



ASX ANNOUNCEMENT

12 February 2025

## PROSPECTUS

**Melbourne, Australia, 12 February 2025:** Chimeric Therapeutics (ASX:CHM, “Chimeric” or the “Company”), an Australian leader in cell therapy, has today lodged with ASIC the attached transaction-specific prospectus which is issued by the Company in accordance with section 713 of the Corporations Act 2001 (Cth) and ASIC Corporations (Offers of Convertibles) Instrument 2016/83 (**Prospectus**).

The Prospectus relates to the issue of up to 124,888,889 new fully paid ordinary shares (**New Shares**) to Lind Global Fund II, LP (**Lind**) pursuant to a share subscription agreement entered into by the Company and Lind on 23 June 2023 and further amendment deed dated 4 January 2024 (together the **Subscription Agreement**) and also has the purpose of removing any restrictions on the secondary trading that may attach to any other ordinary shares issued by the Company prior to the closing date under the Prospectus.

The New Shares to be issued to Lind are in consideration for funds previously advanced by Lind to the Company under the terms of the Subscription Agreement. Further information on the terms of the Subscription Agreement is summarised in the Prospectus and provided for in further detail in the Company’s market announcements released to ASX on 23 June 2023 (“CHM secures up to A\$12.6m through SPP and placements”) and 4 January 2024 (“CHM Secures Further \$1M Investment”).

Authorised on behalf of the Chimeric Therapeutics board of directors by Chairman Paul Hopper.

### Contact

#### Investors

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## Prospectus

Chimeric Therapeutics Limited ACN 638 835 828

Issue of up to 124,888,889 New Shares to Lind at the Subscription Price pursuant to the Subscription Agreement (the **Offer**)

**This is an important document and should be read in its entirety. If, after reading this document, you have any questions about the securities being offered for issue under it or any other matter, you should contact your stockbroker, solicitor, accountant or other professional adviser.**

**This is a transaction-specific prospectus issued in accordance with section 713 of the *Corporations Act 2001* (Cth) and ASIC Corporations (Offers of Convertibles) Instrument 2016/83.**

**This distribution of this Prospectus, and the offer of securities, is restricted outside Australia.**

**NOT FOR RELEASE TO U.S. WIRE SERVICES OR DISTRIBUTION IN THE UNITED STATES**

**Legal Adviser**

Lawyers | **McCullough  
Robertson**

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## **IMPORTANT NOTICES**

### **General**

This Prospectus is dated 12 February 2025. A copy of this Prospectus was lodged with ASIC on that date. Neither ASIC nor ASX takes any responsibility for the contents of this Prospectus or the merits of any investment under this Prospectus. No New Shares will be allotted or transferred on the basis of this Prospectus after the expiry date. This Prospectus expires on 12 March 2026.

No person may give any information or make a representation about the Offer, which is not in this Prospectus. Information or representations not in this Prospectus must not be relied on as authorised by the Company, or any other person, in connection with the Offer.

This Prospectus provides information for investors to decide if they wish to invest in Chimeric. Read this document in its entirety. Examine the assumptions underlying the risk factors that could affect the financial performance of Chimeric. Consider these factors carefully in light of your personal financial circumstances. Seek professional advice from your accountant, stockbroker, lawyer or other professional adviser before deciding whether to invest. The Offer does not take into account the investment objectives, financial situation or needs of particular investors.

### **Transaction Specific Prospectus**

This Prospectus is a transaction specific prospectus for an offer of options to acquire continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers that potential investors may consult.

This Prospectus has also been prepared for the purpose of removing any restrictions on the secondary trading that may have attached, or would attach, to any other Shares issued by the Company prior to the Closing Date.

### **Risk Factors**

Potential investors should be aware that subscribing for New Shares involves a number of risks. The key risk factors of which investors should be aware of are set out in Section 6 of this Prospectus. These risks together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the New Shares in the future. Accordingly, an investment in the Company should be considered highly speculative. Potential investors should consider consulting their professional advisers before deciding whether to apply for New Shares pursuant to this Prospectus.

### **International offer restrictions**

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

The Prospectus does not constitute an offer or invitation in any jurisdiction where, or to any person to whom, the offer or invitation would be unlawful. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should observe any of those restrictions. In particular, this Prospectus may not be distributed in the United States or in any jurisdiction where it would be illegal. Any failure to comply with the restrictions may constitute a violation of applicable securities laws.

In particular, this Prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States. The New Shares have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements under the US Securities Act and any applicable US state securities laws.

### **Forward-looking statements**

Statements in this Prospectus may be forward looking statements.

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

Additional risk factors that could cause actual results to differ materially from those indicated in the forward-looking statements are set out in Section 6.

### **Publicly available information**

Information about the Company is publicly available and can be obtained from ASIC and ASX (including the ASX website at [www.asx.com.au](http://www.asx.com.au)). The contents of any website or ASIC or ASX filing by the Company are not incorporated into this Prospectus and do not constitute part of the Offer. This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest in the Company or subscribe for New Shares.

The Company has not authorised any person to give any information or make any representation in connection with an offer which is not contained in this Prospectus. Any such extraneous information or representation may not be relied upon as having been authorised by the Company in connection with this Prospectus.

### **Taxation implications**

The Directors do not consider it appropriate to give Shareholders advice regarding the taxation consequences of applying for Securities under this Prospectus. The Company, its advisers and its officers do not accept any responsibility or liability for any such

taxation consequences to Shareholders. As a result, investors should consult their professional tax adviser in connection with applying for Securities under this Prospectus.

**Electronic prospectus**

This Prospectus is available electronically at [www.chimerictherapeutics.com](http://www.chimerictherapeutics.com). The Application Form attached to the electronic version of this Prospectus must be used within Australia. Electronic versions of this Prospectus should be downloaded and read in their entirety. Obtain a paper copy of the Prospectus (free of charge) by telephoning 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia). Applications for New Shares may only be made on the Application Form attached to this Prospectus or in its paper copy form downloaded in its entirety from [www.chimerictherapeutics.com](http://www.chimerictherapeutics.com). The electronic version of the Prospectus is available only for residents of Australia.

**Exposure period**

No exposure period applies to this Prospectus by operation of ASIC Corporations (Exposure Period) Instrument 2016/74.

**Privacy**

The Company and the Share Registry collect, hold and use personal information received from you to communicate and provide services to you as a Shareholder. The Company may disclose your personal information to its agents, service providers (such as the share registry) and government bodies. The Company's privacy policy sets out how you may access, correct and update the personal information that the Company holds about you, how you can complain about privacy related matters and how the Company responds to complaints.

**Defined terms**

Capitalised terms used in this Prospectus are defined in the Glossary.

**Currency**

Monetary amounts shown in this Prospectus are expressed in Australian dollars unless otherwise stated.

**Photographs and diagrams**

Photographs used in this Prospectus without descriptions are only for illustration. The people shown are not endorsing this Prospectus or its contents. Diagrams used in this Prospectus may not be drawn to scale. The assets depicted in photographs in this Prospectus are not assets of the Company unless otherwise stated.

**THIS DOCUMENT IS IMPORTANT AND SHOULD BE READ IN ITS ENTIRETY**

# Letter from the Chairman

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12 February 2025

Dear Shareholder

This Prospectus relates to the fully paid ordinary shares (**Shares**) to be issued to Lind Global Fund II, LP (**Lind**) pursuant to a share subscription agreement entered into by the Company and Lind on 23 June 2023 (**Initial Subscription Agreement**) and further amendment deed dated 4 January 2024 (**Additional Subscription Agreement**). Together the Initial Subscription Agreement and Additional Subscription Agreement make up the **Subscription Agreement**.

Pursuant to the Initial Subscription Agreement, on or about 29 June 2023 (**Advanced Payment Date**), Lind agreed to advance to the Company \$3.1 million in exchange for the Company issuing Shares to Lind with a deemed value of \$3.41 million (**Subscription Shares**) within 24 months from the Advanced Payment Date and further issuing 24,000,000 Shares to Lind which may subsequently be applied towards satisfying the Company's issue of Subscription Shares or repayment obligations under the Subscription Agreement.

Under the Initial Subscription Agreement, Lind may elect when to provide the Company with subscription notices for the issue of Subscription Shares to the aggregate value of \$3.41 million (**Subscription Notice**), subject to satisfying certain conditions. The Company entered into a further Additional Subscription Agreement, whereby Lind agreed to provide additional funding of \$1 million on the same terms as the Initial Subscription Agreement, which Lind could then use to subscribe for additional Shares to a deemed value of \$1.1 million.

