

RACE ONCOLOGY LIMITED
ACN 149 318 749

PROSPECTUS

For the following offers:

- (a) a pro-rata non-renounceable entitlement offer of one (1) loyalty bonus option (**Bonus Option**) for every twenty (20) Shares held by those Shareholders registered at the Record Date (**Bonus Options Offer**); and
- (b) a further offer to Eligible Optionholders of three (3) Options (**Piggyback Options**) for every one (1) Bonus Option exercised prior to the Bonus Option Expiry Date (**Piggyback Options Offer**),

(together, the **Offers**).

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 professional advisers without delay.

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

IMPORTANT NOTICE

This Prospectus is dated 22 November 2023 and was lodged with the ASIC on that date. 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 this 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.

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.

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 5.

Overseas shareholders

This Offer does not, and is 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 Offer is not being extended and Securities will not be issued to Shareholders with a registered address which is outside Australia or New Zealand.

For further information on overseas Shareholders please refer to Section 2.7.

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 6.2 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 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.raceoncology.com).

Electronic Prospectus

A copy of this Prospectus can be downloaded from the website of the Company at www.raceoncology.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.

As set out in Sections 2.1 and 2.2, no application form is required for the Offers. You may obtain a hard copy of this Prospectus free of charge by contacting the Company by phone on +61 2 8051 3043 during office hours or by emailing the Company at info@raceoncology.com.

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 (CHES) and Issuer Sponsorship

The Company will apply to participate in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHES 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 CHES 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 8.

All references to time in this Prospectus are references to Australian Eastern Standard Time.

Privacy statement

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 Offer please call the Company Secretary on +61 2 8051 3043.

CORPORATE DIRECTORY

Directors

Mary Harney
Non-Executive Chair

Peter Smith
Executive Director

Phillip Lynch
Non-Executive Director

Company Secretary

Peter Webse

Registered Office

Level 36, Gateway,
1 Macquarie Place
SYDNEY NSW 2000

Telephone: + 61 2 8051 3043

Email: info@raceoncology.com
Website: www.raceoncology.com

ASX Code

RAC

*These entities are included for information purposes only. They have not been involved in the preparation of this Prospectus and have not consented to being named in this Prospectus.

Legal Advisers

Steinepreis Paganin
Lawyers and Consultants
Level 4, The Read Buildings
16 Milligan Street
PERTH WA 6000

Share Registry*

Automic Registry Services
Level 5
126 Phillip Street
SYDNEY NSW 2000

Telephone: 1300 288 664 (within Australia)
+61 02 9698 5414 (International)

Auditor*

Hall Chadwick WA
283 Rokeby Road
SUBIACO WA 6008

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1. KEY OFFER INFORMATION

1.1 Indicative Timetable*

Announcement of the Offers, Lodgement of Prospectus with ASIC and ASX and release of Appendix 3B to ASX	Wednesday, 22 November 2023
Ex Date of the Bonus Options Offer	Wednesday, 29 November 2023
Record Date for Bonus Options Offer	7:00 pm AEST Thursday, 30 November 2023
Issue date and lodgement of Appendix 3G with ASX for the Bonus Options issued under the Bonus Options Offer	5:00 pm AEST Monday 4 December 2023
Opening Date of the Piggyback Options Offer	Monday, 4 December 2023
Bonus Options Expiry Date	5:00 pm AEST Tuesday, 4 June 2024
Closing Date of the Piggyback Options Offer	5:00 pm AEST Tuesday, 4 June 2024
Issue date and lodgement of Appendix 3G with ASX for the Piggyback Options issued under the Piggyback Options Offer	Within 5 business days after the receipt of a duly completed form of notice of exercise, on the terms set out in Section 4.1 (g).

*The above dates are indicative only and subject to change. The Company reserves the right to amend any or all of these dates and times subject to the Corporations Act, the ASX Listing Rules and other applicable laws. The Company also reserves the right not to proceed with any of the Offers at any time.

1.2 Key statistics of the Offers

Bonus Options

Bonus Option Entitlement Ratio	1 Bonus Option for every 20 Shares held at the Record Date
Offer Price per Bonus Option	Nil
Exercise Price of Bonus Options¹	\$0.75
Expiry Date of Bonus Options¹	The date that is six (6) months from the date of issue of the Bonus Options.
Maximum number of Bonus Options to be issued under the Bonus Options Offer²	8,153,439

Notes:

1. Refer to Section 4.1 for the terms of the Bonus Options.
2. Assumes that no additional Shares are issued prior to the Record Date. The Company notes the actual number of Bonus Options to be issued may vary due to rounding of individual entitlements.

Piggyback Options

Piggyback Options Entitlement Ratio	3 Piggyback Options for every 1 Bonus Option exercised on or before the Bonus Option Expiry Date
Offer Price per Piggyback Option ¹	Nil
Exercise Price of Piggyback Options ²	\$1.25
Expiry Date of Piggyback Options ²	29 May 2026
Maximum Number of Piggyback Options to be issued under the Piggyback Options Offer ³	24,460,317

Notes:

1. The issue of the Piggyback Options is contingent on the exercise of the Bonus Options. No funds will be received for the issue of the Piggyback Options other than in respect of funds received on exercise of the Bonus Options. Refer to Section 4.1 for the terms of the Bonus Options and to Section 4.2 for the terms of the Piggyback Options.
2. Refer to Section 4.2 for the terms of the Piggyback Options.
3. As noted above, the issue of Piggyback Options is contingent on the exercise of the Bonus Options. This assumes all Bonus Options which may be issued under the Bonus Options Offer are exercised prior to the Bonus Option Expiry Date. This number may vary due to rounding of allocation under the Bonus Options Offer.

