

BONUS LOYALTY OPTION OFFER

Melbourne, Australia – 7 May 2025: Percheron Therapeutics Limited (ASX:PER) (the **Company**), an international biotechnology company focused on the development of novel therapies for rare diseases, is pleased to advise that it has lodged a prospectus (**Prospectus**) in relation to a pro-rata non-renounceable bonus offer of unquoted options to acquire shares (**Loyalty Options**) to eligible shareholders (defined below) on the basis of one (1) Loyalty Option for every 10 shares held at 7:00pm (AEST) on the Record Date (as set out in the indicative timetable below) (the **Offer**).

The Prospectus follows this announcement.

The Loyalty Options each have an exercise price of \$0.035 and will expire at 5.00pm (AEST) on the date that is 3 years from the date of issue. Full terms and conditions of the Offer, and the Loyalty Options are set out in the Prospectus.

The Board of Directors recognise that the past five months have been an exceptionally challenging time for the Company's shareholders. In December 2024, the Company disclosed a negative read-out from the phase IIb clinical trial of avicursen (ATL1102) in Duchenne muscular dystrophy. This was followed by two attempts from certain shareholders to seize control of the Board, both of which were successfully defeated. Given a number of previous holders have since left the register, the Board believes the Company owes a debt of gratitude to those that have chosen to remain.

In recognition of ongoing shareholder support and engagement, the Board has determined to make a bonus grant of Loyalty Options to all eligible shareholders. The Loyalty Options are intended to provide shareholders with a greater opportunity to participate in the potential future success of the Company. The Board is working hard to restore the Company's value and, if those efforts are successful, the Loyalty Options will provide shareholders an additional upside on their investment in the Company.

The Company intends to issue the Loyalty Options to shareholders who have a registered address in Australia, New Zealand, Singapore and Hong Kong and who otherwise meet the eligibility criteria set out in the Prospectus as at the Record Date (**Eligible Shareholders**). Loyalty Options will be issued on a pro-rata basis for nil consideration to incentivise ongoing shareholder support and engagement.

Eligible Shareholders should note that **Loyalty Options are issued for no consideration**. Eligible Shareholders receiving the Offer are **not required to do anything** to be issued their Loyalty Options.

Funds received by the Company from the exercise of Loyalty Options are expected to be used to fund the development of future programs that the Company intends to in-license or acquire, paying the costs of the Offer, and for general working capital purposes.

The Board recommends that you read the Prospectus carefully, and in its entirety. In particular, you should note that the Loyalty Options will not be listed on ASX and are not transferable and therefore there will no market for the Loyalty Options.

Key Dates

Event	Date* (Australian Eastern Standard Time)
Lodgement of Prospectus with ASIC	Tuesday, 6 May 2025
Lodgement of Appendix 3B and Prospectus with ASX Announcement of Offer	Wednesday, 7 May 2025
Ex date	Monday, 12 May 2025
Record Date for the Offer	7.00pm on Tuesday, 13 May 2025
Dispatch of letters to Eligible and Ineligible Shareholder	Wednesday, 14 May 2025
Issue of Loyalty Options Lodgement of Appendix 3G with ASX	Tuesday, 20 May 2025
Dispatch of holding statements	Wednesday, 21 May 2025

*The timetable is indicative only and subject to change. The Company retains the discretion, subject to the ASX Listing Rules and the Corporations Act, to alter any or all of these key dates at its discretion (generally or in particular cases), without prior notice.

~ ENDS ~

About Percheron Therapeutics Limited

Percheron Therapeutics Limited [ASX: PER | US OTCQB: PERCF] is a publicly listed biotechnology company focused on the development and commercialisation of novel therapies for rare diseases. The company's lead program is avicursen (ATL1102), an antisense oligonucleotide targeting the CD49d receptor, which has been investigated in a range of inflammatory conditions, including multiple sclerosis and Duchenne muscular dystrophy. For more information, please contact info@PercheronTx.com.

*This announcement has been authorized for release to the Australian Securities Exchange
by the Board of Directors.*



Percheron Therapeutics Limited
ACN 095 060 745

Loyalty Options Prospectus

This Prospectus is being issued for a bonus issue of up to approximately 108,743,763 unquoted Options each with an exercise price of \$0.035 (**Loyalty Options**) to Eligible Shareholders on the basis of one (1) Loyalty Option for every ten (10) Shares held on the Record Date (the **Offer**).

Loyalty Options are being issued for nil consideration and Eligible Shareholders receiving this Prospectus are not required to do anything to be issued their Loyalty Options.

IMPORTANT NOTICE

This Prospectus is a transaction specific prospectus issued in accordance with section 713 of the Corporations Act. This is an important document that should be read in its entirety.

If you are in doubt about what to do, you should consult your suitably qualified professional adviser without delay.

This Prospectus is not for release to US wire services nor distribution in the United States or elsewhere outside Australia, New Zealand, Singapore and Hong Kong.

THE SECURITIES OFFERED IN CONNECTION WITH THIS PROSPECTUS ARE OF A SPECULATIVE NATURE.

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IMPORTANT INFORMATION

General

This Prospectus relates to the Percheron Therapeutics Limited ACN 095 060 745 (**PER** or **Company**) Offer under which the Company will offer Loyalty Options. This Prospectus is dated 6 May 2025 and a copy has been lodged with ASIC.

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

The Company will not apply for quotation of the Loyalty Options on ASX. Neither ASIC nor ASX takes any responsibility for the contents of this Prospectus nor for the merits of the investment to which this Prospectus relates.

In preparing this Prospectus, regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and that certain matters may reasonably be expected to be known to investors and their professional advisers. This Prospectus is a 'transaction specific' prospectus for an offer of Options to acquire continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. Section 713 allows the issue of a more concise prospectus in relation to an offer of Options to acquire continuously quoted securities. This Prospectus does not include all information that would be included in a prospectus prepared pursuant to section 710 of the Corporations Act for an initial public offering or public offering in connection with a re-compliance listing, and is only required to contain, amongst other things, information in relation to the effect of the issue of securities on a company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

The Loyalty Options offered by this Prospectus should be considered speculative. Please refer to Section 4 for details relating to investment risks.

This Prospectus is important and requires your immediate attention. You should read the

Prospectus in its entirety. The information contained in this document is not investment advice or financial product advice and has been prepared without taking into account your individual investment objectives, financial situation, tax position or particular needs. Eligible Shareholders receiving Loyalty Options should consider whether they are a suitable investment in light of their own investment objectives, financial situation, tax position and particular needs and having regard to the merits and risks involved. If, after reading this Prospectus, you have any questions about the Offer you should contact your stockbroker, solicitor, accountant and/or other suitably qualified professional adviser. The Company is not licensed to provide financial product advice in relation to the Loyalty Options or any other financial products. No cooling off regime applies to the acquisition of New Options under this Prospectus.

The past performance of the price of the Company's Shares or other securities of the Company provides no guidance or indication as to the value of the Loyalty Options or how the price of Shares will perform in the future.

The right to participate in the Offer is not transferable. Please carefully read and follow the instructions in this Prospectus.

Prospectus availability

A copy of this Prospectus is available for inspection at the registered office of the Company at Level 30, 35 Collins Street, Melbourne, VIC, 3000 during normal business hours. Persons having received a copy of this Prospectus in its electronic form may obtain an additional paper copy of this Prospectus (free of charge) from the Company's registered office by contacting the Company.

Eligible Shareholders who access the electronic version of this Prospectus on the Company's website or

www.asx.com.au/markets/company/per, should ensure they download and read the entire Prospectus. The Offer contemplated by this Prospectus is only available in electronic form to persons receiving an electronic version of this Prospectus within Australia, or subject to certain restrictions, New Zealand, Singapore and Hong Kong.

Any references to documents located on the Company's website are provided for convenience only, and none of the documents or other information on the Company's website are incorporated by reference into this Prospectus.

Target market determination

In accordance with the design and distribution obligations under the Corporations Act, the Company has determined the target market for the offer of Loyalty Options issued under this Prospectus. The Company will only distribute this Prospectus to those investors who fall within the target market determination as set out on the Company's website at <https://www.percherontx.com>.

Overseas Shareholders

The Offer does not constitute an offer to sell, or the solicitation of any offer to buy, any securities in the United States (or to any person acting for the account or benefit of a person in the United States), or in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation.

No action has been taken to register or qualify the Offer, or otherwise permit an offering of the Loyalty Options, in any jurisdiction other than Australia, New Zealand, Singapore or Hong Kong.

The distribution of this Prospectus (including an electronic copy) outside Australia may be restricted by law. If you come into possession of this Prospectus, you should seek advice and observe any such restrictions, particularly restrictions on the distribution of the Prospectus to persons outside Australia, New Zealand, Singapore and Hong Kong. Any failure to comply with such restrictions may constitute a violation of those laws. The Company disclaims all liability to such persons.

By receiving the Loyalty Options, you will be taken to have given the representations and warranties set out in Section 2.10 and represented and warranted that there has been no breach of such laws and that all necessary approvals and consents have been obtained.

The Loyalty Options have not been, and will not be, registered under the US Securities Act, or the securities laws of any state or other jurisdiction in the United States. The Loyalty Options may not

be offered, sold or resold in the United States or to, or for the account or benefit of, a person in the United States, except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

The Offer is not being extended to any Shareholder outside Australia, New Zealand, Singapore and Hong Kong. For details of restrictions that apply to the Loyalty Options in New Zealand, Singapore and Hong Kong, please refer to Sections 2.17 and 2.18.

New Zealand

The Loyalty Options are not being offered or sold to the public within New Zealand other than to existing Shareholders of the Company with registered addresses in New Zealand to whom the offer of the Loyalty Options is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021. The Company is issuing the Loyalty Options to existing Shareholders of the Company for no consideration.

This Prospectus has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013.

This Prospectus is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

Singapore

This Prospectus and any other materials relating to the Loyalty Options have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this Prospectus and any other document relating to the Loyalty Options may not be issued, circulated or distributed, nor may the Loyalty Options be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part 13 of the Securities and Futures Act 2001 of Singapore (the "SFA") or another exemption under the SFA.

This Prospectus has been given to you on the basis that you are an existing holder of the Company's shares. If you are not such a shareholder, please return this Prospectus immediately. You may not forward or circulate this Prospectus to any other person in Singapore.

