

Botanix Pharmaceuticals Ltd

ABN 70 009 109 755

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM TO SHAREHOLDERS

Date of Meeting

Monday, 4 November 2024

Time of Meeting

9:00am (AWST)

Place of Meeting

BDO

Level 9, Mia Yellagonga Tower 2, 5 Spring Street

Perth WA 6000

A Proxy Form is enclosed or has otherwise been provided to you

Please read this Notice and Explanatory Memorandum carefully.

If you are unable to attend the Annual General Meeting please complete and return the Proxy Form in accordance with the specified directions.

BOTANIX PHARMACEUTICALS Ltd

ABN 70 009 109 755

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Botanix Pharmaceuticals Ltd ABN 70 009 109 755 will be held at BDO, Level 9, Mia Yellagonga Tower 2, 5 Spring Street, Perth WA 6000 on Monday, 4 November 2024 at 9:00am (AWST) for the purpose of transacting the following business referred to in this Notice of Annual General Meeting.

The Company will update Shareholders if changing circumstances will impact the planning or arrangements for the Meeting by way of announcement on ASX and the details will also be made available on our website at <https://botanixpharma.com/>.

AGENDA

Financial Reports

To receive and consider the financial report of the Company for the year ended 30 June 2024, together with the Directors' Report and the Auditor's Report as set out in the Annual Report.

1 Resolution 1 – Non-Binding Resolution to adopt Remuneration Report

To consider and, if thought fit, pass the following resolution as a **non-binding resolution**:

"That the Remuneration Report for the year ended 30 June 2024 as set out in the Annual Report be adopted."

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Memorandum for further details on the consequences of voting on this Resolution.

Voting exclusion statement: The Company will disregard any votes cast on the Resolution by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or their Closely Related Parties. However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed Resolution **or** the proxy is the Chair of the Meeting and the appointment of the Chair as proxy does not specify the way the proxy is to vote on the resolution and expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel; and
- (b) it is not cast on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or their Closely Related Parties.

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

- (a) the appointment specifies the way the proxy is to vote on the Resolution; or
- (b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

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

2 Resolution 2 – Re-election of Dr William Bosch as a Director

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

"That, Dr William Bosch, who retires in accordance with Article 6.3(b)(ii) of the Constitution and Listing Rule 14.4 and, being eligible for re-election, be re-elected as a Director."

3 Resolution 3 – Ratification of issue of Placement Shares to institutional and sophisticated investors

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 issue of 233,333,334 Placement Shares (at an issue price of \$0.30 each) on 28 June 2024 to institutional and sophisticated investors 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 those persons.

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.

4 Resolution 4 – Increase in Directors' Fees

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

“That, pursuant to and in accordance with Listing Rule 10.17 and for all other purposes, the total maximum aggregate Directors' fees payable to non-executive Directors be increased from \$300,000 per annum to \$450,000 per annum.”

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

- (a) a Director of the Company (or, in the case of a trust, a director of the responsible entity of the trust); or
- (b) an Associate of those persons.

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;
- (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.

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

- (a) the appointment specifies he way the proxy is to vote on the Resolution; or
- (b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key

Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

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

5 Resolution 5 – Approval of Amended Plan

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

"That, pursuant to and in accordance with Listing Rule 7.2, Exception 13(b) and for all other purposes, Shareholders approve any issue of up to a maximum of 100,000,000 securities over a period of up to 3 years from the date of the Meeting under the Amended Plan (a summary of the rules of which are set out in the Explanatory Memorandum (including Annexure A to the Explanatory Memorandum)), as an exception to Listing Rule 7.1."

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

- (a) *a person who is eligible to participate in the employee incentive scheme; or*
- (b) *an Associate of those persons.*

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;*
- (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.*

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

- (a) *the appointment specifies the way the proxy is to vote on the Resolution; or*
- (b) *the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.*

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

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

6 Resolution 6 – Grant of Incentive Performance Rights to Mr Vince Ippolito or his nominee(s)

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

"That, for the purposes of Listing Rule 10.14 and for all other purposes, the Directors are authorised to issue up to 24,000,000 Incentive Performance Rights for no cash consideration, each having a nil exercise price and an expiry date of five years from the date of issue, to Mr Vince Ippolito or his nominee(s), on the terms and conditions set out in the Explanatory Memorandum (including Annexures A and B to the Explanatory Memorandum)."

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

- (a) Mr Vince Ippolito and his nominee(s), and other persons referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question; or
- (b) an Associate of those persons.

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.

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

- (a) the appointment specifies the way the proxy is to vote on the Resolution; or
- (b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

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

7 Resolution 7 – Grant of Incentive Performance Rights to Mr Matthew Callahan or his nominee(s)

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

“That, for the purposes of Listing Rule 10.14 and for all other purposes, the Directors are authorised to issue up to 3,000,000 Incentive Performance Rights for no cash consideration, each having a nil exercise price and an expiry date of five years from the date of issue, to Mr Matthew Callahan or his nominee(s), on the terms and conditions set out in the Explanatory Memorandum (including Annexures A and B to the Explanatory Memorandum).”

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

- (a) Mr Matthew Callahan and his nominee(s), and other persons referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question; or
- (b) an Associate of those persons.

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.

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

- (a) *the appointment specifies the way the proxy is to vote on the Resolution; or*
- (b) *the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.*

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

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

8 Resolution 8 – Grant of Incentive Performance Rights to Dr Stewart Washer or his nominee(s)

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

“That, for the purposes of Listing Rule 10.14 and for all other purposes, the Directors are authorised to issue up to 3,000,000 Incentive Performance Rights for no cash consideration, each having a nil exercise price and an expiry date of five years from the date of issue, to Dr Stewart Washer or his nominee(s), on the terms and conditions set out in the Explanatory Memorandum (including Annexures A and B to the Explanatory Memorandum).”

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

- (a) *Dr Stewart Washer and his nominee(s), and other persons referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question; or*
- (b) *an Associate of those persons.*

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.*

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

- (a) *the appointment specifies the way the proxy is to vote on the Resolution; or*
- (b) *the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.*

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

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

9 Resolution 9 – Grant of Incentive Performance Rights to Dr William Bosch or his nominee(s)

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

“That, for the purposes of Listing Rule 10.14 and for all other purposes, the Directors are authorised to issue up to 3,000,000 Incentive Performance Rights for no cash consideration, each having a nil exercise price and an expiry date of five years from the date of issue, to Dr William Bosch or his nominee(s), on the terms and conditions set out in the Explanatory Memorandum (including Annexures A and B to the Explanatory Memorandum).”

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

- (a) Dr William Bosch and his nominee(s), and other persons referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question; or
- (b) an Associate of those persons.

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.

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

- (a) the appointment specifies the way the proxy is to vote on the Resolution; or
- (b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

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

10 Resolution 10 – Grant of Incentive Performance Rights to Mr Danny Sharp or his nominee(s)

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

“That, for the purposes of Listing Rule 10.14 and for all other purposes, the Directors are authorised to issue up to 3,000,000 Incentive Performance Rights for no cash consideration, each having a nil exercise price and an expiry date of five years from the date of issue, to Mr Danny Sharp or his nominee(s), on the terms and conditions set out in the Explanatory Memorandum (including Annexures A and B to the Explanatory Memorandum).”

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

- (a) Mr Danny Sharp and his nominee(s), and other persons referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question; or
- (b) an Associate of those persons.

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.

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

- (a) the appointment specifies the way the proxy is to vote on the Resolution; or
- (b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

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

11 Resolution 11 – Appointment of Auditor

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

“That, for the purposes of section 327B(1) of the Corporations Act and for all other purposes, as a result of BDO Audit (WA) Pty Ltd restructuring its audit practice, BDO Audit Pty Ltd, having been nominated by a Shareholder and consented in writing to act as Auditor of the Company, be appointed as Auditor of the Company, effective immediately.”

12 Resolution 12 – Renewal of proportional takeover provisions in Constitution

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

“That, pursuant to and in accordance with section 648G of the Corporations Act, the existing proportional takeover provisions set out in Schedule 5 of the Company’s Constitution are renewed for a period of three years commencing on the date of the Meeting.”

13 Resolution 13 – Approval of potential termination benefits to Mr Vince Ippolito in relation to Incentive Performance Rights

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

“Subject to the passing of Resolution 6, that for the purposes of sections 200B and 200E of the Corporations Act, and for all other purposes, the potential termination benefits in relation to the Incentive Performance Rights described in the Explanatory Memorandum which may become payable to Mr Vince Ippolito (or his nominee(s)), be approved.”

Voting exclusion statement: A vote on the Resolution must not be cast (in any capacity) by or on behalf of:

- (a) a related party of the Company to whom the Resolution would permit a financial benefit to be given; or
- (b) an Associate of such a related party.

However, this does not apply to a vote cast in favour of the Resolution if it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a related party or Associate of a kind referred to in (a) or (b) immediately above.

A Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

- (a) *the appointment specifies the way the proxy is to vote on the Resolution; or*
- (b) *the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.*

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

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

14 Resolution 14 – Approval of potential termination benefits to Mr Matthew Callahan in relation to Incentive Performance Rights

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

“Subject to the passing of Resolution 7, that for the purposes of sections 200B and 200E of the Corporations Act, and for all other purposes, the potential termination benefits in relation to the Incentive Performance Rights described in the Explanatory Memorandum which may become payable to Mr Matthew Callahan (or his nominee(s)), be approved.”

Voting exclusion statement: *A vote on the Resolution must not be cast (in any capacity) by or on behalf of:*

- (a) *a related party of the Company to whom the Resolution would permit a financial benefit to be given; or*
- (b) *an Associate of such a related party.*

However, this does not apply to a vote cast in favour of the Resolution if it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a related party or Associate of a kind referred to in (a) or (b) immediately above.

A Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

- (a) *the appointment specifies the way the proxy is to vote on the Resolution; or*
- (b) *the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.*

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

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

15 Resolution 15 – Approval of potential termination benefits to Dr Stewart Washer in relation to Incentive Performance Rights

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

“Subject to the passing of Resolution 8, that for the purposes of sections 200B and 200E of the Corporations Act, and for all other purposes, the potential termination benefits in relation to the Incentive Performance Rights described in the Explanatory Memorandum which may become payable to Dr Stewart Washer (or his nominee(s)), be approved.”

Voting exclusion statement: *A vote on the Resolution must not be cast (in any capacity) by or on behalf of:*

- (a) *a related party of the Company to whom the Resolution would permit a financial benefit to be given; or*
- (b) *an Associate of such a related party.*

However, this does not apply to a vote cast in favour of the Resolution if it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a related party or Associate of a kind referred to in (a) or (b) immediately above.

A Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

- (a) the appointment specifies the way the proxy is to vote on the Resolution; or
- (b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

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

16 Resolution 16 – Approval of potential termination benefits to Dr William Bosch in relation to Incentive Performance Rights

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

“Subject to the passing of Resolution 0, that for the purposes of sections 200B and 200E of the Corporations Act, and for all other purposes, the potential termination benefits in relation to the Incentive Performance Rights described in the Explanatory Memorandum which may become payable to Dr William Bosch (or his nominee(s)), be approved.”

Voting exclusion statement: A vote on the Resolution must not be cast (in any capacity) by or on behalf of:

- (a) a related party of the Company to whom the Resolution would permit a financial benefit to be given; or
- (b) an Associate of such a related party.

However, this does not apply to a vote cast in favour of the Resolution if it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a related party or Associate of a kind referred to in (a) or (b) immediately above.

A Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

- (a) the appointment specifies the way the proxy is to vote on the Resolution; or
- (b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

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

17 Resolution 17 – Approval of potential termination benefits to Mr Danny Sharp in relation to Incentive Performance Rights

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

“Subject to the passing of Resolution 0, that for the purposes of sections 200B and 200E of the Corporations Act, and for all other purposes, the potential termination benefits in relation to the Incentive Performance Rights described in the Explanatory Memorandum which may become payable to Mr Danny Sharp (or his nominee(s)), be approved.”

Voting exclusion statement: A vote on the Resolution must not be cast (in any capacity) by or on behalf of:

- (a) a related party of the Company to whom the Resolution would permit a financial benefit to be given; or
- (b) an Associate of such a related party.

However, this does not apply to a vote cast in favour of the Resolution if it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a related party or Associate of a kind referred to in (a) or (b) immediately above.

A Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

- (a) the appointment specifies the way the proxy is to vote on the Resolution; or
- (b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

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

OTHER BUSINESS

To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.

Details of the definitions and abbreviations used in this Notice are set out in the Glossary to the Explanatory Memorandum.

By order of the Board



Susan Park
Company Secretary

Dated: 3 October 2024

How to vote

Shareholders can vote by either:

- attending the Meeting and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a corporate representative in accordance with the Corporations Act to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the Proxy Form accompanying this Notice and by submitting their proxy appointment and voting instructions in person, by post, electronic address or by facsimile.

Voting in person (or by attorney)

Shareholders, or their attorneys, who plan to attend the Meeting are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that their holding may be checked against the Company's share register and their attendance recorded. In accordance with the Corporations Act, to be effective a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms below. An attorney need not be a Shareholder.

Questions at the Meeting

Please note, only Shareholders may ask questions once they have been verified. It may not be possible to respond to all questions. Shareholders are encouraged to submit questions prior to the Meeting (please see below).

A Shareholder who is entitled to vote at the Meeting may submit a written question to the Company in advance of the Meeting. We ask that all pre-Meeting questions be received by the Company no later than 2 days before the date of the Meeting, being 5:00 pm (AWST) on Saturday, 2 November 2024. Any questions should be directed to info@botanixpharma.com.

Voting by a Corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed. A representative need not be a Shareholder.

Voting by proxy

- A Shareholder entitled to attend and vote is entitled to appoint a proxy (and if a Shareholder is entitled to cast two or more votes, not more than two proxies). Each proxy will have the right to vote on a poll and also to speak at the Meeting.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where two proxies are appointed and the appointment does not specify the proportion or number of the Shareholder's votes

each proxy may exercise, each proxy may exercise half of the votes.

- A proxy need not be a Shareholder.
- The proxy can be either an individual or a body corporate.
- If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit. However, where a Restricted Voter is appointed as a proxy, the proxy may only vote on Resolutions 1, 4 to 10 (inclusive) and 13 to 17 (inclusive) in accordance with a direction on how the proxy is to vote or, if the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
- Should any resolution, other than those specified in this Notice, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.
- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
- Shareholders who return their Proxy Forms with a direction how to vote, but who do not nominate the identity of their proxy, will be taken to have appointed the Chair of the Meeting as their proxy to vote on their behalf. If a Proxy Form is returned but the nominated proxy does not attend the Meeting, the Chair of the Meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chair of the Meeting, the secretary or any Director that do not contain a direction how to vote will be used, where possible, to support each of the Resolutions proposed in this Notice, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to some of the proposed Resolutions. These rules are explained in this Notice.
- To be effective, proxies must be received by 9:00am (AWST) on Saturday, 2 November 2024. Proxies received after this time will be invalid.
- Proxies may be lodged using any of the following methods:
 - by returning a completed Proxy Form by post to:
 Automic
 GPO Box 5193
 Sydney NSW 2001

- or
- by returning a complete Proxy Form and delivering it in person at:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000
- or
- by faxing a complete Proxy Form to +61 2 8583 3040;
- or
- by email to:
meetings@automicgroup.com.au
- or
- by recording the proxy appointment and voting instructions via the internet at <https://investor.automic.com.au/#/loginsah>.
Only registered Shareholders may access this facility and will need their Holder Identification Number (**HIN**) or Securityholder Reference Number (**SRN**).
- The Proxy Form must be signed by the Shareholder or the Shareholder's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act. Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the Power of Attorney, or the power itself, must be received by the Company at the above address, or by facsimile, and by 9:00am (AWST) on Saturday, 2 November 2024. If facsimile transmission is used, the Power of Attorney must be certified.

Shareholders who are entitled to vote

In accordance with paragraphs 7.11.37 and 7.11.38 of the Corporations Regulations, the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the Register of Shareholders as at 4:00pm (AWST) on Saturday, 2 November 2024.

Receiving shareholder communications

Shareholders can elect to receive some or all of their communications in physical or electronic form, or elect not to receive certain documents. To review your communications preferences, or sign up to receive your shareholder communications via email, please update your details by contacting Automic on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

BOTANIX PHARMACEUTICALS LTD

ABN 70 009 109 755

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of the Company.

Certain abbreviations and other defined terms are used throughout this Explanatory Memorandum. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary to the Explanatory Memorandum.

Financial Reports

The first item of the Notice deals with the presentation of the consolidated annual financial report of the Company for the financial year ended 30 June 2024, together with the Directors' declaration and Directors' Report in relation to that financial year and the Auditor's Report on the financial report. Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered.

No resolution is required to be moved in respect of this item.

Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the accounts and on the management of the Company.

The Chair will also give Shareholders a reasonable opportunity to ask the Auditor or the Auditor's representative questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the independent audit report;
- (c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the Auditor by the Company in relation to the conduct of the audit.

The Chair will also allow a reasonable opportunity for the Auditor or their representative to answer any written questions submitted to the Auditor under section 250PA of the Corporations Act.

1 Resolution 1 – Non-Binding Resolution to Adopt Remuneration Report

1.1 Background

Section 250R(2) of the Corporations Act requires the Company to put to its Shareholders a resolution that the Remuneration Report as disclosed in the Company's Annual Report be adopted. The Remuneration Report is set out in the Company's Annual Report and is also available on the Company's website (<https://botanixpharma.com/>).

The vote on this Resolution is advisory only and does not bind the Directors or the Company.

However, if at least 25% of the votes cast are against adoption of the Remuneration Report at two consecutive annual general meetings, the Company will be required to put a resolution to the second Annual General Meeting (**Spill Resolution**), to approve calling a general meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must then convene a Spill Meeting within 90 days of the second Annual General Meeting. All of the Directors

who were in office when the applicable Directors' Report was approved, other than the Managing Director, will need to stand for re-election at the Spill Meeting if they wish to continue as Directors.

The remuneration report for the financial year ended 30 June 2023 did not receive a vote of more than 25% against its adoption at the Company's last annual general meeting held on Wednesday, 8 November 2023. Accordingly, if at least 25% of the votes cast on this Resolution are against adoption of the Remuneration Report it will not result in the Company putting a Spill Resolution to Shareholders.

The Remuneration Report explains the Board policies in relation to the nature and level of remuneration paid to Directors, sets out remuneration details for each Director and any service agreements and sets out the details of any equity based compensation.

The Chair will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

1.2 Voting

Note that a voting exclusion applies to this Resolution in the terms set out in the Notice.

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on this Resolution.

2 Resolution 2 – Re-election of Dr William Bosch as a Director

2.1 Background

Pursuant to Article 6.3(b)(ii) of the Constitution and Listing Rule 14.4, Dr William Bosch, being a Director, retires by way of rotation and, being eligible, offers himself for re-election as a Director.

Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer.

If the Resolution is passed, Dr William Bosch will be re-elected and will continue to act as a Director. If the Resolution is not passed, Dr William Bosch will not be re-elected and will cease to act as a Director.

2.2 Qualifications

Dr William Bosch is a seasoned pharmaceutical executive with more than 20 years of experience in the industry, focusing on applications of nanotechnology to drug product development. Dr William Bosch worked with iCeutica Inc. as Chief Scientific Officer and is co-inventor of the SoluMatrix™ drug delivery technology, and has been instrumental in the development and scale-up of the platform and development of three FDA-approved products that use the SoluMatrix™ technology.

Before iCeutica, he was Director of Pharmaceutical Research at Elan Corporation, where he managed the development activities for four commercial products which incorporate nanotechnology. Dr William Bosch was a co-founder of NanoSystems LLC in 1995 and a co-inventor of NanoCrystal® Technology.

2.3 Other material directorships

Dr William Bosch does not currently hold any other material directorship positions.

2.4 Independence

Dr William Bosch has been employed in an executive capacity in the last three years as he moved to a non-executive Director role from an Executive Director role on 1 July 2023. As such, Dr Bosch is not considered to be independent.

2.5 Directors' recommendation

The Directors, in the absence of Dr William Bosch, supports the re-election of Dr William Bosch as a director of the Company.

Resolution 2 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution 2.

3 Resolution 3 – Ratification of Issue of Placement Shares to Institutional and Sophisticated Investors

3.1 Background

As announced to the ASX on 21 June 2024, the Company undertook a placement of 233,333,334 Share to new and existing institutional and sophisticated investors, at an issue price of \$0.30 per Share (**Placement Shares**) to raise \$70 million in gross proceeds under its Listing Rule 7.1 placement capacity (**Placement**). The Placement was not underwritten. Euroz Hartleys Limited acted as sole lead manager and E&P Corporate Advisory Pty Ltd acted as co-lead manager to the Placement and were paid an aggregate management fee equal to 2% and a placement fee equal to 3% of the \$70 million funds raised (their respective proportions being 75% Euroz Hartleys Limited and 25% E&P Corporate Advisory Pty Ltd).

