

Amplia Therapeutics Limited
ACN 165 160 841

Notice of Annual General Meeting and Explanatory Statement

2025 Annual Report:

<https://ampliatx.com/reports>

**THIS IS AN IMPORTANT DOCUMENT
AND REQUIRES YOUR ATTENTION**

This Notice of Meeting and the accompanying Explanatory Memorandum should be read in their entirety.

If, as a shareholder, you are in doubt as to the course you should follow, please consult your financial or professional adviser prior to voting.

NOTICE is given that the annual general meeting (AGM) of Amplia Therapeutics Limited (the Company) will be held at Grant Thornton, Collins Square, Level 22, Tower 5, 727 Collins Street, Melbourne Victoria Australia at **10.30am on Wednesday 27 August 2025.**

The AGM will be a physical meeting and not a hybrid or virtual meeting. Accordingly, no online participation in the AGM will be possible.

ITEMS OF BUSINESS

Item 1. Receipt of the Financial Report for the year ended 31 March 2025

Receipt of the Company's Financial Report, the Directors' Report and the Auditor's Report for the year ended 31 March 2025.

Resolution 1 – Remuneration Report

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

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the year ended 31 March 2025 be adopted.”

Note: A voting exclusion applies to this Resolution.

Resolution 2 – Re-elect Dr Warwick Tong as a Director of the Company

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

“That Dr Warwick Tong, who retires in accordance with the Constitution of the Company and, being eligible, offers himself for re-election, be re-elected as a Director of the Company.”

Resolution 3 – Approval of Issues of Equity Securities under Equity Incentive Plan

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

“That, for the purposes of Listing Rule 7.2 Exception 13(b), and for all other purposes, approval is given for the proposed issue of Equity Securities under the Amplia Therapeutics Equity Incentive Plan on the terms and conditions set out in the Explanatory Memorandum.”

Note: A voting exclusion applies to this Resolution.

Resolution 4 – Proposed Issue of Options to Dr Warwick Tong (Non-Executive Chairman)

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

“That the issue of 336,826 Options to Dr Warwick Tong (or nominee), details of which are set out in the Explanatory Statement, is approved under and for the purpose of Listing Rule 10.14 and for all other purposes.”

Note: A voting exclusion applies to this Resolution.

Resolution 5 – Proposed Issue of Options to Dr Robert Peach (Non-Executive Director)

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

“That the issue of 240,590 Options to Dr Robert Peach (or nominee), details of which are set out in the Explanatory Statement, is approved under and for the purpose of Listing Rule 10.14 and for all other purposes.”

Note: A voting exclusion applies to this Resolution.

Resolution 6 – Proposed Issue of Options to Ms Jane Bell (Non-Executive Director)

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

“That the issue of 240,590 Options to Ms Jane Bell (or nominee), details of which are set out in the Explanatory Statement, is approved under and for the purpose of Listing Rule 10.14 and for all other purposes.”

Note: A voting exclusion applies to this Resolution.

Resolution 7 – Proposed Issue of Zero Exercise Price Options to Dr Christopher Burns (Managing Director and Chief Executive Officer)

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

“That the issue of 447,000 Zero Exercise Price Options to Dr Christopher Burns (or his nominee), details of which are set out in the Explanatory Statement, is approved under and for the purpose of Listing Rule 10.14 and for all other purposes.”

Note: A voting exclusion applies to this Resolution.

Resolution 8 – Ratification of issue of Placement Shares under the Placement

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

“That the issue of 57,937,087 Placement Shares to various sophisticated and professional investors under the Placement utilising the Company’s capacity under Listing Rule 7.1, details of which are set out in the Explanatory Statement, is approved under and for the purposes of Listing Rule 7.4 and for all other purposes.”

Note: A voting exclusion applies to this Resolution.

Resolution 9 – Approval of issue of Shares under the SPP and SPP Shortfall Offer

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

“That the proposed issue of SPP Shares under the Share Purchase Plan, including the issue of SPP Shortfall Shares under the SPP Shortfall Offer, details of which are set out in the Explanatory Statement, is approved under and for the purposes of Listing Rule 7.1 and for all other purposes.”

Note: A voting exclusion applies to this Resolution.

Resolution 10 – Approval of proposed issue of Director Placement Shares to Dr Warwick Tong, Non-Executive Chairman

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

“That the issue of 152,174 Director Placement Shares to Dr Warwick Tong (or his nominee), details of which are set out in the Explanatory Statement, is approved under and for the purposes of Listing Rule 10.11 and for all other purposes.”

Note: A voting exclusion applies to this Resolution.

Resolution 11 – Approval of proposed issue of Director Placement Shares to Dr Christopher Burns, Managing Director and Chief Executive Officer

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

“That the issue of 86,957 Director Placement Shares to Dr Christopher Burns (or his nominee), details of which are set out in the Explanatory Statement, is approved under and for the purposes of Listing Rule 10.11 and for all other purposes.”

Note: A voting exclusion applies to this Resolution.

Resolution 12 – Approval of proposed issue of Director Placement Shares to Dr Robert Peach, Non-Executive Director

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

“That the issue of 652,174 Director Placement Shares to Dr Robert Peach (or his nominee), details of which are set out in the Explanatory Statement, is approved under and for the purposes of Listing Rule 10.11 and for all other purposes.”

Note: A voting exclusion applies to this Resolution.

Resolution 13 – Approval of proposed issue of Director Placement Shares to Ms Jane Bell, Non-Executive Director

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

“That the issue of 130,435 Director Placement Shares to Ms Jane Bell (or her nominee), details of which are set out in the Explanatory Statement, is approved under and for the purposes of Listing Rule 10.11 and for all other purposes.”

Note: A voting exclusion applies to this Resolution.

Resolution 14 – Approval for extra 10% Placement Facility

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

“That the Company have the additional capacity to issue equity securities provided for in Listing Rule 7.1A.”

Resolution 15 – Approval of Conditional Placement

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

“That the proposed issue of 10,869,566 Conditional Placement Shares to various sophisticated and professional investors under the Conditional Placement, details of which are set out in the Explanatory Statement, is approved under and for the purposes of Listing Rule 7.1 and for all other purposes.”

Note: A voting exclusion applies to this Resolution.

VOTING EXCLUSIONS

Corporations Act

Resolution	Person excluded or prohibited from voting
Resolutions 1 Remuneration Report	The Company will disregard votes cast by a member of the Key Management Personnel of the Company details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member, in contravention of section 250R or 250BD of the Corporations Act. Restrictions also apply to votes cast by such persons as proxy unless the appointment specifies the way the proxy is to vote on the resolution and the vote is not cast on behalf of a person that is prohibited from voting.
Resolution 3 – Approval of Equity Incentive Plan	The Company will disregard votes cast by Key Management Personnel or their Closely Related Parties in contravention of section 250BD of the Corporations Act.
Resolutions 4 to 6 – Proposed issue of Options to Non-Executive Directors	The Company will disregard votes cast by Key Management Personnel or their Closely Related Parties in contravention of section 250BD of the Corporations Act.
Resolution 7 – Proposed issue of Zero Exercise Price Options to Dr Chris Burns	The Company will disregard votes cast by Key Management Personnel or their Closely Related Parties in contravention of section 250BD of the Corporations Act.

Listing Rules

In accordance with the Listing Rule 14.11, the Company will disregard votes cast in favour of the following resolutions by or on behalf of:

Resolution	Person excluded from voting
Resolution 3 – Approval of Issues under the Equity Incentive Plan	Any person eligible to participate in the Equity Incentive Plan and their Associates.
Resolution 4 – Proposed Issue of Options to Dr Warwick Tong	Dr. Warwick Tong, his nominees(s) and any of their Associates.
Resolution 5 – Proposed Issue of Options to Dr Robert Peach	Dr. Robert Peach, his nominees(s) and any of their Associates.
Resolution 6 – Proposed Issue of Options to Ms Jane Bell	Ms Jane Bell, her nominees(s) and any of their Associates.
Resolution 7 – Proposed Issue of Zero Exercise Price Options to Dr Christopher Burns	Dr Christopher Burns, his nominees(s) and any of their Associates.
Resolution 8 – Ratification of prior issue of Placement Shares under the Placement	Any person who participated in the Placement and any of their Associates.
Resolution 9 – Proposed Issue of Shares under the SPP and SPP Shortfall Offer	Any person who is expected to participate in the Share Purchase Plan or SPP Shortfall Offer or who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary Shares in the Company), and any of their Associates.
Resolution 10 – Proposed Issue of Director Placement Shares to Dr Warwick Tong	Dr Warwick Tong (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary Shares in the Company), and any of their Associates.

Resolution	Person excluded from voting
Resolution 11 – Proposed Issue of Director Placement Shares to Dr Christopher Burns	Dr Christopher Burns (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary Shares in the Company), and any of their Associates.
Resolution 12 – Proposed Issue of Director Placement Shares to Dr Robert Peach	Dr Robert Peach (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary Shares in the Company), and any of their Associates.
Resolution 13 – Proposed Issue of Director Placement Shares to Ms Jane Bell	Ms Jane Bell (or her nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary Shares in the Company), and any of their Associates.
Resolution 14 – Listing Rule 7.1A Mandate	Any person who participates in the Placement or who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary Shares in the Company).
Resolution 15 – Proposed Issue of Conditional Placement Shares under the Conditional Placement	Any person who participates in the Conditional Placement or who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary Shares in the Company), and any of their Associates.

However, the Company need not disregard on the above Resolutions if the vote is cast by:

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

Dated the 23rd day of July 2025.

By order of the Board
Andrew J. Cooke
Company Secretary

SHAREHOLDERS WHO ARE ENTITLED TO VOTE

In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the directors have determined that a person's entitlement to vote at the meeting will be the entitlement of that person set out in the register of members at 7.00pm on 25 August 2025.

