



ASX ANNOUNCEMENT

2 NOVEMBER 2023

Entitlement Offer Documents

Sydney, Australia, 2 November 2023: Chimeric Therapeutics (ASX:CHM, “Chimeric” or the “Company”), an Australian leader in cell therapy, is pleased to announce that the Entitlement Offer announced on 25 October 2023 opens today.

Annexed to this announcement are the documents being dispatched to eligible and ineligible holders today, as well as a copy of the Entitlement Offer information booklet.

The Entitlement Offer is currently expected to close at 5.00 pm (Sydney time) on Monday, 20 November 2023. The Company reserves its rights to close the Entitlement Offer early or otherwise vary the timetable in accordance with the terms of the Entitlement Offer information booklet and the ASX Listing Rules.

Further information is available at nreo.chimerictherapeutics.com.

Phillip Hains
Joint Company Secretary

Important information

This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States, or in any other jurisdiction in which such an offer would be illegal. The securities referred to in this document have not been and will not be registered under the United States Securities Act of 1933 (the ‘US Securities Act’), or under the securities laws of any state or other jurisdiction of the United States and may not be offered or sold, directly or indirectly, within the United States, unless the securities have been registered under the US Securities Act or an exemption from the registration requirements of the US Securities Act is available.

This document may not be distributed or released in the United States.

This announcement contains certain ‘forward-looking statements’ within the meaning of the securities laws of applicable jurisdictions. Forward-looking statements can generally be identified by the use of forward-looking words such as ‘may,’ ‘should,’ ‘expect,’ ‘anticipate,’ ‘estimate,’ ‘scheduled’ or ‘continue’ or the negative version of them or comparable terminology. Any forecasts or other forward looking statements contained in this announcement are subject to known and unknown risks and uncertainties and may involve significant elements of subjective judgment and assumptions as to future events which may or may not be correct. There are usually differences between forecast and actual results because events and actual circumstances frequently do not occur as forecast and these differences may be material. Chimeric does not give any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this announcement will actually occur and you are cautioned not to place undue reliance on forward-looking statements.



CHIMERIC THERAPEUTICS LIMITED

ACN 638 835 828

Entitlement Offer information booklet

2 for 3 pro rata non-renounceable entitlement offer at \$0.028 per Share.

Last date for acceptance and payment: 5.00pm (AEDT) on Monday, 20 November 2023

If you are an Eligible Shareholder, this is an important document that requires your immediate attention. It should be read in its entirety. If, after reading this document you have any questions about the securities being offered for issue under it or any other matter, you should contact your stockbroker, solicitor, accountant or other professional adviser.

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

Lead Manager

BELL POTTER

Legal adviser

**Lawyers
McCullough
Robertson**

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IMPORTANT NOTICES

This Information Booklet is dated 2 November 2023. Capitalised terms in this section have the meaning given to them in this Information Booklet.

The Entitlement Offer is being made without a prospectus under section 708AA Corporations Act (as notionally modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84). This Information Booklet does not contain all of the information which a prospective investor may require to make an informed investment decision. The information in this Information Booklet does not constitute financial product advice and does not take into account your investment objectives, financial situation or particular needs.

This Information Booklet is important and should be read in its entirety before deciding to participate in the Entitlement Offer. This Information Booklet is not a prospectus under the Corporations Act and has not been lodged with ASIC.

Chimeric may make additional announcements after the date of this Information Booklet and throughout the period that the Entitlement Offer is open that may be relevant to your consideration about whether you should participate in the Entitlement Offer.

No party other than Chimeric has authorised or caused the issue of this Information Booklet, or takes any responsibility for, or makes, any statements, representations or undertakings in this Information Booklet.

By returning an Entitlement and Acceptance Form or otherwise paying for your New Shares Top Up Shares through BPAY in accordance with the instructions on the Entitlement and Acceptance Form, you acknowledge that you have read this Information Booklet and you have acted in accordance with and agree to the terms of the Entitlement Offer detailed in this Information Booklet.

No overseas offering

This Information Booklet and the accompanying Entitlement and Acceptance Form do not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make that offer or invitation. In particular, this Information Booklet does not constitute an offer to Ineligible Shareholders and may not be distributed in the United States and the New Shares may not be offered or sold, directly or indirectly, to persons in the United States.

This Information Booklet is not to be distributed in, and no offer of New Shares or Top Up Shares is to be made in countries other than Australia and New Zealand. The distribution of this Information Booklet (including an electronic copy) in other jurisdictions may be restricted by law and therefore persons who come into possession of this Information Booklet should seek advice on and observe these restrictions. Any failure to comply with these restrictions may constitute a violation of applicable securities laws.

No action has been taken to register or qualify the Entitlement Offer, the Entitlements or the New Shares, or otherwise permit the public offering of the New Shares, in any jurisdiction outside Australia and New Zealand.

Foreign exchange control restrictions or restrictions on remitting funds from your country to Australia may apply. Your Application for New Shares is subject to all requisite authorities and clearances being obtained for Chimeric to lawfully receive your Application Monies.

New Zealand

The New Shares are not being offered or sold to the public within New Zealand other than to existing Chimeric shareholders with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2016* (New Zealand).

This document has not been registered, filed with or approved by a New Zealand regulatory authority under the *Financial Markets Conduct Act 2013* (New Zealand). This document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

Definitions, currency and time

Defined terms used in this Information Booklet are contained in section 6. All references to currency are to Australian dollars and all references to time are to Australian Eastern Daylight Time (**AEDT**), unless otherwise indicated.

Taxation

There will be tax implications associated with participating in the Entitlement Offer and receiving New Shares. Chimeric considers that it is not appropriate to give advice regarding the tax consequences of subscribing for New Shares under this Information Booklet or the subsequent disposal of any New Shares. Chimeric recommends that you

consult your professional tax adviser in connection with the Entitlement Offer.

Privacy

Chimeric collects information about each Applicant provided on an Entitlement and Acceptance Form for the purposes of processing the Application and, if the Application is successful, to administer the Applicant's shareholding in Chimeric.

By submitting an Entitlement and Acceptance Form, you will be providing personal information to Chimeric (directly or through the Share Registry). Chimeric collects, holds and will use that information to assess your Application. Chimeric collects your personal information to process and administer your shareholding in Chimeric and to provide related services to you. Chimeric may disclose your personal information for purposes related to your shareholding in Chimeric, including to the Share Registry, Chimeric's related bodies corporate, agents, contractors and third-party service providers, including mailing houses and professional advisers, and to ASX and regulatory bodies. You can obtain access to personal information that Chimeric holds about you. To make a request for access to your personal information held by (or on behalf of) Chimeric, please contact Chimeric through the Share Registry.

Governing law

This Information Booklet, the Entitlement Offer and the contracts formed on acceptance of the Applications are governed by the law applicable in Victoria, Australia. Each Applicant submits to the exclusive jurisdiction of the Victorian courts and courts competent to hear appeals from those courts.

No representations

No person is authorised to give any information or to make any representation in connection with the Entitlement Offer which is not contained in this Information Booklet. Any information or representation in connection with the Entitlement Offer not contained in the Information Booklet may not be relied upon as having been authorised by Chimeric or any of its officers.

Past performance

Investors should note that Chimeric's past performance, including past share price performance, cannot be relied upon as an indicator of (and provides no guidance as to) Chimeric's future performance including Chimeric's future financial position or share price performance.

Future performance

This Information Booklet contains certain forward-looking statements with respect to the financial condition, results of operations, projects and business of Chimeric and certain plans and objectives of the management of Chimeric. These forward-looking statements involve known and unknown risks, uncertainties and other factors which are subject to change without notice, and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be correct.

Forward-looking statements are provided as a general guide only and there can be no assurance that actual outcomes will not differ materially from these statements. Neither Chimeric, nor any other person, gives any representation, warranty, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statement will actually occur. In particular, those forward-looking statements are subject to significant uncertainties and contingencies, many of which are outside the control of Chimeric. A number of important factors could cause actual results or performance to differ materially from the forward-looking statements. Investors should consider the forward-looking statements contained in this Information Booklet in light of those disclosures.

Risks

Refer to the 'Risk factors' section of the Investor Presentation included in section 1 of this Information Booklet and in section 4 of this Information Booklet for a summary of general and specific risk factors that may affect Chimeric.

Letter from the Chairman and Managing Director

2 November 2023

Dear Fellow Shareholder

We are delighted to announce that the Board has decided to offer Shareholders the opportunity to increase their ownership in Chimeric on, what the Directors consider, are attractive terms. The downturn in global biotech markets, and the subsequent downward impact on our own share price, provides shareholders with this rare window after a most successful period following our IPO during which your company has made significant advances across many fronts.

On behalf of your Board, it gives me great pleasure to offer you this opportunity to increase your investment in Chimeric through participation in this non-renounceable pro rata entitlement offer of 2 new fully paid ordinary shares (**New Shares**) for every 3 existing Shares held, at a price of \$0.028 per New Share (**Offer Price**).

The Offer Price of \$0.028 per New Share represents a:

- 31.7% discount to the closing price of Shares on 24 October 2023 (being the last trading day before announcement of the Entitlement Offer);
- 27.7% discount to the 5-day volume weighted average price of \$0.039; and
- 21.8% discount to the TERP1 of \$0.036.¹

Chimeric intends to raise approximately \$10 million (before direct offer costs) through the issue of approximately 356 million New Shares under the Entitlement Offer.

The Entitlement Offer is managed by Bell Potter Securities Limited.

The Board intends to use the proceeds of the Entitlement Offer to fund and continue advancement of the Company's clinical drug development programme in cell therapy.

The number of New Shares you are entitled to subscribe for under the Entitlement Offer (**Entitlement**) is set out in your personalised Entitlement and Acceptance Form that is attached to this Information Booklet.

If you take up your Entitlement, you can also apply for additional Shares under a 'top-up' facility (refer to section 2.2 of this Information Booklet for more information).

The Entitlement Offer is non-renounceable and therefore your Entitlements will not be tradeable on ASX or otherwise transferable.

Other information

This Information Booklet contains important information, including:

¹ The theoretical ex-rights price of \$0.036 is calculated using Chimeric's closing price on 24 October 2023 assuming proceeds from the Entitlement Offer of \$10 million. TERP is the theoretical price at which shares should trade immediately after the ex-date for the Entitlement Offer assuming 100% take-up of the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which shares trade immediately after the ex-date for the Entitlement Offer will depend on many factors and may not be equal to the TERP.

- the investor presentation referred to above, which was released to ASX on 25 October 2023, and provides information on Chimeric, the Entitlement Offer and key risks for you to consider;
- instructions on how to apply, detailing how to participate in the Entitlement Offer if you choose to do so, and a timetable of key dates;
- a personalised Entitlement and Acceptance Form which details your Entitlement, to be completed in accordance with the instructions; and
- instructions on how to take up all or part of your Entitlement via BPAY.