The Company periodically receives Subscription Notices from Lind for the issue of Subscription Shares. To satisfy its obligations under the Subscription Agreement, the Company is seeking to issue up to 124,888,889 Shares to Lind, being:

- (a) up to 35,000,000 Shares to be issued pursuant to the Additional Subscription Agreement as approved by the Shareholders at the Annual General Meeting (**AGM**) held by the Company on 12 November 2024; and
- (b) up to 89,888,889 Shares to be issued pursuant to the Subscription Agreement to satisfy any Subscription Notices the Company receives from Lind for the remaining term of the Subscription Agreement,

(together, the **New Shares**).

Given the suspension of the Company's Shares in October 2024, this Prospectus has been prepared primarily for the purpose of the Offer being made in accordance with 713 of the Corporations Act to ensure that there are no trading restrictions on any subsequent sale of any New Shares. An additional purpose of this Prospectus is to remove any restrictions on the secondary trading that may have attached, or would attach, to any other Shares issued by the Company prior to the Closing Date.

The Offer is only available to Lind. An Application Form will be provided to Lind only. Lind should read this Prospectus in its entirety before making an investment decision.

Yours faithfully



**Mr Paul Hopper**  
**Executive Chairman**

## 1 Investment overview

### 1.1 Summary of Offer details

Terms of Offer	Details
Maximum number of New Shares offered under this Prospectus	124,888,889

### 1.2 Important dates

Event	Date
Prospectus date	12 February 2025
Opening date	12 February 2025
Anticipated date of first allotment of the New Shares	12 February 2025
Closing Date (5:00pm, Sydney time)	29 December 2025

All dates and times are subject to change and are indicative only. All times are to Sydney time. The Company reserves the right to vary these dates and times without notice.

Opening and closing dates are subject to the exposure period. ASIC may extend the exposure period by up to seven calendar days in which case the opening date for the offer and other dates may be varied accordingly without notice.

### 1.3 Use of funds

The issue of New Shares is in accordance with the Subscription Agreement. Funds under the Subscription Agreement were received in June 2023 and January 2024 and were applied to support the clinical trial pipeline and therapy portfolio and working capital.

### 1.4 Shareholding structure

The following table shows the shareholding structure of Chimeric on completion of the Offer:

Existing Shares on issue as at date of this Prospectus	1,575,149,846
Maximum number of New Shares to be issued under the Offer	124,888,889
Maximum total number of Shares on issue after the completion of the Offer	1,700,038,735
Options	917,477,333
Performance Rights	7,227,904

### 1.5 Potential questions and answers

Question	Answer	Section
Who is the issuer of this Prospectus?	Chimeric Therapeutics Limited ACN 638 835 828	Not applicable
What is the Offer?	The Offer is the issue of up to 124,888,889 New Shares to Lind at the Subscription Price on the terms set out in the Subscription Agreement.	Section 3.1

Question	Answer	Section						
<b>What is the offer price of the New Shares?</b>	The New Shares are being issued at the Subscription Price, being the lesser of: (a) 90% of the average of the lowest three daily VWAPs during the 20 Actual Trading Days immediately prior to the date on which the Subscription Price is to be determined, rounded down to the lowest A\$0.001; and (b) \$0.048.	Section 3.1						
<b>What rights and liabilities attach to the New Shares?</b>	The New Shares will rank equally in all respects with the Shares held by Existing Shareholders. The rights and liabilities attaching to all Shares are set out in the Company's constitution.	Sections 7.2 and 8.3						
<b>What is the Company's financial position?</b>	The Company's financial position is set out in detail in section 5 of this Prospectus.	Section 5						
<b>What risks are involved with an investment in the Company?</b>	<div>An investment in Chimeric is subject to both general and specific risks which you should consider before making a decision to apply for New Shares. Key specific risks include:</div> <table><tr><td>Dependence upon licence agreements</td><td>Chimeric is reliant on the continuing operation of its key licence agreements. A failure of licensors to comply with the terms of the licence agreements could have a material adverse effect on Chimeric's business, financial condition, operations or prospects.</td></tr><tr><td>Pipeline product in development and not approved for commercial sale</td><td>Chimeric's prospects of success are dependent on the success of clinical trials to obtain the regulatory approval for the CAR T technology to be commercialised. Chimeric currently does not have a revenue stream from its product sales and does not expect to generate any such revenue in the short to medium term.</td></tr><tr><td>Clinical trial risk</td><td>Chimeric may be unable to secure the necessary approvals to conduct future clinical trials. There is also no assurance that products developed using the CAR T technology will be a success and not expose the company to product liability claims with unforeseen effects on clinical subjects. Unsuccessful clinical trial results could have a significant impact on the value of the</td></tr></table>	Dependence upon licence agreements	Chimeric is reliant on the continuing operation of its key licence agreements. A failure of licensors to comply with the terms of the licence agreements could have a material adverse effect on Chimeric's business, financial condition, operations or prospects.	Pipeline product in development and not approved for commercial sale	Chimeric's prospects of success are dependent on the success of clinical trials to obtain the regulatory approval for the CAR T technology to be commercialised. Chimeric currently does not have a revenue stream from its product sales and does not expect to generate any such revenue in the short to medium term.	Clinical trial risk	Chimeric may be unable to secure the necessary approvals to conduct future clinical trials. There is also no assurance that products developed using the CAR T technology will be a success and not expose the company to product liability claims with unforeseen effects on clinical subjects. Unsuccessful clinical trial results could have a significant impact on the value of the	Section 6
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Question	Answer		Section
		Company's securities and the future commercial development of its technology.	
	Regulatory and reimbursement approvals	The research, development, manufacture, marketing and sale of products using the Company's technology are subject to varying degrees of regulation by a number of government authorities in the US, Australia and other countries. Products may also be submitted for reimbursement approval. The availability and timing of that approval may have an impact upon the uptake and profitability of products in some jurisdictions.	
	Commercialisation of products and potential market failure	Chimeric has not yet commercialised its technology and has no current revenue stream. The Company is also dependent on commercially attractive markets remaining available to it during the commercialisation phase and, once developed, to fund sufficient revenues for continued operation.	
	Dependence upon key personnel	Chimeric's key personnel is its primary asset and if any key personnel leave it may be difficult to replace them and may have a negative impact on the Company.	
	Arrangements with third-party collaborators	The Company may collaborate with pharmaceutical and life science companies, academic institutions or other partners to complete the development and commercialisation of its products. If Chimeric is unable to collaborate with a third-party it would need to develop and commercialise the CAR T technology at its own expense.	
	Risk of delay and continuity of operations	Chimeric may experience a delay in achieving critical milestones. Any material delays may impact adversely upon the Company, including the timing of any revenues under milestone or sales payments.	
	Competition	Companies in the US and other countries may already be pursuing the development of products that target the same markets that	

Question	Answer		Section
		Chimeric is targeting and put them in direct competition with parties who have substantially greater resources than the Company.	
	Requirement to raise additional funds	The Company may be required to raise additional equity or debt capital in the future. As there is no assurance a raise will be successful when required, the Company may need to delay or scale down its operations.	
	Growth	The Company may be unable to manage its future growth successfully and continue to hire and retain the skilled personnel it requires.	
	Manufacturing	Manufacturing processes may lead to disruption, delay or non-supply of product and/or product batches not meeting minimum specifications.	
	Intellectual property (a)	The Company's ability to leverage its innovation and expertise depends on its ability to continue to protect its intellectual property.	
<b>Is the Offer underwritten?</b>	The Offer is not underwritten.		Section 3.5
<b>Further questions</b>	If you have questions about the Offer, please contact the Share Registry, Boardroom Pty Ltd on 1300 737 760 (inside Australia) or +61 2 9290 9600 (outside Australia).		Section 3.11

## 1.6 Important notice

This section is not intended to provide full details of the investment opportunity. Read this Prospectus in full to make an informed investment decision. The New Shares offered under this Prospectus carry no guarantee of return of capital, return on investment, payment of dividends or on the future value of the Shares.

## **2 Chimeric – the business**

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### **2.1 Company overview**

Chimeric Therapeutics is an Australian listed (ASX:CHM) clinical stage cell therapy company focused on bringing the promise of cell therapy to life for more patients with cancer by discovering, developing, and commercialising innovative cell therapies with the most curative potential.

