



Prospectus

Chimeric Therapeutics Limited ACN 638 835 828

Placement Shares and Placement Options

For the offer of up to:

- (a) 500,000,000 Shares to Placement Subscribers at an issue price of \$0.008 per Share to raise up to \$4,000,000 (**Placement Offer**);
 - (b) 125,000,000 Shares to Mr Paul Hopper, Executive Chairman and Director, at an issue price of \$0.008 per Share to raise up to \$1,000,000 (**Director Offer**);
 - (c) 500,000,000 Options to Placement Subscribers on the basis of one Option for every one Share subscribed for by the Placement Subscribers under the Placement exercisable at \$0.008 each on or before the date that is 12 months after the Grant Date (**Placement Options Offer**); and
 - (d) 125,000,000 Options to Mr Paul Hopper, Executive Chairman and Director, on the basis of one Option for every one Share subscribed for by Mr Hopper under the Placement exercisable at \$0.008 each on or before the date that is 12 months after the Grant Date (**Director Options Offer**),
- (together, the **Offers**).

This is an important document that requires your immediate attention. It should be read in its entirety. This Prospectus is a transaction-specific prospectus issued in accordance with section 713 of the Corporations Act. If you have any queries about any part of the Prospectus, please contact your professional advisor without delay. The Securities offered by this Prospectus should be considered speculative.

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

Joint Lead Managers



Legal Advisor



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IMPORTANT NOTICES

General

This Prospectus is dated 23 October 2024. 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 and New Options will be allotted or transferred on the basis of this Prospectus after the expiry date. This Prospectus expires on 23 November 2025.

No person may give any information or make a representation about the Offers, 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 Offers.

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 Offers do 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.

Risk Factors

Potential investors should be aware that exercising the New Shares and New Options 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 and New Options 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 and New Options pursuant to this Prospectus.

International offer restrictions

No action has been taken to register or qualify the New Shares and New Options or the Offers in any jurisdiction outside Australia, or otherwise to permit a public offering of the New Shares and New Options 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, including those set forth in Section **Error!**

Reference source not found.. 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 and New Options (including the underlying 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). 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 Offers. 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 and New Options.

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.

Disclaimer of representations

No person is authorised to provide any information or to make any representation in connection with the Offers that is not contained in this Prospectus. Any information or representations not contained in this Prospectus may not be relied upon as having been authorised by the Company, the Lead Manager, any of their respective related bodies corporate and affiliates, nor any of their respective directors, officers, partners, employees and agents in connection with the Offers. None of the Lead Manager, any of their related bodies corporate and affiliates, or any of their respective directors, officers, partners, employees, representatives or agents have authorised or caused the issue of this Prospectus or any action taken by you on the basis of such information. To the maximum extent permitted by law, the Lead Manager, their related bodies corporate and affiliates and each of their directors, officers, partners, employees, representatives or agents exclude and disclaim all liability for any expenses, losses, damages or costs incurred by you as a result of your participation in the Offers and this Prospectus being inaccurate or incomplete in any way for any reason, whether by negligence or otherwise. None of the Lead Manager, any of its related bodies corporate and affiliates, or any of their respective directors, officers, partners, employees, representatives or agents make any recommendations as to whether you or your related parties should participate in the Offers, nor do they make any representations or warranties to you concerning the Offers or any information, and you represent, warrant and agree that you have not relied on any statements made by the Lead Manager, any of their related bodies corporate and affiliates or any of their respective directors, officers, partners, employees, representatives or agents in relation to the New Shares and New Options or the Offers generally. The Lead Manager may also hold interests in the securities of the Company or earn brokerage, fees or other benefits from the Company. The engagement of the Lead Manager by the Company is not intended to create any agency, fiduciary or other relationship between the Lead Manager or any other investor. Determination of eligibility of investors for the purposes of the Offers is determined by reference to a number of matters, including legal requirements and regulatory requirements, logistical and registry constraints and the discretion of the Company and the Lead Manager. To the maximum extent permitted by law, the Company, the Lead Manager, their respective related bodies corporate and affiliates, and their respective directors, officers, partners, employees and agents expressly disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion. To the maximum extent permitted by law, the Lead Manager, their related bodies corporate and affiliates, and their respective directors, officers, partners, employees and agents expressly disclaim all liability in respect of, makes no representation regarding and takes no responsibility for any part of this Prospectus.

Electronic prospectus

This Prospectus is available electronically at 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 and New Options 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. 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

1 Investment overview

1.1 Background

As announced on 21 October 2024, Chimeric is currently undertaking a capital raising to raise gross funds of up to approximately \$5 million to support its clinical trial pipeline and otherwise for general working capital of the Company (**Equity Raising**). The Equity Raising involves:

- (a) a two-tranche placement to sophisticated and professional investors (**Placement Subscribers**) to raise approximately \$4 million through the issue of up to 500,000,000 New Shares (**Placement**) as follows:
 - (i) up to 69,990,973 Shares at an issue price of \$0.008 per Share issued on or about 23 October 2024 (**Tranche 1**); and
 - (ii) subject to Shareholder approval at the EGM, up to 430,009,027 Shares at an issue price of \$0.008 per Share (**Tranche 2**),(together, **Placement Shares**); and
- (b) subject to Shareholder approval at the EGM, 125,000,000 Shares to Mr Paul Hopper, Executive Chairman and Director, at an issue price of \$0.008 per Share to raise an additional \$1 million (**Director Shares**).