The proceeds from the Placement are being applied towards funding the launch of *Sofdra*TM in the United States. Specifically, proceeds from the Placement are funding sales force and marketing infrastructure as well as digital marketing costs and the telemedicine platform ('sales and marketing costs'), manufacturing costs, as well as new quality assurance, pharmacovigilance and support services ('support costs'), working capital and costs of the Placement.¹

3.2 Listing Rule 7.1 and Listing Rule 7.4

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 Placement does not fit within any of these exceptions and, as it has not yet been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue, or agree to issue, further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date the Company issued the Placement Shares.

Listing Rule 7.4 allows the shareholders of a company to approve an issue of, or agreement to issue, 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

¹ The use of funds is a statement of current intentions as at the date of this Notice. As with any budget, 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 in which the funds are applied on this basis.

therefore seeks Shareholder approval to ratify the issue of Placement Shares pursuant to the Placement under and for the purposes of Listing Rule 7.4.

If this Resolution is passed, the Placement 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 issued the Placement Shares.

If this Resolution is not passed, the Placement 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 issued the Placement Shares.

3.3 Information required under Listing Rule 7.5

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

- (a) the Placement Shares were issued to new and existing institutional and sophisticated investors and other investors qualifying under section 708 of the Corporations Act, all of whom are an unrelated party of the Company. The placees were selected following a bookbuild process by Euroz Hartleys Limited and E&P Corporate Advisory Pty Ltd (as sole lead manager and co-lead manager), in consultation with the Company. In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that, other than Antares Capital Partners Ltd (a substantial holder of the Company) who was issued 2.6% of the current issued capital of the Company, no other related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties were issued more than 1% of the issued capital of the Company;
- (b) the Company issued 233,333,334 Placement Shares;
- (c) the Placement Shares issued were all 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 Placement Shares were issued on 28 June 2024;
- (e) the Placement Shares were issued at an issue price of \$0.30 each;
- (f) the purpose of the issue of the Placement Shares was to raise \$70 million (before costs), which funds are being applied as set out in Section 3.1; and
- (g) a voting exclusion applies in respect of this Resolution as set out in the Notice.

3.4 Directors' recommendation

The Directors recommend that Shareholders vote in favour of Resolution 3.

Resolution 3 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution 3.

4 Resolution 4 – Increase in Directors' Fees

4.1 Background

Under Article 6.5(a) of the Constitution, the Company may pay to non-executive Directors a maximum total amount of director's fees determined by the Company at a general meeting.

Listing Rule 10.17 provides that a company must not increase the total aggregate amount of directors' fees payable to all of its non-executive directors without the approval of shareholders.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 10.17 and for all other purposes, for the Company to be authorised to increase the maximum total aggregate amount of fees payable to its non-executive Directors from \$300,000 per annum to an aggregate amount of \$450,000 per annum.

The Board considers that it is reasonable and appropriate at this time to seek an increase in the remuneration pool for non-executive Directors for the following reasons:

- to appoint additional directors to the Board as appropriate and over time;
- remunerate its non-executive Directors appropriately for the expectations placed upon them both by the Company and the regulatory environment in which it operates;
- to ensure that the non-executive Directors' remuneration levels are commensurate with market rates to attract and retain Directors of the highest calibre; and
- to allow for growth in non-executive Directors' remuneration in the future to reflect market competitiveness for non-executive directors with the skills and experience appropriate for the Company's business.

The maximum aggregate fees payable to non-executive Directors have not been increased since 2 August 2004.

If this Resolution is passed, the maximum aggregate amount of fees that may be paid to all of the Company's non-executive Directors will be \$450,000 per annum. This does not mean that the Company must utilise the entire maximum amount approved for non-executive Directors' fees in each year. However, the Board considers that it is reasonable and appropriate to establish this amount to provide the Company with the ability to pay non-executive Directors and ensure their remuneration levels are commensurate with market rates to attract and retain Directors of the highest calibre.

If this Resolution is not passed, the Company will not be permitted to pay fees to its non-executive Directors which exceed the aggregate amount of directors' fees already approved by Shareholders as set out in this Notice (that is, \$300,000 per annum).

The current remuneration of each non-executive Director for the year ended 30 June 2024 is detailed in the Remuneration Report.

4.2 Information required under Listing Rule 10.17

The Company provides the following information as required under Listing Rule 10.17:

- (a) the amount of the proposed increase is \$150,000 per annum;
- (b) the maximum aggregate amount of non-executive Directors' fees if this Resolution is passed will be \$450,000 per annum; and
- (c) the following Equity Securities have been, or, subject to Resolutions 8, 9 and 10 being passed, will be, issued to the non-executive Directors under Listing Rule 10.11 or Listing Rule 10.14 in the past 3 years:

Director	Shares	Options	Performance Rights
Dr Stewart Washer	1,515,151 ¹	5,000,000 ²	4,000,000 ⁴

Director	Shares	Options	Performance Rights
Dr William Bosch	1,515,151 ¹	-	4,500,000 ⁵
Mr Danny Sharp	1,515,151 ¹	- ³	4,000,000 ⁶

Notes:

- 1,515,151 Shares were issued to each non-executive Director on 12 December 2022 pursuant to a placement announced on 2 September 2022. Shareholder approval was obtained under Listing Rule 10.11 at the Company's 2022 AGM.
- 5,000,000 Options (each with an exercise price of \$0.102 and an expiry date of 22 March 2025) were issued to Dr Stewart Washer on 12 December 2022. Shareholder approval was obtained under Listing Rule 10.14 at the 2022 AGM.
- 1,000,000 Options (each with an exercise price of \$0.071 and an expiry date of 22 March 2022) and 4,000,000 Options (each with an exercise price of \$0.094 and an expiry date of 22 March 2025) were issued to Mr Danny Sharp on 22 March 2022. Shareholder approval was not obtained under Listing Rule 10.11 or 10.14 as the Options were issued in connection with his appointment as a Director of the Company and he was not a Director of the Company at the time of negotiations and had no influence over the decision to issue the Options.
- Comprises:
 - 3,000,000 Performance Rights to be issued to Dr Stewart Washer or his nominee(s) (approval for which is sought pursuant to Resolution 8); and
 - 1,000,000 Performance Rights (each with a nil exercise price and an expiry date of 30 November 2026) were issued to Dr Stewart Washer on 3 January 2023. Shareholder approval was obtained under Listing Rule 10.14 at the 2022 AGM.
- Comprises:
 - 3,000,000 Performance Rights to be issued to Dr William Bosch or his nominee(s) (approval for which is sought pursuant to Resolution 0); and
 - 1,500,000 Performance Rights (each with a nil exercise price and an expiry date of 30 November 2026) were issued to Dr William Bosch on 3 January 2023. Shareholder approval was obtained under Listing Rule 10.14 at the 2022 AGM.
- Comprises:
 - 3,000,000 Performance Rights to be issued to Mr Danny Sharp or his nominee(s) (approval for which is sought pursuant to Resolution 10); and
 - 1,000,000 Performance Rights (each with a nil exercise price and an expiry date of 30 November 2026) were issued to Mr Danny Sharp on 3 January 2023. Shareholder approval was obtained under Listing Rule 10.14 at the 2022 AGM.

4.3 Voting

Note that a voting exclusion applies to this Resolution in the terms set out in the Notice.

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on this Resolution.

Resolution 4 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution 4.

5 Resolution 5 – Approval of Amended Plan

5.1 Background

Shareholders approved the Company's 'Employee Awards Plan' at the Company's 2023 annual general meeting (**2023 Plan**) for the purposes of Listing Rule 7.2 Exception 13(b) and for all other purposes.

However, after that date and following an internal review, the Directors consider that it is desirable to update the 2023 Plan to amend the change of control provisions.

The current change of control provisions allow the Board to exercise its discretion to reduce or waive any vesting conditions and/or determine that an unvested Incentive (defined below) will immediately vest and become exercisable on a Change of Control Event (as that term is defined in both the 2023 Plan and the Amended Plan).

The Directors are proposing to amend this provisions such that all unvested Incentives will automatically vest and be exercised and converted into Shares on a change of Control Event with such vesting and exercise deemed to have taken place immediately prior to the Change of Control Event.

The purpose of this change is to align with market practice in the United States and the expectations of Eligible Employees (defined below), specifically those based in the United States where the number of Eligible Employees is increasing due to increased operations.

The updated plan will continue to be known as the 'Employee Awards Plan' and will be referred to as the **Amended Plan** in this Explanatory Memorandum. The material terms of the Amended Plan are set out in Annexure A to this Explanatory Memorandum (the change from the 2023 Plan is underlined).

The change will not be applied retrospectively to securities that have previously been issued under the 2023 Plan.

The approval obtained for the purposes of Listing Rule 7.2 Exception 13(b) at the Company's 2023 annual general meeting ceases to be available if there is a material change to the terms of the 2023 Plan. The Company considers that the change referred to above could be classified as a material change and therefore, for the avoidance of doubt and for maximum administrative efficiency, seeks to refresh Listing Rule 7.2 Exception 13(b) approval at this Meeting to ensure that the issue of up to 100,000,000 Incentives (defined below) under the Amended Plan 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.

5.2 Purpose of the Amended Plan

Like the 2023 Plan, the Amended Plan remains a plan under which persons who are employees or directors of, or individuals who provide services to, a Group Company (**Eligible Employees**) may be offered the opportunity to subscribe for Equity Securities in the form of Shares, Options and/or Performance Rights (together, **Incentives**) in order to increase the range of potential incentives available to them and to strengthen links between the Company and its Eligible Employees.

Also consistent with the 2023 Plan, the Amended Plan continues to be designed to provide incentives to the Eligible Employees of the Company and to recognise their contribution to the Company's success. Under the Company's current circumstances, the Directors consider that the incentives to Eligible Employees are a cost effective and efficient incentive for the Company as opposed to alternative forms of incentives such as cash bonuses or increased remuneration. To enable the Company to secure Eligible Employees who can assist the Company in achieving its objectives, it is necessary to provide remuneration and incentives to such personnel. The Amended Plan continues to be designed to achieve this objective, by encouraging continued improvement in performance over time and by encouraging personnel to acquire and retain significant shareholdings in the Company.

5.3 Listing Rule 7.2 Exception 13

Shareholder approval is sought under Listing Rule 7.2 Exception 13(b) and for all other purposes for the approval of the Amended Plan and the grant of Incentives under the Amended Plan.

Shareholder approval is required if any issue of Incentives pursuant to the Amended Plan is to fall within the exception to the calculation of the 15% limit imposed by Listing Rule 7.1 on the number of securities which may be issued without Shareholder approval. Accordingly, Shareholder approval is sought for the purposes of Listing Rule 7.2 Exception 13(b) which provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme that has been approved by the holders of ordinary securities within three years of the date of issue.

Prior Shareholder approval will be required before any Director or related party of the Company can participate in the Amended Plan.

