



**AROVELLA THERAPEUTICS LIMITED**  
**ACN 090 987 250**

**PROSPECTUS**

This Prospectus contains an offer of up to 100 New Shares at an issue price of \$0.125 per New Share (**Cleansing Offer**) and 39,905,699 Placement Options on the basis of one free attaching Placement Option for every three Placement Shares subscribed for and issued under the Placement (**Placement Options Offer**) (together, the **Offers**).

This Prospectus has also been prepared for the purposes of section 708A(11) of the Corporations Act, to remove any trading restrictions on Shares issued or may be issued by the Company prior to the Closing Date.

There is no general offer of Shares under this Prospectus.

**THIS IS AN IMPORTANT DOCUMENT WHICH REQUIRES YOUR IMMEDIATE  
ATTENTION AND SHOULD BE READ IN ITS ENTIRETY.**

**AN INVESTMENT IN THE SECURITIES OFFERED BY THIS PROSPECTUS SHOULD BE  
CONSIDERED HIGHLY SPECULATIVE IN NATURE.**

**IF YOU ARE IN DOUBT ABOUT WHAT TO DO, YOU SHOULD CONSULT YOUR  
STOCKBROKER, ACCOUNTANT, SOLICITOR, OR OTHER PROFESSIONAL ADVISER.**

***NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES***

# IMPORTANT INFORMATION

## General

This Prospectus is dated 26 February 2025 and was lodged with ASIC on that date. Neither ASIC nor ASX (or their respective officers) take any responsibility for the contents of this Prospectus or the merit of the investment to which this Prospectus relates.

No New Shares or Placement Options will be issued on the basis of this Prospectus any later than 13 months after the date of this Prospectus (being the expiry date of this Prospectus).

A copy of this Prospectus is available for inspection at the office of the Company at Corporate One, 84 Hotham Street, Preston VIC 3072 during normal business hours. The Company will provide a copy of this Prospectus to an eligible person on request. The Company will also provide copies of certain documents on request (see Section 4.2).

The New Shares and Placement Options offered by this Prospectus should be considered highly speculative. Please refer to Section 3 for non-exhaustive details relating to investment risks.

This Prospectus will be made available in electronic form. Eligible persons having received a copy of this Prospectus in its electronic form may, subject to applicable laws, obtain an additional paper copy of this Prospectus (free of charge) from the Company's principal place of business by contacting the Company. The Offers contemplated by this Prospectus is only available in electronic form to persons receiving an electronic version of this Prospectus within Australia.

No person is authorised to give any information or to make any representation in connection with the Offers which is not contained in this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with the Offers.

## Updates to Prospectus

Except in each case as required by law or regulation, the Company does not intend to update this Prospectus and does not accept any obligation to provide the recipient with access to information or to provide any additional information or to correct any inaccuracies that may become apparent in the Prospectus or in any other information that may be made available concerning the Company. Potential investors should conduct their own due diligence investigations regarding the Company.

## Application Form

Applications for New Shares or Placement Options will only be accepted on an Application Form which is attached to, or provided by the Company, with a copy of this Prospectus either in paper or electronic form. The Corporations Act prohibits any person from passing on to another person an Application Form unless it is accompanied by or attached to a complete and unaltered copy of this Prospectus.

By returning an Application Form, you acknowledge that you have received and read this Prospectus and you have acted in accordance with the terms of the Offers detailed in this Prospectus.

## Continuously quoted securities

In preparing this Prospectus, regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and that certain matters may reasonably be expected to be known to investors and their professional advisers. This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX (including the Company's ASX announcements) and does not include all information that would be included in a prospectus for an initial public offering.

## Exposure period

No exposure period applies to the Offers.

## **Speculative investment**

An investment in the New Shares and Placement Options should be considered highly speculative. There is no guarantee that, nor forecast made of whether, the New Shares or Placement Options offered pursuant to this Prospectus will make a return on the capital invested, whether dividends will be paid on the New Shares or Placement Options or whether there will be an increase in the value of the New Shares or Placement Options in the future.

Prospective investors should carefully consider whether the New Shares or Placement Options offered pursuant to this Prospectus are an appropriate investment for them in light of their personal circumstances, including their financial and taxation position.

Refer to Section 3 for details of the key (non-exhaustive) risks applicable to an investment in the Company.

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

This Prospectus does not take into account the investment objectives, financial or taxation needs or other particular needs of any Applicant. Before making any investment in the Company, each Applicant should consider (without limitation) whether such an investment is appropriate to his/her particular needs, their individual risk profile for speculative investments, investment objectives and individual financial circumstances. If persons considering applying for New Shares have any questions, they should consult their stockbroker, solicitor, accountant or other professional adviser.

## **Not Investment Advice**

The information detailed in this Prospectus is not investment or financial product advice and does not take into account your investment objectives, financial situation or particular needs. This Prospectus should not be construed as financial, taxation, legal or other advice. The Company is not licensed to provide financial product advice in respect of its Shares or any other financial products.

No entity or person named in this Prospectus warrants or guarantees the Company's performance, the repayment of capital by the Company or any return on investment made pursuant to this Prospectus.

## **Forward-looking statements**

This Prospectus contains forward-looking statements which may be identified by words such as 'believes', 'estimates', 'expects', 'intends', 'may', 'will', 'would', 'could', or 'should' and other similar words that involve risks and uncertainties. These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and management of the Company. Past performance is not a guide to future performance. Key risks associated with an investment in the Company are detailed (non-exhaustively) in Section 3. These and other factors could cause actual results to differ materially from those expressed in any forward-looking statements.

The Company has no intention to update or revise forward-looking statements, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.

The Company cannot and does not give assurances that the results, performance or achievements expressed or implied in the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

## Foreign Investors

No action has been taken to permit the offer of New Shares or Placement Options under this Prospectus in any jurisdiction other than Australia.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of those laws. This Prospectus and any accompanying Application Form do not, and are not intended to, constitute an offer of New Shares or Placement Options in any jurisdiction where, or to any person to whom, it would be unlawful to issue this Prospectus.

This Prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The New Shares and the Placement Options have not been, and will not be, registered under the *US Securities Act of 1933 (US Securities Act)* or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares and Placement Options may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

## Website

No document or information (such as is included on the Company's website) is incorporated by reference into this Prospectus.

## Currency

All financial amounts contained in this Prospectus are expressed as Australian dollars unless otherwise stated.

## Rounding

Any discrepancies between totals and sums and components in tables contained in this Prospectus are due to rounding.

## Time

All references to time in this Prospectus are references to AEDT, unless otherwise stated.

## Glossary

Defined terms and abbreviations used in this Prospectus are detailed in the glossary of terms in Section 6.

## CORPORATE DIRECTORY

### Directors

Dr Thomas Duthy – Non-Executive Chair  
Dr Michael Baker – Managing Director & CEO  
Dr Debora Barton – Non-Executive Director  
Mr Gary Phillips – Non-Executive Director  
Dr Elizabeth Stoner – Non-Executive Director

### Company Secretary

Mr Timothy David Luscombe

### Registered Office

Corporate One, 84 Hotham Street, Preston VIC 3072

Telephone: +61 3 9863 6472

### Website

[www.arovella.com](http://www.arovella.com)

### ASX Code: ALA

### Share Registry\*

Automatic Pty Ltd  
Level 35, 477 Collins Street  
Melbourne VIC 3000

Telephone: 1300 288 664

### Auditor\*

HLB Mann Judd (WA Partnership)  
Level 4, 130 Stirling Street  
Perth WA 6000

### Solicitors

Thomson Geer  
Level 23, Rialto South Tower  
525 Collins Street  
Melbourne VIC 3000

\* These entities are included for information purposes only. They have not been involved in the preparation of this Prospectus.

