



24 August 2022

Dear Shareholder

Share purchase plan

On behalf of the board of Prescient Therapeutics Limited ACN 006 569 106 (ASX: PTX) (**PTX** or **Company**), we are pleased to offer you the opportunity to purchase up to \$30,000 in additional shares in PTX under this share purchase plan (**SPP**).

The SPP will be available to shareholders who are on the Company register at 5.00pm (AEST) on 23 August 2022 (**Record Date**), and have a registered address in Australia or New Zealand (**Eligible Shareholders**).

The Company is seeking to raise \$8 million under the SPP, however the Company reserves the right to raise more or less than this amount in its absolute discretion. The Board also reserves the right to close the SPP early or extend the SPP at its absolute discretion.

The SPP gives Eligible Shareholders the opportunity to purchase additional fully paid ordinary shares in Prescient at \$0.175 per share, which represents a discount of 16.7% to the closing price on 23 August 2022, and a discount of 14.6% to the 5 day VWAP. There are no transaction costs or brokerage costs to participating shareholders.

The funds raised from the SPP will be used to progress the Company's deep pipeline of innovative cancer therapies, namely the ongoing clinical development of its targeted therapies PTX-100 and PTX-200, and progressing its innovative cell therapies towards and into first-in-human clinical studies.

Included with this letter is the following material which aims to address any questions you may have about the SPP:

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

The SPP will close on Wednesday, 28 September 2022 at 5.00pm (AEST). Acceptances and payment must be received by our registry, Automic, by the closing date. PTX reserves its right to close the SPP early.

Participate in the SPP Offer

The SPP is an offer to shareholders who were registered holders of fully paid ordinary shares in Prescient Therapeutics (Shares) at 5.00pm (AEST) on 23 August 2022 (**Record Date**) with a registered address in Australia or New Zealand (Eligible Shareholders). All Eligible Shareholders have the opportunity to participate in the SPP.

Shareholders may request an electronic copy of their personalised Share Purchase Plan Application Form here - <https://prescienttherapeutics.investorportal.com.au/request-spp/>

The SPP opens on 24 August 2022, and will close at 5pm (AEST) on Wednesday, 28 September 2022. Late applications may be accepted or rejected in the absolute discretion of the Company. The Company also reserves the right to vary the Closing Date without prior notice subject to the Corporations Act and the ASX Listing Rules.

The Company has appointed Reach Corporate Pty Ltd as Lead Manager to the Share Purchase Plan. If you have any questions, please contact them on advisers@reachmarkets.com.au or by calling 1300 805 795.

Join a shareholder briefing

Join CEO and MD of Prescient Therapeutics, Steven Yatomi-Clarke, for an upcoming live and interactive shareholder briefing on behalf of the Board where he will discuss the Share Purchase Plan and use of funds.

Register for a session here: <https://prescienttherapeutics.investorportal.com.au/shareholder-briefing/>

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

Yours faithfully,

Mr Steven Engle
Chairperson
Prescient Therapeutics

PTX investment overview

Offer details

Issue Price	\$0.1750 per share		
Record Date	7.00pm (Sydney time) on 23 August 2022		
Closing Date	5.00pm (Sydney time) on 28 September 2022		
Allotment Date	5 October 2022		
Quotation Date	6 October 2022		
Application Amount	Minimum of \$5,000 (Minimum Application Amount) with staged increments detailed below up to a maximum of \$30,000.		
	Option	Value	Number of New Shares
	A	\$5,000	28,571
	B	\$10,000	57,142
	C	\$15,000	85,714
	D	\$20,000	114,285
	E	\$30,000	171,428

Intended use of funds

The proceeds raised from this SPP will be used to progress the Company's deep pipeline of innovative cancer therapies, namely the ongoing clinical development of its targeted therapies PTX-100 and PTX-200, and progressing its innovative cell therapies towards and into first-in-human clinical studies. Funds will also go towards general working capital and costs of the offer.