Under the Amended Plan, the Board may offer to Eligible Employees the opportunity to subscribe for such number of Incentives in the Company as the Board may decide and on the terms set out in the rules of the Amended Plan, a summary of which is contained in Annexure A of this Explanatory Memorandum. Incentives granted under the Amended Plan will be offered to Participants in the Amended Plan on the basis of the Board's view of the contribution of the Eligible Employee to the Company.

The maximum number of Incentives proposed to be issued under the Amended Plan following approval of this Resolution is 100,000,000. The maximum number stated is not intended to be a prediction of the actual number of securities that may be issued under the Amended Plan – it is simply a ceiling for the purposes of Listing Rule 7.2, Exception 13(b). Once this number is reached the Company will need to seek fresh approval from Shareholders if the subsequent issue of Incentives is to fall within Listing Rule 7.2 Exception 13.

5.4 Consequences of passing the Resolution

If the Resolution is passed, the Company will be able to issue Incentives under the Amended Plan up to the maximum number set out in this Notice. In addition:

- those issues of Incentives 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; and
- the Amended Plan will supersede the 2023 Plan and any capacity remaining under the maximum number approved for the 2023 Plan (as approved at the 2023 annual general meeting) will not be utilised and the Company will issue Incentives under the Amended Plan up to the maximum number set out in this Notice.

If the Resolution is not passed, the Company will be able to proceed to issue Incentives under:

- the Amended Plan, however the issue of those Incentives will not fall within the exception to the calculation of the 15% limit imposed by Listing Rule 7.1 and therefore will effectively decrease the number of Equity Securities which may be issued without Shareholder approval; and
- the 2023 Plan to the extent there is any capacity remaining up to the maximum number approved by Shareholders for the 2023 Plan.

5.5 Information required under Listing Rule 7.2 Exception 13(b)

In accordance with the requirements of Listing Rule 7.2 Exception 13(b), the following information is provided to Shareholders:

- (a) a summary of the terms of the Amended Plan is contained in Annexure A to this Explanatory Memorandum, with the change from the 2023 Plan underlined;
- (b) a previous version of the employee incentive plan was approved by Shareholders on 8 November 2023 (being the 2023 Plan);
- (c) a total of 39,000,000 Equity Securities have been issued pursuant to the previous employee incentive plan (being the 2023 Plan). No Equity Securities have been issued under the Amended Plan;
- (d) the maximum number of Incentives proposed to be issued under the Amended Plan under Exception 13(b) to Listing Rule 7.2 following approval of this Resolution is 100,000,000 Incentives; and
- (e) a voting exclusion statement has been included in the Notice for the purposes of this Resolution.

5.6 Voting

Note that a voting exclusion applies to this Resolution in the terms set out in the Notice.

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on this Resolution.

Resolution 5 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution 5.

6 Resolutions 6 to 10 (inclusive) – Grant of Incentive Performance Rights to Directors or their nominee(s)

6.1 Background

The Company proposes to grant a total of up to 36,000,000 Incentive Performance Rights (each with a nil exercise price and an expiry date of five years from the date of issue) to the Directors or their nominee(s) as follows:

- (a) up to 24,000,000 Incentive Performance Rights to Mr Vincent Ippolito (or his nominee(s)) (the subject of Resolution 6);
- (b) up to 3,000,000 Incentive Performance Rights to Mr Matthew Callahan (or his nominee(s)) (the subject of Resolution 7);
- (c) up to 3,000,000 Incentive Performance Rights to Dr Stewart Washer (or his nominee(s)) (the subject of Resolution 8);
- (d) up to 3,000,000 Incentive Performance Rights to Dr William Bosch (or his nominee(s)) (the subject of Resolution 9); and
- (e) up to 3,000,000 Incentive Performance Rights to Mr Danny Sharp (or his nominee(s)) (the subject of Resolution 10).

The grant of Incentive Performance Rights encourages the Directors to have a greater involvement in the achievement of the Company's objectives and to provide an incentive to strive to that end by participating in the future growth and prosperity of the Company through Share ownership. Under the Company's current circumstances, the Directors consider (in the absence of the relevant Director in relation to their relevant Resolution) that the incentives intended for the Directors represented by the grant of these Incentive Performance Rights are a cost effective and efficient means for the Company to provide a reward and an incentive, as opposed to alternative forms of incentive, such as the payment of additional cash compensation.

The number of Incentive Performance Rights to be granted each of the Directors has been determined based upon a consideration of:

- (a) the remuneration of the relevant Director;
- (b) the extensive experience and reputation of each of the Directors within the pharmaceuticals industry;
- (c) the current price of Shares;
- (d) the Directors' wish to ensure that the remuneration offered is competitive with market standards or/and practice. The Directors have considered the proposed number of Incentive Performance Rights to be granted to each other Director (and for the avoidance of doubt, excluding that

Director for their respective Resolution) and will ensure that the Directors' overall remuneration is in line with market practice;

- (e) attracting and retaining suitably qualified directors; and
- (f) incentives to attract and ensure continuity of service of Directors who have appropriate knowledge and expertise, while maintaining the Company's cash reserves. The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Incentive Performance Rights upon the terms proposed.

6.2 Related Party Transactions Generally

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the public company unless either:

- (a) the giving of the financial benefits falls within one of the nominated exceptions to the provision; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit and the benefit is given within 15 months after obtaining such approval.

For the purposes of Chapter 2E of the Corporations Act, each of Mr Vincent Ippolito, Mr Matthew Callahan, Dr Stewart Washer, Dr William Bosch and Mr Danny Sharp is a related party of the Company.

In relation to Resolutions 6 to 10 (inclusive), the Board (excluding the relevant Director in relation to their relevant Resolution) has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed issue of the Incentive Performance Rights as the issue, which forms part of the remuneration package for the relevant Directors, is considered reasonable remuneration for the purposes of section 211 of the Corporations Act.

6.3 Directors' current total remuneration package

The Directors' current total remuneration (including superannuation, value of equity based awards and other benefits) and the total financial benefit to be received by them in this current period as a result of the grant of the Incentive Performance Rights the subject of the Resolutions 6 to 10 (inclusive), are as follows:

Director	Total FY2024 remuneration p.a. (A\$)	Value of Incentive Performance Rights (A\$) – current period p.a	Total Financial Benefit (A\$) – current period p.a.
Mr Vincent Ippolito	612,698	966,000	1,578,698
Mr Matthew Callahan	357,122	143,250	500,372
Dr Stewart Washer	61,573	143,250	204,823
Dr William Bosch	227,161	143,250	370,411
Mr Danny Sharp	88,493	143,250	231,743

The indicative Incentive Performance Right valuation of:

- (a) A\$966,000 for Mr Vincent Ippolito; and

- (b) A\$143,250 for Mr Matthew Callahan, Dr Stewart Washer, Dr William Bosch and Mr Danny Sharp

is a theoretical valuation of each Incentive Performance Right using the Black-Scholes Model as set out below, risk-adjusted for the probabilities of achieving the attaching non-market vesting conditions and then annualised.

6.4 Valuation of Incentive Performance Rights

The Company's advisers have valued the Incentive Performance Rights proposed to be granted to the Directors using the Black – Scholes Model. The value of a Performance Right calculated by the Black – Scholes Model is a function of a number of variables. The valuation of the Incentive Performance Rights has been prepared using the following assumptions:

Variable	Input
Share price	\$0.375
Exercise price	\$nil
Risk Free Interest Rate	3.556%
Volatility	75%
Time (years to expiry)	5 years

The Company's advisers have calculated the value of each Incentive Performance Right on the following assumptions:

- (a) the underlying value of each Share in the Company is based on the ASX closing price of A\$0.375 on 23 September 2024;
- (b) risk free rate of return – 3.556% (estimated, based on the Australian Government 5-year bond rates); and
- (c) volatility of the Share price of 75%.

The fair values have further been risk-adjusted using probability percentages estimated to achieve each non-market vesting condition.

Any change in the variables applied in the Black – Scholes calculation and probability percentages between the date of the valuation and the date the Incentive Performance Rights are granted would have an impact on their value.

Based on the assumptions, it is considered that the estimated average value of the Incentive Performance Rights proposed to be granted to the Directors is \$307,800 per annum over the years to expiry.

6.5 Directors' Recommendation

Each Director declines to make a recommendation with respect to Resolutions 6 to 10 (inclusive).

ASIC guidance provides that it is good practice for Directors to avoid making a recommendation for resolutions about each other's remuneration as they may be a conflict of interest.

Resolutions 6 to 10 (inclusive) each relate to the proposed grant of Incentive Performance Rights to a Director (or their nominee(s)) as part of their respective remuneration package. Given each Director is

himself proposed to be issued Incentive Performance Rights (subject to the passing of his relevant Resolution), in accordance with ASIC's guidance, each Director declines to make a recommendation in relation to each of Resolutions 6 to 10 (inclusive).

6.6 Information Requirements – Listing Rules 10.14 and 10.15

Listing Rule 10.14 provides that the Company must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme:

- a director of the Company (Listing Rule 10.14.1);
- an Associate of a director of the Company (Listing Rule 10.14.2); or
- a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its Shareholders (Listing Rule 10.14.3),

unless it obtains the approval of its Shareholders.

The proposed grant of Incentive Performance Rights to each Director (or their nominee(s)) pursuant to the Amended Plan falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

If each of Resolutions 6 to 10 (inclusive) are passed, the Company will grant Incentive Performance Rights to the relevant Directors (or their nominee(s)) as noted above.

If any of Resolutions 6 to 10 (inclusive) are not passed, the Company will not grant Incentive Performance Rights to the relevant Director(s) (or his nominee(s)) and the Company may need to consider alternative ways to remunerate the relevant Director(s), including by the payment of cash.

