Announcement Summary

Entity name

BOTANIX PHARMACEUTICALS LTD

Announcement Type

New announcement

Date of this announcement

10/6/2025

The Proposed issue is:
A placement or other type of issue

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +security code	+Security description	Maximum Number of +securities to be issued
New class-code to be confirmed	Warrants exercisable at A$0.33 each and expiring on 10 June 2030.	4,545,454
New class-code to be confirmed	Warrants exercisable at the Euro equivalent of 130% of A$0.33 expiring 5 yrs from their issue date	21,487,748
BOT	ORDINARY FULLY PAID	21,487,748

Proposed +issue date

10/6/2025

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

BOTANIX PHARMACEUTICALS LTD

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.
If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type	**Registration Number**
ABN	70009109755

1.3 ASX issuer code

BOT

1.4 The announcement is
New announcement

1.5 Date of this announcement

10/6/2025

1.6 The Proposed issue is:
A placement or other type of issue

Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?
No

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?
New class

Will the proposed issue of this +security include an offer of attaching +securities?
No

Details of +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?
No

Will the entity be seeking quotation of the 'new' class of +securities on ASX?
No

ASX +security code
New class-code to be confirmed

+Security description
Warrants exercisable at A$0.33 each and expiring on 10 June 2030.

+Security type

Other

Number of +securities proposed to be issued

4,545,454

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?
No

Please describe the consideration being provided for the +securities
Issued in conjunction with the loan facility with Kreos Capital VII (UK) Limited and its related entities for a facility of up to the euro equivalent of US$30 million.

Please provide an estimate of the AUD equivalent of the consideration being

provided for the +securities

1,069,091.000000

Will all the +securities issued in this class rank equally in all respects from their issue date?
Yes

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.

The Warrants will be issued in two tranches: (i) 3,030,303 Warrants to be issued on first drawdown; and (ii) 1,515,151 Warrants to be issued on the date of satisfaction of the conditions for Tranche B drawdown. Refer ASX announcement dated 10 June 2025.

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?
Existing class

Will the proposed issue of this +security include an offer of attaching +securities?
No

Details of +securities proposed to be issued

ASX +security code and description

BOT : ORDINARY FULLY PAID

Number of +securities proposed to be issued

21,487,748

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?
No

Please describe the consideration being provided for the +securities

Conversion shares under the Facility whereby the lender may elect to convert up to 20% of the total principal amount drawn down after deducting any principal amounts repaid or prepaid (and any principal amount already converted into Shares) into Shares in the Company at the Conversion Price of Euro Equivalent of 130% of A$0.33.

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

5,252,561.000000

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?
Yes

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

Will the proposed issue of this +security include an offer of attaching +securities?
No

New class

Details of +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?
No

Will the entity be seeking quotation of the 'new' class of +securities on ASX?
No

ASX +security code

New class-code to be confirmed

+Security description

Warrants exercisable at the Euro equivalent of 130% of A$0.33 expiring 5 yrs from their issue date

+Security type

Other

Number of +securities proposed to be issued

21,487,748

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?
No

Please describe the consideration being provided for the +securities

Prepayment Warrants under the Facility whereby if the Borrower prepays the Facility, the Lender may elect to convert such amount of the Facility specified in the prepayment notice up to the lesser of (A) 20% of the principal amount of the Facility to be prepaid and (B) the Available Conversion Amount into Warrants (Prepayment Loan Warrants). The terms of any Prepayment Loan Warrants issued will be substantively in the form of the Warrants (refer above).

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

5,252,561.000000

Will all the +securities issued in this class rank equally in all respects from their issue date?
Yes

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.

Refer ASX announcement dated 10 June 2025.

Part 7C - Timetable

7C.1 Proposed +issue date

10/6/2025

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?
No

7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?
Yes

7D.1b (i) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

4,545,454 warrants, 21,487,748 prepayment loan warrants and 21,487,748 shares (conversion shares).

7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?
No

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?
No

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?
No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?
No

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?
No

7E.2 Is the proposed issue to be underwritten?
No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

N/A

Part 7F - Further Information

7F.01 The purpose(s) for which the entity is issuing the securities

The warrants, prepayment loan warrants and conversion shares are to be issued in conjunction with the loan facility of up to the euro equivalent of US$30 million with Kreos Capital VII (UK) Limited and its related entities.

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?
No

7F.2 Any other information the entity wishes to provide about the proposed issue

The Warrants issue date is currently unknown. In addition, the issue date of the Conversion Shares and Prepayment Loan Warrants is also unknown, as it will depend on when conversion and prepayment (if any) occur, respectively. Refer ASX announcement dated 10 June 2025 for further information.

7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:
The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)