Risks

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

technical risks - the inherent nature of research and development is uncertain. There are substantial risks in drug development including risks that studies fail to achieve an acceptable level of safety and/or efficacy. The Company is mitigating this risk where reasonably possible through diversification of its product pipeline, undertaking rigorous scientific review during the development process, and working with reputable and capable partners and service providers;

future funding risks - whilst the Directors believe that the funds raised through the SPP may be sufficient for the Company's short-term objectives, the Company's ability to continue on a going concern basis will depend upon securing income through licence or other agreements. Furthermore, there is risk that the Company may require substantial additional financing in the future to sufficiently fund its operations, research and development;

regulatory and licensing risks - if the Company does not obtain the necessary regulatory approvals it may be unable to commercialise its pharmaceutical products. Even if it receives regulatory approval for any product candidates, profitability will depend on its ability to generate revenues from the sale of its products or the licensing of its technology;

success of future trials - future clinical trials of the Company's product candidates may not show sufficient safety or efficacy to obtain requisite regulatory approvals for commercial sale;

commercialisation of products - the Company's ability to achieve profitability is dependent on a number of factors including its ability to initiate and complete successful clinical trials and obtain regulatory approval for its products and successfully commercialise those products. There is no guarantee that the Company's products will be commercially successful;

competition – the biotechnology and pharmaceutical industries are intensely competitive and subject to rapid and significant technological change. To compete successfully the Company must deliver to the market cost effective products that meet important medical needs;

risk of delay – the Company may experience delay in achieving a number of critical milestones, securing further commercial partners, development of manufacturing processes, completion of clinical trials, obtaining regulatory approval (to commence sales) or reimbursement approvals (for sales growth), product launch and sales in one or more jurisdictions. Any material delays may impact adversely upon the Company, including the timing of any revenues under milestone or sales payments;

dependence on commercial partners and future licence arrangements - there is no guarantee that the Company will be able to find suitable industry partners that it can negotiate attractive commercial terms for future licence agreements for new or its existing products. The success of the Company's partnering arrangements may depend on resources devoted to them by itself or its industry partners. Collaborative agreements may be terminable by the Company's partners. Non-performance, suspension or termination of relevant agreements is likely to have a material and adverse impact on the Company's business, financial condition and results of operations;

reimbursement - in many territories, products such as those being developed by the Company, must follow a formal reimbursement process in order to be commercially successful. The availability and timing of reimbursement may have an impact upon the uptake and profitability of products in some jurisdictions;

asset impairment value - the Company has a significant amount of intangible assets recorded on its balance sheet. The Company annually tests the carrying value of these intangible assets for impairment. The estimates and assumptions about results of operations and cash flows made in connection with impairment testing could differ from future actual results of operations and cash flows;

reliance on key personnel - the Company's success depends to a significant extent upon its key management personnel, as well as other management and technical personnel including those employed on a contractual basis. The loss of the services of such personnel or the reduced ability to recruit additional personnel could have an adverse effect on the performance of the Company;

intellectual property - the Company's ability to leverage its innovation and expertise is dependent on its ability to protect its intellectual property and any improvements to it; and

IT system failure and cyber security risks - any information technology system is potentially vulnerable to interruption and/or damage from a number of sources, including but not limited to computer viruses, cyber security attacks and other security breaches, power, systems, internet and data network failures, and natural disasters. The Company is committed to preventing and reducing cyber security risks through outsourced the IT management to a reputable services provider. In addition, the Company has an insurance policy covering IT and cyber security.

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

PTX Share purchase plan terms

How do I accept

To participate, you should pay the Application Amount via BPAY so that payment is received by **5.00pm (Sydney time) on 28 September 2022**.

BPAY instructions are set out on the application form. When using BPAY, you do not need to return your application form. Please make sure you use the specific biller code and unique reference number on your personalised application form. Your financial institution may implement earlier cut-off times for electronic payment. You should take this into consideration when making payment.