The following further information is provided to Shareholders for the purposes of Listing Rule 10.15:

- (a) the Incentive Performance Rights will be granted as follows:
 - (i) up to 24,000,000 Incentive Performance Rights to Mr Vincent Ippolito (or his nominee(s)) (the subject of Resolution 6);
 - (ii) up to 3,000,000 Incentive Performance Rights to Mr Matthew Callahan (or his nominee(s)) (the subject of Resolution 7);
 - (iii) up to 3,000,000 Incentive Performance Rights to Dr Stewart Washer (or his nominee(s)) (the subject of Resolution 8);
 - (iv) up to 3,000,000 Incentive Performance Rights to Dr William Bosch (or his nominee(s)) (the subject of Resolution 9); and
 - (v) up to 3,000,000 Incentive Performance Rights to Mr Danny Sharp (or his nominee(s)) (the subject of Resolution 10);
- (b) each of Mr Vincent Ippolito, Mr Matthew Callahan, Dr Stewart Washer, Dr William Bosch and Mr Danny Sharp is a Director of the Company and are therefore each a Listing Rule 10.14.1 party;
- (c) a total of up to 36,000,000 Incentive Performance Rights will be granted to the Directors (or their nominee(s)) pursuant to Resolutions 6 to 10 (inclusive);
- (d) each of Mr Vincent Ippolito, Mr Matthew Callahan, Dr Stewart Washer, Dr William Bosch and Mr Danny Sharp is a Director of the Company and the proposed issue of Incentive

Performance Rights the subject of Resolutions 6 to 10 (inclusive) is intended to remunerate or incentivise the relevant Director, whose current total remuneration package is set out above in section 6.3;

- (e) the number of Equity Securities previously issued to each of the Directors under the 2022 Plan and 2023 Plan, being previous versions of the Amended Plan, and the average acquisition price (if any) paid by the relevant Director for each Equity Security is as follows:

Director	Equity Securities	Average Acquisition Price (A\$)
Mr Vincent Ippolito	6,000,000 Performance Rights ¹	Nil
Mr Matthew Callahan	3,500,000 Performance Rights ¹	Nil
Dr Stewart Washer ²	1,000,000 Performance Rights ¹	Nil
Dr William Bosch	1,500,000 Performance Rights ¹	Nil
Mr Danny Sharp ³	1,000,000 Performance Rights ¹	Nil

Notes:

1. Performance Rights (each with a nil exercise price and an expiry date of 30 November 2026) were issued to the Directors on 3 January 2023 under the 2022 Plan.
2. 5,000,000 Options (each with an exercise price of \$0.102 and an expiry date of 22 March 2025) were issued to Dr Stewart Washer on 12 December 2022 under the 2021 Plan. This 2021 Plan is not a previous version of the Amended Plan and so these Options have not been included in the above table.
3. 4,000,000 Options (each with an exercise price of \$0.094 and an expiry date of 22 March 2025) were issued to Mr Danny Sharp on 22 March 2022 under the 2021 Plan. This 2021 Plan is not a previous version of the Amended Plan and so these Options have not been included in the above table.

- (f) the terms and conditions of the Incentive Performance Rights are set out in Annexure B to this Explanatory Memorandum;
- (g) as noted above, the Company has valued the Incentive Performance Rights using the Black - Scholes method. Based on the assumptions set out in section 6.4, it is considered that the estimated average value of the Incentive Performance Rights to be granted to the Directors (or their nominee(s)) is A\$307,800 per annum over the years to expiry (5 years);
- (h) the Incentive Performance Rights will be granted on a date which will be no later than 3 years after the date of this Meeting;
- (i) the Incentive Performance Rights will be granted for no cash consideration;
- (j) a summary of the material terms of the Amended Plan pursuant to which the Incentive Performance Rights are proposed to be granted under, is set out in Annexure A to this Explanatory Memorandum;
- (k) details of any Equity Securities issued under the Amended Plan will be published in the annual report of the Company relating to a period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14 (as appropriate);
- (l) any additional persons covered by Listing Rule 10.14 who become entitled to participate in the Plan after Resolutions 6 to 10 (inclusive) are approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14; and
- (m) a voting exclusion statement applies to Resolutions 6 to 10 (inclusive) as set out in this Notice.

6.7 Voting

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on the Resolution.

7 Resolution 11 – Appointment of Auditor

7.1 Background

As announced on 5 June 2024, the Company appointed BDO Audit Pty Ltd (**BDO Audit**) as the new auditor of the Company following the resignation of the Company's previous auditor, BDO Audit (WA) Pty Ltd (**BDO WA**) after it had received consent from ASIC to resign as the Company's auditor in accordance with section 329(5) of the Corporations Act.

The change to the Company's auditor is a result of BDO WA restructuring its audit practice whereby the Company's audits will be conducted by BDO Audit, an authorised audit company, rather than BDO WA. In effect, there will be no change to the auditor of the Company.

Under section 327C(2) of the Corporations Act, any auditor appointed under section 327C(1) of the Corporations Act holds office until the company's next annual general meeting. The Company is therefore required to appoint an auditor of the Company to fill the vacancy in the office of auditor at this Meeting pursuant to section 327B of the Corporations Act.

Section 328B(1) of the Corporations Act requires that written notice of nomination of a new auditor be received from a member of the Company. The Company has received such a nomination from Robward Pty Ltd, in their capacity as a member of the Company. A copy of the nomination is set out in Annexure C.

BDO Audit has given its written consent to act as the Company's auditor.

Resolution 11 seeks Shareholder approval to appoint BDO Audit as the Company's auditor under section 327B of the Corporations Act, which requires Shareholder approval for the appointment of a new auditor to fill a vacancy at the Company's annual general meeting.

If the Resolution is passed, BDO Audit will continue as the Company's auditor following the Meeting.

If the Resolution is not passed, the Company will need to appoint a new auditor other than BDO Audit.

7.2 Directors' recommendation

The Directors recommend that Shareholders vote in favour of Resolution 11.

Resolution 11 is a special resolution. At least 75% of the votes cast must be in favour of the Resolution for it to pass.

The Chair intends to exercise all available proxies in favour of Resolution 11.

8 Resolution 12 – Renewal of proportional takeover provisions in Constitution

8.1 Background

The Corporations Act permits a company to include in its constitution provisions (called **takeover approval provisions**) requiring that a proportional or partial takeover offer (ie an offer for less than 100% of the shares but for the same proportion of each shareholder's shares) be approved by a majority of shareholders, before it may proceed. In effect, the approval of Resolution 12 will enable the Company to refuse to register shares acquired under a proportional takeover bid unless than bid is approved by a majority of shareholders.

The proportional takeover provisions currently contained in Schedule 5 of the Company's Constitution require the renewal of approval for the provisions every three years or the provisions cease to have effect. The adoption of the proportional takeover provisions was first approved by Shareholders at the general meeting held on 14 June 2016 and were subsequently renewed by Shareholders at meetings held on 19 November 2018 and 26 October 2021.

Resolution 12 seeks Shareholder approval for the proportional takeover provisions to be renewed in the Constitution with effect from the close of the Meeting, and is a special resolution, requiring approval of 75% of the votes cast by Shareholders entitled to vote on the resolution in order to be passed.

If Resolution 12 is passed, then Schedule 5 of the Constitution will have effect as and from the close of the Meeting for a period of three years. After a period of three years, Schedule 5 of the Constitution would cease to apply unless renewed by a further special resolution of Shareholders.

8.2 Section 648G of the Corporations Act

The following information is provided pursuant to section 648G of the Corporations Act.

(a) Operation of the Proportional Takeover Provisions

If the proportional takeover provisions set out in Schedule 5 of the Company's Constitution are renewed the registration of a transfer of Shares acquired under a proportional takeover offer will be prohibited unless an approving resolution is passed by Shareholders in the Company in the manner provided in Schedule 5 of the Company's Constitution.

The proportional takeover provisions do not apply to a full takeover bid for all of the Shares of the Company.

If the Company's existing proportional takeover provisions are renewed and a proportional takeover offer is subsequently made for Shares in the Company, the Directors must seek Shareholder approval by a majority vote to register transfers under the proportional takeover bid. The Shareholder approval can be obtained at a general meeting of Shareholders.

Those Shareholders who are entitled to vote at the general meeting are the Shareholders (other than the bidder and its associates) who are recorded on the register of members at the end of the day on which the first of the takeover offers under the proportional takeover bid is made.

The resolution must be voted on at least 14 days before the last day of the offer period under the proportional takeover bid. The resolution will be passed if more than 50 percent of eligible votes are cast in favour of the approval. If no such resolution has been voted on at least 14 days before the last day of the bid period then a resolution to approve the registration of transfers under the bid is taken to have been passed.

If the resolution is not passed by a majority of the shares voted, then the offer will be deemed to be withdrawn and registration of any transfer of shares resulting from the offer will be prohibited. Acceptances will be returned and any contracts formed by acceptance will be rescinded. If the resolution is approved, transfers of shares to the bidder will be registered provided they comply with the other provisions of the Constitution.

(b) Current Acquisition Proposals

As at the day on which this Notice and Explanatory Memorandum is prepared, none of the Directors of the Company is aware of a proposal by a person to acquire, or to increase the extent of, a substantial interest in the Company.

(c) Advantages of Proportional Takeover Provisions to Shareholders

Potential advantages to Shareholders of the renewal of proportional takeover provisions in the Company's Constitution are set out below:

- (i) The takeover approval provisions may enable Shareholders to act together and so avoid the coercion of Shareholders that might otherwise arise where they believe a partial offer is inadequate, but nevertheless accept through concern that a significant number of other Shareholders will accept.
- (ii) The takeover approval provisions may provide Shareholders with protection against being coerced into accepting a partial bid at a high premium where the bidder indicates its intention to mount a subsequent bid for the remaining shares at a much reduced price. This puts pressure on Shareholders to accept the initial bid in order to maximise their returns.
- (iii) If a partial bid is made, the takeover approval provisions may make it more probable that a bidder will set its offer price at a level that will be attractive to at least a majority of Shareholders.
- (iv) The body of Shareholders may more effectively advise and guide the Directors' response to a partial bid, and knowing the view of the majority of Shareholders may assist individual Shareholders to assess the likely outcome of the proportional bid and decide whether or not to accept an offer under the bid.
- (v) The takeover approval provisions may make it more probable that any takeover offer will be a full bid for the whole shareholding of each Shareholder, so that Shareholders may have the opportunity of disposing of all their Shares rather than only a proportion.

(d) Disadvantages of the proportional takeover provisions to Shareholders

Potential disadvantages to Shareholders of the renewal of proportional takeover provisions in the Company's Constitution are set out below:

- (i) By placing obstacles in the way of partial offers, the proposal may tend to discourage partial offers, thus reducing the opportunity for Shareholders to sell a portion of their holding.
- (ii) It is possible that the existence of the takeover approval provisions might have an adverse effect on the market value of the Company's Shares by making a partial offer less likely thus reducing any takeover speculation element in the Share price.
- (iii) An individual Shareholder who wishes to accept a proportional offer will be unable to sell to the bidder unless a majority of Shareholders favour the proportional takeover scheme (which may be viewed as an additional restriction on the ability of individual Shareholders to deal freely in their Shares).
- (iv) If a proportional takeover offer is made, the Company will incur the cost of calling a meeting of Shareholders.

(e) Advantages and disadvantages of the proportional takeover provisions for the Directors

Potential advantages and disadvantages to the Directors of the renewal of proportional takeover provisions in the Company's Constitution are set out below:

- (i) If the Directors consider that a proportional bid should be opposed, they will be assisted in preventing the bidder from securing control of the Company as the bidder will need a

majority of votes to be cast in its favour by the independent Shareholders, before the bidder can succeed.