Chimeric was founded in 2020 with one asset, CHM CLTX, a first in class Chlorotoxin CAR T cell therapy developed at the prestigious City of Hope Cancer Centre (City of Hope) in Los Angeles, California. The company went public on 18 January 2021 with this single asset being developed in recurrent/ progressive glioblastoma in one phase 1 clinical trial. Three years later the company has three novel assets, four FDA INDs and four clinical trials up and running across the United States.

Cell therapy is considered one of the most promising areas of drug development in oncology today due to the profound responses that patients have had to early CAR T cell therapies. The University of Pennsylvania recently published long term data demonstrating that patients that were treated with early CAR T cell therapies have remained cancer free 13 years later. These demonstrated long term responses have clinicians and scientists now referring to CAR T therapies as curative. It is these types of outcomes that CHM is focused on bringing to more patients with cancer.

In July 2021, Chimeric added a second asset to its pipeline with CHM CDH17, a first in class 3rd generation CDH17 CAR T cell therapy developed at the world-renowned University of Pennsylvania. Scientists at the University of Pennsylvania are widely regarded as leaders in cell therapy development as they were responsible for leading development of the first CAR T cell therapy approved in the United States.

CHM CDH17, targets CDH17 (Cadherin-17), an oncogenic driver of tumour formation and cancer metastasis, most notably in gastrointestinal cancers, Neuroendocrine Tumours and Colorectal cancers. CHM CDH17 has optimised over 10 years of development work at the University of Pennsylvania and showed remarkable preclinical efficacy with complete tumour eradication and no relapse. CHM has dosed the first patients in this Phase 1/2 trial in patients with neuroendocrine tumours, colorectal cancer and gastric cancer. With two clinical trial sites now active and enrolling; Sarah Cannon Cancer Centre in Nashville Tennessee and University of Pennsylvania in Philadelphia, Pennsylvania. Good Manufacturing Practice (GMP) manufacturing has been established with a successful first patient run.

The founding asset, CHM CLTX, is a novel CAR T therapy currently in Phase 1b clinical trial in recurrent and/or progressive glioblastoma multiforme (GBM – Brain Cancer). Based on strong preclinical data CHM 1101 was cleared by the US FDA to be studied in a phase 1 clinical programme in patients with recurrent/ progressive glioblastoma, the most fatal type of brain cancer. This trial was completed at the City of Hope, with the data encouraging, showing no dose limiting toxicities, activity with 5 /7 patients achieving local disease stability and persistence of cells throughout treatment with no signs of immunogenicity.

In December 2021, Chimeric added a transformational platform technology to its pipeline, securing the exclusive option to CHM 0201, the CORE NK platform. CHM CORE NK Platform is a clinically validated, off the shelf, robust and enhanced natural killer cell platform. The CORE NK platform was developed and clinically validated through a phase 1 clinical trial, which is now complete, at Case Western Reserve University. The trial was a proof-of-concept dose escalation trial with three dose levels, including patients with both blood cancers and solid tumours. Building on the success in the phase 1A clinical trial where one patient achieved a complete

response that has been sustained now for over 48 months, Chimeric in partnership with Case Western University has commenced a novel Phase 1B clinical trial with the CORE NK platform. The trial is the first-ever trial to assess NK cells in combination with Vactosertib in patients with advanced colorectal and blood cancers; one patient in this trial with AML has also achieved a complete response with no evidence of cancer at day 28.

In addition, Chimeric, in partnership with MD Anderson Cancer Centre, has commenced a trial to evaluate the synergy of NK cell therapy in combination with the current standard of care for blood cancer, Azacitidine and Venetoclax (aza/ven). Both trials are supported by Chimeric's partner institutions, with only a modest financial contribution from Chimeric.

As a repeatable platform technology Chimeric has unlimited development opportunity with this asset. The initial internal focus is on the development of CAR NK products and a next generation platform in collaboration with Case Western University. Additionally, Chimeric is pursuing external opportunities to leverage the platform through collaborations and licensing.

In building and developing a portfolio CHM has also focused strongly on optimising development to minimise timelines to commercialise these therapies for patient access. Optimised development comes about as a direct result of Chimeric's industry leading management team that has extensive experience in cell therapy development and commercialisation. The management team has over 40 years' experience across more than 25 cell therapy development programmes including four of the five FDA approved CAR T cell therapies.

## **2.2 Clinical development programme**

Chimeric has four current clinical programmes.

Clinical development in cell therapy follows rapid-to-market development paths as evidenced by the FDA approval of the five initial CAR T cell therapies (Yescarta, Kymriah, Abecma, Breyanzi and Tecartus). All five CAR T therapies have received approval with single arm, Phase 2 registration trials. Chimeric is building clinical development programmes and pathways that would follow this fast-to-market pathway.

- (a) CHM CDH17 is a Phase 1/2 trial currently in the clinic at two sites, having treated the first patient and currently in the second patient manufacturing run.
- (b) CHM CLTX is a Phase 1b trial currently open for patients with recurrent and/or progressive glioblastoma multiforme (GBM – Brain Cancer).
- (c) CHM CORE-NK has two trials:
  - (i) MD Anderson combination trial in AML (Acute Myeloid Leukemia); and
  - (ii) Case Western University combination trial in AML + Colorectal cancer.

## **2.3 Intellectual property**

Chimeric has completed extensive IP due diligence on all of the assets in its portfolio.

CHM 1101 (CLTX CAR T) was granted patent protection in the US and EU patent in 2021 with protection through to 2036.

CHM 2101 and 1201 have current patent applications pending.

## **2.4 Board and management team**

### **Mr Paul Hopper**

Executive Chairman

Paul Hopper is the founder of Chimeric and has over 25 years' experience in the medical, healthcare & life sciences sectors. Focussed on start-up and rapid growth companies, he has served as either Founder, Chairman, non-executive director, or Chief Executive Officer, of more than fifteen companies in the US, Australia and Asia. Previous and current Boards include Viralytics (ASX: VLA), Imugene (ASX: IMU), Radiopharm Theranostics (ASX:RAD), pSivida (ASX: PSD), Polynoma (wholly owned subsidiary of HKG:0775), Somnosed (ASX: SOM), Arovella Therapeutics (ASX:ALA), and Prescient Therapeutics (ASX: PTX). His experience covers extensive fund raising in Australia, Asia, US and Europe, and he has deep experience in corporate governance, risk and strategy.

### **Dr Rebecca McQualter**

Chief Executive Officer

Dr Rebecca McQualter is the Chief Executive Officer of Chimeric Therapeutics. Dr McQualter brings senior experience from roles at Novartis, Amgen and GlaxoSmithKline, and holds a Doctor of Philosophy in Cell Therapy and Regenerative Medicine from Monash University. Dr McQualter has an extensive commercial career with exposure to many aspects of international pharmaceutical operations. Mostly recently, as the Head of Strategic Access at Novartis Australia, Dr McQualter developed new commercial partnerships, built external networks spanning policy makers, research institutes and NGOs, and engaged with federal and state government, trade associations and other stakeholders to implement policy and process improvements. She led the establishment of key partnerships for Novartis with Telstra Health, Monash University and Wesfarmers Health.

Prior to her role at Novartis, Dr McQualter was Country Medical Head for Bioverativ ANZ, a \$5 billion Biogen spinout focusing on rare diseases. She played a key role in establishing business processes and strategies, setting up medical information/pharmacovigilance call centres, and conducting payer negotiations, aiding in Bioverativ's multi-billion-dollar acquisition by Sanofi in 2018. She has also previously held leadership roles at Amgen, where she initially worked in Australia before moving to the United States to take on the role of Senior Marketing Manager for Strategic Operations in Oncology at Amgen's Thousand Oaks, California office.

Further big pharma experience came at GlaxoSmithKline, where Dr McQualter worked as a Medical Adviser and learning from the ground up as a Primary Care Sales Representative, where she contributed to launching two major brands.

### **Dr Lesley Russell**

Non-Executive Director

Dr Russell has over 25 years of senior international operational and leadership experience having worked at Amgen (NASDAQ: AMGN), Eli Lilly (NYSE: LLY), Cephalon (NASDAQ: CEPH) and Teva Pharmaceuticals (NYSE: TEVA). Dr Russell previously served as the Chief Medical Office at Cephalon prior to its acquisition and as the Global Head of R&D at Teva. Dr Russell has extensive knowledge and experience with new drug development along with CAR T therapies. Dr Russell is currently a Non-Executive Director of Enanta Pharmaceuticals (NASDAQ: ENTA) and Imugene Ltd (ASX:IMU).