Any offer is not made to you with a view to the Loyalty Options or the underlying shares being subsequently offered for sale to any other party in Singapore. On-sale restrictions in Singapore may be applicable to investors who acquire such securities. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

Hong Kong

WARNING: This Prospectus may be distributed in Hong Kong only to (i) not more than 50 existing shareholders of the Company and (ii) any other shareholder who is a "professional investor" (as defined in the Securities and Futures Ordinance of Hong Kong, Chapter 571 of the Laws of Hong Kong). This Prospectus may not be distributed, published, reproduced or disclosed (in whole or in part) to any other person in Hong Kong or used for any purpose in Hong Kong other than in connection with the recipient's consideration of the Offer.

You are advised to exercise caution in relation to the Offer. If you are in doubt about any contents of this Prospectus, you should obtain independent professional advice.

This Prospectus has not been reviewed by any Hong Kong regulatory authority. In particular, this document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of the Laws of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong.

Forward-looking statements

This Prospectus contains forward-looking statements, including statements containing such words as "anticipate", "estimates", "should", "will", "expects", "plans" or similar expressions. These forward-looking statements are, despite being based on PER's current expectations about future events and on assumptions for which the Directors consider they have reasonable grounds, subject to known and

unknown risks and uncertainties, many of which are outside the control of the Company and its Directors. These known and unknown risks and uncertainties could cause actual results, performance or achievements to differ materially from future results, performance or achievements expressed or implied by the forward-looking statements. These risks, uncertainties and assumptions include but are not limited to the risks outlined in Section 4. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements in this Prospectus. In addition, except as required by law, and then only to the extent required by law, neither the Company nor any other person warrants the future performance of the Company, the future performance of the Shares, the correctness of the assumptions underlying any forecast financial information or any return on any investment made by you under this Prospectus.

The Company and its Directors, officers and employees disclaim any responsibility to update any risk factors or publicly announce the result of any revisions to the forward-looking statements contained in this Prospectus to reflect future developments or events, other than where required to do so by the Corporations Act or the ASX Listing Rules.

Risk factors

Potential investors should read the entire Prospectus. In considering the prospects for the Company, potential investors should consider the assumptions underlying the prospective financial information and the risk factors that could affect the performance of the Company. Potential investors should carefully consider these factors in light of personal circumstances (including financial and taxation issues) and seek professional advice from a stockbroker, accountant or other independent financial adviser. No person named in this Prospectus, nor any other person, guarantees the performance of the Company, the repayment of capital by the Company or the payment of a return on the Loyalty Options or Shares issued as a result of exercise of the Loyalty Options.

Publicly available information

Information about the Company is publicly available and can be obtained from ASIC and ASX (including ASX's website www.asx.com.au). The contents of any website or ASIC or ASX filing

by the Company are not incorporated into this Prospectus and do not constitute part of the Offer. This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX. Investors should therefore have regard to the other publicly available information in relation to the Company.

No person is authorised to give any information or to make any representation in relation to the Offer which is not contained in this Prospectus and any such information may not be relied on as having been authorised by the Directors.

Enquiries

Ms Deborah Ambrosini

Percheron Therapeutics Company Secretary
and Chief Financial Officer

0411 828 748 (within Australia)
+61 411 828 748 (outside Australia)
deborah.ambrosini@percherontx.com

If you have questions about the Offer, please contact your solicitor, stockbroker, accountant and/or other suitably qualified professional adviser.

Interpretation

A number of terms and abbreviations used in this Prospectus have defined meanings which are set out in Section 7.

All references in this Prospectus to **\$**, **AUD** or **dollars** are references to Australian currency, unless otherwise stated.

Unless otherwise stated, all references to time in this Prospectus relate to the time in Melbourne, Australia.

Chair's Letter

Dear Shareholder,

On behalf of the Directors, I am pleased to offer you this bonus offer for Loyalty Options.

This Prospectus is solely for statutory compliance, no individual action will be required from Eligible Shareholders.

The Board of Directors recognise that the past five months have been an exceptionally challenging time for Shareholders. In December 2024, we disclosed a negative read-out from our phase IIb clinical trial of avicursen (ATL1102) in Duchenne muscular dystrophy. This was followed by two attempts from certain shareholders to seize control of the Board, both of which were successfully defeated. Given a number of previous holders have since left the register, we believe the Company owes a debt of gratitude to those that have chosen to remain.

In recognition of ongoing Shareholder support and engagement, the Board has determined to make a bonus grant of Loyalty Options to all Eligible Shareholders. The Loyalty Options are intended to provide Shareholders with a greater opportunity to participate in the potential future success of the Company. The Board is working hard to restore the Company's value and, if we are successful, the Loyalty Options will provide Shareholders an additional upside on their investment in the Company.

All Shareholders who have a registered address in Australia, New Zealand, Singapore or Hong Kong (and who otherwise meet the eligibility criteria set out in Section 2.5, and offer restrictions in Section 2.18) (**Eligible Shareholders**) as at 7.00pm (AEST) on Tuesday, 13 May 2025 (**Record Date**) will be issued one (1) new Loyalty Option for every ten (10) Shares held. Any fractional number of Loyalty Options will be rounded down to the nearest whole number. The Loyalty Options will be issued for nil consideration to incentivise ongoing Shareholder support and engagement. The Loyalty Options will each have an exercise price of \$0.035, and will be exercisable for a period of 3 years from the issue date. The full terms and conditions of the Loyalty Options are set out in Section 5.5 of this Prospectus.

Funds received by the Company from the exercise of Loyalty Options are expected to be used to fund the development of future programs that the Company intends to in-license or acquire, paying the costs of the Offer, and for general working capital purposes. A Shareholder's Entitlement to receive Loyalty Options under the Offer is non-renounceable, meaning that a Shareholder's right to participate in the Offer cannot be transferred to anyone else.

The Board recommends that you read this Prospectus carefully, and in its entirety. In particular, you should note that the Loyalty Options will not be listed on ASX and are not transferable and therefore there will be no market for the Loyalty Options. In addition, the future market price of our Shares is uncertain and may rise or fall. You should seek your own independent financial, legal and taxation advice in respect of the Offer. No cooling off regime applies to the acquisition of Loyalty Options under the Offer.

On behalf of the Directors, I thank you for your ongoing support of Percheron Therapeutics Limited.

Yours sincerely,



Dr Charmaine Gittleson
Non-Executive Chair
Percheron Therapeutics Limited

Indicative Timetable

Event	Date (2025)* (Australian Eastern Standard Time)
Lodgement of this Prospectus with ASIC	Tuesday, 6 May
Lodgement of Appendix 3B and Prospectus with ASX Announcement of Offer	Wednesday, 7 May
Ex Date	Monday, 12 May
Record Date for the Offer	7.00pm on Tuesday, 13 May
Dispatch of Letters to Eligible and Ineligible Shareholders	Wednesday, 14 May
Issue of Loyalty Options Lodgement of Appendix 3G with ASX	Tuesday, 20 May
Dispatch of holding statements	Wednesday, 21 May

* The timetable is indicative only and subject to change. The Company retains the discretion, subject to the ASX Listing Rules and the Corporations Act, to alter any or all of these key dates at its discretion (generally or in particular cases), without prior notice.

Key details of the Offer

Size (subject to rounding)	Up to approximately 108,743,763 Loyalty Options.
Issue price	Nil.
Eligibility to participate in the Offer	The Offer is open to Eligible Shareholders only.

Capital structure

Indicative capital structure	
Securities on issue as at the Prospectus Date	
Shares	1,087,437,633
Options ⁽¹⁾	32,399,460
Securities on issue on completion of the Offer ⁽²⁾	
Shares	1,087,437,633
Options ⁽¹⁾⁽³⁾	141,143,224

Notes:

- 32,399,460 unquoted Options, comprising:
 - 4,036,486 options exercisable at \$0.52 and expiring on 29 November 2029;
 - 4,036,487 options exercisable at \$0.39 and expiring on 29 November 2029;
 - 4,036,487 options exercisable at \$0.26 and expiring on 29 November 2029;
 - 10,600,000 options exercisable at \$0.083 and expiring on 4 July 2029;
 - 6,690,000 options exercisable at \$0.07 and expiring on 7 August 2028; and
 - 3,000,000 options exercisable at \$0.061 and expiring on 30 June 2028.
- These numbers are indicative only and are subject to rounding.
- 108,743,763 Loyalty Options exercisable at \$0.035 and expiring on the date that is 3 years from the date of issue.

1. INVESTMENT OVERVIEW

The information is a selective overview of the Offer only. Participants should read the Prospectus in full.

Topic	Summary	Where to find more information
Transaction specific prospectus	This Prospectus is a transaction specific prospectus for an offer of Options to acquire continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.	-
Risk factors	<p>The Loyalty Options are being issued for free. However, potential investors should be aware that investing in the Company (including through the exercise of the Loyalty Options) involves a number of risks. The key risk factors of which investors should be aware are set out in Section 4, which include (but are not limited to) risks in respect of:</p> <ul style="list-style-type: none"> • (Future capital and funding requirements): The Company is loss making and is not cash flow positive, meaning the Company is reliant on raising funds from investors to continue to fund its operations and product development. <p>In order to successfully develop and commercialise the Company's existing and future products, the Company will require further financing in the future. Global financial conditions continue to be subject to volatility arising from international geopolitical developments and global economic phenomenon, as well as general financial market turbulence. Access to public financing and credit can be negatively impacted by the effect of these events on global credit markets. There can be no assurance that the Company will be able to obtain adequate financing in the future, or that the terms of such financing will be favourable for further development and commercialisation of the Company's products. Failure to obtain such additional financing could result in delay or indefinite postponement of further development. The future capital requirements of the Company will depend on many factors, including the continuation of its current business, and the Company may need to raise additional funds from time to time to finance its ongoing operations.</p> <ul style="list-style-type: none"> • (Pharmaceutical Research and Development (R&D): Pharmaceutical R&D involves scientific uncertainty and long lead times. Risks inherent in these activities include uncertainty of the outcome of the Company's research results, difficulties or delays in development of any of the Company's research candidates; and general uncertainty 	Section 4