- (ii) On the other hand, under the takeover approval provisions, if a proportional takeover offer is received, the Directors must call a meeting to seek the Shareholders' views. They must do so even if the Directors believe that the offer should be accepted.
- (iii) At present, it is only the Directors who express any formal view on the adequacy or otherwise of a takeover bid, on behalf of the Company. Under the takeover approval provisions the most effective view on a proportional bid will become the view expressed by the vote of the Shareholders themselves, at the meeting.
- (iv) The takeover approval provisions may make it easier for the Directors to discharge their fiduciary and statutory duties as directors in the event of a proportional takeover bid.

(f) Reasons for Proposing the Resolution

Having considered the advantages and disadvantages to Shareholders and the Directors, the Directors have decided to put this Resolution to Shareholders, to give Shareholders an opportunity to take advantage of the protections which the takeover approval provisions offer, if a proportional takeover offer is made.

8.3 Directors' recommendation

The Directors recommend that Shareholders vote in favour of Resolution 12.

Resolution 12 is a special resolution. At least 75% of the votes cast must be in favour of the Resolution for it to pass.

The Chair intends to exercise all available proxies in favour of Resolution 12.

9 Resolutions 13 to 17 (inclusive) – Approval of potential termination benefits to the Directors in relation to Incentive Performance Rights

9.1 Background

Subject to the passing of Resolutions 6 to 10 (as applicable), the Company is proposing to grant up to a total of 36,000,000 Incentive Performance Rights to the Directors. A summary of the material terms of the Incentive Performance Rights is set out in Annexure B to this Explanatory Memorandum.

The terms of the Incentive Performance Rights (as governed by the Amended Plan) include potential termination benefits which may become payable to Mr Vincent Ippolito, Mr Matthew Callahan, Dr Stewart Washer, Dr William Bosch and Mr Danny Sharp, in connection with any of them ceasing employment and/or appointment as a Director of the Company or a Group Company (as applicable). Resolutions 13 to 17 (inclusive) seek Shareholder approval for the giving of those potential termination benefits for the purposes of sections 200B and 200E of the Corporations Act and for all other purposes as set out in this Explanatory Memorandum.

If any of Resolutions 6 to 10 for the grant of Incentive Performance Rights to Mr Vincent Ippolito, Mr Matthew Callahan, Dr Stewart Washer, Dr William Bosch and Mr Danny Sharp, respectively, are not passed, then the relevant corresponding Resolution of Resolutions 13 to 17 for approval for the giving of potential termination benefits to Mr Vincent Ippolito, Mr Matthew Callahan, Dr Stewart Washer, Dr William Bosch and Mr Danny Sharp, respectively (as applicable), will be of no effect.

9.2 Termination benefits payable to the Directors

The terms of the Amended Plan provide that upon any of the Directors ceasing to be employed/appointed as a Director of the Company (as applicable) then (subject to compliance with the Corporations Act and Listing Rules):

- (a) any unvested Incentive Performance Rights held by the Directors will immediately lapse;
- (b) and any vested Incentive Performance Rights that have not been exercised will lapse on the date the Director ceases to be employed/appointed by the Company,

although the Board may (subject to compliance with the Corporations Act and Listing Rules) exercise its discretion to determine to treat any unvested Incentive Performance Rights in any other way other than in the manner set out above if the Board determines that the relevant circumstances warrant such treatment.

The term “benefit” has a wide operation and would include the exercise of discretion in the above circumstances for the purposes of section 200B of the Corporations Act. The Company is therefore seeking Shareholder approval for the exercise of the Board’s discretion in respect of the Incentive Performance Rights the subject of Resolutions 6 to 10 (inclusive).

9.3 Sections 200B and 200E of the Corporations Act

Part 2D.2 of the Corporations Act restricts the benefits that can be given to persons who hold a “managerial or executive office” (as defined in the Corporations Act), or persons who have in the 3 years before their termination held a managerial or executive office, on leaving their employment with the Company or ceasing appointment as a director of the Company or any of its related bodies corporate, unless an exception applies.

Section 200B of the Corporations Act applies to managerial or executive officers of the Company or any of its subsidiaries, which will include Mr Vincent Ippolito, Mr Matthew Callahan, Dr Stewart Washer, Dr William Bosch and Mr Danny Sharp.

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with their ceasing to hold a managerial or executive office in the company or a related body corporate if it is approved by shareholders under section 200E of the Corporations Act or another exemption applies.

Accordingly, Shareholder approval is sought for the purposes of section 200E of the Corporations Act to allow the Company to deal with the Incentive Performance Rights upon termination or cessation of any of Mr Vincent Ippolito, Mr Matthew Callahan, Dr Stewart Washer, Dr William Bosch and Mr Danny Sharp’s employment and/or appointment (as applicable) in accordance with the terms and conditions of the Amended Plan, where to do so would involve giving a “benefit” to any of Mr Vincent Ippolito, Mr Matthew Callahan, Dr Stewart Washer, Dr William Bosch and Mr Danny Sharp in connection with either of them ceasing to hold a managerial or executive office.

The approval is sought in relation to the Incentive Performance Rights proposed to be granted to Mr Vincent Ippolito, Mr Matthew Callahan, Dr Stewart Washer, Dr William Bosch and Mr Danny Sharp under Resolutions 6 to 10, respectively.

The value of any benefits relating to the Incentive Performance Rights given in connection with any of Mr Vincent Ippolito, Mr Matthew Callahan, Dr Stewart Washer, Dr William Bosch and Mr Danny Sharp ceasing to hold managerial or executive office cannot presently be ascertained. However, based on current information known to the Directors, the maximum value to each Director would be the amount per Incentive Performance Right set out in section 6.4 above multiplied by the amount of Incentive Performance Rights each Director is to receive.

The matters, events and circumstances that will, or are likely to, affect the calculation of the value of those benefits for any of them are:

- (a) the number of Incentive Performance Rights held by each of Mr Vincent Ippolito, Mr Matthew Callahan, Dr Stewart Washer, Dr William Bosch and Mr Danny Sharp prior to termination or cessation of their employment and/or appointment (as applicable);
- (b) Mr Vincent Ippolito, Mr Matthew Callahan, Dr Stewart Washer, Dr William Bosch and Mr Danny Sharp's length of service (as applicable) and the status of the vesting conditions attaching to the Incentive Performance Rights at the time their employment or office ceases;
- (c) whether the vesting conditions are waived or (if not waived) met, and the number of Incentive Performance Rights (which could be a portion of or all of the relevant Incentive Performance Rights held by any of Mr Vincent Ippolito, Mr Matthew Callahan, Dr Stewart Washer, Dr William Bosch and Mr Danny Sharp); and
- (d) the market price of the Company's Shares on ASX on the date Shares are issued to each of Mr Vincent Ippolito, Mr Matthew Callahan, Dr Stewart Washer, Dr William Bosch and Mr Danny Sharp upon exercise of the relevant Incentive Performance Rights.

Provided Shareholder approval is given, the value of the termination benefits may be disregarded when applying sections 200F(2)(b) or 200G(1)(c) of the Corporations Act (i.e. the approved benefit will not count towards the statutory cap under the legislation).

9.4 Consequences of passing the Resolutions

If any of Resolutions 13 to 17 are passed, the Company will be able to give termination benefits to Mr Vincent Ippolito, Mr Matthew Callahan, Dr Stewart Washer, Dr William Bosch and Mr Danny Sharp, respectively, in connection with any of them ceasing to hold managerial or executive office in accordance with the rules of the Incentive Performance Rights (as applicable).

If any of the Resolutions 13 to 17 are not passed, the Company will not be able to give termination benefits to Mr Vincent Ippolito, Mr Matthew Callahan, Dr Stewart Washer, Dr William Bosch and Mr Danny Sharp, respectively (as applicable), unless the Company obtains future Shareholder approval under section 200E of the Corporations Act for the giving of the particular termination benefit or another exemption to the restriction in section 200B of the Corporations Act applies.

The Chair intends to vote all available proxies in favour of Resolutions 13 to 17 (inclusive).

GLOSSARY

\$ means Australian dollars.

2021 Plan means the Employee Securities Incentive Plan approved at the Company's 2021 annual general meeting.

2022 AGM means the Company's 2022 annual general meeting held on 23 November 2022.

2022 Plan means the Employee Awards Plan approved at the Company's 2022 AGM.

2023 Plan has the meaning set out in section 5.1 of the Explanatory Memorandum.

Accounting Standards has the meaning given to that term in the Corporations Act.

Amended Plan has the meaning set out in section 5.1 of the Explanatory Memorandum.

Annual Report means the annual report of the Company for the year ended 30 June 2024.

Article mean an article of the Constitution.

Associate has the meaning given to that term in the Listing Rules.

ASX means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Auditor means the Company's auditor from time to time (if any).

Auditor's Report means the report of the Auditor contained in the Annual Report for the year ended 30 June 2024.

AWST means western standard time as recognised in Perth, Western Australia.

BDO Audit means BDO Audit Pty Ltd ABN 33 134 022 870.

BDO WA means BDO Audit (WA) Pty Ltd ABN 79 112 284 787.

Board means the Directors.

Bonus Issue has the meaning set out in Annexure B.

Bonus Shares has the meaning set out in Annexure B.

Chair means the individual elected to chair any meeting of the Company from time to time.

Closely Related Party has the meaning given to that term in the Corporations Act.

Company means Botanix Pharmaceuticals Ltd ABN 70 009 109 755.

Constitution means the Company's constitution, as amended from time to time.

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

Directors means the directors of the Company.

Directors' Report means the report of the Directors contained in the Annual Report for the year ended 30 June 2024.

Eligible Employees has the meaning set out in section 5.2 of the Explanatory Memorandum.

Equity Securities has the meaning given to that term in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum accompanying this Notice.

Group Company means the Company and each Related Body Corporate of the Company.

Incentives has the meaning set out in section 5.2 of the Explanatory Memorandum.

Incentive Performance Rights means a Performance Right with a nil exercise price and expiry date of five years from the date of issue the subject of Resolutions 6 to 10 (inclusive).

Key Management Personnel has the meaning given to that term in the Accounting Standards.

Listing Rules means the ASX Listing Rules.

Meeting means the Annual General Meeting convened by the Notice.

Notice means this Notice of Annual General Meeting.

Offer has the meaning set out in Annexure A.

Option means an option to acquire a Share.

Participant has the meaning set out in Annexure A.

Performance Rights means a right to acquire a Share subject to performance conditions being met.

Placement has the meaning set out in section 3.1 of the Explanatory Memorandum.

Placement Shares has the meaning set out in section 3.1 of the Explanatory Memorandum.

Plan means the Amended Plan.