## INDICATIVE TIMETABLE\*

Event	Date (2025)
Lodgement of Prospectus with ASIC and ASX	Wednesday, 26 February
Lodgement of Appendix 3B with ASX	Wednesday, 26 February
Opening Date of Offers	Wednesday, 26 February
Anticipated date of issue of Placement Options	Wednesday, 5 March
Lodgement of Appendix 2A applying for Official Quotation of Placement Options	
Closing Date of Offers	5:00pm AEDT Monday, 31 March

\* The above timetable is indicative only and may change. The Company reserves the right to amend any and all of the above dates without notice (including, without limitation, subject to the Listing Rules and the Corporations Act, to close the Offers early, to extend the Closing Date, to accept late Applications (either generally or in particular cases) or to cancel the Offers before New Shares or Placement Options are issued by the Company). If the Cleansing Offer is cancelled before the issue of New Shares, then any Application Monies will be refunded in full (without interest) as soon as practicable in accordance with the requirements of the Corporations Act.

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## 1 Details of the Offers

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### 1.1 The Offers

#### **Background**

On 26 February 2025, the Company announced a placement (**Placement**) to raise approximately \$15 million (before costs) through the issue of 119,717,123 Shares (**Placement Shares**) to sophisticated and institutional investors (**Placement Participants**) at \$0.125 per Placement Share, and an issue of 39,905,699 free attaching Placement Options on the basis of 1 free attaching Placement Option for every 3 Placement Shares subscribed for and issued under the Placement.

The Company is offering, pursuant to this Prospectus:

- (a) 100 Shares (**New Shares**) at an issue price of \$0.125 per New Share (**Cleansing Offer**); and
- (b) 39,905,699 Placement Options on the basis of one free attaching Option (**Placement Option**) for every three Placement Shares subscribed for and issued under the Placement (**Placement Options Offer**),

(together, the **Offers**).

The issue of Placement Shares is proposed to be undertaken before the Closing Date of the Cleansing Offer, using the Company's available placement capacity under Listing Rule 7.1. The issue of this Prospectus will remove trading restrictions on those Placement Shares when issued.

#### **Cleansing Offer**

The Company is only extending the Cleansing Offer to specific parties upon invitation from the Directors. The Company will only provide Application Forms for the Cleansing Offer to these parties.

New Shares issued under the Cleansing Offer will be issued as fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the existing Shares on issue. Refer to Section 4.1 for a summary of the rights and liabilities attaching to the New Shares under the Cleansing Offer.

#### **Placement Options Offer**

The Company is offering pursuant to this Prospectus 39,905,699 Placement Options, exercisable at \$0.15 each and expiring 24 May 2027, on the basis of one (1) free attaching Placement Option for every three (3) Placement Shares subscribed for and issued under the Placement. The Placement Options are otherwise subject to the terms and conditions set out in Section 4.2.

Based on the number of Shares issued under the Placement, 39,905,699 Placement Options may be issued under the Placement Options Offer. No funds will be raised from the issue of the Placement Options under this Prospectus.

The Company is only extending the Placement Options Offer to the Placement Participants. The Company will only provide Application Forms for the Placement Options Offer to these parties.

Shares issued on exercise of the Placement Options will rank equally with the Shares on issue as at the date of this Prospectus. Refer to Section 4.1 for a summary of the rights and liabilities attaching to the Shares.

## 1.2 Purpose of Offers

Generally, section 707(3) of the Corporations Act requires that a prospectus is issued in order for a person to whom securities were issued without disclosure under Part 6D of the Corporations Act to on-sell those securities within twelve months of the date of their issue.

Section 708A(5) of the Corporations Act provides an exception to section 707(3) where an entity issues a 'cleansing' notice under section 708A(5). The Company has been suspended from trading on the ASX for more than five trading days in the last twelve months and, as a result, is precluded from issuing a 'cleansing' notice in accordance with section 708A(5) of the Corporations Act.

Section 708A(11) of the Corporations Act provides an exemption from the general requirement in section 707(3) of the Corporations Act where:

- (a) the relevant securities are in a class of securities of the company that are already quoted on ASX;
- (b) a prospectus is lodged with ASIC either:
  - (i) on or after the day on which the relevant securities were issued but before the day on which the sale offer is made; or
  - (ii) before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued; and
- (c) the prospectus is for an offer of securities issued by the company that are in the same class of securities as the relevant securities.

The purpose of the Offers under this Prospectus is to comply with section 708A(11) of the Corporations Act to remove any trading restrictions that may have attached to Shares issued or to be issued by the Company on or prior to the Closing Date of the Offers so that the holders of those Shares, if they choose to, may sell those Shares within the twelve months following their issue, without the issue of a prospectus.

The Company has also issued this Prospectus for the offer of the Placement Options to Placement Participants and to facilitate secondary trading of the Shares to be issued upon exercise of the Placement Options to be issued under the Placement Options Offer. Issuing the Placement Options under this Prospectus will enable their holders to on-sell the Shares issued on exercise of the Placement Options pursuant to *ASIC Corporations (Sale Offers That Do Not Need Disclosure) Instrument 2016/80*.

Accordingly, the primary purposes of this Prospectus are to:

- (d) comply with section 708A(11) of the Corporations Act to remove any trading restrictions on Shares that may be issued prior to the Closing Date (including, without limitation, the Placement Shares);
- (e) make the offer of Placement Options pursuant to the Placement; and
- (f) ensure that the on-sale of the Shares issued on conversion of the Placement Options do not breach section 707(3) of the Corporations Act.

The purpose of this Prospectus is not to raise capital.

## 1.3 Opening and Closing Dates

The Company will accept Application Forms from the Opening Date of Wednesday, 26 February 2025 until the Closing Date of 5.00pm (AEDT) on Monday, 31 March 2025 or such other date as the Directors in their absolute discretion determine, subject to the requirements of the Listing Rules.



The above dates are indicative only and subject to change without notice. The Company may vary these dates, including to close an Offer early, extend the Closing Date for one or more of the Offers, or to withdraw the Offer(s) at any time prior to issue of the securities. If any of the dates are changed, subsequent dates may also change.

You are encouraged to lodge your Application Form as soon as possible after the Opening Date.

#### **1.4 Minimum subscription**

There is no minimum subscription in relation to the Offers.

#### **1.5 Oversubscriptions**

The Company will not accept any oversubscriptions in relation to the Offers.

#### **1.6 Not underwritten**

The Offers are not underwritten.

#### **1.7 Issue and dispatch**

Any New Shares or Placement Options to be issued under the Offers are expected to be issued on or around the issue date specified in the Indicative Timetable.

It is the responsibility of Applicants to determine their allocation prior to trading in the New Shares or Placement Options. Applicants who sell New Shares or Placement Options before they receive their holding statements will do so at their own risk.

#### **1.8 Application Monies held on trust**

All Application Monies received for the New Shares will be held on trust in a bank account maintained solely for the purpose of depositing Application Monies received pursuant to this Prospectus until the New Shares are issued. All Application Monies will be returned (without interest) if the New Shares are not issued.

#### **1.9 ASX quotation**

Application for Official Quotation of the New Shares offered pursuant to this Prospectus will be no later than seven days after the date of this Prospectus. The Company also intends to apply for Official Quotation of the Placement Options within seven days after the date of this Prospectus.

If the New Shares or Placement Options (as applicable) are not admitted to Official Quotation by ASX before the expiration of three months after the date of issue of this Prospectus, or such period as varied by ASIC, the Company will not issue any New Shares or Placement Options (as applicable) and will repay all Application Monies for the New Shares within the time prescribed under the Corporations Act without interest (if applicable).