Eligible Shareholders who would like to request an electronic copy of their personalised SPP Offer Application Forms can do so by registering here - <https://prescienttherapeutics.investorportal.com.au/request-spp/>

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

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

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

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

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

How many shares

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

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

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

Eligibility to participate

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

Multiple holdings

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

Joint holders

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

Trustee or nominee

If you are noted on the Company's share register as a trustee or nominee for a named

beneficiary, you may only apply for one maximum parcel of shares for each named beneficiary. If the Company's share registry does not record a named beneficiary for your trustee or nominee holding, the rules for multiple single holdings apply.

Custodians

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

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

Directors

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

Scale-back

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

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

- compliance with regulatory requirements, including the considerations raised by the ASX in its public consultation paper dated 5 April 2022 (**Consultation Paper**) as it applies to appropriate scale-back considerations which the Company may consider in an SPP (section 2.1.1 of the Consultation Paper);
- the date on which a shareholder made its application for shares;
- the amount applied for by each shareholder;
- the number of shares held at the Record Date; and

- if the shareholder remains on the register at the Closing Date.

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

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

The ability to scale-back applications under the terms of this document remains available to the Company, including in circumstances where the Company has elected to close the offer early and any such scale-back will not prevent the Company from undertaking a subsequent placement.

ASX quotation

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

No costs

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

Who is the Lead Manager?

The Lead Manager for the SPP and any follow-on placement is Reach Corporate Pty Ltd ACN 638 960 540 (**Reach**).

Reach can be contacted on 1300 80 57 95 or via email on advisers@reachmarkets.com.au.

The Company will pay Reach a 6% fee on funds actually raised from the SPP (which may include

any shortfall/follow-on placement, if requested by the Company).

Privacy

Potential Applicants who apply for New Securities will provide 'personal information' (within the meaning given to that term in the Privacy Act) to the Company, the Lead Manager and the Share Registry. By applying for New Securities under an Offer, an Applicant will be taken to have consented to the Company, the Lead Manager and the Share Registry collecting, holding and using the Applicant's personal information in order to assess their Application, process the Applications, service their needs as a Shareholder, provide facilities and services that the Applicant request, and carry out appropriate administrative functions. Corporate and taxation laws require the Company to collect some personal information. Applicants who do not provide the information requested may not have their Application processed efficiently, or at all.

Reach's Privacy Policy can be viewed here - <https://reachmarkets.com.au/privacy-reach/> along with their Financial Services Guide, available here - <https://reachmarkets.com.au/financial-services-guide>

The Company's rights

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

- it considers that the application does not comply with these terms;
- you are not an Eligible Shareholder; or
- there are grounds for believing that the applicant is not acting in good faith.

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

The Company may settle, at its discretion in any manner it deems fit, any anomalies or disputes

in connection with the SPP and that decision is conclusive and binding on all applicants. The Company reserves the right to waive strict compliance with these terms.

The Company reserves the right to run a follow-on placement to exempt investors on conclusion of the SPP should there be sufficient demand.

Your representations

By making a BPAY payment, you:

- certify to the Company that you are an Eligible Shareholder;
- authorise the Company (and its officers and agents) to correct any error in, or omission from, your application form;
- accept the risks of the delivery of any refund to you;
- acknowledge that the Company may at its discretion determine that your application form is valid, even if the application form is invalid;
- confirm you have read and accept all the included risks associated with this offer;
- irrevocably and unconditionally agree to these terms; and
- acknowledge that the Company is not liable for any exercise of its discretions referred to in these terms.

Other information

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

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

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SRN/HIN: [HolderNumberMasked]
ASX Code: PTX
Record Date: 5:00pm (AEST), 23 August 2022

SHARE PURCHASE PLAN APPLICATION FORM

IMPORTANT: OFFER CLOSSES 5:00PM (AEST) ON WEDNESDAY, 28 SEPTEMBER 2022 (UNLESS VARIED)

1: SUBSCRIPTION

This Offer entitles each Eligible Shareholder in Prescient Therapeutics Limited (ASX: PTX) (**PTX** or the **Company**) to subscribe through the Company's Share Purchase Plan (**SPP**) for a maximum of \$30,000 worth of fully paid ordinary shares in the Company (**New Shares**). The Company announced the SPP to raise up to a total of **\$8m**. The SPP is open to all shareholders recorded as holding fully paid ordinary shares (**Shares**) on the Company's Register as at the Record Date with a registered address in Australia or New Zealand. The issue price of the New Shares is \$0.175 (**Price**). Eligible Shareholders may subscribe for any one of the following parcels (*subject to a maximum band or any scale back*) described below by paying the applicable Subscription Amount in accordance with the payment instructions in section 2 of this Application Form:

