

Antisense Therapeutics Limited
ACN 095 060 745

Prospectus

For the offer of:

- up to 69,979,753 New Shares at the Offer Price of \$0.24 per New Share and up to 34,989,876 free attaching New Options to Eligible Shareholders with an exercise price of \$0.48 on the basis of 1 New Option for every 2 New Shares issued under a 1 for 9.4 pro-rata non-renounceable entitlement offer to raise up to \$16.8 million (before costs and subject to rounding) with no minimum subscription; and
- up to 41,666,666 free Placement Options with an exercise price of \$0.48 to participants in the Placement on the basis of 1 Placement Option for every 2 new Shares issued under the Placement.

The issue of the Placement Options is subject to Shareholder approval at the Company's Annual General Meeting to be held on 15 December 2021. If Shareholder approval is not received, the Placement Options will not be issued.

IMPORTANT NOTICE

This Prospectus is a transaction specific prospectus issued in accordance with section 713 of the Corporations Act. This is an important document that should be read in its entirety. You should read this Prospectus in its entirety before deciding whether to take up Securities under the Offers.

This Prospectus is not for release to US wire services nor distribution in the United States or elsewhere outside Australia and New Zealand.

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IMPORTANT INFORMATION

General

This Prospectus relates to the Antisense Therapeutics Limited ACN 095 060 745 (**ANP or Company**) Entitlement Offer under which the Company will offer New Shares, New Options and Placement Options. This Prospectus is dated 5 November 2021 and a copy has been lodged with ASIC. The expiry date of this Prospectus is 4 December 2022. No Securities will be issued on the basis of this Prospectus after the expiry date.

The Company has applied or will within 7 days after the date of this Prospectus apply for quotation of the New Shares on ASX. Neither ASIC nor ASX takes any responsibility for the contents of this Prospectus nor for the merits of the investment to which this Prospectus relates.

In preparing this Prospectus, regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and that certain matters may reasonably be expected to be known to investors and their professional advisers. 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. Section 713 allows the issue of a more concise prospectus in relation to an offer of continuously quoted securities. This Prospectus does not include all information that would be included in a prospectus for an initial public offering.

This Prospectus is important and requires your immediate attention. You should read the entire Prospectus carefully before deciding whether to invest in the Securities under the Offers. In particular you should consider the risk factors that could affect the performance of ANP or the value of an investment in ANP, some of which are outlined in Section 5. However, the information provided in this Prospectus is not investment advice or financial product advice and has been prepared without taking into account your individual investment objectives, financial situation, tax position or particular needs. Before deciding whether to apply for Securities under the Offers, you should consider whether they are a suitable investment for you in light of your own investment objectives, financial situation, tax position and particular needs and having regard

to the merits and risks involved. If, after reading this Prospectus, you have any questions about the Offers you should contact your stockbroker, solicitor, accountant and/or other professional financial adviser. The Company is not licensed to provide financial product advice in relation to Securities or any other financial products. No cooling off regime applies to the acquisition of Securities under this Prospectus.

The past performance of the price of the Company's Shares or other securities of the Company provides no guidance or indication as to how the price of the Securities will perform in the future.

The right to participate in the Offers is not transferable. Please carefully read and follow the instructions in this Prospectus and on the accompanying Application Form when subscribing for Securities.

Prospectus availability

Eligible Shareholders will receive a copy of this Prospectus together with an accompanying personalised Application Form. Eligible Shareholders and participants in the Placement can obtain a copy of this Prospectus during the Offer Period (free of charge) from the Company's website at <https://www.antisense.com.au/asx-announcements/>. Eligible Shareholders and participants in the Placement who access the electronic version of this Prospectus on ANP's website should ensure they download and read the entire Prospectus. The electronic version of the Prospectus on ANP's website will not include an Application Form.

Any references to documents located on the Company's website are provided for convenience only, and none of the documents or other information on the Company's website are incorporated by reference into this Prospectus.

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 as set out on the

Company's website at
<https://www.antisense.com.au>.

New Zealand

The New Shares are not being offered or sold 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 the New Shares is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016. The Company is issuing the New Options to existing Shareholders of the Company for no consideration.

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

This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

Other jurisdictions

The Entitlement Offer does not constitute an offer to sell, or the solicitation of any offer to buy, any securities in the United States (or to any person acting for the account or benefit of a person in the United States), or in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation.

No action has been taken to register or qualify the Entitlement Offer, or otherwise permit an offering of the New Shares or New Options, in any jurisdiction other than Australia or New Zealand.

The distribution of this Prospectus (including an electronic copy) outside Australia may be restricted by law. If you come into possession of this Prospectus, you should observe any such restrictions, particularly restrictions on the distribution of the Prospectus to persons outside Australia and New Zealand. Any failure to comply with such restrictions may contravene applicable securities laws. The Company disclaims all liability to such persons.

By returning a completed Application Form (if applicable) or making a payment by BPAY®, you will be taken to have given the representations and warranties set out in Section 2.12 and represented and warranted that there has been

no breach of such laws and that all necessary approvals and consents have been obtained.

The Securities have not been, and will not be, registered under the US Securities Act, or the securities laws of any state or other jurisdiction in the United States. The Securities may not be offered, sold or resold in the United States or to, or for the account or benefit of, a person in the United States, except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

The Entitlement Offer is not being extended to any Shareholder outside Australia and New Zealand.