Placement Options

Subject to Shareholder approval at the upcoming EGM, subscribers under the Placement Offer and Director Offer will receive one attaching New Option for every New Share issued as follows:

- (a) 500,000,000 Options to Placement Subscribers (**Placement Options**); and
- (b) 125,000,000 Options to Mr Paul Hopper, Executive Chairman and Director (**Director Options**),

(together, **Placement Options**) exercisable at \$0.008 each on or before the date that is 12 months after the Grant Date.

The Company does not intend to seek quotation of the Placement Options on the ASX.

By receiving the Placement Shares and the Placement Options, each person represents and warrants that it (and any person for whom it is acting):

- if in Australia, is a non-disclosure exempt party under section 708 of the Corporations Act, including a "sophisticated investor" pursuant to 708(8), a "professional investor" pursuant to section 708(11), or the Offers have been made through a financial services licensee in accordance with the conditions under section 708(10);
- if in Hong Kong, is a "professional investor" (as defined in the Securities and Futures Ordinance of Hong Kong, Chapter 571 of the Laws of Hong Kong);
- if in New Zealand, is a person who (i) is an investment business within the meaning of clause 37 of Schedule 1 of the Financial Markets Conduct Act 2013 (New Zealand) (the "FMC Act"), (ii) meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act, (iii) is large within the meaning of clause 39 of Schedule 1 of the FMC Act, (iv) is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act or (v) is

an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act (and, if an eligible investor, have provided the necessary certification)

- if in Singapore, is an “institutional investor” or an “accredited investor” (as such terms are defined in the Securities and Futures Act 2001 of Singapore (“SFA”));
- will not distribute this Prospectus in the United States or to any person acting for the account or benefit of a person in the United States; and
- it understands that the Placement Shares and Placement Options, and the underlying ordinary shares, have not been, and will not be, registered under the US Securities Act of 1933 or the securities laws of any state or other jurisdiction of the United States and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

The Prospectus

This Prospectus provides for the Offer of up to:

- (a) 500,000,000 Placement Shares; and
 - (b) 125,000,000 Director Shares,
- (together, **New Shares**) and
- (c) 500,000,000 Placement Options; and
 - (d) 125,000,000 Director Options;
- (together, the **New Options**).

The Company is precluded from issuing a ‘cleansing notice’ in respect of the New Shares as they are not quoted in a class of securities that were quoted securities at all times in the past three (3) months. This Prospectus has also been prepared for the Offers so the relief provided under ASIC Corporations (Sale Offers That Do Not Need Disclosure) Instrument 2016/80, with respect to the on-sale provisions of section 707 of the Corporations Act, is available. If the New Options are issued with disclosure under this Prospectus, then the Shares issued upon the exercise of any of the New Options can be on-sold within 12 months of their issue without a disclosure document being required for that on-sale, as the New Options are issued with disclosure and the exercise of the New Options does not involve any further offer.

The Offers are only available to Placement Subscribers and Mr Paul Hopper.

1.2 Summary of Offer details

Terms of Offer	Volume
Placement Shares to be issued to Placement Subscribers under Tranche 1 of the Placement Offer (expected to be issued on or about 23 October 2024)	69,990,973
Placement Shares to be issued to Placement Subscribers under Tranche 2 of the Placement Offer (subject to shareholder approval, expected to be issued on or about 3 December 2024)	430,009,027

Terms of Offer	Volume
Director Shares to be issued to Mr Paul Hopper, Executive Chairman and Director, under the Director Offer (subject to shareholder approval, expected to be issued on or about 3 December 2024)	125,000,000
Total number of New Shares to be issued under this Prospectus	625,000,000
Placement Options to be issued to Placement Subscribers under the Placement Options Offer (subject to shareholder approval, expected to be issued on or about 3 December 2024)	500,000,000
Director Options to be issued to Mr Paul Hopper, Executive Chairman and Director, under the Director Options Offer (subject to shareholder approval, expected to be issued on or about 3 December 2024)	125,000,000
Total number of New Options offered under this Prospects	625,000,000
Total amount to be raised under the Placement Offer and Director Offer (before the exercise of any New Options)	\$5,000,000
Amount to be raised if all available New Options offered under the Placement Options Offer and Director Options Offer are issued and exercised	\$5,000,000

1.3 Important dates

Event	Date
Resume trading on ASX	Tuesday, 22 October 2024
Prospectus date	Wednesday, 23 October 2024
Opening date	Wednesday, 23 October 2024
Settlement of Tranche 1 Placement Shares	Wednesday, 23 October 2024
Allotment of Tranche 1 Placement Shares	Thursday, 24 October 2024
EGM date for approval of Tranche 2 Placement Shares, Director Shares and New Options (amongst other matters)	Wednesday, 4 December 2024
Settlement and allotment of Tranche 2 Placement Shares and Director Shares	Wednesday, 11 December 2024
Grant Date of New Options	

All dates and times are subject to change and are indicative only. All times are to Sydney time. The Company, with the consent of the Joint Lead Manager, reserves the right to vary these dates and times without notice. The Company may close the Offers early, withdraw the Offers, or accept late applications.