### **Eric Sullivan**

Non-Executive Director

Eric Sullivan brings over 20 years of financial and operations experience in the biotechnology industry working on financial management, strategic planning, fundraising and capital market

transactions. Mr. Sullivan is currently Chief Financial Officer of Convergent Therapeutics having joined in September 2023. Prior to joining Convergent, he was Chief Financial Officer at TCR2 Therapeutics through the completion of the acquisition by Adaptimmune Therapeutics.

Before that, he was President and Chief Financial Officer at Triplet Therapeutics where he led finance, business development, and corporate operations. Earlier in his career, he held senior management positions at Gemini Therapeutics, Oncorus, bluebird bio, Merrimack Pharmaceuticals, and PwC. Mr. Sullivan holds a B.S. in Accountancy from Bentley University and is a Certified Public Accountant.

**Mr Phillip Hains**

Non-Executive Director, Chief Financial Officer & Joint Company Secretary

The Company outsources its finance and company secretarial requirements to professional corporate services provider Acclime. Mr Hains has been Chief Financial Officer and Joint Company Secretary since 2020, and a director since 2023. Mr. Hains is a Chartered Accountant with over 30 years of extensive experience in roles with a portfolio of ASX and NASDAQ listed companies. He holds a Master of Business Administration from RMIT University and a Public Practice Certificate from the Chartered Accountants Australia and New Zealand.

**Mr Nathan Jong**

Joint Company Secretary

Mr Jong is a qualified chartered secretary, chartered accountant and Fellow of the Governance Institute of Australia with over 10 years of experience in providing finance and corporate compliance advisory services to a range of businesses including multinational ASX/NASDAQ listed companies. Mr Jong is a corporate governance manager with Acclime.

### **3 Details and effect of the Offer**

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#### **3.1 Purpose of Prospectus**

The Company has been suspended from trading on the ASX for more than 5 days in the last 12 months and as a result was precluded from issuing a 'cleansing' notice in accordance with section 708A(5) of the Corporations Act to ensure the New Shares are not subject to on-sale restrictions. This Prospectus has been prepared primarily to facilitate the secondary trading of the New Shares issued under this Prospectus and remove the on-sale restrictions.

An additional purpose of the Prospectus is to remove any restrictions on the secondary trading that may have attached, or would attach, to any other Shares issued by the Company prior to the Closing Date.

Relevantly, section 708A(11) of the Corporations Act provides that a sale offer does not need disclosure to investors if:

- (a) the relevant securities are in a class of securities of the company that are already quoted on ASX;
- (b) a prospectus is lodged with ASIC either:
  - (i) on or after the day on which the relevant securities were issued (section 708A(11)(b)(i)); or
  - (ii) before the day on which the relevant securities were issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued (section 708A(11)(b)(ii)); and
- (c) the prospectus is for an offer of securities issued by the company that are in the same class of securities as the relevant securities.

#### **3.2 Overview of Offer**

This Offer is for an issue of up to 124,888,889 New Shares to Lind in accordance with the terms of the Subscription Agreement.

On receipt of a Subscription Notice from Lind, the Company will issue New Shares at the Subscription Price. At the date of this Prospectus, the Subscription Price is \$0.005 per New Share.

The Offer is only available to Lind and an Application Form will be provided to Lind only. Lind should be aware that an investment in Chimeric involves risks. The key risks identified by Chimeric are set out in section 6 of this Prospectus.

#### **3.3 Timetable**

The indicative timetable for the Offer is set out in Section 1.2.

The Directors may withdraw this Prospectus or an Offer at any time prior to the issue of New Shares pursuant to that Offer.

### 3.4 Minimum subscriptions

There is no minimum subscription under the Offer.

### 3.5 Underwriting

The Offer is not underwritten.

### 3.6 ASX quotation

Application for official quotation of the New Shares offered pursuant to this Prospectus will be made in accordance with the timetable. If ASX does not grant official quotation of the New Shares offered pursuant to this Prospectus before the expiration of three months after the date of issue of the Prospectus, (or such period as varied by ASIC), the Company will not issue any and will repay all application monies for the Shares within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant Official Quotation to the New Shares is not to be taken in any way as an indication of the merits of the Company or the New Shares now offered.

### 3.7 Impact on control

The below table sets out the number of Shares and voting power held by the substantial holders at the date of this Prospectus and after completion of Offer (based on the issue of New Shares as set out under sections 1.1 Background and 1.2 Summary of Offer details):

	At the date of this Prospectus			Following completion of the Offer		
Shareholder	Shares	Voting	Options	Shares	Voting	Options
Mr Paul Hopper	194,994,574	12.4%	111,580,882	194,994,574	11.5%	111,580,882

The Offer will not have a material impact on the control (as defined by section 50AA of the Corporations Act) of the Company. No investor or existing Shareholder will have a voting power greater than 20% as a result of the completion of the Offer.

The issue of the New Shares under this Prospectus is not expected to have any material effect on the control of the Company.

### 3.8 Financial position

The effect of the Offer on the financial position of the Company is set out in section 5.

### 3.9 Taxation considerations

The taxation consequences of an investment in the Company depend upon your particular circumstances. You should make your own enquiries about the taxation consequences of an investment in the Company. If you are in doubt about the course you should follow, you should consult your accountant, stockbroker, solicitor or other professional advisor.

### 3.10 Foreign selling restrictions

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



The Prospectus does not constitute an offer or invitation in any jurisdiction where, or to any person to whom, the offer or invitation would be unlawful. The distribution of this Prospectus in jurisdictions outside Australia and New Zealand may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of those restrictions. Any failure to comply with the restrictions may constitute a violation of applicable securities laws.

Lind warrants and represents that they will not offer or sell the New Shares in the United States or in any other jurisdiction outside Australia or New Zealand, or to a United States person, except in transactions exempt from registration under the US Securities Act 1933 as amended, and in compliance with all applicable laws in the jurisdiction in which the New Shares are offered and sold.

### **Withdrawal**

The Company reserves the right to withdraw the Offer, at any time before the allotment of the New Shares.

### **3.11 Enquiries**

If you have questions about the Offer, please contact the share registry, Boardroom Pty Limited, on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia).

## **4 How to apply**

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### **4.1 How to apply**

Applications for New Shares offered under this Prospectus must only be made at the direction of the Company and must be made using the Application Form accompanying this Prospectus. The Offer is only available to those who are personally invited to accept the Offer. Accordingly, Application Forms will only be provided by the Company to these parties.

The Company may determine in its discretion whether to accept any or all Applications.

Completed Application Forms should be delivered to the Company in accordance with the instructions on the Application Form.

### **4.2 Application Form is binding**

A completed and lodged Application Form constitutes a binding offer to acquire New Shares on the terms of this Prospectus and cannot be withdrawn.

If the Application Form is not completed correctly, it may still be treated as a valid application for New Shares. The Directors' (or their delegates) decision whether to treat an acceptance as valid and how to construe, amend or complete the Application Form is final.

By completing and returning your personalised Application Form, you will also be taken to have acknowledged, represented and warranted on behalf of each person on whose account you are acting that you:

- (a) are not a person to whom it would be illegal to make an offer or issue New Shares under the Offer; and
- (b) acknowledge that the New Shares have not been, and will not be, registered under the US Securities Act of 1933 or under the laws of any other jurisdiction outside Australia or New Zealand.

### **4.3 Validity of Application Forms**

An Application Form may only be distributed with, attached to or accompany a complete and unaltered copy of this Prospectus.

By completing and lodging an Application Form received with this Prospectus, Lind represents and warrants that it has personally received a complete and unaltered copy of this Prospectus before completing the Application Form.

The Company does not accept a completed Application Form if it has reason to believe Lind has not received a complete copy of the Prospectus or it has reason to believe that the Application Form has been altered in any way.

### **4.4 Information Availability**

Applicants can obtain a copy of this Prospectus from Chimeric's website at [www.chimerictherapeutics.com](http://www.chimerictherapeutics.com) or by calling the share registry on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) at any time from 8.30 am to 5.00 pm (Sydney time).

Shareholders who access the electronic version of this Prospectus should ensure that they download and read the entire Prospectus. The electronic version of this Prospectus will not include an Application Form. A replacement Application Form can be requested by calling the share registry.

## 5 Financial information

### 5.1 Historical and pro forma consolidated balance sheet as at 30 June 2024

This section contains a summary of the historical financial information for Chimeric as at 30 June 2024 (**Historical Financial Information**) and a pro-forma historical statement of the financial position as at 30 June 2024 (**Pro Forma Historical Financial Information**) (collectively, **Financial Information**). The Financial Information has been prepared to illustrate the effect of the Offer.