Future performance and forward-looking statements

The pro forma financial information provided in this Prospectus is for illustrative purposes only and does not represent a forecast or expectation by the Company as to its future financial condition and/or performance. In particular, certain pro forma financial information and certain other qualitative assessments by ANP in this Prospectus assume that proceeds of the Offers were received by the Company on the relevant settlement dates under the Offers.

This Prospectus contains forward-looking statements, including statements containing such words as “anticipate”, “estimates”, “should”, “will”, “expects”, “plans” or similar expressions. These forward-looking statements are, despite being based on ANP's current expectations about future events and on assumptions for which the Directors consider they have reasonable grounds, subject to known and unknown risks and uncertainties, many of which are outside the control of the Company and its Directors. These known and unknown risks and uncertainties could cause actual results, performance or achievements to differ materially from future results, performance or achievements expressed or implied by the forward-looking statements. These risks, uncertainties and assumptions include but are not limited to the risks outlined in Section 5. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements in this Prospectus. In addition, except as required by law, and then only to the extent required by law, neither the Company nor any other person warrants the future performance of the Company, the future

performance of the Securities, the correctness of the assumptions underlying the forecast financial information or any return on any investment made by you under this Prospectus.

The Company and its Directors, officers and employees disclaim any responsibility to update any risk factors or publicly announce the result of any revisions to the forward-looking statements contained in this Prospectus to reflect future developments or events, other than where required to do so by the Corporations Act or the ASX Listing Rules.

Electronic Prospectus

In addition to issuing the Prospectus in printed form, a read-only version of the Prospectus is also available on the Company's website at <https://www.antisense.com.au/asx-announcements/>. Any person accessing the electronic version of this Prospectus for the purpose of making an investment in the Company must be an Australian resident and must only access the Prospectus from within Australia. The Corporations Act prohibits any person passing onto another person an Application Form unless it is included in or accompanied by a hard copy of this Prospectus or it accompanies the complete and unaltered electronic version of this Prospectus. The Company will not accept a completed Application Form (if applicable) if it has reason to believe that the Applicant has not received a complete and unaltered copy of the Prospectus. Any person may obtain a hard copy of this Prospectus by contacting the Company prior to the Closing Date.

Risk factors

Before deciding to invest in the Company, potential investors should read the entire Prospectus. In considering the prospects for the Company, potential investors should consider the assumptions underlying the prospective financial information and the risk factors that could affect the performance of the Company. Potential investors should carefully consider these factors in light of personal circumstances (including financial and taxation issues) and seek professional advice from a stockbroker, accountant or other independent financial adviser before deciding to invest. No person named in this Prospectus, nor any other person, guarantees the performance of the Company, the

repayment of capital by the Company or the payment of a return on the Shares.

Publicly available information

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

No person is authorised to give any information or to make any representation in relation to the Offers which is not contained in this Prospectus and any such information may not be relied on as having been authorised by the Directors.

Enquiries

Phone the Offer Information Line:
1300 737 760 (within Australia)
+61 2 9290 9600 (outside Australia)
between 8.15am and 5.30pm (Sydney time)
Monday to Friday during the Offer Period.

If you have questions about the Offers, please contact your solicitor, stockbroker, accountant and/or other professional financial adviser.

Interpretation

A number of terms and abbreviations used in this Prospectus have defined meanings which are set out in Section 8.

All references in this Prospectus to **\$, AUD or dollars** are references to Australian currency, unless otherwise stated.

Unless otherwise stated, all references to time in this Prospectus relate to the time in Melbourne, Australia.

Chair's Letter

5 November 2021

Dear Shareholder

On 1 November 2021, the Company announced to ASX that it had successfully raised \$20 million from a placement of 83,333,332 Shares to institutional and sophisticated investors at an issue price of \$0.24 per Share (**Placement**). For every two Shares subscribed under the Placement, each participant is also entitled to apply for one free unlisted option to acquire one Share by way of issue in the Company exercisable at \$0.48 (**Placement Option**).

The Board acknowledges that many of the Company's shareholders did not have an opportunity to participate in the Placement. Therefore, the Board is pleased to offer Eligible Shareholders an opportunity to participate in the Entitlement Offer. This Entitlement Offer will give all Eligible Shareholders an opportunity to apply for 1 new Share (**New Share**) for every 9.4 Existing Shares already held at an issue price of \$0.24 per New Share, being the same issue price per Share paid under the Placement, whilst also receiving one free unlisted option for every two New Shares issued in the Company (**New Options**) under the Entitlement Offer to raise approximately \$16.8 million with no minimum subscription. If you take up your Entitlement in full, you may also apply for Additional New Shares under the Top-Up Facility (refer to Section 2.5 of this Prospectus for more information).

The New Options issued in connection with the Entitlement Offer will have the same terms as the Placement Options issued to participants in connection with the Placement. The Options will not be quoted on the ASX and will expire at 5.00pm (Melbourne time) on the earlier of (**Expiry Date**):

- 20 December 2024; and
- 20 business days after the Acceleration Trigger Date.

The offer of the Placement Options under this Prospectus is conditional on Shareholder approval to issue the Placement Options at the Company's Annual General Meeting to be held on 15 December 2021. If Shareholder approval is not received, the Placement Options will not be issued.

Funds raised through the Placement and this Entitlement Offer, if fully subscribed, are intended to be used to fund the Phase IIb/III clinical trial through to futility analysis expected to be completed mid-CY2023.

