

3 November 2022

Dear Shareholder,

Annual General Meeting - Supplementary Notice and new Proxy Form

On 21 October 2022, the Company lodged its notice of meeting (**Original Notice**) for its Annual General Meeting to be held on 23 November 2022 (**Meeting**).

A supplementary notice (**Supplementary Notice**) to the Original Notice (together the **Notice**) has been prepared, adding two resolutions for consideration at the Meeting as a result of the placement announced on 31 October 2022.

In accordance with section 110D(1) of the *Corporations Act 2001* (Cth), the Company will not be dispatching physical copies of the Supplementary Notice unless a shareholder has requested a hard copy. Instead, a copy of the Supplementary Notice has been released to the ASX and can be viewed and downloaded at the Company's website at https://botanixpharma.com/category/asx-releases/ or ASX at www2.asx.com.au.

The Company confirms that the Proxy Form previously dispatched to Shareholders has been amended to include Resolutions 25 and 26 and is attached to this letter. The following applies with respect to your Proxy Form:

- (a) If you have already completed and returned the Proxy Form which was provided with the Original Notice and you do not wish to change your vote on Resolutions 1-24, please complete the attached Proxy Form in relation to Resolution 25 and Resolution 26 and return it as per the instructions in the Proxy Form.
- (b) If you have already completed and returned the Proxy Form which was provided with the Original Notice of Meeting and you wish to change your vote on Resolutions 1 to 24 (inclusive), please complete the Proxy Form in relation to all resolutions and return it as per the instructions in the Proxy Form.
- (c) If you have not yet completed and returned a Proxy Form and you wish to vote on the Resolutions in the Notice of Meeting, please complete and return the attached Proxy Form.

Shareholders are encouraged to submit a proxy vote either online at https://investor.automic.com.au/#/loginsah, or by returning the personalised proxy form (enclosed) in accordance with the instructions set out on the proxy form.

Your proxy voting instruction must be received by 9.00 am (AWST) on 21 November 2022, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

The Supplementary Notice and Original Notice of Meeting are important and should be read in their entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the Notice please contact the Company's share registry, Automic Group Pty Ltd on, 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Yours sincerely

Simon Robertson Company Secretary

BOTANIX PHARMACEUTICALS LIMITED ABN 70 009 755

SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING

Notice was given dated 17 October 2022 that the Annual General Meeting of Shareholders of Botanix Pharmaceuticals Limited will be held at D2 661 Newcastle Street, Leederville WA 6007 on 23 November 2022 at 9:00am (AWST).

This notice and explanatory memorandum (**Supplementary Notice**) is supplemental to, and should be read with, the Notice of Meeting and Explanatory Memorandum dated 17 October 2022 (**Original Notice**). This Supplementary Notice sets out additional resolutions which will be proposed at the Meeting. Other than as set out below, all details in relation to the Original Notice remain unchanged.

Important: The resolutions set out in this Supplementary Notice should be read together with the Original Notice.

Unless otherwise indicated, the terms defined and used in the Original Notice have the same meaning in this Supplementary Notice.

AGENDA

1 Resolution 25 – Ratification of agreement to issue Tranche 1 Shares to Antares Capital

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

"That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the agreement to issue up to 70,717,484 Shares (at an issue price of \$0.063 each) on or around 7 November 2022 to Antares Capital on the terms and conditions set out in the Explanatory Memorandum."

Voting exclusion statement: The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person.

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

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

2 Resolution 26 – Proposed Issue of Tranche 2 Shares to Antares Capital

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

"That, for the purpose of Listing Rule 7.1 and all other purposes, Shareholders approve the issue of up to 8,647,596 Shares at an issue price of \$0.063 per Share to Antares Capital on the terms and conditions set out in the Explanatory Memorandum."

Voting exclusion statement: The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

(a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or

(d) an Associate of that person.

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

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

Notes

A replacement proxy form accompanies this Supplementary Notice. If you use this proxy form, it will replace and supersede any earlier proxy form that has already been provided to the Company. If you wish to direct your proxy how to vote, you should include a direction in relation to each resolution that you would like to direct your proxy on (including the resolutions that you directed your proxy how to vote on in any proxy form previously delivered to the Company). If you have already delivered a valid proxy form to the Company, and do not deliver a replacement proxy form to the Company, your earlier proxy form will remain valid (but it will not include any direction to your proxy as to how to vote on Resolutions 25 or 26).

Proxies must be received by the Company no later than 9:00am (AWST time) on 21 November 2022.