1.3 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 5.

2. DETAILS OF THE OFFER

2.1 The Bonus Options Offer

The Bonus Options Offer is being made as a pro-rata non-renounceable entitlement issue of one (1) Bonus Option for every twenty (20) Shares held by Shareholders registered at the Record Date to be issued for nil consideration, exercisable at \$0.75 each on or before the Bonus Option Expiry Date. Fractional entitlements will be rounded down to the nearest whole number.

Each Bonus Option entitles the Eligible Shareholder to:

- (a) one (1) new Share; and
- (b) three (3) Piggyback Options (being the Options the subject of the Piggyback Options Offer),

on exercise of Bonus Option on or before the Expiry Date.

Based on the capital structure of the Company as at the date of this Prospectus, (and assuming no Shares are issued prior to the Record Date including on exercise or conversion of securities on issue) approximately 8,153,439 Bonus Options (subject to rounding of entitlements under the Bonus Options Offer) will be issued. No funds will be raised from the issue of the Bonus Options, however if the maximum number of Bonus Options are exercised, the Company will raise approximately \$6,115,079.

As at the date of this Prospectus, the Company has 10,735,799 Options on issue all of which may be exercised prior to the Record Date in order to participate in the Offer. Please refer to Section 3.5 for information on the exercise price and expiry date of the Options on issue.

The Bonus Options will be issued on the terms and conditions set out in Section 4.1.

Any Shares issued upon the future exercise of Bonus Options will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 4.3 for further information regarding the rights and liabilities attaching to Shares.

The purpose of the Bonus Options Offer and the intended use of funds raised are set out in Section 3.

As this is a bonus issue of Options, Eligible Shareholders are not required to apply for Bonus Options under the Bonus Options Offer and, accordingly, there is no application form attached to this Prospectus for the Bonus Options Offer.

The Bonus Options Offer is non-renounceable, which means that Eligible Shareholders may not transfer their rights to any Bonus Options offered under the Bonus Options Offer.

2.2 The Piggyback Options Offer

The Piggyback Options Offer is an offer to Eligible Optionholders of three (3) Piggyback Options for every one (1) Bonus Option exercised on or before the Bonus Option Expiry Date, exercisable at \$1.25 each on or before the Piggyback Option Expiry Date.

Each Piggyback Option entitles the Eligible Optionholder to one (1) new Share on exercise of the Piggyback Option on or before the Piggyback Option Expiry Date.

Assuming all Bonus Options are exercised, based on the capital structure of the Company as at the date of this Prospectus (and assuming no Shares are issued prior to the Record Date including on exercise or conversion of securities on issue), approximately 24,460,317 Piggyback Options (subject to rounding of entitlements under the Bonus Options Offer) will be issued.

The Piggyback Options are contingent on the exercise of the Bonus Options. No funds will be raised from the issue of the Piggyback Options, other than in respect of funds received on exercise of the Bonus Options (as noted in Section 2.1 above). However, if:

- (a) all Bonus Options issued under the Bonus Options Offer are exercised; and
- (b) all Piggyback Options issued on exercise of the Bonus Options are exercised,

the Company will raise approximately \$30,575,396 in additional funds (by virtue of the exercise of the Piggyback Options).

Only Eligible Optionholders will be entitled to participate in the Piggyback Options Offer. The Piggyback Options Offer is non-renounceable, which means that Eligible Optionholders may not transfer their rights to any Piggyback Options offered under the Piggyback Options Offer.

The Piggyback Options will be issued on the terms and conditions set out in Section 4.1.

Any Shares issued upon the future exercise of Piggyback Options will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 4.3 for further information regarding the rights and liabilities attaching to Shares.

The purpose of the Piggyback Options Offer and the intended use of funds raised are set out in Section 3.

As the Piggyback Options Offer involves the issue of Piggyback Options to Eligible Optionholders (who will submit exercise notices), there will be no requirement for applications to be submitted to receive Piggyback Options.

2.3 Minimum subscription

There is no minimum subscription.

2.4 ASX listing

The Company will not apply for Official Quotation of the Bonus Options issued pursuant to this Prospectus. Additionally, the Company does not currently intend to apply for Official Quotation of the Piggyback Options issued pursuant to this Prospectus.

2.5 Issue of Bonus Options

As noted in Section 2.1, **no application form is required** and the Bonus Options issued pursuant to the Bonus Options Offer will be issued in accordance with the ASX Listing Rules and timetable set out at the commencement of this Prospectus.

Holding statements for the Bonus Options issued under the Bonus Options Offer will be mailed as soon as practicable after the issue.

2.6 Issue of Piggyback Options

As noted in Section 2.2, **no application form is required** and the Piggyback Options issued pursuant to the Piggyback Options Offer will be issued on exercise of the Bonus Options in accordance with the terms and conditions set out in Section 4.1.

Holding statements for the Piggyback Options issued under the Piggyback Options Offer, on exercise of the Bonus Options will be mailed as soon as practicable after their issue.

2.7 Overseas shareholders

This Offer does not, and is 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 Securities these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction. Accordingly, the Offer is not being extended and Shares will not be issued to Shareholders with a registered address which is outside Australia or New Zealand.

New Zealand

The Securities 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 transitional provisions of the Financial Markets Conduct Act 2013 (New Zealand) and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021 (New Zealand).

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. 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.