Should this Entitlement Offer not be fully subscribed, this may lead to a delay in the conduct of the Phase IIb/III study and depending on the amount raised, may require the Company to raise further capital or seek other funding in order to continue and/or complete the study. In this case, the monies raised under this Entitlement Offer may be redeployed to prioritise other key activities including a US Toxicology Study, ATL1102 New Indications, drug manufacture and business development and corporate initiatives to accelerate ATL1102 development plans.

Additionally, funds received by the Company from the exercise of New Options, which are exercisable at any time prior to the Expiry Date, will be primarily used to fund the clinical program through to Phase IIb/III trial results in mid-2024 while also funding the Open Label Extension Study to the same point.

The Entitlement Offer is open to all Shareholders recorded as holding Shares on the Company's register of members as at 7.00pm (Sydney, Australia time) on 10 November 2021 and who have

a registered address in Australia or New Zealand (and who otherwise meet the eligibility criteria set out in Section 2.4).

Other conditions of the Entitlement Offer include:

- Applications and full payment for New Shares applied for under the Entitlement Offer must be received by 5.00pm (Melbourne time) on 29 November 2021 in accordance with the instructions set out in the enclosed Application Form;
- the Entitlement Offer attracts no brokerage or other transaction costs; and
- if there are oversubscription Applications under the Top-Up Facility, the Company reserves the right to scale back applications for Additional New Shares in its absolute discretion. It is the Company's intention that any scale back arrangements will be made having regard to the pro rata shareholdings of Eligible Shareholders who apply for Shares under the Entitlement Offer. However, the Company may in its absolute discretion determine to apply the scale back to the extent and in the manner it sees fit, which may include taking into account a number of factors such as the size of shareholdings at the Record Date, the extent to which Shares have been sold or purchased since the Record Date, the date on which an Application was made and the total Applications received from Eligible Shareholders. If Applications are scaled back, excess funds will be returned to Applicants without interest.

Should there be any shortfall of New Shares under the Entitlement Offer and Top-Up Facility, the directors of the Company reserve the right to issue the shortfall of New Shares available for a period of up to three months following the Closing Date at a price no less than offered under the Entitlement Offer in accordance with the ASX Listing Rules.

For the purposes of calculating the pro forma impacts of the Entitlement Offer in Section 4.3, we have assumed that proceeds of \$16.8 million will be raised.

Participation in the Entitlement Offer is completely optional, however, a Shareholder's entitlement to participate in the Entitlement Offer is non-renounceable meaning that a Shareholder's right to participate in the Entitlement Offer cannot be transferred to anyone else. If you do not take up your Entitlement, you will not be allocated New Shares and your Entitlements will lapse. If you do not take up your Entitlement your proportionate equity interest in ANP will be diluted as a result of the Entitlement Offer.

Eligible Directors propose to take up their entitlements in full or in part under the Entitlement Offer.

If you are eligible and wish to participate in the Entitlement Offer, you should submit a BPAY® payment in accordance with the instructions on the Application Form. New Zealand holders will not be able to make a payment using BPAY® and should contact the Share Registry to obtain payment details. Your application and payment must be received by no later than 5.00pm (Melbourne time) on 29 November 2021.

You should be aware that your own financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment. It is your responsibility to ensure that Application Monies submitted through BPAY® are received by 5.00pm (Melbourne time) on 29 November 2021.

The Board recommends that you read this Prospectus carefully, and in its entirety, before you decide whether to participate in the Offers. In particular, you should note the future market price of the Shares is uncertain and may rise or fall. This means the price you pay for New Shares under the Entitlement Offer may be either higher or lower than the Share price as traded on ASX at the time the New Shares are issued to you under the Entitlement Offer, with the effect that the value of your investment in the Securities could rise or fall. In deciding whether to participate in the Offers, you should seek your own independent financial, legal and taxation advice in respect of the Offers. No cooling off regime applies to the acquisition of Securities under the Offers.

On behalf of the Directors, I invite you to consider participating in the Offers and thank you for your ongoing support of ANP.

Yours sincerely,

Dr Charmaine Gittleson
Independent Non-Executive Chair
Antisense Therapeutics Limited

Key Dates

Event	Date* (Australian Eastern Daylight Saving Time)
Proposed issue of Shares under the Placement	5 November 2021
Lodgement of this Prospectus	5 November 2021
Record Date for the Entitlement Offer	7.00pm on 10 November 2021
Entitlement Offer opens	9.00am on 15 November 2021
Entitlement Offer closes	5.00pm on 29 November 2021
Allotment of New Shares and New Options	3 December 2021
Commencement of trading of New Shares on ASX	6 December 2021
Annual General Meeting	15 December 2021
Allotment of Placement Options	16 December 2021
Dispatch of holding statements	17 December 2021

* The timetable is indicative only and subject to change. The Company retains the discretion, subject to the ASX Listing Rules and the Corporations Act, to alter any or all of these key dates at its discretion (generally or in particular cases), without prior notice, including extending the Closing Date or to withdraw the Offers without prior notice. Applicants are encouraged to submit their Application Forms (if applicable) as soon as possible.

1. INVESTMENT OVERVIEW

The information is a selective overview of the Entitlement Offer and Placement Options Offer only. Participants should read the Prospectus in full before deciding to invest in Securities.