Topic	Summary	Where to find more information
	<p>related to the scientific development of a new medical therapy.</p> <p>The Company's drug compounds require significant pre-clinical and human clinical development prior to commercialisation, processes which are uncertain, expensive and time consuming. There may be adverse side effects or inadequate therapeutic efficacy of the Company's research candidates which would prevent further commercialisation. There may be difficulties or delays in the manufacturing or testing of any of the Company's research candidates. There may also be adverse outcomes with the broader clinical application of the chosen technology platform which could have a negative impact on the Company's specific drug development and commercialisation plans.</p> <p>No assurance can be given that the Company's product development efforts will be successful, that any potential product will be safe and efficacious, that required regulatory and pricing reimbursement approvals will be obtained, that the Company's products will be capable of being produced in commercial quantities at an acceptable cost or at all, that the Company will have access to sufficient capital to successfully advance the products through development or to find suitable development or commercial partners for the development and/or commercialisation of the products and that any products, if introduced, will achieve market acceptance.</p> <ul style="list-style-type: none"> • (Technology and Intellectual Property Rights): Securing rights to technology and patents is an integral part of securing potential product value in the outcomes of pharmaceutical R&D. The Company's success depends, in part, on its ability to obtain patents, maintain trade secret protection and operate without infringing the proprietary rights of third parties. There can be no assurance that any patents which the Company has in licensed or may own, access or control will afford the Company commercially significant protection of its technology or its products or have commercial application, or that access to these patents will mean that the Company will be free to commercialise its drug candidates. The granting of a patent does not guarantee that the rights of others are not infringed or that competitors will not develop technology or products to avoid the Company's patented technology or try to invalidate the Company's patents, or that it will be commercially viable for the Company to defend against such potential actions of competitors. <p>Accordingly, investment in companies specialising in drug development must be regarded as highly speculative. The Company strongly recommends that professional investment advice be sought prior to such investments.</p> <ul style="list-style-type: none"> • (Option risk and dilution): Options are, by their nature, only of value at times when the exercise price is lower than the price of the underlying Shares. There is no guarantee that 	

Topic	Summary	Where to find more information
	<p>the Loyalty Options offered under this Prospectus will, at any particular time, have an exercise price which is lower than the price of the Shares.</p> <p>There is a risk that the Loyalty Options may expire at a time when they have little or no value.</p> <p>Assuming completion of the Offer, there will be up to approximately 108,743,763 Loyalty Options on issue. If exercised, these Loyalty Options will be converted into Shares, thereby causing the shareholdings of Shareholders to be diluted by up to ~9.09% (on the basis that the Offer is completed and no other Securities are issued or exercised at the date of this Prospectus). However, each Loyalty Option has an exercise price of \$0.035 which means that the Company will receive additional funds of up to approximately \$3,806,032 (before costs) upon exercise of the Loyalty Options, assuming all Loyalty Options the subject of the Offer are issued and subsequently exercised. There is no certainty that Loyalty Options, if issued, will be exercised in full, or at all.</p> <ul style="list-style-type: none"> • (Liquidity risk): There can be no guarantee that there will be an active market for Shares or that the price of Shares will increase. There may be relatively few buyers or sellers of Shares on ASX at any given time. This may affect the volatility of the market price of Shares. It may also affect the prevailing market price at which Shareholders are able to sell their Shares. This may result in Shareholders receiving a market price for their Shares that is less or more than the price paid for the exercise of Loyalty Options. Eligible Shareholders who are issued Loyalty Options should also be aware that the Loyalty Options will not be quoted on the ASX and that there will be no opportunity for holders of Loyalty Options to transfer those Loyalty Options. 	
What is the Offer?	<p>This Prospectus is for a pro-rata bonus offer of Loyalty Options to Eligible Shareholders of one (1) Loyalty Option for every ten (10) Shares held on the Record Date, free of brokerage or other transaction costs.</p> <p>The Loyalty Options will have an exercise price of \$0.035 each and an expiry date three (3) years from the date of issue.</p> <p>No funds will be raised under the Offer.</p>	Sections 2.1 and 2.19
What is the Offer Price?	<p>The Loyalty Options will be issued for nil consideration to incentivise Eligible Shareholders for their ongoing support and engagement and provide them with a greater opportunity to participate in the potential future success of the Company.</p>	Section 2.3
What is the purpose of this Prospectus?	<p>The primary purpose of this Prospectus is to:</p> <ul style="list-style-type: none"> • reward existing Shareholders by making the bonus offer of Loyalty Options for nil consideration under the Offer; and • ensure that the on-sale of Shares issued on conversion of the Loyalty Options do not breach section 707(3) of the Corporations Act. 	Section 2.2

Topic	Summary	Where to find more information												
Am I eligible to participate in the Offer?	<p>Only Eligible Shareholders are entitled to participate in the Offer. Eligible Shareholders are those holders of Shares who:</p> <ul style="list-style-type: none"> are a registered holder of Shares as at 7.00pm (AEST) on Tuesday, 13 May 2025 (being the Record Date for the Offer); and have a registered address in Australia, or, subject to the offer restrictions in Section 2.18, New Zealand, Singapore or Hong Kong. <p>Custodians holding Shares on behalf of one or more beneficial holders should refer to Section 2.12.</p>	Sections 2.5, 2.12, 2.17 and 2.18												
Use of funds	As the Loyalty Options are being issued for nil consideration, no funds will be raised from the issue of the Loyalty Options under the Offer.	Section 3.5												
Effect on control of the Company	The Company is of the view that the Offer will not affect the control (as defined by section 50AA of the Corporations Act) of the Company. No investor or existing Shareholder will have a voting power greater than 20% as a result of the Offer.	Section 3.4												
Indicative capital structure and pro-forma balance sheet	<p>The indicative capital structure upon completion of the Offer is set out below (subject to rounding):</p> <table> <tr> <th></th><th>Shares</th><th>Options</th></tr> <tr> <td>Balance at the date of this Prospectus</td><td>1,087,437,633</td><td>32,399,460</td></tr> <tr> <td>Loyalty Options to be issued under the Offer</td><td>Nil</td><td>108,743,763</td></tr> <tr> <td>Total</td><td>1,087,437,633</td><td>141,143,223</td></tr> </table>		Shares	Options	Balance at the date of this Prospectus	1,087,437,633	32,399,460	Loyalty Options to be issued under the Offer	Nil	108,743,763	Total	1,087,437,633	141,143,223	Section 3.2
	Shares	Options												
Balance at the date of this Prospectus	1,087,437,633	32,399,460												
Loyalty Options to be issued under the Offer	Nil	108,743,763												
Total	1,087,437,633	141,143,223												
Director' participation	Directors Dr Charmaine Gittleson and Dr James Garner will automatically take up their full Entitlement. Dr Ben Gil Price is based in the US and is therefore an Ineligible Shareholder and will not receive Loyalty Options pursuant to the Offer.	Section 5.8												
What are the terms of the Loyalty Options?	<p>Each New Loyalty Option is offered for nil consideration, is exercisable at \$0.035 and expire at 5.00pm (Melbourne time) on the date that is 3 years from issue.</p> <p>The Company will not apply for quotation of the Loyalty Options on ASX.</p> <p>The full terms of the Loyalty Options are set out in Section 5.5.</p>	Section 5.5												
Do I have to pay brokerage or other costs on the Loyalty Options?	No brokerage, commission or other participation costs are payable by you in respect of the acquisition of Loyalty Options under the Offer.	Section 2.16												
How do I participate in the Offer?	If you are an Eligible Shareholder, no action is required from you to take up your Entitlement under the Offer.	Section 2.7												

Topic	Summary	Where to find more information
When will I receive my Loyalty Options?	Loyalty Options are expected to be issued to Eligible Shareholders who participate in the Offer on Tuesday, 20 May 2025. Holding statements are expected to be sent to Eligible Shareholders on Wednesday 21 May 2025.	Section 2.14
Forward looking statements	<p>This Prospectus contains forward-looking statements which are identified by words such as ‘may’, ‘could’, ‘believes’, ‘estimates’, ‘targets’, ‘expects’, or ‘intends’ and other similar words that involve risks and uncertainties.</p> <p>These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are considered reasonable.</p> <p>Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and the management.</p> <p>The Directors cannot and do not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.</p> <p>The Directors have no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.</p> <p>These forward looking statements are subject to various risk factors that could cause the Company’s actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 4.</p>	Section 4

2. DETAILS OF THE OFFER

2.1 The Offer

As part of the Company's strategic capital management plan, the Company wishes to implement a reward regime for the Shareholders. Under this reward regime, the Company intends to conduct a non-renounceable pro-rata bonus offer of Loyalty Options (being unquoted Options) to Eligible Shareholders on the basis of one (1) New Loyalty Option for every ten (10) Shares held on the Record Date, free of brokerage or other transaction costs.

The Loyalty Options will be issued for nil consideration to incentivise Eligible Shareholders for their ongoing support and engagement and provide them with a greater opportunity to participate in the potential future success of the Company.

Under the Offer, the Company is seeking to issue up to approximately 108,743,763 Loyalty Options to Eligible Shareholders, each exercisable at \$0.035 and expiring at 5.00pm (Melbourne time) on the date that is 3 years from the issue date.

Funds received by the Company from the exercise of Loyalty Options are expected to be used to fund the development of future programs that the Company intends to in-license or acquire, paying the costs of the Offer, and for general working capital purposes. Further information regarding the purpose of the Offer and the intended use of funds raised if the Loyalty Options are exercised are set out in Sections 2.2 and 3.5 respectively.

Any fractional entitlements will be rounded down to the nearest whole number of Loyalty Options. As a result of this rounding policy, Shareholders holding less than ten Shares will not receive a Loyalty Option.

The issue of Loyalty Options under the Offer is not conditional on Shareholder approval and will not count towards the Company's placement capacity in ASX Listing Rule 7.1 or 7.1A as it falls under an exemption in ASX Listing Rule 7.2. In addition, the issue of Loyalty Options under the Offer to the participating Directors will not require prior Shareholder approval pursuant to ASX Listing Rule 10.11 as it will fall under an exemption in ASX Listing Rule 10.12.

Refer to Section 5.5 for a summary of the material rights and liabilities attaching to the Loyalty Options under the Offer. Shares issued upon exercise of the Loyalty Options will be fully paid and will rank equally with the Company's existing Shares on issue at the date of this Prospectus. A summary of the rights and liabilities attaching to Shares is set out in Section 5.6.

2.2 Purpose of this Prospectus

The purpose of the Prospectus and by extension, the Offer, is to reward the loyalty of Eligible Shareholders who hold Shares as at the Record Date.

This Prospectus has also been issued to facilitate secondary trading of the Shares to be issued upon exercise of the Loyalty Options to be issued under the Offer.