3. PURPOSE AND EFFECT OF THE OFFER

3.1 Purpose of the Offers

The primary purposes of the Bonus Options Offer and the Piggyback Options Offer are:

- (a) to reward Shareholders for continuing to support the Company;
- (b) to provide long-term supportive Shareholders a potential benefit of greater exposure to the potential future success of the Company;
- (c) to provide the Company with a potential source of additional capital if the Bonus Options or the Piggyback Options are exercised;
- (d) to raise funds incrementally such that the Company will receive:
 - (i) funds from the exercise of the Bonus Options during the six-month expiry period in which those Bonus Options are able to be exercised and converted into Shares and Piggyback Options; and
 - (ii) later, further funds raised from the exercise of any Piggyback Options during the expiry period in which those Piggyback Options are able to be exercised and converted into Shares.

An additional purpose of the Bonus Options Offer and Piggyback Options Offer is to remove any trading restrictions attaching to Shares issued on exercise of the Bonus Options and Piggyback Options issued under the Bonus Options Offer and Piggyback Options Offer respectively, given that the Bonus Options and Piggyback Options offered under the Bonus Options Offer and Piggyback Options Offer are being issued with disclosure under this Prospectus.

No funds will be raised directly under the Bonus Options Offer as the Bonus Options are being issued for nil consideration. However, if all the Bonus Options are exercised, the Company will receive approximately \$6,115,079 in aggregate, by virtue of payment of the exercise price.

Further, if the Piggyback Options are in turn exercised in full, the Company will raise up to an additional approximately \$30,575,396 in aggregate by virtue of payment of the exercise price.

Any funds raised upon exercise of any of the Bonus Options, and subsequently any of the Piggyback Options, will be allocated towards phase 1 clinical safety study of RC220, phase 2 cardio protection and anticancer efficacy trial and phase 1/2 AML trial, undertaking preclinical studies, and general working capital. Such allocation is 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 funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis.

3.2 Effect of the Bonus Options Offer

The principal effect of the Bonus Options Offer, assuming no Shares are issued including on exercise or conversion of other Securities on issue prior to the Record Date, will be to increase the number of Options on issue from 10,735,799 as at the date of this Prospectus to 18,889,238 Options.

If all Bonus Options are exercised (and no Shares are issued including on exercise or conversion of other Securities on issue), the effect will be to:

- (a) increase the Company's cash reserves by approximately \$6,115,079 (less expenses);
- (b) increase the number of Shares on issue from 163,068,780 to 171,222,219; and
- (c) increase the number of Options on issue from 10,735,799 to 35,196,116 (comprised of existing Options and the Piggyback Options),

immediately following the issue of the Shares and Piggyback Options on exercise of the Bonus Options.

3.3 Effect of the Piggyback Options Offer

The principal effect of the Piggyback Options Offer, assuming all Bonus Options are exercised in full and no Shares are issued including on exercise or conversion of other Securities on issued, prior to the Record Date, will be to increase the number of Options on issue from 10,735,799 as at the date of this Prospectus to 35,196,116 Options.

If all Piggyback Options are exercised (and no Shares are issued including on exercise or conversion of other Securities on issue, other than in respect of on exercise of the Bonus Options) the effect would be to:

- (a) increase the Company's cash reserves by approximately \$30,575,396;
- (b) increase the number of Shares on issue from 171,222,219 to 195,682,536;
- (c) decrease the number of Options on issue from 35,196,116 to 10,735,799,

immediately following the issue of the Shares on exercise of the Piggyback Options.

3.4 Financial effect of the Offers

The Bonus Options to be issued pursuant to the Bonus Options Offer will be issued for no consideration. Accordingly, there will be no immediate effect on the Company's balance sheet. However, capital will be raised if the Bonus Options are exercised, and, in turn, additional capital will be raised if the Piggyback Options to be issued pursuant to the Piggyback Options Offer, on exercise of the Bonus Options, are exercised, which will affect the Company's balance sheet.

The Company is unable to specify with any certainty the extent of any change to the balance sheet, given that:

- (a) there is no certainty if or when any of the Bonus Options will be exercised; and
- (b) there is no certainty if or when any of the Piggyback Options issued (if any) will be exercised.

The expenses of the Offers will be met from the Company's existing cash reserves. Accordingly, the Offers will have an effect on the Company's financial position, being the decrease in the Company's existing cash reserves.

3.5 Effect on capital structure

The effect of the Offer on the capital structure of the Company, assuming no Shares are issued including on exercise or conversion of other Securities on issue prior to the Record Date, is set out below.

Shares

	Number
Shares currently on issue	163,068,780
Shares offered pursuant to the Offers	Nil
Total Shares on issue after completion of the Offers^{1, 2}	163,068,780

Notes:

1. Assuming no Shares are issued prior to the Record Date, including on exercise or conversion of securities on issue.
2. The Company notes that if:
 - (a) all the Bonus Options which may be issued under the Bonus Options Offer are exercised; and
 - (b) all the Piggyback Options issued on conversion of the Bonus Options are exercised, a further 32,613,756 Shares will be issued (assuming that no Shares are issued prior to the Record Date, including on exercise or conversion of securities on issue). This number may vary due to rounding of entitlements under the Bonus Options Offer. The Company notes that if no Bonus Options are exercised prior to the Bonus Option Expiry Date, there will be no change to the number of Shares currently on issue as a result of the Offers.