2025 ANNUAL REPORT:

The 2025 Annual Report is available on the Company's Website: www.ampliatx.com and <https://ampliatx.com/reports>

PROXIES:

- Shareholders wishing to appoint a proxy are encouraged to do so electronically by following the steps set out on the Proxy Form attached.
- A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy or not more than two proxies to attend and vote instead of the shareholder.
- Where two proxies are appointed:
 - (i) a separate Proxy Form, should be used to appoint each proxy;
 - (ii) the Proxy Form may specify the proportion, or the number, of votes that the proxy may exercise, and if it does not do so the proxy may exercise half of the votes.
- A Shareholder can appoint any other person to be their proxy. A proxy need not be a Shareholder. The proxy appointed can be described in the Proxy Form by an office held e.g. “the Chair of the Meeting”.
- In the case of Shareholders who are individuals, the Proxy Form must be signed:
 - (i) if the Shares are held by one individual, by that Shareholder;
 - (ii) if the Shares are held in joint names, by any one of them.
- In the case of Shareholders who are companies, the Proxy Form must be signed:
 - (i) if it has a sole director who is also sole secretary, by that director (and stating the fact next to, or under the signature on the Proxy Form);
 - (ii) in the case of any other company by either two directors or a director and secretary.The use of the common seal of the company, in addition to those required signatures, is optional.
- If the person signing the Proxy Form is doing so under a power of attorney, or is an officer of a company outside those referred to above but authorised to sign the Proxy Form, the power of attorney or other authorisation (or a certified copy of it), as well as the Proxy form, must be received by the Company by the time and at the place specified below.
- A Proxy Form accompanies this notice. To be effective, your Proxy Form must be received by the Company no later than 48 hours before the time of the Meeting:
 - (i) By **facsimile**: on 1800 783 447 (within Australia) or +61 3 9473 2555 (from outside of Australia).
 - (ii) By **mail**:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia
 - (iii) **Lodge your vote Online**: www.investorvote.com.au using the Control Number and your SRN/HIN which are provided on the front side of your Proxy Form.
 - (iv) **Custodians**: Intermediary Online subscribers only, cast the shareholder’s vote online by visiting www.intermediaryonline.com.

EXPLANATORY STATEMENT

ITEM 1: Financial Report – Year ended 31 March 2025

The Corporations Act requires the Financial Report (which includes the financial statements and the Directors' Declaration), the Directors' Report and the Auditor's Report to be tabled for discussion at the AGM. There is no requirement either in the Corporations Act or in the Constitution for Shareholders to approve the Financial Report, the Directors' Report or the Auditor's Report. Shareholders attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, these reports.

This item of business provides Shareholders with an opportunity to ask questions concerning or make comments on the Company's financial statements and reports for the financial year ended 31 March 2025 and the Company's performance generally.

A representative of the Auditor (Grant Thornton) will be attending the AGM.

As a Shareholder, you are entitled to submit a written question to the Auditor prior to the AGM provided that the question relates to:

- the content of the Auditor's Report; or
- the conduct of the audit in relation to the Financial Report.

All written questions must be received by the Company no later than **20 August 2025**. All questions must be sent to the Company by email to info@ampliatx.com and may not be sent direct to the Auditor. The Company will then forward all relevant questions to the Auditor.

The Auditor will answer written questions submitted prior to the AGM.

The Auditor will also answer questions at the meeting from Shareholders relevant to:

- the conduct of the audit;
- the preparation and content of the Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the Auditor in relation to the conduct of the audit.

1. RESOLUTION 1: Remuneration Report

The Directors' Report for the financial year ended 31 March 2025 contains a Remuneration Report which sets out the policy on remuneration of the Directors of the Company and specified executives of the Company.

The Corporations Act requires that a resolution be put to the vote that the Remuneration Report be adopted. The Corporations Act expressly provides that the vote is advisory and does not bind the Directors of the Company.

Notwithstanding the non-binding nature of the vote, the Directors will take note of the outcome of the vote when considering future remuneration matters.

Members attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

Under the Corporations Act, if at least 25% of the votes cast on Resolution 1 are against the adoption of the relevant remuneration report at two consecutive annual general meetings (with a 25% or more vote 'against' commonly referred to as a "first strike" or "second strike"), the Company will be required to put to Shareholders a resolution at the later of those annual general meetings proposing that an extraordinary general meeting (**Spill Meeting**) be called

to consider the election of directors of the company (**Spill Resolution**). The Spill Meeting must be held within 90 days of the date of the second annual general meeting. For a Spill Resolution to be passed, more than 50% of the votes cast on the resolution must be in favour of it. If a Spill Resolution is passed, all of the directors (other than any managing director) will cease to hold office immediately before the end of the Spill Meeting unless re-elected at that meeting.

At the Company's 2024 Annual General Meeting, a "first strike" was **not** recorded in respect of the Remuneration Report. Accordingly, a Spill Resolution is not relevant for this Meeting.

Recommendation

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to Resolution 1.

Subject to the voting exclusions set out in the Notice of Meeting, the Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 1.

2. RESOLUTION 2: Re-Election of Dr Warick Tong as a Director

2.1 ASX Listing Rules 14.4, 14.5 and the Constitution of the Company

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

ASX Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

Under rule 8.1 of the Company's Constitution:

- (a) A director appointed by the Board under rule 8.1(b), who is not a chief executive officer, holds office until the conclusion of the next AGM following his or her appointment.
- (b) No director who is not the chief executive officer may hold office without re-election beyond the third AGM following the meeting at which the director was last elected or re-elected.
- (c) To the extent that the Listing Rules require an election of directors to be held and no director would otherwise be required (by rules 8.1(c) or 8.1(d)) to submit for election or re-election the director to retire is any director who wishes to retire (whether or not he or she intends to stand for re-election), otherwise it is the director who has been longest in office since their last election or appointment (excluding the chief executive officer). As between directors who were last elected or appointed on the same day, the director to retire must be decided by lot (unless they can agree among themselves).

Out of the current Directors who may be required to retire by rotation, Dr Warwick Tong has held office for the longest period of time since his last election (which occurred at the Company's 2023 AGM on 24 August 2023).

Accordingly, in accordance with rule 8.1 of the Constitution and Listing Rule 14.5, Dr Tong will retire by rotation and, being eligible, offers himself for re-election as a Director.

2.2 Key Information relating to Dr Warwick Tong (MB ChB MPP GAICD) – Non-Executive Chairman of the Board

Dr Tong is a NZ trained physician with more than 30 years' experience in the Pharmaceutical and Biotechnology industry. After his early career in General Medical Practice Dr Tong has held a wide variety of roles in the pharmaceutical and biotech industry in NZ (Glaxo), Singapore (GlaxoWellcome), London (GSK), Boston (Surface Logix) and Melbourne (CTx - Cancer Therapeutics CRC).

His roles have included; Medical Director, Regional Business Development Director (Asia Pacific), Commercial Strategy Director (International) and SVP Development (USA). He is a Director of Aculeus Therapeutics Pty Ltd, Clear Scientific Pty Ltd and Pacalis Therapeutics Pty Ltd. He was CEO and Director of CTx from 2011 until April 2018.

Dr Tong was educated at the University of Auckland and Victoria University, Wellington, New Zealand and is a Graduate of the Australian Institute of Company Directors.

Dr Tong was appointed as a Non-Executive Director on the 4th of May 2018 and Chairman on 25 May 2018. Dr Tong is also a member of the Audit and Risk Committee and a member of the Nomination and Remuneration Committee.

2.3 Recommendation

The Directors (other than Dr Tong) recommend that Shareholders vote in favour of Resolution 2.

The Chairman of the Meeting (one of the Directors other than Dr Tong for the consideration of this resolution) intends to vote undirected proxies in favour of Resolution 2.

3. RESOLUTION 3 – Approval to issue securities under the Amplia Therapeutics Equity Incentive Plan

3.1 Background

The Company adopted an 'Employee Security Ownership Plan' in 2022, which was approved by Shareholders at the 2022 Annual General Meeting.

Since that time, the Company has reviewed the terms of the Employee Security Ownership Plan, having regard to the employee share scheme provisions in Part 7.12, Division 1 of the Corporations Act and the ASX Listing Rules.

As a result of that review, the Board resolved to adopt the Amplia Therapeutics Limited Equity Incentive Plan, which it did on 7 July 2025.

3.2 ASX Listing Rule 7.2, Exception 13(b)

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.2 (Exception 13(b)) sets out an exception to ASX Listing Rule 7.1 which provides that issues under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.

The Board has adopted a new employee incentive scheme called the Amplia Therapeutics Equity Incentive Plan (**Plan** or **Equity Incentive Plan**). The Plan replaces the 'Employee

Security Ownership Plan' that was approved by Shareholders at the 2022 Annual General Meeting.

Resolution 3 seeks Shareholder approval for the issue of Equity Securities under the Plan for the purposes of Listing Rule 7.2, Exception 13(b), and for all other purposes.

The aim of the Plan is to allow the Board to attract, motivate and retain eligible persons, who in the Board's opinion, are dedicated and will provide ongoing commitment and effort to Amplia. It is considered that the Plan and the future issue of Equity Securities under the Plan will provide participants with the opportunity to participate in the anticipated future growth of the Company.

If Resolution 3 is passed, the Company will be able to issue a limited number of Equity Securities under the Plan to eligible participants over a period of 3 years without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12 month period (as extended to 25% by the 10% Placement Facility).

If Resolution 3 is not passed, the Company will still be able to issue Equity Securities under the Plan to eligible participants, however any securities issued under the Plan will count towards its 15% capacity under ASX Listing Rule 7.1 (as extended to 25% by the 10% Placement Facility), effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the issue of any Equity Securities under the Plan.