By order of the Board

Simon Robertson Company Secretary

Dated: 1 November 2022

SUPPLEMENTARY EXPLANATORY MEMORANDUM

The Company wishes to add the following to the Explanatory Memorandum attached to its Original Notice, pertaining to additional Resolutions 25 and 26, the subject of this Supplementary Notice:

3 Resolution 25 – Ratification of agreement to issue Tranche 1 Shares to Antares Capital

As announced on 31 October 2022, the Company is proposing raise up to \$5 million through the issue of up to 79,365,080 Shares at an issue price of \$0.063 each to Antares Capital pursuant to a placement, comprised of the following tranches:

- the first tranche of up to 70,717,484 Shares to be issued using the Company's available Listing Rule 7.1 capacity on or around 7 November 2022 (**Tranche 1 Shares**) (and the ratification of the agreement to issue the Tranche 1 Shares is the subject of Resolution 25); and
- a second tranche of up to approximately 8,647,596 Shares to be issued subject to Shareholder approval the subject of Resolution 26 (**Tranche 2 Shares**),

(together, the Placement).

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The Tranche 1 Shares do not fit within any of these exceptions and, as the agreement to issue those Shares has not yet been approved by the Company's Shareholders, it (and the issue itself) effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date the Company agreeing to issue the Tranche 1 Shares.

Listing Rule 7.4 allows the shareholders of a company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1 and therefore seeks Shareholder approval to ratify the issue of the Tranche 1 Shares under and for the purposes of Listing Rule 7.4.

If this Resolution is passed, the Tranche 1 Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the date the Company agreed to issue those Shares.

If this Resolution is not passed, the Tranche 1 Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the date the Company agreed to issue those Shares

The following information in relation to the Tranche 1 Shares is provided to Shareholders for the purposes of Listing Rule 7.5:

- (a) the Company has agreed to issue Shares to Antares Capital, who is an unrelated party of the Company;
- (b) the Company has agreed to issue up to 70,717,484 Tranche 1 Shares;

- (c) the Tranche 1 Shares proposed to be issued are fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary Shares on issue;
- (d) the Tranche 1 Shares are expected to be issued on or around 7 November 2022;
- (e) the Tranche 1 Shares will be issued at an issue price of \$0.063 each;
- (f) funds from the issue of the Tranche 1 Shares are proposed to be used to progress the Company's pipeline of dermatology assets in light of the recent successful BTX 1702 roscaea Phase 1b/2 clinical study, prepare for the FDA approval and commercial launch of the Company's lead product, Sofpironium Bromide for the treatment of primary axillary hyperhidrosis Sofpironium Bromide and for general working capital purposes; and
- (g) a voting exclusion applies in respect of this Resolution as set out in the Notice of Meeting.

4 Resolution 26 – Proposed Issue of Tranche 2 Shares to Antares Capital

As noted above, the Company proposes to issue the Tranche 2 Shares to Antares Capital under the Placement, subject to this Resolution being passed.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that the Company can issue without the approval of its Shareholders over any 12-month period to 15% of the Shares it had on issue at the start of that period.

The proposed issue of Tranche 2 Shares does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Shareholders under Listing Rule 7.1.

Resolution 26seeks the required Shareholder approval for the proposed issue of the Tranche 2 Shares under and for the purposes of Listing Rule 7.1.

If Resolution 26 is passed:

- the Company will be able to proceed with the issue of the Tranche 2 Shares to Antares Capital;
- the Company's cash reserves will increase by approximately \$500,000; and
- the total number of Shares on issue will increase from 1,163,587,232 (assuming the Tranche 1 Shares and Shares the subject of Resolutions 15 to 19 (inclusive) of the Original Notice are issued) to up to 1,1,172,234,828 (assuming the same) and the existing Shareholders holdings will be diluted by 0.743%%¹ on an undiluted basis and 0.738% on a fully diluted basis.²

In addition, the Tranche 2 Shares issued will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 26 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Shares to Antares Capital pursuant to the Placement and it will not receive the funds payable for the Tranche 2 Shares.

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¹ Based on 8,647,596 Tranche 2 Shares divided by Shares currently on issue of 1,085,293,993 plus Tranche 1 Shares of 70,717,484 plus Shares subject to Resolutions 15 to 19 (inclusive) of the Original Notice totalling 7,575,755.

² Based on 8,647,596 Tranche 2 Shares divided by shares currently on issue of 1,085,293,993 plus Tranche 1 Shares of 70,717,484 plus Shares subject to Resolutions 15 to 19 (inclusive) of the Original Notice totalling 7,575,755 plus 8,647,596 Tranche 2 Shares

The following information in relation to the Shares to be issued is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) the Tranche 2 Shares will be issued to Antares Capital, who is an unrelated party of the Company;
- (b) the Company will issue up to 8,647,596 Tranche 2 Shares;
- (c) the Tranche 2 Shares will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary shares on issue;
- (d) the Tranche 2 Shares will be issued no later than 3 months after the date of the Meeting;
- (e) the Company will receive \$0.063 for each Tranche 2 Share issued;
- (f) funds from the issue of the Tranche 2 Shares are proposed to be used to progress the Company's pipeline of dermatology assets in light of the recent successful BTX 1702 roscaea Phase 1b/2 clinical study, prepare for the FDA approval and commercial launch of the Company's lead product, Sofpironium Bromide for the treatment of primary axillary hyperhidrosis Sofpironium Bromide and for general working capital purposes; and
- (g) a voting exclusion applies in respect of this Resolution as set out in the Notice of Meeting.