Options

	Number
Options currently on issue	
Unquoted Options exercisable at \$4.77 on or before 3 December 2026	150,000
Unquoted Options exercisable at \$2.65 on or before 29 November 2025	4,000,000
Unquoted Options exercisable at \$2.46 on or before 22 June 2027	132,000
Unquoted Options exercisable at \$3.17 on or before 15 August 2027	111,000
Unquoted Options exercisable at \$0.12 on or before 21 January 2024	420,000
Unquoted Options exercisable at \$0.18 on or before 5 December 2024	840,000
Unquoted Options exercisable at \$0.275 on or before 23 January 2025	2,400,000
Unquoted Options exercisable at \$4.90 on or before 1 July 2026	222,219
Unquoted Options exercisable at \$4.76 on or before	270,000

	Number
12 July 2026	
Unquoted Options exercisable at \$3.32 on or before 3 March 2028	110,392
Unquoted Options exercisable at \$1.95 on or before 1 November 2028	1,116,083
Unquoted Options exercisable at \$2.23 on or before 1 November 2028	489,408
Unquoted Options exercisable at \$2.92 on or before 31 January 2028	166,450
Unquoted Options exercisable at \$1.32 on or before 24 October 2028	308,247
Total Options on issue as at the date of this Prospectus	10,735,799
Bonus Options to be issued pursuant to the Bonus Options Offer ¹	8,153,439
Maximum number of Piggyback Options to be issued under the Piggyback Options Offer ²	24,460,317
Total Options on issue after completion of the Offers^{3, 4, 5}	43,349,555

Notes:

1. Assuming no Shares are issued prior to the Record Date, including on exercise or conversion of securities on issue. This number may vary due to rounding of entitlements under the Bonus Options Offer.
2. The issue of Piggyback Options is contingent on the exercise of the Bonus Options. This assumes all Bonus Options which may be issued under the Bonus Options Offer are exercised prior to the Bonus Option Expiry Date. This number may vary due to rounding of allocation under the Bonus Options Offer.
3. The issue of Piggyback Options is contingent on the exercise of the Bonus Options. This assumes all Bonus Options which may be issued under the Bonus Options Offer are exercised prior to the Bonus Option Expiry Date. This number may vary due to rounding of allocation under the Bonus Options Offer.
4. The Company is seeking Shareholder approval at its upcoming annual general meeting to be held on 27 November 2023 (**AGM**) to issue:
 - (a) 139,516 Options to Mary Harney (or her nominee/s); and
 - (b) 440,019 Options to Peter Smith (or his nominee/s),

under the Company's Incentive Option Plan (**Director Options**) and on the terms and conditions set out in the Notice of Annual General Meeting dated 25 October 2023 (**Notice of AGM**). Refer to the Notice of AGM for further details of the proposed issue of the Director Options.
5. In connection with the Company's appointment of Daniel Tillett as CEO, the Company has agreed to issue Daniel Tillett:
 - (a) 3,061,101 Options exercisable at \$4.25 each on or before the date that is five (5) years from the date of issue; and
 - (b) that number of unquoted Options which is equivalent in value to \$712,500 (using the Black & Scholes methodology), measured based on a 20-day VWAP of the Company's Shares from 22 November 2023, exercisable at a 48% premium to the Company's VWAP over the 20 days prior to the date of issue of the Options on or before the date which is five (5) years from the date of issue.

The capital structure on a fully diluted basis as at the date of this Prospectus would be 173,804,579 Shares and on completion of the Offers (assuming all Bonus Options are exercised prior to the Bonus Options Expiry Date and no Shares are issued including on exercise or conversion of other Securities on issue prior to the Record Date) would be 206,418,335 Shares.

No Shares or Options on issue are subject to escrow restrictions, either voluntary or ASX imposed.

3.6 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	Options	Bonus Option Entitlement	Piggyback Option Entitlement ¹
Mary Harney	23,400 ²	110,392 ⁴	1,170	3,510
Peter Smith	Nil	Nil ⁴	Nil	Nil
Phillip Lynch	429,149 ³	2,000,000	21,457	64,371

Notes:

1. Assuming that the relevant Director exercises all of their Bonus Options before the Bonus Option expiry date.
2. Held indirectly by Mary Harney through <MMA Super Fund A/C>, an entity controlled by Mary Harney.
3. Held indirectly by Philip Lynch through Lynch Eventide Holdings Pty Ltd <Lynch Family A/C>, an entity controlled by Philip Lynch.
4. The Company is seeking Shareholder approval at its upcoming AGM to issue:
 - (a) 139,516 Options to Mary Harney (or her nominee/s); and
 - (b) 440,019 Options to Peter Smith (or his nominee/s),
 under the Company's Incentive Option Plan and on the terms and conditions set out in the AGM. Refer to the Notice of AGM for further details of the proposed issue of the Director Options.

3.7 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	%
Daniel Tillett	16,322,295	10.01%

4. RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

4.1 Terms of the Bonus Options

(a) **Entitlement**

Upon exercise, each Bonus Option entitles the holder to subscribe for:

- (i) one (1) Share; and
- (ii) three (3) Piggyback Options (refer Section 4.2 of this Prospectus for the terms and conditions of the Piggyback Options).

(b) **Exercise Price**

Subject to paragraph 4.1 (i), the amount payable upon exercise of each Bonus Option will be \$0.75 (**Exercise Price**).

(c) **Expiry Date**

Each Bonus Option will expire at 5:00 pm (AEST) on the date which is six (6) months after the date of issue of the Bonus Options (**Bonus Option Expiry Date**). A Bonus Option not exercised before the Bonus Option Expiry Date will automatically lapse on the Bonus Option Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

The Bonus Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option holding statement (**Notice of Exercise**) and payment of the Exercise Price for each Bonus 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 Bonus Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Securities on exercise**

Within 5 Business Days after the Exercise Date, the Company will:

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

If a notice delivered under (g)(i) 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 Bonus 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 Bonus Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Bonus Options without exercising the Bonus Options.