Entitlement Offer

Topic	Summary	Where to find more information
What is the Entitlement Offer?	<p>The Entitlement Offer provides Eligible Shareholders with the opportunity to subscribe for 1 New Share for every 9.4 Existing Shares held on the Record Date with no minimum subscription and one New Options for every two New Shares issued, free of brokerage or other transaction costs.</p> <p>The Entitlement Offer is non-renounceable. This means that Eligible Shareholders who do not take up their Entitlements by 7.00pm (Sydney time) on 29 November 2021, will not receive any payment or value for those Entitlements, and their proportionate equity interest in the Company will be diluted.</p> <p>If you take up all of your Entitlement, you may also apply for Additional New Shares under the Top-Up Facility (see Section 2.5 for instructions on how to apply for Additional New Shares).</p> <p>The Company reserves the right to modify or terminate the Entitlement Offer at any time including closing the Entitlement Offer early (see Section 2.3). The Company will notify the ASX of any modification to, or termination of, the Entitlement Offer.</p>	Sections 2.1, 2.3, 2.5, 2.8 and 2.21
What is the Offer Price?	<p>The Offer Price is \$0.24 per New Share, being the issue price per Share paid by participants under the Placement.</p> <p>The New Options will be issued for nil consideration.</p>	Section 2.1
Am I eligible to participate in the Entitlement Offer?	<p>Only Eligible Shareholders are entitled to participate in the Entitlement Offer. An Eligible Shareholder is a person:</p> <ul style="list-style-type: none">▪ who was a registered holder of Shares as at 7.00pm (Sydney time) on 10 November 2021 (being the record date for the Entitlement Offer);▪ whose registered address was in Australia or New Zealand;▪ who is not in the United States nor acting for the account or benefit of a person in the United States or elsewhere outside Australia and New Zealand; and▪ who does not hold Shares on behalf of another person who resides outside Australia or New Zealand (unless they hold Shares in an eligible capacity).	Section 2.4

Topic	Summary	Where to find more information
	Custodians holding Shares on behalf of one or more beneficial holders should refer to Section 2.14.	
Is the Entitlement Offer conditional?	The issue of Shares under the Entitlement Offer is not conditional on Shareholder approval and will not count towards the Company's placement capacity in ASX Listing Rule 7.1 or 7.1A as it falls under an exemption in ASX Listing Rule 7.2.	Section 2.1
Is the Entitlement Offer underwritten?	The Entitlement Offer is not underwritten.	Section 2.13
Do I have to participate in the Entitlement Offer?	No. Participation in the Entitlement Offer is optional.	Section 2.4
Can I transfer my Entitlement to participate in the Entitlement Offer?	No. You cannot transfer your right to purchase New Shares and the New Options under the Entitlement Offer to anyone else.	Sections 2.8 and 2.10
How many New Shares will I receive if I participate in the Entitlement Offer?	Under the Entitlement Offer, Eligible Shareholders may subscribe for 1 New Share for every 9.4 Existing Shares held on the Record Date with no minimum subscription. If there are oversubscription Applications under the Top-Up Facility, the Company reserves the right to scale back applications for Additional New Shares in its absolute discretion.	Sections 2.1 and 2.6
How many New Options will I receive if I participate in the Entitlement Offer?	You will receive one New Option for every two New Shares issued to you.	Section 2.1
What are the terms of the New Options?	<p>Each New Option is offered for free and is exercisable at \$0.48 and expire at 5.00pm (Melbourne time) on the earlier of:</p> <ul style="list-style-type: none"> ▪ 20 December 2024; and ▪ 20 business days after the Acceleration Trigger Date. <p>The Company will not apply for quotation of the New Options on ASX.</p> <p>The full terms of the New Options are set out in Section 6.5.</p>	Section 6.5

Topic	Summary	Where to find more information
What is the purpose of the funds raised under the Entitlement Offer?	The Entitlement Offer is being undertaken to raise capital of up to \$16.8 million. The effect of the Entitlement Offer on the Company is set out in Section 4.	Section 4
Do I have to pay brokerage on the New Shares and New Options?	No brokerage, commission or other participation costs are payable by you in respect of the acquisition of New Shares and New Options under the Entitlement Offer.	Section 2.19
What are the risks of subscribing for New Shares and New Options under the Entitlement Offer?	<p>New Shares and New Options offered under this Prospectus should be considered speculative and an investment in the Company is subject to a range of risks, including (but not limited to):</p> <ul style="list-style-type: none"> ▪ dilution risks; ▪ shortfall risk in relation to the Entitlement Offer; ▪ risks relating to the Phase IIb/III Clinical trial program; ▪ pharmaceutical research and development (R&D) risks; ▪ additional capital requirement risks; ▪ partnering and licensing risks; ▪ regulatory approval risks; ▪ competition risks; ▪ technology and intellectual property rights risks; and ▪ environmental regulation and performance risks. <p>Further details on the risks associated with an investment in the Company are set out in Section 5.</p>	Section 5
What do I do if I receive more than one Application Form?	Eligible Shareholders who receive more than one Application Form under the Entitlement Offer or who are able to participate in the Entitlement Offer as an underlying beneficial owner of a custodian (e.g. where an Eligible Shareholder holds Shares in more than one capacity), may apply on different Application Forms for New Shares and New Options.	Sections 2.8 and 2.14
What if there is a shortfall under the Entitlement Offer and Top-Up Facility?	In the event of any shortfall of New Shares under the Entitlement Offer and Top-Up Facility, the directors of the Company reserve the right to issue the shortfall of New Shares available for a period of up to three months following the Closing Date at a price no less than offered under the Entitlement Offer in accordance with the ASX Listing Rules.	Section 2.7
How do I participate in the Entitlement Offer?	If you are an Eligible Shareholder and wish to take up New Shares and New Options under the Entitlement Offer, you need to pay by BPAY® so that your payment is received by the Company before 5.00pm (Melbourne time) on the Closing Date.	Section 2.8