1.4 Purpose of the Equity Raising and use of funds

The purpose of the Equity Raising is to fund the Company's existing clinical programmes, as follows:

Use of proceeds	\$ raised
CHM 1101 (CLTX CAR T)	
Licensing	\$250,000

Use of proceeds	\$ raised
Phase 1A/B Clinical Trial	\$250,000
CHM 2101 (CDH17 CAR T)	
Licensing and SRA	\$250,000
Phase 1/2 Clinical Trial	\$1,250,000
Manufacturing / Technical Operations	\$2,100,000
NK Development	
Licensing and SRA	\$150,000
CHM 0201 Phase 1 Clinical Trial	\$350,000
Working Capital	-
Fund Raising Costs	\$400,000
Total funds raised	\$5,000,000

1.5 Shareholding structure

The following table shows the shareholding structure of Chimeric on completion of the Equity Raising (assuming that no Existing Options are exercised and that no additional Securities are issued before completion of the Equity Raising):

Shares

Existing Shares on issue as at 21 October 2024 (announcement of the Equity Raising)	905,149,847
Approximate number of Placement Shares to be issued under the Placement Offer	500,000,000
Approximate number of Director Shares to be issued under the Director Offer	125,000,000
Approximate total number of Shares on issue after the Equity Raising (before the exercise of any New Options)	1,530,149,847

Options

Existing Options on issue as at 21 October 2024 (announcement of the Equity Raising)	180,090,152
Approximate number of Placement Options to be issued under the Placement Options Offer	500,000,000
Approximate number of Director Options to be issued under the Director Options Offer	125,000,000
Approximate total number of Options on issue after the Equity Raising	805,090,152

1.6 Potential questions and answers

Question	Answer	Section
Who is the issuer of this Prospectus?	Chimeric Therapeutics Limited ACN 638 835 828	Not applicable
What are the Offers?	The Offers are collectively made up of the: (a) Placement Offer; (b) Director Offer; (c) Placement Options Offer; and (d) Director Options Offer, (each an Offer , as the case may be).	Section 3.1
What is the Placement?	The Placement is a placement offer to Placement Subscribers, to be issued in two tranches as follows: (a) (Tranche 1) up to 69,990,973 Shares, to be issued on or about 23 October 2024, at an issue price of \$0.008 per Share (with one free attaching Placement Option); (b) (Tranche 2) up to 430,009,027 Shares, to be issued following and subject to shareholder approval at the EGM, at an issue price of \$0.008 per Share (with one free attaching Placement Option); and (c) (Director Offer) up to 125,000,000 Shares, to be issued following and subject to shareholder approval at the EGM, at an issue price of \$0.008 per Share (with one free attaching Director Option), to raise approximately \$5,000,000 (before the exercise of any New Options).	Section 1.1
Are the Offers subject to any conditions?	The issuance of the Tranche 2 Placement Shares, Director Shares and New Options pursuant to the Offers are subject to Shareholder approval at the EGM. If the Tranche 2 Placement Shares, Director Shares and New Options are not approved at the EGM, they will not be issued and only the Tranche 1 Placement Shares will be issued.	Section 3.3
When is the EGM?	The EGM is anticipated to be held in late November 2024.	Section 3.3
What is the offer price of the New Shares and New Options?	The New Shares are being issued at \$0.008 per New Share. The New Options are issued for no further consideration and attach to the New Shares.	Section 1.1
What rights and liabilities attach to the New Shares?	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

Question	Answer	Section				
What rights and liabilities attach to the New Options issued under the Offers?	<p>The key terms of the New Options include:</p> <p>(a) one New Option will be issued one New Share issued under this Prospectus;</p> <p>(b) no issue price is payable for the New Options as they are to be issued together with any application by a Placement Subscriber or Mr Hopper for New Shares; and</p> <p>(c) the exercise price of each New Option is \$0.008, expiring on or before the date that is 12 months after the Grant Date.</p> <p>The full details of the rights and liabilities attaching to the New Options are set out in the Annexure A.</p>	Section 8.4 and Annexure A				
Will the Placement Options be listed on ASX?	The Company will not seek official quotation of the New Options offered pursuant to this Prospectus.	Annexure A				
Are the New Options subject to Shareholder approval?	Yes, the issue of New Options is subject to Shareholder approval at the EGM.	Section 3.3				
What is the Company’s financial position?	The Company’s financial position is set out in detail in section 5 of this Prospectus.	Section 5				
What risks are involved with an investment in the Company?	<p>An investment in Chimeric is subject to both general and specific risks which you should consider before making a decision to apply for Placement Shares or in exercising any Placement Options.</p> <p>Key specific risks include:</p> <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</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	Section 6
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Question	Answer	Section
		revenue in the short to medium term.
	Clinical trial risk	Chimeric may be unable to secure the necessary approvals to conduct future clinical trials. There is also no assurance that products developed using the CAR T technology will be a success and not expose the company to product liability claims with unforeseen effects on clinical subjects. Unsuccessful clinical trial results could have a significant impact on the value of the Company's securities and the future commercial development of its technology.
	Regulatory and reimbursement approvals	The research, development, manufacture, marketing and sale of products using the Company's technology are subject to varying degrees of regulation by a number of government authorities in the US, Australia and other countries. Products may also be submitted for reimbursement approval. The availability and timing of that approval may have an impact upon the uptake and profitability of products in some jurisdictions.
	Commercialisation of products and potential market failure	Chimeric has not yet commercialised its technology and has no 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

Question	Answer		Section
		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 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	

Question	Answer		Section
		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.	
Is the Placement underwritten?	The Placement is not underwritten.		Section 3.6
Further questions	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 3.13

1.7 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 and New Options 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

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. More sites are scheduled to be opened in H2 2024; with the aim to enroll up to 15 patients by end of FY25.

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 commence 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.