Proxy Form means the proxy form accompanying the Notice by way of email where the Shareholder has elected to receive notices by email, or the personalised proxy form accompanying the postcard circulated by way of post where the Shareholder has not elected to receive notices by email.

Related Body Corporate has the meaning given to that term in the Corporations Act.

Remuneration Report means the remuneration report set out in the Annual Report for the year ended 30 June 2024.

Resolution means a resolution contained in the Notice.

Restricted Voter means Key Management Personnel and their Closely Related Parties as at the date of the Meeting.

Section means a section of this Notice.

Shareholder means a member of the Company from time to time.

Shares means fully paid ordinary shares in the capital of the Company.

Spill Meeting has the meaning set out in section 1.1 of the Explanatory Memorandum.

Spill Resolution has the meaning set out in section 1.1 of the Explanatory Memorandum.

US\$ means United States dollars.

ANNEXURE A – SUMMARY OF AMENDED PLAN

A summary of the terms of the Employee Awards Plan is set out below. For the purposes of this Annexure A, **Plan** means the Amended Plan.

- (a) **Eligibility:** The Board may (in its absolute discretion) provide an offer to an Eligible Employee of a Group Company to participate in the Plan (**Offer**). Where such person (or a permitted nominee of such person) accepts the Offer, he or she will become a participant under the Plan (**Participant**).
- (b) **Issue cap:** Offers made under the Plan which require the payment of monetary consideration by the Participant in respect of the issue, transfer or exercise of an Incentive are subject to an issue cap of 5% of the number of Shares on issue (as adjusted or increased as permitted by law and under the Constitution from time to time).
- (c) **Offer:** The Board may make an Offer at any time. Where an Offer is made under the Plan which requires the payment of monetary consideration by the Participant in respect of the issue, transfer or exercise of an Incentive then, subject to limited exceptions, the Offer must include the following information:
 - (i) the name and address of the person to whom the Offer is being made to;
 - (ii) the date of the Offer;
 - (iii) the first acceptance date (which must be at least 14 days after receiving the Offer) and the final acceptance date that the person can accept the Offer;
 - (iv) the number of Options, Performance Rights or Shares being offered and the maximum which can be applied for;
 - (v) the amount payable per Incentive by the person on application for the Incentives offered (if any), or the manner of determining such amount payable;
 - (vi) the conditions (if any) determined by the Board which are required to be satisfied, reached and met before an Incentive will be issued, and whether not it is issued subject to further vesting conditions;
 - (vii) the vesting conditions attaching to the Incentive (if applicable);
 - (viii) the first exercise date and last exercise date of the Incentives;
 - (ix) the exercise price (if any) or the manner of determining the exercise price of the Incentives;
 - (x) the vesting period (if any) of the Incentives;
 - (xi) general information about the risks of acquiring and holding the Incentives (and underlying Shares) the subject of the Offer;
 - (xii) a copy of the Plan;
 - (xiii) any other specific terms and conditions applicable to the Offer;
 - (xiv) to the extent required by applicable law:
 - (A) an explanation of how an Eligible Employee could, from time to time, ascertain the market price of the Shares underlying the Options or Performance Rights;

- (B) the terms of any loan or contribution plan under which an Eligible Employee may obtain Incentives, or a summary of the terms of the loan together with a statement that the Participant can request a copy of the terms;
 - (C) the trust deed of any trust that will hold Incentives on trust for an Eligible Employee, or a summary of the terms of the trust deed together with a statement that the Participant can request a copy of the trust deed;
 - (D) a copy of any disclosure document prepared by the Company under Part 6D.2 of the Corporations Act in the 12 months before the date of the Offer, or a statement of how the Participant can access a copy of those disclosure documents; and
 - (E) any other information required by applicable laws; and
- (xv) a prominent statement to the effect that:
 - (A) any advice given by the Company in relation to Incentives issued under the Plan, and Shares issued upon exercise of the Options or Performance Rights, does not take into account an Eligible Employee's objectives, financial situation and needs; and
 - (B) the Eligible Employee should obtain their own financial product advice in relation to the Offer from a person who is licensed by ASIC to give such advice.
- (d) **Terms of Offer:** The terms and conditions applicable to an Offer, and any accompanying document, must not include any misleading or deceptive statements, or omit any information that would result in those materials becoming misleading or deceptive. If the Company becomes aware, during the application period for an Incentives, that any statement in the Offer has become out of date, or is otherwise not correct, in a material respect, then it must provide an updated Offer.
- (e) **Issue Price:** The issue price (if any) in respect of the Incentives granted under the Plan is as determined by the Board at its discretion.
- (f) **Nominees:** An Eligible Employee may, by notice in writing to the Board and subject to applicable laws, nominate a nominee in whose favour the Eligible Employee wishes the Incentives to be issued. The nominee may be an immediate family member of the Eligible Employee, a corporate trustee of a self-managed superannuation fund where the Eligible Employee is a director of the trustee or a company whose members comprise no persons other than the Eligible Employee or immediate family members of the Eligible Employee. The Board may, in its sole and absolute discretion, decide not to permit the Incentives to be issued to a nominee.
- (g) **Dealing:** Incentives may not be sold, assigned, transferred or otherwise dealt with except on the death of the Participant in limited circumstances or with the prior consent of the Board.
- (h) **Vesting:** Subject to paragraphs (k) and (l) below, an Incentive will vest when the Participant receives a vesting notice from the Company confirming that the vesting conditions attaching to the Incentives are met or waived.
- (i) **Exercise of Incentive:** Upon receiving a vesting notice with respect to their Incentives, a Participant may exercise those Incentives by delivery to the Company Secretary of the certificate for the Incentives (if any), a signed notice of exercise and payment equal to the exercise price (if any) for the number of Incentives sought to be exercised.
- (j) **Lapse of Incentive:** Unless otherwise determined by the Board, an Incentive will not vest and will lapse on the earlier of:

- (i) the Board determining that the vesting conditions attaching to the Incentive have not been satisfied, reached or met in accordance with its terms or is not capable of being satisfied, reached or met;
 - (ii) the day immediately following the last exercise date; or
 - (iii) with respect of unvested Incentives, the date the Participant ceases employment in the relevant circumstances summarised at paragraph (k) below .
- (k) **Ceasing employment:** If the Eligible Employee ceases to be employed by the Company for any reason, then (subject to compliance with the Corporations Act and Listing Rules):
 - (i) any unvested Shares held by the relevant Participant will be forfeited;
 - (ii) any unvested Options or Performance Rights held by the relevant Participant will immediately lapse; and
 - (iii) any vested Options or Performance Rights that have not been exercised will lapse on the date the Eligible Employee ceases to be employed by the Company,

although the Board may (subject to compliance with the Corporations Act and Listing Rules) determine to treat any unvested Incentives in any other way other than in the manner set out above if the Board determines that the relevant circumstances warrant such treatment. If the Board makes such a determination for alternative treatment, then it must give the relevant Participant notice within 14 days of that determination.
- (l) **Change of control:** If a Change of Control Event (see below) occurs, all unvested Incentives will automatically vest and be exercised and converted into Shares with such vesting and exercise deemed to have taken place immediately prior to the Change of Control Event, where a “**Change of Control Event**” means:
 - (i) a takeover bid (as defined in the Corporations Act) is made for all Shares and which is, or is declared, unconditional and the bidder under the bid acquires a voting power in the Company of at least 50.1%;
 - (ii) the Court sanctioning a compromise or arrangement relating to the Company under Part 5.1 of the Corporations Act;
 - (iii) any other merger, consolidation or amalgamation involving the Company occurring which results in the holders of Shares immediately prior to the merger, consolidation or amalgamation being entitled to 50% or less of the voting shares in the body corporate resulting from the merger, consolidation or amalgamation;
 - (iv) any Group Company entering into agreements to sell in aggregate a majority in value of the businesses or assets of the Group to a person, or a number of persons, none of which are Group Companies; or
 - (v) the Board determining in its reasonable opinion that control of the Company has or is likely to change or pass to one or more persons.
- (b) **Issue of Shares on vesting of Options or Performance Rights:** Following exercise of the Options or Performance Rights, the Company will, subject to the terms of the Company’s relevant policies, issue or transfer Shares to that Participant and apply for official quotation or listing of those Shares on the ASX if applicable. Unless and until the Options or Performance Rights have been exercised and the relevant Shares issued to that Participant as a result of that exercise, a Participant has no right or interest in those Shares.

- (c) **Ranking of Shares:** Shares issued upon exercise of the Options or Performance Right will rank equally in all respects with existing Shares, except for entitlements which had a record date before the date of the issue of that Share.
- (d) **Adjustment of Options or Performance Rights:** If, prior to the vesting of an Option or Performance Right, there is a reorganisation of the issued share capital of the Company (including a consolidation, sub-division or reduction of capital or return of capital to Shareholders), the number of Options or Performance Rights to which a Participant is entitled will be adjusted in a manner required by the Listing Rules.
- (e) **Clawback:** If the Board determines that:
 - (i) a Participant (or Eligible Employee who has nominated a nominee to receive the Incentives) at any time:
 - (A) has been dismissed or removed from office for a reason which entitles a Group Company to dismiss the Participant (or Eligible Employee) without notice;
 - (B) has been convicted on indictment of an offence against the Corporations Act in connection with the affairs of a Group Company;
 - (C) has had a judgement entered against him or her in civil proceedings in respect of the contravention by the Participant (or Eligible Employee) of his or her duties at law, in equity or under statute in his or her capacity as an executive or Director of a Group Company;
 - (D) has committed an act of fraud, defalcation or gross misconduct in relation to the affairs of that body corporate (whether or not charged with an offence);
 - (E) is in material breach of any of his or her duties or obligations to a Group Company; or
 - (F) has done an act which brings a Group Company into disrepute,

then the Board may determine that all unvested Shares held by the Participant will be forfeited and any Options or Performance Rights held by the Participant will lapse; and
 - (ii) there has been a material misstatement in the Company's financial statements or some other event has occurred which, as a result, means that the relevant vesting conditions (if any) to an Incentive which has vested were not, or should not have been determined to have been satisfied, then the Participant shall cease to be entitled to those vested Incentives and the Board may:
 - (A) by written notice to the Participant cancel the relevant Options or Performance Rights for no consideration or determine that the relevant Shares are forfeited;
 - (B) by written notice to the Participant require that the Participant pay to the Company the after tax value of the relevant Incentives, with such payment to be made within 30 Business Days of receipt of such notice; or
 - (C) adjust fixed remuneration, incentives or participation in the Plan of a relevant Participant in the current year or any future year to take account of the after tax value of the relevant Incentives.
- (f) **Amendments to the Plan:** Subject to and in accordance with the Listing Rules, the Board may amend, revoke, add to or vary the Plan (without the necessity of obtaining the prior or subsequent consent or approval of Shareholders of the Company), provided that rights or entitlements in respect of any Option, Performance Right or Share granted before the date of the amendment shall not be reduced or adversely affected without the prior written consent of the Participant affected by the amendment.