Topic	Summary	Where to find more information
	If you are paying by BPAY® you do not need to submit the personalised Application Form. It is the responsibility of the Applicant to ensure that funds submitted through BPAY® are received by the Closing Date. Applicants should be aware that their own financial institution may implement earlier cut-off times with regards to electronic payment, and should therefore take that into consideration when making payment. New Zealand holders will not be able to make a payment using BPAY® and should contact the Share Registry to obtain payment details.	
When will I receive my New Shares and New Options?	New Shares and New Options are expected to be issued to Eligible Shareholders who participate in the Entitlement Offer on 3 December 2021. Holding statements are expected to be sent to successful Applicants on 17 December 2021.	Section 2.16
When can I trade my New Shares issued under the Entitlement Offer?	It is expected that New Shares issued under the Entitlement Offer will commence trading on ASX on 6 December 2021. You should confirm your shareholding before trading any New Shares you believe you have acquired under the Entitlement Offer.	Section 2.16
What are the rights and liabilities attaching to the New Shares issued under the Entitlement Offer?	New Shares issued under the Entitlement Offer will rank equally in all respects with Existing Shares.	Section 6.4
What are the rights and liabilities attaching to the New Options issued under the Entitlement Offer?	The rights and liabilities attaching to the New Options are set out in Section 6.5	Section 6.5
How can Eligible Shareholders obtain further information?	<p>If you would like further information you can:</p> <ul style="list-style-type: none"> ▪ phone the Offer Information Line on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) between 8.15am and 5.30pm (Sydney time) Monday to Friday during the Offer Period; ▪ contact your stockbroker, accountant, solicitor and/or other professional adviser; and/or ▪ visit the Company's website at https://www.antisense.com.au/asx-announcements/. 	N/A

Placement Options Offer

Topic	Summary	Where to find more information
What is the Placement Options Offer?	The Placement Options Offer provides participants in the Placement with the opportunity to acquire one New Option for every two Shares issued to that participant under the Placement, free of brokerage or other transaction costs.	Sections 3.1 and 3.4
What is the offer price for the Placement Options Offer?	The Placement Options will be issued for nil consideration.	Section 3.2
Am I eligible to participate in the Placement Options Offer?	Only participants in the Placement are entitled to participate in the Placement Options Offer.	Section 3.4
Is the Placement Options Offer conditional?	<p>As announced to ASX on 1 November 2021, the Company has raised \$20 million from a Placement. The Shares under the Placement were issued on 5 November 2021 under the Company's available 15% placement capacity in accordance with ASX Listing Rule 7.1.</p> <p>As a result, the Placement Options Offer is conditional on Shareholder approval to issue the Placement Options at the AGM to be held on 15 December 2021. If Shareholder approval is not obtained, the Placement Options will not be issued.</p>	Section 3.4
Is the Placement Options Offer underwritten?	The Placement Options Offer is not underwritten.	Section 3.9
Do I have to participate in the Placement Options Offer?	No. Participation in the Placement Options Offer is optional.	Section 3.4
Can I transfer my entitlement to participate in the Placement Options Offer?	No. You cannot transfer your right to acquire Placement Options under the Placement Options Offer to anyone else.	Section 3.6
How many Placement Options will I receive if I participate in the	You may apply for one Placement Option for every two Shares you received under the Placement.	Sections 3.1 and 3.5

Topic	Summary	Where to find more information
Placement Options Offer?		
What are the terms of the Placement Options?	<p>Each Placement Option is offered for free and is exercisable at \$0.48 and expire at 5.00pm (Melbourne time) on the earlier of:</p> <ul style="list-style-type: none"> ▪ 20 December 2024; and ▪ 20 business days after the Acceleration Trigger Date. <p>The Company will not apply for quotation of the Placement Options on ASX.</p> <p>The full terms of the Placement Options are set out in Section 6.5.</p>	Sections 3.1 and 6.5
How do I participate in the Placement Options Offer?	<p>If you participated in the Placement and wish to take up Placement Options under the Placement Options Offer, you must complete and return the personalised Application Form so that your form is received by the Share Registry before 5.00pm (Melbourne time) on the Closing Date. Your completed personalised Application Form should be mailed using the envelope enclosed with this Prospectus or otherwise mailed to the following address:</p> <p>Mailing address Boardroom Pty Limited GPO Box 3993 Sydney NSW 2001</p>	Section 3.6
When will I receive my Placement Options?	Placement Options are expected to be issued to successful participants in the Placement Options Offer on 16 December 2021. Holding statements are expected to be sent to successful Applicants shortly after the issue of the Placement Options.	Section 6.5
What are the rights and liabilities attaching to the Placement Options issued under the Placement Options Offer?	The rights and liabilities attaching to the Placement Options are set out in Section 6.5.	Section 6.5

Topic	Summary	Where to find more information
How can participants in the Placement Options Offer obtain further information?	<p>If you would like further information you can:</p> <ul style="list-style-type: none"> ▪ phone the Offer Information Line on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) between 8.30am and 5.00pm (Melbourne time) Monday to Friday during the Offer Period; ▪ contact your stockbroker, accountant, solicitor and/or other professional adviser; and/or ▪ visit the Company's website at https://www.antisense.com.au/asx-announcements/. 	N/A

2. DETAILS OF THE ENTITLEMENT OFFER

2.1 The Entitlement Offer

Under this Prospectus, the Company invites each Eligible Shareholder to subscribe for 1 New Share for every 9.4 Existing Shares held on the Record Date with no minimum subscription and one New Option for every two New Shares issued, free of brokerage or other transaction costs. The Entitlement Offer is non-renounceable. This means that Eligible Shareholders who do not take up their Entitlements by 7.00pm (Sydney time) on 29 November 2021, will not receive any payment or value for those Entitlements, and their proportionate equity interest in the Company will be diluted.