(k) **Change in exercise price**

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

(l) **Transferability**

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

4.2 **Terms of the Piggyback Options**

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph 4.2(i), the amount payable upon exercise of each Piggyback Option will be \$1.25 (**Exercise Price**)

(c) **Expiry Date**

Each Piggyback Option will expire at 5:00 pm (AEST) on 29 May 2026 (**Piggyback Option Expiry Date**). A Piggyback Option not exercised before the Piggyback Option Expiry Date will automatically lapse on the Piggyback Option Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

The Piggyback Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Piggyback Option holding statement (**Notice of Exercise**) and payment of the Exercise Price for each Piggyback 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 Piggyback Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 5 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 Piggyback Options specified in the Notice of Exercise and for which cleared funds have been received by the Company; and
- (ii) 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 Piggyback Options.

If a notice delivered under 4.1(g)(i) 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 Piggyback 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 Piggyback Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Piggyback Options without exercising the Piggyback Options.

(k) **Change in exercise price**

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

(l) **Transferability**

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

4.3 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. No dividend shall carry interest as against the Company. 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, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

The liquidator may, with the authority of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any shares or other securities in respect of which there is any liability.

(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.

5. RISK FACTORS

5.1 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 5, 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 5, 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 5 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 5 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.

5.2 Company specific

Risk Category	Risk
Patent Risk	The Company currently owns four US patents and a number of patent applications on the composition, use, manufacturing or other aspects of bisantrene. There is no guarantee that the patents will be granted in other jurisdictions or that granted claims in any jurisdiction will provide adequate commercial protection for the Company's products. In addition, there is no guarantee that granted patents will not be challenged by competitors and subsequently invalidated in the courts or that the Company may not have to pay a royalty or other fee to a third party. In any of these events, the Company's prospects and value may be substantially depreciated.
Manufacturing Risk	The Company is relying on its ability to successfully undertake GMP manufacturing of bisantrene by a third party and preparation of clinical trial product for a proposed bridging study in the US. Each of these steps, and other unanticipated steps that may be required, involves risks and could lead to delays, unanticipated costs, or even insurmountable obstacles.

Risk Category	Risk
IND Risk	The Company is relying on its ability to gain US Food and Drug Administration (FDA) allowance for an Investigational New Drug (IND). There is no guarantee that the FDA will allow the IND or not demand additional testing or trials prior to approval, which could add costs, risks and delays to the Company's clinical projects.
Clinical Risk	<p>While bisantrene has already been tested in numerous clinical studies and compared with most pharmaceutical programs represents low clinical risk, there is the risk that the FDA and other regulatory bodies may demand additional non-clinical studies. There is the risk that studies will not produce the desired results to support ongoing development and marketing approval in the US or elsewhere. In such an event the Company may have to repeat the study or undertake further development, in which case there would be costs and delays in the program.</p> <p>The cost of any study ultimately undertaken may be beyond the Company's funding capacity, in which case additional funding may be required; and/or the length of the study may be such that it appreciably delays revenues for the Company that would otherwise accrue from the marketing of Bisantrene.</p>
Regulatory Risk	The Company's long term plans and prospects rely on gaining general marketing approval for bisantrene, initially by the FDA and subsequently by the European Medicines Agency (EMA) in Europe and similar authorities elsewhere. There is no guarantee that bisantrene will ever gain any such approvals or under terms that optimise the commercial prospects for the product
Insurance Coverage Risk	The Company faces various risks in connection with its business and may lack adequate insurance coverage or may not have the relevant insurance coverage. The Company will maintain its insurance coverage for its employees (as required by law in Australia) as well as insurance coverage for management liability, corporate liability, product liability, employment practices liability, crime protection and statutory liability. However, the Company does not maintain insurance against various other liabilities. If the Company incurs substantial losses or liabilities and its insurance coverage is unavailable or inadequate to cover such losses or liabilities, its financial position may be adversely affected.
Key Personnel Risk	The success of the Company will depend on its ability to continue to have access to the services of highly qualified scientific, technical and managerial personnel. Competition for such staff is intense. Further, some intellectual property and developed know-how resides in its scientific staff or others under contract. The loss of key staff could have a material adverse effect on the Company.

Risk Category	Risk
Commercial Risk	<p>The pharmaceutical industry is highly competitive. There is a risk competitors may develop similar products to bisantrene, or medical personnel may prefer the products of the Company's competitors, or that a competitor's product may cause the Company's products to become obsolete. There is also a risk the Company's competitors have, or may attain, more resources than the Company, including financial, technical and sales resources. This would allow these competitors to aggressively pursue strategies to capture greater levels of market share than the Company.</p> <p>The Company does not have prior experience in marketing novel pharmaceuticals. Following commercialisation of its products (if any), the Company will need to develop this capacity internally or engage third-parties to assist with advertising and marketing. In the event the Company is unable to generate sufficient marketing of its products, there is a risk that the Company will not receive sufficient revenue to sustain its business.</p> <p>The timing of market introduction of the Company's products or of competitor's products may be an important competitive factor, particularly if clinical demand changes. Accordingly, the Company considers efficient development of its products, completion of safety and efficacy studies and approval processes (which are outside of the Company's control) and the manufacture and supply of commercial quantities of its products to the market to be important competitive factors.</p>
Future Market Acceptance Risk	<p>Ultimately bisantrene needs to find acceptance in a competitive pharmaceutical market. Market acceptance depends on many factors, including obtaining access to relevant markets, convincing potential consumers and partners of the attractiveness of bisantrene and the ability to manufacture bisantrene to a sufficient quality and quantity at an acceptable cost. These and other factors may cause bisantrene to not gain market acceptance and will negatively affect the financial performance and profitability of the Company.</p>
Future Funding Requirements and Ability to Access Debt and Equity Markets	<p>The Company's capital requirements depend on numerous factors and the Company may require additional debt or equity financing in the future to maintain or grow its business in addition to funding secured under the Capital Raising, depending on the Company's ability to generate income from its operations.</p> <p>There can be no assurance that the Company will be able to secure additional capital from debt or equity financing on favourable terms or at all.</p> <p>If the Company is unable to raise additional capital if and when required, this could delay, suspend or reduce the scope of the Company's business operations (including scaling back development activities) and could have a</p>