The Entitlement Offer closes at 5.00pm (Sydney time) on Monday, 20 November 2023.

We are pleased to advise that all eligible Chimeric Directors intend to participate in the Entitlement Offer.

It is worth reminding ourselves that we are all invested in a company which is at the cutting edge of discovering potential new cancer treatments, in partnership with some of the leading US medical institutions. This work is thrilling to us, and every day brings us closer to the possibility of relief from the scourge of cancer which has touched all our lives.

Please read in full the details on how to submit your application, which are set out in this Information Booklet. For further information about the Entitlement Offer, please call the share registry, Boardroom Pty Ltd, on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) or visit the Company's website at www.chimerictherapeutics.com.

You should also consult your stockbroker, solicitor, accountant or other professional adviser to evaluate whether or not to participate in the Entitlement Offer.

On behalf of the Board, we encourage you to consider this investment opportunity and thank you for your ongoing support.

Yours faithfully

Mr Paul Hopper
Executive Chairman

Ms Jenn Chow
**Chief Executive Officer and
Managing Director**

Summary of the Entitlement Offer

Entitlement Offer	
Ratio	2 New Shares for every 3 existing Chimeric Shares
Issue Price	\$0.028 per New Share
Size	356 million New Shares
Gross proceeds	Up to approximately \$10 million

Key dates

Activity	Date
Announcement of Entitlement Offer	Wednesday, 25 October 2023
Record Date for determining Entitlements (7.00pm)	Tuesday, 31 October 2023
Information Booklet and Entitlement and Acceptance Form despatched	Thursday, 2 November 2023
Entitlement Offer opens	Thursday, 2 November 2023
Entitlement Offer closes (5.00pm)	Monday, 20 November 2023
New Shares quoted on a deferred settlement basis	Tuesday, 21 November 2023
Announcement of results of the Entitlement Offer	Monday, 27 November 2023
Allotment of New Shares under the Entitlement Offer	Monday, 27 November 2023
Despatch of holding statements for New Shares issued under the Entitlement Offer	Tuesday, 28 November 2023
Trading of New Shares under the Entitlement Offer commences	Wednesday, 29 November 2023

Notes: All times are in Australian Eastern Daylight Time (**AEDT**).

This timetable is indicative only and subject to change. The Directors may vary these dates subject to the Listing Rules. An extension of the Closing Date will delay the anticipated date for issue of the New Shares. The Directors also reserve the right not to proceed with the whole or part of the Entitlement Offer any time before the allotment and issue of the New Shares. In that event, the relevant Application Monies (without interest) will be returned in full to Applicants.

Enquiries

For further information, telephone please contact the share registry, Boardroom Pty Ltd on 1300 737 760 (inside Australia) and +61 2 9290 9600 (outside Australia) between 8.30am and 5.00pm (AEDT). Alternatively, contact your stockbroker, solicitor, accountant or other professional adviser. If you have lost your Entitlement and Acceptance Form and would like a replacement form, you should contact the Share Registry on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia).

1 Investor presentation

BRINGING THE PROMISE OF CELL THERAPY TO LIFE

Entitlement Offer Presentation
October 23



Disclaimer

The information in this presentation does not constitute personal investment advice. The presentation is not intended to be comprehensive or provide all information required by investors to make an informed decision on any investment in Chimeric Therapeutics Limited ACN 638 835 828 (Company). In preparing this presentation, the Company did not take into account the investment objectives, financial situation and particular needs of any particular investor.

Further advice should be obtained from a professional investment adviser before taking any action on any information dealt with in the presentation. Those acting upon any information without advice do so entirely at their own risk.

Whilst this presentation is based on information from sources which are considered reliable, no representation or warranty, express or implied, is made or given by or on behalf of the Company, any of its directors, or any other person about the accuracy, completeness or fairness of the information or opinions contained in this presentation. No responsibility or liability is accepted by any of them for that information or those opinions or for any errors, omissions, misstatements (negligent or otherwise) or for any communication written or otherwise, contained or referred to in this presentation.

Neither the Company nor any of its directors, officers, employees, advisers, associated persons or subsidiaries are liable for any direct, indirect or consequential loss or damage suffered by any person as a result of relying upon any statement in this presentation or any document supplied with this presentation, or by any future communications in connection with those documents and all of those losses and damages are expressly disclaimed.

Certain statements contained in this presentation, including, without limitation, statements containing the words "believes," "plans," "expects," "anticipates," and words of similar import, constitute "forward-looking statements". Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Company to be materially different from any future

results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, the following: the risk that our clinical trials will be delayed and not completed on a timely basis; the risk that the results from the clinical trials are not as favourable as we anticipate; the risk that our clinical trials will be more costly than anticipated; and the risk that applicable regulatory authorities may ask for additional data, information or studies to be completed or provided prior to their approval of our products. Given these uncertainties, undue reliance should not be placed on such forward-looking statements. The Company disclaims any obligation to update any such factors or to publicly announce the results of any revisions to any of the forward-looking statements contained herein to reflect future events or developments except as required by law.

This presentation is not a prospectus or other disclosure document under the Corporations Act 2001 (Cth) and will not be lodged with the Australian Securities and Investments Commission. This presentation is for information purposes only and is not an invitation or offer of securities for subscription, purchase or sale in any jurisdiction. The distribution of this presentation (including electronically) outside Australia may be restricted by law. If you come into possession of this presentation, you should observe such restrictions as any non-compliance with these restrictions could contravene applicable securities laws (see the section captioned 'International offer restrictions'). In particular, this document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The New Shares have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

Any opinions expressed reflect the Company's position at the date of this presentation and are subject to change.



**Bringing
the Promise
of Cell
Therapy to
Life**

2 CLINICAL TRIALS WITH POSITIVE PHASE 1 RESULTS

- Positive CHM 1101 Phase 1A data in recurrent brain cancer
- Positive CHM 0201 Phase 1A data in Acute Myeloid Leukemia and Advanced Colorectal Cancer
- Areas of high unmet medical need

EXPERIENCE AND EXPERTISE

- Team of experienced cell therapy experts
- Proven development and commercialization expertise

ADVANCING CLINICAL DEVELOPMENT

- Innovative cell therapy portfolio with 3 novel technology platforms
- 4 ongoing clinical trials in solid tumours and blood cancers
- Multiple clinical catalysts in the next 12-18 months

CAPITAL RAISE AND BALANCE SHEET

- Up to A\$10m Entitlement Offer
- Up to A\$14.6 m pro-forma cash balance post raise*
- To fund key programs to October 2024

*Based on unaudited 30 Sept closing cash"

CAPITAL RAISING OVERVIEW

CHIMERIC IS RAISING UP TO A\$10M VIA A NON-RENOUNCEABLE ENTITLEMENT OFFER

Offer Structure

- A 2 for 3 non-renounceable entitlement offer of new shares to existing shareholders to raise up to A\$10m
- Record date to identify shareholders entitlement: 7pm (Sydney time), 30 October 2023

Offer Pricing

- Offer Price of A\$0.028 per share, which represents:
 - A discount of 31.7% to the last close of A\$0.041 per share on 24 October 2023
 - A discount of 27.7% to the 5-day VWAP of A\$0.039 per share to 24 October 2023

Ranking

- New shares under the entitlement offer will rank pari passu with existing ordinary shares in CHM

USE OF FUNDS

Use of Funds

Rights Issue	\$10M
CLTX CAR T	
• Chimeric Phase 1B Clinical Trial in Glioblastoma	\$6.2M
CDH17 CAR T	
• Chimeric Phase 1A Clinical Trial in Gastrointestinal Tumours	\$3.2M
NK Program	
• Case Western Phase 1B Clinical Trial in Colorectal Cancer and Acute Myeloid Leukemia*	\$0.6M
• MD Anderson Cancer Center Phase 1B Clinical Trial in Acute Myeloid Leukemia*	
Total	\$10.0M

* Investigator Initiated Trials with non-Chimeric primary funding sources.

Anticipated Clinical Deliverables to October 2024

CLTX CAR T
• Complete Phase 1B Dose Confirmation
• Initiate Phase 1B Dose Expansion
CDH17 CAR T
• Complete Phase 1B First Dose Cohort
NK Program
• Complete Case Western Phase 1B Clinical Trial
• Complete MD Anderson Cancer Center Phase 1B



OFFER TIMETABLE

Indicative capital raising timetable ¹	Date
Announcement of non-renounceable entitlement offer	Wednesday, 25 October 2023
Record date for Entitlement Offer	Tuesday, 31 October 2023
Entitlement Offer Opens	Thursday, 2 November 2023
Entitlement Offer Closes	Monday, 20 November 2023
Issue of New Shares under Entitlement Offer	Monday, 27 November 2023
Normal trading for New Shares under Entitlement Offer	Tuesday, 28 November 2023

1. The timetable is indicative only and subject to change by the Company, subject to the Corporations Act and other applicable laws



CHIMERIC THERAPEUTICS

VALUE PROPOSITION FOR INVESTORS

1.

ADVANCED, UNDERVALUED PORTFOLIO

Chimeric's pipeline and portfolio are highly undervalued in relation to other cell therapy companies

2.

ADVANCING DEVELOPMENT TO VALUE REALISATION

Chimeric's assets are entering Phase 1B, where big pharma M&A is now focused

3.