GLOSSARY

Antares Capital means Antares Capital Pty Ltd (CAN 125 191 773).

Tranche 1 Shares means 70,717,484 Shares at an issue price of \$0.063 each proposed to be issued under the Placement.

Tranche 2 Shares means 8,647,596 Shares at an issue price of \$0.063 each proposed to be issued under the Placement, subject to Resolution 26 being passed.

Placement means the placement of up to 79,365,080 Shares at an issue price of \$0.063 each to Antares Capital.



Botanix Pharmaceuticals Limited | ABN 70 009 109 755

Proxy Voting Form

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **9.00am (WST) on Monday, 21 November 2022,** being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 - APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

 $\textbf{\textit{Joint holding}} . \label{fig:more than one name, all Shareholders should sign.}$

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxu at

https://investor.automic.com.au/#/loginsa

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or scan the QR code below using your smartphone

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



BY MAIL:

Automic GPO Box 5193

C. . - l. - - . . NCW 2001

Sydney NSW 2001

IN PERSON:

Automic

Level 5, 126 Phillip Street Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBCHAT: https://automicgroup.com.au/

PHONE: 1300 288 664 (Within Australia) +61 2 9698 5414 (Overseas)

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ST	TEP 1- How to vote									
APPOINT A PROXY: I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Botanix Pharmaceuticals Limited, to be held at 9.00am (WST) on Wednesday, 23 November 2022 at D2, 661 Newcastle Street, Leederville WA 6007 hereby:										
Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.										
							\Box			
	e Chair intends to vote undirected proxies in									
Unless indicated otherwise by ticking the "for"," against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention. AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 5 – 8 (inclusive) and 20 - 24 (inclusive) (except where I/we have indicated a different voting intention below) even though Resolutions 1, 5 – 8 (inclusive) and 20 - 24 (inclusive) are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.										
	EP 2 – Your voting direction	F	Assinct	Abatain	D- astraiana	Far Assinct Abet	~-:-a			
Res	Solutions Non-Binding Resolution to adopt	For	Against	Abstain	Resolutions 14. Ratification of issue of Tranche 3 Lead	For Against Abst	ain			
1.	Remuneration Report				Manager Options to the Lead Manager (or its nominee(s))		┚╽			
2.	Re-election of Mr Danny Sharp as a Director				15. Issue of Placement Shares to Mr Vincent Ippolito (Director) (or his nominee(s))					
3.	Re-election of Dr Stewart Washer as a Director				16. Issue of Placement Shares to Mr Matthew Callahan (Director) (or his nominee(s))					
4.	Approval of Additional 10% Placement Capacity				17. Issue of Placement Shares to Dr William Bosch (Director) (or his nominee(s))					
5.	Grant of Incentive Options to Dr Stewart Washer (Director) (or his nominee(s)) under the 2021 Plan				18. Issue of Placement Shares to Dr Stewart Washer (Director) (or his nominee(s))					
ô.	Approval of potential termination benefit in relation to Incentive Options to Dr Stewart Washer (or his nominee(s))				19. Issue of Placement Shares to Mr Danny Sharp (Director) (or his nominee(s))					
7.	Approval of Employee Incentive Plan				Grant of Incentive Performance Rights to Mr Vincent Ippolito (Director) (or his nominee(s))					
3.	Approval of potential termination benefit in relation to securities issued pursuant to the Plan				21. Grant of Incentive Performance Rights to Mr Matthew Callahan (Director) (or his nominee(s))					
9.	Ratification of issue of Placement Shares under Listing Rule 7.1				22. Grant of Incentive Performance Rights to Dr William Bosch (Director) (or his nominee(s))					
10.	Ratification of issue of Placement Shares under Listing Rule 7.1A				23. Grant of Incentive Performance Rights to Dr Stewart Washer (Director) (or his nominee(s))					
11.	Ratification of issue of Placement Options under Listing Rule 7.1				24. Grant of Incentive Performance Rights to Mr Danny Sharp (Director) (or his nominee(s))					
12.	Ratification of issue of Tranche 1 Lead Manager Options to the Lead Manager (or its nominee(s))				25. Ratification of agreement to issue Tranche 1 Shares to Antares Capital					
13.	Ratification of issue of Tranche 2 Lead Manager Options to the Lead Manager (or its nominee(s))				26. Proposed issue of Tranche 2 Shares to Antares Capital					
	ease note: If you mark the abstain box fo Ill and your votes will not be counted in o				ecting your proxy not to vote on that Resolu poll.	ition on a show of hands or on	а			
STE	EP 3 – Signatures and contact details									
	Individual or Securityholder 1		Secur	ituholder 2	Securityholder 3	3				
Sole Director and Sole Company Secretary Director Director Contact Name:										
Email Address:										
Contact Daytime Telephone Date (DD/MM/YY)										

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).