	30 June 2024 Historical	Offer	30 June 2024 Pro forma
	\$	\$	\$
<b>ASSETS</b>			
<b>Current assets</b>			
Cash and cash equivalents	3,053,001	(30,000)	3,023,001
Trade and other receivables	86,588	-	86,588
Other current assets	82,508	-	82,508
<b>Total current assets</b>	<b>3,222,097</b>	<b>(30,000)</b>	<b>3,192,097</b>
<b>Non-current assets</b>			
Property, plant and equipment	685	-	685
Intangible assets	12,010,372	-	12,010,372
Other financial assets	40,000	-	40,000
<b>Total non-current assets</b>	<b>12,051,057</b>	<b>-</b>	<b>12,051,057</b>
<b>Total assets</b>	<b>15,273,154</b>	<b>(30,000)</b>	<b>15,243,154</b>
<b>Current liabilities</b>			
Trade and other payables	6,195,889	-	6,195,889
Other financial liabilities	3,594,474	(624,444)	2,970,030
Employee benefit obligations	306,600	-	306,600
<b>Total current liabilities</b>	<b>10,096,963</b>	<b>(624,444)</b>	<b>9,472,519</b>
<b>Non-current liabilities</b>			
Other financial liabilities	2,706,123	-	2,706,123
<b>Total non-current liabilities</b>	<b>2,706,123</b>	<b>-</b>	<b>2,706,123</b>
<b>Total liabilities</b>	<b>12,803,086</b>	<b>(624,444)</b>	<b>12,178,642</b>
<b>Net assets</b>	<b>2,470,068</b>	<b>594,444</b>	<b>3,064,512</b>
<b>EQUITY</b>			
Share capital	63,510,730	624,444	64,135,174
Other reserves	5,518,895	(30,000)	5,488,895
Accumulated losses	(66,559,557)	-	(66,559,557)
<b>Total equity</b>	<b>2,470,068</b>	<b>594,444</b>	<b>3,064,512</b>

### 5.2 Basis of preparation of financial information

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

The stated basis of preparation for the Pro Forma Historical Financial Information is in a manner consistent with the recognition and measurement principles of the Australian Accounting Standards applied to the Historical Financial Information and the events or transactions to which the pro forma adjustments relate, as described in this section of the Prospectus, as if those events or transactions had occurred as at 30 June 2024.

### 5.3 Pro-forma adjustments to consolidated balance sheet

The Pro Forma Historical Financial Information has been derived from the Historical Financial Information and has been prepared on the basis that the following significant transactions occurred as at 30 June 2024:

- (a) The issue of up to 124,888,889 New Shares under the Offer, and estimated offer costs of \$30,000.

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

### 5.4 Pro forma cash flow statement as at 30 June 2024

The Company's pro forma historical cash position at 30 June 2024 adjusted for the Offer is derived from actual cash as follows:

	\$
Cash as at 30 June 2024	3,053,001
Gross proceeds of the Offer <sup>(1)</sup>	-
Offer costs of the Offer	(30,000)
Pro forma historical cash balance	3,023,001

- (1) Note that funds under the Subscription Agreement were received in June 2023 and January 2024 and were applied to support the clinical trial pipeline and therapy portfolio and working capital.

## **6 Risk factors**

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### **6.1 Specific investment risks**

#### **Dependence upon licence agreements**

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

#### **Pipeline product in development and not approved for commercial sale**

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

#### **Clinical trial risk**

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

#### **Regulatory and reimbursement approvals**

The research, development, manufacture, marketing and sale of products using the Company's technology are subject to varying degrees of regulation by a number of government authorities in Australia and overseas. Products developed using the Company's technology must undergo a comprehensive and highly regulated development and review process before receiving approval for marketing. The process includes the provision of clinical data relating to the quality, safety and efficacy of the products for their proposed use. Products may also be submitted for reimbursement approval. The availability and timing of that reimbursement approval may have an impact upon the uptake and profitability of products in some jurisdictions. Furthermore, any of the products utilising the Company's technology may be shown to be unsafe, non-efficacious,

difficult or impossible to manufacture on a large scale, uneconomical to market, compete with superior products marketed by third parties or not be as attractive as alternative treatments.

### **Commercialisation of products and potential market failure**

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

### **Dependence upon key personnel**

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

### **Arrangements with third-party collaborators**

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

### **Risk of delay and continuity of operations**

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

### **Competition**

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

### **Requirement to raise additional funds**

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

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

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

### **Growth**

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

### **Manufacturing**

Manufacturing processes may result in product batches not meeting minimum specifications, raw material components not being sourced to specification. The manufacturing process may encounter process issues not previously identified and controlled, and there may be non-controllable disruptions to the operations of the products, contract manufacturers. These factors may lead to delay or non-supply of product and/or adverse regulatory outcomes.

The Company mitigates this risk by working very closely with its suppliers to ensure scheduling fits forecast requirements and that the manufacturing processes are actively managed. New suppliers are subject to due diligence processes and key relationships are developed with regulatory agencies to support the Group in the event of supply chain disruption.

### **Intellectual property**

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

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

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

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

## **6.2 General investment risks**

### **Share market investments**

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

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

### **General economic conditions**

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

### **Accounting standards**

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

### **Tax risks**

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

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

### **Litigation**

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

## **6.3 Cautionary statement**

Statements in this Prospectus may be forward looking statements.

Forward looking statements can be identified by the use of forward-looking terminology such as, but not limited to, 'may', 'will', 'expect', 'anticipate', 'estimate', 'would be', 'believe', or 'continue' or the negative or other variations of comparable terminology. These statements are subject to



risks and uncertainties that could cause actual results to differ materially from those projected. The Directors' expectations, beliefs and projections are expressed in good faith and are believed to have a reasonable basis. They are based on, among other sources, the examination of historical operating trends, data in the Company's records and other data available from third parties. There can be no assurance, however, that the Directors' expectations, beliefs or projections will give the results projected in the forward-looking statements. Investors should not place undue reliance on these forward-looking statements.

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

## **7 Material agreements**

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### **7.1 Key documents**

The Board considers that certain agreements relating to Chimeric are significant to the Offer, the operations of Chimeric or may be relevant to investors. A description of material agreements or arrangements, together with a summary of the more important details of each of these agreements is set out below.

### **7.2 Constitution**

Below is a summary of the key provisions of Chimeric's Constitution. This summary is not exhaustive, nor does it constitute a definitive statement of a Shareholder's rights and obligations.

#### **Shares**

The Directors are entitled to issue and cancel Shares in the capital of Chimeric, grant Options over unissued shares and settle the manner in which fractions of a Share are to be dealt with. The Directors may decide the persons to whom, and the terms on which, Shares are issued or Options are granted as well as the rights and restrictions that attach to those Shares or Options.

The Constitution also permits the issue of preference shares on terms determined by the Directors.

Chimeric may also sell a Share that is part of an unmarketable parcel of shares under the procedure set out in the Constitution.

#### **Variation of class rights**

The rights attached to any class of Shares may, unless their terms of issue state otherwise, only be varied with the consent in writing of members holding at least three-quarters of the Shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of Shares of that class.

#### **Restricted securities**

If the ASX classifies any of Chimeric's share capital as restricted securities, then the restricted securities must not be disposed of during the escrow period and Chimeric must refuse to acknowledge a disposal of the restricted securities during the escrow period, except as permitted under the Listing Rules or by the ASX.

#### **Share certificates**

Subject to the requirements of the Corporations Act, the Listing Rules or the ASX Settlement Operating Rules, Chimeric need not issue share certificates if the Directors so decide.

#### **Calls**

The Directors may, from time to time, call upon Shareholders for unpaid monies on their shares. The Directors must give Shareholders notice of a call at least 30 business days before the amount called is due, specifying the time and place of payment. If a call is made, Shareholders are liable to pay the amount of each call by the time and at the place specified.

A call is taken to have been made when a Directors' resolution passing the call is made or on any later date fixed by the Board. A call may be revoked or postponed at the discretion of the Directors.

### **Forfeiture and lien**

Chimeric may forfeit Shares to cover any call, or other amount payable in respect of Shares, which remains unpaid following any notice to that effect sent to a Shareholder. Forfeited Shares become the property of Chimeric and the Directors may sell, reissue or otherwise dispose of the Shares as they think fit.