A summary of the terms of the Plan is attached in Schedule 1. The Plan can be viewed in the 'Corporate Governance' section of the Company's website, located in the 'About Us' drop-down (ampliatx.com).

Any future issues of Equity Securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under ASX Listing Rule 10.14 at the relevant time.

3.3 Specific information required by Listing Rule 7.2

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

- (a) The material terms of the Plan are summarised in Schedule 1.
- (b) This is the first approval sought under Listing Rule 7.2 Exception 13(b) with respect to the Plan. Accordingly, no Equity Securities have previously been issued under the Plan as it is a new incentive plan. The Company has issued 7,447,508 Equity Securities under its previous incentive plan since it was approved at the 2022 Annual General Meeting (excluding securities issued to Directors with shareholder approval).
- (c) The maximum number of Equity Securities proposed to be issued under the Plan is 25,411,895 Equity Securities, representing 5.0% of the number of ordinary Shares expected to be on issue on completion of the Capital Raise (refer section 6.1 of the Explanatory Memorandum) (being 508,237,895 Shares) (**Approved Plan Cap**). To the extent that Equity Securities that are issued under the Approved Plan Cap are subsequently cancelled in the three year period following the Meeting, those cancelled Equity Securities will be added back to the Approved Plan Cap. The Approved Plan Cap is not intended to be a prediction of the actual number of Equity Securities to be issued under the Plan during the period for which the approval (if given) will be valid, rather it is simply a ceiling for the purposes of Listing Rule 7.2 (Exception 13(b)).
- (d) A voting exclusion statement has been included for the purposes of Resolution 3.

3.4 Recommendation

Resolution 3 is an ordinary resolution.

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to Resolution 3.

The Chair intends to vote undirected proxies in favour of Resolution 3.

4. RESOLUTIONS 4 to 6 – Proposed issue of Options to Non-Executive Directors

4.1 Background

Following a review of remuneration offered to the non-executive directors of peer group companies in 2022, the Remuneration Committee identified that the Non-Executive Directors of the Company had been remunerated at the bottom end of the range applicable to peer group companies. As a result of this review the level of Directors Fees paid to Non-Executive Directors was set in 2022 to the levels detailed in the table below. The remuneration of non-executive directors has not increased since that time.

In addition to director fees, it is now proposed that Non-Executive Directors be issued Options under the Equity Incentive Plan to incentivise them over the longer term, to ensure alignment with shareholders' interests and to maximise Company value. The Options will form part of each Non-Executive Director's remuneration.

ASX Listing Rule 10.14 provides that a company must not permit a director to acquire securities under an employee incentive scheme without the prior approval of holders of ordinary securities.

If Resolutions 4 to 6 are passed, the Company will be able to issue Equity Securities to the relevant Directors as contemplated by Resolutions 4 to 6.

If any of Resolutions 4 to 6 are not passed, the Company will be unable to issue Equity Securities to the relevant Director(s) as contemplated by the applicable Resolution(s).

Accordingly, Resolutions 4 to 6 seek approval under ASX Listing Rule 10.14 to issue a total of 818,006 options (the **Options**) to the Non-Executive Directors of the Company for nil consideration as set out in the table below:

Director and relevant Resolution	Current Total Remuneration#1 (per annum)	Number of Options to be granted	Value attributed to these Options #2
Dr Warwick Tong (Resolution 4)	\$70,000	336,826	\$52,500
Dr Robert Peach (Resolution 5)	\$50,000	240,590	\$37,500
Ms. Jane Bell (Resolution 6)	\$50,000	240,590	\$37,500

#1 – Inclusive of superannuation

#2 – This value has been determined on a Black Scholes basis assuming volatility of 116.44%, a risk free rate of 3.23% and a share price of \$0.235 as at 1 July 2025.

The Options shall have an exercise price of \$0.30 (representing approximately a 70% premium over the 20 day VWAP as at 1 July 2025). It is proposed that the Options will be issued to Non-Executive Directors within three months after the date of the Meeting and expire 30 September 2028.

One third of the Options shall be vested on the grant date and, subject to the Optionholder continuing as a Director (unless approved otherwise by the Board), one third will vest on the

first anniversary of the grant date and the final third on the second anniversary of the grant date.

No loan will be made to the Non-Executive Directors in respect of the grant of the Options. The Company may permit cashless exercise of options in accordance with the terms of the Equity Incentive Plan, at the discretion of the remuneration committee.

Under Chapter 2E of the Corporations Act, for a public company to give a financial benefit to a related party of the public company, the public company must:

- obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

It is the view of Dr Chris Burns (the sole Executive Director) that the exception set out in section 211(1) (allowing the giving of a financial benefit that is reasonable remuneration) applies in the current circumstances. Accordingly, Shareholder approval is sought for the issue of the Options under ASX Listing Rule 10.14 as contemplated by Resolutions 4 to 6, but not under Chapter 2E of the Corporations Act.

4.2 Specific information required by Listing Rule 10.15

Pursuant to ASX Listing Rule 10.15, the following information is provided in relation to Resolutions 4 to 6:

- (a) The related parties are Dr Warwick Tong, Dr Robert Peach and Ms Jane Bell, (or their respective nominees), each of whom are related parties by virtue of being a Director which falls within Listing Rule 10.14.1.
- (b) The number of Options (being the nature of the financial benefit being provided) to be allocated to:
- Dr Warwick Tong is 336,826 Options (Resolution 4);
 - Dr Robert Peach is 240,590 Options (Resolution 5);
 - Ms Jane Bell is 240,590 Options (Resolution 6).
- (c) The Options will be issued for nil cash consideration and accordingly no funds will be raised by the issue of the Options. The exercise price of each of the Options is \$0.30. It is proposed that the Options will be issued to Non-Executive Directors within three months of the date of the Meeting and expire on 30 September 2028.
- (d) No Directors have received Equity Securities under the Plan to date. The Directors received the following Equity Securities for nil consideration in August 2022 under the previous Employee Security Ownership Plan approved by shareholders at the 2022 Annual General Meeting:

Director	Number of Options granted in August 2022	Exercise Price	Expiry Date
Dr Warwick Tong	750,000	\$0.26	6 September 2025
Dr Robert Peach	535,000	\$0.26	6 September 2025
Ms Jane Bell	535,000	\$0.26	6 September 2025

- (e) The people referred to in ASX Listing Rule 10.14 who are eligible to participate in the Plan are all of the Directors.
- (f) Voting exclusion statements in relation to Resolutions 4 to 6 are included in the Notice.
- (g) There is no loan associated with the grant of the Options.
- (h) The Options are expected to be granted no later than 3 months after the date of the Annual General Meeting and it is anticipated that the Options will be allocated on one date. The Options must be granted within 3 years after the date of the Annual General Meeting.
- (i) Each Option will be exercisable for one Share and Shares issued on exercise of the Options will rank equally with fully paid ordinary Shares.
- (j) A summary of the terms of the Plan is set out in Schedule 1.
- (k) The Options will be issued on the terms set out in Schedule 2.
- (l) Details of any securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- (m) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after Resolutions 4 to 6 are approved and who were not named in the Notice will not participate until approval is obtained under that Rule.

4.3 Recommendation

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to Resolutions 4 to 6.

Subject to the voting exclusions set out in the Notice of Meeting, the Chairman of the Meeting intends to vote undirected proxies in favour of Resolutions 4 to 6.

5. RESOLUTION 7 – Proposed issue of Zero Exercise Price Option to Dr Christopher Burns

5.1 Background

Christopher Burns Ph.D. was appointed as Chief Executive Officer and Managing Director on 5 December 2022. Dr Burns is a founder of Amplia and had previously served as a non-executive member of the Board of Directors. At the time of Dr Burns appointment his remuneration was pitched at a level designed to preserve the Company's available cash. While Dr Burns has received Short Term Incentive Payments based on performance against his Key Performance Indicators, his base remuneration is materially unchanged since the date of his original appointment.

In addition to his remuneration package, it is proposed that Dr Burns be issued 447,000 Zero Exercise Price Options (**ZEPO**) under the Company's Equity Incentive Plan (**Plan**) to provide him with additional incentive over the longer term, to ensure alignment with shareholders' interests and to maximise Company value. The ZEPOs will form part of Dr Burns remuneration.

ASX Listing Rule 10.14 provides that a company must not permit a director to acquire securities under an employee incentive scheme without the prior approval of holders of ordinary securities.

If Resolution 7 is passed, the Company will be able to issue the ZEPOs to Dr Burns (or nominee) as contemplated by Resolution 7.

If Resolution 7 is not passed, the Company will be unable to issue the ZEPOs to Dr Burns (or nominee) as contemplated by Resolution 7.

Accordingly, Resolution 7 seeks approval under ASX Listing Rule 10.14 to issue a total of 447,000 ZEPOs to Dr Burns for nil consideration. Relevant details are set out in the table below:

Director and relevant Resolution	Current Total Remuneration#1 (per annum)	Number of ZEPOs to be granted	Value attributed to these ZEPOs #2
Dr Christopher Burns (Resolution 7)	\$350,000	447,000	\$105,000

#1 – Base remuneration, inclusive of superannuation

#2 – This value has been determined using the closing share price as of \$0.235 as at 1 July 2025.

The ZEPOs shall have a nil exercise price, which the Remuneration Committee considered to be appropriate in the context of Dr Burns executive role, his performance to date and the importance of securing the ongoing commitment of Dr Burns to the Company's key business development objectives for the future. It is proposed that the ZEPOs will be issued to Dr Burns within three months after the date of the Meeting and the ZEPOs will expire 30 September 2028.

Subject to the ZEPO holder continuing as a Director (unless approved otherwise by the Board) one third of the ZEPOs shall vest on the first anniversary of the grant date, one third on the second anniversary of the grant date and the final third on the third anniversary of the grant date. No loan will be made to the Dr Burns in respect of the grant of the ZEPOs.

