PARADIGM BIOPHARMACEUTICALS LIMITED
ACN 169 346 963

REPLACEMENT ENTITLEMENT OFFER PROSPECTUS

For a non-renounceable accelerated institutional and retail entitlement issue of 1 Share for every 10 Shares held by those Eligible Shareholders registered at the Record Date at an issue price of $0.43 per Share to raise up to approximately $12,100,000 (based on the number of Shares on issue as at the date of this Prospectus), together with 3 Options exercisable at $0.65 on or before 30 November 2024 (**Attaching Options**) for every 4 Shares subscribed for and issued (**Entitlement Offer**).

This Prospectus also contains the following offers:

(a) an offer of up to 41,860,466 Shares at an issue price of $0.43 per Share (together with 3 Attaching Options for every 4 Shares subscribed for and issued) to professional, sophisticated and institutional investors to raise up to approximately $18,000,000 (**Placement Offer**); and

(b) an offer of up to 10,012,031 Options on the same terms as the Attaching Options (**Sub-Underwriter Options**) to the sub-underwriters of the Entitlement Offer and Placement Offer (as identified by the Underwriter) (**Sub-Underwriter Option Offer**).

The Entitlement Offer and the Placement Offer are fully underwritten by Bell Potter Securities Limited (ACN 006 390 772) (AFSL 243480) (**Underwriter**).

IMPORTANT NOTICE

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the Securities being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

The Securities offered by this Prospectus should be considered highly speculative.

This distribution of this Prospectus, and the offer of Shares, is restricted outside Australia. In particular, this Prospectus may not be released to US wire services or distributed in the United States except to shareholders who are Institutional Investors.

This is a replacement prospectus dated 31 October 2023. It replaces the prospectus dated 30 October 2023 relating to the Securities of Paradigm Biopharmaceuticals Limited (ACN 169 346 963).

CONTENTS

1.	IMPORTANT NOTICES	1
2.	CORPORATE DIRECTORY	4
3.	KEY OFFER DATES	5
4.	LETTER FROM THE CHAIRMAN & MANAGING DIRECTOR	6
5.	KEY OFFER INFORMATION	8
6.	DETAILS OF THE OFFERS AND HOW TO APPLY	13
7.	PURPOSE AND EFFECT OF THE OFFERS	24
8.	RIGHTS AND LIABILITIES ATTACHING TO SECURITIES	28
9.	RISK FACTORS	33
10.	ADDITIONAL INFORMATION	39
11.	DIRECTORS' AUTHORISATION	49
12.	GLOSSARY	50

1. IMPORTANT NOTICES

This Prospectus is dated 31 October 2023 and was lodged with the ASIC on that date. This Prospectus replaces the prospectus lodged by the Company on 30 October 2023 (**Original Prospectus**). The ASIC, ASX and their respective officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No Securities may be issued on the basis of this Prospectus later than 13 months after the date of the Original Prospectus.

No person is authorised to give information or to make any representation in connection with this Prospectus, which is not contained in this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with this Prospectus.

It is important that investors read this Prospectus in its entirety and seek professional advice where necessary. The Securities offered by this Prospectus should be considered as highly speculative.

Applications for Securities offered pursuant to this Prospectus can only be made by an original Application Form.

This Prospectus is a transaction specific prospectus for an offer of 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 and is only required to contain information in relation to the effect of the issue of securities on a company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

Representations contained in this Prospectus are made taking into account that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters are publicly available information or may reasonably be expected to be known to investors and professional advisers whom prospective investors may consult.

Replacement Prospectus

The key differences between this Prospectus and the Original Prospectus are as follows:

(a) the entry by the Company into the Underwriting Agreement in respect to the Entitlement Offer;

(b) the Entitlement Offer and Placement Offer being fully underwritten by the Underwriter pursuant to the Entitlement Offer; and

(c) the offer of Sub-Underwriter Options to the sub-underwriters of the Entitlement Offer (as identified by the Underwriter).

These changes to the Original Prospectus are not considered by the Company to be materially adverse to investors, no action needs to be taken by investors who have already submitted Applications under the Institutional Offer or the Placement Offer and there are no withdrawal rights offered pursuant to this Replacement Prospectus under section 724(2)(b) of the Corporations Act.

No Investment Advice

The information contained in this Prospectus is not financial product advice or investment advice and does not take into account your financial or investment objectives, financial situation or particular needs (including financial or taxation issues). You should seek professional advice from your accountant, financial adviser, stockbroker, lawyer or other professional adviser before deciding to subscribe for Securities under this Prospectus to determine whether it meets your objectives, financial situation and needs.

Forward-looking statements

This Prospectus contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties.

These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and the Company's management.

The Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

The Company has no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.

These forward-looking statements are subject to various risk factors that could cause the Company's actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 9.

Overseas shareholders

The Offers do not, and are not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

It is not practicable for the Company to comply with the securities laws of overseas jurisdictions having regard to the number of overseas Shareholders, the number and value of Shares these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction. Accordingly, the Entitlement Offer is not being extended and Securities will not be issued to Shareholders with a registered address which is outside Australia and certain other countries.

The Shares and the Attaching Options (and the underlying Shares) have not been, and will not be, registered under the US Securities Act, and accordingly, the Shares and the Attaching Options (and the underlying Shares) may not be offered, or sold in the United States without registration under the US Securities Act except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act and any other applicable US state securities laws.

For further information on overseas Shareholders please refer to Section 6.10.

Continuous disclosure obligations

The Company is a "disclosing entity" (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Securities.

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

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the three months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Please refer to Section 10.2 for further details.

Target Market Determination

In accordance with the design and distribution obligations under the Corporations Act, the Company has determined the target market for the offer of Options issued under this Prospectus. The Company and the Underwriter will only distribute this Prospectus to those investors who fall within the target market determination (**TMD**) as set out on the Company's website (www.paradigmbiopharma.com). By making an application under the Offers, you warrant that you have read and understood the TMD and that you fall within the target market set out in the TMD.

Electronic Prospectus

A copy of this Prospectus can be downloaded from the website of the Company at www.paradigmbiopharma.com. If you are accessing the electronic version of this Prospectus for the purpose of making an investment in the Company, you must be an Australian or New Zealand resident and must only access this Prospectus from within Australia or New Zealand.

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. You may obtain a hard copy of this Prospectus free of charge by contacting the Company by phone on +61 8 6382 1805 during office hours or by emailing the Company at info@paradigmbiopharma.com.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

Company Website

No documents or other information available on the Company's website is incorporated into this Prospectus by reference.

Financial forecasts

The Directors have considered the matters set out in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings on the basis that the operations of the Company are inherently uncertain. Accordingly, any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

Clearing House Electronic Sub-Register System (CHESS) and Issuer Sponsorship

The Company will apply to participate in CHESS, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHESS will be issuer sponsored by the Company.

Electronic sub-registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with statements (similar to a bank account statement) that set out the number of Securities issued to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHESS and issuer sponsorship.

Electronic sub-registers also mean ownership of securities can be transferred without having to rely upon paper documentation. Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

Photographs and Diagrams

Photographs used in this Prospectus which do not have descriptions are for illustration only and should not be interpreted to mean that any person shown endorses the Prospectus or its contents or that the assets shown in them are owned by the Company. Diagrams used in this Prospectus are illustrative only and may not be drawn to scale.

Definitions and Time

Unless the contrary intention appears or the context otherwise requires, words and phrases contained in this Prospectus have the same meaning and interpretation as given in the Corporations Act and capitalised terms have the meaning given in the Glossary in Section 12.

All references to time in this Prospectus are references to Australian Eastern Daylight Time unless otherwise stated.

Privacy statement

If you complete an Application Form, you will be providing personal information to the Company. The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder and to facilitate distribution payments and corporate communications to you as a Shareholder.

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

You can access, correct and update the personal information that we hold about you. If you wish to do so, please contact the share registry at the relevant contact number set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the Privacy Act 1988 (as amended), the

Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the application for Securities, the Company may not be able to accept or process your application.

Use of Trademarks

This Prospectus includes the Company's registered and unregistered trademarks.

All other trademarks, tradenames and service marks appearing in this Prospectus are the property of their respective owners.

Enquiries

If you are in any doubt as to how to deal with any of the matters raised in this Prospectus, you should consult with your broker or legal, financial or other professional adviser without delay. Should you have any questions about the Offers or how to accept the Offers please call the Company Secretary on +61 8 6382 1805.

2. CORPORATE DIRECTORY

Directors

Paul Rennie
Managing & Executive Director

Donna Skerrett
Executive Director

Amos Meltzer
Non-Executive Director

Helen Fisher
Non-Executive Director

Company Secretary

Abby Macnish Niven

Registered Office

Level 15, 500 Collins Street
Melbourne VIC 3000

Telephone: + 61 8 6382 1805
Email: info@paradigmbiopharma.com
Website: www.paradigmbiopharma.com

Legal Advisers

Steinepreis Paganin
Level 4, 16 Milligan Street
PERTH WA 6000

Underwriter and Lead Manager

Bell Potter Securities Limited
(ACN 006 390 772) (AFSL No. 243480)
Level 29, 101 Collins Street
Melbourne VIC 3000

Auditor*

RSM Australia Partners
Level 21, 55 Collins Street
Melbourne VIC 300

Share Registry

Automic Pty Ltd
Level 5, 126 Phillip Street
SYDNEY NSW 2000

Telephone: +61 2 9698 5414

Email: hello@automic.com.au

ASX Code

PAR

*This entity is included for information purposes only. It has not been involved in the preparation of this Prospectus and has not consented to being named in this Prospectus.

3. KEY OFFER DATES

Event	Date
Announcement of Placement and Entitlement Offer Lodgement of Original Prospectus with ASIC and ASX	30 October 2023
Placement Offer and Institutional Offer opens	30 October 2023
Placement Offer and Institutional Offer closes	30 October 2023
Announcement of results of Placement and Institutional Offer Lodgement of this Prospectus with ASIC and ASX	31 October 2023
Trading resumes on an ex-entitlement basis	1 November 2023
Record Date for Retail Offer	1 November 2023
Prospectus despatched to Eligible Retail Shareholders Retail Offer opens	6 November 2023
Settlement of Placement and Institutional Offer	7 November 2023
Issue of Shares under Placement Offer and Institutional Offer	8 November 2023
Quotation of Shares issued under Placement Offer and Institutional Offer	9 November 2023
Closing date of Retail Offer	20 November 2023
Announcement of results of Retail Offer	23 November 2023
Issue of Shares under Retail Offer and Options under Entitlement Offer	27 November 2023
Quotation of Shares issued under Retail Offer and Options issued under Entitlement Offer	28 November 2023
AGM (to approve issue of Options under Placement Offer and Sub-Underwriter Offer)	29 November 2023
Issue of Options under Placement Offer and Sub-Underwriter Offer	29 November 2023
Quotation of Options issued under Placement Offer and Sub-Underwriter Offer	30 November 2023

*The Directors may extend the closing date of the Retail Offer by giving at least 3 Business Days' notice to ASX prior to the closing date. Accordingly, the date the Securities are expected to commence trading on ASX may vary.