A person whose Shares have been forfeited may still be required to pay Chimeric all calls and other amounts owing in respect of the forfeited Shares (including interest) if the Directors so determine.

Chimeric has a first and paramount lien for unpaid calls, instalments and related interest and any amount it is legally required to pay in relation to a Shareholder's Shares. The lien extends to all distributions relating to the Shares, including dividends.

Chimeric's lien over Shares will be released if it registers a transfer of the Shares without giving the transferee notice of its claim.

### **Share transfers**

Shares may be transferred by any method permitted by the Corporations Act, the Listing Rules or the ASX Settlement Operating Rules or by a written transfer in any usual form or in any other form approved by the Directors. The Directors may refuse to register a transfer of Shares where it is not in registrable form, Chimeric has a lien over any of the Shares to be transferred or where it is permitted to do so by the Listing Rules or the ASX Settlement Operating Rules.

### **General meetings**

Each Shareholder, Director and auditor is entitled to receive notice of and attend any general meeting of Chimeric. Two Shareholders must be present to constitute a quorum for a general meeting and no business may be transacted at any meeting except the election of a chair and the adjournment of the meeting, unless a quorum is present when the meeting proceeds to business.

### **Voting rights**

Subject to any rights or restrictions attached to any Shares or class of shares, on a show of hands each Shareholder present has one vote and, on a poll, one vote for each fully paid Share held, and for each partly paid Share, a fraction of a vote equivalent to the proportion to which the Share has been paid up. Voting may be in person or by proxy, attorney or representative.

### **Remuneration of Directors**

Each Director is entitled to remuneration from Chimeric for his or her services as decided by the Directors but the total amount provided to all Directors for their services as Directors must not exceed in aggregate in any financial year the amount fixed by Chimeric in general meeting. The remuneration of an executive Director must not include a commission on, or a percentage of, profits or operating revenue.

Remuneration may be provided in the manner that the Directors decide, including by way of non-cash benefits. There is also provision for Directors to be paid extra remuneration (as determined by the Directors) if they devote special attention to the business of Chimeric or otherwise perform

services which are regarded as being outside of their ordinary duties as Directors or, at the request of the Directors, engage in any journey on Chimeric's business.

Directors are also entitled to be paid all travelling and other expenses they incur in attending to Chimeric's affairs, including attending and returning from general meetings or Board meetings, or meetings of any committee engaged in Chimeric's business.

### **Interests of Directors**

A Director who has a material personal interest in a matter that is being considered by the Board must not be present at a meeting while the matter is being considered nor vote on the matter, unless the Corporations Act allows otherwise.

### **Election and retirement of Directors**

There must be a minimum of three Directors and a maximum of 12 Directors unless Chimeric in general meeting resolves otherwise.

Where required by the Corporations Act or Listing Rules, Chimeric must hold an election of directors each year. No Director, other than the managing director, may hold office without re-election beyond the third annual general meeting following the meeting at which the Director was last elected or re-elected. A Director appointed to fill a casual vacancy, who is not a managing Director, holds office until the conclusion of the next annual general meeting following his or her appointment. If there would otherwise not be a vacancy, and no Director is required to retire, then the director who has been longest in office since last being elected must retire.

If a number of Directors were elected on the same day, the Directors to retire is (in default of agreement between them) determined by ballot.

### **Dividends**

If the Directors determine that a final or interim dividend is payable, it is (subject to the terms of issue on any Shares or class of Shares) paid on all Shares proportionate to the amount for the time being paid on each Share. Dividends may be paid by cash, electronic transfer or any other method as the Board determines.

The Directors have the power to capitalise and distribute the whole or part of the amount from time to time standing to the credit of any reserve account or otherwise available for distribution to Shareholders. The capitalisation and distribution must be in the same proportions which the Shareholders would be entitled to receive if distributed by way of a dividend.

Subject to the Listing Rules, the Directors may pay a dividend out of any fund or reserve or out of profits derived from any source.

### **Proportional takeover bids**

Chimeric may prohibit registration of transfers purporting to accept an offer made under a proportionate takeover bid unless a resolution of Chimeric has been passed approving the proportional takeover bid under the provisions of the Constitution.

The rules in the Constitution relating to proportional takeover bids cease on the third anniversary of the adoption of the Constitution, or the renewal of the rules, unless renewed by a special resolution of Shareholders.

## Indemnities and insurance

Chimeric must indemnify current and past Directors and other executive officers (**Officers**) of Chimeric on a full indemnity basis and to the fullest extent permitted by law against all liabilities incurred by the Officer as a result of their holding office in Chimeric or a related body corporate.

Chimeric may also, to the extent permitted by law, purchase and maintain insurance, or pay or agree to pay a premium for insurance, for each Officer against any liability incurred by the Officer as a result of their holding office in Chimeric or a related body corporate.

### 7.3 Lind agreements

As announced to the ASX on:

- (a) 23 June 2023, the Company entered into a share subscription agreement which provides an investment of \$3.1 million (**Initial Subscription Agreement**); and
- (b) 4 January 2024, the Initial Subscription Agreement was amended to provide a further investment of \$1 million (**Additional Subscription Agreement**),

together the **Subscription Agreement**, with Lind Global Fund II, LP an entity managed by New York-based The Lind Partners (**Lind**). Lind invests in small and mid-cap companies publicly traded in the US, Canada, Australia and the UK.

The Subscription Agreement is a staged private placement with Lind which secures up to \$10.1 million in funding for the Company. Funds raised will support the clinical trial pipeline and therapy portfolio and are otherwise for general working capital of the Company.

In accordance with the Subscription Agreement, on or about 29 June 2023 (**Advance Payment Date**), the Company:

- (a) received net proceeds of \$3.1 million from Lind (**Advance Payment**) which Lind can use to subscribe for Shares to a deemed value of \$3.41 million (**Subscription Shares**) within 24 months from the Advance Payment Date, unless extended (**Term**); and
- (b) issued to Lind 24,000,000 Shares (**Initial Shares**) which may subsequently be applied towards satisfying the Company's issue of Subscription Shares or repayment obligations under the Subscription Agreement. If at the expiration of the Term, or upon termination of the Subscription Agreement, there are still Initial Shares that have not been applied towards Subscription Shares or repayment, Lind is required to pay for any remaining Initial Shares at the price which is the lesser of:
  - (i) \$0.048 per share; and
  - (ii) 90% of the average of the three lowest daily VWAPs during the 20 trading days prior to the subscription,

(**Subscription Price**).

Lind may elect when to provide the Company with subscription notices for the issue of Subscription Shares to the aggregate value of \$3.41 million over the Term (**Subscription Notice**), subject to the following (**Subscription Amount**):

- (a) until 31 August 2023, any subscriptions by Lind were required to be at a fixed price of \$0.048;

- (b) from 1 September 2023 until 30 June 2024, any subscriptions by Lind were required to be either at:
  - (i) \$0.048 per share, with the aggregate subscription amount unlimited; or
  - (ii) a price equal to 90% of the average of the three lowest daily VWAPs during the 20 trading days prior to each subscription date (which for illustration only was \$0.033 per share on 23 June 2023 when the Placement Agreement was announced) with the aggregate subscription amount in any one month at the Subscription Price limited to \$120,000; and
- (c) from 1 July 2024 until 29 June 2025, any subscriptions by Lind will be at the Subscription Price.

Lind may, at its sole discretion, increase the maximum monthly aggregate Subscription Amount to \$400,000, for two months only.

Where the Subscription Price for a subscription will be less than \$0.048 per share, the Company can elect, upon receipt of a subscription notice, to repay the value of the Subscription Shares to be issued in cash at 115% of the Subscription Amount (instead of issuing the Subscription Shares). Any Advance Payment remaining at the expiry of the Term, will be subscribed for at the Subscription Price.

The Company can also elect, at any time after 31 July 2023, to repay in full the then remaining balance of the Advance Payment value of \$3.41 million, although the Company must first provide Lind with the ability to subscribe, in accordance with the Subscription Agreement for one-third of that amount.

Under the Subscription Agreement, the Company's obligation to issue the Initial Shares and Subscription Shares is limited to a maximum of 103,333,333 Shares (**Maximum**). If the Company wishes to issue more Shares than the Maximum, the Company must obtain Shareholder approval for the issue or Shareholder ratification for the past issue of Subscription Shares. Where Shareholders ratify a past issue of Subscription Shares, the applicable number of Subscription Share will become available again for issue under the Maximum.