Under the Entitlement Offer, the Company is seeking to raise \$16.8 million through the issuance of 69,979,753 New Shares and up to 34,989,876 free attaching New Options to Eligible Shareholders with no minimum subscription.

If there are oversubscription Applications under the Top-Up Facility, the Company reserves the right to scale back applications for Additional New Shares in its absolute discretion.

In the event of a scale back occurring, you may not receive the full number of Additional New Shares and corresponding New Options applied for under the Entitlement Offer and the difference in any Application Monies will be refunded to you (without interest) as soon as practicable following the issue of New Shares and New Options under the Entitlement Offer. Any fractional entitlements will be rounded up to the nearest whole number of New Shares or New Options (as applicable). Any fractions of a New Share or a New Option will be rounded down to the nearest whole number of New Shares or New Options respectively.

The issue of Shares under the Entitlement Offer is not conditional on Shareholder approval and will not count towards the Company's placement capacity in ASX Listing Rule 7.1 or 7.1A as it falls under an exemption in ASX Listing Rule 7.2. All of the New Shares offered under this Prospectus will rank equally with the Existing Shares on issue as at their date of issue. The material rights and liabilities attaching to the New Shares and New Options are set out in Section 6.4 and Section 6.5.

The purpose of the Entitlement Offer and the intended use of funds raised pursuant to the Entitlement Offer are set out in Section 4.

2.2 Offer Price

On 1 November 2021, the Company announced that it had completed the Placement involving the issue of 83,333,332 Shares at an issue price of \$0.24 per Share to raise a total of \$20 million (before expenses). Eligible Shareholders are being offered the opportunity to acquire New Shares at the same price as investors were offered Shares under the Placement.

The Offer Price represents a discount of:

- 18.6% to the closing Share price (as quoted on ASX) of \$0.295 on 27 October 2021 (being the last day on which a trade in Shares occurred before the details of the Placement and Entitlement Offer were announced on 1 November 2021); and
- 13.6% to the fifteen day volume weighted average price of Shares and 4.9% to the thirty day volume weighted average price of Shares.

The Offer Price is fixed, regardless of any changes in the market price of Shares during the Offer Period.

2.3 Offer Period

The Entitlement Offer opens on 15 November 2021 and is scheduled to close at 5.00pm (Melbourne time) on 29 November 2021.

The Company reserves the right to:

- extend the Entitlement Offer;
- close the Entitlement Offer early; or
- withdraw the Entitlement Offer,

at any time. The Company will announce to ASX any such extension, early closure or withdrawal. Eligible Shareholders who wish to apply for New Shares and New Options under the Entitlement Offer are encouraged to make their Application as soon as possible.

2.4 Participation in the Entitlement Offer

Participation in the Entitlement Offer is optional, subject to the eligibility criteria set out below and the terms and conditions of this Prospectus.

The Entitlement Offer is only open to Eligible Shareholders. An eligible shareholder is a person who:

- was registered as the holder of Shares as at 7.00pm (Sydney time) on the Record Date;
- has a registered address in Australia or New Zealand;
- is not in the United States nor acting for the account or benefit of a person in the United States or elsewhere outside Australia and New Zealand; and
- does not hold Shares on behalf of another person who resides outside Australia or New Zealand (unless they hold Shares in another eligible capacity),

(Eligible Shareholder).

Shareholders who are not Eligible Shareholders are '**Ineligible Shareholders**'. The Company reserves the right to determine whether a Shareholder is an Eligible Shareholder or an Ineligible Shareholder.

Joint holders of Shares will be taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder.

The Company has determined that it is either unlawful or impracticable for holders of Shares with registered addresses in jurisdictions outside Australia (and its external territories) and New Zealand to participate in the Entitlement Offer.

The Company reserves the right to reject any Application for New Shares and New Options under this Prospectus to the extent it considers that the Application (whether alone or in conjunction with other Applications) does not comply with these requirements.

If you are in any doubt about the Entitlement Offer, whether you should participate in the Entitlement Offer or how such participation will affect you, you should seek independent financial and taxation advice before making a decision as to whether or not to take up any New Shares and New Options under the Entitlement Offer.

2.5 Top-Up Facility

Eligible Shareholders who take up their Entitlements in full may also apply for Additional New Shares in a 'top-up' facility (**Top-Up Facility**). Please note that New Shares in excess of Entitlements will only be allocated to Eligible Shareholders if and to the extent that the Company determines in its absolute discretion based on the Allocation Policy outlined below.

Any New Shares in excess of Entitlements will be limited by the Allocation Policy and also to the extent that there are sufficient New Shares from Eligible Shareholders who do not take up their full Entitlements. Subject to the following, the Company may scale back Applications under the Top-Up Facility in its absolute discretion in accordance with Section 2.6.