Risk Category	Risk
	<p>material adverse effect on the Company's operating and financial performance.</p> <p>Any additional equity financing may result in dilution for some or all Shareholders, and debt financing, if available, may involve restrictive covenants which limit operations and business strategy.</p>
<p>Novel Pharmaceutical Activity Risk</p>	<p>The utility of bisantrene is partially based on a novel biochemical activity only recently identified which makes it difficult to predict the time and costs of development and obtaining required regulatory approvals. There is a risk that the Company's products will not obtain required regulatory approval or achieve commercialisation within a specific period of time, if at all. There is a risk that, due to the novel activity underpinning the efficacy of bisantrene, the Company may experience delays or unexpected costs.</p>
<p>Unexpected Toxicity Risk</p>	<p>There is a risk bisantrene, although effective as an anti-cancer agent, may have to be administered at such high dosages that the result is human toxicity. There is also a risk the long-term exposure to the Company's products may result in unforeseen issues, including human and animal health issues and environmental contamination, resulting in the Company being required to make good any damage, susceptible to potential consumer and other claims and a loss of the Company's reputation.</p>
<p>Reliance on Third Parties Risk</p>	<p>The Company has engaged third parties (including in collaboration partnerships) to assist with the research and development of bisantrene. Accordingly, some of the success of the Company may depend on the performance of these third parties which may in turn delay the development of bisantrene. There is also a risk that studies required to obtain regulatory approval will be delayed due to third party performance. The engagement of these third parties will likely involve the payment of fees which may reduce the profit margins of the Company. There is also a risk that the relevant third parties may terminate their engagement with the Company.</p> <p>There is a risk the Company's existing or future collaboration partnerships may break down or the Company may become involved in a dispute with one or more of its collaborative partners. This could result in the Company having difficulty in obtaining data from research undertaken under collaboration partnerships. The Company is also dependent, in part, on collaboration partners providing accurate information. There is a risk the Company will determine to pursue or not to pursue a course of action based on inaccurate, incomplete, or conflicting information provided by one or more of its collaborative partners.</p> <p>The engagement of third parties to assist in manufacture, in addition to the collaboration partnerships entered into</p>

Risk Category	Risk
	<p>by the Company, may require the Company to share its proprietary information (including trade secrets) with these third parties. Although these agreements typically contain provisions restricting the publication of data relating to the Company's proprietary information (and the proprietary information itself) and other protection measures, there is a risk the third party may breach confidentiality or may inadvertently publish data or results that contain the Company's proprietary information.</p>

5.3 Industry specific

Risk Category	Risk
<p>Technological Change and Competition</p>	<p>The pharmaceutical and biotechnology industries are characterised by intense competition and rapid and significant technical change. The Company's competitors are worldwide and include major pharmaceutical, biopharmaceutical and chemical companies, universities, and other research institutions. It is possible these competitors may pursue similar or different approaches that may be likened to the Company's present or future approach.</p> <p>The Company may be unable to compete successfully against future competitors where aggressive policies are employed to capture market share. Such competition could result in price reductions, reduced gross margins and loss of market share, any of which could materially adversely affect the Company's future business, operating results and financial position.</p>
<p>Intellectual Property</p>	<p>Securing rights to intellectual property, and in particular patents, is an integral part of securing potential product value from the outcomes of pharmaceutical research and development. Competition in retaining and sustaining protection of intellectual property and the complex nature of intellectual property can lead to expensive and lengthy patents disputes for which there can be no guaranteed outcome.</p> <p>The granting of a patent does not guarantee that the rights of others are not infringed nor that competitors will not develop competing intellectual property that circumvents such patents. The Company'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 pharmaceutical companies can be highly uncertain and frequently involves complex legal and scientific evaluation, neither the breadth of claims allowed in pharmaceutical patents, nor their enforceability, can be predicted. There can be no assurance that any patents the Company or Universities may own or control or licence now and in the future will afford the Company commercially significant protection of the intellectual</p>