ASX takes no responsibility for the contents of this Prospectus. The fact that ASX may grant Official Quotation is not to be taken in any way as an indication of the merits of the Company or the New Shares or Placement Options.

#### **1.10 CHESS**

The Company participates in the Clearing House Electronic Subregister System, known as CHESS. ASX Settlement, a wholly owned subsidiary of ASX, operates CHESS in accordance with the Listing Rules and the ASX Settlement Operating Rules.

Under CHESS, Applicants will not receive a certificate but will receive a statement of their holding of New Shares or Placement Options. If you are broker sponsored, ASX Settlement will send you a CHESS statement.

The CHESS statement will set out the number of New Shares or Placement Options issued under this Prospectus and provide details of your holder identification number, the participant identification number of the sponsor and the terms and conditions applicable to the New Shares or Placement Options.

If you are registered on the Issuer Sponsored subregister, your statement will be dispatched by the Share Registry and will contain the number of New Shares or Placement Options issued to you under this Prospectus and your security holder reference number.

A CHESS statement or Issuer Sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their shareholding changes. Shareholders may request a statement at any other time, however, a charge may be made for additional statements.

#### **1.11 Applicants outside Australia**

This Prospectus and any accompanying Application Form do not, and are not intended to, constitute an offer of New Shares or Placement Options in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus or the New Shares or Placement Options. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

#### **1.12 Withdrawal**

The Directors may at any time decide to withdraw this Prospectus and the Offers, in which case, the Company will return any Application Monies (without interest) in accordance with the Corporations Act.

#### **1.13 Risk factors**

An investment in the New Shares and Placement Options should be regarded as highly speculative. In addition to the general risks applicable to all investments in listed securities, there are specific risks associated with an investment in the Company which are detailed (non-exhaustively) in Section 3.

#### **1.14 Taxation implications**

The Directors do not consider it appropriate to give Applicants advice regarding the taxation consequences of subscribing for New Shares under the Cleansing Offer or Placement Options under the Placement Options Offer.

The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Applicants. As a result, Applicants should consult their professional tax adviser in connection with subscribing for New Shares under the Cleansing Offer or Placement Options under the Placement Options Offer.

#### **1.15 Privacy**

The Company collects information about each Applicant provided on an Application Form for the purposes of processing the Application and, if the Application is successful, to administer the Applicant's security holding in the Company. Such information may be used to assess your Application, service your needs as a holder of Shares or Options, provide facilities and services that you request and carry out appropriate administration.

By submitting an Application Form, each Applicant agrees that the Company may use the information provided by an Applicant on the Application Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the Share Registry, the Company's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities, or as otherwise permitted under the *Privacy Act 1988* (Cth) (as amended).

The information may also be used from time to time by, and disclosed to, persons inspecting the register, bidders for securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Share Registry.

If you do not provide the information required on the Application Form, the Company may not be able to accept or process your Application.

Shareholders can access, correct and update the personal information that the Company holds about them by contacting the Company or the Share Registry at the relevant contact numbers detailed in this Prospectus. A fee may be charged for access. Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules.

#### **1.16 Major activities and financial information**

A summary of the major activities and financial information relating to the Company can be found in the Company's consolidated financial statements for the year ended 30 June 2024 lodged with ASX on 22 August 2024 (**FY24 Financial Report**). The Company has issued continuous disclosure notices (i.e., ASX announcements) since the lodgement of its FY24 Financial Report.

The Company's continuous disclosure notices (i.e. ASX announcements) since the lodgement of the Annual Report are listed in Section 4.2.

Copies of these documents are available free of charge from the Company. The Directors strongly recommend that Applicants review these and all other announcements prior to deciding whether or not to participate in the Offers.

#### **1.17 Application Forms**

The Company will send this Prospectus, together with Application Forms, to selected persons whom the Directors determine are eligible to participate in the Offers.

If you are selected by the Directors and you wish to subscribe for New Shares pursuant to the Cleansing Offer, or Placement Options pursuant to the Placement Options Offer, you should complete and return the Application Form, which will be provided with a copy of this Prospectus by the Company at the Directors' discretion, in accordance with the instructions in the Application Form.

If you are in doubt as to the course of action, you should consult your professional advisor.

The Company reserves the right to reject any Application or to issue a lesser number of New Shares than those applied for. Where the number of New Shares issued is less than the number applied for, any surplus Application Monies will be refunded (without interest) in accordance with the Corporations Act.

If the number of Placement Options applied for under the Placement Options Offer is more than the number of Placement Options to which the Placement Participant is entitled under the Placement Options Offer, the Company reserves the right to return the Application Form and not issue any Placement Options to the Placement Participant, or to accept it in respect of a lesser number of Placement Options.

Completed Application Forms must be received by the Company prior to the Closing Date.

#### **1.18 Acceptance of Application**

Acceptance of a completed Application Form by the Company creates a legally binding contract between the Applicant and the Company for the number of New Shares or Placement Options accepted by the Company. The Application Form does not need to be signed to be a binding Application.

If the Application Form is not completed correctly, it may still be treated as valid. The Directors' decision as to whether to treat the Application Form as valid and how to construe, amend or complete the Application Form is final.

By completing and returning an Application Form, Applicants will be deemed to have represented and warranted on behalf of themselves or each person on whose account they are acting, that the law in their place of residence and/or where they have been given the Prospectus does not prohibit them from being given the Prospectus and that they:

- (a) agree to be bound by the terms of the relevant Offer;
- (b) declare that all details and statements in the Application Form are complete and accurate;
- (c) declare that they are over 18 years of age and have full legal capacity and power to perform all their rights and obligations under the Application Form;
- (d) authorise the Company and its respective officers or agents, to do anything on their behalf necessary for the New Shares or Placement Options (as applicable) to be issued to them;
- (e) acknowledge that the information contained in, or accompanying, the Prospectus is not investment or financial product advice or a recommendation that the securities are suitable for them given their investment objectives, financial situation or particular needs;
- (f) acknowledge that the New Shares or Placement Options (as applicable) have not, and will not be, registered under the securities laws in any other jurisdictions outside Australia; and
- (g) in the case of Placement Options, meet the eligibility criteria of the expected target market for the Placement Options outlined in the Target Market Determination, a copy of which can be accessed at the Company's website (<https://www.arovella.com/>).

#### 1.19 **Powers of the Company in relation to Applications**

There is no assurance that any Applicant will be allocated any New Shares or Placement Options, or the number of New Shares or Placement Options for which the Applicant has applied. Without limitation, the Directors may in their absolute discretion, without notice to any Applicant and without giving any reason:

- (a) withdraw one or both of the Offers at any time before the issue of New Shares or Placement Options (as applicable) to successful Applicants;
- (b) decline an Application;
- (c) accept an Application for its full amount or any lower amount;
- (d) determine a person to be eligible or ineligible to participate in the Cleansing Offer or Placement Options Offer;
- (e) waive or correct any errors made by an Applicant in completing their Application Form;
- (f) amend or waive the Offers application procedures or requirements in compliance with applicable laws; or
- (g) aggregate any Applications that they believe may be multiple Applications from the same person.

#### 1.20 **Enquiries concerning Prospectus**

Enquiries relating to this Prospectus should be directed to the Company's Company Secretary, Tim Luscombe, at [tim.luscombe@bio101.com](mailto:tim.luscombe@bio101.com).

## 2 Effect of the Offers

### 2.1 Effect on Capital Structure

The effect of the Offers on the capital structure of the Company, assuming the maximum number of New Shares are issued pursuant to the Cleansing Offer and the maximum number of Placement Options are issued pursuant to the Placement Options Offer, will be to:

- (a) increase the number of Shares on issue from 1,064,153,542 Shares to 1,064,153,642; and
- (b) increase the number of Options currently on issue by a maximum of 39,905,699 Options.