While Dr Burns is the Company's Chief Executive Officer, restrictions will apply to the shares issued on exercise of the ZEPOs, including that the shares may only be traded following Board approval.

Under Chapter 2E of the Corporations Act, for a public company to give a financial benefit to a related party of the public company, the public company must:

- obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

It is the view of the Board (excluding Dr Burns) that the exception set out in section 211(1) (allowing the giving of a financial benefit that is reasonable remuneration) applies in the current circumstances. Accordingly, Shareholder approval is sought for the issue of the ZEPOs under ASX Listing Rule 10.14 as contemplated by Resolution 7, but not under Chapter 2E of the Corporations Act.

5.2 Specific information required by Listing Rule 10.15

Pursuant to ASX Listing Rule 10.15, the following information is provided in relation to Resolution 7:

- (a) The related party is Dr Christopher Burns, (or their respective nominees), each of whom are related parties by virtue of being the Manager Director which falls within Listing Rule 10.14.1.
- (b) The number of ZEPOs (being the nature of the financial benefit being provided) to be allocated to Dr Burns is 447,000.
- (c) The ZEPOs will be issued for nil cash consideration and accordingly no funds will be raised by the issue of the ZEPOs. The exercise price of each of the ZEPOs is nil. It is proposed that the ZEPOs will be issued to Dr Burns within three months of the date of the Meeting and expire 30 September 2028.
- (d) Dr Burns has not received Equity Securities under the Plan to date. Dr Burns did receive the following Equity Securities for nil consideration in August 2022 under the Employee Security Ownership Plan approved by shareholders at the 2022 Annual General Meeting:

Director	Number of Options granted in August 2022	Exercise Price	Expiry Date
Dr Christopher Burns	535,000	\$0.26	6 September 2025

- (e) The people referred to in ASX Listing Rule 10.14 who are eligible to participate in the Plan are all of the Directors.
- (f) A voting exclusion statement in relation to Resolution 7 is included in the Notice.
- (g) There is no loan associated with the grant of the ZEPOs.
- (h) The ZEPOs are expected to be granted no later than 3 months after the date of the Annual General Meeting and it is anticipated that the ZEPOs will be allocated on one date. The ZEPOs must be granted within 3 years after the date of the Annual General Meeting.
- (i) Each ZEPO will be exercisable for one Share and Shares issued on exercise of the ZEPOs will rank equally with fully paid ordinary Shares.
- (j) A summary of the terms of the Plan is set out in Schedule 1.
- (k) The ZEPOs will be issued on the terms set out in Schedule 3.
- (l) Details of any securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- (m) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after Resolution 7 is approved and who were not named in the Notice will not participate until approval is obtained under that Rule.

5.3 Recommendation

The Directors (excluding Dr Burns) recommend that Shareholders vote in favour of Resolution 7.

Subject to the voting exclusion set out in the Notice of Meeting, the Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 7.

6. RESOLUTION 8 – Ratification of issue of Placement Shares under the Placement

6.1 Overview of the Capital Raise

On 23 July 2025, the Company announced a capital raise of up to \$27.5 million (the **Capital Raise**). The Capital Raise comprises:

- (a) an institutional placement (**Placement**) to raise \$22,265,000 utilising Amplia's placement capacity under Listing Rules 7.1 and 7.1A (Resolution 8);
- (b) a share purchase plan to eligible Shareholders seeking to raise \$2.5 million, with the ability to accept oversubscriptions, conditional on Shareholder approval for the purposes of Listing Rule 7.1 (**Share Purchase Plan** or **SPP**) (Resolution 9);
- (c) a placement to each of the Amplia Directors (**Director Placement**) to raise an aggregate amount of \$235,000, conditional on Shareholder approval for the purposes of Listing Rule 10.11 (Resolutions 10 to 13); and
- (d) an institutional placement to raise \$2.5 million, conditional on Shareholder approval for the purposes of Listing Rule 7.1 (**Conditional Placement**) (Resolution 15).

Up to approximately 119.6 million Shares will be issued under the Capital Raise (assuming the SPP is fully subscribed), representing approximately 30.8% of Amplia's Shares on issue at the time that the Capital Raise was announced.

The Shares to be issued under the Placement, Director Placement and Conditional Placement are priced at \$0.23 each (**Offer Price**).

The Offer Price represents a:

- discount of 19.3% to the last closing price of Amplia Shares on 18 July 2025 (before the Capital Raise was announced), of \$0.285;
- discount of 22.8% to the volume weighted average price of Amplia Shares over the 5 trading day period up to and including 18 July 2025, of \$0.298; and
- premium of 0.6% to the volume weighted average price of Amplia Shares over the 30 trading day period up to and including 18 July 2025, of \$0.229.

The Shares to be issued under the SPP are to be priced at the **SPP Offer Price**, being the lower of:

- the Offer Price; and
- a 5.0% discount to the volume weighted average price of Shares over the 5 trading day period comprising the last five trading days of the SPP offer period, rounded to the nearest half-cent.

The Company intends to use the proceeds of the Capital Raise to complete the Phase 2a ACCENT trial and initiate the Phase 2b/3 ACCENT trial, progress the proposed AMPLICITY and KRAS and/or Ovarian trials, for drug manufacturing, corporate costs, working capital and offer costs.

The Capital Raise is being lead managed by Bell Potter Securities Limited ACN 006 390 772 (**Lead Manager**).

6.2 Capital Raise timetable

The indicative timetable of the Capital Raise is set out below. As at the date of this Notice of Meeting, no Shares have been issued pursuant to the Capital Raise.

Event	Date
Announcement of Capital Raise	Wednesday, 23 July 2025
Lodgement and despatch of Notice of Meeting	Friday, 25 July 2025
Settlement of Placement	Monday, 28 July 2025
Issue of Shares under Placement	Tuesday, 29 July 2025
SPP Opening Date	Friday, 1 August 2025
SPP Closing Date	Friday, 22 August 2025
Announcement of Results of SPP	Monday, 25 August 2025
AGM held	Wednesday, 27 August 2025
Settlement of Director Placement and Conditional Placement (subject to Shareholder approval)	Friday, 29 August 2025
Issue of SPP Shares (subject to shareholder approval)	Friday, 29 August 2025
Allotment of Shares under Director Placement and Conditional Placement	Monday, 1 September 2025

The timetable is subject to change, subject to the Listing Rules and Corporations Act.

6.3 Listing Rules 7.1, 7.1A and 7.4

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

Under Listing Rule 7.1A, an eligible entity can seek approval from its members by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% for the 12 months following that meeting. The Company obtained approval under Listing Rule 7.1A to increase its 15% limit by an extra 10% to 25% at its most recent Annual General Meeting on 23 August 2024 (the **10% Placement Facility**).

On Tuesday, 29 July 2025 (after the date of this Notice of Meeting but prior to the date of the AGM) the Company expects to issue:

- 57,937,087 Placement Shares utilising its capacity under Listing Rule 7.1; and
- 38,867,267 Placement Shares utilising its capacity under Listing Rule 7.1A.

The issue of the Placement Shares does not fit within any of the exceptions and, as it has not yet been approved by Shareholders, it effectively uses up the 15% limit in Listing Rule 7.1 and the 10% limit in Listing Rule 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

The issue of the Placement Shares will not breach Listing Rule 7.1.

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 8 seeks Shareholder approval of the issue of 57,937,087 Placement Shares that the Company expects to issue under the Placement utilising its capacity under Listing Rule 7.1, under and for the purposes of Listing Rule 7.4.

The Company does not seek approval of the issue of 38,867,267 Placement Shares that the Company expects to issue under the Placement utilising its capacity under Listing Rule 7.1A because it is seeking Shareholder approval for a refreshed '10% Placement Facility' under Resolution 14 (which, if approved, will take effect immediately after the AGM).

If Resolution 8 is passed, the issue of the relevant Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 (as extended to 25% under the 10% Placement Facility, if Resolution 14 is approved), effectively increasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the date of the issue.

If Resolution 8 is not passed, the issue of the Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1 (as may be extended to 25% under the 10% Placement Facility), effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the date of the issue.

6.4 Information for the purposes of Listing Rule 7.5

For the purpose of Resolution 8, the following information is provided in relation to the issue of the Shares under the Placement in accordance with Listing Rule 7.5:

- (a) The number of Placement Shares expected to be issued under Listing Rule 7.1 in connection with the Placement is 57,937,087 Shares. The number of Placement Shares expected to be issued under Listing Rule 7.1A in connection with the Placement is 38,867,267 Shares. The Company does not seek ratification of the Placement Shares expected to be issued under Listing Rule 7.1A.
- (b) The price at which Placement Shares will be issued under the Placement is the Offer Price of A\$0.23 per Share.
- (c) The Placement Shares to be issued under the Placement are fully paid ordinary shares and rank equally in all respects with the Company's other Shares on issue.
- (d) The allottees of the Placement Shares will be sophisticated and institutional investors who were invited to participate in the Placement bookbuild by agreement between the Company and the Lead Manager. No related party of the Company, member of the Company's key management personnel, adviser to the Company or any of their respective Associates participated in the Placement. The following substantial shareholders of the Company will be issued Placement Shares representing 1% or more of the Company's issued capital in the Placement:
 - Platinum Investment Management will be issued 8,695,653 Placement Shares under the Placement; and
 - Acorn Capital Limited will be issued 4,347,827 Placement Shares under the Placement.
- (e) The Placement Shares are expected to be issued on Tuesday, 29 July 2025 (after the date of this Notice of Meeting and before the date of the AGM).
- (f) The proceeds from the Capital Raise (including the Placement) will be used by Amplia as described in section 6.1 above.
- (g) A voting exclusion statement in relation to Resolution 8 is included in the Notice.