Risk Category	Risk
	<p>property, nor that any of the projects that may arise from the intellectual property will have commercial applications.</p> <p>Although the Company is not aware of any third party interests in relation to the intellectual property rights of the intellectual property, and has taken steps to protect and confirm its interest in these rights, there is always a risk of third parties claiming involvement in technological and medical discoveries, and if any disputes arise, they could adversely affect the Company.</p> <p>Although the Company will implement all reasonable endeavours to protect its intellectual property, there can be no assurance that these measures have been, or will be, sufficient.</p>
<p>Product and Trial Liability Insurance</p>	<p>The testing and marketing of human health care products entail an inherent risk of allegations of product liability. The Company will ensure it has insurance in place in respect of its scope of operations. There cannot be any assurance that claims will not be directed at the Company, its contractors or partners, or that product liability insurance will be available either at all, or at reasonable cost, as and when the Company or its partners commercialise any of the Company's developments.</p>
<p>Product Liability and Uninsured Risks</p>	<p>Through its intended business, the Company is exposed to potential product liability risks which are inherent in the research and development, manufacturing marketing and use of its products or products developed with future co-development alliance partners. It will be necessary to secure insurance to help manage such risks. The Company may not be able to maintain insurance for product or service liability on reasonable terms in the future and, in addition, the Company's insurance may not be sufficient to cover large claims, or the insurer could disclaim coverage on claims.</p> <p>Although the Company endeavours to work to rigorous standards there is still the potential for the products to contain defects which may result in system failures. These defects or problems could result in the loss of or delay in generating revenue, loss of market share, failure to achieve market acceptance, diversion of development resources, injury to the Company's reputation or increased insurance costs.</p> <p>If the Company fails to meet its clients' expectations, the Company's reputation could suffer, and it could be liable for damages.</p> <p>Further, the Company is exposed to the risk of catastrophic loss to necessary laboratory equipment, computer equipment or other facilities which would have a serious impact on the Company's operations. The Company gives no assurance that all such risks will be adequately managed through its insurance policies to ensure that</p>

Risk Category	Risk
	catastrophic loss does not have an adverse effect on its performance.
Research and Development	<p>The Company can make no representation that any of its research or development will be successful, that the development milestones will be achieved, or that the result will be products that are commercially exploitable.</p> <p>There are many risks inherent in the development of biotechnology and pharmaceutical products, particularly where the commercialisation of the products is subject to technical, clinical and regulatory risk. Projects can be delayed or fail to demonstrate any benefit, or research may cease to be viable for a range of scientific and commercial reasons.</p>
International Agreements	The Company has entered contractual relations with parties domiciled in foreign jurisdictions. There is scope for changes in contract law, property law and intellectual property in developing foreign jurisdictions beyond the control of the Company and may affect the Company's ability to carry on its business, including the enforceability of its contractual arrangements.
Unforeseen Expenditure Risk	Expenditure may need to be incurred that has not been taken into account by the Company in its budgets or otherwise. Although the Company is not aware of any such unforeseen expenditure requirements, if such unforeseen expenditure requirements arise, this may adversely affect the operations and financial performance of the Company.

5.4 General risks

Risk Category	Risk
General Economic Conditions	<p>General economic conditions, laws relating to taxation, new legislation, trade barriers, movements in interest and inflation rates, currency exchange controls and rates, national and international political circumstances (including wars, terrorist acts, sabotage, subversive activities, security operations, labour unrest, civil disorder, and states of emergency), natural disasters (including fires, earthquakes and floods), and quarantine restrictions, epidemics and pandemics, may have an adverse effect on the Company's operations and financial performance, as well as on its ability to fund its activities.</p> <p>General economic conditions may also affect the value of the Company and its market valuation regardless of its actual performance.</p>
Market conditions	<p>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:</p> <p>(a) general economic outlook;</p>

Risk Category	Risk
	<p>(b) introduction of tax reform or other new legislation;</p> <p>(c) interest rates and inflation rates;</p> <p>(d) changes in investor sentiment toward particular market sectors;</p> <p>(e) the demand for, and supply of, capital; and</p> <p>(f) terrorism or other hostilities.</p> <p>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 in general and pharmaceuticals, biotechnology and life sciences stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.</p>
Dilution	<p>In the future, the Company may elect to issue Shares or engage in capital raisings to fund operations and growth, investments or acquisitions that the Company may decide to undertake, to repay debt or for any other reason the Board may determine at the relevant time.</p> <p>While the Company will be subject to the constraints of the ASX Listing Rules regarding the percentage of its capital that it is able to issue within a 12 month period (other than where exceptions apply), Shareholder interests may be diluted as a result of such issues of Shares or other securities.</p>
Dividends	<p>Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend on the financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.</p>
Taxation and Taxation Changes	<p>Taxation law is complex and frequently changing, both prospectively and retrospectively. Changes in taxation laws (including employment tax, GST, stamp duty and the ability to claim offsets) and changes in the way taxation laws are interpreted or administered, create a degree of uncertainty and may impact the tax liabilities or future financial results of the Company. In particular, both the level and basis of taxation may change.</p> <p>An investment in Shares involves tax considerations which may differ for each Shareholder. Each prospective investor is encouraged to seek professional taxation and financial advice in connection with any investment in the Company and the consequences of acquiring and disposing of Shares.</p>
Litigation and Other Proceedings	<p>The Company is exposed to potential legal and other claims or disputes in the course of its business, including (without limitation) intellectual property disputes, contractual disputes and employee claims. Further, the</p>

Risk Category	Risk
	<p>Company may be involved in disputes with other parties in the future which may result in litigation.</p> <p>Any costs involved in defending or settling legal and other claims or disputes that may arise, or where a claim or dispute is proven, could be costly and may impact adversely on the Company's operations, financial performance and financial position, and/or cause damage to its reputation.</p>
<p>Speculative Investment</p>	<p>The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. 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.</p> <p>Prospective investors and Eligible Shareholders should consider that an investment in the Company is highly speculative.</p> <p>The Securities offered under this Prospectus carry no guarantee in respect of profitability, dividends, return of capital or the price at which the Shares may trade on the ASX.</p> <p>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.</p>
<p>Global conflict</p>	<p>The current evolving conflict between Ukraine and Russia and Israel and Palestine (Ukraine and Gaza Conflicts) is impacting global economic markets. The nature and extent of the effect of the Ukraine and Gaza Conflicts on the performance of the Company remains unknown. The Company's Share price may be adversely affected in the short to medium term by the economic uncertainty caused by the Ukraine and Gaza Conflicts.</p> <p>The Directors are continuing to closely monitor the potential secondary and tertiary macroeconomic impacts of the unfolding events, including the changing pricing of commodity and energy markets and the potential of cyber activity impacting governments and businesses. Further, any governmental or industry measures taken in response to the Ukraine and Gaza Conflicts, including limitations on travel and changes to import/export restrictions and arrangements involving the relevant countries may adversely impact the Company's operations and are likely to be beyond the control of the Company. The Company is monitoring the situation closely and considers the impact of the Ukraine and Gaza Conflicts on the Company's business and financial performance to, at this stage, be limited. However, the situation is continually evolving, and the consequences are therefore inevitably uncertain.</p>

Risk Category	Risk

5.5 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.