Allocation Policy

The Allocation Policy is that each Eligible Shareholder that:

- takes up their Entitlement in full; and
- subscribes for Additional New Shares under the Top-Up Facility,

will be allocated a number of Additional New Shares that is the number of Additional New Shares subscribed for by that Eligible Shareholder. There will be no cap applied to Applications to the Top-Up Facility, although allocations may be scaled-back if the Top-Up Facility is oversubscribed.

In addition, Eligible Shareholders should be aware that:

- there is no guarantee that any Application in the Top-Up Facility will be successful and the Company reserves the right to issue any shortfall by way of the Top-Up Facility or by other means and reserves the right to satisfy Applications in the Top-Up Facility at its sole and complete discretion, including by applying a scale-back mechanism;
- the Top-Up Facility has the same closing date as the Entitlement Offer (being, 29 November 2021);
- the issue price of Additional New Shares under the Top-Up Facility is the same as the Issue Price, \$0.24 per Additional New Share; and
- the Company will not issue Additional New Shares under the Top-Up Facility where to do so would result in a breach of its constitution, the Corporations Act or the ASX Listing Rules.

2.6 Scale back

If there are oversubscription Applications under the Top-Up Facility, the Company reserves the right to scale back applications for Additional New Shares in its absolute discretion. It is the Company's intention that any scale back arrangements will be made having regard to the pro rata shareholdings of Eligible Shareholders who apply for Shares under the Entitlement Offer. However, the Company may in its absolute discretion determine to apply the scale back to the extent and in the manner it sees fit, which may include taking into account a number of factors such as the size of shareholdings at the Record Date, the extent to which Shares have been sold or purchased since the Record Date, the date on which an Application was made and the total Applications received from Eligible Shareholders.

In the event of a scale back, the difference between the Application Monies received, and the number of Additional New Shares allocated to you multiplied by the Offer Price will be refunded following allotment. No interest will be paid on any Application Monies received and returned.

If the scale back produces a fractional number of New Shares and New Options when applied to your parcel, the number of New Shares and New Options with which you will be issued will be rounded down to the nearest whole number.

2.7 Shortfall

In the event of any shortfall of New Shares under the Entitlement Offer and Top-Up Facility, the directors of the Company reserve the right to issue the shortfall of New Shares available for a period of up to three months following the Closing Date at a price no less than offered under the Entitlement Offer in accordance with the ASX Listing Rules.

2.8 Applications

Under the Entitlement Offer, Eligible Shareholders may subscribe for 1 New Share for every 9.4 Existing Shares held on the Record Date with no minimum subscription and one New Option for every two New Shares issued.

If you are an Eligible Shareholder you may:

- take up all of your Entitlement and, if you wish, also apply for Additional New Shares under the Top-Up Facility;
- take up part of your Entitlement and allow the balance to lapse; or
- decline to exercise your Entitlement, in which case your Entitlement will lapse and you will receive no value for those lapsed Entitlements.

If you are an Eligible Shareholder and wish to take up all or part of your Entitlement, or you wish to also apply for Additional New Shares, you should:

- read this Prospectus in full;
- consider the risks associated with the Entitlement Offer, as summarised in Section 5 of this Prospectus, in light of your personal circumstances;
- decide whether to participate in the Entitlement Offer; and
- make payment and apply for New Shares in accordance with Section 2.9.

Any fractional entitlements will be rounded up to the nearest whole number of New Shares or New Options (as applicable). Any or fractions of a New Share or a New Option will be rounded down to the nearest whole number of New Shares or New Options respectively.

Any Application Monies received for more than an Applicant's final allocation of New Shares (and only where the amount is \$1.00 or greater) will be refunded, without interest.

Eligible Shareholders may apply for New Shares and New Options under the Entitlement Offer by following the procedures set out in Section 2.9. The Entitlement Offer is non-renounceable, which means that Eligible Shareholders may not transfer their rights to any New Shares or New Options offered under the Entitlement Offer. You cannot withdraw or revoke your Application once you have paid via BPAY®.

If an Eligible Shareholder holds Shares as a custodian the Entitlement Offer is also being made to the custodian and, subject to certain conditions, the custodian has the discretion to extend the Offer to the relevant Beneficiaries. Please refer to Section 2.14 for further details.

2.9 Payment of Application Monies

For payment by BPAY®, please follow the instructions on the Application Form. You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. Please note that if you pay by BPAY® you do not need to submit the Application Form but are taken to have made the declarations in that Application Form.

New Zealand holders will not be able to make a payment using BPAY® and should contact the Share Registry to obtain payment details.

It is your responsibility to ensure that your BPAY® payment is received by the Share Registry by no later than 5.00pm (Melbourne time) on the Closing Date. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment. No interest will be paid on any application monies received or refunded.

2.10 Declining all or part of your Entitlement

If you decide not to take up all or part of your Entitlement, the Entitlement which is unexercised will lapse and may be taken up by Eligible Shareholders under the Top-Up Facility. Your Entitlement to participate in the Entitlement Offer is non-renounceable and cannot be traded on the ASX nor any other financial markets, nor can it be privately transferred.

If you decide not to participate in the Entitlement Offer, you do not need to fill out or return the accompanying Application Form. By allowing your Entitlement to lapse, you will forgo any exposure to increases or decreases in the value of the New Shares had you taken up your Entitlement and you will not receive any value for your Entitlement. Your proportionate interest in ANP will also be diluted to the extent that New Shares are issued under the Entitlement Offer.

2.11 Ineligible Shareholders

If you are an Ineligible Shareholder, you may not take up any of, or do anything in relation to, your Entitlement under the Entitlement Offer.