1. 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. More sites are planned to open in H2 2024.
2. CHM CLTX is a Phase 1b trial currently open for patients with recurrent and/or progressive glioblastoma multiforme (GBM – Brain Cancer).
3. CHM CORE-NK has two trials:
 - a. MD Anderson combination trial in AML (Acute Myeloid Leukemia)
 - b. 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 Operating Officer

Dr Rebecca McQualter is the Chief Operating 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 accountant 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 senior manager with Acclime.

3 Details and effect of the Offers

3.1 The Offers

This Prospectus contains the following separate offers:

(a) **Placement Offer**

This Prospectus invites the Placement Subscribers to apply for a total of up to 500,000,000 Placement Shares, by way of a two-tranche placement as follows:

- (i) up to 69,990,973 Shares at an issue price of \$0.008 per Share issued on or about 23 October 2024 (**Tranche 1**); and
- (ii) subject to Shareholder approval at the EGM, up to 430,009,027 Shares at an issue price of \$0.008 per Share (**Tranche 2**).

All Placement Subscribers will be sent a copy of this Prospectus, together with an Application Form. Only the Placement Subscribers can accept the Placement Offer.

Approximately \$4,000,000 will be raised from the issue of the Placement Shares, for which the funds will be used in accordance with section 1.4.

(b) **Director Offer**

This Prospectus invites Mr Paul Hopper, Executive Chairman and Director, to apply for a total of up to 125,000,000 Director Shares at an issue price of \$0.008 per Share, subject to Shareholder Approval at the EGM.

Mr Hopper will be sent a copy of this Prospectus, together with an Application Form. Only Mr Hopper can accept the Director Offer.

Approximately \$1,000,000 will be raised from the issue of the Director Shares, for which the funds will be used in accordance with section 1.4.

(c) **Placement Options Offer**

This Prospectus invites the Placement Subscribers to apply for a total of up to 500,000,000 Placement Options, on the basis of one Placement Option for every one Share subscribed for and issued under the Placement.

The Placement Options are subject to Shareholder Approval at the EGM. Only the Placement Subscribers can accept the Placement Options Offer.

No funds will be raised from the issue of the Placement Options as the Placement Options are attaching to the Shares issued/to be issued under the Placement Offer.

(d) **Director Options Offer**

This Prospectus invites Mr Paul Hopper to apply for a total of up to 125,000,000 Director Options, on the basis of one Director Option for every one Share subscribed for by Mr Hopper and issued under the Director Offer.

The Director Options are subject to Shareholder Approval at the EGM. Only Mr Hopper can accept the Director Options Offer.

No funds will be raised from the issue of the Directors Options as the Directors Options are attaching to the Shares to be issued under the Director Offer.

The Offers are only available to those who are personally invited to accept the Offers. Accordingly, Application Forms will only be provided by the Company to these parties.

The New Options offered under this Prospectus will be issued on the terms and conditions, as set out in Annexure A. The New Options issued under this Prospectus will form a new class of unlisted security of the Company.

All Shares issued on exercise of the New Options will rank equally with the Shares on issue at the date of this Prospectus. Refer to Section 7.2 for further details regarding the rights and liabilities attaching to Shares.

3.2 Purpose of this Prospectus

This Prospectus has been issued to:

- (a) facilitate secondary trading of the New Shares to be issued under the Placement Offer and Director Offer, respectively. A prospectus is required under the Corporations Act to enable persons who are issued those New Shares to on-sell those Placement Options and Director Options within 12 months of their issue. The Company will not issue the New Shares with the purpose of the persons to whom they are issued selling or transferring those New Shares, or granting, issuing or transferring interests in those New Shares, within 12 months of the issue, but this Prospectus provides them the ability to do so should they wish; and
- (b) facilitate secondary trading of the Shares to be issued upon exercise of the New Options to be issued under the Offers. Issuing the New Options under this Prospectus will enable persons who are issued the New Options to on-sell the Shares issued on exercise of the New Options pursuant to *ASIC Corporations (Sale Offers That Do Not Need Disclosure) Instrument 2016/80*.

Accordingly, the purpose of this Prospectus is to:

- (c) make the Offers;
- (d) ensure that the on-sale of New Shares does not breach section 707(3) of the Corporations Act; and
- (e) ensure that the on-sale of the underlying Shares to be issued upon the exercise of the New Options is in accordance with *ASIC Corporations (Sale Offers That Do Not Need Disclosure) Instrument 2016/8*.

3.3 Extraordinary General Meeting

The EGM is anticipated to be held in late November 2024 to ask Shareholders to approve the issuance of the:

- (a) Tranche 2 Placement Shares;
- (b) Director Shares; and
- (c) New Options.

At the EGM, Shareholders will also be asked to ratify the issuance of the Tranche 1 Placement Shares.

3.4 Timetable

The indicative timetable for the Offers is set out in Section 1.3.

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

3.5 Minimum subscriptions

There is no minimum subscription under the Offers.

3.6 Underwriting

The Offers are not underwritten.

3.7 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 Company will not seek official quotation of the New Options offered pursuant to this Prospectus.

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.

3.8 Effect of Equity Raising on control of the Company

The below table sets out the number of Shares, voting power and Options held by the substantial holders at the date of this Prospectus and after the Equity Raising (based on shares and options to be acquired as set out under sections 1.1 Background and 1.2 Summary of Offer details with none of the Options to have been exercised):

	At the date of this Prospectus			Following completion of the Equity Raising		
Shareholder	Shares	Voting	Options	Shares	Voting power	Options
Mr Paul Hopper	94,994,574	10.5%	nil	219,994,574	14.4%	125,000,000

The Equity Raising (including the Offers) 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 Equity Raising (including the Offers).