6.5 Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 8.

Subject to the voting exclusion set out in the Notice of Meeting, the Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 8.

7. RESOLUTION 9 – Approval of issue of Shares under SPP and SPP Shortfall Offer

7.1 Background of the SPP and Listing Rules 7.1, 7.1A and 7.2, Exception 5

The SPP is described in section 6.1 above and Listing Rules 7.1 and 7.1A are described in section 6.3.

Under the SPP, eligible shareholders with a registered address in Australia or New Zealand on the Record Date of Tuesday, 22 July 2025 (at 7.00pm) are entitled to subscribe for up to \$100,000 worth of SPP Shares at the SPP Offer Price. The indicative timetable for the SPP is set out in section 6.2 above.

The Company is seeking to raise \$2.5 million under the SPP, however the Company reserves the right to accept over-subscriptions of up to an additional \$7.5 million worth of SPP Shares under the SPP (**SPP Cap**).

The results of the SPP are expected to be announced before the date of the AGM.

To the extent that SPP Shares up to the SPP Cap are not subscribed for under the SPP (**SPP Shortfall Shares**), the Company and the Lead Manager will seek to place the SPP Shortfall Shares to professional and sophisticated investors at the SPP Offer Price (**SPP Shortfall Offer**). If the SPP is fully subscribed (up to the SPP Cap) there will be no SPP Shortfall Offer.

The Directors are not entitled to participate in the SPP or the SPP Shortfall Offer.

A listed entity may undertake a share purchase plan in accordance with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (the **SPP Instrument**). The SPP Instrument allows a share purchase plan to be conducted without a prospectus if certain conditions are satisfied. One of the conditions is that a share purchase plan cannot offer investors more than \$30,000 worth of securities in any 12 month period.

The SPP entitles eligible shareholders to subscribe for up to \$100,000 worth of SPP Shares and accordingly this condition is not satisfied.

As a result, the Company is required to lodge a transaction-specific prospectus under section 713 of the Corporations Act in order to undertake the SPP. It is anticipated that the prospectus will be lodged with ASIC and ASX on Friday, 1 August 2025.

Listing Rule 7.2, Exception 5 provides that securities issued pursuant to a share purchase plan that complies with Exception 5 do not count towards an entity's capacity under Listing Rule 7.1. The Share Purchase Plan does not comply with the requirements of Listing Rule 7.2, Exception 5 because the maximum number of SPP Shares that an eligible Shareholder can subscribe for is \$100,000 worth of Shares.

The Placement has utilised substantially all of the Company's available capacity under Listing Rules 7.1 and 7.1A.

Accordingly, the SPP (together with the SPP Shortfall Offer), is conditional on Shareholder approval for the purposes of Listing Rule 7.1.

If Resolution 9 is passed, the Company will be able to proceed with the SPP and the SPP Shortfall Offer and issue up to \$10.0 million worth of Shares under the SPP and the SPP Shortfall Offer at the SPP Offer Price.

If Resolution 9 is not passed, the Company will not be able to proceed with the SPP and SPP Shortfall Offer and will realise no proceeds (and issue no Shares) in connection with the offers.

7.2 Information for the purposes of Listing Rule 7.3

For the purposes of Resolution 9, the following information is provided under Listing Rule 7.3:

(a) The allottees of the:

- SPP Shares under the SPP will be eligible Shareholders who subscribe for Shares under the SPP; and
- SPP Shortfall Shares under the SPP Shortfall Offer (if any) will be professional and sophisticated investors invited to subject for SPP Shortfall Shares by agreement between the Lead Manager and the Company.

(b) The maximum dollar value of Shares to be issued under the SPP is \$10.0 million worth of Shares (being the SPP Cap). The maximum dollar value of Shares to be issued under the SPP Shortfall Offer is the SPP Cap less the dollar value of valid applications received by the Company under the SPP. This means that if the SPP is fully subscribed (up to the SPP Cap) there will be no SPP Shortfall Offer. Accordingly, the maximum dollar value of Shares to be issued in total under the SPP and SPP Shortfall Offer is \$10.0 million worth of Shares.

(c) The SPP is being undertaken at the SPP Offer Price (described in section 6.1 above).

The maximum number of Shares to be issued under the SPP will depend on the final SPP Offer Price. The table below provides examples of the number of Shares that may be issued under the SPP, and the percentage of the Company's current issued capital (of 388,672,669 Shares) that those Shares represent, assuming:

- total valid applications from eligible shareholders under the SPP and SPP Shortfall Offer of:
 - \$2,500,000; and
 - \$10,000,000; and
- an SPP Offer Price of:
 - \$0.23;
 - \$0.205; and
 - \$0.18.

	SPP Offer Price of \$0.18		SPP Offer Price of \$0.205		SPP Offer Price of \$0.23	
	\$2,500,000 of applications	\$10,000,000 of applications	\$2,500,000 of applications	\$10,000,000 of applications	\$2,500,000 of applications	\$10,000,000 of applications
Shares Issued	13,888,889	55,555,556	12,195,122	48,780,488	10,869,565	43,780,261
% of Shares on Issue	3.57%	14.29%	3.14%	12.55%	2.80%	11.19%

In the event that the SPP (and SPP Shortfall Offer) is fully subscribed up to the SPP Cap and the SPP Offer Price is lower than \$0.18, more Shares will be issued than the maximum number of Shares shown in the table above (of 55,555,556 Shares).

- (d) The SPP Shares and SPP Shortfall Shares will be fully paid ordinary shares ranking equally with the Shares on issue as at the date that they are issued.
- (e) The SPP Shares and SPP Shortfall Shares are expected to be issued on or around 29 August 2025, and in any event will be issued within 3 months of the date of the AGM.
- (f) The Shares issued under the SPP and SPP Shortfall Offer will be issued at the SPP Offer Price.
- (g) The purpose of the SPP and SPP Shortfall Offer is to raise funds for the uses set out in section 6.1 above.
- (h) A voting exclusion statement is included in the Notice of Meeting.

7.3 Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 9.

Subject to the voting exclusion set out in the Notice of Meeting, the Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 9.

8. RESOLUTIONS 10 to 13 – Approval of issue of Director Placement Shares under the Director Placement

8.1 Background

The Placement and Director Placement is described at section 6.1 above.

All of Amplia's Directors have committed to subscribe for Director Placement Shares pursuant to the Director Placement (conditional on Shareholder approval), as follows:

- (a) Dr Warwick Tong (or his nominee) has committed to subscribe for \$35,000 worth of Director Placement Shares, being 152,174 Shares (Resolution 10);
- (b) Dr Chris Burns (or his nominee) has committed to subscribe for \$20,000 worth of Director Placement Shares, being 86,957 Shares (Resolution 11);
- (c) Dr Robert Peach (or his nominee) has committed to subscribe for \$150,000 worth of Director Placement Shares, being 652,174 Shares (Resolution 12); and
- (d) Ms Jane Bell (or her nominee) has committed to subscribe for \$30,000 worth of Director Placement Shares, being 130,435 Shares (Resolution 13).

The Director Placement Shares proposed to be issued to the Directors will be issued on exactly the same terms as the Placement Shares are being issued to participants in the Placement.

8.2 Listing Rule 10.11

Listing Rule 10.11 provides unless one of the exceptions in Listing Rule 10.12 applies, a listed entity must not issue or agree to issue equity securities to certain 'Listing Rule 10.11 parties', including related parties of the entity, without the approval of the holders of its ordinary securities.

The Directors of the Company are related parties of the Company by virtue of Listing Rule 10.11.1 and none of the exceptions in Listing Rule 10.12 are applicable. Therefore, Resolutions 10, 11, 12 and 13 require Shareholder approval under Listing Rule 10.11.

If any of Resolutions 10 to 13 are passed, the Company will be able to proceed with the issue of Director Placement Shares as proposed by the relevant Resolution.

If any of Resolutions 10 to 13 are not passed, the Company will not be able to proceed with the issue of Director Placement Shares as proposed by the relevant Resolution.

8.3 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act is described at sections 4.1 and 5.1 above.

The issue of Director Placement Shares to the Directors under Resolutions 10 to 13 constitutes giving a financial benefit as each of the Directors are related parties for the purposes of Chapter 2E of the Corporations Act.

The Directors, other than:

- (a) Dr Warwick Tong, in relation to Resolution 10;
- (b) Dr Chris Burns, in relation to Resolution 11;
- (c) Dr Robert Peach, in relation to Resolution 12; and
- (d) Ms Jane Bell, in relation to Resolution 13,

(given their material personal interests in the relevant Resolutions), consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Director Placement Shares under Resolutions 10 to 13 because the Director Placement Shares are being issued on arm's length terms on the basis that they are being issued on exactly the same terms as Shares are issued to investors under the Placement and Conditional Placement. Accordingly, the Directors consider that the exception in section 210 of the Corporations Act applies in respect of the Director Placement.

8.4 Information for the purposes of Listing Rule 10.13

For the purposes of Resolutions 10 to 13, the following information is provided under Listing Rule 10.13:

- (a) The Director Placement Shares will be issued to each of the Directors (or their respective nominees), as set out in section 8.1 above.
- (b) Each of the Directors (or nominees) are related parties of the Company and accordingly are persons to whom Listing Rule 10.11.1 applies.
- (c) The number of Director Placement Shares to be issued to each Director (or their nominees) is set out in section 8.1 above. If Resolutions 10 to 13 are approved, a total of 1,021,740 Director Placement Shares will be issued.
- (d) The Director Placement Shares are fully paid ordinary shares ranking equally with existing Shares.
- (e) The Company proposes to issue the Director Placement Shares on or about 31 August 2025, but in any event no later than 1 month after the date of the AGM.
- (f) The Offer Price of the Director Placement Shares is \$0.23 per Share. Accordingly, a total of \$235,000 will be raised by the Company (before costs) as a result of the issue of the Director Placement Shares.
- (g) The purpose of the Director Placement is to raise funds for the purposes set out in section 6.1 above.

