be issued is agreed by the Company and the recipient of the securities; or
- if the equity securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the equity securities are issued.

Purpose of the funds raised

The purposes for which the funds raised by an issue under the 10% Placement Facility may be used by the Company include:

- consideration for the acquisition(s) of the new assets and investments, including the expenses associated with such acquisition(s); and
- continued expenditure on the Company's current business and/or general working capital.

Risk of economic and voting dilution

If this Resolution is approved by Shareholders and the Company issues equity securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the dilution table below (in the case of Listed Options, only if the Listed Options are exercised).

Shareholders may be exposed to economic risk and voting dilution, including the following:

- the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date of the Annual General Meeting; and
- the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the equity securities.

The dilution table shows the hypothetical dilution of existing Shareholders on the basis of the market price of Shares as at 29 September 2021 (**Current Share Price**) and the current number of Shares for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The dilution table also shows:

- two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of Shares the Company has on issue. The number of Shares on issue may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Issue Price		
		\$0.135 50% decrease in Current Share Price	\$0.27 Current Share Price	\$0.54 100% increase in Current Share Price
Current Variable A 644,568,468 Shares	10% Voting Dilution	64,456,847 Shares		
	Funds raised	\$8,701,674	\$17,403,349	\$34,806,697
50% increase in current Variable A 966,852,702 Shares	10% Voting Dilution	96,685,270 Shares		
	Funds raised	\$13,052,511	\$26,105,023	\$52,210,046
100% increase in current Variable A 1,289,136,936 Shares	10% Voting Dilution	128,913,694 Shares		
	Funds raised	\$17,403,349	\$34,806,697	\$69,613,395

This dilution table has been prepared on the following assumptions:

- The Company issues the maximum number of equity securities available under the 10% Placement Facility;
- No Options (including existing Listed Options and/or any Listed Options issued under the 10% Placement Facility) are exercised into Shares or other convertible securities are converted to Shares before the date of the issue of the Equity Securities;
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Annual General Meeting.
- The table shows only the effect of issues of equity securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- The issue of equity securities under the 10% Placement Facility consists only of Shares. If the issue of equity securities includes Listed Options, it is assumed that those Listed Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- The Current Share Price is \$0.27 being the closing price of the Shares on ASX on 29 September 2021.

Allocation Policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to relevant factors including, but not limited to, the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
- (ii) the effect of the issue of the equity securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders, subject to compliance with Listing Rule 10.11, and/or new Shareholders who are not related parties or associates of a related party of the Company.

Previous issues

The Company:

- (i) has not issued, nor agreed to issue, any equity securities under Rule 7.1A.2 in the 12-month period preceding the date of the Meeting; and
- (ii) had not agreed, before the 12-month period referred to in the preceding paragraph, to issue any equity securities under rule 7.1A.2 where such securities remain unissued as at the date of the Meeting.

Special Resolution

The ability to issue equity securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution. This means it requires approval of 75% of the votes cast by Shareholders present or represented, and eligible to vote.

Directors Recommendations

The Directors of the Company believe that this Resolution is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

Voting Exclusions

As at the date of dispatch of this Notice, the Company is not proposing to make an issue of equity securities under Listing Rule 7.1A.2 and, therefore, a voting exclusion statement is not required by Listing Rule 7.3A.7.

GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“\$” means Australian Dollars;

“**10% Placement Facility**” has the meaning as defined in the Explanatory Statement for Resolution 4;

“**Annual Report**” means the Directors’ Report, the Financial Report, and Auditor’s Report, in respect to the year ended 30 June 2021;

“**ASX**” means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

“**Auditor’s Report**” means the auditor’s report on the Financial Report;

“**AEDT**” means Australian Eastern Daylight Time.

“**Board**” means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

“**Chairman**” means the person appointed to chair the Meeting of the Company convened by the Notice;

“**Closely Related Party**” means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

“**Company**” means Prescient Therapeutics Limited ACN 006 569 106;

“**Constitution**” means the constitution of the Company as at the date of the Meeting;

“**Corporations Act**” means the Corporations Act 2001 (Cth);

“**Director**” means a Director of the Company;

“**Directors Report**” means the annual directors’ report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“**equity security**” has the same meaning as in the Listing Rules;

“**Explanatory Statement**” means the explanatory statement which forms part of the Notice;

“**Financial Report**” means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“**Key Management Personnel**” means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;

“**Listed Option**” means an Option which is quoted on the ASX;

“**Listing Rule(s)**” means the Listing Rules of the ASX;

“**Meeting**” has the meaning given in the introductory paragraph of the Notice;

“**Notice**” means the Notice of Meeting accompanying this Explanatory Statement;

“**Option**” means a convertible security which upon exercise gives the right to subscribe to a Share;

“**Proxy Form**” means the proxy form attached to the Notice;

“**Remuneration Report**” means the remuneration report which forms part of the Directors’ Report of Prescient Therapeutics Limited for the financial year ended 30 June 2021 and which is set out in the 2021 Annual Report.

“**Share**” means a fully paid ordinary share in the capital of the Company;

“**Shareholder**” means shareholder of the Company;

“**Trading Day**” means a day determined by ASX to be a trading day in accordance with the Listing Rules.

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **11.00am (AEDT) on Wednesday, 10 November 2021**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise, if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at

<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

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+61 2 8583 3040

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