*All dates are indicative and subject to change. The Company reserves the right to alter this timetable at any time.

4. LETTER FROM THE CHAIRMAN & MANAGING DIRECTOR

Dear Investors

On behalf of the directors of Paradigm Biopharmaceuticals Ltd (ASX:PAR) (**Paradigm** or the **Company**), it gives me great pleasure to offer you this opportunity to invest in the Company.

Paradigm Biopharmaceuticals is an Australian-based, global late-stage drug development company driven by a purpose to improve patients' health and quality of life by discovering, developing, and delivering pharmaceutical therapies. Paradigm's current focus is developing iPPS for the treatment of diseases where inflammation plays a major pathogenic role, indicating a need for the anti-inflammatory and tissue regenerative properties of pentosan polysulfate sodium (iPPS or brand name Zilosul®).

The immediate commercial focus is for the treatment of pain and joint dysfunction associated with osteoarthritis (**OA**) and pain and arthropathy in patients with the rare genetic disorder mucopolysaccharidosis types I and VI (**MPS**).

Paradigm has an experienced management team and a Board of Directors with relevant commercial and industry experience to support the ongoing growth of the business. These new Offers to invest in Paradigm will support the Company's efforts to continue to progress its phase 3 global osteoarthritis program and are expected, together with the Company's existing cash, the proceeds of the exercise of options, as well as cost management initiatives, to fund the Company into mid CY 2025. Paradigm is focussed on partnering its clinical assets and expects any partnering transaction to add further funding sources to bring iPPS through to commercialisation.

OA is the most prevalent form of joint disease, affecting up to 16% of the population in the developed world, with more than 72 million people in the US, EU5, Canada and Australia suffering from OA.

OA has a significant impact on day-to-day functioning and, although the levels of pain and disability may fluctuate, it has no known cure or spontaneous remission and is associated with irreversible structural damage and progression over time. Presently, there are no drugs approved that can prevent, stop, or even restrain progression of OA. Moreover, the available medications available to mitigate the pain of OA have numerous risk/benefit considerations and market research indicates that only 19% of knee OA patients are satisfied with currently available treatments.

The prevalence of OA is increasing in line with the aging population and increasing rates of obesity. By 2030, the number of people suffering from OA in the US alone is predicted to increase by 86% to 67 million. If we assume a similar increase across the other markets defined above, even allowing for lower rates of obesity in non-US markets, it is anticipated that more than 120 million people will be suffering from OA by 2030. This presents a significant commercial opportunity for iPPS to address this unmet need.

The proceeds from the Offers will be used to fund the Company's phase 3 OA clinical program and to pay for the costs of the Offer. The proceeds are expected to fund the Company's OA phase 3 clinical program to the end of CY2024, with the exercise of options expected to provide further runway to mid CY2025 and past Paradigm's top-line read out from the first phase 3 pivotal clinical trial.

This Prospectus contains detailed information about the Offers and includes a description of the key risks associated with an investment in Paradigm. We encourage you to read the Prospectus carefully and in its entirety before making your investment decision. You should seek professional advice as necessary before making an investment decision.

We are focussed on progressing our global OA late-stage clinical program and also on expediting the path to market for iPPS and revenue generation through various provisional approval pathways globally. On behalf of the Board, we look forward to reporting continued progress of our clinical assets and bringing iPPS to the market to address substantial unmet needs.

Yours sincerely,

Paul Rennie

Chair & Managing Director

5. KEY OFFER INFORMATION

This Section is not intended to provide full information for investors intending to apply for Securities pursuant to this Prospectus. Prospective investors should read this Prospectus in full before deciding whether to invest in Securities.

5.1 Summary of the Placement and the Entitlement Offer

The Company is intending to conduct a placement and accelerated non-renounceable entitlement offer in order to raise up to approximately $30,100,000 (before costs).

The funds raised from the Offers (assuming all Entitlements are accepted and the Placement is fully subscribed) are intended to be applied towards funding the Company through the next stage of the phase 3 Pivotal OA clinical trial and expenses of the Offers.

The Company is seeking to raise approximately $18,000,000 (before costs) by way of a placement to institutional investors (**Placement**) through the issue of up to 41,860,466 Shares (**Placement Shares**) at an issue price of $0.43 per Placement Share together with 3 Attaching Options for every 4 Placement Shares subscribed for and issued.

In addition, the Company is conducting an accelerated non-renounceable entitlement offer (**Entitlement Offer**) to raise approximately $12,100,000 (before costs) through the issue of approximately 28,175,662 Shares at an issue price of $0.43 per Share, on the basis of 1 Share for every 10 Shares held by Eligible Shareholders as at the Record Date, together with 3 Attaching Options for every 4 Shares subscribed for and issued.

The Entitlement Offer has two components:

(a) an accelerated offer to Eligible Institutional Shareholders, which is due to settle on 7 November 2023; and

(b) an offer to Eligible Retail Shareholders, which is due to open on 6 November 2023.

Further details in respect of the Placement and the Entitlement Offer are set out in Section 6.

5.2 Key statistics of the Offers

Shares

	Full Subscription (approx. $30,100,000)
Offer Price per Share	$0.43
Shares currently on issue	281,756,625
Shares to be issued under the Placement Offer	41,860,466
Shares to be issued under the Entitlement Offer	28,175,662
Gross proceeds of the issue of Shares	$30,100,000
Shares on issue post-Offers	**351,792,753**

Notes:

1. Assuming the full amount offered is raised under the Placement Offer and the Entitlement Offer.
2. Refer to Section 8.1 for the terms of the Shares.

Options

	Full Subscription (approx. $30,100,000)
Options currently on issue	Nil
Options to be issued under the Placement Offer	31,395,350
Options to be issued under the Entitlement Offer	21,131,747
Options to be issued under the Sub-Underwriter Offer	10,012,031
Options on issue post-Offers	**62,539,128**

Notes:

1. Assuming the full amount offered is raised under the Placement Offer and the Entitlement Offer.
2. Refer to Section 8.2 for the terms of the Options.

5.3 Key Risk Factors

Prospective investors should be aware that subscribing for Securities involves a number of risks and an investment in the Company should be considered as highly speculative. The future performance of the Company and the value of the Securities may be influenced by a range of factors, many of which are largely beyond the control of the Company and the Directors. The key risks associated with the Company's business, the industry in which it operates and general risks applicable to all investments in listed securities and financial markets generally are set out in Section 9.

5.4 Directors' Interests in Securities

The relevant interest of each of the Directors in the Securities of the Company as at the date of this Prospectus, together with their respective Entitlement, is set out in the table below:

Director	Shares	Entitlement		$
		Shares	Attaching Options	
Paul Rennie[1]	20,512,805[2]	2,051,281	1,538,461	$882,051
Donna Skerrett[1]	1,094,284[3]	109,429	82,072	$47,054
Amos Meltzer	-	-	-	-
Helen Fisher	10,204[4]	1,021	766	$439

Notes:

1. The Company is seeking Shareholder approval to issue an aggregate of 2,200,000 Performance Rights to Dr Skerrett and Mr Rennie, subject to Shareholders approving the adoption of the Company's proposed incentive plan, at the Company's upcoming annual general meeting to be held on 29 November 2023. Refer to the Company's notice of annual general meeting dated 25 October 2023 for further details.
2. Comprising:
   (a) 8,500,548 Shares held directly by Mr Rennie;
   (b) 10,914,902 Shares held indirectly through KZEE Pty Ltd <KZEE Superannuation Fund> an entity which Mr Rennie has a controlling interest; and
   (c) 1,097,355 Shares held indirectly through EAR Investments Pty Ltd <EAR Investments Trust> an entity which Mr Rennie has a controlling interest.
3. Held directly by Dr Skerrett.
4. Held directly by Ms Fisher.

The Board recommends all Shareholders take up their Entitlements. The Board advises that, of the Directors who hold Shares, Paul Rennie intends to take up a part Entitlement (approximately $200,380) and Helen Fisher intends to take up her full Entitlement. Donna Skerrett is unable to participate due to US offering restrictions.

5.5 Underwriting and sub-underwriting

The Entitlement Offer and Placement Offer are fully underwritten by Bell Potter Limited (ACN 006 390 772) (AFSL No. 243480) (**Bell Potter** or **Underwriter**). The Underwriter is not currently a Shareholder and is not a related party of the Company for the purposes of the Corporations Act.

The Underwriter has also been appointed as the lead manager of the Placement and the Entitlement Offer and will be paid 3% (plus GST) of the proceeds of the Placement and the Entitlement Offer in consideration for the provisions of those services, being a fee of $903,466 (plus GST). Refer to Section 10.4 for details regarding the key terms of the Underwriting Agreement.

The Company will also pay the Underwriter an underwriting fee of 1.5% (plus GST) of the total proceeds raised from the Placement and the Entitlement Offer, being a fee of $602,311 (plus GST) to the Underwriter.

The Company will also pay the Underwriter a fee of 1.5% (plus GST) of the total proceeds raised from the exercise of Attaching Options, being a maximum total

fee payable of $682,852 (plus GST) to the Underwriter (only payable if Attaching Options are exercised).

The obligation of the Underwriter to underwrite the Entitlement Offer and the Placement is subject to certain events of termination. Refer to Section 10.4 for details regarding the key terms of the Underwriting Agreement.

The Underwriter has agreed that, provided the Underwriting Agreement is not validly terminated, any unallocated Shortfall Securities must be subscribed for by the Underwriter or sub-underwriters.

The allocation of the Shortfall Securities will be determined by the Underwriter in agreement with the Company. For further information regarding the application and allocation of Shortfall Securities please refer to Section 6.3.

The Underwriter intends to enter into sub-underwriting agreements in respect of the Entitlement Offer with various sub-underwriters (**Sub-Underwriters**), to take up the Shortfall Securities.

Under the Underwriting Agreement, the Underwriter has agreed that no Sub-Underwriter will increase their Shareholding to above 19.99% as a direct result of the issue of Shortfall Securities. Where Shares are issued pursuant to the exercise of Options, the voting power of the sub-underwriters who exercise their Options will increase. The likelihood of Options being exercised is dependent on the price of Shares from time to time until the Options expire.