In accordance with the Additional Subscription Agreement, Lind provided a further funding via the Subscription Agreement under the same terms as included above, with the following inclusions:

- (d) the Company received \$1 million from Lind which Lind can use to subscribe for Shares to a deemed value of \$1.1 million; and
- (e) the Company grant Lind 17,241,379 options for nil consideration with an exercise price of \$0.036 per Option and will expire four years after issue. The terms of these options were included in the notice of extraordinary meeting announced on 13 May 2024 and approved at the extraordinary general meeting held on 11 June 2024.

#### **7.4 Documents available for inspection**

Copies of the following documents are available for inspection during normal office hours at the registered office of the Company for 13 months after the date of this Prospectus:

- (a) the constitution of Chimeric; and
- (b) the consents to the issue of this Prospectus.

## 8 Additional information

### 8.1 Principal effect of the Offer on the Company

The principal effects of the Offer will be to increase the number of Shares on issue from 1,575,149,846 Shares to 1,700,038,735 Shares.

### 8.2 Continuous reporting and disclosure obligations

This Prospectus is a 'transaction specific prospectus' issued under section 713 Corporations Act as a prospectus for the issue of options to acquire continuously quoted securities.

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

The Company is subject to regular reporting and disclosure obligations because it is a 'disclosing entity' for the purposes of the Corporations Act. Additionally, as a listed company, Chimeric is subject to the Listing Rules which require disclosure to ASX of any information the Company has which a reasonable person would expect to have a material effect on the price or value of its Shares.

Copies of ASX announcements are available on the ASX website or the Company's website at [www.chimerictherapeutics.com](http://www.chimerictherapeutics.com).

The Company's ASX announcements since the previous prospectus issued on 30 June 2024 to the date of this Prospectus are set out below.

Date	Announcements
31/07/2024	Quarterly Activities/Appendix 4C Cash Flow Report
02/08/2024	Application for quotation of securities - CHM
02/08/2024	Notice under section 708A
09/08/2024	Chimeric partnering with Cell Therapies Australia
13/08/2024	Chimeric receives \$1.5 M advance on FY24 R&D tax incentive
16/08/2024	Phase 1/2 CHM CDH17 CAR-T GMP Manufacturing Complete
28/08/2024	First patient dosed in Phase 1/2 trial of CHM CDH17
30/08/2024	Appendix 4E and Preliminary Final Report
30/08/2024	Application for quotation of securities - CHM
30/08/2024	Notification regarding unquoted securities - CHM
30/08/2024	Notice under section 708A
11/09/2024	University of Pennsylvania joins CHM CDH17 Phase 1/2 trial
20/09/2024	Application for quotation of securities - CHM
20/09/2024	Notice under section 708A
25/09/2024	Achieve Clinics collaboration to expand reach of CHM CDH17
01/10/2024	Suspension from Quotation
04/10/2024	2024 Annual Report update
07/10/2024	AML patient achieves Complete Response in CHM CORE-NK trial

Date	Announcements
11/10/2024	2024 Annual Report update
14/10/2024	Notice of Annual General Meeting
16/10/2024	Change in substantial holding – PH
21/10/2024	\$5 million Placement to progress CHM CDH17 trial
21/10/2024	Proposed issue of securities - CHM
21/10/2024	Proposed issue of securities - CHM
21/10/2024	Annual Report 2024
21/10/2024	Corporate Governance Statement and Appendix 4G
21/10/2024	ESG Report
21/10/2024	Reinstatement to Official Quotation
24/10/2024	Application for quotation of securities – CHM
24/10/2024	Dose finding complete in ADVENT-AML Phase 1b clinical trial
24/10/2024	Investor webinar
30/10/2024	Quarterly Activities/Appendix 4C Cash Flow Report
05/11/2024	Notice of Extraordinary General Meeting December 2024
05/11/2024	Application for quotation of securities - CHM
05/11/2024	Notice under section 708A
12/11/2024	AGM Presentation and CEO Appointment
12/11/2024	Results of Meeting
14/11/2024	Constitution
28/11/2024	Chimeric receives \$4.17m R&D tax incentive
04/12/2024	Presentation to Extraordinary General Meeting
04/12/2024	Results of Meeting
09/12/2024	Application for quotation of securities - CHM
09/12/2024	Notice under section 708A
10/12/2024	Notification regarding unquoted securities - CHM
10/12/2024	Application for quotation of securities - CHM
10/12/2024	Notice under section 708A
10/12/2024	Update - Notification regarding unquoted securities - CHM
11/12/2024	Change in substantial holding - PH
13/12/2024	Notification regarding unquoted securities - CHM
13/12/2024	Change of Director's Interest Notice PH
16/12/2024	Phase 1B CHM CORE-NK trial advances to newly diagnosed AML
23/12/2024	Notification regarding unquoted securities - CHM
23/12/2024	Notification of cessation of securities – CHM



<b>Date</b>	<b>Announcements</b>
23/12/2024	Notification regarding unquoted securities - CHM
31/01/2025	Quarterly Activities/Appendix 4C Cash Flow Report
10/02/2025	UChicago Medicine joins CHM CDH17 trial
11/02/2025	Proposed issue of securities - CHM

In addition, copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an office of ASIC.

The information in the Annual Report and the ASX announcements described in the table above may be of interest to investors and their financial advisers as these documents contain information regarding the Company's financial position and operations that investors may consider relevant to any decision to apply for New Shares under the Offer.

The Directors rely upon section 712(3) Corporations Act with the inclusion by reference of:

- (a) the Annual Report; and
- (b) the Company's ASX announcements since 30 June 2024 set out in the table above, for the purposes of section 711 Corporations Act.

### **8.3 Rights attaching to New Shares**

The rights attaching to the New Shares, which are the same as the Existing Shares, are set out in the Company's constitution and summarised in section 7.2 of this Prospectus.

### **8.4 Existing Options**

<b>ASX security code and description</b>	<b>Total number of securities on issue</b>
CHMAAB - performance rights	7,227,904
CHMAC - options	624,999,999
CHMAD - options	2,750,000
CHMAY - options	289,727,334

The Board considers it is unlikely that any Existing Options will be exercised in the immediately foreseeable future. However, if any Existing Options are exercised including prior to the expiry of this Prospectus, any proceeds raised will be applied to the general working capital of Chimeric.

### **8.5 Litigation**

To the best of the Directors' knowledge and belief, no litigation, mediation, conciliation or administrative proceeding is taking place, pending or threatened against the Company.

### **8.6 Consents and disclaimers of responsibility**

None of the parties referred to below has made any statement that is included in this Prospectus or any statement on which a statement made in this Prospectus is based, except as specified below. Each of the parties referred to below, to the maximum extent permitted by law, expressly disclaims, and takes no responsibility for, any part of this Prospectus, other than the reference to

its name and the statement included in this Prospectus with the consent of that party, as specified below.

McCullough Robertson has given, and has not withdrawn, its written consent to be named as lawyers to the Company in the form and context in which it is named.

Boardroom Pty Ltd has given, and not withdrawn, its written consent to be named as share registrar in the form and context in which it is named.

## **8.7 Interests of experts and advisors**

Except as set out in this Prospectus:

- (a) no person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus has any interest or has had any interest during the last two years:
  - (i) in the formation or promotion of Chimeric;
  - (ii) in property acquired or proposed to be acquired by Chimeric in connection with its formation or promotion or the offer of the New Shares; or
  - (iii) the offer of the New Shares; and
- (b) no amount has been paid or agreed to be paid, and no benefit has been given, or agreed to be given, to any person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus in connection with the services provided by the person in connection with the:
  - (i) formation or promotion of Chimeric, or
  - (ii) offer of the New Shares.

McCullough Robertson has acted as legal advisor to the Company for the Offer and has provided legal advice on the Offer. McCullough Robertson will be paid an amount of \$10,000 (GST exclusive) for these services.

## **8.8 Substantial Shareholders**

The following Shareholders have a substantial holding in Chimeric:

<b>Shareholder</b>	<b>Shares</b>	<b>Percentage interest</b>
Mr Paul Hopper	194,994,574	12.4%

The table above shows the current shareholding of each substantial Shareholder and not the position after participating in the Offer (to the extent they are eligible to participate in the Offer).