Issuing the Loyalty Options under this Prospectus will enable persons who are issued the Loyalty Options to on-sell the Shares issued on exercise of the Loyalty Options pursuant to *ASIC Corporations (Sale Offers That Do Not Need Disclosure) Instrument 2016/80*.

2.3 Issue Price

The Loyalty Options will be issued for nil consideration.

2.4 Minimum subscription

There is no minimum subscription for the Offer.

2.5 Participation in the Offer

Participation in the Offer is subject to the eligibility criteria set out below and the terms and conditions of this Prospectus.

The Offer is only open to Eligible Shareholders. An Eligible Shareholder is a person who:

- (a) is a registered as the holder of Shares as at 7.00pm (Melbourne time) on the Record Date;
- (b) has a registered address in Australia, New Zealand, Singapore or Hong Kong;
- (c) is not in the United States nor acting for the account or benefit of a person in the United States or elsewhere outside Australia, New Zealand, Singapore and Hong Kong; and
- (d) does not hold Shares on behalf of another person who resides outside Australia, New Zealand, Singapore or Hong Kong (unless they hold Shares in another eligible capacity).

Shareholders who are not Eligible Shareholders are '**Ineligible Shareholders**'. The Company reserves the right to determine whether a Shareholder is an Eligible Shareholder or an Ineligible Shareholder.

Joint holders of Shares will be taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder.

The Company has determined that it is either unlawful or impracticable for holders of Shares with registered addresses in jurisdictions outside Australia (and its external territories), New Zealand, Singapore and Hong Kong to participate in the Offer.

The Company reserves the right to not issue any Loyalty Options under this Prospectus to the extent it considers that participation in the Offer does not comply with these requirements.

If you are in any doubt about the Offer, whether you can participate in the Offer or how such participation will affect you, you should seek independent financial and taxation advice.

2.6 Issue of Loyalty Options

Under the Offer, one (1) New Loyalty Option will be issued to Eligible Shareholders for every ten (10) Shares held on the Record Date.

If you are an Eligible Shareholder, you should:

- (a) read this Prospectus in full; and
- (b) consider the risks associated with the Offer, as summarised in Section 4 of this Prospectus, in light of your personal circumstances.

Any fractional entitlements will be rounded down to the nearest whole number of Loyalty Options (as applicable). Any fractions of a Loyalty Option will be rounded down to the nearest whole number of Loyalty Options respectively.

The Offer is non-renounceable, which means that Eligible Shareholders may not transfer their rights to any Loyalty Options offered under the Offer.

If an Eligible Shareholder holds Shares as a custodian the Offer is also being made to the custodian and, subject to certain conditions, the custodian has the discretion to extend the Offer to the relevant Beneficiaries. Please refer to Section 2.12 for further details.

2.7 Action in relation to Offer

No action is required from Eligible Shareholders to take up their Entitlement under the Offer.

2.8 Acceptance of all of your Entitlement

Your Entitlement to participate in the Offer will be determined on the Record Date.

2.9 Ineligible Shareholders

If you are an Ineligible Shareholder, you may not take up any of, or do anything in relation to, your Entitlement under the Offer.

2.10 Effect of receiving Loyalty Options

If you are issued Loyalty Options under the Offer, you will be deemed to have:

- (a) represented and warranted that you are an Eligible Shareholder, that you have read and understood the terms and conditions of participating in the Offer as set out in this Prospectus, that you accept the Loyalty Options in accordance with those terms and conditions and that you agree to be bound by the Constitution as in force from time to time;
- (b) agreed that your participation in the Offer is on the terms and conditions of the Offer set out in this Prospectus and the Constitution;
- (c) acknowledged that the Company is not liable for any exercise of its discretions referred to in this Prospectus;
- (d) acknowledged that you are in compliance with all relevant laws and regulations (including, without limitation, section 1043A of the Corporations Act and laws and regulations designed to restrict terrorism financing and/or money laundering);
- (e) acknowledged that the market price of the Shares may rise or fall between the date of issue of the Loyalty Options to you under the Offer and the date on which you exercise the Loyalty Options;
- (f) acknowledged that the Loyalty Options have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdictions in the United States and accordingly, the Loyalty Options may not be offered or sold except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and any other applicable US state securities laws;
- (g) acknowledged that you have not and will not send this Prospectus or any other document relating to the Offer to any person in the United States or elsewhere outside Australia, New Zealand, Singapore and Hong Kong;
- (h) authorised the Company to register you as the holder(s) of Loyalty Options allotted to you;
- (i) if you are a natural person, declared that you are over 18 years of age and have full legal capacity and power to perform all of your rights and obligations;
- (j) authorised the Company, the Share Registry and their respective officers or agents to do anything on your behalf necessary for Loyalty Options to be issued to you;
- (k) acknowledged that neither the Company nor their respective related bodies corporate and affiliates and their respective directors, officers, partners, employees, representatives, agents, consultants or advisers, guarantees the performance of the Company, nor do they guarantee the repayment of capital;

- (l) agreed to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Offer and of your holding of Shares on the Record Date;
- (m) acknowledged and agreed that determination of eligibility of investors for the purposes of the Offer was made by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of the Company, and the Company and their respective related bodies corporate and affiliates disclaim any duty or liability (including for negligence) in respect of that determination and the exercise of that discretion to the maximum extent permitted by law.

2.11 Underwriting

The Offer is not underwritten.

2.12 Custodians, trustees and nominees

Nominees and custodians which hold Shares as nominees or custodians will have received, or will shortly receive, a letter from the Company. Nominees and custodians should consider carefully the contents of that letter and note in particular that the Offer is not available to beneficiaries on whose behalf they hold Shares who would not satisfy the criteria for an Eligible Shareholder.

By participating in the Offer, you certify that you are the custodian for the Beneficiary.

Nominees and custodians holding Shares on behalf of residents outside Australia, New Zealand, Singapore and Hong Kong may not send this Prospectus to persons, or apply for Loyalty Options on behalf of beneficial shareholders, resident outside Australia, New Zealand, Singapore and Hong Kong. Receipt of this Prospectus will be taken to constitute a representation and warranty that there has been no breach of this restriction or applicable laws.

2.13 ASX listing

The Company will not apply for quotation of the Loyalty Options on ASX.

2.14 Issue of Loyalty Options

The issue of Loyalty Options under the Offer will take place in accordance with the timetable on page 8. The Loyalty Options are expected to be issued on Tuesday, 20 May 2025. The Loyalty Options will not be listed on ASX and are not transferable. Holding statements are expected to be dispatched by Wednesday, 21 May 2025. The Company retains the discretion, subject to the ASX Listing Rules and the Corporations Act, to alter any or all of these key dates at its discretion (generally or in particular cases), without prior notice.

2.15 No rights trading

The entitlements to Loyalty Options under the Bonus Offer are non-renounceable. Accordingly, there will be no trading of rights on ASX and you may not dispose of your entitlement to any other party.

2.16 Costs of participation

No brokerage, commissions or other transaction costs will be payable by Eligible Shareholders in respect of the allotment of Loyalty Options under the Offer.

2.17 Applicants outside Australia

The distribution of this Prospectus outside of Australia, New Zealand, Singapore and Hong Kong may be restricted by law. This Offer does not, and is not intended to, constitute an offer in any

place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

2.18 Ineligible Foreign Shareholders

The Company believes that is unreasonable to extend the Offer to Ineligible Shareholders. The Company has formed this view having considered:

- (a) the number and value of the Loyalty Options that would be offered to those Ineligible Shareholders; and
- (b) the cost of complying with the legal requirements and the requirements of regulatory authorities in the overseas jurisdictions.

New Zealand

The Loyalty Options are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of the Loyalty Options is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021. The Company is issuing the Loyalty Options to existing Shareholders for no consideration.

This Prospectus has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

Singapore

This Prospectus and any other materials relating to the Loyalty Options have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this Prospectus and any other document relating to the Loyalty Options may not be issued, circulated or distributed, nor may the Loyalty Options be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part 13 of the Securities and Futures Act 2001 of Singapore (the “SFA”) or another exemption under the SFA.

This Prospectus has been given to you on the basis that you are an existing holder of the Company’s shares. If you are not such a shareholder, please return this Prospectus immediately.

You may not forward or circulate this Prospectus to any other person in Singapore.

Any offer is not made to you with a view to the Loyalty Options or the underlying shares being subsequently offered for sale to any other party in Singapore. On-sale restrictions in Singapore may be applicable to investors who acquire such securities. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

Hong Kong

WARNING: This Prospectus may be distributed in Hong Kong only to (i) not more than 50 existing shareholders of the Company and (ii) any other shareholder who is a “professional investor” (as defined in the Securities and Futures Ordinance of Hong Kong, Chapter 571 of the Laws of Hong Kong). This Prospectus may not be distributed, published, reproduced or disclosed (in whole or in

part) to any other person in Hong Kong or used for any purpose in Hong Kong other than in connection with the recipient's consideration of the Offer.

You are advised to exercise caution in relation to the Offer. If you are in doubt about any contents of this Prospectus, you should obtain independent professional advice.

This Prospectus has not been reviewed by any Hong Kong regulatory authority. In particular, this document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of the Laws of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong.

2.19 Modification and termination of the Offer

Subject to the ASX Listing Rules and the Corporations Act, the Company reserves the right to modify or terminate the Offer at any time. The Company will notify the ASX of any modification to, or termination of, the Offer. The omission to give notice of any modification to, or termination of, the Offer or the failure of ASX to receive such notice will not invalidate the modification or termination.

The Company may settle in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with, or by reason of, the operation of the Offer, whether generally or in relation to any participant or application, and the decision of the Company will be conclusive and binding on all participants and other persons to whom the determination relates.

The Company reserves the right to waive strict compliance with any provision of the terms and conditions of this Prospectus. The powers of the Company under this Prospectus may be exercised by the Directors or any delegate of the Directors.

2.20 Rights and liabilities attaching to Loyalty Options

The rights and liabilities attaching to the Loyalty Options are further described in Section 5.5.

2.21 SRN

Following the issue of the Loyalty Options, you will be registered on the Issuer Sponsored sub-register and your statement will be dispatched by the Share Registry and will contain the number of Loyalty Options issued to you under this Prospectus and your security holder reference number.

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

2.22 Taxation

The Directors do not consider it appropriate to give Eligible Shareholders advice regarding the taxation consequences of being issued Loyalty Options.