5.6 Effect on Control

The Underwriter is presently not a Shareholder and is not a related party of the Company for the purposes of the Corporations Act. The issue of Shares under this Prospectus to the Underwriter may increase its interest in the Company and dilute the Shareholding of other Shareholders to the extent they elect not to participate in the Entitlement Offer or are ineligible to participate in the Entitlement Offer.

In accordance with the terms of the Underwriting Agreement, the Underwriter will determine the allocation of Shortfall such that neither the Underwriter, the sub-underwriters nor any other person, individually, will have a voting power in the Company in excess of 19.9% after the issue of the Shortfall.

The Underwriter will ensure that the Entitlement Offer (including the equitable dispersion of any Shortfall Securities) complies with the provisions of Chapter 6 of the *Corporations Act 2001* (Cth) and is otherwise consistent with the policy guidelines contained in ASIC Regulatory Guide 6 and Takeovers Panel Guidance Note 17.

5.7 Potential dilution on non-participating Shareholders

Shareholders should note that if they do not participate in the Entitlement Offer, their holdings are likely to be diluted by approximately 19.91% (as compared to their holdings and number of Shares on issue as at the date of this Prospectus) as a result of the impact of the Entitlement Offer and the Placement.

No immediate dilution will occur as a result of the issue of Options offered pursuant to this Prospectus. However subsequent exercise of any or all of the Options offered pursuant to this Prospectus will result in dilution. Assuming all Options offered pursuant to this Prospectus are issued and exercised into Shares, Shareholders who do not participate in the Entitlement Offer, are likely to be

diluted by an aggregate of approximately 32% (as compared to their holdings and number of Shares on issue as at the date of the Prospectus).

For illustrative purposes, the table below shows how the dilution may impact the holdings of Shareholders:

Holder	Holding as at Record date	% at Record Date[1]	Entitlements	Holdings if Entitlement Offer not taken Up	% post Offers[2]
Shareholder 1	10,000,000	3.55%	1,000,000	10,000,000	2.84%
Shareholder 2	5,000,000	1.77%	500,000	5,000,000	1.42%
Shareholder 3	1,500,000	0.53%	150,000	1,500,000	0.43%
Shareholder 4	400,000	0.14%	40,000	400,000	0.11%
Shareholder 5	50,000	0.02%	5,000	50,000	0.01%

Notes:

1. This is based on a share capital of 281,756,625 Shares as at the date of the Prospectus.
2. Assuming the full amount offered is raised under the Placement Offer and the Entitlement Offer and no Options are exercised. The dilutionary effect shown in the table is the maximum percentage on the assumption that those Entitlements not accepted by Eligible Shareholders are placed by the Underwriter under the Shortfall Offer. In the event all Entitlements are not accepted and some or all of the resulting Shortfall was not subsequently placed, the dilution effect for each Shareholder not accepting their Entitlement would be a lesser percentage.

6. DETAILS OF THE OFFERS AND HOW TO APPLY

6.1 The Entitlement Offer

The Entitlement Offer is for an accelerated non-renounceable entitlement offer of approximately 28,139,535 Shares at an issue price of $0.43 per Share, on the basis of 1 Share for every 10 Shares held by Eligible Shareholders as at the Record Date, together with 3 Attaching Options for every 4 Shares subscribed for and issued.

Fractional entitlements will be rounded up to the nearest whole number.

The Entitlement Offer has two components:

(a) an accelerated offer to Eligible Institutional Shareholders which is due to settle on 7 November 2023 (**Institutional Offer**); and

(b) an offer to Eligible Retail Shareholders, which is due to open on 6 November 2023 (**Retail Offer**).

Both the Institutional Offer and the Retail Offer are non-renounceable. Accordingly, Entitlements cannot be traded on the ASX, nor can they be sold, transferred or otherwise disposed of.

Based on the capital structure of the Company as at the date of this Prospectus, a maximum of approximately 28,175,662 Shares and 21,131,747 Attaching Options are to be issued to raise up to approximately $12.1 million (before costs of the Entitlement Offer).

The Shares offered under the Entitlement Offer will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 8.1 for further information regarding the rights and liabilities attaching to Shares.

The Attaching Options offered under the Entitlement Offer will be issued on the terms and conditions set out in Section 8.2 of this Prospectus. All Shares issued on conversion of the Attaching Options will rank equally with the Shares on issue at the date of this Prospectus.

The purpose of the Entitlement Offer and the intended use of funds raised under the Entitlement Offer are set out in Section 7 of this Prospectus.

6.1.2 Institutional Offer

The Institutional Offer will be conducted over a two trading-day period. During the Institutional Offer period, Eligible Institutional Shareholders will be invited to participate in the Institutional Offer and will be afforded the opportunity to subscribe for all or a portion of their full Entitlement under the Institutional Offer, at the price of $0.43 per Share (**Offer Price**).

Eligible Institutional Shareholders will also receive 3 Attaching Options for every 4 Shares subscribed for and issued pursuant to the Institutional Offer.

Unless otherwise agreed by the Company, any Eligible Institutional Shareholder that does not confirm their acceptance of the Institutional Offer by the close of the Institutional Offer will be deemed to have renounced all of their Entitlement and will not receive any value in respect of their Entitlement.

Shares equal in number to those Entitlements not taken up by Eligible Institutional Shareholders, together with any Shares attributable to Entitlements which would

otherwise have been offered to Ineligible Institutional Shareholders if they had been eligible to participate in the Institutional Offer, will form part of the Institutional Bookbuild. Allocation of the Institutional Bookbuild will be determined by the Underwriter in agreement with the Company and will otherwise be subject to the terms of the Underwriting Agreement, details of which are set out in Section 10.4.

The Board presently intends to offer the Institutional Bookbuild to Eligible Institutional Shareholders and selected institutional investors through a volume bookbuild process managed by the Underwriter over the Institutional Offer period at the Offer Price.

Any Entitlement not taken up pursuant to the Institutional Bookbuild will form part of the Shortfall Offer. Further details in respect of the Shortfall Offer are set out in Section 6.3.

6.1.3 Retail Offer

Eligible Retail Shareholders who wish to acquire Securities under the Retail Offer will need to follow the instructions set out in Section 6.4 of this Prospectus.

There is no guarantee that Eligible Retail Shareholders who apply for additional Shares will receive the number of additional Shares applied for, or indeed, any additional Shares at all. The number of new Shares issued under the Shortfall Offer will not exceed the Shortfall following the Offer. The Underwriter will determine the allocation of additional new Shares in accordance with the allocation policy for the Entitlement Shortfall set out in Section 6.3.

The Company, in consultation with Underwriter, may reject any application for additional new Shares or allocate fewer additional new Shares than applied for by Eligible Retail Shareholders for additional new Shares. The ability for the Company to issue additional new Shares is dependent upon the extent of any Shortfall.

6.2 Minimum subscription

There is no minimum subscription to the Offers.

6.3 Shortfall Offer and Allocation Policy

Any Entitlement not taken up pursuant to the Entitlement Offer (**Shortfall Securities**) will form the Shortfall Offer. The Shortfall Offer is a separate offer made pursuant to this Prospectus and will remain open for up to three months following the Closing Date. The issue price for each Share to be issued under the Shortfall Offer shall be $0.43 being the price at which Shares have been offered under the Entitlement Offer.

If you do not wish to take up any part of your Entitlement you are not required to take any action. That part of your Entitlement not taken up will form part of the Shortfall Offer and potentially be allocated to other Eligible Shareholders or other third parties as part of the Shortfall Offer. The Shortfall Offer will only be available where there is a Shortfall between applications received from Eligible Shareholders and the number of Securities proposed to be issued under the Entitlement Offer.

Eligible Shareholders who wish to subscribe for Securities above their Entitlement are invited to apply for Shortfall Securities under the Shortfall Offer by completing

the appropriate section on their Entitlement and Acceptance Form or by making payment for such Shortfall Securities in accordance with Section 6.5.

Allocation of the Shortfall Securities will be determined by the Underwriter in agreement with the Company in accordance with the terms of the Underwriting Agreement, details of which are set out in Section 10.4. If the Shortfall Offer is oversubscribed (by take up of Entitlements and applications for Shortfall Securities by Eligible Shareholders and third parties), scale back may be applied to applications under the Shortfall Offer. There is no guarantee that Eligible Shareholders will receive Securities applied for under the Shortfall Offer.

The Underwriter notes that no Securities will be issued to an applicant under this Prospectus or via the Shortfall Offer if the issue of Securities would contravene the takeover prohibition in section 606 of the Corporations Act. Similarly, no Securities will be issued via the Shortfall Offer to any related parties of the Company.

6.4 What Eligible Retail Shareholders may do

The number of Securities to which Eligible Retail Shareholders are entitled is shown on the personalised Entitlement and Acceptance Form which can be accessed at https://investor.automic.com.au/#/home. Eligible Shareholders may choose any of the options set out in the table below.

Option	Key Considerations	For more information
Take up all of your Entitlement	• Should you wish to accept all of your Entitlement, then your application for Securities under this Prospectus must be made by following the instructions on the personalised Entitlement and Acceptance Form which can be accessed at https://investor.automic.com.au/#/home. Please read the instructions carefully. • Payment can be made by the methods set out in Section 6.5. As set out in Section 6.5, you do not need to return the Entitlement and Acceptance Form.	Section 6.5 and Section 6.6.
Take up all of your Entitlement and also apply for Shortfall Securities	• Should you wish to accept all of your Entitlement and apply for Shortfall Securities, then your application for your Entitlement and additional Shortfall Securities under this Prospectus must be made by following the instructions on your personalised Entitlement and Acceptance Form which can be accessed at https://investor.automic.com.au/#/home. Please read the instructions carefully. • Payment can be made by the methods set out in Section 6.5. Payment should be made for your Entitlement and the amount of the Shortfall for which you are applying. • If you apply for Shortfall Securities beyond your Entitlement you are deemed to have accepted your Entitlement in full. You should note that the allocation of Shortfall Securities is at the Underwriters discretion as per the allocation policy set out in Section 6.3 and the Underwriting	Sections 6.5, 6.6 and 6.3.