NAVIGATING THE CHALLENGES

Chimeric is responding to today's biotech environment with program prioritization, cash preservation and business development

1. ADVANCED, UNDERVALUED PORTFOLIO

Chimeric has an industry leading cell therapy portfolio with novel technology platforms in clinical stage development

	Product (Binder)	Tumour Type	Discovery/ Preclinical	Phase 1A/ 1B	Registrational Phase 2
AUTOLOGOUS CAR T CELL THERAPIES	CHM 1101 (CLTX)	Glioblastoma	Phase 1A COH IIT		
		Glioblastoma	CHIMERIC Phase 1B		
		MMP2 Expressing Solid Tumors			
	CHM 2101 (CDH17)	Colorectal Cancer	Phase 1A/B Basket Trial		
		Neuroendocrine Tumors	Phase 1A/B Basket Trial		
Gastric Cancer		Phase 1A/B Basket Trial			
CDH17 Expressing Solid Tumors					
ALLOGENEIC NK CELL THERAPIES	CHM 0201 (Non-Engineered)	Acute Myeloid Leukemia/ Colorectal Cancer	Phase 1A CWRU IIT: Complete		
		Acute Myeloid Leukemia/ Colorectal Cancer	Phase 1B Combination with Vactosentib CWRU IIT		
		Acute Myeloid Leukemia	Phase 1B ADVENT-AML MDACC IIT		
	CHM 0301	Blood Cancer + Solid Tumours			
	CHM 1301 (CLTX CAR NK)	MMP2 Expressing Solid Tumours			
	CHM 2301 (CDH17 CAR NK)	CDH17 Expressing Solid Tumours			

MDACC: MD Anderson Cancer Centre/ COH: City of Hope / CWRU: Case Western Reserve University

3

Novel technology platforms

2

Assets with positive clinical data

4

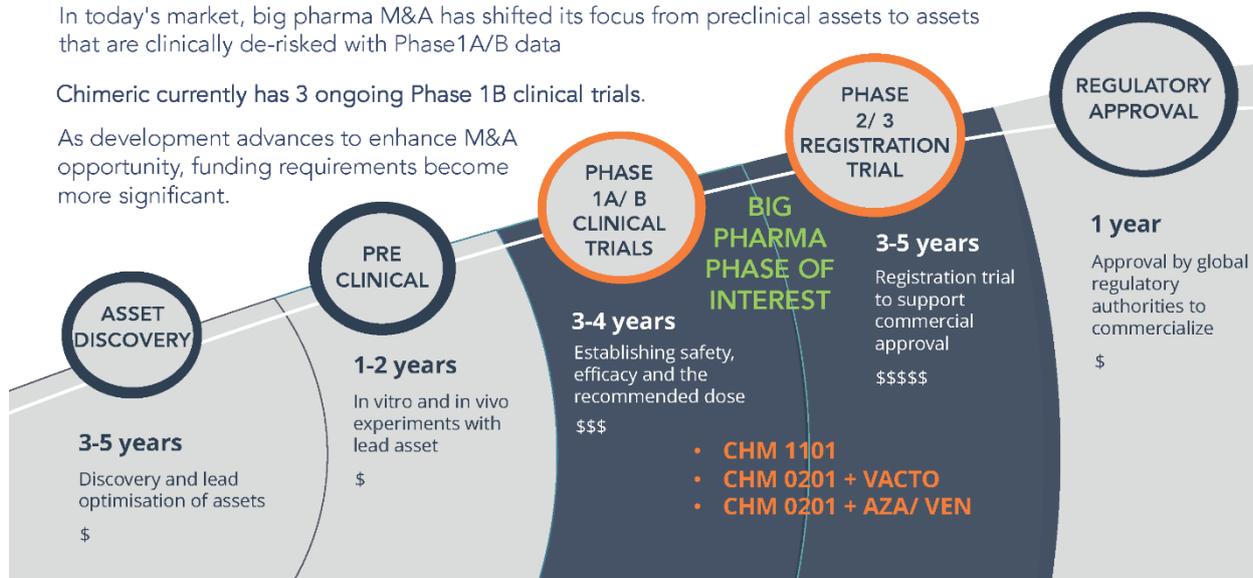
Ongoing clinical trials

VALUE REALIZATION OPPORTUNITY FOCUSES ON PHASE 1B/ 2 CHIMERIC IS ADVANCING DEVELOPMENT TO BIG PHARMA'S FOCUS

In today's market, big pharma M&A has shifted its focus from preclinical assets to assets that are clinically de-risked with Phase 1A/B data

Chimeric currently has 3 ongoing Phase 1B clinical trials.

As development advances to enhance M&A opportunity, funding requirements become more significant.



3. NAVIGATING THE CHALLENGES

To enable clinical advancement, Chimeric has responded to the challenges of today's market with program prioritization and cash preservation while creating value through business development



 CHIMERIC THERAPEUTICS

CHIMERIC: 3 NOVEL PLATFORM TECHNOLOGIES

CHM 1101 (CLTX CAR T)

2020

First in class CLTX CAR T for brain cancer and other solid tumours

Positive Phase 1A Clinical Trial in Recurrent Glioblastoma

Ongoing Phase 1B Clinical Trial in Recurrent Glioblastoma



CHM 2101 (CDH17 CAR T)

2021

First in class CDH17 CAR T for gastrointestinal cancers

FDA IND filing in 2023

Phase 1A Clinical Trial in Colorectal Cancer, Gastric Cancer and Neuroendocrine Tumours



CHM 0201 (CORE NK)

2022

Potentially best in class NK cell platform for blood cancers and solid tumours

Positive Phase 1A Clinical Trial in Colorectal Cancer and AML

Ongoing Phase 1B Clinical Trial at MDACC in AML

Ongoing Phase 1B Clinical Trial at CWRU in AML/ Colorectal Cancer



CHIMERIC THERAPEUTICS

POSITIVE PHASE 1A CLINICAL DATA IN RECURRENT, LATE-STAGE BRAIN CANCER

DISEASE CONTROL RATE

55%

Disease Control Rate (DCR) in heavily pretreated patients

Exceeding historical disease control rates of 20-37%¹

SURVIVAL

~10 months

Median survival in patients that achieved disease control

14+ months

Survival in two patients that achieved disease control

~7 month survival expectation after first recurrence²

SAFETY

Generally, well tolerated

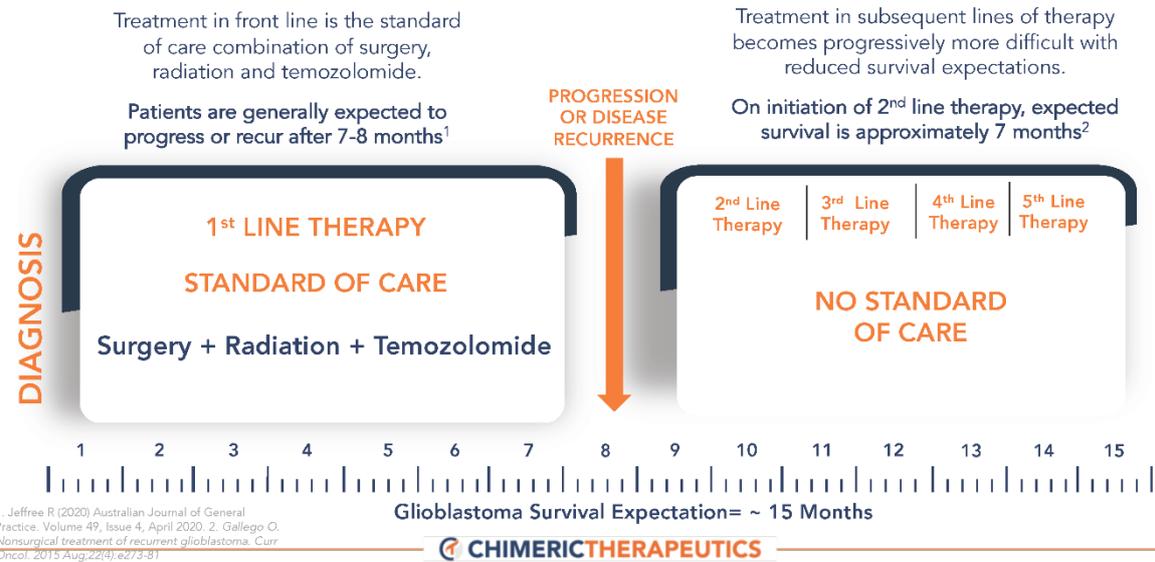
- No Dose Limiting Toxicities
- No Cytokine Release Syndrome
- No Tumour Lysis Syndrome

1. Temozolamide DCR: = 37%. Ref: DOI:10.1200/JCO.2009.26.5520, Journal of Clinical Oncology 28, no. 12 (April 20, 2010) 2051-2057; Lomustine DCR: 20% The Lancet Oncology, Volume 20, Issue 1, 1-164, 65

2. Gallego O. Nonsurgical treatment of recurrent glioblastoma. Curr Oncol. 2015 Aug;22(4):e273-81.

HOW IS GLIOBLASTOMA (GBM) TREATED TODAY?

TREATMENT BECOMES MORE CHALLENGING AS THE DISEASE PROGRESSES



CHM 1101 PHASE 1A PATIENT DEMOGRAPHICS

TREATING 4TH LINE PATIENTS

46%
of patients received CHM 1101 as 4th line therapy

CHM 1101 Patients

2 nd Line Therapy	3 rd Line Therapy	4 th Line Therapy	5 th Line Therapy
0%	36%	46%	18%

Approved therapies in recurrent Glioblastoma treated 2nd line patients

Age	Median Range	57 years 37-73 years
Sex	Male	55%
	Female	45%
Race	Caucasian	73%
	Black	9%
	Asian	9%
	Hispanic	9%
# of Prior Surgeries	0	18%
	1	36%
	2	36%
	3	9%
Pathology	Grade 4 Glioblastoma	91%
	Grade 4 Astrocytoma	9%
IDH	Wild type	91%
	Mutant	9%

CHIMERIC THERAPEUTICS

CHM 1101 RESULTS IN CONTEXT

55% DISEASE CONTROL IN LATE LINE PATIENTS



CHM 1101 was studied in median 4th line patients and demonstrated a Disease Control Rate (DCR) higher than NCCN approved and recommended therapies studied in 2nd line



¹ The Lancet Oncology, Volume 20, Issue 1, 1-164, e1-e65
² Journal of Clinical Oncology 28, no. 12 (April 20, 2010) 2051-2057

SURVIVAL EXPECTATIONS FOR PATIENTS WITH RECURRENT GBM

	Therapy	Line of Therapy	Overall Survival
APPROVED THERAPIES	SURGERY	2 nd Line ¹	5.75 months ¹
	TUMOUR TREATING FIELDS	3 rd Line ²	6.6 months ²
	BEVACIZUMAB	2 nd Line ³	7.75 months ³
	TEMOZOLOMIDE	2 nd Line ⁴	3.7 months ⁴
INVESTIGATIONAL THERAPIES	REGORAFENIB	2 nd Line ⁵	6.5 months ⁵
	GALUNISERTIB + LOMUSTINE	2 nd Line ⁶	6.7 months ⁶