ANNEXURE B – TERMS OF INCENTIVE PERFORMANCE RIGHTS

The terms of the Incentive Performance Rights are set out below (and are otherwise governed by the terms of the Amended Plan). Terms not defined in this Annexure B have the meaning given to them in the Amended Plan. For the purposes of this Annexure B, **Plan** means the Amended Plan.

Item	Term						
Expiry Date	5:00pm (AWST) on the date that is five years from the date of issue.						
Issue Price	Nil						
Vesting Conditions	<p>In relation to the 24,000,000 Incentive Performance Rights proposed to be granted to Mr Vince Ippolito (the subject of Resolution 6) the vesting conditions attached to the Incentive Performance Rights are as follows:</p> <table> <tr> <th>Vesting Condition</th><th>Proportion of Incentive Performance Rights that will vest</th></tr> <tr> <td> <p>Tranche 1:</p> <p>The date the Company has:</p> <ul style="list-style-type: none"> successfully established a distribution network which is effectively providing reimbursed prescriptions to patients; and executed its first payer contract with a leading US payer for coverage of Sofdra™, <p>provided that Mr Vince Ippolito has had continuous employment with the Company up to and including that date.</p> </td><td>4,000,000</td></tr> <tr> <td> <p>Tranche 2:</p> <p>The date that the Company:</p> <ul style="list-style-type: none"> has successfully deployed its digital telehealth platform for the diagnosis of patients with hyperhidrosis; and is generating revenue from prescriptions as a direct result from utilisation of the telehealth platform, <p>provided that Mr Vince Ippolito has had continuous employment with the Company up to and including that date.</p> </td><td>4,000,000</td></tr> </table>	Vesting Condition	Proportion of Incentive Performance Rights that will vest	<p>Tranche 1:</p> <p>The date the Company has:</p> <ul style="list-style-type: none"> successfully established a distribution network which is effectively providing reimbursed prescriptions to patients; and executed its first payer contract with a leading US payer for coverage of Sofdra™, <p>provided that Mr Vince Ippolito has had continuous employment with the Company up to and including that date.</p>	4,000,000	<p>Tranche 2:</p> <p>The date that the Company:</p> <ul style="list-style-type: none"> has successfully deployed its digital telehealth platform for the diagnosis of patients with hyperhidrosis; and is generating revenue from prescriptions as a direct result from utilisation of the telehealth platform, <p>provided that Mr Vince Ippolito has had continuous employment with the Company up to and including that date.</p>	4,000,000
Vesting Condition	Proportion of Incentive Performance Rights that will vest						
<p>Tranche 1:</p> <p>The date the Company has:</p> <ul style="list-style-type: none"> successfully established a distribution network which is effectively providing reimbursed prescriptions to patients; and executed its first payer contract with a leading US payer for coverage of Sofdra™, <p>provided that Mr Vince Ippolito has had continuous employment with the Company up to and including that date.</p>	4,000,000						
<p>Tranche 2:</p> <p>The date that the Company:</p> <ul style="list-style-type: none"> has successfully deployed its digital telehealth platform for the diagnosis of patients with hyperhidrosis; and is generating revenue from prescriptions as a direct result from utilisation of the telehealth platform, <p>provided that Mr Vince Ippolito has had continuous employment with the Company up to and including that date.</p>	4,000,000						

Item	Term	
	Tranche 3:	2,000,000
	The date the Company has acquired an FDA approved product or products in the dermatology space which is accretive to annual revenue.	
	Tranche 4:	2,000,000
	The date the Company has acquired a late-stage development or commercial ready product in the dermatology space with a market potential of \$USD200 million in aggregate sales or greater.	
	Tranche 5:	4,000,000
	Achieving US\$100 million of revenue from the sales of products in a financial year.	
	Tranche 6:	4,000,000
	Achieving US\$150 million of revenue from the sales of products in a financial year.	
	Tranche 7:	4,000,000
	Achieving US\$250 million of revenue from the sale of products in a financial year	
In relation to the remaining 12,000,000 Incentive Performance Rights proposed to be granted to Mr Matthew Callahan, Dr Stewart Washer, Dr William Bosch and Mr Danny Sharp (the subject of Resolutions 7 to 10 (inclusive)) the vesting conditions attached to the Incentive Performance Rights are as follows:		
	Vesting Condition	Proportion of Incentive Performance Rights that will vest
	Tranche 1:	1,000,000
	The date the Company has launched <i>Sofdra</i> TM with the sales force and telemedicine.	
	Tranche 2:	1,000,000
	Achieving US\$100 million of revenue from the sales of products in a financial year.	

Item		Term
	Tranche 3: Achieving US\$150 million of revenue from the sales of products in a financial year.	1,000,000
First Exercise Date	The date the holder receives a Vesting Notice from the Company advising that the vesting condition has been met.	
Last Exercise Date	<p>The earlier of:</p> <ul style="list-style-type: none"> the date which is 45 days after the Vesting Notice advising that the relevant Vesting Condition has been met (unless the Board otherwise determines); or the Expiry Date. 	
Exercise Price	\$0.00 per Incentive Performance Right.	
Exercise	<p>The Incentive Performance Rights may be exercised after the Board has provided a Vesting Notice confirming that vesting conditions have been satisfied or waived. All or some of the Incentive Performance Rights may be exercised, provided that the Incentive Performance Rights are in multiples of 100 Incentive Performance Rights.</p> <p>The Incentive Performance Rights may be exercised by the holder providing the following to the Company Secretary:</p> <ul style="list-style-type: none"> if the Incentive Performance Rights are certificated, the certificate for the Incentive Performance Rights (or if the certificate has been lost or destroyed, a declaration to that effect accompanied by an indemnity in favour of the Company against any loss, costs or expenses which might be incurred by the Company as a consequence of its relying on that declaration); and a signed Notice of Exercise. 	
Transferability	The Incentive Performance Rights are not transferrable, except in accordance with Rule 16 of the Plan.	
Entitlement	On exercise of a holder's vested Incentive Performance Rights the holder (or their Nominated Party) will be entitled to receive one Share for every Incentive Performance Right exercised, subject to any adjustment made in accordance with the Offer Document or the Plan.	
Other terms	(a) The issue of Incentive Performance Rights, and disposal of any Shares, is subject to the terms of the Plan, including the Company obtaining any approvals required under any applicable legislation and stock exchange rules and the terms of the Plan.	

Item	Term
	<p>(b) If the holder ceases to be an Eligible Employee for any reason, then Rule 18 of the Plan will apply to the Incentive Performance Rights granted to them (or their Nominated Party).</p> <p>(c) The Incentive Performance Rights, and Shares issued on exercise of the Incentive Performance Rights, can only be disposed in certain circumstances as set out in the Offer Document and the Plan.</p> <p>(d) An Incentive Performance Right will not confer on the holder the right to participate in new issues of securities by the Company unless the Incentive Performance Rights vest and are exercised prior to the record date for the new issue.</p> <p>(e) In the event of a reorganisation of the capital of the Company, the Company may alter the rights of the holder of an Incentive Performance Right to the extent necessary to comply with the Corporations Act and the Listing Rules (if applicable) applying to reorganisations at the time of the reorganisation.</p> <p>(f) The Shares to which the holder is entitled on exercise of the Incentive Performance Rights will be issued to them as soon as practicable after the exercise date.</p> <p>(g) The Company will apply for the Shares issued on the vesting and exercise of the Incentive Performance Rights to be quoted on the ASX in accordance with the Listing Rules.</p> <p>(h) The Company shall allot the resultant Shares and deliver a statement of shareholdings with a holders' identification number within 5 business days of exercise of the Incentive Performance Rights.</p> <p>(i) The Shares allotted shall rank, from the date of allotment, equally with the existing ordinary Shares of the Company in all respects.</p> <p>(j) If there is a bonus share issue (Bonus Issue) to the holders of Shares, the number of Shares over which an Incentive Performance Right is exercisable will be increased by the number of Shares which the holder of the Incentive Performance Rights would have received if the Incentive Performance Rights had been exercised before the record date for the Bonus Issue (Bonus Shares). The Bonus Shares must be paid up by the Company out of the profits or reserves (as the case may be) in the same manner as was applied in the Bonus Issue and upon issue rank pari passu in all respects with the other shares of that class on issue at the date of issue of the Bonus Shares.</p> <p>(k) If there is a pro rata issue (other than a Bonus Issue) to the holders of Shares during the currency of, and prior to the exercise of any Incentive Performance Rights, the exercise price (if any) of the Incentive Performance Rights will be reduced according to the formula provided for in the Listing Rules (whether or not the Company is listed on the ASX at the time).</p>

Item	Term
	<p>(l) The Incentive Performance Rights will not give any right to participate in dividends until Shares are allotted pursuant to the exercise of the relevant Incentive Performance Rights.</p> <p>(m) The Company will, if it is eligible and required to do so, issue, where required to enable Shares issued on exercise of Incentive Performance Rights to be freely tradeable on the ASX (subject to any restrictions on disposal in accordance with the Plan), a cleansing statement under section 708A(5) of the Corporations Act at the time Shares are issued. Where a cleansing statement is required, but cannot be issued, the Company will have a cleansing prospectus available in relation to the Shares which complies with the requirements of the Corporations Act.</p> <p>(n) If a Change of Control Event occurs, Rule 19 of the Plan will apply to the Incentive Performance Rights.</p> <p>(o) A holder must not sell, transfer or dispose of any Shares issued to them on the exercise of Incentive Performance Rights where to do so would contravene the insider trading or on-sale provisions of the Corporations Act.</p>

ANNEXURE C – NOMINATION OF AUDITOR

1 October 2024

The Board of Directors
Botanix Pharmaceuticals Ltd
Suite 3, 41 – 47 Colin Street
West Perth WA 6005

Dear Directors

Robward Pty Ltd, being a shareholder of Botanix Pharmaceuticals Ltd (ABN 70 009 109 755) (**Company**), in accordance with section 328B(1) of the *Corporations Act 2001* (Cth), hereby nominate BDO Audit Pty Ltd (ABN 33 134 022 870), of Level 9, Mia Yellagonga Tower 2, 5 Spring Street, Perth WA 6000 for appointment as auditor of the Company at the Company's next annual general meeting.

Please distribute copies of this notice of nomination as required by section 328B of the *Corporations Act 2001* (Cth).

Yours faithfully



Director

Robward Pty Ltd



Director

Robward Pty Ltd

Your proxy voting instruction must be received by **09.00am (AWST) on Saturday, 02 November 2024**, 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 Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au/>

PHONE:

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