3.9 Financial position

The effect of the Equity Raising (including the Offers) on the financial position of the Company is set out in section 5.

3.10 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.

3.11 Foreign selling restrictions

This Prospectus does not constitute an offer of Placement Shares and the Placement Options in any jurisdiction in which it would be unlawful. In particular, this Prospectus may not be distributed to any person, and the Placement Shares and the Placement Options may not be offered or sold, in any country outside Australia except to the extent permitted below.

Hong Kong

WARNING: This Prospectus has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). Accordingly, this Prospectus may not be distributed, and the Placement Shares and the Placement Options may not be offered or sold, in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the Placement Shares and the Placement Options has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Placement Shares and the Placement Options that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted Placement Shares and the Placement Options may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this Prospectus have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this Prospectus, you should obtain independent professional advice.

New Zealand

This Prospectus has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "FMC Act").

The Placement Shares and the Placement Options are not being offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or

- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

Singapore

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

This Prospectus has been given to you on the basis that you are an "institutional investor" or an "accredited investor" (as such terms are defined in the SFA). If you are not such an investor, please return this Prospectus immediately. You may not forward or circulate this Prospectus to any other person in Singapore.

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

3.12 Withdrawal

The Company reserves the right to withdraw the Offers, at any time before the allotment of the New Shares and New Options (as applicable). If an Offer does not proceed, the Application Money for that Offer is refunded. No interest is paid on any Application Money refunded because of the withdrawal of an Offer.

3.13 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

4.1 How to apply

Applications for New Shares and New Options 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 Offers are only available to those who are personally invited to accept the Offers. 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 Placement Offer

Applications for Placement Shares under the Placement Offer may only be submitted by the Placement Subscribers (or their nominees).

The Joint Lead Manager has separately advised the Placement Subscribers of the Application procedures for the Placement Offer.

4.3 Director Offer

Applications for Director Shares under the Director Offer may only be submitted by Mr Hopper (or his nominees).

The Company has separately advised Mr Hopper of the Application procedures for the Director Offer.

4.4 Placement Options Offer

Applications for Placement Options under the Placement Options Offer may only be submitted by the Placement Subscribers (or their nominees).

The Joint Lead Manager has separately advised the Placement Subscribers of the Application procedures for the Placement Options Offer.

4.5 Director Options Offer

Applications for Directors Options under the Director Options Offer may only be submitted by the Mr Hopper (or his nominees).

The Company has separately advised Mr Hopper of the Application procedures for the Directors Options Offer.

4.6 Information Availability

Applicants can obtain a copy of this Prospectus from Chimeric's website at www.chimerictherapeutics.com or by calling the share registry on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) at any time from 8.30 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 Equity Raising.

	30 June 2024 Historical \$	Equity Raising \$	30 June 2024 Pro forma \$
ASSETS			
Current assets			
Cash and cash equivalents	3,053,001	4,600,000	7,653,001
Trade and other receivables	86,588	-	86,588
Other current assets	82,508	-	82,508
Total current assets	3,222,097	4,600,000	7,822,097
Non-current assets			
Property, plant and equipment	685	-	685
Intangible assets	12,010,372	-	12,010,372
Other financial assets	40,000	-	40,000
Total non-current assets	12,051,057	0	12,051,057
Total assets	15,273,154	4,600,000	19,873,154
Current liabilities			
Trade and other payables	6,195,889	-	6,195,889
Other financial liabilities	3,594,474	-	3,594,474
Employee benefit obligations	306,600	-	306,600
Total current liabilities	10,096,963	-	10,096,963
Non-current liabilities			
Other financial liabilities	2,706,123	-	2,706,123
Total non-current liabilities	2,706,123	-	2,706,123
Total liabilities	12,803,086	-	12,803,086
Net assets	2,470,068	-	7,070,068
EQUITY			
Share capital	63,510,730	5,000,000	68,510,730
Other reserves	5,518,895	(400,000)	5,118,895
Accumulated losses	(66,559,557)	-	(66,559,557)
Total equity	2,470,068	4,600,000	7,070,068

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 625,000,000 New Shares under the Equity Raising, expected to raise gross proceeds of \$5,000,000 less estimated offer costs of \$400,000.

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 Equity Raising is derived from actual cash as follows:

	\$
Cash as at 30 June 2024	3,053,001
Gross proceeds of the Equity Raising	5,000,000
Offer costs of the Equity Raising	(400,000)
Pro forma historical cash balance	<u>7,653,001</u>

6 Risk factors

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

7.1 Key documents

The Board considers that certain agreements relating to Chimeric are significant to the Offers, 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 Joint lead manager mandate

The Company has engaged PAC Partners Securities Pty Ltd (**PAC Partners**) and Taylor Collison Limited (**Taylor Collison**) as Joint Lead Managers for the Offers pursuant to the terms of the Joint Lead Manager Mandate for each of PAC Partners and Taylor Collison.

The Joint Lead Managers will receive the following fees for its joint lead manager and offer management services:

- (a) Equity Raise Management Fee: 4.0% of the Offer Proceeds
- (b) Equity Raise Selling Fee: 2.0% of the Offer Proceeds
- (c) Advisor Options: 55,000,000 Advisor Options to be issued subject to Shareholder approval.

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

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 Offers on the Company

The principal effects of the Offers will be to increase the number of:

- (a) Shares on issue from 905,149,847 Shares to 1,530,149,847 Shares; and
- (b) Options on issue from 180,090,152 Options to 840,090,152 Options.