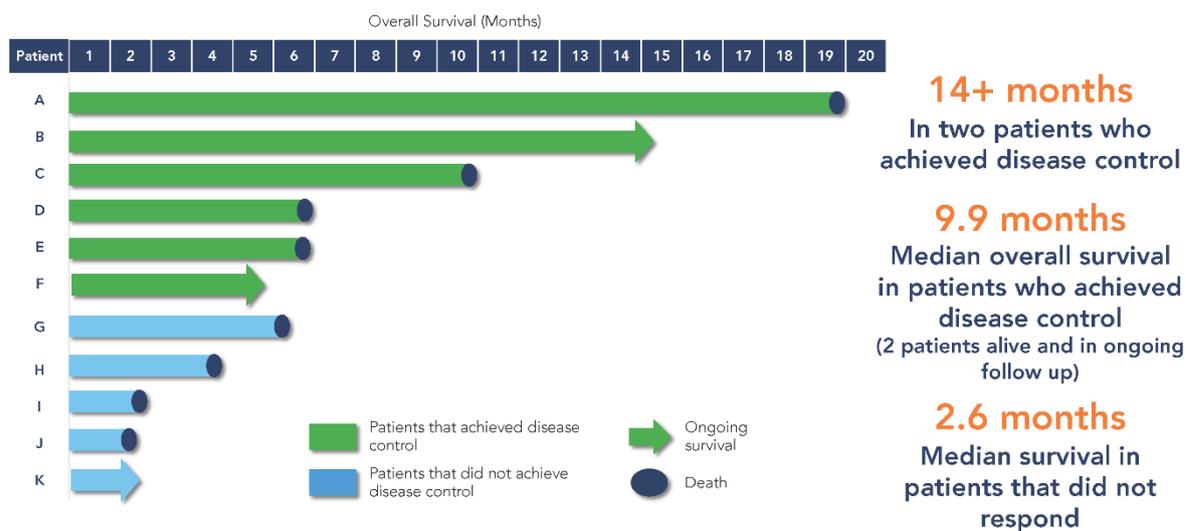
~7 months survival demonstrated from first recurrence with approved and investigational therapies

¹ Curr Oncol. 2015 Aug;22(4):e273-81
² Eur J Cancer. 2012 Sep;48(14):2192-202.
³ Journal of Clinical Oncology, 2009, 27(5): p. 740-5
⁴ Curr Oncol. 2015 Aug;22(4):e273-81
⁵ Lancet Oncol. 2019, 20, 110-119
⁶ Neuro-Oncol. 2019, Volume 18, Issue 8, August 2018, Pages 1144-1154



CHM 1101 PHASE 1A SURVIVAL

~10 MONTH SURVIVAL IN PATIENTS WHO ACHIEVED DISEASE CONTROL



CHIMERIC THERAPEUTICS

CHM 1101 PHASE 1A

PATIENTS WITH LONG TERM (14+ MONTHS) SURVIVAL



CHIMERIC THERAPEUTICS

CHM 1101 PHASE 1A SAFETY

A MANAGEABLE SAFETY PROFILE AT ALL DOSE LEVELS



Grade 3 (serious) non-hematological events were not considered treatment related:

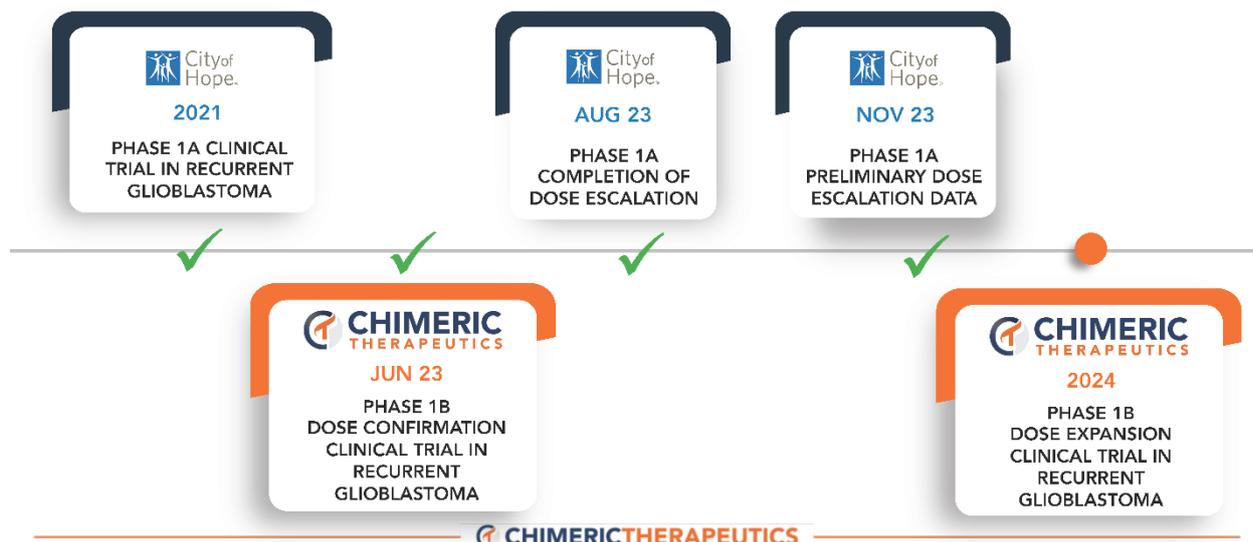
- Cerebral Edema X3*
- Adrenal Insufficiency*
- Headache*
- Confusion*
- Syncope
- Fatigue
- Ataxia

*associated with GBM disease progression



CHM 1101 NEXT STEPS

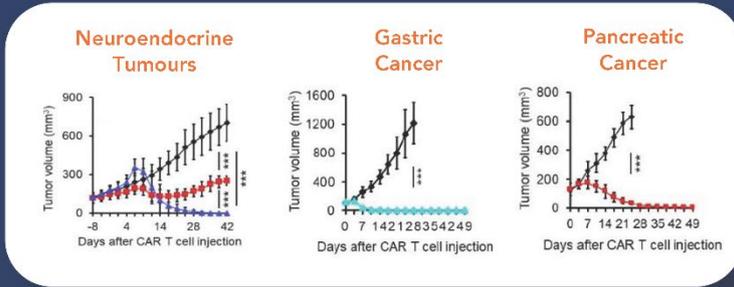
ADVANCING IN PHASE 1B CLINICAL DEVELOPMENT



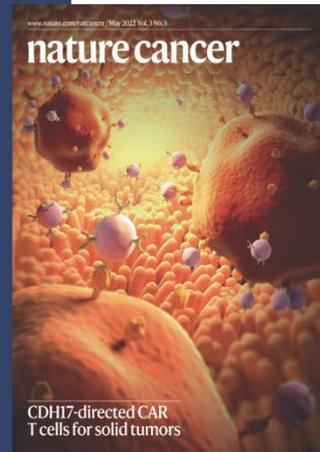
CHM 2101 (CDH17 CAR T)

POTENT IN VIVO EFFICACY

CHM 1101 induced complete eradication of tumours with no relapse in seven mouse xenograft tumour models

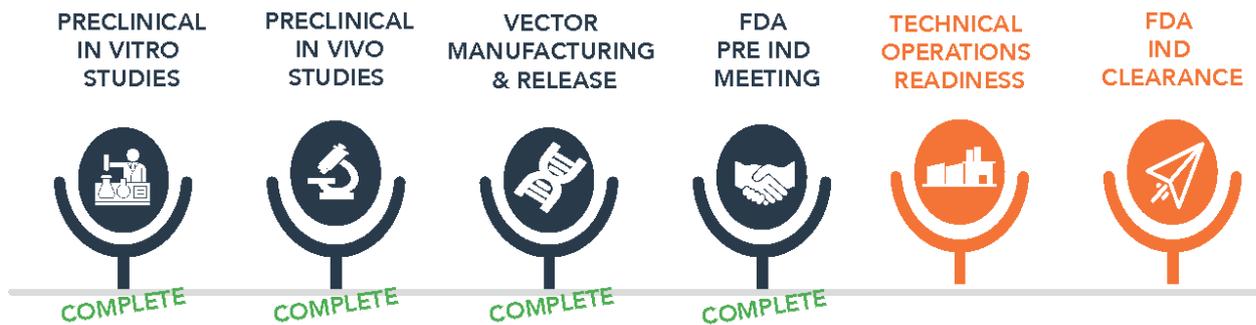


Source: Feng et al., Nature Cancer, 2022

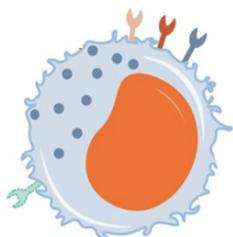


CHM 2101 for GASTROINTESTINAL CANCERS

ADVANCING TOWARDS CLINIC



CHM 0201



**POTENTIALLY
BEST-IN-CLASS
NK CELL
FOUNDATION**

A **platform technology** that can be leveraged to develop multiple new therapies

Broad applicability across **10+ disease areas** including blood cancers and solid tumours

Encouraging Phase 1A Clinical Trial Results across multiple key endpoints in Acute Myeloid Leukemia and Colorectal Cancer

CHM 0201 for BLOOD CANCERS AND SOLID TUMOURS ADVANCING NOVEL PHASE 1B CLINICAL COMBINATIONS

CHM 0201 Phase 1A

COMPLETE

Established Safety

100% Disease Control in Acute Myeloid Leukemia

24+ month ongoing Complete Response

CHM 0201 + VACTO Phase 1B

ONGOING ENROLLMENT

Initiated January 2023

Acute Myeloid Leukemia and Colorectal Cancer

First Study to Investigate NK Cells + Vactosertib

CHM 0201 + AZA/VEN Phase 1B

ENROLLMENT LATE 2023

FDA IND Clearance

Acute Myeloid Leukemia

First NK Combination Study in Front Line AML



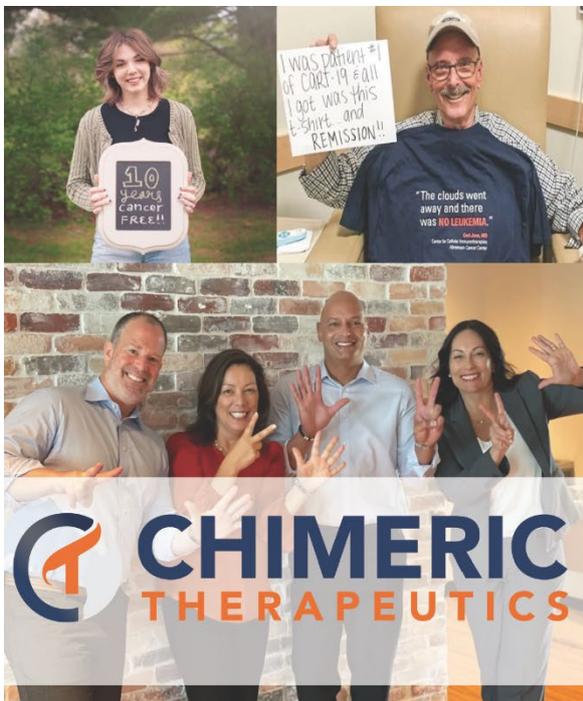
CHIMERIC MANAGEMENT TEAM

EXPERTS IN CELL THERAPY DEVELOPMENT & COMMERCIALISATION

EXPERIENCE	EXPERTISE	PROVEN
75+ Years of Cell Therapy Experience	50+ Development Programs	4/6 Of the FDA-Approved CAR T Cell Therapies
   	 	   