Option	Key Considerations	For more information
	Agreement. Accordingly, your application for additional Shortfall Securities may be scaled-back. There is no guarantee that Eligible Shareholders will receive Securities applied for under the Shortfall Offer. • The Company's decision on the number of Shortfall Securities to be allocated to you will be final.	
Take up a proportion of your Entitlement and allow the balance to lapse	• If you wish to take up only part of your Entitlement and allow the balance to lapse, your application must be made by making payment for the number of Securities you wish to take up and making payment using the methods set out in Section 6.5 below. As set out in Section 6.5, you do not need to return the Entitlement and Acceptance Form.	Section 6.5 and Section 6.6
Allow all or part of your Entitlement to lapse	• If you do not wish to accept any part of your Entitlement, you are not obliged to do anything. If you do not take up your Entitlement by the Closing Date, the offer to you will lapse.	N/A

The Entitlement Offer is non-renounceable. Accordingly, a Shareholder may not sell or transfer all or part of their Entitlement.

6.5 Payment options

6.5.1 By BPAY®

For payment by BPAY®, please follow the instructions on the Entitlement and Acceptance Form. You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. Please note that should you choose to pay by BPAY®:

(a) you do not need to submit the Entitlement and Acceptance Form but are taken to have made the declarations on that Entitlement and Acceptance Form;

(b) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of Shares which is covered in full by your Application monies; and

(c) if you pay more than is required to subscribe for your Entitlement, you will be taken to have applied for Shortfall Securities (if any) under the Shortfall Offer, to the extent of the excess.

You should be aware that your own financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment. It is your responsibility to ensure that funds submitted through BPAY® are received by 5pm (AEDT) on the Closing Date. The Company shall not be responsible for any delay in the receipt of the BPAY® payment.

Guidance where you have more than one CRN (Shareholding of Shares)

If you have more than one shareholding of Shares and consequently receive more than one Entitlement and Acceptance Form, when taking up your Entitlement in respect of one of those Shareholdings only use the CRN specific to that Shareholding as set out in the applicable Entitlement and Acceptance Form. **Do not use the same CRN for more than one of your Shareholdings**. This can result in your Application monies being applied to your Entitlement in respect of only one of your Shareholdings (with the result that any Application in respect of your remaining Shareholdings will not be valid).

6.5.2 By Electronic Funds Transfer (overseas applicants)

For payment by Electronic Funds Transfer (**EFT**) for overseas Eligible Shareholders, please follow the instructions on the Entitlement and Acceptance Form. You can only make a payment via EFT if you are the holder of an account that supports EFT transactions to an Australian bank account. Please note that should you choose to pay by EFT:

(a) you do not need to submit the Entitlement and Acceptance Form but are taken to have made the declarations on that Entitlement and Acceptance Form;

(b) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of Shares which is covered in full by your Application monies; and

(c) if you pay more than is required to subscribe for your Entitlement, you will be taken to have applied for Shortfall Securities (if any) under the Shortfall Offer, to the extent of the excess.

6.6 Implications of an acceptance

Paying any Application Monies by BPAY® or EFT will be taken to constitute a representation by you that:

(a) you have received a copy of this Prospectus and the accompanying Entitlement and Acceptance Form, and read them both in their entirety;

(b) you acknowledge that once a BPAY® or EFT payment instruction is given in relation to any Application monies, the application may not be varied or withdrawn except as required by law.

6.7 Additional Offers

6.7.1 Placement Offer

The Prospectus also contains an offer of up to 41,860,466 Shares at an issue price of $0.43 per Share, together with 3 Attaching Options for every 4 Shares subscribed for and issued to professional, sophisticated and institutional investors to raise up to approximately $18,000,000 (**Placement Offer**).

The Placement Offer will only be made available to professional, sophisticated and institutional investors identified by the Company or the Underwriter (**Placement Participants**) and personalised Application Forms will be sent to these parties.

The Shares offered under the Placement Offer will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 8.1 for further information regarding the rights and liabilities attaching to Shares.

The Shares offered under the Placement Offer will be issued on 8 November 2023 pursuant to the Company's available placement capacity under ASX Listing Rule 7.1.

The Attaching Options offered under the Placement Offer will be issued on the terms and conditions set out in Section 8.2 of this Prospectus. All Shares issued on conversion of the Attaching Options will rank equally with the Shares on issue at the date of this Prospectus.

The Attaching Options which are offered under the Placement Offer are subject to Shareholder approval which will be sought at the Company's annual general meeting to be held on 29 November 2023.

The purpose of the Placement Offer and the intended use of funds raised under the Placement Offer are set out in Section 7 of this Prospectus.

6.7.2 Sub-Underwriter Offer

This Prospectus also contains an offer of up to 10,012,031 Options on the same terms as the Attaching Options (**Sub-Underwriter Options**) to the Sub-Underwriters (and/or their nominees) (**Sub-Underwriter Offer**).

The Sub-Underwriter Offer will only be made available to the Sub-Underwriters (and/or their nominees) and personalised Application Forms will be sent to the Sub-Underwriters (and/or their nominees).

The terms and conditions of the Sub-Underwriter Options are set out in Section 8.2. All Shares issued on conversion of the Sub-Underwriter Options will rank equally with the Shares on issue at the date of this Prospectus.

6.8 ASX listing

Application for Official Quotation of the Shares offered pursuant to this Prospectus will be within 7 days after the date of the Original Prospectus. If ASX does not grant Official Quotation of the 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 the ASIC), the Company will not issue any Shares and will repay all Application Monies for the Securities within the time prescribed under the Corporations Act, without interest.

In addition, application for Official Quotation of the Options offered pursuant to this Prospectus will also be made within 7 days after the date of the Original Prospectus. If ASX does not grant Official Quotation of the Options 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 the ASIC), the Company will not issue any Options.

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

6.9 Issue of Securities

Securities issued pursuant to the Offers will be issued in accordance with the ASX Listing Rules and timetable set out in Section 3.

Securities issued pursuant to the Shortfall Offer will be issued on a progressive basis. Where the number of Securities issued is less than the number applied for, or where

no issue is made, surplus Application Monies will be refunded without any interest to the Applicant as soon as practicable after the closing date of the Shortfall Offer.

Pending the issue of the Securities or payment of refunds pursuant to this Prospectus, all Application Monies will be held by the Company in trust for the Applicants in a separate bank account as required by the Corporations Act. The Company, however, will be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim interest.

Holding statements for Securities issued under the Offers will be mailed as soon as practicable after the issue of Securities and for Shortfall Securities issued under the Shortfall Offer as soon as practicable after their issue.

6.10 Overseas shareholders

The Offers do not, and are not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

In particular, this document may not be distributed to any person, and the Shares and Attaching Options may not be offered or sold, in any country outside Australia except to the extent permitted below.

By completing an Application Form, you represent and acknowledge that:

(a) you are an Eligible Retail Shareholder or an Institutional Investor;

(b) you understand and acknowledge that neither the Shares nor the Attaching Options (including the underlying Shares) have been, or will be, registered under the US Securities Act or the securities laws of any state or other jurisdiction in the United States and accordingly, the Shares and the Options (and the underlying Shares) may not be offered or sold in the United States without registration under the US Securities Act except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act and any other applicable US state securities laws;

(c) you have not and will not send this Prospectus, the Application Form or any other materials relating to the Offers to any person in the United States or any other country outside Australia and New Zealand;

(d) if in the future you decide to sell or otherwise transfer the Shares or the Shares underlying the Options you will only do so in "regular way" transactions on ASX where neither you nor any person acting on your behalf knows, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, in the United States; and

(e) if you are acting as a nominee or custodian, each beneficial holder on whose behalf you are submitting the Application Form is (i) resident in Australia or New Zealand, and (ii) is not in the United States and is not acting for the account or benefit of a person in the United States, and you have not sent this Prospectus, the Application Form or any information relating to the Offers to any such person.

Cayman Islands

No offer or invitation to subscribe for Shares and Attaching Options may be made to the public in the Cayman Islands or in any manner that would constitute carrying on business in the Cayman Islands.

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 Shares and Attaching 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 Shares and Attaching 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 Shares and Attaching Options that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted Shares and Attaching 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 – Retail Offer only

The Shares and Attaching Options are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

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

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 Shares and Attaching Options are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in

reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

Other than in the entitlement offer, the Shares and Attaching Options may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) 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 Shares and Attaching 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 Shares and Attaching Options, may not be issued, circulated or distributed, nor may the Shares and Attaching 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 Shares and Attaching Options being subsequently offered for sale to any other party in Singapore. On-sale restrictions in Singapore may be applicable to investors who acquire Shares and Attaching Options. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

United Kingdom

Neither this Prospectus nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended (**FSMA**)) has been published or is intended to be published in respect of the Shares and Attaching Options.

The Shares and Attaching Options may not be offered or sold in the United Kingdom by means of this Prospectus or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This Prospectus is issued on a confidential basis in the United

Kingdom to "qualified investors" within the meaning of Article 2(e) of the UK Prospectus Regulation. This Prospectus may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the Shares and Attaching Options has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this Prospectus is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (**FPO**), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (**relevant persons**). The investment to which this Prospectus relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this Prospectus.

United States

This Prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The Shares and Attaching Options (and the underlying 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. Accordingly, the Shares and Attaching Options (and the underlying Shares) 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 Shares and Attaching Options (and the underlying Shares) will only be offered and sold in the United States to:

- "institutional accredited investors" within the meaning of Rule 501(a)(1), (2), (3), (7), (8), (9) and (12) under the US Securities Act; and

- dealers or other professional fiduciaries organized or incorporated in the United States that are acting for a discretionary or similar account (other than an estate or trust) held for the benefit or account of persons that are not US persons and for which they exercise investment discretion, within the meaning of Rule 902(k)(2)(i) of Regulation S under the US Securities Act.

Nominees and custodians

Nominees and custodians may not submit an Entitlement and Acceptance Form on behalf of any Shareholder resident outside Australia and New Zealand and any Shareholder that is acting on behalf or for the account of a person in the United States, without the prior consent of the Company, taking into account relevant securities law restrictions. Return of a duly completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

6.11 Enquiries

Any questions concerning the Offer should be directed to the Company Secretary, on + 61 8 6382 1805 or info@paradigmbiopharma.com.

7. PURPOSE AND EFFECT OF THE OFFERS

7.1 Purpose of the Offers

The purpose of the Offers is to raise up to approximately $30,115,535 (before costs).

The funds raised from the Offers (assuming all Entitlements are accepted and the Placement is fully subscribed) are intended to be applied in accordance with the table set out below:

Item	Proceeds of the Offers	Full Subscription ($)
Funds available under the Offers		
1.	Placement Offer	18,000,000
2.	Entitlement Offer	12,115,535
	Total	**30,115,535**
Allocation of funds[1]		
2.	Funding of phase 3 Pivotal OA clinical trial	28,405,035
3.	Expenses of the Offers[1]	1,710,500
	Total	**30,115,535**

Notes:

1. Refer to Section 10.8 for further details.

On completion of the Entitlement Offer and Placement Offer, the Board believes the Company will have sufficient working capital to achieve its stated objectives. In the event the Entitlement Offer and Placement Offer are not fully subscribed, operational objectives are likely to be modified, which may result in delay or substantial changes to the Company's future plans. In this event (and after accounting for associated costs of the Offers) the Company will need to scale back funds available for the phase 3 Pivotal OA clinical trial.