Assuming that no further Shares are issued and none of the existing unquoted Options are exercised, the effect of the Offers on the Company's issued capital as at the date of this Prospectus is as shown in the following table:

	Shares	Options
Securities on issue as at the date of this Prospectus	1,064,153,542	198,836,002 <sup>1</sup>
New Shares to be issued under the Cleansing Offer	100	Nil
Placement Options to be issued under the Placement Options Offer	Nil	39,905,699
<b>Total</b>	<b>1,064,153,642<sup>2</sup></b>	<b>238,741,701</b>

**Notes:**

1 *Comprising:*

- (a) ALAAB – 1,286,667 options exercisable at \$0.057 per option and expiring 17 June 2025;
- (b) ALAAC – 1,286,667 options exercisable at \$0.061 per option and expiring 17 June 2025;
- (c) ALAAD – 1,286,666 options exercisable at \$0.065 per option and expiring 17 June 2025;
- (d) ALAAL – 115,897,550 options exercisable at \$0.15 per option and expiring 24 May 2027;
- (e) ALAAE – 4,000,000 options exercisable at \$0.207 per option and expiring 10 April 2026; and
- (f) ALAAA – 75,078,452 options exercisable at various prices and expiring on various dates.

2 *This does not include any Shares issued to Placement Participants under the Placement.*

### 2.2 Use of funds

No material funds will be raised from Offers pursuant to this Prospectus as:

- (a) the issue of the New Shares pursuant to this Prospectus would raise a nominal amount of \$12.50 (before costs); and
- (b) the Placement Options issued pursuant to this Prospectus are free options which attach on a 1-for-3 basis to the Placement Shares issued under the Placement.

After paying for the expenses of the Offers, there will be nil proceeds from the Offers. The expenses of the Offers exceeding \$12.50 (being the amount raised if the Offers are fully subscribed) will be met from the Company's existing cash reserves. The Offers will otherwise have a minimal effect on the Company's financial position, being receipt of funds of \$12.50 (before costs), noting that no funds will be raised from the Placement Options Offer.

If all 39,905,699 Placement Options are exercised prior to their expiry date of 24 May 2027, the Company will raise a total of \$5,985,855. The manner of application of any funds from the exercise of Placement Options will depend on when Placement Options are exercised and the status of the Company's activities and requirements at the relevant time. As at the date of this Prospectus, Arovella expects that it would apply any such funds raised from the exercise of Placement Options towards strengthening Arovella's iNKT cell therapy pipeline and advancing Arovella's solid tumour products, and its general working capital requirements.

Arovella will also raise approximately \$15 million from the issue of the Placement Shares (although the Placement Shares are not being offered under this Prospectus). Arovella intends to use funds raised under the Placement:

- (c) to complete enrolment and report initial safety and efficacy data for the planned phase 1, first-in-human clinical trial for Arovella's lead product, ALA-101. The phase 1 clinical trial is for patients with CD19-positive non-Hodgkin's lymphoma and leukemia;
- (d) to strengthen Arovella's iNKT cell therapy pipeline and advance Arovella's solid tumour products; and
- (e) for general working capital purposes.

The above is a statement of current intentions at the date of this Prospectus Date. Intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis

### 2.3 **Effect on control**

The Company considers that the Offers will not affect the control (as defined by section 50AA of the Corporations Act) of the Company. The Company's issued capital will increase by a maximum of 100 Shares as a result of the Cleansing Offer and by a maximum of 39,905,699 Placement Options as a result of the Placement Options Offer. No person, as a result of the Offers, will increase their Voting Power in the Company:

- (a) from 20% or below to more than 20% of issued Shares of the Company; or
- (b) from a starting point that is above 20% and below 90% of issued Shares of the Company.

### 3 Risk Factors

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The New Shares and Placement Options are considered highly speculative and carry no guarantee with respect to the payment of dividends or returns of capital. An investment in the Company is not risk free and the Directors strongly recommend that potential investors consult their professional advisers and consider the risks described below, together with information contained elsewhere in this Prospectus, before deciding whether to apply for New Shares or Placement Options.

The following list of risks ought not to be taken as exhaustive of all the risks faced by the Company or by Shareholders. The proposed future activities of the Company are subject to a number of risks and other factors which may impact its future performance. Some of these risks can be managed and mitigated by planning and the use of safeguards and appropriate controls. However, many of the risks are outside the control of the Company or the Directors and cannot be mitigated.

#### 3.1 Risks specific to the Offers

##### (a) Quotation risk

The Company intends to apply for quotation of the Placement Options subject to compliance of ASX and the Listing Rules.

The Company makes no guarantee that any such application for quotation will be successful and there is a risk that the Company will not be able to satisfy the ASX requirements for quotation. In the event that the Company is unable to satisfy the ASX requirements, the Placement Options will still be issued, but will be unquoted Options. If the Placement Options are admitted to Official Quotation, the price of the Placement Options is subject to uncertainty and there can be no assurance that an active market for the Placement Options will develop or continue after the Offers.

##### (b) Option risk and dilution

Options are, by their nature, only of value at times when the exercise price is lower than the price of the underlying Shares. There is no guarantee that the Placement Options offered under this Prospectus will, at any particular time, have an exercise price which is lower than the price of the Shares.

There is a risk that the Placement Options may expire at a time when they have little or no value.

On completion of the Placement Options Offer, assuming the offer is fully subscribed and ASX's quotation conditions have been satisfied, there will be up to 39,905,699 additional quoted Options on issue. If exercised, these Placement Options will be converted into Shares, thereby causing the shareholdings of Shareholders to be diluted. However, each Placement Option has an exercise price of \$0.15, which means that the Company will receive additional funds of up to \$5,985,855 (before costs) upon exercise of the Placement Options, assuming all Placement Options the subject of the Placement Options Offer are issued and subsequently exercised. There is no certainty that Placement Options, if issued, will be exercised in full, or at all.

#### 3.2 Risks specific to the Company

##### (a) Going concern risk

The Company notes the material uncertainty related to going concern in the auditor's report to the members regarding the Company's financial statements for the year ended 30 June 2024 in the Annual Report. Specifically, the auditor draws attention to note 19(d) to those financial statements, which indicates that the Company incurred a loss of \$8,746,035 and had operating cash outflows of \$6,913,872 for the year ended 30 June 2024, and that, as of that date, the Company held cash and cash equivalents of \$12,714,407. As stated in note 19(d) to those financial statements, the Directors assessed that the going concern basis of preparation of the financial report is

appropriate as the Company has sufficient capital and, based on prior experience, they are confident that they can raise additional capital if and when required. However, should a potential equity raising not be completed, there is a material uncertainty that may cast significant doubt as to whether the Company will continue as a going concern, and whether it will be able to realise its assets and extinguish its liabilities in the normal course of business.

**(b) Dependency upon licence agreements**

Access to the intellectual property rights to develop and commercialise CAR-iNKT cells in the field of oncology is predicated on the continuing operation of the license agreements in place between the Company and its licensors. ALA is reliant on its licensors to have in place the relevant protection and rights to the technology as well as the authority to enter into the license agreements. Failure of a licensor or ALA to comply with the terms of the licence agreements without an appropriate countermeasure could have a material adverse on ALA's business, financial condition, operations or prospects.