CHIMERIC THERAPEUTICS



- ▶ **POSITIVE CLINICAL DATA in GBM and AML**
Two assets with positive Phase 1A clinical data
- ▶ **ADVANCING CLINICAL DEVELOPMENT**
Four ongoing clinical trials in solid tumours and blood cancers
- ▶ **NEAR TERM MILESTONES**
Multiple clinical catalysts in next 12-18 months
- ▶ **IMPACTFUL BUSINESS DEVELOPMENT**
Two collaborative clinical trials with limited CHM funding with success in securing non-dilutive funding
- ▶ **INDUSTRY LEADING TEAM**
Experienced team with significant cell therapy development and commercialisation expertise

KEY RISKS

KEY SPECIFIC RISKS ASSOCIATED WITH CHIMERIC'S BUSINESS

Dependence upon Licence Agreements	Chimeric is reliant on the continuing operation of its key license agreements. A failure of licensors to comply with the terms of any applicable license agreements could have a material adverse effect on Chimeric's business, financial condition, operations or prospects.
Pipeline product in development and not approved for commercial sale	Chimeric's prospects of success is dependent on the success of clinical trials to obtain the regulatory approval for the CAR T technology, to be commercialised. Chimeric currently does not have a revenue stream from its product sales and does not expect to generate any such revenue in the short to medium term.
Clinical trial risk	Chimeric may be unable to secure the necessary approvals to conduct future clinical trials. There is also no assurance that products developed using the CAR T technology will be a success and not expose the company to product liability claims with unforeseen effects on clinical subjects. Unsuccessful clinical trial results could have a significant impact on the value of the Company's securities and the future commercial development of its technology.
Regulatory and reimbursement approvals	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 the US, Australia and other countries. Products may also be submitted for reimbursement approval. The availability and timing of that approval may have an impact upon the uptake and profitability of products in some jurisdictions.
Commercialisation of products and potential market failure	Chimeric has not yet commercialised its technology and has no material revenue stream. The Company is also dependent on commercially attractive markets remaining available to it during the commercialisation phase and once developed to fund sufficient revenues for continued operation.
Dependence upon key personnel	Chimeric's key personnel is its primary asset and if any key personnel leave it may be difficult to replace them and may have a negative impact on the Company.

KEY RISKS

Key specific risks associated with Chimeric's business

Arrangements with third-party collaborators	The Company may collaborate with pharmaceutical and life science companies, academic institutions or other partners to complete the development and commercialisation of its products. If Chimeric is unable to collaborate with a third-party they would be required to develop and commercialise the CAR T technology at its own expense.
Risk of delay and continuity of operations	Chimeric may experience a delay in achieving critical milestones. Any material delays may impact adversely upon the Company, including the timing of any revenues under milestone or sales payments.
Competition	Companies in the US and other countries may already be pursuing the development of products that target the same markets that Chimeric is targeting and put them in direct competition with parties who have substantially greater resources than the Company.
Requirement to raise additional funds	The Company may be required to raise additional equity or debt capital in the future. As there is no assurance a raise will be successful when required, the Company may need to delay or scale down its operations.
Growth	The Company may be unable to manage its future growth successfully and continue to hire and retain the skilled personnel it requires.
Intellectual property	The Company's ability to leverage its innovation and expertise depends on its ability to continue to protect its intellectual property.

Chimeric's business is also subject to general risk factors.

2 Description and effect of the Offer

2.1 Overview

The Entitlement Offer is a non-renounceable offer of New Shares at \$0.028 per New Share to raise about \$10 million (before direct offer costs including fees paid to advisers and to providers of specific services to cover share registry, printing and postage costs).

The Board intends to use the proceeds of the Entitlement Offer to fund and continue advancement of the Company's clinical drug development programme cell therapy.

Funds will also be applied for ongoing working capital and the costs of the Entitlement Offer.

Eligible Shareholders who are on Chimeric's share register on the Record Date are entitled to acquire 2 New Shares for every 3 Shares held on the Record Date (**Entitlement**).

Fractional Entitlements will be rounded down to the nearest whole number of New Shares.

The issue price of \$0.028 per New Share represents a:

- (a) discount of 31.7% to the closing price of Chimeric shares on 24 October 2023 (being the last trading day before announcement of the Entitlement Offer);
- (b) 27.7% discount to the 5-day volume weighted average price (VWAP) of 0.039; and
- (c) a discount of 21.8% to the TERP of 0.036.

The Entitlement Offer is non-renounceable. Accordingly, Entitlements do not trade on ASX, nor can they be transferred or otherwise disposed of.

An Entitlement and Acceptance Form setting out your Entitlement accompanies this Information Booklet. Eligible Shareholders may subscribe for all or part of their Entitlement.

Eligible Shareholders who do not take up all of their Entitlements will have their percentage shareholding in Chimeric diluted.

Eligible Shareholders should be aware that an investment in Chimeric involves risks. The key risks identified by Chimeric are summarised in the Investor Presentation set out in section 1 and in section 4 of this Information Booklet.

2.2 Issue of additional Shares under the Top Up Facility

Any New Shares not taken up by the Closing Date may be made available to those Eligible Shareholders who took up their full Entitlement and applied for additional New Shares under the Top Up Facility.

There is no guarantee that those Shareholders will receive the number of New Shares applied for under the Top Up Facility, or any. The number of New Shares available under the Top Up Facility will not exceed the shortfall from the Entitlement Offer. The Directors reserve the right to allot and issue New Shares under the Top Up Facility at their discretion.

2.3 Lead Manager

The Company has engaged Bell Potter Securities Limited ACN 006 390 772 (**Bell Potter**) to act as Lead Manager to the Entitlement Offer (including any shortfall to the Entitlement Offer) pursuant to the terms of the Lead Manager mandate.

Bell Potter will receive the following fees for its Lead Manager and offer management services:

- (a) 15,000,000 unlisted adviser options exercisable at \$0.038 per option at any time up until 1 July 2028; and
- (b) 6% of any Shares placed by Bell Potter as part of any shortfall to the Entitlement Offer.

Bell Potter will also be reimbursed for out-of-pocket expenses.

The Lead Manager mandate otherwise contains terms and conditions considered standard for an agreement of this type.

2.4 Shortfall facility

A shortfall may arise if applications received for New Shares under the Entitlement Offer (including after the completion of the Top Up Facility (if any) and the Entitlements of Ineligible Shareholders) are less than the number of New Shares offered.

The Directors reserve the right, subject to the requirements of the Listing Rules and the Corporations Act, to place Shortfall Shares within three months after the Closing Date to either existing or new Shareholders at their discretion. If issued, Shortfall Shares will be issued at a price not less than the Issue Price of New Shares under the Entitlement Offer. Shareholders will not receive any payment or value for the Entitlements not taken up under the Entitlement Offer that are subsequently taken up as Shortfall Shares.

2.5 Impact on control

The following Shareholder has a substantial holding in Chimeric:

Shareholder	Shares	Percentage interest
Mr Paul Hopper	94,994,574	17.8%

Mr Hopper reserves the right to take up all or some of his entitlements under the Entitlement Offer. By way of illustration, set out below is a table containing several theoretical outcomes depending on Mr Hopper's participation in the Entitlement Offer and the impact it would have on his Voting Power, depending on the participation of other Eligible Shareholders.

Shareholder	% take-up	Shares	Offer Subscribed at			
			25%	50%	75%	100%
Mr Paul Hopper	0%	94,994,574	15.2%	13.3%	11.9%	10.7%
	25%	110,827,003	17.8%	15.6%	13.8%	12.4%
	50%	126,659,432	20.3%	17.8%	15.8%	14.2%
	75%	142,491,861	22.9%	20.0%	17.8%	16.0%
	100%	158,324,290	25.4%	22.2%	19.8%	17.8%

Notwithstanding the above, Mr Hopper's participation in the Entitlement Offer shall be capped to ensure that, following completion of the Entitlement Offer, Mr Hopper's Voting Power in Chimeric does not exceed 19.9%.

Accordingly, given the structure of the Entitlement Offer as a pro rata offer, the potential effect that the issue of the New Shares will have on the control of Chimeric is as follows:

- (a) if all eligible shareholders take up their Entitlement for New Shares under the Entitlement Offer, the Entitlement Offer will have no effect on the control of Chimeric;
- (b) to the extent that any Eligible Shareholder fails to take up their Entitlement for New Shares under the Entitlement Offer, that Eligible Shareholder's percentage holding in Chimeric will be diluted by those other Eligible Shareholders who take up some, all or more than their Entitlement;
- (c) although the issue of New Shares which are not taken up by Eligible Shareholders under the Entitlement Offer may increase the voting power of those Eligible Shareholders who take up some, all or more than their Entitlement, Chimeric does not expect that any person will increase their percentage shareholding in Chimeric in a way which will have a material impact on the control of Chimeric and does not expect any material consequences to flow from that; and
- (d) it is not currently anticipated that any shareholder of the Company will increase their Voting Power above 20% as a result of participating in the Entitlement Offer.

2.6 Directors' interests

The Directors or their associates have a beneficial interest in the following Shares and Existing Options at the date of this Information Booklet:

Director	Existing Shares	Existing Options
Mr Paul Hopper	94,994,574	2,941,176
Ms Jennifer Chow	9,450,924	27,513,863
Mr Phillip Hains	6,754,599	142,860
Dr Lesley Russell	1,739,130	2,750,000
Mr Eric Sullivan	Nil	Nil

Note: Options subject to shareholder approval are not included in the above table.

All eligible Directors intend to apply for New Shares under the Entitlement Offer.

2.7 Eligibility of Shareholders

The Entitlement Offer is being offered to all Eligible Shareholders.

An Eligible Shareholder is a Shareholder on the Record Date who:

- (a) has a registered address on the Chimeric share register in Australia and New Zealand or is a Shareholder that Chimeric has otherwise determined is eligible to participate;

- (b) is not in the United States and is not a person (including nominee or custodian) acting for the account or benefit of a person in the United States;
- (c) is eligible under all applicable securities laws to receive an offer under the Entitlement Offer without any requirement for a prospectus to be lodged or registered.

The Entitlement Offer is not being extended to the Ineligible Shareholders because of the small number of those Shareholders, the number and value of the Shares they hold and the cost of complying with applicable regulations in jurisdictions outside Australia and New Zealand.

2.8 Ranking of New Shares

The New Shares issued under the Entitlement Offer will be fully paid and rank equally with Existing Shares.