	Application Amount	Number of New Shares
Offer A	\$5,000 (minimum)	28,571
Offer B	\$10,000	57,142
Offer C	\$15,000	85,714
Offer D	\$20,000	114,285
Offer E	\$30,000 (maximum)	171,428

No fractions of Shares will be issued. Any fraction of a Share will be rounded down to the nearest whole number of Shares (where applicable).

2: PAYMENT - You can pay either by BPAY® or Electronic Funds Transfer "EFT"

Payment under the Share Purchase Plan can only be made by BPAY® or EFT.

Option A – BPAY®


Biller Code: 352005
Ref No: [BPayCRN]

Contact your financial institution to make your payment from your cheque or savings account.

Note: You do not need to return this form if you have made payment via BPAY® or EFT. Your BPAY® reference number or unique reference number will process your payment for your application for New Shares electronically.

Option B – Electronic Funds Transfer (EFT)

The unique Payment Reference which has been assigned to your Application is: [HolderId]-**TBC-PTX**

Funds are to be deposited directly to following bank account:

Account name: Automic Pty Ltd

Account BSB: 036011

Account number: 613835

Swift Code: WPACAU2S

IMPORTANT: You must quote your unique payment reference as your payment reference/ description when processing your EFT payment. Failure to do so may result in your funds not being allocated to your application and shares subsequently not issued.

3: Elect to receive email communication

Return to Automic Group by email to corporate.actions@automicgroup.com.au

Telephone Number

()

Contact Name (PLEASE PRINT)
PTX[HolderId]

Please insert your email address if you wish to elect to be an e-Shareholder, and you consent to receiving communications from the Share Registry

INSTRUCTIONS FOR COMPLETION OF THIS FORM

The right to participate in the SPP is optional and is offered exclusively to all Shareholders (including Custodians) who are registered as holders of fully paid ordinary shares in the capital of the Company on the Record Date with a registered address in Australia or New Zealand (**Eligible Shareholders**).

If the Company rejects or scales-back an application or purported applications, the Company will return to the Shareholder the relevant Application Monies, without interest.

HOW TO APPLY FOR SHARES UNDER THE SPP

1 Subscription

As an Eligible Shareholder, you can apply for up to a maximum of \$30,000 worth of Shares. Eligible Shareholders can select one of the parcels prescribed overleaf.

In order to comply with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547, the maximum value of Shares each Eligible Shareholder (irrespective of the size of their shareholding) may apply for under this Offer is \$30,000 (including through joint holding(s), multiple share accounts or any holding in which they have a beneficial interest(s)). This limit will apply even if you receive more than one offer from the Company (for example, because you are a joint holder of Shares or because you hold more than one shareholding under separate share accounts).

If the Company receives an amount that does not equal one of the amounts specified overleaf the Company may accept the payment at their discretion and refund any excess Application Money (without interest) to the Eligible Shareholder. If the Company receives a subscription of over \$30,000 worth of Shares by an Eligible Shareholder through multiple applications or joint holdings, the Company may refund any excess Application Money (without interest) to the Eligible Shareholder.

Any application made under the SPP Offer is not guaranteed to result in the Eligible Shareholder receiving any Shares that have been applied for. Applications may be scaled back at the absolute discretion of the Company.

2 Payment

By making a payment via BPAY or EFT, you agree that it is your responsibility to ensure that funds are submitted correctly and received by Automatic Share Registry by the closing date and time. Payment must be received by the Share Registry by 5:00pm (AEST) on Wednesday, 28 September 2022.

It is your responsibility to ensure your CRN or unique Payment Reference is quoted, as per the instructions in Section 2. If you fail to quote your CRN or unique Payment Reference correctly, Automatic may be unable to allocate or refund your payment. If you need assistance, please contact Automatic.