## 8.9 Interests of Directors

Other than as set out above or elsewhere in this Prospectus:

- (a) no Director or proposed Director of Chimeric has, or has had in the two years before lodgment of this Prospectus, any interest in:
  - (i) the formation or promotion of Chimeric;
  - (ii) any property acquired or proposed to be acquired by Chimeric in connection with the formation or promotion or the offer of the New Shares; or
  - (iii) the offer of the New Shares, and
- (b) no amounts have been paid or agreed to be paid and no benefit has been given or agreed to be given, to any Director or proposed Director of Chimeric either:
  - (i) to induce him or her to become, or to qualify him or her as, a Director, or
  - (ii) otherwise for services rendered by him or her in connection with the formation or promotion of Chimeric or the offer of the New Shares.

## Shareholdings

The Directors or their associates have a beneficial interest in the following Existing Shares at the date of this Prospectus:

Director	Shareholder	Existing Shares	Existing Options
Mr Phillip Hains	Mr Phillip Hains and associates	10,326,028	nil
Mr Paul Hopper	Mr Paul Hopper and associates	194,994,574	111,580,882
Dr Lesley Russell	Dr Lesley Russell	1,739,130	2,750,000
Mr Eric Sullivan	Mr Eric Sullivan	nil	2,750,000

## Payments to Directors

The constitution of Chimeric provides that the Directors may be paid, as remuneration for their services, a sum set from time to time by the Shareholders in general meeting, with that sum to be divided among the Directors as they agree.

The maximum aggregate amount which has been approved by the Shareholders for payment to the Directors is \$500,000 per annum. The current fees are \$250,000 per annum for the Executive Chairman and \$50,000 per annum for each of the non-executive directors.

## 8.10 CHESS

The Company will apply for the New Shares to participate in CHESS. An Applicant who is issued New Shares under the Offer will receive a shareholding statement instead of a share certificate. It sets out the number of New Shares issued to the successful Applicant.

The shareholding statement also provides details of the Shareholder's HIN (in the case of a holding on the CHESS sub-register) or SRN (in the case of a holding on the issuer sponsored sub-register).

Shareholders need to quote their HIN or SRN, as applicable, in all dealings with a stockbroker or the share registry. Further statements are given to Shareholders showing changes in their shareholding during a particular month. Additional statements may be requested at any time, although the Company reserves the right to charge a fee for them.

#### **8.11 Taxation implications**

The Directors do not consider that it is appropriate to give potential Applicants advice regarding the taxation consequences of applying for New Shares under this Prospectus, as it is not possible to provide a comprehensive summary of the possible taxation positions for potential Applicants.

Neither the Company nor any of its advisors or officers accept any responsibility or liability for any taxation consequences to potential Applicants in relation to the Offer. Potential Applicants should, therefore, consult their own tax adviser in connection with the taxation implications of the Offer.

#### **8.12 Electronic Prospectus**

This Prospectus is available in electronic form at [www.chimerictherapeutics.com](http://www.chimerictherapeutics.com). Any person receiving this Prospectus electronically will, on request, be sent a paper copy of the Prospectus by Chimeric free of charge.

The Application Form may only be distributed attached to a complete and unaltered copy of the Prospectus. The Application Form included with this Prospectus contains a declaration that the investor has personally received the complete and unaltered Prospectus before completing the Application Form.

Chimeric will not accept a completed Application Form if it has reason to believe that the Applicant has not received a complete paper copy or electronic copy of the Prospectus or if it has reason to believe that the Application Form or electronic copy of the Prospectus has been altered in any way.

While Chimeric believes that it is extremely unlikely that during the period of the Offer the electronic version of the Prospectus will be altered in any way, Chimeric cannot give any absolute assurance that this will not occur. Any investor in doubt about the validity or integrity of an electronic copy of the Prospectus should immediately request a paper copy of the Prospectus directly from Chimeric or a financial advisor.

#### **8.13 Privacy**

Eligible Shareholders may be asked to give personal information to Chimeric directly, and through the share registry, such as name, address, telephone and fax numbers, tax file number and account details. The Company and the share registry collect, hold and use that personal information to provide facilities and services to Eligible Shareholders and undertake administration. Access to information may be disclosed by the Company to its agents and service providers on the basis that they deal with the information under the *Privacy Act 1988* (Cth). The Company's privacy policy sets out how Shareholders may request access to and correction of their personal information held by or on behalf of the Company (by contacting the share registry), how Shareholders can complain about privacy related matters and how the Company responds to complaints.

#### **8.14 Costs of the Offer**

The total estimated expenses of the Offer will be paid by the Company from its cash reserves.

### **8.15 Authorisation**

This Prospectus is issued by the Company. Each Director has consented to the lodgment of the Prospectus with ASIC.

Dated 12 February 2025

A handwritten signature in black ink, appearing to read 'Paul Hopper', written over a horizontal line.

**Mr Paul Hopper**  
Executive Chairman

## 9 Glossary

In this document:

<b>Additional Subscription Agreement</b>	means the amendment deed to the Initial Subscription Agreement dated 4 January 2024.
<b>Annual Report</b>	means the annual report of the Company for the financial year ended 30 June 2024 which includes audited financial statements for the financial year ended 30 June 2024 and the auditor's report, which was lodged with ASX and ASIC on 21 October 2024.
<b>Applicant</b>	means a person who applies for New Shares under and in accordance with this Prospectus.
<b>Application</b>	means a valid application for New Shares offered under this Prospectus.
<b>Application Form</b>	means the application form that accompanies this Prospectus.
<b>ASIC</b>	means the Australian Securities and Investments Commission.
<b>ASX</b>	means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
<b>Board</b>	means the board of directors of the Company.
<b>Business Day</b>	means a business day as defined in the Listing Rules.
<b>CHESS</b>	means Clearing House Electronic Subregister System, operated by ASX Settlement.
<b>Company or Chimeric</b>	means Chimeric Therapeutics Limited ACN 638 835 828.
<b>Corporations Act</b>	means <i>Corporations Act 2001</i> (Cth).
<b>Directors</b>	means the directors of the Company.
<b>Existing Options</b>	means the Options already on issue in Chimeric and referred to in section 8.4 of this Prospectus.
<b>Existing Shareholders</b>	means Shareholders before the date of this Prospectus.
<b>Existing Shares</b>	means the Shares already on the date of this Prospectus.
<b>Initial Subscription Agreement</b>	means a share subscription agreement entered into by the Company and Lind on 23 June 2023.
<b>Lind</b>	means Lind Global Fund II LP.
<b>Listing Rules</b>	means the Listing Rules of ASX and any other rules of ASX which are applicable while the Company is admitted to the Official List of ASX, each as amended or replaced from time to time, except to the extent of any express written waiver by ASX.
<b>New Shares</b>	means up to 124,888,889 Shares offered by Chimeric to Lind under this Prospectus.
<b>Offer</b>	means the issue of New Shares by Chimeric to Lind as approved at the annual general meeting held on 12 November 2024.
<b>Prospectus</b>	means this document, including the Application Form.

<b>Securities</b>	means has the meaning given to that term in section 761A of the Corporations Act and includes a Share and an Option.
<b>Share Registry</b>	means Boardroom Pty Limited.
<b>Shareholders</b>	means a person who is the registered holder of Shares.
<b>Shares</b>	means fully paid ordinary shares in Chimeric.
<b>Subscription Agreement</b>	means the Initial Subscription Agreement and Additional Subscription Agreement.
<b>Subscription Price</b>	means the Subscription Price set out in the Subscription Agreement, being the lesser of: (c) 90% of the average of the lowest three daily VWAPs during the 20 Actual Trading Days immediately prior to the date on which the Subscription Price is to be determined, rounded down to the lowest A\$0.001; and (d) \$0.048.
<b>Us or we</b>	means the Company.
<b>You</b>	means the investors under this Prospectus.

## Corporate directory

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### **Company**

Chimeric Therapeutics Limited ACN 638 835 828  
Suite 1, Level 3, 62 Lygon Street  
Carlton South, VIC 3053  
[www.chimerictherapeutics.com](http://www.chimerictherapeutics.com)

### **Directors**

Mr Paul Hopper – Executive Chair  
Dr Lesley Russell – Non-Executive Director  
Mr Phillip Hains – Non-Executive Director  
Mr Eric Sullivan – Non-Executive Director

### **Joint Company Secretary**

Mr Phillip Hains  
Mr Nathan Jong

### **Share Registry**

Boardroom Pty Limited  
Level 8, 210 George Street  
Sydney, NSW 2000  
[www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)

### **Lawyers to the Offer**

McCullough Robertson  
Level 11, 66 Eagle Street  
Brisbane, QLD 4000  
[www.mccullough.com.au](http://www.mccullough.com.au)