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.

The Company's ASX announcements since 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

Date	Announcements
04/10/2024	2024 Annual Report update
07/10/2024	AML patient achieves Complete Response in CHM CORE-NK trial
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

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 Placement Shares and Placement Options under the Offers.

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.

The Company will give free of charge, to any person who requests it before the Record Date, a copy of the Annual Report and any continuous disclosure notices lodged by the Company from 30 June 2024 to the date of this Prospectus.

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 Rights attaching to New Options

The rights attaching to the New Options are summarised in the Annexure A to this Prospectus.

8.5 Existing Options

ASX security code and description	Total number of securities on issue
CHMAY : OPTION EXPIRING VARIOUS DATES EX VARIOUS PRICES	177,340,152

ASX security code and description	Total number of securities on issue
CHMAD : OPTION EXPIRING 18-JAN-2025 EX \$0.20	2,750,000

The Board considers it is unlikely that any Existing Options will be exercised before the Record Date. However, if any Existing Options are exercised before the Record Date, any proceeds raised will be applied to the general working capital of Chimeric.

8.6 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.

8.7 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.

PAC Partners has given, and has not withdrawn, its written consent to be named as Joint Lead Manager to the Offers in the form and context in which it is named.

Taylor Collison has given, and has not withdrawn, its written consent to be named as Joint Lead Manager to the Offers in the form and context in which it is named.

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.

8.8 Interests of Joint Lead Manager

Other than as set out elsewhere in this Prospectus:

- (a) the Joint Lead Manager has not, and has not had in the two years before lodgment of this Prospectus, any interest in:
 - (i) the formation or promotion of Chimeric;
 - (ii) the offer of the New Shares and New Options; or
 - (iii) any property proposed to be acquired by Chimeric in connection with the formation or promotion of Chimeric or the offer of the New Shares and New Options; and
- (b) no amounts have been paid or agreed to be paid and no benefit has been given or agreed to be given, to the Joint Lead Manager for services rendered by it in connection with the formation or promotion of Chimeric or the offer of the New Shares and New Options.

8.9 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 and New Options; or
 - (iii) the offer of the New Shares and New Options; 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 and New Options.

PAC Partners and Taylor Collison have acted as Joint Lead Managers to the Offers. PAC Partners and Taylor Collison will be paid a management and selling fee, details of which are disclosed in section 7.3 of this Prospectus.

McCullough Robertson has acted as legal advisor to the Company for the Offers and has undertaken due diligence enquiries and provided legal advice on the Offers. McCullough Robertson will be paid an amount of \$30,000 for these services.

8.10 Substantial Shareholders

The following Shareholders have a substantial holding in Chimeric:

Shareholder	Shares	Percentage interest
Mr Paul Hopper	94,994,574	10.5%

The table above shows the current shareholding of each substantial Shareholder and not the position after participating in the Offers or the exercise of any New Options to be issued to them (to the extent they are eligible to participate in the Offers).

8.11 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 and New Options; or

- (iii) the offer of the New Shares and New Options, 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 and New Options.

Shareholdings

The Directors or their associates have a beneficial interest in the following Existing Shares and Existing Options 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	94,994,574	nil
Dr Lesley Russell	Dr Lesley Russell	1,739,130	2,750,000
Mr Eric Sullivan	Mr Eric Sullivan	nil	2,750,000

The Directors reserve the right to apply for New Shares and New Options under the Offers.

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.

8.12 CHESS

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

8.13 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 and New Options 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 Offers. Potential Applicants should, therefore, consult their own tax adviser in connection with the taxation implications of the Offers.

8.14 Electronic Prospectus

This Prospectus is available in electronic form at 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 Offers the electronic version of the Prospectus will be altered in any way, Chimeric can not 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.

8.15 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.

8.16 Costs of the Offers

The total estimated expenses of the Offers of \$400,000 will be paid by the Company from its cash reserves.

8.17 Authorisation

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

Dated 23 October 2024

A handwritten signature in dark ink, appearing to read 'Paul Hopper', with a long horizontal flourish extending to the right.

Mr Paul Hopper
Executive Chairman

9 Glossary

In this document:

Advisor Options	means the Options to be issued to the Joint Lead Managers on the terms set out in Annexure B.
Annual Report	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.
Applicant	means a person who applies for New Shares and New Options under and in accordance with this Prospectus.
Application	means a valid application for New Shares and New Options offered under this Prospectus.
Application Form	means the application form that accompanies this Prospectus.
Application Money	means money received from an Applicant in respect of an Application.
ASIC	means the Australian Securities and Investments Commission.
ASX	means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
Board	means the board of directors of the Company.
Business Day	means a business day as defined in the Listing Rules.
CHESS	means Clearing House Electronic Subregister System, operated by ASX Settlement.
Company or Chimeric	means Chimeric Therapeutics Limited ACN 638 835 828.
Corporations Act	means <i>Corporations Act 2001</i> (Cth).
Director Offer	means the issue of up to 125,000,000 Shares to Mr Paul Hopper at an issue price of \$0.008 per Share to raise up to \$1,000,000.
Director Options	means an Option, which the Company may issue Mr Paul Hopper, subject to Shareholder approval at the EGM, pursuant to the Director Options Offer under to this Prospectus.
Director Options Offer	means the offer of up to 125,000,000 Director Options in connection with the Director Options Offer, exercisable at \$0.008 each on or before the date that is 12 months after the Grant Date.
Director Shares	means a Share, which the Company may issue to Mr Paul Hopper, pursuant to the Director Offer under to this Prospectus.
Directors	means the directors of the Company.
EGM	means the extraordinary general meeting to be held by the Company in late November 2024.
Equity Raising	means the equity raising described in section 1.1 of this Prospectus.
Existing Options	means the Options already on issue in Chimeric and referred to in section 8.5 of this Prospectus.