It is the responsibility of all investors to satisfy themselves of the particular taxation treatment that applies to them in relation to the Offer, by consulting their own professional tax advisors. The Company and the Directors do not accept any liability or responsibility in respect of the taxation consequences of the matters referred to in this Prospectus.

2.23 Major activities and financial information

A summary of the activities and financial information relating to the Company for the financial year ended 30 June 2024 can be found in the Company's Annual Financial Report lodged with ASX on 29 August 2024 and, for the half-year ended 31 December 2024, the Company's Half Yearly Report and Accounts lodged with ASX on 19 February 2025.

The Company's continuous disclosure notices (i.e. ASX announcements) since 29 August 2024 are listed in Section 5.1.

Copies of these documents are available free of charge from the Company. Directors strongly recommend that potential Applicants review these and all other announcements.

2.24 Privacy

The Company collects, holds and uses personal information about each Shareholder and Option holder to administer their security holding in the Company.

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

By continuing to hold Shares or Options in the Company, each holder agrees that the Company may use the information provided by a holder for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the Share Registry, the Company's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

Shareholders have an entitlement to gain access to, correct and update the information that the Company holds about that person subject to certain exemptions under law. A fee may be charged for access. Access requests can be made in accordance with Principle 12 of the Australian Privacy Principles and may be made in writing to the Company's registered office.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules.

2.25 Enquiries

This Prospectus is important and should be read in its entirety. Persons who are in any doubt as to the course of action to be followed should consult their stockbroker, solicitor, accountant or other suitably qualified professional advisor without delay.

Enquiries relating to this Prospectus should be directed to the Company Secretary by email at deborah.ambrosini@percherontx.com.

For enquiries concerning your entitlement or general shareholder enquiries, please contact the Share Registry on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) or consult your suitably qualified professional advisor.

3. EFFECT OF THE OFFER

3.1 Financial Effect of the Offer

The Loyalty Options are being offered under the Prospectus for nil consideration. Accordingly, the Company does not consider that the Offer will have a material effect on the financial position of the Company.

If all Loyalty Options are issued and exercised (which is not certain), it would have the effect on the Company's financial position of increasing the cash balance by approximately \$3,806,032 (before costs).

The expenses of the Offer will be met from the Company's existing cash reserves. The Offer will have an effect on the Company's financial position of reducing the cash balance by approximately \$48,206.

Please refer to Section 5.10 for further details relating to the estimated expenses of the Offer.

3.2 The effect of the Offer on the capital structure

The principal effect of the Offer, assuming all Loyalty Options offered under this Prospectus are issued, will be to increase the number of Options currently on issue by up to approximately 108,743,763 Options.

Assuming that no further Shares are issued and none of the existing unquoted Options or are converted, the effect of the Offer on the Company's capital structure is set out in the comparative table below.

	Shares	Options
Balance as at the date of this Prospectus	1,087,437,633	32,399,460 ⁽²⁾
Securities to be issued under the Offer ⁽¹⁾	Nil	108,743,763
Total⁽¹⁾	1,087,437,633	141,143,223

Notes:

1. These numbers are indicative only and are subject to rounding.
2. 32,399,460 unquoted Options, comprising:
 - (a) 4,036,486 options exercisable at \$0.52 and expiring on 29 November 2029;
 - (b) 4,036,487 options exercisable at \$0.39 and expiring on 29 November 2029;
 - (c) 4,036,487 options exercisable at \$0.26 and expiring on 29 November 2029;
 - (d) 10,600,000 options exercisable at \$0.083 and expiring on 4 July 2029;
 - (e) 6,690,000 options exercisable at \$0.07 and expiring on 7 August 2028; and
 - (f) 3,000,000 options exercisable at \$0.061 and expiring on 30 June 2028.

3.3 Details of substantial holders

Based on available information as at the date of this Prospectus, and to the extent known by the Company, those persons (together with their associates) which have a relevant interest in 5% or more of the Shares on issue are set out below:

Substantial holder	Number of Shares	Voting power (%)
Mutual Investments Pty Ltd	59,199,300	5.44
Powerhouse Ventures Limited	55,000,000	5.06

Note: Based on 1,087,437,633 Shares on issue as at the date of this Prospectus.

3.4 Effect of the Offer on control of the Company

The Company is of the view that the Offer will not affect the control (as defined by section 50AA of the Corporations Act) of the Company. No investor or existing Shareholder will have a voting power greater than 20% as a result of the completion of the Offer or exercise of the Loyalty Options.

3.5 Use of funds

As the Loyalty Options are being issued for nil consideration, no funds will be raised from the issue of Loyalty Options under the Offer.

The maximum amount of funds that may be raised by the Company if all Loyalty Options are each exercised at \$0.035 is approximately \$3,806,032 (before costs). There is no certainty that any Loyalty Options will be exercised, and the proportion exercised will depend on the Share price relative to the exercise price during the exercise period. It is currently intended that any funds raised by the exercise of the Loyalty Options will be primarily used towards:

- (a) development of future programs that the Company intends to in-license;
- (b) paying the costs of the Offer; and
- (c) general working capital.

The Company notes there are extra costs associated with the Loyalty Options. Upon each exercise of Loyalty Options, the Company must lodge an Appendix 2A with the ASX and will, accordingly, incur further costs in this regard. The Company intends to use a portion of any funds raised from the exercise of Loyalty Options issued under the Offer towards any payments associated with their exercise.

The application of funds will depend on when Loyalty Options are exercised and the status of the Company's projects and requirements at the relevant time.

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

4. RISK FACTORS

As with any share investment, there are risks associated with an investment in the Company. The numerous risk factors are both of a specific and general nature. Some can be mitigated by the use of safeguards and appropriate systems and controls, but some are outside the control of the Company and cannot be mitigated.

This Section 4 identifies and highlights some of the risks that potential investors should consider prior to entering into the investment opportunity referred to in this Prospectus. However, the following is not, and does not purport to be, a comprehensive statement of all relevant risks and may not be listed in order of importance. Potential investors should seek their own financial or other professional advice in relation to the risks and must make their own assessment regarding an investment in the Company.

4.1 Specific risks

(a) Future capital needs and going concern risk

The Company is loss making and is not cash flow positive, meaning the Company is reliant on raising funds from investors to continue to fund its operations and product development.

In order to successfully develop and commercialise the Company's existing and future products, the Company will require further financing in the future. Global financial conditions continue to be subject to volatility arising from international geopolitical developments and global economic phenomenon, as well as general financial market turbulence. Access to public financing and credit can be negatively impacted by the effect of these events on global credit markets. There can be no assurance that the Company will be able to obtain adequate financing in the future, or that the terms of such financing will be favourable for further development and commercialisation of the Company's products. Failure to obtain such additional financing could result in delay or indefinite postponement of further development. The future capital requirements of the Company will depend on many factors, including the continuation of its current business, and the Company may need to raise additional funds from time to time to finance its ongoing operations.

The Company intends to spend significant funds to grow its operations. As the Company continues to grow, expenses will continue to exceed revenue, resulting in further net losses in the future. There can be no assurance that such objectives can continue to be met in the future without securing further funding and should further funding be required, there can be no assurance that additional financing will be available on acceptable terms or at all. Any inability to obtain additional financing, if required, would have a material adverse effect on the Company's business, financial condition and results of operations, and could affect the Company's ability to continue as a going concern.

Any additional equity financing may be dilutive to Shareholders, may be undertaken at lower prices than the then market price or may involve restrictive covenants which limit the Company's operations and business strategy. Debt financing, if available, may involve restrictions on financing and operating activities or the registering of security interests over the Company's assets.

The Company may undertake additional offerings of securities in the future. The increase in the number of Shares issued and outstanding and the possibility of sales of such Shares may have a depressive effect on the price of Shares. In addition, as a result of such additional Shares, the voting power of the Company's existing Shareholders will be diluted.

(b) Option risk and dilution

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

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

Assuming completion of the Offer, there will be up to approximately 108,743,763 Loyalty Options on issue. If exercised, these Loyalty Options will be converted into Shares, thereby causing the shareholdings of Shareholders to be diluted by up to ~9.09% (on the basis that the Offer is completed and no other Securities are issued or exercised at the date of this Prospectus). However, each Loyalty Option has an exercise price of \$0.035 which means that the Company will receive additional funds of up to approximately \$3,806,032 (before costs) upon exercise of the Loyalty Options, assuming all Loyalty Options the subject of the Offer are issued and subsequently exercised. There is no certainty that Loyalty Options, if issued, will be exercised in full, or at all.

(c) Pharmaceutical Research and Development (R&D)

Pharmaceutical R&D involves scientific uncertainty and long lead times. Risks inherent in these activities include uncertainty of the outcome of the Company's research results, difficulties or delays in development of any of the Company's research candidates; and general uncertainty related to the scientific development of a new medical therapy.

The Company's drug compounds require significant pre-clinical and human clinical development prior to commercialisation, processes which are uncertain, expensive and time consuming. There may be adverse side effects or inadequate therapeutic efficacy of the Company's research candidates which would prevent further commercialisation. There may be difficulties or delays in the manufacturing or testing of any of the Company's research candidates. There may also be adverse outcomes with the broader clinical application of the chosen technology platform which could have a negative impact on the Company's specific drug development and commercialisation plans.

No assurance can be given that the Company's product development efforts will be successful, that any potential product will be safe and efficacious, that required regulatory and pricing reimbursement approvals will be obtained, that the Company's products will be capable of being produced in commercial quantities at an acceptable cost or at all, that the Company will have access to sufficient capital to successfully advance the products through development or to find suitable development or commercial partners for the development and/or commercialisation of the products and that any products, if introduced, will achieve market acceptance.

In addition, Pharmaceutical R&D activities require a high level of funding over a long period of time to complete the development and commercialisation of pharmaceutical products. There is no assurance that additional funding will be available to the Company in the future or be secured on acceptable terms. If adequate funds are not available, the Company's business will be materially and adversely affected. If the Company is unable to access capital to continue the development of its products, then this could adversely impact on the collaboration and licensing agreement with its key licensing partners. In addition, if the Company is unable to meet certain performance obligations, it may lead to a dispute with its licensing partners. Unresolved disputes may in turn lead to potential termination of the license granted by them to the Company to exploit relevant products, with the relevant product rights then returning to the licensing partner.