**(c) Product development and regulatory risk**

ALA's ability to commercialise its intellectual property is reliant on its ability to generate preclinical and clinical data, including in respect of the new therapies using CAR-iNKT cells, which the Company is developing. These new therapies must undergo further clinical studies and those tests and trials may show that the product does not work in a safe and effective manner. There can be no guarantee that relevant regulatory agencies will allow ALA to undertake such trials. The development and approval process for any new products or applications of existing products may take longer and/or cost more than expected and may result in the Company not producing a viable product. Drug development is a highly risky business with a high rate of failure, including due to potential low therapeutic benefit and unacceptable toxicity. While the Company will conduct its clinical programs on the advice of consultants experienced in clinical trial design and regulatory affairs, there is no certainty that the trial design will provide appropriate data or that the data will meet the regulator's benchmark. This may require the Company to conduct further clinical studies, resulting in significant additional cost and delay. From the commencement of the clinical trial phase, the final drug development path typically takes between 7 to 11 years, depending on the indication.

**(d) Product manufacturing risk**

Cell therapies, like ALA's CAR-iNKT cell products, are complex therapeutics that rely on the use of a viral vector and human immune cells. The use of human immune cells as a raw material and the generation of a living therapeutic introduces the risk of variability between manufacturing runs. ALA relies on the input of world-class consultants, advisors and team members to manufacture its CAR-iNKT cell products and to prepare the documentation to support regulatory filings. Notwithstanding, there is no guarantee that ALA will not require additional time and incur additional costs to define a manufacturing process, and collect the relevant documentation, that appeases regulators such as the FDA and support the use of the material in clinical trials and for commercialisation.

**(e) Pipeline product in development and not approved for commercial sale**

ALA's ability to achieve profitability is dependent on several factors, including its ability to initiate and complete successful clinical trials, obtain regulatory approval for its CAR-iNKT technology and successfully commercialise its products. There is no guarantee that ALA's products will be commercially successful.

**(f) Regulatory and reimbursement approvals**

The research, development, manufacture, marketing and sale of products using ALA's technology are subject to varying degrees of regulation by a number of government authorities in Australia and overseas. Products developed using ALA's technology



must undergo a comprehensive and highly regulated development and review process before receiving approval for marketing. Products may also be submitted for reimbursement approval. The availability and timing of reimbursement approval may not be forthcoming and if it does, it may have an impact on the uptake and profitability of products in some territories.

**(g) Intellectual Property**

ALA's ability to leverage its innovation and expertise depends on its ability to secure and protect its intellectual property and any improvements to it. The intellectual property may not be capable of being legally protected, it may be the subject of unauthorised disclosure or be unlawfully infringed, or the Company may incur substantial costs in asserting or defending its intellectual property rights. This includes ALA's ability to obtain commercially valuable patent claims. Aside from the territories in which patents are currently granted, the patent applications are still pending, and additional patents are likely to be filed to provide for extensive protection.

**(h) Dependence upon key personnel**

ALA depends on the talent and experience of its personnel, and it may be difficult to replace them, or to do so in a timely manner or at comparable expense. The loss of services of one or more senior executives may have an adverse effect on the Company's operations.

**(i) Risk of delay and continuity of operations**

ALA may experience delay in achieving a number of critical milestones, including, completion of clinical trials, obtaining regulatory approvals, manufacturing, and securing commercial partners. Any material delays may impact adversely upon the Company, including the timing of results and the initiation and completion of clinical trials.

**(j) Future capital requirements**

ALA is generally loss making and the Company will require substantial additional financing in the future to sufficiently fund its operations, research and development, manufacturing and clinical trials. Any additional equity financing may be dilutive to shareholders (who may not have the opportunity to participate in that raising), and may be undertaken at lower prices than any prior offer prices. Should the Company require additional funding, there can be no assurance that additional financing will be available on acceptable terms or at all. Any inability to obtain additional financing, if required, would have a material adverse effect on the Company's business, financial condition and results of operations. The Company's actual cash requirements may vary from those now planned and will depend upon many factors, including the continued progress of its research and development programs, the timing, costs and results of clinical trials, the cost, timing and outcome of submissions for regulatory approval and the status and timing of competitive developments.

**(k) Contractual risk**

Any dispute or breakdown in the relationship between the Company and counterparties to its contracts including the licensors for its technologies, could adversely impact the business if the Company is in breach of any of its agreements and its counterparties seek to pursue the Company for breach of contract or enforce security interests against the Company's assets (and conversely the Company depends on such counterparties performing their obligations under such agreement).

### 3.3 General Risks

The following risks have been identified as being some general risks associated with an investment in the Company, noting its publicly listed status:

**(a) Economic risks**

The operating and financial performance of the Company is influenced by a variety of general economic and business conditions, including levels of consumer spending, inflation, interest rates, access to debt and capital markets, international economic conditions, significant acts of terrorism, hostilities or war or natural disasters, and government fiscal, monetary and regulatory policies. Prolonged deterioration in general economic conditions may have an adverse impact on the Company's business or financial condition. No guarantee can be made that the Company's market performance will not be adversely affected by any such market fluctuations or factors.

**(b) Market conditions**

An investment in the Company's Shares has the general risks associated with any investment in the share market. Returns from an investment in Shares will depend on general stock market conditions as well as the performance of the Company. The market price of the Company's Shares can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general. The trading price of the Company's Shares may be subject to fluctuations in response to factors such as actual or anticipated variations in the Company's operating results, announcements of new contracts by the Company or its competitors, announcements by the Company or its competitors of significant acquisitions, technological developments, capital commitments, additions or departures of key personnel and other events or factors, many of which are beyond the Company's control.

Further, general share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as: general economic outlook; interest rates and inflation rates; currency fluctuations; changes in investor sentiment; the demand for, and supply of, capital; and terrorism or other hostilities. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

**(c) Liquidity risk**

The market for the Company's Shares may be illiquid. As a consequence, investors may be unable to readily exit or realise their investment.

**(d) Force majeure**

The Company's contracts now or in the future may be adversely affected by risks outside the control of the Company including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, pandemics, epidemics or quarantine restrictions.

**(e) Taxation and government regulations**

Changes in taxation and government legislation in a range of areas (for example, the Corporations Act, accounting standards, and taxation law) can have a significant influence on the outlook for companies and the returns to investors. The recoupment of taxation losses accrued by the Company from any future revenues is subject to the satisfaction of tests outlined in taxation legislation or regulations in the jurisdictions in which the Company operates. There is no guarantee that the Company will satisfy all of these requirements at the time it seeks to recoup its tax losses which may impact on the financial performance and cash flows of the Company.

**(f) Litigation risk**

The Company is not currently engaged in any litigation. However, the Company is exposed to the risk of actual or threatened litigation or legal disputes in the form of customer claims, intellectual property claims, personal injury claims, employee claims and other litigation and disputes. If any claim was successfully pursued it may adversely impact the financial performance, financial position, cash flow, share price and/or industry standing of the Company.

(g) **Insurance risk**

The Company intends to insure its operations in accordance with industry practice. However, in certain circumstances, the Company's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company.

3.4 **Investment speculative**

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company.

The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the New Shares offered under this Prospectus. Therefore, the New Shares and Placement Options to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those New Shares or Placement Options. Potential investors should consider that the investment in the Company is highly speculative and should consult their professional adviser before deciding whether to apply for New Shares or Placement Options pursuant to this Prospectus.

## 4 Additional information

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### 4.1 Rights and liabilities attaching to New Shares

A summary of the rights attaching to New Shares, and the Shares issued on the exercise of the Placement Options is detailed below. The New Shares and the Shares issued on the exercise of the Placement Options will rank *pari passu* in all respects with existing Shares. This summary is qualified by the full terms of the Constitution (a full copy of the Constitution is available from the Company on request free of charge) and does not purport to be exhaustive or to constitute a definitive statement of the rights and liabilities of Shareholders. These rights and liabilities can involve complex questions of law arising from an interaction of the Constitution with statutory and common law requirements. For a Shareholder to obtain a definitive assessment of the rights and liabilities which attach to Shares in any specific circumstances, the Shareholder should seek legal advice.