The above tabled expenditures represent a statement of current intentions as of the date of this Prospectus. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis.

The purpose of the Placement Offer and the Sub-Underwriting Offer is to facilitate the issue of the Shares and Options the subject of those Offers and, in particular, to facilitate the secondary trading of Shares, Options and Shares issued on exercise of the Options (if any).

7.2 Effect of the Offers

The principal effect of the Offers (assuming all Entitlements are accepted, the Placement is fully subscribed and no other Shares are issued prior to the Record Date including on exercise or conversion of other Securities on issue) will be to:

(a) increase the cash reserves by approximately $30.1 million (before deducting the estimated expenses of the Offers) immediately after completion of the Offers;

(b) increase the number of Shares on issue from 281,756,625 Shares as at the

date of this Prospectus to approximately 351,792,753 Shares following completion of the Offers; and

(c) increase the number of Options on issue from 0 Options as at the date of this Prospectus to up to approximately 62,539,128 Options following completion of the Offers.

7.3 Effect on capital structure

The effect of the Offers on the capital structure of the Company (assuming all Entitlements are accepted, the Placement is fully subscribed and no other Shares are issued prior to the Record Date including on exercise or conversion of other Securities on issue) is set out below.

Shares

	Number
Shares currently on issue[1]	281,756,625
Shares to be issued under the Placement Offer	41,860,466
Shares to be issued under the Entitlement Offer[2]	28,175,662
Total Shares on issue after completion of the Offers	**351,792,753**

Notes:

1. Refer to Section 8.1 for a summary of the material terms and conditions of Shares.

Options

	Number
Options currently on issue	Nil
Options to be issued under the Placement Offer	31,395,350
Options to be issued under the Entitlement Offer	21,131,747
Options to be issued under the Sub-Underwriter Offer	10,012,031
Total Options on issue after completion of the Offers	**62,539,128**

Notes:

1. Refer to Section 8.1 for a summary of the material terms and conditions of the Options to be issued under this Prospectus.

7.4 Pro-forma statement of financial position

The audited balance sheet as at 30 June 2023 and the unaudited pro-forma balance sheet shown below have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position.

The pro-forma balance sheet has been prepared assuming all Entitlements are accepted, the Placement is fully subscribed, no other Shares are issued prior to the Record Date including on exercise or conversion of other Securities on issue and including expenses of the Offers.

The pro-forma balance sheet has been prepared to provide investors with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company as noted below. The historical and pro-forma financial

information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

	Audited Consolidated 30 June 2023	Proforma Full Subscription ($)
Current assets		
Cash and cash equivalents	56,333,085	84,738,120
Trade and other receivables	6,807,301	6,807,301
Prepaid expenses	599,078	599,078
Financial assets held at amortised cost	46,200	46,200
Total current assets	**63,785,664**	**92,190,699.04**
Non-Current assets		
Intangible assets	2,947,588	2,947,588
Plant and equipment	42,601	42,601
Right-of-use assets	293,791	293,791
Total non-current assets	**3,283,980**	**3,283,980**
Total assets	**67,069,644**	**95,474,679**
Current liabilities		
Trade and other payables	12,161,182	12,161,182
Employee benefits	776,196	776,196
Lease liabilities	104,971	104,971
Total current liabilities	**13,042,349**	**13,042,349**
Non-current liabilities		
Employee benefits	112,830	112,830
Lease liabilities and others	236,694	236,694
Total non-current liabilities	349,524	349,524
Total liabilities	**13,391,873**	**13,391,873**
Net assets	**53,677,771**	**82,082,806**
Equity		
Issued capital	209,833,883	238,238,918
Share-based payments reserve	7,786,686	7,786,686
Currency translation reserve	(428,784)	(428,784)
Accumulated losses	(163,514,014)	(163,514,014)

	Audited Consolidated 30 June 2023	Proforma Full Subscription ($)
Total equity	**53,677,771**	**82,082,806**

7.5 Details of substantial holders

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

Shareholder	Shares	% (Undiluted)	Entitlement		$
			Shares	Attaching Options	
Paul Rennie and associates	20,512,805	7.28%	2,051,281	1,538,461	$882,051
Allianz SE and Related Entities	20,215,330	7.17%	2,021,533	1,516,150	$869,259

In the event all Entitlements are accepted there will be no change to the substantial holders as a result of the Entitlement Offer. However, the substantial holders will be diluted by the number of Placement Shares issued, and the holding of Mr Rennie and his associates will be further diluted as Mr Rennie intends to take up a part Entitlement only (approximately $200,380).

No Shareholder will, as a result of the Entitlement Offer, increase their relevant interest in the Company to above 20%.

8. RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

8.1 Rights and liabilities attaching to Shares

The following is a summary of the more significant rights and liabilities attaching to the Shares being offered pursuant to this Prospectus. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

Full details of the rights and liabilities attaching to Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

(a) General meetings

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

Shareholders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution of the Company.

(b) Voting rights

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at general meetings of shareholders or classes of shareholders:

(i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;

(ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and

(iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for each Share held, but in respect of partly paid shares shall have such number of votes as bears the same proportion to the total of such Shares registered in the Shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

(c) Dividend rights

Subject to the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend, the Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend which shall be payable on all Shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares.

The Directors may from time to time pay to the Shareholders any interim dividends as they may determine. The Directors may set aside out of the profits of the Company any amounts that they may determine as

reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.

Subject to the ASX Listing Rules and the Corporations Act, the Company may, by resolution of the Directors, implement a dividend reinvestment plan on such terms and conditions as the Directors think fit and which provides for any dividend which the Directors may declare from time to time payable on Shares which are participating Shares in the dividend reinvestment plan, less any amount which the Company shall either pursuant to the Constitution or any law be entitled or obliged to retain, be applied by the Company to the payment of the subscription price of Shares.

(d) Winding-up

If the company is wound up and the surplus assets are insufficient to repay the whole of the paid up capital, the surplus assets must be distributed so that, as nearly as may be, the losses are borne by the members in proportion to the capital paid up or which ought to have been paid up on the shares held by them at the commencement of the winding up.

If in a winding up the assets available for distribution among the members are more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess must be distributed among the members in proportion to the capital paid up or which ought to have been paid up on the shares held by them at the commencement of the winding up.

(e) Shareholder liability

As the Shares issued will be fully paid shares, they will not be subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(f) Transfer of shares

Generally, shares in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act and the ASX Listing Rules.

(g) Future increase in capital

The issue of any new Shares is under the control of the Directors of the Company. Subject to restrictions on the issue or grant of securities contained in the ASX Listing Rules, the Constitution and the Corporations Act (and without affecting any special right previously conferred on the holder of an existing share or class of shares), the Directors may issue Shares as they shall, in their absolute discretion, determine.

(h) Variation of rights

Under section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to Shares.

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

(i) Alteration of constitution

In accordance with the Corporations Act, the Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

8.2 Rights attaching to Attaching Options and Sub-Underwriter Options

(a) Entitlement

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) Exercise Price

The amount payable upon exercise of each Option is $0.65 (**Exercise Price**).

(c) Expiry Date

Each Option will expire at 5:00 pm (AEDT) on 30 November 2024 (**Expiry Date**).

An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) Exercise Period

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

(e) Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) Exercise Date

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

(g) Timing of issue of Shares on exercise

Within five Business Days after the Exercise Date, the Company will:

(i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;

(ii) if required, give ASX a notice that complies with section 708A(5)I of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

(iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under Section 8.2(g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) Shares issued on exercise

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) Reconstruction of capital

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

(j) Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) Change in exercise price

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) Transferability

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

9. RISK FACTORS

9.1 Introduction

The Securities offered under this Prospectus should be considered as highly speculative and an investment in the Company is not risk free.

The Directors strongly recommend that prospective investors consider the risk factors set out in this Section 9, together with all other information contained in this Prospectus.

The future performance of the Company and the value of the Securities may be influenced by a range of factors, many of which are largely beyond the control of the Company and the Directors. The key risks associated with the Company's business, the industry in which it operates and general risks applicable to all investments in listed securities and financial markets generally are described below.

The risks factors set out in this Section 9, or other risk factors not specifically referred to, may have a materially adverse impact on the performance of the Company and the value of the Securities. This Section 9 is not intended to provide an exhaustive list of the risk factors to which the Company is exposed.

Before determining whether to invest in the Company you should ensure that you have a sufficient understanding of the risks described in this Section 9 and all of the other information set out in this Prospectus and consider whether an investment in the Company is suitable for you, taking into account your objectives, financial situation and needs.

If you do not understand any matters contained in this Prospectus or have any queries about whether to invest in the Company, you should consult your accountant, financial adviser, stockbroker, lawyer or other professional adviser.

9.2 Company specific

Risk Category	Risk
Potential for dilution	Upon implementation of the Offers, assuming successful completion of the Offers and assuming no other Shares are issued prior to the Record Date, the number of Shares in the Company will increase from 281,756,625 Shares currently on issue to approximately 351,792,753. This means that immediately after the Offers each Share will represent a significantly lower proportion of the ownership of the Company. Specifically, Shareholders should note that if they do not participate in the Entitlement Offer, their holdings are likely to be diluted by approximately 19.91% (as compared to their holdings and number of Shares on issue as at the Record Date). Examples of how the dilution may impact Shareholders is set out in the table at Section 5.7. No immediate dilution will occur as a result of the issue of Options under this Prospectus. However subsequent exercise of any or all of the Options offered pursuant to this Prospectus will result in dilution. Assuming all Options offered pursuant to this Prospectus are issued and exercised into Shares, Shareholders who do not participate in the Entitlement Offer, are likely to be diluted by an aggregate of approximately 32% (as compared to their holdings and number of Shares on issue as at the date of the Prospectus).