(d) **Partnering and Licensing**

Due to the significant costs in drug discovery and development it is common for biotechnology companies to partner with larger biotechnology or pharmaceutical companies to help progress drug development. While the Company has previously entered into such licensing agreements with pharmaceutical partners, there is no guarantee that the Company will be able to maintain such partnerships or license its products in the future. There is also no guarantee that the Company will receive back all the data generated by or related intellectual property from its licensing partners. In the event that the Company does license or partner the drugs in its pipeline, there is no assurance as to the attractiveness of the commercial terms nor any guarantee that the agreements will generate a material commercial return for the Company.

(e) **Regulatory Approvals**

Complex government health regulations, which are subject to change, add uncertainty to obtaining approval to undertake clinical development or obtaining marketing and pricing reimbursement approval for pharmaceutical products.

Delays may be experienced in obtaining such approvals, or the regulatory authorities may require repeat of different or expanded animal safety studies or human clinical trials, and these may add to the development cost and delay products from moving into the next phase of drug development and including up to the point of entering the market. This may adversely affect the competitive position of products and the financial value of the research candidates to the Company.

There can be no assurance that regulatory clearance will be obtained for a product or that the data obtained from clinical trials will not be subject to varying interpretations. There can be no assurance that the regulatory authorities will agree with the Company's assessment of future clinical trial results or with the suitability of the Company's regulatory submissions for clinical trial, early access or product marketing approval as applicable.

(f) **Competition**

The Company will always remain subject to the material risk arising from the intense competition that exists in the pharmaceutical industry. A material risk therefore exists that one or more competitive products may be in human clinical development now or may enter into human clinical development in the future. It is possible that a competitor may be in that market sooner than the Company and establish itself as the preferred product.

(g) **Technology and Intellectual Property Rights**

Securing rights to technology and patents is an integral part of securing potential product value in the outcomes of pharmaceutical R&D. The Company's success depends, in part, on its ability to obtain patents, maintain trade secret protection and operate without infringing the proprietary rights of third parties. There can be no assurance that any patents which the Company has in licensed or may own, access or control will afford the Company commercially significant protection of its technology or its products or have commercial application, or that access to these patents will mean that the Company will be free to commercialise its drug candidates. The granting of a patent does not guarantee that the rights of others are not infringed or that competitors will not develop technology or products to avoid the Company's patented technology or try to invalidate the Company's patents, or that it will be commercially viable for the Company to defend against such potential actions of competitors.

Accordingly, investment in companies specialising in drug development must be regarded as highly speculative. The Company strongly recommends that professional investment advice be sought prior to such investments.

(h) Environmental Regulation and Performance

The Company is involved in pharmaceutical research and development, much of which is contracted out to third parties, and it is the Director's understanding that these activities do not create any significant/material environmental impact. To the best of the Company's knowledge, the scientific research activities undertaken by, or on behalf of, the Company are in full compliance with all prescribed environmental regulations.

(i) Reimbursement Approvals and Government Policy

Changes to the laws, regulations, standards and practices applicable to the industry in which the Company operates (for example, drug approval regulations and government R&D rebates) may increase costs and limit the Company's proposed scope of activity. The Company has little or no control over these risks. Consequently, there can be no firm assurance that the Company can effectively limit these risks, which could materially adversely affect its business, financial condition and results of operations.

The research, development, manufacture, marketing and sale of products using the Company's technology are subject to varying degrees of regulation by a number of government authorities in Australia and overseas. Products developed using the Company's technology, must undergo a comprehensive and highly regulated development and review process before receiving approval for marketing. The process includes the provision of clinical data relating to the quality, safety and efficacy of the products for their proposed use.

Products may also be submitted for reimbursement approval. The availability and timing of that regulatory and/or reimbursement approval may have an impact upon the uptake and profitability of products in some jurisdictions. Furthermore, any of the products utilising the Company's technology may be shown to be unsafe, non-efficacious, difficult or impossible to manufacture on a large scale, uneconomical to market, compete with superior products marketed by third parties or not be as attractive as alternative treatments.

(j) Management Actions

The Directors will, to the best of their knowledge, (in conjunction with the management team) endeavour to anticipate, identify and manage the risks inherent in the activities of the Company, but without assuming any personal liability, with the aim of eliminating, avoiding and mitigating the impact of risks on the performance of the Company and its securities.

The Company is dependent on the principal members of its scientific and development team, the loss of whose services could materially adversely affect the Company and may impede the achievement of its research and development objectives. Given the nature of the Company's activities, its ability to maintain its program is dependent on its ability to attract and maintain appropriately qualified personnel either within the Company or through contractual arrangements. If one or more of the Company's key personnel were unwilling or unable to continue in their current roles, there is a risk that the Company may be unable to recruit a suitable replacement on commercially acceptable terms or at all.

The loss of any key personnel, without suitable and timely replacement, may significantly disrupt the operations of the Company's business and impede the Company's ability to implement its business plans. This may, in turn, have a materially adverse effect on both

the financial performance and future prospects of the Company. The Company may also incur significant costs in recruiting and retaining new key personnel.

Further, the Company's current size affects its ability to provide substantial training and development opportunities to its key managers and personnel. Extensive ongoing development opportunities are not feasible for a small biotechnology company such as PER. The Company has sought to address this risk by hiring sufficiently qualified and skilled management and scientific development staff.

(k) Other clinical trials or studies

From time to time, studies or clinical trials on various aspects of biopharmaceutical products are conducted by academic researchers, competitors or others. The results of these studies or trials, when published, may have a significant effect on the market for the biopharmaceutical products that are the subject of the study. The publication of negative results of studies or clinical trials or adverse safety events related to the Company's drug candidates, or the therapeutic areas in which the Company's drug candidates compete, could adversely affect the Company's share price and ability to finance future development of the Company's drug candidates, and could materially and adversely affect the Company's business and financial results.

(l) Litigation, Claims and Disputes

The Company may be subject to litigation and other claims and disputes in the course of its business, including contractual disputes with suppliers or customers, employment disputes, indemnity claims, and occupational and other claims. There is a risk that any such litigation, claim or dispute could materially adversely impact the Company's operating and financial performance due to the significant cost and time invested by management in investigating, commencing, defending and/or settling such matters. Any claim against the Company, if proven, may also have a sustained negative impact on its operations, financial performance, financial position and reputation.

The Company is not currently engaged in litigation and, as at the date of this Prospectus, the Directors are not aware of any legal proceedings pending or threatened against, or any material legal proceedings affecting, the Company.

4.2 General Risks

(a) Share Market Conditions

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(b) Economic Factors

The operating and financial performance of the Company is influenced by a variety of general economic and business conditions including the levels of consumer confidence and spending, business confidence and investment, employment, inflation, interest rates, foreign exchange rates, access to debt and capital markets, fiscal policy, monetary policy and regulatory policies. A prolonged deterioration in any number of the above factors may have a material adverse impact on the Company's business and financial performance including its ability to fund its activities.

(c) **Infectious diseases**

The price of the Company's securities may be adversely affected by the economic uncertainty caused by infectious diseases. Measures to limit the transmission of infectious diseases implemented by governments around the world (such as travel bans and quarantining) may adversely impact the Company's operations and may interrupt the Company carrying out its contractual obligations or cause disruptions to supply chains.

(d) **Taxation**

Relevant tax laws and treaties and their interpretation and applicability change from time to time. There is the risk that these changes could adversely and materially affect the Company's profitability and prospects.

(e) **Unforeseen risks and expenses**

There may be other risks which the Directors are unaware of at the time of issuing this Prospectus which may impact on the Company and its operations, and on the valuation and performance of the Company's Shares.

While the Company is not aware of any expenses that may need to be incurred that have not been taken into account on the date of this Prospectus, if such expenses were subsequently incurred, the expenditure proposals of the Company may be adversely affected.

(f) **Foreign currency risk**

The Company is exposed to foreign currency risk via the trade and other receivables and trade and other payables that it holds. Foreign currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company aims to take a conservative position in relation to foreign currency risk hedging when budgeting for overseas expenditure however; the Company does not have a policy to hedge overseas payments or receivables as they are highly variable in amount and timing, due to the reliance on activities carried out by overseas entities and their billing cycle.

(g) **Liquidity risk**

There can be no guarantee that there will be an active market for Shares or that the price of Shares will increase. There may be relatively few buyers or sellers of Shares on ASX at any given time. This may affect the volatility of the market price of Shares. It may also affect the prevailing market price at which Shareholders are able to sell their Shares. This may result in Shareholders receiving a market price for their Shares that is less or more than the price paid for the exercise of Loyalty Options. Eligible Shareholders who are issued Loyalty Options should also be aware that the Loyalty Options will not be quoted on the ASX and that there will be no opportunity for holders of Loyalty Options to transfer those Loyalty Options.

4.3 Investment Speculative

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

The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of its securities. Investors should consider whether they are a suitable investment in light of their own investment objectives, financial situation, tax position and particular needs and having regard to the merits and risks involved. If, after reading this Prospectus, investors have any questions about the Offer they should contact their stockbroker, solicitor, accountant and/or other suitably qualified professional adviser.

5. ADDITIONAL INFORMATION

5.1 Continuous disclosure obligations

As the Company is admitted to the Official List, the Company is a 'disclosing entity' for the purposes of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose to the market any information it has which a reasonable person would expect to have a material effect on the price or the value of the Company's securities.

Price sensitive information is publicly released through the ASX before it is disclosed to Shareholders and market participants. Distribution of other information to Shareholders and market participants is also managed through disclosure to the ASX. In addition, the Company posts information on its website after the ASX confirms an announcement has been made, with the aim of making the information readily accessible to the widest audience.

By virtue of section 713 of the Corporations Act, the Company is entitled to issue a 'transaction-specific' prospectus in respect of the Offer.

In general terms, a 'transaction-specific prospectus' is only required to contain information in relation to the effect of the issue of securities on the Company and the rights and liabilities attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position and performance, profits and losses or prospects of the issuing company.

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

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

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

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an office of ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request during the period of the Offer:
 - (i) the annual financial report of the Company for the financial year ended 30 June 2024;
 - (ii) any half-year financial report of the Company lodged with ASIC after the lodgement of the annual financial report referred to in paragraph (i) above and before the lodgement of this Prospectus with ASIC; and
 - (iii) all continuous disclosure notices given by the Company after the lodgement of the annual financial report referred to in paragraph (i) above and before the lodgement of this Prospectus with ASIC (see below).