(a) **Voting at a general meeting**

At a general meeting of the Company, every Shareholder present in person or by proxy, representative or attorney has one vote on a show of hands and, on a poll, one vote for each Share held.

(b) **Meeting of members**

Each Shareholder is entitled to receive notice of, attend and vote at general meetings of the Company and to receive all notices, accounts and other documents required to be sent to Shareholders under the Constitution, Corporations Act and Listing Rules.

(c) **Dividends**

The Board may from time to time resolve to pay dividends to Shareholders and fix the amount of the dividend, the time for determining entitlements to the dividend and the timing and method of payment.

(d) **Transfer of shares**

Subject to the Constitution, Shares may be transferred by a proper transfer effected in accordance with ASX Settlement Operating Rules, by a written instrument of transfer that complies with the Constitution or by any other method permitted by the Corporations Act, Listing Rules or ASX Settlement Operating Rules. The Board may refuse to register a transfer of Shares where the transfer is not in registrable form, the Company has a lien over any of the Shares transferred, and where otherwise permitted to do so under the Corporations Act, Listing Rules or ASX Settlement Operating Rules. The Board must refuse to register a transfer of Shares when required by the Corporations Act, Listing Rules or ASX Settlement Operating Rules.

(e) **Issue of further shares**

Subject to the Corporations Act, Listing Rules and ASX Settlement Operating Rules and any rights and restrictions attached to a class of shares, the Company may issue, or grant options in respect of further Shares on such terms and conditions as the Board resolves.

(f) **Winding up**

If the Company is wound up, then subject to any rights or restrictions attached to a class of Shares, any surplus must be divided among the Company's members in the proportions which the amount paid (including the amount credited) on the shares of a member bears to the total issue price of the shares of all members.

(g) **Unmarketable parcels**

Subject to the Corporations Act, Listing Rules and ASX Settlement Operating Rules, the Company may sell the Shares of a Shareholder who holds less than a marketable parcel of Shares.

(h) **Share buy backs**

Subject to the Corporations Act, Listing Rules and ASX Settlement Operating Rules, the Company may buy back Shares in itself on terms and at times determined by the Board.

(i) **Variation of class rights**

Subject to the Corporations Act and the terms of issue of a class of shares, the rights attaching to any class of shares may be varied or cancelled:

- (i) with the consent in writing of the holders of 75% of the issued shares included in that class; or
- (ii) by a special resolution passed at a separate meeting of the holders of those shares.

#### 4.2 **Terms and conditions of Placement Options**

The material terms and conditions of the Placement Options are as follows:

(a) **Entitlement**

Each Placement Option entitles the holder to subscribe for one Share upon exercise of the Placement Option.

(b) **Exercise Price**

The amount payable upon exercise of each Placement Option will be \$0.15 (**Exercise Price** in relation to each Placement Option).

(c) **Expiry Date**

Each Placement Option will expire at 5.00pm (AEST) on 24 May 2027 (**Expiry Date** in relation to each Placement Option).

Any Placement Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Placement Options are exercisable at any time from the date of issue, on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Placement Options may be exercised during the Exercise Period by notice in writing to the Company in the manner acceptable to the Company (**Notice of Exercise**), and payment of the Exercise Price for each Placement Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Placement Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within five Business Days after the Exercise Date, the Company will issue the number of Shares required under these terms and conditions in respect of the number of Placement Options specified in the Notice of Exercise, and for which cleared funds have been received by the Company.

(h) **Shares issued on exercise**

Shares issued on exercise of the Placement Options rank equally with the then issued shares of the Company.

(i) **Participation in new issues**

There are no participation rights or entitlements inherent in the Placement Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Placement Options without exercising the Placement Options.

(j) **Change in exercise price**

A Placement Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Placement Option can be exercised.

(k) **Reconstruction**

In the event of any reconstruction (including consolidation, subdivisions, reduction or return) of the authorised or issued capital of the Company, all rights of the Placement Option holder shall be changed to the extent necessary to comply with the ASX Listing Rules applying at the time.

(l) **Transferability**

The Placement Options are non-transferable, unless the transfer is made to a related body corporate of the relevant Placement Option holder with the Company's consent.

(m) **Quotation**

The Company intends to apply to ASX for official quotation of the Placement Options.

If the Shares of the Company are quoted on the ASX, the Company will apply to the ASX for, and will use its best endeavours to obtain, quotation of all Shares issued on the exercise of any Placement Options within five business days of issue.

#### 4.3 **Company is a disclosing entity**

The Company is a 'disclosing entity' (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act, and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all ASX-listed companies, the Company is (subject to certain exceptions) required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities. The Shares have been quoted on the official list of the ASX during the three months prior to the issue of this Prospectus.

This Prospectus is a 'transaction specific prospectus' to which the special content rules under section 713 of the Corporations Act apply. That provision allows the issue of a more concise prospectus in relation to an offer of securities, or options to acquire securities, in a class which has been continuously quoted by ASX in the three months prior to the date of the prospectus. In general terms 'transaction specific prospectuses' are only required to contain information in relation to the effect of the issue of new Shares on the Company and the rights and liabilities attaching to the new Shares. It is not necessary to include general information in relation to all of the assets and liabilities, the financial position, profits and losses or prospects of the issuing company.

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

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the three months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

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

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date (inclusive of both dates):
  - (i) the Annual Report being the most recent annual financial report of the Company lodged with the ASIC before the issue of this Prospectus; and
  - (ii) any continuous disclosure notices announced by the Company to the ASX after the lodgement of the Annual Report referred to in paragraph (i) above and before the lodgement of this Prospectus with ASIC.

Copies of documents lodged with the ASIC in relation to the Company may be obtained from, or inspected at an ASIC office.

The Company has lodged the following announcements with ASX since the lodgement of its Annual Report to Shareholders on 22 August 2024:

Date	Description of announcement
26/02/2025	Arovella \$15m Placement to fund Phase 1
10/02/2025	Voluntary Suspension
06/02/2025	Trading Halt
04/02/2025	Notification of cessation of securities - ALA
04/02/2025	Application for quotation of securities - ALA
04/02/2025	Investor Presentation - Euroz Hartleys Healthcare Forum
31/01/2025	Quarterly Activities/Appendix 4C Cash Flow Report
30/01/2025	Update - Proposed issue of securities - ALA
20/01/2025	Notice Under Section 708A
20/01/2025	Application for quotation of securities - ALA
14/01/2025	Notice Under Section 708A
14/01/2025	Application for quotation of securities - ALA
10/01/2025	Proposed issue of securities - ALA
10/01/2025	Arovella \$20m Placement - fully funded to complete Phase 1
08/01/2025	Trading Halt
06/12/2024	Release of Shares from Escrow
29/11/2024	Change of Director's Interest Notice x5
26/11/2024	Notification regarding unquoted securities - ALA

15/11/2024	Notice Under Section 708A
15/11/2024	Application for quotation of securities - ALA
15/11/2024	Results of Annual General Meeting
15/11/2024	AGM Chairman's Address and CEO & MD Presentation
13/11/2024	Notice Under Section 708A
13/11/2024	Application for quotation of securities - ALA
29/10/2024	AusBioInvest Presentation
29/10/2024	Quarterly Activities/Appendix 4C Cash Flow Report
25/10/2024	Arovella receives R&D tax rebate of \$3.0 million
24/10/2024	Notice Under Section 708A
24/10/2024	Application for quotation of securities - ALA
18/10/2024	Notice Under Section 708A
18/10/2024	Application for quotation of securities - ALA
16/10/2024	Notice Under Section 708A
16/10/2024	Application for quotation of securities - ALA
16/10/2024	Investor Presentation
14/10/2024	Clinical Advisory Board established
09/10/2024	Notice of Annual General Meeting/Proxy Form
07/10/2024	Notification regarding unquoted securities - ALA
01/10/2024	Release of Shares from Escrow
19/09/2024	Notification regarding unquoted securities - ALA
19/09/2024	Application for quotation of securities - ALA
18/09/2024	Investor Webinar Presentation
18/09/2024	Becoming a substantial holder
18/09/2024	Change in substantial holding
12/09/2024	Updated Investor Webinar Presentation
12/09/2024	Investor Webinar Presentation
11/09/2024	2024 ESG Report
10/09/2024	ALA presents at Cell and Gene Therapy World Asia Conference
22/08/2024	Corporate Governance Statement
22/08/2024	Appendix 4G

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours. The announcements are also available through the Company's website at [www.arovella.com](http://www.arovella.com).