Existing Shareholders	means Shareholders before the date of this Prospectus.
Existing Shares	means the Shares already on the date of this Prospectus.
Grant Date	means the date the New Options are granted to Placement Subscribers and Mr Paul Hopper which, as at the date of this Prospectus, is expected to be on or about 3 December 2024.
Joint Lead Manager Mandate	means the joint lead manager mandate letter between the Company and the Joint Lead Managers dated on or about 29 August 2024.
Joint Lead Managers	means PAC Partners and Taylor Collison.
Listing Rules	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.
New Options	means the: (a) Placement Options; and (b) Director Options.
New Shares	means the: (a) Placement Shares; and (b) Director Shares.
Offers	means the Placement Offer, Director Offer, Placement Options Offer and Director Options Offer (each an Offer , as the context requires).
Option	means an option to subscribe for a Share.
Option Terms	means the terms of issue of the New Options detailed in the Annexure A to this Prospectus.
PAC Partners	PAC Partners Securities Pty Ltd. ACN 623 653 912.
Placement	means has the meaning given to that term in section 1.1(a).
Placement Offer	means the issue of up to 500,000,000 Shares to Placement Subscribers at an issue price of \$0.008 per Share to raise up to \$4,000,000.
Placement Options Offer	means the offer of up to 500,000,000 Placement Options in connection with the Placement, exercisable at \$0.008 each on or before the date that is 12 months after the Grant Date.
Placement Options	means an Option, which the Company may issue to Placement Subscribers, subject to Shareholder approval at the EGM, pursuant to the Placement Options Offer under to this Prospectus.
Placement Shares	means a Share, which the Company may issue to Placement Subscribers, pursuant to the Placement Offer under to this Prospectus.
Placement Subscriber	means sophisticated and professional investors to whom Placement Shares are to be issued under the Placement Offer.
Prospectus	means this document, including the Application Form.
Securities	means has the meaning given to that term in section 761A of the Corporations Act and includes a Share and an Option.

Share Registry	means Boardroom Pty Limited.
Shareholders	means a person who is the registered holder of Shares.
Shares	means fully paid ordinary shares in Chimeric.
Taylor Collison	means Taylor Collison Limited ACN 008 172 450.
Tranche 1	has the meaning given in section 1.1(a)(i).
Tranche 2	has the meaning given in section 1.1(a)(ii).
Us or we	means the Company.
You	means the investors under this Prospectus.

Corporate directory

Company

Chimeric Therapeutics Limited ACN 638 835 828
Suite 1, Level 3, 62 Lygon Street
Carlton South, VIC 3053
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 12, 225 George Street
Sydney, NSW 2000
www.boardroomlimited.com.au

Joint Lead Managers

PAC Partners Securities Pty Ltd.
Level 29, 360 Collins Street
Melbourne VIC 3000
www.pacpartners.com.au

Taylor Collison Ltd
Level 10, 151 Macquarie Street
Sydney, New South Wales 2000
www.taylorcollison.com.au

Auditor

Grant Thornton Audit Pty Ltd
Collins Square, Tower 5
727 Collins Street
Melbourne, VIC 3008
www.grantthornton.com.au

Lawyers

McCullough Robertson
Level 11
66 Eagle Street
BRISBANE QLD 4000
www.mccullough.com.au

Annexure A

New Option terms

Eligibility	New Options to be issued to Placement Subscribers and Mr Paul Hopper who subscribe for New Shares under the Offers.
Grant of New Options	To be issued on the basis of one New Option for every one New Share issued to Placement Subscribers and Mr Paul Hopper in accordance with the terms of the Offers under the Prospectus.
Quotation of New Options	The Company will not apply to ASX for official quotation of the New Options.
Exercise of Options	<p>Each New Option is exercisable immediately on issue. The New Options may be exercised at any time before their expiry date, wholly or in part, by delivering a duly completed form of notice of exercise together with a cheque for the exercise price. The Company will issue one Share for each New Option exercised.</p> <p>Holders of New Options may only exercise a minimum of \$1,000 of New Options on any particular occasion, unless the Holder has, in total, less than \$1,000 of New Options, in which case they must exercise all their New Options at the same time.</p> <p>The exercise of each New Option is subject to compliance with the <i>Corporations Act 2001</i> (Cth) (Corporations Act) (in particular, the requirements of Chapter 6 of the Corporations Act).</p>
Terms of Shares issued	Any Shares issued as a result of exercising a New Option will be issued on the same terms and rank in all respects on equal terms, with existing Shares.
Transfer and security interests	<p>Holders of New Options may only:</p> <ul style="list-style-type: none"> (a) create a security interest in; or (b) transfer, assign, dispose or otherwise deal with, <p>New Options, or any interest in New Options, with the prior written consent of the Board.</p>
Quotation of Shares issued	Application for official quotation of Shares allotted and issued as a result of the exercise of the New Options will be within three business days from the date of issue of the Shares.
Expiration of New Options	Each New Option will have an expiration date that is 12 months from the Grant Date of the New Options.
Issue price of New Options	No issue price is payable for the New Options as they are issued together with any application by a Placement Subscriber or Mr Paul Hopper for New Shares.
Exercise price of New Options	\$0.008 upon exercise to acquire each Share.
Option register	New Options will be registered in the name of the holder in an option register maintained by the Company's share registry. The Share Registry will issue holding statements that evidence the number of New Options held by the New Option holder. No option certificates will be issued.