Risk Category	Risk
	It is not possible to predict what the value of the Company, a Share or an Option will be following the completion of the Offers and the Directors do not make any representation as to such matters. The last trading price of Shares on ASX prior to the Prospectus being lodged of $0.61 per Share is not a reliable indicator as to the potential trading price of Shares after completion of the Offers.
Research and Development Activities	Paradigm's future success is dependent on the results of Paradigm's current and planned future clinical trials using Pentosan Polysulfate Sodium (**PPS**) and whether it proves to be a safe and effective treatment in the target therapeutic application. Paradigm's lead product based on PPS is an experimental product in clinical development and product commercialisation resulting in any potential product sales and revenues is likely to be years away; and there is no guarantee that it will be successful. It requires additional research and development, including ongoing clinical evaluation of safety and efficacy in clinical trials and regulatory approval prior to marketing authorisation. Drug development generally is often associated with a high failure rate and until Paradigm is able to provide further clinical evidence of the ability of Paradigm's PPS product to improve outcomes in patients, the future success of the product in development remains speculative. Research and development risks include uncertainty of the outcome of results, difficulties or delays in development and generally the uncertainty that surrounds the scientific development of pharmaceutical products.
Clinical Development	Clinical trials are inherently very risky, costly and it is possible the Paradigm clinical trials may demonstrate that its PPS products are unsuccessful or non-efficacious, impracticable or costly - which may impact profitability and future commercial potential. Failure or negative or inconclusive results can occur at many stages in development and the results of earlier clinical trials are not necessarily predictive of future results. In addition, data obtained from trials is susceptible to varying interpretations, and regulators may not interpret the data as favourably as Paradigm, which may delay, limit or prevent regulatory approval.
Commercial Risk	Paradigm may, from time to time, consider acquisition, licensing, partnership or other corporate opportunities for Paradigm's product development programs. There can be no assurance that any such acquisition, licensing, partnership or corporate opportunities can be concluded on terms that are, or are believed by Paradigm to be, commercially acceptable. In the case of licensing and partnership opportunities, even if such terms are agreed there is a risk that the performance of distributors and the delivery of contracted outcomes by collaborators will not occur due to a range of unforeseen factors relating to environment, technology and market conditions.
Market penetration	Where Paradigm does obtain regulatory approval (and this is subject to the outcomes of future clinical trials by Paradigm), future success will also depend on Paradigm's ability to achieve market acceptance and attract and retain customers, which includes convincing potential consumers and partners of the efficacy of Paradigm's products and Paradigm's ability to manufacture a sufficient quantity and quality of products at a satisfactory price. There is no guarantee that Paradigm will be successful in obtaining regulatory approvals, commercialising a

Risk Category	Risk
	therapeutic product or the degree of market penetration or uptake which is achieved.
Manufacturing	There is a risk that scale-up of commercial supplies of Pentosan Polysulfate Sodium (PPS) may present technical and supply difficulties. Any unforeseen difficulty relating to manufacturing or supply of commercial GMP quantities of PPS may negatively impact Paradigm's ability to generate profit in future.

9.3 Industry specific

Risk Category	Risk
Regulatory Approval	Paradigm operates within a highly regulated industry, relating to the manufacture, distribution and supply of pharmaceutical products. There is no guarantee that Paradigm will obtain the required approvals, licenses and registrations from all relevant regulatory authorities in all jurisdictions in which it operates. The Commencement of clinical trials may be delayed and Paradigm may incur further costs if the Food and Drug Administration (FDA) and other Regulatory Agencies observe deficiencies that require resolution or request additional studies be conducted in addition to those that are currently planned. A change in regulation may also adversely affect Paradigm's ability to commercialise and manufacture its treatments.
Intellectual Property risks	Securing rights in technology and patents is an integral part of securing potential product value in the outcomes of biotechnology research and development. Competition in retaining and sustaining protection of technology and the complex nature of technologies can lead to patent disputes. Paradigm's success depends, in part, on its ability to obtain patents, maintain trade secret protection and operate without infringing the proprietary rights of third parties. Because the patent position of biotechnology companies can be highly uncertain and frequently involves complex legal and factual questions, neither the breadth of claims allowed in biotechnology patents nor their enforceability can be predicted. There can be no assurance that any patents which Paradigm may own, access or control will afford Paradigm commercially significant protection of its technology or its products or have commercial application or that access to these patents will mean that Paradigm will be free to commercialise its drug candidates. The granting of a patent does not guarantee that the rights of others are not infringed or that competitors will not develop technology or products to avoid Paradigm's patented technology. Paradigm's current Patenting strategies do not cover all countries which may lead to generic competition arising in those markets.
Competition	The biotechnology and pharmaceutical industries are intensely competitive and subject to rapid and significant technological change, both in Australia and internationally, and there are no guarantees about Paradigm's ability to successfully compete. Paradigm's products may compete with existing alternative treatments that are already available to customers. In addition, a number of companies, both in Australia and internationally, are pursuing the development of competing products. Some of these companies may have, or may develop, technologies superior to Paradigm's own technology. Some competitors of Paradigm may have substantially greater financial, technical

Risk Category	Risk
	and human resources than Paradigm does, as well as broader product offerings and greater market and brand presence. Paradigm's services, expertise or products may be rendered obsolete or uneconomical or decrease in attractiveness or value by advances or entirely different approaches developed by either Paradigm or its competitors.
Insurance and Uninsured Risks	Although Paradigm maintains insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance will not cover all the potential risks associated with its operations and insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. It is not always possible to obtain insurance against all such risks and Paradigm may decide not to insure against certain risks because of high premiums or other reasons.
Product Safety and Efficacy	Serious or unexpected health, safety or efficacy concerns with Paradigm's (or similar third party) products may expose Paradigm to reputational harm or reduced market acceptance of its products, and lead to product recalls and/or product liability claims and resulting liability, and increased regulatory reporting. There can be no guarantee that unforeseen adverse events or manufacturing defects will not occur. Paradigm will seek to obtain adequate product liability insurance at the appropriate time in order to minimise its liability to such claims however there can be no assurance that adequate insurance coverage will be available at an acceptable cost. Any health, safety or efficacy concerns are likely to lead to reduced customer demand and impact on potential future profits of Paradigm.

9.4 General risks

Risk Category	Risk
Additional requirements for capital	The funds raised under the Offers complement the Company's existing cash reserves and available current assets and are considered sufficient to meet the current proposed objectives of the Company. Additional funding may be required in the event future costs exceed the Company's estimates or future revenues are below the Company's estimates and to effectively implement its business and operations plans in the future, to take advantage of opportunities for acquisitions, joint ventures or other business opportunities, and to meet any unanticipated liabilities or expenses which the Company may incur. The Company may seek to raise further funds through equity or debt financing, joint ventures or other means. Failure to obtain sufficient financing for the Company's activities and future projects may result in delay and indefinite postponement of operations and further development programmes. There can be no assurance that additional finance will be available when needed or, if available, the terms of the financing might not be favourable to the Company and might involve substantial dilution to Shareholders.
Economic risks	General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's activities, as well as on its ability to fund those activities.

Risk Category	Risk
Market conditions	Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as: (a) general economic outlook; (b) introduction of tax reform or other new legislation; (c) interest rates and inflation rates; (d) changes in investor sentiment toward particular market sectors; (e) the demand for, and supply of, capital; and (f) terrorism or other hostilities. The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.
Taxation	The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All prospective investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation viewpoint and generally. To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability and responsibility with respect to the taxation consequences of subscribing for Shares under this Prospectus.
Reliance on key personnel	Paradigm is reliant on key personnel employed or engaged by Paradigm. Loss of such personnel may have a material adverse impact on the performance of Paradigm. In addition, recruiting qualified personnel is critical to Paradigm's success. As Paradigm's business grows, it may require additional key financial, administrative, investor and public relations personnel as well as additional staff for operations. While Paradigm believes that it will be successful in attracting and retaining qualified personnel, there can be no assurance of such success. The loss of key personnel or the inability to attract suitably qualified additional personnel could have a material adverse effect on Paradigm's financial performance.
Litigation risks	In the ordinary course of conducting its business, Paradigm is exposed to potential litigation and other proceedings, including through claims of breach of agreements, intellectual property infringement or in relation to employees (through personal injuries, occupational health and safety or otherwise). If such proceedings were brought against Paradigm, it would incur considerable defence costs (even if successful), with the potential for damages and costs awards against Paradigm if it were unsuccessful, which could have a significant negative financial effect on Paradigm's business. Changes in laws can also heighten litigation risk (for example, antitrust and intellectual property). Circumstances may also arise in which Paradigm, having received legal advice, considers that it is reasonable or necessary to initiate litigation or other proceedings, including, for example, to protect its intellectual property rights. There has been substantial litigation and other proceedings in the pharmaceutical industry, including class actions from purchasers and end users of pharmaceutical products.

Risk Category	Risk
Dividend Guidance	No assurances can be given in relation to the payment of future dividends. Future determinations as to the payment of dividends by Paradigm will be at the discretion of Paradigm and will depend upon the availability of profits, the operating results and financial conditions of Paradigm, future capital requirements, covenants in relevant financing agreements, general business and financial conditions and other factors considered relevant by Paradigm. No assurance can be given in relation to the level of tax deferral of future dividends. Tax deferred capacity will depend upon the amount of capital allowances available and other factors.
Climate Risk	There are a number of climate-related factors that may affect the operations and proposed activities of the Company. The climate change risks particularly attributable to the Company include: (a) the emergence of new or expanded regulations associated with the transitioning to a lower-carbon economy and market changes related to climate change mitigation. The Company may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or environmental damage. These examples sit amongst an array of possible restraints on industry that may further impact the Company and its profitability. While the Company will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Company will not be impacted by these occurrences; and (b) climate change may cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns and incidence of extreme weather events and longer-term physical risks such as shifting climate patterns. All these risks associated with climate change may significantly change the industry in which the Company operates.

9.5 Speculative investment

The risk factors described above, and other risks factors not specifically referred to, may have a materially adverse impact on the performance of the Company and the value of the Securities.

Prospective investors should consider that an investment in the Company is highly speculative.

There is no guarantee that the Securities offered under this Prospectus will provide a return on capital, payment of dividends or increases in the market value of those Securities.

Before deciding whether to subscribe for Securities under this Prospectus you should read this Prospectus in its entirety and consider all factors, taking into account your objectives, financial situation and needs.

10. ADDITIONAL INFORMATION

10.1 Litigation

As at the date of this Prospectus, the Company is not involved in any legal proceedings and the Directors are not aware of any other material legal proceedings pending or threatened against the Company.

10.2 Continuous disclosure obligations

As set out in the Important Notes Section of this Prospectus, the Company is a disclosing entity for the purposes of section 713 of the Corporations Act. Accordingly, information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

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

(a) it is subject to regular reporting and disclosure obligations;

(b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and

(c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:

(i) the annual financial report most recently lodged by the Company with the ASIC;

(ii) any half-year financial report lodged by the Company after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC; and

(iii) any continuous disclosure documents given by the Company to ASX in accordance with the ASX Listing Rules as referred to in section 674(1) of the Corporations Act after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC.