2.9 Allotment

Chimeric will make an application pursuant to the timetable of this Information Booklet for quotation of the New Shares on ASX. It is expected that allotment of the New Shares under the Entitlement Offer will take place no more than six Business Days after the close of the Entitlement Offer.

Application Monies will be held by Chimeric on trust for Applicants until the New Shares are allotted. No interest will be paid on Application Monies.

It is the responsibility of Applicants to determine the number of New Shares allotted and issued to them before trading the New Shares. The sale by an Applicant of New Shares before receiving their holding statement is at the Applicant's own risk.

2.10 Capital structure

Subject to the rounding down of fractional Entitlements and depending on the number of Chimeric options (if any) that are exercised before the Record Date, the capital structure of Chimeric following the issue of New Shares is expected to be as follows:

Existing Shares on issue as at 25 October 2023 (prior to announcement of the Entitlement Offer)	534,202,956
Approximate new Shares issued under the Entitlement Offer (subject to rounding of individual offers)	356,135,304
Approximate total number of Shares after the Entitlement Offer (if all Entitlement Offers accepted)	890,338,260

2.11 Existing Options

The above figures assume that no existing options over Chimeric Shares will be exercised prior to the Record Date. There options on issue comprise:

ASX Code	Exercise price	Expiry date	Number
CHMO	\$0.255	31 Mar 2024	83,020,927
CHMAC	\$0.30	18 Jan 2024	4,957,897
CHMAD	\$0.20	18 Jan 2025	5,500,000

ASX Code	Exercise price	Expiry date	Number
CHMAT	\$0.255	31 Mar 2024	15,000,000
CHMAY	various prices \$0.092 to \$0.34	various dates 18 Jan 2024 to 31 Jan 3030	96,906,290
Total			205,385,114

The Board considers it is unlikely that any existing options will be exercised before the Record Date. In the event that any existing options are exercised, however, any proceeds raised will be applied to the general working capital of Chimeric.

2.12 Effect on Chimeric's financial position

Set out in section 5 of this Information Booklet is the consolidated balance sheet of Chimeric as at 30 June 2023 and a pro-forma balance sheet assuming the total funds raised under the Entitlement Offer is \$10 million as at 30 June 2023.

2.13 Broker handling fee

No commission is payable to financial advisers or brokers under the Entitlement Offer.

2.14 Information Availability

Eligible Shareholders can obtain a copy of this Information Booklet from the Chimeric website at www.chimerictherapeutics.com or by calling the Share Registry on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) at any time from 8.30am to 5.00pm (AEDT) during the Entitlement Offer period. Persons who access the electronic version of this Information Booklet should ensure that they download and read the entire Information Booklet. The electronic version of this Information Booklet will not include an Entitlement and Acceptance Form. A replacement Entitlement and Acceptance Form can be requested by calling the Share Registry.

3 How to apply

3.1 Shareholder's choices

The number of New Shares to which Eligible Shareholders are entitled under the Entitlement Offer (i.e. their Entitlement) is shown on the accompanying Entitlement and Acceptance Form. Eligible Shareholders may:

- (a) take up their Entitlement in full and, if they do so, they may apply for additional New Shares under the Top Up Facility (refer to section 3.2);
- (b) take up part of their Entitlement, in which case the balance of the Entitlement lapses (refer to section 3.3); or
- (c) allow their Entitlement to lapse (refer to section 3.4).

Ineligible Shareholders may not take up any of their Entitlements.

Chimeric reserves the right to reject any Entitlement and Acceptance Form that is not correctly completed or that is received after the Closing Date.

The Closing Date for acceptance of the Entitlement Offer is **5.00pm (AEDT) on 20 November 2023** (however, that date may be varied by Chimeric, in accordance with the Listing Rules).

Please navigate to Chimeric's Entitlement Offer page at nreo.chimerictherapeutics.com or scan the QR code to the right. This page has all information on the Entitlement Offer, as well as FAQs and easy apply.



3.2 Taking up all of your Entitlement and participating in the Top Up Facility

If you wish to take up your Entitlement in full, follow the instructions set out in the Entitlement and Acceptance Form.

If you have applied to take up all of your Entitlement, you may also apply for additional New Shares under the Top Up Facility.

Please return your completed Entitlement and Acceptance Form together with your Application Monies in accordance with section 3.6 for the amount shown on the Entitlement and Acceptance Form to the Share Registry so that it is received no later than **5.00pm (AEDT) on 20 November 2023** at the address set out below:

Mailing Address:
Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001

Hand Delivery Address:
Boardroom Pty Limited
Level 12, 225 George Street
Sydney NSW 2000

You may also take up all of your Entitlement by payment of the Application Monies through BPAY in accordance with the instructions on the Entitlement and Acceptance Form. If payment is being made through BPAY, you do not need to return the Entitlement and Acceptance Form. Your payment must be received by no later than **5.00pm (AEDT) on 20 November 2023**.

Refund amounts, if any, will be paid in Australian dollars. You will be paid either by cheque sent by ordinary post to your address as recorded on the share register (the registered address of the

first-named in the case of joint holders), or by direct credit to the nominated bank account as noted on the share register as at the closing date of the offer. If you wish to advise or change your banking instructions with the Share Registry you may do so by going to www.investorserve.com.au and following the instructions.

3.3 Taking up part of your Entitlement and allowing the balance to lapse

If you wish to take up part of your Entitlement, complete the Entitlement and Acceptance Form for the number of New Shares you wish to take up and follow the other steps required under section 3.2.

You may arrange for payment through BPAY in accordance with the instructions on the Entitlement and Acceptance Form. If payment is made through BPAY and Chimeric receives an amount that is less than the Issue Price multiplied by your Entitlement (**Reduced Amount**), your payment may be treated as an application for as many New Shares as your Reduced Amount will pay for in full.

3.4 Allow your Entitlement to lapse

If you do not wish to accept all or any part of your Entitlement do not take any further action and that part of your Entitlement will lapse.

3.5 Consequences of not accepting your Entitlement

If you do not accept all of your Entitlement in accordance with the instructions set out above, any New Shares that you would have otherwise been entitled to under the Entitlement Offer (or New Shares that relate to the portion of your Entitlement that has not been accepted) may be acquired under the Top Up Facility.

3.6 Payment

The consideration for the New Shares is payable in full on application by a payment of \$0.028 per New Share. The Entitlement and Acceptance Form must be accompanied by a cheque for the Application Monies. Cheques must be drawn in Australian currency on an Australian bank and made payable to '**Chimeric Therapeutics Limited – Entitlement Offer**' and crossed 'Not Negotiable'.

Alternatively, you may arrange for payment of the Application Monies through BPAY in accordance with the instructions on the Entitlement and Acceptance Form. Your payment must be received by no later than **5.00pm (Sydney time) 20 November 2023**.

Eligible Shareholders must not forward cash by mail. Receipts for payment will not be issued.

3.7 Entitlement and Acceptance Form is binding

A completed and lodged Entitlement and Acceptance Form, or a payment made through BPAY, constitutes a binding offer to acquire New Shares on the terms of this Information Booklet and, once lodged or paid, cannot be withdrawn. If the Entitlement and Acceptance Form is not completed correctly it may still be treated as a valid Application for New Shares. The Directors' (or their delegates') decision whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final.

By completing and returning your personalised Entitlement and Acceptance Form with the requisite Application Monies or making a payment by BPAY, you will also be deemed to have

acknowledged, represented and warranted on behalf of each person on whose account you are acting that:

- (a) you are an Eligible Shareholder and are not in the United States and are not a person (including nominees or custodians) acting for the account or benefit of a person in the United States and are not otherwise a person to whom it would be illegal to make an offer or issue New Shares under the Entitlement Offer;
- (b) you acknowledge that the New Shares have not been, and will not be, registered under the US Securities Act of 1933, as amended, or under the laws of any other jurisdiction outside Australia or New Zealand; and
- (c) you have not and will not send any materials relating to the Entitlement Offer to any person in the United States or to any person (including nominees or custodians) acting for the account or benefit of a person in the United States.

3.8 Brokerage and Stamp Duty

No brokerage fee is payable by Eligible Shareholders who accept their Entitlement. No stamp duty is payable for subscribing for New Shares under the Entitlement Offer.

3.9 Notice to Nominees and Custodians

Nominees and custodians may not distribute any part of this Information Booklet or any Entitlement and Acceptance Form in any country outside Australia, except to beneficial holders of Shares in New Zealand, as well as any other country to the extent Chimeric may determine it is lawful and practical to make the Entitlement Offer.

4 Principal risk factors

4.1 Specific investment risks

Dependence upon Licence Agreement

Access to the intellectual property rights to develop and commercialise CAR T cells in the field of oncology is predicated on the continuing operation of the Licence Agreement in place between the Company and its Licensor. Chimeric is reliant on its Licensor to have in place the relevant protection and rights to the technology as well as the authority to enter into the Licence Agreement. Failure of a Licensor or Chimeric to comply with the terms of the Licence Agreement without an appropriate countermeasure could have a material adverse effect on Chimeric's business, financial condition, operations or prospects. Chimeric is continually assessing the risk and opportunity associated with its business model and licenses to use and develop intellectual property.

Pipeline product in development and not approved for commercial sale

Chimeric's ability to achieve profitability is dependent on a number of factors, including its ability to complete successful clinical trials, obtain regulatory approval for the CAR T technology and successfully commercialise that product. There is no guarantee that Chimeric's product will be commercially successful. Chimeric does not currently generate revenue from product sales and any such revenue is not anticipated in the short to medium term. There are many reasons why initially promising products fail to be successfully commercialised. For example, clinical trials may be suspended for safety or efficacy reasons, following development it may prove difficult or impossible to manufacture the products on a large scale, or, during the period of development, competitors (including those with greater resources) may emerge with competing or alternative treatments.

Clinical trial risk

The Company may be unable to secure necessary approvals from regulatory agencies and institutional bodies (clinics and hospitals) to conduct future clinical trials. There is also no assurance that products developed using the Company's technology will prove to be safe and efficacious in clinical trials, or that the regulatory approval to manufacture and market its products will be received. Clinical trials might also potentially expose the Company to product liability claims in the event its products in development have unexpected effects on clinical subjects. Clinical trials undertaken by the Company have many associated risks which may impact the Company's profitability and future productions and commercial potential. They may prove unsuccessful or non efficacious, impracticable or costly. The clinical trials could be terminated which will likely have a significant adverse affect on the Company, the value of its securities and the future commercial development of its technology.

Regulatory and reimbursement approvals

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 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.

Commercialisation of products and potential market failure

The Company has not yet commercialised its technology and as yet has no revenues. The Company is also dependent on commercially attractive markets remaining available to it during the commercialisation phase and there is a risk that, once developed and ready for sale, commercial sales, to fund sufficient revenues for continued operations and growth, may not be achieved.