The following documents are available for inspection during normal business hours at the registered office of the Company:

- (a) this Prospectus; and
- (b) the Constitution.

#### 4.4 Information excluded from continuous disclosure notices

Other than as set out below, there is no information which has been excluded from a continuous disclosure notice in accordance with the Listing Rules, and which is required to be set out in this Prospectus.

As previously disclosed by Arovella:

- (a) the Company continues to advance its strategy of in-licensing novel technologies and establishing research collaborations with leading global Universities and Research Institutes;
- (b) the Company continues to have discussions with multiple groups for different sets of intellectual property that could be integrated into its iNKT cell platform; and
- (c) the Company continues to seek out opportunities and technologies that will enhance the persistence of CAR-iNKT cells.



The Company confirms that, as at the date of this Prospectus:

- (d) the outcome of these activities and discussions remains uncertain, and it is not possible for the Company to predict if they will culminate in any agreed outcome; and
- (e) the Company will continue to update the market as appropriate.

#### 4.5 Determination by ASIC

ASIC has not made a determination which would prevent the Company from relying on section 713 of the Corporations Act in issuing the New Shares or Placement Options.

#### 4.6 Directors' interests

Except as disclosed in this Prospectus, no Director (or entity in which they are a partner, director and/or a shareholder) has, or has had in the two years before the date of this Prospectus, any interests in:

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

and no amounts have been paid or agreed to be paid and no value or other benefit has been given or agreed to be given to:

- (d) any Director to induce him or her to become, or to qualify as, a Director; or
- (e) any Director for services which he or she (or an entity in which they are a partner, director and/or shareholder) has provided in connection with the formation or promotion of the Company or the Offers.

#### 4.7 Directors' interests in securities

Set out in the following table are details of the Directors' (and their respective associates') Relevant Interests in securities on issue in the Company at the date of this Prospectus:

Director	Shares	Options
Thomas Duthy <sup>1</sup>	4,747,444	7,460,736
Michael Baker <sup>2</sup>	6,567,472	11,837,014
Debora Barton <sup>3</sup>	263,157	5,772,000
Gary Phillips <sup>4</sup>	788,888	2,572,000
Elizabeth Stoner <sup>5</sup>	763,157	8,172,000

**Notes:**

- 1 4,644,444 Shares and 7,460,736 Options are held by Cipa Investments Pty Ltd <Cipa Investments A/C> and 103,000 Shares are held by Emmirato Pty Ltd. Both of these entities are controlled by Dr Thomas Duthy. Refer to Appendix 3Y lodged in relation to Dr Duthy on 29 November 2024 for further information.
- 2 Each of these securities is held by DMMY Holdings Pty Ltd, an entity controlled by Dr Michael Baker. Refer to Appendix 3Y lodged in relation to Dr Baker on 29 November 2024 for further information.
- 3 Each of these securities is held by Dr Debora Barton in her personal capacity. Refer to Appendix 3Y lodged in relation to Dr Barton on 29 November 2024 for further information.
- 4 722,222 Shares are held by Healthcare Management Consulting (Australia) Pty Ltd <The Gary Phillips Fam A/C> and 66,666 Shares are held by Healthcare Management Consulting <Gary Phillips Family A/C>. Both of these entities are controlled by Mr Gary Phillips. Refer to Appendix 3Y lodged in relation to Mr Phillips on 29 November 2024 for further information.
- 5 Each of these securities is held by Dr Elizabeth Stoner in her personal capacity. Refer to Appendix 3Y lodged in relation to Dr Stoner on 29 November 2024 for further information.

No related parties of the Company (nor their associates) will subscribe for New Shares pursuant to the Cleansing Offer or Placement Options pursuant to the Placement Options Offer.

#### 4.8 Directors remuneration

The remuneration of existing Directors for the past two financial years (30 June year-end) are as follows:

2024	Short-term employee benefits			Post-employment benefits	Long-term benefits	Issuance of shares	Share-based payments	
Director	Cash salary and fees (\$)	Bonus (\$)	Non-monetary benefits (\$)	Superannuation (\$)	Long service leave (\$)	Shares (\$)	Options (\$)	Total
Thomas Duthy	31,921	-	-	-	-	60,750	239,855	<b>332,526</b>
Michael Baker	340,000	69,712	(1,254)	27,449	5,404	-	117,000	<b>558,311</b>
Debora Barton	60,951	-	-	-	-	-	54,986	<b>115,937</b>
Gary Phillips	44,400	-	-	-	-	-	39,981	<b>84,381</b>
Elizabeth Stoner	60,899	-	-	-	-	-	55,228	<b>116,127</b>

2023	Short-term employee benefits			Post-employment benefits	Long-term benefits	Issuance of shares	Share-based payments	
Director	Cash salary and fees (\$)	Bonus (\$)	Non-monetary benefits (\$)	Superannuation (\$)	Long service leave (\$)	Shares (\$)	Options (\$)	Total
Thomas Duthy <sup>1</sup>	26,667	-	-	2,933	-	-	-	<b>29,600</b>
Michael Baker <sup>2</sup>	325,000	69,713	3,120	27,500	5,414	-	97,280	<b>528,027</b>
Debora Barton	59,190	-	-	-	-	-	85,900	<b>145,090</b>
Gary Phillips <sup>3</sup>	40,000	-	-	-	-	-	34,339	<b>74,339</b>
Elizabeth Stoner	104,004	-	-	-	-	-	137,963	<b>241,967</b>

#### Notes:

- <sup>1</sup> Dr Duthy was appointed on 13 March 2023. As announced on 13 March 2023, his first year director fees were payable in equity (subject to shareholder approval).
- <sup>2</sup> Dr Baker had bonus payables of \$69,713 as at 30 June 2023.
- <sup>3</sup> Mr Phillips was appointed 1 July 2022.

#### 4.9 Substantial shareholders

As at the date of this Prospectus, the Company has the following substantial holders (based on the substantial holder notices that have been provided to the Company and released to the ASX and information from the share registry).

Substantial holder	No. Shares	Voting Power
Biotech Capital Management Pty Ltd as investment manager for the Merchant Biotech Fund (and related entities) <sup>1</sup>	108,836,842	10.23%
Merchant Funds Management Pty Ltd as manager of the Merchant Opportunities Fund and Merchant Group Pty Ltd <sup>2</sup>	60,496,667	5.68%

**Notes:**

- 1 Refer to the Form 603 Notice of Initial Substantial Holder lodged by the Company on 18 September 2024 for further information.
- 2 Refer to the Form 604 Notice of Change of Interests of Substantial Holder lodged by the Company on 18 September 2024 for further information.

The issue of the New Shares will not have any material impact on the substantial holdings of Shares.

#### 4.10 Related party participation

No related parties of the Company (nor their associates) will subscribe for New Shares pursuant to the Cleansing Offer, or Placement Options pursuant to the Placement Options Offer.