Copies of all documents lodged with the ASIC in relation to the Company can be inspected at the registered office of the Company during normal office hours.

Details of documents lodged by the Company with ASX since the date of lodgement of the Company's latest annual financial report and before the date of lodgement of this Prospectus with the ASIC are set out in the table below.

Date	Description of Announcement
31 October 2023	PAR Successful Placement and Fully Underwritten ANREO
30 October 2023	Update – Proposed issue of securities - PAR
30 October 2023	Entitlement Offer and Placement Prospectus
30 October 2023	Proposed issue of securities - PAR

Date	Description of Announcement
30 October 2023	Investor Presentation - $30M Capital Raise
30 October 2023	Paradigm Launches $30M Capital Raising
30 October 2023	Quarterly Activities/Appendix 4C Cash Flow Report
30 October 2023	Trading Halt
25 October 2023	Notice of Annual General Meeting/Proxy Form
23 October 2023	Final Director's Interest Notice
20 October 2023	Resignation of Non-executive Director
18 October 2023	iPPS Increases Cartilage Thickness in Phase 2 Trial
16 October 2023	Trading Halt
10 October 2023	iPPS SIGNIFICANT OA PAIN REDUCTION AT 12 MONTHS
6 October 2023	Trading Halt
3 October 2023	Date of AGM & Closing Date for Director Nominations
22 September 2023	Change of Share Registry Details
13 September 2023	Application for quotation of securities - PAR
1 September 2023	Corporate Governance Statement
1 September 2023	Appendix 4G
1 September 2023	Notice of release of escrowed securities
1 September 2023	Paradigm Accepted for Presentations at Major Conferences
25 August 2023	2023 Annual Report and Appendix 4E

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours.

The announcements are also available through the Company's website, www.paradigmbiopharma.com.

10.3 Market price of Shares

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

The highest, lowest and last market sale prices of the Shares on ASX during the three months immediately preceding the date of lodgement of this Prospectus with the ASIC and the respective most recent date of those sales were:

	($)	Date
Highest	$0.95	31 July 2023
Lowest	$0.525	27 September 2023
Last	$0.61	27 October 2023

10.4 Underwriting Agreement

Underwriting Fee	Under the Underwriting Agreement, the Company has agreed to pay the Underwriter a management fee and an underwriting fee totalling 5% of the proceeds of the Placement and the Entitlement Offer (plus GST), being $1,505,777 (plus GST) in consideration of the Underwriter performing its obligations under the Underwriting Agreement. The Company will also pay the Underwriter a fee of 2% (plus GST) of the total proceeds raised from the exercise of Attaching Options, being a maximum total fee payable of $682,852 (plus GST) to the Underwriter (only payable if Attaching Options are exercised).
Immediate Termination Events	The Underwriter may terminate its obligations to underwrite the Placement and Entitlement Offer under the Underwriting Agreement with the Company in circumstances typically found in agreements of this nature (in certain of these circumstances including having regard to the materiality of the success, settlement or marketing of the Offers) if the circumstances arise in relation to the Offers. The Underwriter may terminate the Underwriting Agreement on the occurrence of any of the following events: (a) ASIC takes certain action under sections 739, 1324B or 1325 or Part 9.5 of the Corporations Act or gives notice of an intention to prosecute the Company or any of its directors or ASIC commences any investigation or hearing under Part 3 of the Australian Securities and Investments Commission Act 2001; (b) certain certificates required to be provided by the Company under the Underwriting Agreement are not furnished or are untrue, inaccurate, incomplete or misleading or deceptive in any material respect; (c) the Underwriter forms the view (acting reasonably) that there is a material omission in the Prospectus or any supplementary prospectus of material required by the Corporations Act, the Prospectus or any supplementary prospectus contains a material statement which is untrue, inaccurate or misleading or deceptive or is likely to mislead or deceive in a material respect or does not contain all material information required to comply with all applicable laws; (d) the Company issues or, in the reasonable opinion of the Underwriter is required to issue, a supplementary prospectus because of the operation of section 719(1) of the Corporations Act; (e) the offer documents required by the Offers do not comply in any material respect with the Corporations Act or the ASX Listing Rules or any other applicable law; (f) ASX announces that the Company will be removed from the official list or that any Shares will be delisted or suspended from quotation by ASX; (g) the Company alters its capital structure or the Constitution without the prior written consent of the Underwriter; (h) the Company or any of its related bodies corporate (together, the **Group**) is insolvent or there is an act or omission which is reasonably likely to result in any such member of the Group becoming Insolvent; (i) the Company is prevented from issuing the Securities under the Placement and Entitlement Offer within the

time required by the ASX Listing Rules, applicable laws, an order of a court of competent jurisdiction or a Governmental Agency;

(j) the Company withdraws all or any part of the Prospectus or the Offers or indicates that it does not intend to or is unable to proceed with the Offers;

(k) the Company does not despatch the notice of meeting on the date referred to in the timetable sect out in Section 3 (**Timetable**) or hold its annual general meeting on the date referred to in the Timetable without the prior written consent of the Underwriter;

(l) unconditional approval (or conditional approval, provided such condition would not have a material adverse effect on the success or settlement of the Offers) by ASX for official quotation of the Shares under the Placement Offer or the Entitlement Offer is refused, is not granted or is withdrawn by certain dates, or ASX makes an official statement to any person or indicates to the Company or the Underwriter that official quotation on ASX will not be granted;

(m) the S&P/ASX 200 index falls by 10% or more below the level of the S&P ASX 200 index on the Business Day before the announcement date:

(i) for 2 consecutive Business Days between (A) the Business Day immediately following the announcement date and the Business Day immediately prior to the date of settlement of the Placement or (B) the date of settlement of the Placement and the Business Day immediately prior to the date of settlement of the Entitlement Offer; or

(ii) on the Business Day immediately prior to the date of settlement of Placement or the date of settlement of Entitlement Offer (as the case may be); or

(n) any event set out in the Timetable is delayed for more than 2 Business Days without the prior written consent of the Underwriter.

In addition, the Underwriter (in its absolute and unfettered discretion) may terminate the Underwriting Agreement at any time so that it is relieved of all its obligations under the Underwriting Agreement (including its associated underwriting obligations) if certain conditions precedent are not satisfied by the time specified. These include:

(a) ASX not having indicated to the Company or the Underwriter that it will not grant permission for the official quotation of the Shares under the Placement, Institutional Offer or Retail Offer on or before the issue date of the Shares under the Placement, Institutional Offer or Retail Offer, respectively;

(b) the Company dispatching or making available the Prospectus and accompanying documents as specified by the Timetable, each in a form and substance satisfactory to the Underwriter (acting reasonably);

(c) the results of the Placement, Institutional Offer or Retail Offer being announced to ASX by as specified in the Timetable in a form and substance satisfactory to the Underwriter (acting reasonably);

(d) the Underwriter receiving a notice of the shortfall under the Institutional Offer or the Retail Offer in accordance with and by the time set out in the Underwriting Agreement;

	(e) the Underwriter receiving a compliance certificate as required under the Underwriting Agreement, and (f) the Underwriter receiving the new circumstances sign-offs certificate as required under the Underwriting Agreement.
Conditional Termination Events	Termination Events requiring a material adverse effect (as defined in the Underwriting Agreement) before termination are: (a) any public or other media statements made (to ASX or otherwise) by or on behalf of the Company or the Group includes a statement which is or becomes misleading or deceptive or likely to mislead or deceive or any forecasts, expressions of opinion, intention or expectation which are not based on reasonable assumptions; (b) any information supplied by or on behalf of the Company to the Underwriter is or becomes misleading or deceptive, including by way of omission; (c) a change in the chairman, chief executive officer or chief financial officer of the Company or board of directors of the Company is announced or occurs; (d) a director of the Company is charged with an indictable offence, any regulatory body commences any public action against a director of the Company (or announces that it intends to take such action) or any director of the Company is disqualified from managing a corporation under the Corporations Act; (e) there is an adverse change, or an event occurs which is likely to give rise to an adverse change, in the business, assets, liabilities, financial position or performance, profits, losses, results, operations or prospects of the Group; (f) a representation or warranty made or given by the Company under the Underwriting Agreement is breached or is untrue or incorrect or misleading or deceptive; (g) there is introduced, or there is a public announcement of a proposal to introduce, a new law, or the Reserve Bank of Australia, or any Commonwealth or State, adopts or announces a proposal to adopt a new policy, any of which does or is likely to prohibit or restrict the Entitlement Offer, capital issues or stock markets or materially adversely affects the Group; (h) a default by the Company in the performance of any of its obligations under the underwriting agreement occurs; (i) the occurrence of: (i) a suspension or material limitation in trading in securities generally on ASX, the New York Stock Exchange, the Hong Kong Stock Exchange, the Singapore Stock Exchange or the London Stock Exchange; (ii) a suspension (persisting for at least one Business Day) in trading in the securities of the Company on ASX; or (iii) a general moratorium on commercial banking activities in Australia, the United States, Singapore, Hong Kong, the Republic of China, Japan or the United Kingdom is declared by the relevant authorities, or there is a material disruption in commercial banking or securities settlement or clearance services in the those places;

	(j) the occurrence of any other calamity or crisis or any change in financial, political or economic conditions or currency exchange rates or controls in Australia, New Zealand, Singapore, Hong Kong, Japan, the United States, the United Kingdom or elsewhere, which, in the judgment of the Underwriter (acting reasonably), makes it impracticable or inadvisable to proceed with the Offers on the date of completion of the Offers; (k) hostilities not presently existing commence (whether war has been declared or not) or a major escalation in existing hostilities occurs (whether war has been declared or not) involving any one or more of Australia, New Zealand, the United States, the United Kingdom, Japan, Russia, the People's Republic of China, United Arab Emirates, Israel, Iran, Lebanon, Syria, Singapore or any member state of the European Union or a major terrorist act is perpetrated on any of those countries or on any diplomatic, military, commercial or political establishment of any of those countries elsewhere in the world; (l) the due diligence committee report or any other information supplied in writing by or on behalf of the Company to the Underwriter in relation to the Group or the Offer is misleading or deceptive; (m) in the reasonable opinion of the Underwriter, a new circumstance arises that would have been required to be disclosed in the Prospectus had it arisen before the Prospectus was lodged with ASX and ASIC; or (n) the Company fails to comply with a provision of the Constitution, the ASX Listing Rules, the Corporations Act, applicable laws or a requirement, order or request made by or on behalf of ASIC, ASX or any Governmental Agency.
Other Terms	As is customary with underwriting arrangements: (a) the Company has agreed to indemnify the Underwriter, its officers, employees, and agents and advisers against losses incurred in connection with the Entitlement Offer, the Prospectus and the performance of the Underwriting Agreement other than where the losses have resulted from the fraud, wilful default, breach of contract or negligence of the indemnified person or in certain other circumstances; and (b) the Company has provided a full range of warranties and representations to the Underwriter, including about the Entitlement Offer and its compliance with applicable laws. Subject to the certain customary 'permitted exceptions' the Underwriting Agreement generally restricts the Company, without the Underwriters' consent, from issuing equity securities for 120 days after the last of the Shares and Attaching Options are issued under the Entitlement Offer and Placement Offer. The 'permitted exceptions' include a wholesale debt issue, the issuing of Shares issued upon the conversion of the options to purchase Shares or pursuant to an employee incentive scheme or a purchase plan.