Dependence upon key personnel

Chimeric depends on the talent and experience of its personnel as its primary asset. There may be a negative impact on Chimeric if any of its key personnel leave. It may be difficult to replace them, or to do so in a timely manner or at comparable expense. Additionally, any key personnel of the Company who leave to work for a competitor may adversely impact the Company.

Arrangements with third-party collaborators

Chimeric may pursue collaborative arrangements with pharmaceutical and life science companies, academic institutions or other partners to complete the development and commercialisation of its products. These collaborators may be asked to assist with funding or performing clinical trials, manufacturing, regulatory approvals or product marketing. There is no assurance that the CAR T technology will attract and retain appropriate strategic partners or that any such collaborators will perform and meet commercialisation goals. If Chimeric is unable to find a partner, it would be required to develop and commercialise the CAR T technology at its own expense. This may place significant demands on the Company's internal resources and potentially delay the commercialisation of the technology.

Risk of delay and continuity of operations

Chimeric may experience delay in achieving a number of critical milestones, including securing commercial partners, completion of clinical trials, obtaining regulatory approvals, manufacturing, product launch and sales. Any material delays may impact adversely upon the Company, including the timing of any revenues under milestone or sales payments.

Competition

The biotechnology and pharmaceutical industries are intensely competitive and subject to rapid and significant technological change. A number of companies, both in Australia and abroad, may be pursuing the development of products that target the same markets that Chimeric is targeting. The Company's products may compete with existing alternative treatments that are already available to customers. In addition, a number of companies, both in Australia and abroad, may be pursuing the development of products that target the same conditions that the Company is targeting. Some of these companies may have, or develop, technologies superior to the Company's own technology. The Company may face competition from parties who have substantially greater resources than the Company.

Requirement to raise additional funds

Whilst the Directors believe that the funds raised through the Offer may be sufficient for the Company's short-term objectives, the Company is likely to require substantial additional financing in the future to sufficiently fund its operations, research and development. The Company's actual cash requirements may vary from those now planned and will depend upon many factors, including:

- (a) the continued progress of its research and development programmes;
- (b) the timing, costs and results of clinical trials;
- (c) the cost, timing and outcome of submissions for regulatory approval; and
- (d) the status and timing of competitive developments.

Without revenue from commercialisation, the Company may be required to raise additional equity or debt capital in the future. There is no assurance that it will be able to raise that capital when it is required or, even if available, the terms may be unsatisfactory. If the Company is unsuccessful in obtaining funds when they are required, the Company may need to delay or scale down its operations.

Growth

There is a risk that the Company may be unable to manage its future growth successfully. The ability to hire and retain skilled personnel as outlined above may be a significant obstacle to growth.

Intellectual property

The Company's ability to leverage its innovation and expertise depends upon its ability to protect its intellectual property and any improvements to it. The intellectual property may not be capable of being legally protected, it may be the subject of unauthorised disclosure or be unlawfully infringed, or the Company may incur substantial costs in asserting or defending its intellectual property rights. This includes the Company's ability to obtain commercially valuable patent claims.

Whilst some of the Company's patent applications have been approved some patent are still pending, and additional patent applications may need to be filed to provide more extensive intellectual property protection. Examination of patents may be expensive and time-consuming, with no guarantee that lodged patent applications will result in granted patents. It may also take longer than expected for patents to be granted and, even if successful, the claims of any patents that are granted may not provide meaningful protection.

Although the Company has itself conducted patent searches on publicly available databases, there are limitations on searching. Searches are dependent on the accuracy and effectiveness of the searching method used and the accuracy and scope of the records held. No search can ever be entirely inclusive or exhaustive because some forms of disclosure such as prior public use, oral disclosure, prior commercial exploitation or prior publication in non-patent literature cannot be searched systematically.

If patents are not granted to Chimeric, then the value of the Company's intellectual property rights may be significantly diminished. Further, any information contained in patent applications will become part of the public domain, and so will not be protected as confidential information.

4.2 General investment risks

Share market investments

Before the Offer there has been no public market for the Shares. It is important to recognise that, once the Shares are quoted on ASX, their price might rise or fall and they might trade at prices below or above the Offer Price. There can also be no assurance that an active trading market will develop for the Shares.

Factors affecting the price at which the Shares are traded on ASX could include domestic and international economic conditions. In addition, the prices of many listed entities' securities are affected by factors that might be unrelated to the operating performance of the relevant company. Those fluctuations might adversely affect the price of the Shares.

General economic conditions

Chimeric's operating and financial performance is influenced by a variety of general economic and business conditions including the level of inflation, interest rates and government fiscal, monetary and regulatory policies. Prolonged deterioration in general economic conditions, including an increase in interest rates, could be expected to have a corresponding adverse impact on the Company's operating and financial performance.

Accounting standards

Australian accounting standards are set by the AASB and are outside the Directors' and Chimeric's control. Changes to accounting standards issued by AASB could materially adversely affect the financial performance and position reported in Chimeric's financial statements.

Tax risks

Changes to the rate of taxes imposed on Chimeric (including in overseas jurisdictions in which Chimeric operates now or in the future) or tax legislation generally may affect Chimeric and its Shareholders. In addition, an interpretation of Australian tax laws by the Australian Taxation Office that differs to Chimeric's interpretation may lead to an increase in Chimeric's tax liabilities and a reduction in Shareholder returns.

Personal tax liabilities are the responsibility of each individual investor. Chimeric is not responsible either for tax or tax penalties incurred by investors.

Litigation

There is a risk that the Company may in future be the subject of or required to commence litigation. There is, however, no litigation, mediation, conciliation or administrative proceeding taking place, pending or threatened against the Company.

4.3 Cautionary statement

Statements in this Information Booklet may be forward looking statements.

Forward looking statements can be identified by the use of forward-looking terminology such as, but not limited to, 'may', 'will', 'expect', 'anticipate', 'estimate', 'would be', 'believe', or 'continue' or the negative or other variations of comparable terminology. These statements are subject to risks and uncertainties that could cause actual results to differ materially from those projected. The Directors' expectations, beliefs and projections are expressed in good faith and are believed to have a reasonable basis. They are based on, among other sources, the examination of historical operating trends, data in the Company's records and other data available from third parties. There can be no assurance, however, that the Directors' expectations, beliefs or projections will give the results projected in the forward-looking statements. Investors should not place undue reliance on these forward-looking statements.

Additional factors that could cause actual results to differ materially from those indicated in the forward-looking statements are discussed earlier in this section.

5 Financial information

5.1 Historical and pro forma consolidated balance sheet as at 30 June 2023

This section contains a summary of the historical financial information for Chimeric as at 30 June 2023 (**Historical Financial Information**) and a pro-forma historical statement of the financial position as at 30 June 2023 (**Pro Forma Historical Financial Information**) (collectively, **Financial Information**). The Financial Information has been prepared to illustrate the effect of the Entitlement Offer.

	30 June 2023 Historical \$	Entitlement Offer \$	30 June 2023 Pro forma \$
ASSETS			
Current assets			
Cash and cash equivalents	2,632,654	9,733,789	12,096,443
Trade and other receivables	6,658,131		6,658,131
Other current assets	330,568		330,568
Total current assets	9,351,353	9,733,789	19,085,142
Non-current assets			
Property, plant and equipment	5,600		5,600
Intangible assets	12,978,631		12,978,631
Other financial assets	40,000		40,000
Total non-current assets	13,024,231	-	13,024,231
Total assets	22,375,584	9,733,789	32,109,373
Current liabilities			
Trade and other payables	10,812,516		10,812,516
Other financial liabilities	3,440,672		3,440,672
Employee benefit obligations	439,341		439,341
Total current liabilities	14,692,529	-	14,692,529
Non-current liabilities			
Trade and other payables	-		-
Other financial liabilities	2,022,339		2,022,339
Total non-current liabilities	2,022,339	-	2,022,339
Total liabilities	16,714,868	-	16,714,868
Net assets	5,660,716	9,733,789	15,394,505
EQUITY			
Share capital	53,929,488	9,268,789	63,198,277
Other reserves	8,512,042	465,000	8,977,042
Accumulated losses	(56,780,814)		(56,780,814)
Total equity	5,660,716	9,733,789	15,394,505

5.2 Basis of preparation of financial information

The stated basis of preparation for the Historical Financial Information is in accordance with the recognition and measurement principles of the Australian Accounting Standards.

The stated basis of preparation for the Pro Forma Historical Financial Information is in a manner consistent with the recognition and measurement principles of the Australian Accounting Standards applied to the Historical Financial Information and the events or transactions to which the pro forma adjustments relate, as described in this section of the Information Booklet, as if those events or transactions had occurred as at 30 June 2023.

5.3 Pro-forma adjustments to consolidated balance sheet

The Pro Forma Historical Financial Information has been derived from the Historical Financial Information and has been prepared on the basis that the following significant transactions occurred as at 30 June 2023:

- (a) The issue of 356,135,304 New Shares under the Entitlement Offer, expected to raise gross proceeds of approximately \$10,000,000 less estimated cash offer costs of \$238,000.

Due to the nature of the pro forma adjustments, they do not represent the actual or prospective financial position of Chimeric.

5.4 Pro forma cash flow statement as at 30 June 2023

The Company's pro forma historical cash position at 30 June 2023 adjusted for the Entitlement Offer is derived from actual cash as follows:

	\$
Cash as at 30 June 2023	2,362,654
Gross proceeds of the Entitlement Offer	9,971,789
Cash offer costs of the Entitlement Offer	(238,000)
Pro forma historical cash balance	<u>12,096,443</u>

6 Definitions

These definitions are provided to assist the understanding some of the expressions used in this Information Booklet.

Term	Definition
AEDT	means Australian Eastern Daylight Time.
Annual Report	means the annual report of the Company for the financial year ended 30 June 2023 which includes audited financial statements for the financial year ended 30 June 2023 and the auditor's report, which was lodged with ASX and ASIC on 28 September 2023.
Applicant	means an Eligible Shareholder who has applied to subscribe for New Shares by submitting an Entitlement and Acceptance Form or has arranged for payment through BPAY in accordance with the instructions on the Entitlement and Acceptance Form.
Application	means the submission of an Entitlement and Acceptance Form accompanied by the relevant Application Monies or arranging for payment of the relevant Application Monies through BPAY in accordance with the instructions on the Entitlement and Acceptance Form.
Application Monies	means the aggregate amount of money payable for the New Shares applied for in a duly completed Entitlement and Acceptance Form or through BPAY.
ASIC	means the Australian Securities and Investments Commission.
ASX	means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
Board	means the board of directors of the Company.
Business Day	means a business day as defined in the Listing Rules.
Chimeric	means Chimeric Therapeutics Limited ACN 638 835 828.
Closing Date	means 20 November 2023, the day the Entitlement Offer closes, or any other date that the Directors in their absolute discretion determine, subject to the Listing Rules.
Corporations Act	means <i>Corporations Act 2001</i> (Cth).
Directors	means the directors of Chimeric.
Eligible Shareholder	means a Shareholder as at the Record Date who is not an Ineligible Shareholder.
Entitlement	means the right to subscribe for New Shares under the Entitlement Offer.
Entitlement and Acceptance Form	means the Entitlement and Acceptance Form accompanying this Information Booklet.