(h) Voting exclusion statements for Resolutions 10 to 13 are included in the Notice.

8.5 Recommendation

The Directors, other than:

- (a) Dr Warwick Tong, in relation to Resolution 10;
- (b) Dr Chris Burns, in relation to Resolution 11;
- (c) Dr Robert Peach, in relation to Resolution 12; and
- (d) Ms Jane Bell, in relation to Resolution 3;

(given their material personal interests in the relevant Resolutions), unanimously recommend that Shareholders vote in favour of Resolutions 10 to 13.

The Chairman intends to vote undirected proxies in favour of Resolutions 10 to 13.

9. RESOLUTION 14 – Approval of Additional 10% Placement Facility

9.1 Background

The Company is seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility to provide the Company with additional flexibility to issue Equity Securities in appropriate circumstances. The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (described further below).

9.2 ASX Listing Rule 7.1A

Listing Rules 7.1 and 7.1A are described at Section 6.3 above.

Resolution 14 seeks Shareholder approval by way of special resolution for the Company to have the 10% Placement Facility.

If Resolution 14 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 14 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

9.3 Further requirements of Listing Rule 7.1A

10% Placement Period

Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

- the date that is 12 months after the date of the annual general meeting at which the approval is obtained (which, in the case of Resolution 14 will be 27 August 2026);
- the time and date of the Company's 2026 annual general meeting; or
- the date of the approval by holders of ordinary securities of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(“**10% Placement Period**”).

Class of Equity Securities issued under ASX Listing Rule 7.1A

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. The Company currently has two classes of quoted Equity Securities on issue being:

- Shares (ASX Code: ATX); and
- Options (ASX Code: ATXOA) which have an Exercise Price of \$0.1725 and Expiry Date of 31 October 2027.

Issue price of Equity Securities issued under ASX Listing Rule 7.1A3

The issue price of Equity Securities issued under ASX Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days immediately before:

- the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the securities; or
- if the Equity Securities are not issued within 10 Trading Days of the date in the paragraph above, the date on which the Equity Securities are issued,

(the “**Minimum Price**”).

ASX Listing Rule 7.1A4

The Company will comply with the disclosure obligations under ASX Listing Rule 7.1A.4 when it issues Equity Securities under ASX Listing Rule 7.1A.

Formula for calculating 10% Placement Facility

As at 7 July 2025, the Company had 388,672,669 Shares on issue (“A” in the formula below) and therefore, subject to Shareholder approval being obtained under Resolution 14, based on current circumstances 38,867,266 Shares will be permitted to be issued in accordance with Listing Rule 7.1A. The number of Shares that may be issued is calculated in accordance with the following formula:

$$(A \times D) - E$$

A is the number of fully paid ordinary securities on issue at the commencement of 12 months immediately preceding the date of issue or agreement to issue (the relevant period):

- plus the number of fully paid ordinary securities issued in the relevant period under an exception in rule 7.2 other than exception 9, 16 or 17;
- plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4;

- plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:
 - the agreement was entered into before the commencement of the relevant period; or
 - the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4;
- plus the number of any other fully paid ordinary securities issued in the relevant period with approval under rule 7.1 or rule 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- plus the number of partly paid ordinary securities that became fully paid in the relevant period; and
- less the number of fully paid ordinary securities cancelled in the relevant period.

Note that 'A' has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under ASX Listing Rule 7.4;

Shareholders should note that the calculation of the number of Equity Securities permitted to be issued under the 10% Placement Facility is a moving calculation and will be based on the formula set out in Listing Rule 7.1A.2 at the time of issue of the Equity Securities.

9.4 Specific information required by Listing Rule 7.3A

Pursuant to ASX Listing Rule 7.3A, the following information is provided in relation to Resolution 14.

Placement Period

If Shareholder approval is granted for Resolution 14, that approval will expire at the end of the 10% Placement Period as described further above.

Minimum Price

The Equity Securities will be issued at an issue price of not less than the Minimum Price as described further above.

Purpose

The Company may seek to issue the Equity Securities for cash consideration, in order to raise funds to support completion of the Phase 2a ACCENT trial in pancreatic cancer with the Company's lead compound narmafotinib and undertaking of a trial in the US in combination with FOLFIRINOX (including expenses associated with such trials), to expedite development of the Company's business and for general working capital.

Dilution

Shareholders should be aware that there is a risk of economic and voting dilution that may result from an issue of Equity Securities under the 10% Placement Facility, including the risk that:

- the market price for Equity Securities may be significantly lower on the date of the issue than on the date of the meeting where approval is sought (i.e. the date of this Meeting); and
- the Equity Securities may be issued at a price that is at a discount to the market price on the issue date,

which may have an effect on the amount of funds raised by the issue of Equity Securities under the 10% Placement Facility.

Any issue of Equity Securities under the 10% Placement Facility will dilute the interests of Shareholders who do not receive any Equity Securities under the issue.

The table below shows the potential dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2 on the basis of the market price of Shares (being \$0.355 as at close of trade on 7 July 2025 (**Issue Price**)) and the current number of Shares on issue as at that date.

The table also shows the voting dilution impact where the number of Shares on issue (variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Facility.

Variable 'A'	Number of Shares issued and funds raised under the Additional 10% Placement Capacity and dilution effect	Dilution		
		\$0.1775 Issue Price at half the current market price	\$0.355 Issue Price at current market price	\$0.71 Issue Price at double the current market price
Current Variable 'A' 388,672,669 Shares	Shares issued	38,867,267	38,867,267	38,867,267
	Funds raised	\$6,898,940	\$13,797,880	\$27,595,760
	Dilution	10%	10%	10%
50% increase in Current Variable 'A' 583,009,004 Shares	Shares issued	58,300,900	58,300,900	58,300,900
	Funds raised	\$10,348,410	\$20,696,820	\$41,393,639
	Dilution	10%	10%	10%
100% increase in Current variable 'A' 777,345,338 Shares	Shares issued	77,734,534	77,734,534	77,734,534
	Funds raised	\$13,797,880	\$27,595,759	\$55,191,519
	Dilution	10%	10%	10%

The table also shows:

- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of Shares the Company has on issue as at the date of this Notice of Meeting. The number of Shares on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval, for example, a pro rata entitlement offer or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the Issue Price.

The table above has been prepared on the following additional assumptions:

- the Company issues the maximum number of Shares available under the 10% Placement Facility; and

- the table shows only the effect of issues of Shares under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1.

Allocation Policy

The allottees of the Equity Securities to be issued under the 10% Placement Facility have not yet been determined. However the allottees could consist of current Shareholders or new investors (or both).

The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to a range of factors including:

- the purpose of the issue;
- the methods of raising funds that are available to the Company, including but not limited to, a rights issue or other issue in which existing security holders can participate;
- the effect of the issue of the Equity Securities on the control of the Company;
- the circumstances of the Company, including the financial situation and solvency of the Company;
- the ASX Listing Rules and applicable law;
- prevailing market conditions; and
- advice from corporate, financial and broking advisers (if applicable).

Prior approval and issues under 7.1A.2

The Company previously obtained Shareholder approval under Listing Rule 7.1A at the Company's 2024 AGM held on 23 August 2024.

October 2024 Placement

A total of 67,723,015 fully paid ordinary Shares was issued at an issue price of \$0.115 per Share under the placement component of the capital raising which was announced to ASX on 30 October 2024 (the **October 2024 Placement**): 40,323,309 Shares were issued under Listing Rule 7.1 and 27,401,706 Shares were issued under Listing Rule 7.1A (**LR7.1A Placement Shares**).

In addition, recipients of the LR7.1A Placement Shares were entitled to subscribe for 3 free attaching options for every four LR7.1A Placement Shares issued (subject to shareholder approval). The attaching options have an exercise price of \$0.1725 and expire on 31 October 2027 and the issue of the attaching options was approved by Shareholders on 19 December 2025.

The Company issued the Shares under the October 2024 Placement, including the LR7.1A Placement Shares, on 7 November 2024 pursuant to the approval at the 2024 AGM. The issue of the LR7.1A Placement Shares was ratified under Listing Rule 7.4 at the Company's Extraordinary General Meeting held on 19 December 2024 (thereby refreshing the Company's Listing Rule 7.1A capacity).

The allottees of the LR7.1A Placement Shares were sophisticated and institutional investors who were invited to subscribe for the Shares in the placement bookbuild by agreement between the Company and the joint lead managers of the placement (Bell Potter Securities Limited and Taylor Collison Limited). Two substantial holders of the Company at the time, Platinum Investment Management Limited and Acorn Capital Limited, were issued Shares representing 1% or more of the Company's issued capital under the Placement.

The issue price of Shares under the October 2024 Placement was \$0.115 per Share, representing a discount of 14.8% to the closing price of Shares on Tuesday, 29 October 2024 (the day before announcement of the Placement).

A total of \$7,788,146.70 (before costs) was raised under the October 2024 Placement, of which \$3,151,196.19 was raised by the issue of the LR7.1A Placement Shares.

All of the proceeds raised by the issue of the LR7.1A Placement Shares has been used by Amplia to support the completion of the ACCENT trial of narmafotinib and for working capital purposes.

July 2025 Placement

As described in section 6.1 Amplia is currently undertaking the Placement, which involves the issue of a total of 96,804,354 Shares: 57,937,087 Shares under Listing Rule 7.1 and 38,867,267 Shares under Listing Rule 7.1A. These Shares are expected to be issued prior to the AGM.

The persons who will be allotted Shares under the Placement are sophisticated and institutional investors who were invited to subscribe for the Shares in the Placement bookbuild by agreement between the Company and the Lead Manager.