10.5 Interests of Directors

Other than as set out in this Prospectus, no Director or proposed director holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

(a) the formation or promotion of the Company;

(b) any property acquired or proposed to be acquired by the Company in connection with:

(i) its formation or promotion; or

(ii) the Offers; or

(c) the Offers,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to a Director or proposed director:

(b) as an inducement to become, or to qualify as, a Director; or

(c) for services provided in connection with:

(i) the formation or promotion of the Company; or

(ii) the Offers.

Security holdings

The relevant interest of each of the Directors in the securities of the Company as at the date of this Prospectus, together with their respective Entitlement, is set out in Section 5.4.

Remuneration

The remuneration of an executive Director is decided by the Board, without the affected executive Director participating in that decision-making process. The total maximum remuneration of non-executive Directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director. The current amount has been set at an amount not to exceed $500,000 per annum.

A Director may be paid fees or other amounts (i.e., non-cash performance incentives such as Options, subject to any necessary Shareholder approval) as the other Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director.

In addition, Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors.

The following table shows the total annual remuneration paid to both executive and non-executive Directors for the two years prior to the date of this Prospectus and the proposed remuneration for the year ending 30 June 2024.

Director	FY ending 30 June 2024 (Proposed)	FY ended 30 June 2023 (Actual)	FY ended 30 June 2022 (Actual)
Paul Rennie[1]	$1,925,160[1]	$1,023,278	$1,137,510
Donna Skerrett	$1,920,246[1]	$1,514,856	$1,567,604
Amos Meltzer	$88,400	$88,400	$88,000
Helen Fisher	$88,400	$88,400	$88,000

Notes:

1. The Company is seeking Shareholder approval to issue an aggregate of 2,200,000 Performance Rights to Dr Skerrett and Mr Rennie, subject to Shareholders approving the adoption of the Company's proposed incentive plan, at the Company's upcoming annual general meeting to be held on 29 November 2023. These figures includes an indicative amount for the value of the share based payments to Dr Skerrett and Mr Rennie assuming those Performance Rights are issued. Refer to the Company's notice of annual general meeting dated 25October 2023 for further details.

10.6 Interests of experts and advisers

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

(a) 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;

(b) promoter of the Company; or

(c) underwriter (but not a sub-underwriter) to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

(a) the formation or promotion of the Company;

(b) any property acquired or proposed to be acquired by the Company in connection with:

(i) its formation or promotion; or

(ii) the Offers; or

(c) the Offers,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with:

(a) the formation or promotion of the Company; or

(b) the Offers.

Steinepreis Paganin has acted as legal advisers to the Company in relation to the Offers. The Company estimates it will pay Steinepreis Paganin $50,000 (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Steinepreis Paganin has received fees totalling $8,781 (excluding GST and disbursements) from the Company.

Bell Potter has acted as the Underwriter and Lead Manager in relation to the Placement Offer and the Entitlement Offer. The fees payable by the Company for these services are set out above at Section 10.4 of this Prospectus. During the 24 months preceding lodgement of this Prospectus with the ASIC, Bell Potter has received fees totalling $3,299,382 (excluding GST and disbursements) from the Company.

10.7 Consents

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

Each of the parties referred to in this Section:

(a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section;

(b) in light of the above, only to the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section; and

(c) has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

Steinepreis Paganin has given its written consent to being named as legal advisers to the Company in this Prospectus.

Bell Potter has given its written consent to being named as the Underwriter and Lead Manager in this Prospectus.

Automic has given its written consent to being named as the share registry to the Company in this Prospectus.

10.8 Expenses of the Offers

The total expenses of the Offers are estimated to be approximately $1,710,500 (excluding GST) and are expected to be applied towards the items set out in the table below:

	$
ASIC fees	3,206
ASX fees	40,824

	$
Underwriter fees	1,505,777
Legal fees	85,500
Registry costs, including printing and distribution	54,100
Miscellaneous	21,093
Total	**1,710,500**

11. DIRECTORS' AUTHORISATION

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with the ASIC.

12. GLOSSARY

$ means the lawful currency of the Commonwealth of Australia.

AEDT means Australian Eastern Daylight Time as observed in Melbourne, Victoria.

Applicant means an investor who applies for Securities pursuant to the Placement Offer, a Shareholder who applies for Securities pursuant to the Entitlement Offer or a party who applies for Shortfall Securities pursuant to the Shortfall Offer.

Application Form means an Entitlement and Acceptance Form, Shortfall Application Form or an application form in respect of the Placement Offer or the Sub-Underwriter Offer.

Application Monies means money submitted by Applicants in respect of the Offers.

ASIC means the Australian Shares and Investments Commission.

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

ASX Listing Rules means the listing rules of the ASX.

ASX Settlement Operating Rules means the settlement rules of the securities clearing house which operates CHESS.

Attaching Options means 3 Options exercisable at $0.65 on or before 30 November 2024 for every 4 Shares subscribed for and issued under the Entitlement Offer and Placement Offer (as applicable).

Bell Potter, **Lead Manager** or **Underwriter** means Bell Potter Securities Limited (ACN 006 390 772) (AFSL 243480).

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

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that ASX declares is not a business day.

Closing Date means the date specified in the timetable set out at the commencement of this Prospectus for the closure of the Retail Offer (unless extended).

Company, **Paradigm** or **PAR** means Paradigm Biopharmaceuticals Limited (ACN 169 346 963).

Constitution means the constitution of the Company as at the date of this Prospectus.

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

Directors means the directors of the Company as at the date of this Prospectus.

Eligible Institutional Shareholder means a Shareholder who:

(a) is an Institutional Investor on the commencement of the Institutional Offer; and

(b) has received an offer under the Institutional Offer (either directly or through a nominee).

Eligible Retail Shareholder means a Retail Shareholder of the Company on the Record Date whose registered address is in Australia and New Zealand that is not acting for the account or benefit of a person in the United States and is eligible under all applicable securities laws to receive an offer under the Retail Offer.

Eligible Shareholder means a person who is an Eligible Institutional Shareholder or an Eligible Retail Shareholder.

Entitlement means the entitlement of a Shareholder who is eligible to participate in the Entitlement Offer to subscribe for Securities under this Prospectus.

Entitlement and Acceptance Form means the entitlement and acceptance form either attached to or accompanying this Prospectus.

FMC Act has the meaning given in Section 6.9.

FPO has the meaning given in Section 6.9.

FSMA has the meaning given in Section 6.9.

Governmental Agency means a government, government department or any governmental, semi-governmental or judicial entity or authority, including a stock exchange or a self-regulatory organisation established under statute.

Ineligible Institutional Shareholder means a Shareholder who is an institutional investor but is not an Eligible Institutional Shareholder.

Institutional Offer means the offer of Shares to Eligible Institutional Shareholders under the Entitlement Offer.

Institutional Investor means investors selected by the Company who are:

(a) in Australia, investors who are an "exempt investor" as defined in ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84,

(b) (outside Australia, institutional or professional investors to whom an offer or issue of Securities may lawfully be made, without a disclosure document or approval by a Governmental Agency under applicable laws and regulations of a foreign jurisdiction, and without the need for any registration, lodgement or other formality in any foreign jurisdiction, and in particular:

- in the Cayman Islands, they acknowledge that any communications received in relation to the Offers, occurred from outside the Cayman Islands;
- in Hong Kong, "professional investors" (as defined in the Securities and Futures Ordinance of Hong Kong, Chapter 571 of the Laws of Hong Kong);
- in New Zealand, they are 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);

- in Singapore, "institutional investors" or "accredited investors" (as such terms are defined in the Securities and Futures Act 2001 of Singapore ("SFA"));
- in the United Kingdom, (i) "qualified investors" within the meaning of Article 2(e) of the UK Prospectus Regulation; and (ii) within the categories of persons referred to in Article 19(5) (investment professionals) or Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the UK Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended
- in the United States, (i) "institutional accredited investors" within the meaning of Rule 501(a)(1), (2), (3), (7), (8), (9) and (12) under the US Securities Act; and (ii) dealers or other professional fiduciaries organized or incorporated in the United States that are acting for a discretionary or similar account (other than an estate or trust) held for the benefit or account of persons that are not US persons and for which they exercise investment discretion, within the meaning of Rule 902(k)(2)(i) of Regulation S under the US Securities Act.

Offers means the Entitlement Offer, the Placement Offer and the Sub-Underwriter Offer.

Official Quotation means official quotation on ASX.

Options means an option to acquire a Share.

Original Prospectus means the prospectus dated 30 October 2023 relating to the Entitlement Offer and the Placement Offer.

Placement has the meaning given in Section 5.1.

Placement Offer has the meaning given in Section 6.7.1.

Placement Participants has the meaning given in Section 6.7.1.

Placement Shares has the meaning given in Section 5.1.

Performance Right means a right to acquire a Share subject to the satisfaction of a performance milestone.

Prospectus means this replacement prospectus which replaces the Original Prospectus.

Record Date means the date specified in the timetable set out at the commencement of this Prospectus.

Relevant Interest has the meaning given to that term in the Corporations Act.

Retail Offer means the offer of Securities to Eligible Retail Shareholders under the Entitlement Offer.

Retail Shareholder means a Shareholder of the Company on the Record Date who is not an Eligible Institutional Investor.

Section means a section of this Prospectus.

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

Shareholder means a holder of a Share.

Shortfall Application Form means the shortfall application form either attached to or accompanying this Prospectus, or which can be provided upon request.

Shortfall Offer means the offer of the Shortfall on the terms and conditions set out in Section 6.3.

Shortfall Securities means those Securities issued pursuant to the Shortfall Offer.

Sub-Underwriters has the meaning given in Section 5.5.

Sub-Underwriter Option has the meaning given in Section 6.7.2.

Sub-Underwriter Offer has the meaning given in Section 6.7.2.

Underwriting Agreement has the meaning given in Section 10.4.