#### 4.11 Interests of Named Persons

Except as disclosed in this Prospectus, no promoter or other person named in this Prospectus as having performed a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus (or entity in which they are a partner, director and/or shareholder) holds, has, or has had in the two years before the date of this Prospectus, any interest in:

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

and no amounts have been paid or agreed to be paid and no value or other benefit has been given or agreed to be given to a promoter or any person named in this Prospectus as having performed a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus (or entity in which they are a partner, director and/or shareholder), provided in connection with the formation or promotion of the Company or the Offers, except as disclosed in this Prospectus and as follows:

- (d) Thomson Geer has acted as the Australian lawyers to the Company for the Offers. In respect of this work the Company will pay Thomson Geer approximately \$20,000 (exclusive of GST). During the two years before the date of this Prospectus, Thomson Geer provided the Company with legal services, and has been paid approximately \$108,000 in respect of these services.

#### 4.12 **Market price of Shares**

The Company's Shares have been voluntarily suspended from quotation on ASX since 10 February 2025, and remain suspended as at the date of this Prospectus.

The highest and lowest market sale prices of Shares on ASX during the three months of trading preceding 10 February 2025, being the date the Company went into voluntary suspension, and the respective dates of those sales were:

Highest: \$0.20 on 24 January 2025.

Lowest: \$0.165 on 23 December 2024.

The latest available market sale price of the Shares on ASX prior to the date of lodgement of this Prospectus with ASIC was \$0.195 on 5 February 2024.

#### 4.13 **Dividend policy**

The Company does not intend to declare or pay any dividends in the immediately foreseeable future.

Any future determination as to the payment of dividends by the Company will be at the sole discretion of the Directors and will depend on the availability of distributable earnings and operating results and financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.

#### 4.14 **Costs of the Offers**

The estimated approximate expenses of the Offers are as follows (exclusive of GST):

<b>Estimated expenses of the Offer</b>	<b>\$</b>
ASIC lodgement fee and ASX quotation fees for New Shares and Placement Options	22,000
Legal and preparation expenses	20,000
<b>Total</b>	<b>42,000</b>

#### 4.15 **Taxation implications**

The acquisition and disposal of New Shares will have taxation consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in Company are urged to take independent financial advice about the taxation and any other consequences of acquiring and selling the Shares.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisers accept no liability or responsibility with respect to the taxation consequences of subscribing for New Shares or Placement Options.

#### 4.16 **Litigation and claims**

So far as the Directors are aware, other than as disclosed by the Company to ASX, there is no current or threatened civil litigation, arbitration proceedings or administrative appeals, or criminal or governmental prosecutions of a material nature in which the Company is directly or indirectly concerned which is likely to have a material adverse effect on the business or financial position of the Company.

#### 4.17 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of the Securities), the Directors, persons named in this Prospectus with their consent as having made a statement in this Prospectus and persons involved in a contravention in relation to this Prospectus, with regard to misleading or deceptive statements made in this Prospectus. Although the Company bears primary responsibility for this Prospectus, other parties involved in the preparation of this Prospectus can also be responsible for certain statements made in it.

Each of the following parties:

Name	Role
Thomson Geer	Australian legal advisors

- (a) has given its consent to be named in this Prospectus as set out above and has not withdrawn its consent at the date of lodgement of this Prospectus with ASIC;
- (b) makes no express or implied representation or warranty in relation to the Company, this Prospectus or the Offers;
- (c) has not made or purported to have made any statement in this Prospectus or statement on which a statement in this Prospectus is based, except as described in this Section; and
- (d) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for this Prospectus other than a reference to its name and any statement or report included in this Prospectus with the consent of that party as described in this Section.

None of the parties referred to in this Section 4.17 has authorised or caused the issue of this Prospectus or the making of the Offers.

Each of the Directors has given their written consent to being named in this Prospectus in the context in which they are named and have not withdrawn their consent prior to lodgement of this Prospectus with ASIC.

Each of the Directors have given their written consent to being named in this Prospectus in the form and context in which they are named and to the inclusion in this Prospectus of all information and statements relating to, made by, or said to be based on statements by, them, in each case in the form and context as they appear in this Prospectus.

#### 4.18 Electronic Prospectus

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please email the Company and the Company will send to you (if the Company determines you to be eligible), for free, either a hard copy or a further electronic copy of this Prospectus or both. The Prospectus may be made available in electronic form only to persons in Australia.

The Corporations Act prohibits any person from passing on to another person an Application Form, unless it is attached to or accompanies a hard copy of this Prospectus or a complete and unaltered electronic copy of this Prospectus.

The Company reserves the right not to accept an Application Form from a person if (without limitation) it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered. In such a case, the Application Monies received will be dealt with in accordance with section 722 of the Corporations Act.

## 5 Authorisation

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This Prospectus is authorised by the Company and lodged with ASIC pursuant to section 718 of the Corporations Act.

Each of the Directors has consented to the lodgement of this Prospectus with ASIC, in accordance with section 720 of the Corporations Act and has not withdrawn that consent.

This Prospectus is signed for and on behalf of the Company by:



**Dr Michael Baker**  
*Managing Director & CEO*

26 February 2025

## 6 Glossary

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These definitions are provided to assist persons in understanding some of the expressions used in this Prospectus.

**\$** means Australian dollars unless otherwise specified.

**Annual Report** means the Company's annual report (including the annual financial report) lodged with ASIC and the ASX in respect to the financial year ended 30 June 2024.

**Applicant** means a person who submits an Application Form.

**Application** means a valid application for New Shares under the Cleansing Offer or Placement Options under the Placement Options Offer, made on an Application Form.

**Application Form** means the application form provided by the Company with a copy of this Prospectus.

**Application Monies** means application monies to be paid to the Company by Applicants applying for New Shares pursuant to the Cleansing Offer under this Prospectus.

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

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

**ASX Settlement** means ASX Settlement Pty Limited (ACN 008 504 532).

**ASX Settlement Operating Rules** means the ASX Settlement Operating Rules of ASX Settlement.

**AEDT** means Australian Eastern Daylight Time.

**CHESS** means ASX Clearing House Electronic Subregister System.

**Cleansing Offer** has the meaning in Section 1.1.

**Closing Date** has the meaning given in the Indicative Timetable.

**Company, Arovella or ALA** means Arovella Therapeutics Limited ACN 090 987 250.

**Constitution** means the constitution of the Company as at the date of this Prospectus.

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

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

**FDA** means the U.S. Food and Drug Administration.

**Indicative Timetable** means the indicative timetable at the beginning of this Prospectus.

**Issuer Sponsored** means securities issued by an issuer that are held in uncertificated form without the holder entering into a sponsorship agreement with a broker or without the holder being admitted as an institutional participant in CHESS.

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

**New Share** means a Share offered pursuant to the Cleansing Offer under this Prospectus.

**Offers** means the Cleansing Offer and the Placement Options Offer.

**Official Quotation** means official quotation by ASX in accordance with the Listing Rules.

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

**Option** means an option to acquire a Share.

**Placement** has the meaning in Section 1.1.

**Placement Participants** has the meaning in Section 1.1.

**Placement Options Offer** has the meaning in Section 1.1.

**Placement Shares** has the meaning in Section 1.1.

**Prospectus** means this prospectus dated 26 February 2025.

**Placement Option** has the meaning in Section 1.1.

**Relevant Interest** has the meaning given in the Corporations Act.

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

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

**Share Registry** means Automic Pty Ltd.

**Shareholder** means a holder of one or more Shares.

**US Securities Act** means the *US Securities Act of 1933* as amended from time to time.

**Voting Power** has the meaning given in the Corporations Act.