Payment by BPAY®: You can make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. To BPAY® this payment via internet or telephone banking use your reference number on this Form. Multiple acceptances must be paid separately.

Payment by EFT: You can make a payment via Electronic Funds Transfer "EFT". Multiple acceptances must be paid separately. Please use your unique reference on this Form. This will ensure your payment is processed correctly to your application electronically.

If you make a payment by BPAY® or EFT and the Company receives an amount which is not equal to either \$30,000, \$20,000, \$15,000, \$10,000, or \$5,000 the Company may accept the payment at their discretion. Your payment must be for a minimum of \$5,000.

Applicants should be aware of Automatic's financial institution's cut off-time, their own financial institution's cut-off time and associated fees with processing a funds transfer. It is the Applicant's responsibility to ensure funds are submitted correctly by the closing date and time, including taking into account any delay that may occur as a result of payments being made after 5pm (AEST) and/or on a day that is not a business day (payment must be made to be processed overnight). You do not need to return this Form if you have made payment via BPAY® or EFT. Your reference number will process your payment to your application electronically and you will be deemed to have applied for such shares for which you have paid.

3 Contact Details - Elect to receive email communication

As a valued shareholder in Prescient Therapeutics Limited, the Company encourages shareholders to elect to receive their shareholder communications electronically. This will ensure you receive all future important shareholder communications in a faster and more secure way and reduce the environmental footprint of printing and mailing.

IMPORTANT INFORMATION

1. This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this Application Form, please consult a professional adviser.
2. If you do not wish to purchase Shares under the SPP, there is no need to take action.
3. Please ensure you have read and understood the terms and conditions of the SPP in the Offer Booklet accompanying this Application Form and this section entitled "Important Information" before making payment by BPAY® or EFT.
4. The offer for Shares under the SPP is non-renounceable. Applications can only be accepted in the name printed on the Application Form.
5. If you are a custodian, trustee or nominee within the meaning of "Custodian" as defined in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547, you must complete and submit an additional certificate that contains further certifications and details (**Custodian Certificate**) that must be provided before your application will be received. The Custodian Certificate can be obtained by contacting the Share Registry on the telephone number set out below. Applications received by Custodians that are not accompanied by the Custodian Certificate will be rejected. A completed Custodian Certificate must be emailed to: custodialcertificates@automicgroup.com.au, failure to do so will result in the Application being rejected.
6. For applicants that are not required to complete the Custodian Certificate, by making payment by BPAY® or EFT, you certify that the aggregate of the payment paid by you for:
 - the parcel of Shares indicated on this Application Form or BPAY® or EFT; and
 - any other Shares applied for by you, or which you have instructed a custodian to acquire on your behalf under the SPP or any other similar arrangement in the 12 months prior to making payment by BPAY® or EFT does not exceed A\$30,000.
7. The maximum subscription limitation of A\$30,000 will apply even if you have received more than one Application Form (whether in respect of a joint holding or because you have more than one holding under separate security accounts).
8. You are not guaranteed to receive any Shares that you have applied for and the Company may, in its absolute and sole discretion:
 - a. scale back any applications made; and
 - b. reject your application, without limit.
9. By making payment of application monies, you certify that:
 - you wish to apply for Shares under the SPP as indicated on this Application Form and acknowledge that your application is irrevocable and unconditional;
 - you received a copy of the Offer Booklet and you have read and understood the terms and conditions of the SPP;
 - you agree to be bound by the Constitution of the Company and the terms and conditions in the Offer Booklet;
 - you agree to accept any lesser number of Shares than the number of shares applied for; and
 - you are not in the United States and are not acting for the account or benefit of a person in the United States and have not sent any offering materials relating to the SPP offer to any person in the United States.

If you require further information about the Offer, please contact the Lead Manager, Reach Corporate on 1300 805 795 or admin@reachmarkets.com.au, or Automatic on 1300 288 664 or +61 2 9698 5414 between 8:30am and 5:00pm (AEST).