The Placement is being undertaken at the Offer Price of \$0.23 per Share, which represents a discount of 19.3% to the last closing price of Amplia Shares on 18 July 2025 (before the Placement was announced), of \$0.285.

Amplia expects to receive proceeds of \$22,265,000 for the issue of Shares under the Placement (before costs): \$13,325,530 from the proceeds of Shares issued under Listing Rule 7.1 and \$8,939,460 from the proceeds of Shares issued under Listing Rule 7.1A.

Amplia has not yet received the consideration for the issue of Shares under the Placement.

Refer to section 6.1 for a description of the use of funds from the Placement.

Voting exclusion statement

A voting exclusion statement is included in the Notice of Meeting.

9.5 Recommendation

Resolution 14 is a special resolution, requiring approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) in order to be passed.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 14.

10. RESOLUTION 15 – Approval of Conditional Placement

10.1 Background of Conditional Placement and Listing Rules 7.1 and 7.1A

The Conditional Placement is described at section 6.1 above and Listing Rules 7.1 and 7.1A are described at section 6.3.

Resolution 15 seeks Shareholder approval for the purposes of Listing Rule 7.1 to permit the Company to issue 10,869,566 Conditional Placement Shares to sophisticated and professional investors under the Conditional Placement. This is because the Company does not have the requisite capacity under Listing Rules 7.1 and 7.1A to issue the Conditional Placement Shares at the time that it agreed to do so.

Listing Rule 7.2, Exception 17 provides that Listing Rule 7.1 does not apply to an agreement to issue equity securities that is conditional on the holders of the entity's ordinary securities approving the issue under Listing Rule 7.1 before the issue is made.

If Resolution 15 is passed, the Company will be able to issue the 10,869,566 Conditional Placement Shares to participants in the Conditional Placement, thereby raising \$2,500,000 of proceeds (before costs).

If Resolution 15 is not passed, the Company will be unable to issue the 10,869,566 Conditional Placement Shares to participants in the Conditional Placement and the Conditional Placement will not complete (meaning that the Company will not raise any proceeds from the Conditional Placement).

For shareholders to approve an issue or agreement to issue equity securities under Listing Rule 7.1, the notice of meeting must include the matters set out in Listing Rule 7.3.

10.2 Matters required by Listing Rule 7.3

For the purposes of Resolution 15, the following information is provided under Listing Rule 7.3:

- (a) The Conditional Placement Shares will be issued to professional and sophisticated investors who participated in the Conditional Placement by invitation from the Lead Manager, as determined by the Company and the Lead Manager.
- (b) The maximum number of Conditional Placement Shares to be issued by the Company is 10,869,566 Shares.
- (c) The Conditional Placement Shares will be fully paid ordinary shares ranking equally with the Shares on issue as at the date that they are issued.
- (d) The Conditional Placement Shares are expected to be issued on or around 1 September 2025, and in any event will be issued within 3 months of the date of the Annual General Meeting.
- (e) The Conditional Placement Shares will be issued at the Offer Price of \$0.23 per Share.
- (f) The purpose of the Conditional Placement is to raise funds for the uses set out in section 6.1 above.
- (g) A voting exclusion statement is included in the Notice of Meeting.

10.4 Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 15.

Subject to the voting exclusion set out in the Notice of Meeting, the Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 15.

Glossary

10% Placement Facility has the meaning given in section 6.3 of the Explanatory Statement.

10% Placement Period has the meaning given in section 9.3 of the Explanatory Statement.

A\$ or \$ means the lawful currency of the Commonwealth of Australia.

Auditor means the auditor of the Company, Grant Thornton.

AGM, Annual General Meeting or Meeting means the annual general meeting of Shareholders, to be held on 27 August 2025 as convened by this Notice of Meeting.

Amplia or the Company means Amplia Therapeutics Limited ACN 165 160 841.

ASIC means the Australian Securities and Investments Commission.

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

ASX Listing Rules or Listing Rules means the listing rules of the ASX.

Associate has the meaning given in the ASX Listing Rules.

Board means the Board of Directors of the Company unless the context indicates otherwise.

Business Day means Monday to Friday inclusive, except public holidays and any other day that ASX declares is not a business day.

Capital Raise has the meaning given in section 6.1 of the Explanatory Statement.

Chairman means the chairman of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or a member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth).

Conditional Placement has the meaning given in section 6.1 of the Explanatory Statement.

Conditional Placement Shares means the Shares to be issued under the Conditional Placement.

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

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

Director means a director of the Company.

Director Placement has the meaning given in section 6.1 of the Explanatory Statement.

Director Placement Shares means the Shares to be issued under the Director Placement.

Equity Security has the meaning given in the ASX Listing Rules.

Explanatory Statement means this explanatory statement accompanying the Notice of Meeting.

Key Management Personnel has the meaning given in the ASX Listing Rules.

Lead Manager means the lead manager of the Capital Raise, Bell Potter Securities Limited ACN 006 390 772.

Minimum Price has the meaning given in section 9 of the Explanatory Statement.

Notice of Meeting or **Notice** means the notice of Annual General Meeting which accompanies this Explanatory Statement.

Offer Price has the meaning given in section 6.1 of the Explanatory Statement.

Placement has the meaning given in section 6.1 of the Explanatory Statement.

Placement Shares means the Shares to be issued under the Placement.

Plan means the Equity Incentive Plan as referred to in Resolution 3 and Schedule 1 in this Notice of Meeting

Proxy Form means the proxy form included in this Notice of Meeting.

Resolution means a resolution contained in this Notice of Meeting.

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

Shareholder means a registered holder of a Share in the Company.

Share Purchase Plan or **SPP** has the meaning given in section 6.1 of the Explanatory Statement.

SPP Cap has the meaning given in section 7.1 of the Explanatory Statement.

SPP Instrument has the meaning given in section 7.1 of the Explanatory Statement.

SPP Offer Price has the meaning given in section 6.1 of the Explanatory Statement.

SPP Shares means the Shares to be issued under the SPP.

SPP Shortfall Offer has the meaning given in section 7.1 of the Explanatory Statement.

SPP Shortfall Shares has the meaning given in section 7.1 of the Explanatory Statement.

Share Registry means Computershare Investor Services Pty Limited.

Trading Day has the meaning given in the ASX Listing Rules.

Schedule 1 – Summary of the Amplia Therapeutics Equity Incentive Plan

The rules of the Plan (**Plan Rules**) provide the framework under which the Plan and individual grants will operate. The key features of the Plan are outlined below.

Eligibility	Offers may be made at the Board's discretion to employees of the Company, Directors and any other person that the Board determines to be eligible to receive a grant under the Plan.
Types of securities	<p>The Plan Rules provide flexibility for the Company to grant one or more of the following securities as incentives, subject to the terms of individual offers:</p> <ul style="list-style-type: none"> • performance rights, which are an entitlement to receive Shares upon satisfaction of applicable conditions; • options, which are an entitlement to receive Shares upon satisfaction of applicable conditions and payment of the applicable exercise price; and • restricted shares, which are Shares that are subject to dealing restrictions, vesting conditions or other restrictions or conditions.
Offers under the Plan	<p>The Board may make offers at its discretion and any offer documents must contain the information required by the Plan Rules. The Board has the discretion to set the terms and conditions on which it will offer performance rights, options and restricted shares in individual offer documents.</p> <p>Offers must be accepted by the participant and can be made on an opt-in or opt-out basis.</p>
Issue price	Unless the Board determines otherwise, no payment is required for a grant of a performance right, option or restricted share under the Plan.
Vesting	<p>Vesting of performance rights, options and restricted shares under the Plan is subject to any vesting or performance conditions determined by the Board and specified in the offer document. Options must be exercised by the employee and the employee is required to pay the exercise price before Shares are allocated (if applicable).</p> <p>Subject to the Plan Rules and the terms of the specific offer document or invitation, any performance rights, options or restricted shares will either lapse or be forfeited if the relevant vesting and performance conditions are not satisfied.</p>
Cessation of employment or engagement	Under the Plan Rules, the Board has a broad discretion in relation to the treatment of entitlements on cessation of employment or engagement. It is intended that individual offer documents will provide more specific information on how the entitlements will be treated if the participant ceases employment.
Clawback and preventing inappropriate benefits	The Plan Rules provide the Board with broad "clawback" powers if, for example, the participant has acted fraudulently or dishonestly or there is a material financial misstatement.
Change of control	The Board may determine that all or a specified number of a participant's performance rights, options or restricted shares will vest or cease to be subject to restrictions on a change of control event in accordance with the Plan Rules.
Reconstructions, corporate action, rights issues, bonus issues etc.	The Plan Rules include specific provisions dealing with rights issues, bonus issues and corporate actions and other capital reconstructions. These provisions are intended to ensure that there is no material advantage or disadvantage to the participant in respect of their incentives as a result of such corporate actions.
Restrictions on dealing	Prior to vesting, the Plan Rules provide that participants must not sell, transfer, encumber, hedge or otherwise deal with their incentives. After vesting, participants will be free to deal with their incentives, subject to the Securities Trading Policy.
Other terms	The Plan contains customary and usual terms of dealing with administration, variation, suspension and termination of the Plan.