There is no information which has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules that investors or their professional advisers:

- (a) would reasonably require for the purpose of making an informed assessment of:
 - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and
 - (ii) the rights and liabilities attaching to the securities the subject of this Prospectus; and
- (b) would reasonably expect to find in this Prospectus.

This Prospectus contains information specific to the Offer. If investors require further information in relation to the Company, they are recommended to take advantage of the opportunity to inspect or obtain copies of the documents referred to above.

The following announcements have been lodged with the ASX prior to the date of this Prospectus in respect of the Company since the lodgement of the annual financial report for the year ended 30 June 2024 with ASX on 29 August 2024.

Date	Title
30 April 2025	Quarterly Activities Report and Appendix 4C
24 April 2025	Results of General Meeting
22 April 2025	Change of Interest of Substantial Holder from PVL
22 April 2025	Percheron Therapeutics General Meeting
3 April 2025	Change of Director's Interest Notice - Dr Ben Gil Price
2 April 2025	Letter to Shareholders from the Board of Directors
31 March 2025	Change of Director's Interest Notice - Dr James Garner
18 March 2025	Notification of cessation of securities - PER
14 March 2025	Notice of General Meeting
11 March 2025	Notification of cessation of securities - PER
6 March 2025	Response to ASX Query
6 March 2025	Ceasing to be a substantial holder
4 March 2025	Results of General Meeting
26 February 2025	Change of Director's Interest Notice - Dr James Garner
25 February 2025	Notices received under S203D and S249D of Corporations Act
24 February 2025	Update on Partnering Progress
21 February 2025	Change of Interest of Substantial Holder from PVL
19 February 2025	Letter From The Chair and Half Year Accounts
12 February 2025	Percheron Makes Rapid Progress in Partnering Discussions
6 February 2025	Webinar Presentation - Phase IIb study of avicursen
3 February 2025	Notification of cessation of securities - PER
31 January 2025	Quarterly Activities Report and Appendix 4C
24 January 2025	Notice of General Meeting
17 January 2025	Change of Interest of Substantial Holder from PVL
7 January 2025	Becoming a substantial holder
7 January 2025	Notices received under s203D and s249D of Corporations Act

Date	Title
6 January 2025	Becoming a substantial holder from PVL
6 January 2025	Letter to Percheron Therapeutics Limited Shareholders
31 December 2024	Change of Director's Interest Notice-Dr Charmaine Gittleson
27 December 2024	Change of Director's Interest Notice - Dr James Garner
20 December 2024	Change of Director's Interest Notice-Dr Charmaine Gittleson
20 December 2024	Notification of cessation of securities - PER
19 December 2024	Change in substantial holding
18 December 2024	Topline Six-Month Results From Phase IIb Study of Avicursen
16 December 2024	Trading Halt
3 December 2024	Reorganisation of US Quoted Securities
2 December 2024	Clinical Trial Update
2 December 2024	Resignation of Joint Company Secretary
29 November 2024	Notification regarding unquoted securities
28 November 2024	Change of Director's Interest Notice - Dr James Garner
27 November 2024	Notice under S708A
26 November 2024	Application for quotation of securities - PER
25 November 2024	Change of Director's Interest Notice - Dr Ben Gil Price
25 November 2024	Change of Director's Interest Notice Dr James Garner
25 November 2024	Notification regarding unquoted securities - PER
21 November 2024	Proposed issue of securities - PER
21 November 2024	Proposed issue of securities - PER
21 November 2024	Results of the Annual General Meeting
21 November 2024	Annual General Meeting Management Presentation
21 November 2024	Annual General Meeting - Chair's Address
21 November 2024	Withdrawal of Resolutions from the Annual General Meeting
15 November 2024	Change in substantial holding
14 November 2024	Change of Director's Interest Notice - Dr James Garner
14 November 2024	Application for quotation of securities - PER
13 November 2024	Results of Share Purchase Plan
31 October 2024	Quarterly Activities Report and Appendix 4C
28 October 2024	Percheron launches post-trial access program
28 October 2024	Share Purchase Plan Offer Booklet
25 October 2024	Notice under S708A
24 October 2024	Application for quotation of securities - PER
23 October 2024	Proposed issue of securities - PER
23 October 2024	Percheron to launch Share Purchase Plan
23 October 2024	Update - Proposed issue of securities - PER
21 October 2024	Percheron Holds International Advisory Boards
18 October 2024	Addendum to 2024 Notice of Annual General Meeting
18 October 2024	2024 Notice of Annual General Meeting
18 October 2024	Proposed issue of securities - PER
18 October 2024	Proposed issue of securities - PER
18 October 2024	\$13.0 million Institutional Placement

Date	Title
16 October 2024	Trading Halt
8 October 2024	Percheron Receives \$2.35 million R&D Tax Incentive Rebate
1 October 2024	Change of Company Auditor
30 September 2024	Completion of avicursen (ATL1102) toxicology study
4 September 2024	Percheron Therapeutics Limited Corporate Presentation
3 September 2024	ATL1102 Shows Preclinical Activity in Autoimmune Epilepsy
29 August 2024	Notice of date of AGM and other relevant dates
29 August 2024	Appendix 4G and Corporate Governance Statement

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

- (a) this Prospectus;
- (b) the Constitution; and
- (c) the consents referred to in Section 5.9 and provided by the Directors to the issue of this Prospectus.

5.2 Determination by ASIC

As at the date of this Prospectus, ASIC has not made a determination which would prevent the Company from relying on section 713 of the Corporations Act in issuing the Loyalty Options or the Shares upon exercise of the Loyalty Options under this Prospectus.

5.3 Market price of Shares

The highest and lowest closing market sale prices of the Shares on ASX during the three months immediately preceding the date of the Offer, and the respective dates of those sales were:

Lowest: \$0.007 on 7-10 and 17 February 2025

Highest: \$0.014 on 20 February 2025

The latest available closing market sale price of the Shares on ASX prior to the date of lodgement of this Prospectus with ASIC was \$0.009 per Share on 5 May 2025.

5.4 Litigation

The Company is not currently engaged in litigation and, as at the date of this Prospectus, the Directors are not aware of any legal proceedings pending or threatened against, or any material legal proceedings affecting, the Company.

5.5 Rights and liabilities attaching to the Loyalty Options

The Loyalty Options to be issued under the Offer (referred to as “**Options**” for the purpose of this Section 5.5) will be issued on the following terms and conditions:

(a) Entitlement

Each Option entitles the holder to acquire by way of issue one Share on exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (j) below, the exercise price of the Options will be \$0.035 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5.00pm (Melbourne time) on the date that is 3 years from the issue date (**Expiry Date**).

An Option not exercised before 5.00pm (Melbourne time) on the Expiry Date will automatically lapse at that time.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised in whole or in part (subject to the minimum amount noted below) during the relevant Exercise Periods by notice in writing to the Company in the manner specified on the Option certificate or holding statement (**Notice of Exercise**) and payment of the relevant Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

The minimum number of Options that may be exercised under each Notice of Exercise is the lower of 20,000 or the total number of Loyalty Options held by the holder.

(f) **Exercise Date**

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

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

As soon as practicable after the relevant Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company; and
- (ii) if admitted to the Official List at the time, apply for official quotation on ASX of Shares issued on the exercise of the Options.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options will rank equally in all respects with the then issued Shares.

(i) **Quotation**

The Company will not apply for quotation of the Options on the ASX. The Company will apply to ASX for quotation of the Shares issued upon the exercise of the Options in accordance with the Listing Rules.

(j) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of a holder of Options are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) **Takeovers prohibition**

The issue of Shares on exercise of the Options is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act.

(l) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options and unless Shares have been allotted in respect of the Options before the Record Date for determining entitlements to the issue. The Company will ensure that for the purposes of determining entitlements to any such issue, the Record Date will be at least 3 business days after the issue is announced. This will give the Option holder the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

(m) **Change in Exercise Price**

There will be no change to the applicable Exercise Price of an Option or the number of Shares over which an Option is exercisable in the event of the Company making a pro rata issue of Shares or other securities to the holders of Shares (other than for a Bonus Issue).

(n) **Bonus issue**

If before the expiry of any Options, the Company makes a pro rata issue of Shares to Shareholders for no consideration (**Bonus Issue**), the number of Shares over which an Option is exercisable will be increased by the number of Shares which the holder would have received if the Option had been exercised before the Record Date for the Bonus Issue (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) and no change will be made to the Exercise Price.

(o) **Voting**

Holders of Options have no voting rights until the Options are exercised and Shares issued on exercise of those Options in accordance with the ASX Listing Rules.

(p) **Transferability**

The Options are not transferable and will not be quoted on the ASX.

5.6 Rights and liabilities attaching to Shares

The following is a general description of the more significant rights and liabilities attaching to Shares to be issued on exercise of the Loyalty Options. This summary is not exhaustive. Full details of provisions relating to rights attaching to Shares are contained in the Corporations Act, ASX Listing Rules and the Constitution (a copy of which is available for inspection at the Company's registered office during normal business hours and on the Company's website at <https://percherontx.com/investors/corporate-governance/>).

(a) Ranking of Shares

At the date of this Prospectus, all shares are of the same class and rank equally in all respects. Specifically, the Shares issued on exercise of the Loyalty Options issued under this Prospectus will rank equally with the Company's existing Shares.

(b) Voting rights

Subject to any rights or restrictions, at general meetings:

- (i) every Shareholder present and entitled to vote may vote in person or by attorney, proxy or representative; and
- (ii) has one vote on a show of hands; or
- (iii) has one vote for every fully paid share held, on a poll.

(c) Dividend rights

Shareholders will be entitled to dividends, distributed among members in proportion to the capital paid up, from the date of payment. No dividend carries interest against the Company and the declaration of Directors as to the amount to be distributed is conclusive.

Shareholders may be paid interim dividends or bonuses at the discretion of the Directors. The Directors may set aside a sum out of the profits of the Company, as reserves, before recommending dividends of the profits.

(d) Variation of rights

The rights attaching to the Shares may only be varied by the consent in writing of the holders of three-quarters of the Shares, or with the sanction of a special resolution passed at a general meeting.

(e) Transfer of Shares

Shares can be transferred by a proper instrument of transfer. The instrument of transfer must be in writing or any other form approved by the Directors, and signed by the transferor and the transferee. Except where the operating rules of an applicable CS facility licensee, being the ASTC Operating Rules provide otherwise, until the transferee has been registered, the transferor is deemed to remain the holder of the Shares, even after signing the instrument of transfer.