6. ADDITIONAL INFORMATION

6.1 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 legal proceedings pending or threatened against the Company.

6.2 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 with the ASIC 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 lodgement of this Prospectus with the ASIC are set out in the table below.

Date	Description of Announcement
21 November 2023	Notification regarding unquoted securities - RAC
9 November 2023	RC220 Meets Quality Specifications
6 November 2023	Impressive Bisantrene Phase 2 AML Clinical Results

Date	Description of Announcement
6 November 2023	Release of Securities from Voluntary Escrow
3 November 2023	Trading Halt
1 November 2023	Notification regarding unquoted securities - RAC
25 October 2023	Annual Report to Shareholders
25 October 2023	Letter to Shareholders, Notice of AGM & Proxy Form

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.raceoncology.com.

6.3 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 dates of those sales were:

	(\$)	Date
Highest	\$1.06	12 September 2023
Lowest	\$0.77	16 October 2023
Last	\$0.955	21 November 2023

6.4 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 Offer; or
- (c) the Offer,

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:

- (d) as an inducement to become, or to qualify as, a Director; or
- (e) for services provided in connection with:
 - (i) the formation or promotion of the Company; or

- (i) the Offer.

Security holdings

The relevant interest of each of the Directors in the Securities as at the date of this Prospectus, together with their respective Entitlement, is set in Section 3.6.

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 (inclusive of superannuation) for the past financial year and the proposed annual remuneration for the financial year ending 30 June 2024:

Director	Previous Financial Year (FY ended 30 June 2023)¹	Current Financial Year (FY ending 30 June 2024)
Mary Harney	\$148,555	\$288,598 ²
Peter Smith ³	\$635	\$415,011 ⁴
Phillip Lynch	\$550,022	\$95,436

Notes:

1. Includes any Share-based payments.
2. Includes \$42,923 worth of Options in respect of which Shareholder approval is being sought at the Company's upcoming AGM.
3. Peter Smith was appointed on 28 June 2023.
4. Includes \$73,582 worth of Options in respect of which Shareholder approval is being sought at the Company's upcoming AGM.

6.5 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:

- (d) the formation or promotion of the Company;
- (e) any property acquired or proposed to be acquired by the Company in connection with:
 - (i) its formation or promotion; or
 - (ii) the Offer; or
- (f) the Offer,

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:

- (g) the formation or promotion of the Company; or
- (h) the Offer.

Steinepreis Paganin has acted as the solicitors to the Company in relation to the Offer. The Company estimates it will pay Steinepreis Paganin \$30,000 (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Steinepreis Paganin has been paid fees totalling \$123,104.50 (excluding GST and disbursements) for legal services provided to the Company / not received any other fees for any other services.

6.6 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 the solicitors to the Company in this Prospectus.

6.7 Expenses of the offer

The total expenses of the Offer are estimated to be approximately \$35,000 (excluding GST) and are expected to be applied towards the items set out in the table below:

	\$
ASIC fees	\$3,206
ASX fees	Nil
Legal fees	\$30,000
Printing and distribution	\$1,000
Miscellaneous	\$794
Total	\$35,000

As noted at Section 3.4 the expenses of the Offers will be met from the Company's existing cash reserves.

7. 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.

8. GLOSSARY

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

AEST means Australian Eastern Standard Time as observed in Sydney, New South Wales.

ASIC means the Australian Securities and Investments Commission.

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

ASX Listing Rules means the listing rules of the ASX.

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

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

Bonus Option means an Option issued on the terms set out in Section 4.1.

Bonus Option Expiry Date has the meaning given in Section 4.1 (c).

Bonus Options Offer means the non-renounceable bonus issue of Bonus Options referred to in Section 2.1.

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 Section 1 (unless extended).

Company means Race Oncology Limited (ACN 149 318 749).

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

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

CRN means Customer Reference Number in relation to BPAY®.

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

Eligible Optionholder means an Eligible Shareholder who exercises a Bonus Option prior to the Bonus Option Expiry Date.

Eligible Shareholder means a Shareholder as at the Record Date who is eligible to participate in the Offer.

Entitlement means the entitlement of a Shareholder who is eligible to participate in the Offer.

Ineligible Shareholder means a Shareholder as at the Record Date whose registered address is not situated in Australia or New Zealand.

Offers means together the Bonus Options Offer and the Piggyback Offer.

Official Quotation means official quotation on ASX.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Piggyback Option means an Option issued on the terms set out in Section 4.2.

Piggyback Option Expiry Date has the meaning given in Section 4.2(c).

Piggyback Options Offer means the offer of Piggyback Options under this Prospectus referred to in Section 2.2.

Prospectus means this prospectus.

Record Date means the date specified in the timetable set out at Section 1.

Section means a section of this Prospectus.

Securities means Shares and/or Options as the context requires.

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

Shareholder means a holder of a Share.