Term	Definition
Entitlement Offer	means the non-renounceable entitlement offer to Eligible Shareholders to subscribe for 2 New Shares for every 3 Shares of which the Shareholder is the registered holder on the Record Date, at the Issue Price pursuant to this Information Booklet.
Existing Shares	means the Shares already on issue in Chimeric as at the Record Date.
Ineligible Shareholder	means a Shareholder as at the Record Date whose registered address is not located in Australia or New Zealand.
Information Booklet	means this document.
Investor Presentation	means the presentation to investors, in section 1 of this Information Booklet.
Issue Price	means \$0.028 per New Share.
Lead Manager	means Bell Potter Securities Limited ACN 006 390 772.
Licence Agreement	means the licence agreements entered into between the Company and City of Hope for the CLTX-CAR T technology dated 24 July 2020.
Licensor	means City of Hope.
Listing Rules	means the official listing rules of ASX.
New Shares	means Shares to be allotted and issued under the Entitlement Offer.
Record Date	means 31 October 2023.
Shareholders	mean holders of Shares.
Shares	means fully paid ordinary shares in the capital of Chimeric.
Share Registry	means Boardroom Pty Ltd ACN 003 209 836
Shortfall Shares	means those New Shares not taken up by Eligible Shareholders under the Entitlement Offer, together with those New Shares to which any Ineligible Shareholders would otherwise have been entitled.
TERP	means the theoretical price at which the Shares should trade immediately after the ex-date of the Entitlement Offer assuming 100% take up of the Entitlement Offer.
Voting Power	has the meaning set out in the Corporations Act.

Corporate directory

Directors

Mr Paul Hopper (**Executive Chairman**)
Ms Jennifer Chow (**Managing Director and CEO**)
Mr Phillip Hains (**Executive Director and CFO**)
Dr Lesley Russell (**Non-Executive Director**)
Mr Eric Sullivan (**Non-Executive Director**)

Company Secretary

Mr Phillip Hains
Mr Nathan Jong

Company

Chimeric Therapeutics Limited ACN 638 835 828
Suite 1, Level 3, 62 Lygon Street
Carlton South, VIC 3053

www.chimerictherapeutics.com

Entitlement Offer Online Information:

neo.chimerictherapeutics.com

Lead Manager to the Entitlement Offer

Bell Potter Securities Limited ACN 006 390 772
AFSL No. 243480
Level 29, 101 Collins Street
Melbourne VIC 3000
Tel: 1300 023 557
www.bellpotter.com.au

Lawyers to the Entitlement Offer

McCullough Robertson
Level 11, Central Plaza Two
66 Eagle Street
Brisbane QLD 4000
Tel: +61 7 3233 8888
www.mccullough.com.au

Share Registry

Boardroom Pty Ltd
Level 8, 210 George Street
Sydney, NSW 2000
www.boardroomlimited.com.au



2 November 2023

Dear Shareholder

Chimeric Therapeutics Limited – Entitlement Offer

Chimeric Therapeutics Limited (ACN 638 835 828) (**Chimeric** or the **Company**) announced on Wednesday, 25 October 2023 an equity raising through a 2 for 3 non renounceable entitlement offer of new fully paid ordinary shares in Chimeric at an offer price of \$0.028 per new share to raise up to approximately \$10,000,000 (Entitlement Offer).

We are writing to you as an eligible shareholder, entitled to participate in the Offer.

The Information Booklet and your Personalised Entitlement and Acceptance Form can be accessed at:
<https://www.investorserve.com.au/>.

The Information Booklet can also be accessed via the Company's website <https://chimerictherapeutics.com/>.

The Offer closes at 5:00pm (AEDT) on 20 November 2023.

The number of Shares for which you are entitled to apply for under the Offer (**Entitlement**) is shown on your Personalised Entitlement and Acceptance Form.

Any Shares not taken up by the Closing Date may be made available to those Eligible Shareholders who took up their full Entitlement and applied for additional New Shares under the Top Up Facility.

Applications

To access the online system at <https://www.investorserve.com.au/>, you will need to provide your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) and postcode and follow the instructions provided including making payment by BPAY® for the securities you wish to subscribe for.

If you are unable to access <https://www.investorserve.com.au/>, please contact the Company's share registry on 1300 737 760 (in Australia) or +61 2 9290 9600 (outside Australia).

Actions required by Eligible Shareholders

There are a number of actions you may take:

- accept your full Entitlement;
- accept your full Entitlement and apply for additional securities as part of the Top Up Facility;
- accept part of your Entitlement; or
- if you do not wish to accept all or part of your Entitlement, you are not obliged to do anything.

Key dates for the Offer

Event	Date
Announcement of Entitlement Offer	25 October 2023
Record Date for determining Entitlements (7.00pm, Sydney time)	31 October 2023
Information Booklet and Entitlement and Acceptance Form despatched	2 November 2023
Entitlement Offer opens	2 November 2023
Entitlement Offer closes (5.00pm, Sydney time)	20 November 2023
New Shares quoted on a deferred settlement basis	21 November 2023
Announcement of results of the Entitlement Offer	27 November 2023
Allotment of New Shares under the Entitlement Offer	27 November 2023
Despatch of holding statements for New Shares issued under the Entitlement Offer	28 November 2023
Trading of New Shares under the Entitlement Offer commences	29 November 2023

This Timetable is indicative only. The Directors may vary these dates, in consultation with the Bell Potter Securities Limited (**Lead Manager**), subject to the Listing Rules. An extension of the closing date will delay the anticipated date for issue of the New Shares.

You should read the entire Information Booklet carefully and seek professional advice before deciding whether to invest in the Offer.

If you have any queries, please do not hesitate to contact Boardroom Pty Ltd, on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) between 8.30 am and 5.00 pm (AEDT) Monday to Friday during the offer period or, alternatively, consult your professional adviser..

Yours sincerely

Phillip Hains
Company Secretary

Important information

This letter does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. No action has been or will be taken to register, qualify or otherwise permit a public offering of the New Shares in any jurisdiction outside Australia or New Zealand. In particular, the New Shares have been, and will not be, registered under the United States Securities Act of 1933 (the 'US Securities Act') or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Entitlements in the Entitlement Offer may only be taken up by, and the New Shares in the Entitlement Offer may only be offered or sold to, directly or indirectly, certain persons outside the United States in 'offshore transactions' (as defined in Rule 902(h) of Regulation S under the US Securities Act) in reliance on Regulation S under the US Securities Act.



2 November 2023

Dear Shareholder

Chimeric Entitlement Offer – notice to ineligible shareholders

Chimeric Therapeutics Limited ACN 638 835 828 (**Chimeric**) announced on Wednesday, 25 October 2023 an equity raising through a 2 for 3 non-renounceable entitlement offer of new fully paid ordinary shares in Chimeric to raise up to approximately \$10,000,000 (**Entitlement Offer**).

We are writing to inform you that Chimeric has determined that you are not an Eligible Shareholder and therefore are ineligible to apply for New Shares under the Entitlement Offer.

Summary of key terms of the Entitlement Offer

The Entitlement Offer entitles eligible shareholders to subscribe for 2 new shares for every 3 existing Chimeric ordinary shares (**New Shares**) held at 7.00pm (AEDT) on Tuesday, 31 October 2023 (**Record Date**) at an offer price of \$0.028 per new share (**Offer Price**) (**Entitlement**).

The Information Booklet setting out the Entitlement Offer can be accessed via the Company's website <https://chimerictherapeutics.com/>.

Eligibility of shareholders to participate in the Entitlement Offer

Chimeric, together with Bell Potter Securities Limited (**Bell Potter**) (acting as lead manager in connection with the Entitlement Offer) has determined, under ASX Listing Rule 7.7.1(a) and section 9A(3) Corporations Act, that it would be unreasonable to make offers to shareholders with a registered address outside Australia and New Zealand in connection with the Entitlement Offer. Accordingly, in compliance with ASX Listing Rule 7.7.1(b) and section 9A(3)(b) Corporations Act, this letter is to inform you that Chimeric has determined that you are not an Eligible Shareholder and therefore are ineligible to apply for New Shares under the Entitlement Offer.

You are not required to do anything in response to this letter.

The Entitlement Offer is only available to Eligible Shareholders. An Eligible Shareholder means a holder of Chimeric shares at 7.00pm (AEDT) on the Record Date who:

- has a registered address in Australia or New Zealand or is a shareholder that Chimeric has otherwise determined is eligible to participate;
- is not in the United States and is not a nominee, custodian or other person acting for the account or benefit of a person in the United States; and
- is eligible under all applicable securities laws to receive an offer under the Entitlement Offer without any requirement for a prospectus to be lodged or registered.

As you do not satisfy the criteria for eligibility, Chimeric is unfortunately unable to extend the Entitlement Offer to you.

New Shares equivalent to the number of New Shares you would have been entitled to if you were an Eligible Shareholder will be allocated to Eligible Shareholders who subscribe for New Shares in excess of their entitlement under the Entitlement Offer.

As the Entitlement Offer is non-renounceable, you will not receive any payment or value for these entitlements in respect of any New Shares that would have been offered to you if you were eligible.

Further information

If you have any queries, please do not hesitate to contact Boardroom Pty Ltd, on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) between 8.30am and 5.00pm (AEDT) Monday to Friday during the offer period or, alternatively, consult your professional adviser.

On behalf of the Directors, I thank you for your continued support of Chimeric.

Yours sincerely

Phillip Hains
Company Secretary

Important information

This letter does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. No action has been or will be taken to register, qualify or otherwise permit a public offering of the New Shares in any jurisdiction outside Australia or New Zealand. In particular, the New Shares have not been, and will not be, registered under the United States Securities Act of 1933 (the 'US Securities Act') or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Entitlements under the Entitlement Offer may only be taken up by, and the New Shares in the Entitlement Offer may only be offered or sold to, directly or indirectly, certain persons outside the United States in 'offshore transactions' (as defined in Rule 902(h) of Regulation S under the US Securities Act) in reliance on Regulation S under the US Securities Act.