In some circumstances, the Directors may refuse to register a transfer if on registration the transferee will hold less than a marketable parcel. The Board may refuse to register a transfer of shares on which the Company has a lien.

(f) **General meetings**

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

The Directors may convene a general meeting at their discretion.

(g) **Unmarketable parcels**

The Constitution provides for the sale of unmarketable parcels subject to any applicable laws and provided a notice is given to the relevant Shareholder stating that the Company intends to sell their relevant Shares unless the relevant Shareholder advises the Company by a specified date that they wish to keep the Shares.

(h) **Rights on winding up**

If the Company is wound up, the liquidator may with the sanction of a special resolution, divide the assets of the Company amongst Shareholders as the liquidator sees fit. The liquidator may not require a Shareholder to accept any Shares or other securities in respect of which there is any liability.

5.7 Interests of Directors, experts and advisors

(a) Other than as set out below or elsewhere in this Prospectus, no:

- (i) Director or proposed Director;
- (ii) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- (iii) promoter of the Company; or
- (iv) financial services licensee named in this Prospectus as a financial services licensee involved in the Offer,

holds, or has held within 2 years before the date of this Prospectus, any interest in the Offer or in the formation or promotion of, or in any property acquired or proposed to be acquired by, the Company in connection with its formation or promotion or the Offer.

(b) Other than as set out in Section 5.8 or elsewhere in the Prospectus, no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given:

- (i) to a Director or proposed Director to induce them to become, or to qualify them as, a director of the Company; or
- (ii) for services provided in connection with the formation or promotion of the Company or the Offer by any Director or proposed Director, any person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus, any promoter of the Company, or any underwriter or financial services licensee named in this Prospectus as an underwriter or financial services licensee involved in the Offer.

5.8 Details of interests

(a) Directors' security holdings

The relevant interests of the Directors in securities of the Company as at the date of this Prospectus are as follows:

Director	Shares	Options	Entitlement
Dr Charmaine Gittleson ¹ (Non-Executive Chairperson)	2,399,999	3,000,000	239,999
Dr Ben Gil Price ² (Non-Executive Director)	5,999,805	3,000,000	Nil
Dr James Garner ³ (Executive Director)	50,000,000	9,690,000	5,000,000

Notes:

- Dr Charmaine Gittleson holds the following securities as follows:
 - 2,399,999 Shares indirectly by Gittleson Investments Pty Ltd; and
 - 3,000,000 unquoted Options directly, exercisable at \$0.061 and expiring on 30 June 2028.
- Dr Ben Gil Price directly holds 5,999,805 Shares and 3,000,000 unquoted Options exercisable at \$0.083 and expiring on 4 July 2029.
- Dr James Garner directly holds 50,000,000 Shares and 9,690,000 unquoted Options comprising:
 - 3,000,000 unquoted Options exercisable at \$0.083 and expiring on 4 July 2029; and
 - 6,690,000 unquoted Options exercisable at \$0.07 and expiring on 7 August 2028.
- Dr Charmaine Gittleson and Dr James Garner will automatically take up their full Entitlement. Dr Ben Gil Price is based in the US and is therefore an Ineligible Shareholder and will not receive Loyalty Options pursuant to the Offer.

(b) Director's remuneration

The Constitution of the Company provides that the non-executive directors are entitled to be paid an amount of fees which does not in any year exceed in aggregate the amount last fixed by ordinary resolution. The aggregate amount fixed is \$500,000. This aggregate amount is to be allocated among the non-executive directors equally, having regard to the proportion of the relevant year for which each director held office, or as otherwise decided by the Board. The amount may also be provided in a manner the Board decides, which may include provision of non-cash benefits, in which case, the Board must also decide the manner in which the value of those benefits is to be calculated.

The Constitution also provides that:

- the Directors shall be entitled to be paid reasonable travelling, accommodation and other expenses incurred by them respectively in or about the performance of their duties as Directors; and
- if any of the Directors being willing are called upon to perform additional or special duties for the Company, the Company may remunerate that Director as determined by the Directors and that remuneration may be either in addition to or in substitution for his or her share in the fee-pool described.

As shown in the FY24 Annual Report, the table below sets out the remuneration provided to the Directors of the Company and their associated companies during the last two

financial years (FY), inclusive of directors fees, consultancy fees, share-based payments, termination payments and superannuation contributions.

Director	Cash salary & fees	Short term incentive	Non-monetary benefits	Pension & Super Contribution	Long Service Leave	Share-Based payments (Options)	Total
FY ended 30 June 2024							
Dr Charmaine Gittleson	\$128,000	Nil	Nil	\$14,080	Nil	\$78,214	\$220,294
Dr Ben Gil Price	\$113,770	Nil	Nil	Nil	Nil	Nil	\$113,770
Dr James Garner*	\$434,456	\$190,000	\$24,982	\$47,790	\$7,272	\$120,184	\$824,684
FY ended 30 June 2023							
Dr Charmaine Gittleson	\$144,327	Nil	Nil	\$14,933	Nil	Nil	\$159,260
Dr Ben Gil Price	\$73,686	Nil	Nil	Nil	Nil	\$18,337	\$92,023
Dr James Garner*	\$8,845	Nil	Nil	\$929	Nil	\$24,030	\$33,804

***Note:** Dr Garner offered, and the Board has agreed with effect from 4 March 2025 to defer 50% of Dr Garner's salary (being the amount of \$247,475 plus superannuation) until the earlier of (i) execution of a definitive agreement to licence a new asset into the Company; (ii) cessation of Dr Garner's employment with the Company; or (iii) such other date as may be determined by the Board at its discretion.

(c) **Related party transactions**

At the date of this Prospectus, no material transactions with related parties and Directors interests exist that the Directors are aware of, other than those disclosed in this Prospectus.

5.9 Consents

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

(a) **Consenting parties**

Hamilton Locke has given and has not, before lodgement of this Prospectus, withdrawn its written consent to be named in this Prospectus as legal adviser to the Company in respect of the Offer in the form and context in which it is named.

(b) **Basis of consents**

Each of the persons named as providing consents above:

- (i) did not authorise or cause the issue of this Prospectus;

- (ii) does not make, or purport to make, any statement in this Prospectus nor is any statement in this Prospectus based on any statement by any of those parties other than as specified in this Section 5.9; and
- (iii) to the maximum extent permitted by law, expressly disclaims any responsibility or liability for any part of this Prospectus other than a reference to its name and a statement contained in this Prospectus with the consent of that party as specified in this Section 5.9.

5.10 Expenses of the Offer

The total expenses of the Offer are estimated to be approximately \$48,206 (excluding GST), the table below sets out the breakdown of these expenses:

Estimated expense	\$
ASIC lodgement fee	\$3,206
Legal fees	\$25,000
Registry and printing fees	\$20,000
TOTAL	\$48,206

6. DIRECTORS' AUTHORISATION

This Prospectus is authorised by each of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with ASIC and has not withdrawn that consent.

Signed for and on behalf of the Company on 6 May 2025.

A handwritten signature in blue ink, appearing to read 'C. Gittleson', with a stylized flourish extending to the right.

Dr Charmaine Gittleson
Non-Executive Chair
Percheron Therapeutics Limited

7. DEFINITIONS

Definitions used in this Prospectus are as follows:

\$ means Australian dollars.

AEST means Australian Eastern Standard Time.

ASIC means the Australian Securities and Investments Commission.

ASX Listing Rules means the official listing rules of ASX Listing Rules as amended or waived.

ASX means ASX Limited ACN 008 624 691 or the financial market known as the 'Australian Securities Exchange' operated by it, as the context requires.

ASTC Operating Rules means the operating rules of ASTC in its capacity as a CS facility licensee, except to the extent of any relief given by ASTC in their application to the Company.

Beneficiary means a person who resides in either Australia, New Zealand, Singapore or Hong Kong for whom a custodian (being an Eligible Shareholder) held Shares on behalf of on the Record Date, and who is not, or is not acting for the account or benefit of, a US person.

Board means the board of Directors of the Company.

Chair means the Chair of the Board.

Company or **PER** means Percheron Therapeutics Limited ACN 095 060 745.

Constitution means the constitution of the Company.

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

Director means a director of the Company.

Eligible Shareholder has the meaning given in Section 2.5.

Entitlement means the number of Loyalty Options each Eligible Shareholder is offered under the Offer.

Expiry Date means the expiry date of the Loyalty Options offered under this Prospectus, as defined in Section 5.5.

FY means financial year.

Ineligible Shareholder has the meaning given in Section 2.5.

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

Loyalty Options means the free unlisted Options offered under the Offer.

Offer means the offer of Loyalty Options to Eligible Shareholders under this Prospectus.

Official List means the official list of the ASX.

Option means the right of the holder to be issued one new Share on payment of the applicable exercise price.

Prospectus means this prospectus dated Tuesday, 6 May 2025 and lodged with ASIC, including any supplementary or replacement prospectus in relation to this prospectus.

Prospectus Date means the date of this Prospectus, being Tuesday, 6 May 2025.

Record Date means 7.00pm (Melbourne time) on Tuesday, 13 May 2025, being the date on which Eligible Shareholders who are permitted to participate in the Offer are determined.

Section means a section of this Prospectus.

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

Share Registry means Boardroom Pty Limited.

Shareholder means a holder of Shares.

SRN means securityholder reference number.

US or **United States** means the United States of America.

US Securities Act means the United States Securities Act of 1933, as amended.

CORPORATE DIRECTORY

Directors

Dr Charmaine Gittleson (Non-Executive Chair)

Dr Ben Gil Price (Non-Executive Director)

Dr James Garner (Chief Executive Officer and Managing Director)

Company Secretary and Chief Financial Officer

Ms Deborah Ambrosini

Registered Office

Level 30

35 Collins Street

Melbourne, VIC, 3000

Telephone: [+61 3 9827 8999](tel:+61398278999)

Email: info@percherontx.com

Website: www.percherontx.com

Share Registry

Boardroom Pty Limited

Level 8, 210 George Street,

Sydney NSW 2000

Telephone: 1300 737 760 (within Australia)

+61 2 9290 9600 (outside Australia)

Legal Adviser

Hamilton Locke

Level 39, 152-158 St Georges Terrace

Perth WA 6000