Schedule 2 –Terms of Issue of the Options (Resolutions 4-6)

1. Unless specified in the terms of an offer under the Plan, no amount is payable for a grant of Options.
2. Each Option shall carry the right in favour of an Option holder to subscribe for one fully paid ordinary Share in the capital of the Company.
3. Each Option expires and will automatically lapse at 5.00 pm (Melbourne, Victoria time) on 30 September 2028, subject to earlier expiration, lapse or cancellation in accordance with the terms of the Plan.
4. Options may only be exercised if permitted by the Plan and on the terms of issue. Options cannot be exercised unless vested in accordance with the terms of issue.
5. The exercise price of each Option shall be \$0.30 as specified in the terms of issue of that Option. The exercise price shall be payable in full on exercise of the Option by the Holder, subject to paragraph 6 below. The Options will not be quoted on ASX and, for such time as the Company is quoted on ASX, the ASX Listing Rules will apply to the Options.
6. The Options may be exercised by the Optionholder on a cashless basis, in which case the Option holder will be issued such number of Shares for each Option as is calculated according to the following formula:

$$(A-B) * X/A$$

Where:

A equals the closing price of Shares on ASX on the trading day immediately preceding the date of delivery of the notice of exercise of Options; and

B equals the exercise price of the Options; and

X equals the number of Shares issuable on exercise of the Options, assuming the Options were issued for cash.

7. Options shall be exercisable by the delivery to the registered office of the Company of a notice in writing stating the intention of the Option holder to exercise all or a specified number of Options, accompanied by the relevant Option certificate (if any) and evidence of payment to the Company for the exercise price of all the Options exercised, or payment by such other method as the Company may specify (whether at the time of issue or otherwise).
8. An exercise of only some Options shall not affect the rights of the Option holder for the balance of the Options held by him or her.
9. If an Option is exercised in accordance with this Plan and its terms of issue, the Company shall issue the resultant Share and deliver notification of shareholding within ten (10) business days of the exercise of an Option or such longer time as determined by the Board and as may be permitted under the listing rules of ASX (if applicable) and the Constitution.
10. Shares issued pursuant to the exercise of Options shall rank equally with existing Shares of the Company in all respects from the date of issue of the Share. If admitted to the official list of ASX at the time of issue of the Share, the Company will apply for official quotation by ASX of the Shares issued upon exercise of an Option, subject to any restriction obligations imposed by ASX.
11. Options may not be transferred, assigned or otherwise dealt with except in accordance with the Plan.

12. The Company is not bound to recognise any transfer or assignment of Options unless made in accordance with the Plan and then only if a copy of the duly executed instrument of assignment or transfer is lodged with the Company.
13. Holders of Options which have vested will be permitted to participate in any new pro-rata issue of securities of the Company subject to the prior exercise of the Options and any restriction obligations.
14. If the Company makes a bonus issue of Shares or other securities to shareholders (except an issue in lieu of dividends or by way of dividend reinvestment) and no Share has been issued in respect of an Option before the record date for determining entitlements to the issue, then the number of underlying Shares over which the Option is exercisable is increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for determining entitlements to the issue, in accordance with the Listing Rules.
15. If the Company makes a pro rata issue of Shares (except a bonus issue) to existing Shareholders (except an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) and no Share has been issued in respect of the Option before the record date for determining entitlements to the issue, the Company may elect to reduce the exercise price of each Option in accordance with the Listing Rules.
16. If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the Option holder (including the number of Options to which each Option holder is entitled and the exercise price) is changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
17. Any calculations or adjustments which are required to be made under these Option Terms of Issue will be made by the Board and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Option holder.
18. The Company must within a reasonable period give to each Option holder notice of any change under paragraphs 14 to 16 (inclusive) to the exercise price of any Options held by an Option holder or the number of Shares for which the Option holder is entitled to subscribe on exercise of the Options.
19. The Options will not give any right to participate in dividends until Shares are issued pursuant to the exercise of the relevant Options.
20. Options issued under the Plan do not confer upon the holder a right to receive notices of general meetings (except as may be required by law), nor any right to attend, speak at or vote at general meetings of the Company.
21. An Option holder must only exercise a minimum of 100,000 Options, and thereafter in multiples of 50,000, unless an Option holder exercises all of its Options.
22. These Option Terms of Issue and the rights and obligations of Option holders are governed by the laws of Victoria. Each Option holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Victoria and the Federal Court of Australia and any courts that may hear appeals from those courts about any proceedings in connection with these Options.

Schedule 3 – Summary of the terms of the ZEPOs (Resolution 7)

1. Unless specified in the terms of an offer under the Plan, no amount is payable for a grant of ZEPOs.
2. Each ZEPO shall carry the right in favour of an ZEPO holder to subscribe for one fully paid ordinary Share in the capital of the Company.
3. Each ZEPO expires and will automatically lapse at 5.00 pm (Melbourne, Victoria time) on 30 September 2028, subject to earlier expiration, lapse or cancellation in accordance with the terms of the Plan.
4. ZEPOs may only be exercised if permitted by the Plan and on the terms of issue. ZEPOs cannot be exercised unless vested in accordance with the terms of issue.
5. The exercise price of each ZEPO shall be nil as specified in the terms of issue of that ZEPO.
6. ZEPOs shall be exercisable by the delivery to the registered office of the Company of a notice in writing stating the intention of the ZEPO holder to exercise all or a specified number of ZEPOs, accompanied by the relevant ZEPO certificate (if any).
7. An exercise of only some ZEPOs shall not affect the rights of the ZEPO holder for the balance of the ZEPOs held by him or her.
8. If a ZEPO is exercised in accordance with this Plan and its terms of issue, the Company shall issue the resultant Share and deliver notification of shareholding within ten (10) business days of the exercise of a ZEPO or such longer time as may be determined by the Board and as permitted under the listing rules of ASX (if applicable) and the Constitution.
9. Shares issued pursuant to the exercise of ZEPOs shall rank equally with existing Shares of the Company in all respects from the date of issue of the Share. If admitted to the official list of ASX at the time of issue of the Share, the Company will apply for official quotation by ASX of the Shares issued upon exercise of an Option, subject to any restriction obligations imposed by ASX.
10. While Dr Burns is the Company's Chief Executive Officer, restrictions will apply to the shares issued on exercise of the ZEPOs, including that the shares may only be traded following Board approval.
11. ZEPOs may not be transferred, assigned or otherwise dealt with except in accordance with the Plan.
12. The Company is not bound to recognise any transfer or assignment of ZEPOs unless made in accordance with the Plan and then only if a copy of the duly executed instrument of assignment or transfer is lodged with the Company.
13. Holders of ZEPOs which have vested will be permitted to participate in any new pro-rata issue of securities of the Company subject to the prior exercise of the Options and any restriction obligations.
14. If the Company makes a bonus issue of Shares or other securities to shareholders (except an issue in lieu of dividends or by way of dividend reinvestment) and no Share has been issued in respect of a ZEPO before the record date for determining entitlements to the issue, then the number of underlying Shares over which the ZEPO is exercisable is increased by the number of Shares which the ZEPO holder would have received if the ZEPO holder had exercised the ZEPO before the record date for determining entitlements to the issue, in accordance with the Listing Rules.

15. If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the ZEPO holder (including the number of ZEPOs to which each ZEPO holder is entitled) is changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
16. Any calculations or adjustments which are required to be made under these ZEPO Terms of Issue will be made by the Board and will, in the absence of manifest error, be final and conclusive and binding on the Company and the ZEPO holder.
17. The Company must within a reasonable period give to each ZEPO holder notice of any change under paragraphs 14 to 16 (inclusive) the number of Shares for which the ZEPO holder is entitled to subscribe on exercise of the ZEPOs.
18. The ZEPOs will not give any right to participate in dividends until Shares are issued pursuant to the exercise of the relevant ZEPOs.
19. ZEPOs issued under the Plan do not confer upon the holder a right to receive notices of general meetings (except as may be required by law), nor any right to attend, speak at or vote at general meetings of the Company.
20. An ZEPO holder must only exercise a minimum of 100,000 ZEPOs, and thereafter in multiples of 50,000, unless an ZEPO holder exercises all of its ZEPOs.
21. These ZEPO Terms of Issue and the rights and obligations of ZEPO holders are governed by the laws of Victoria. Each ZEPO holder irrevocably and unconditionally submits to the non exclusive jurisdiction of the courts of Victoria and the Federal Court of Australia and any courts that may hear appeals from those courts about any proceedings in connection with these ZEPOs.

ATX

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Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:30am (AEST) on Monday, 25 August 2025.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia

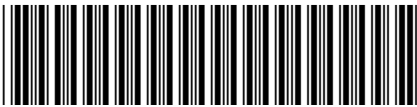


PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Amplia Therapeutics Limited hereby appoint

☐ the Chairman of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Amplia Therapeutics Limited to be held at Grant Thornton, Collins Square, Level 22, Tower 5, 727 Collins Street, Melbourne VIC 3000 on Wednesday, 27 August 2025 at 10:30am (AEST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 3 to 7 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 3 to 7 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 3 to 7 by marking the appropriate box in step 2.

Step 2

Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain			For	Against	Abstain
1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9	Approval of issue of Shares under the SPP and SPP Shortfall Offer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-elect Dr Warwick Tong as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		Approval of proposed issue of Director Placement Shares to Dr Warwick Tong, Non-Executive Chairman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Approval of Issues of Equity Securities under Equity Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10				
4	Proposed Issue of Options to Dr Warwick Tong (Non-Executive Chairman)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11	Approval of proposed issue of Director Placement Shares to Dr Christopher Burns, Managing Director and Chief Executive Officer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Proposed Issue of Options to Dr Robert Peach (Non-Executive Director)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12	Approval of proposed issue of Director Placement Shares to Dr Robert Peach, Non-Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Proposed Issue of Options to Ms Jane Bell (Non-Executive Director)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13	Approval of proposed issue of Director Placement Shares to Ms Jane Bell, Non-Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Proposed Issue of Zero Exercise Price Options to Dr Christopher Burns (Managing Director and Chief Executive Officer)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14	Approval for extra 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	Ratification of issue of Placement Shares under the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15	Approval of Conditional Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Securityholder 2

Securityholder 3

/ /

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Date

Update your communication details (Optional)

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

Mobile Number

Email Address