Reconstruction of capital	<p>If there is a reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company:</p> <p>(a) the number of New Options or the exercise price of the New Options or both will be adjusted as specified in Listing Rule 7.22 as it applies at the time of the reorganisation; and</p> <p>(b) in all other respects the terms for the exercise of the New Options will remain unchanged.</p>
Adjustment where pro rata issue of Shares, bonus shares or stock dividends	<p>There will be no adjustment to the terms of the New Options if there is a pro rata issue of Shares.</p>
New issues of Shares	<p>The New Options do not confer a right to participate in new issues of Shares unless the New Options have been exercised on or before the record date for determining entitlements to the issue.</p>
Notice of adjustments	<p>The Company will give written notice to the New Option holder of any adjustment of the exercise price of the New Options and any increase or decrease in the number of New Options.</p>
Dividend rights	<p>While they remain unexercised, the New Options will not give a holder an entitlement to receive any dividends declared and paid by the Company for Shares.</p>
Applicable law	<p>Each New Option is issued subject to:</p> <p>(a) the Corporations Act;</p> <p>(b) the Listing Rules; and</p> <p>(c) the Company's constitution.</p>
US securities law restriction	<p>The New Options may not be exercised by or on behalf of a person in the United States unless the New Options and the underlying Shares have been registered under the <i>US Securities Act of 1933</i> and applicable US state securities laws, or exemptions from such registration requirements are available.</p>

Annexure B

Advisor Options

Grant of Advisor Options	To be issued to the Joint Lead Managers pursuant to the terms of the Joint Lead Manager Mandate and subject to Shareholder approval which, as at the date of this Prospectus, is expected to be on or about 3 December 2024 (Advisor Grant Date).
Quotation of Advisor Options	The Company will not apply to ASX for official quotation of the Advisor Options.
Exercise of Options	<p>Each Advisor Option is exercisable immediately on issue. The Advisor Options may be exercised at any time before their expiry date, wholly or in part, by delivering a duly completed form of notice of exercise together with a cheque for the exercise price. The Company will issue one Share for each Advisor Option exercised.</p> <p>Holders of Advisor Options may only exercise a minimum of \$1,000 of Advisor Options on any particular occasion, unless the Holder has, in total, less than \$1,000 of Advisor Options, in which case they must exercise all their Advisor Options at the same time.</p> <p>The exercise of each Advisor Option is subject to compliance with the <i>Corporations Act 2001</i> (Cth) (Corporations Act) (in particular, the requirements of Chapter 6 of the Corporations Act).</p>
Terms of Shares issued	Any Shares issued as a result of exercising an Advisor Option will be issued on the same terms and rank in all respects on equal terms, with existing Shares.
Transfer and security interests	<p>Holders of Advisor Options may only:</p> <ul style="list-style-type: none"> (a) create a security interest in; or (b) transfer, assign, dispose or otherwise deal with, <p>Advisor Options, or any interest in Advisor Options, with the prior written consent of the Board.</p>
Quotation of Shares issued	Application for official quotation of Shares allotted and issued as a result of the exercise of the Advisor Options will be within three business days from the date of issue of the Shares.
Expiration of Advisor Options	Each Advisor Option will have an expiration date that is three years from the Advisor Grant Date.
Issue price of Advisor Options	No issue price is payable for the Advisor Options as they are issued together with any application by a Placement Subscriber or Mr Paul Hopper for New Shares.
Exercise price of Advisor Options	\$0.016 upon exercise to acquire each Share.
Option register	Advisor Options will be registered in the name of the holder in an option register maintained by the Company's share registry. The Share Registry will issue holding statements that evidence the number of Advisor Options held by the Advisor Option holder. No option certificates will be issued.

Reconstruction of capital	<p>If there is a reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company:</p> <p>(a) the number of Advisor Options or the exercise price of the Advisor Options or both will be adjusted as specified in Listing Rule 7.22 as it applies at the time of the reorganisation; and</p> <p>(b) in all other respects the terms for the exercise of the Advisor Options will remain unchanged.</p>
Adjustment where pro rata issue of Shares, bonus shares or stock dividends	<p>There will be no adjustment to the terms of the Advisor Options if there is a pro rata issue of Shares.</p>
New issues of Shares	<p>The Advisor Options do not confer a right to participate in new issues of Shares unless the Advisor Options have been exercised on or before the record date for determining entitlements to the issue.</p>
Notice of adjustments	<p>The Company will give written notice to the Advisor Option holder of any adjustment of the exercise price of the Advisor Options and any increase or decrease in the number of Advisor Options.</p>
Dividend rights	<p>While they remain unexercised, the Advisor Options will not give a holder an entitlement to receive any dividends declared and paid by the Company for Shares.</p>
Applicable law	<p>Each Advisor Option is issued subject to:</p> <p>(a) the Corporations Act;</p> <p>(b) the Listing Rules; and</p> <p>(c) the Company's constitution.</p>
US securities law restriction	<p>The Advisor Options may not be exercised by or on behalf of a person in the United States unless the Advisor Options and the underlying Shares have been registered under the <i>US Securities Act of 1933</i> and applicable US state securities laws, or exemptions from such registration requirements are available.</p>