2.12 Effect of making an Application

If you apply for New Shares and New Options under the Entitlement Offer or make a payment by BPAY®, you:

- will be deemed to have represented and warranted that you are an Eligible Shareholder, that you have read and understood the terms and conditions of participating in the Entitlement Offer as set out in this Prospectus, that you subscribe for New Shares and New Options in accordance with those terms and conditions and that you agree to be bound by the Constitution as in force from time to time;
- declare that all details and statements in your Application Form (if applicable) are true, complete and not misleading;
- acknowledge that you have not been provided with investment advice or financial product advice by the Company or its Directors and have made your own enquiries before making an investment decision;
- agree that your Application is made on the terms and conditions of the Entitlement Offer set out in this Prospectus, the Application Form and the Constitution;
- accept that you will not be able to withdraw or revoke your Application or BPAY® payment once you have sent it in (or paid it, as the case may be);

- For personal use only
- acknowledge that the Company may at any time determine that your Application is valid, in accordance with the terms and conditions set out in this Prospectus, even if the Application is incomplete, contains errors or is otherwise defective;
 - accept the risk associated with any refund that may be sent to you by direct credit or cheque to your address shown on the Company's register of members;
 - acknowledge that the Company is not liable for any exercise of its discretions referred to in this Prospectus;
 - are in compliance with all relevant laws and regulations (including, without limitation, section 1043A of the Corporations Act and laws and regulations designed to restrict terrorism financing and/or money laundering);
 - acknowledge that the market price of the Securities may rise or fall between the date the Entitlement Offer opens and the date of issue of the Securities to you under the Offers and that the price you pay per Security under the Offers may exceed the market price of the Securities at the time the Securities are issued to you under the Offers;
 - acknowledge that the New Shares and New Options have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdictions in the United States and accordingly, the New Shares and New Options may not be offered or sold except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and any other applicable US state securities laws;
 - acknowledge that you have not and will not send this Prospectus or any other document relating to the Entitlement Offer to any person in the United States or elsewhere outside Australia and New Zealand;
 - authorise the Company to register you as the holder(s) of New Shares (including any Additional New Shares) allotted to you;
 - if you are a natural person, you declare you are over 18 years of age and have full legal capacity and power to perform all of your rights and obligations under your Application Form;
 - acknowledge that after the Company receives your payment of Application Monies through BPAY®, you may not withdraw your Application or funds provided except as allowed by law;
 - authorise the Company, the Share Registry and their respective officers or agents to do anything on your behalf necessary for New Shares (including any Additional New Shares) to be issued to you, including to act on instructions of the Share Registry on using the contact details set out in your Application Form;
 - acknowledge that neither the Company nor their respective related bodies corporate and affiliates and their respective directors, officers, partners, employees, representatives, agents, consultants or advisers, guarantees the performance of the Company, nor do they guarantee the repayment of capital;
 - agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Entitlement Offer and of your holding of Shares on the Record Date; and
 - acknowledge and agree that determination of eligibility of investors for the purposes of the Entitlement Offer was made by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of the Company, and the Company and their respective related bodies corporate and affiliates disclaim any duty

or liability (including for negligence) in respect of that determination and the exercise of that discretion to the maximum extent permitted by law.

2.13 Not underwritten

The Entitlement Offer is not underwritten.

2.14 Custodians, trustees and nominees

Nominees and custodians which hold Shares as nominees or custodians will have received, or will shortly receive, a letter from the Company. Nominees and custodians should consider carefully the contents of that letter and note in particular that the Entitlement Offer is not available to beneficiaries on whose behalf they hold Shares who would not satisfy the criteria for an Eligible Shareholder.

By submitting an Application on behalf of a Beneficiary, you certify that you are the custodian for the Beneficiary and the information contained in the Application Form is true and correct as at the date of the Application.

Nominees and custodians holding Shares on behalf of residents outside Australia and New Zealand may not send this Prospectus to persons, or apply for New Shares and New Options on behalf of beneficial shareholders, resident outside Australia and New Zealand. Payment by BPAY® or such other means will be taken to constitute a representation and warranty that there has been no breach of this restriction or applicable laws.

2.15 ASX listing

Application for official quotation of the New Shares offered under this Prospectus has been made prior to, or will be made within seven days of, the date of this Prospectus.

If the New Shares are not admitted to official quotation by ASX before the expiration of three months after the date of this Prospectus, or such period as varied by ASIC, the Company will not issue any New Shares or New Options and will repay all Application Monies for the New Shares within the time prescribed under the Corporations Act, without interest.

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

The Company will not apply for quotation of the New Options on ASX.

2.16 Issue of New Shares and New Options

The issue of New Shares and New Options under the Entitlement Offer will take place as soon as practicable after the Closing Date of the Entitlement Offer. The Company expects that the New Shares and New Options will be issued on 3 December 2021. It is expected that New Shares issued under the Entitlement Offer will commence trading on ASX on 6 December 2021. Holding statements are expected to be dispatched by 17 December 2021. These dates are subject to change at the absolute discretion of the Company.

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

2.17 Defects in Applications

If an Application is not completed correctly or if the accompanying payment is for the wrong amount, the Company may, in its absolute discretion, still treat the Application to be valid. The Company's decision to treat an Application as valid, or how to construe, amend or complete it, will be final.

2.18 Refunds

Refunds under the Entitlement Offer may be paid under various circumstances. If a refund is made, payment will be by cheque mailed to your address as shown on the Company's share register or by deposit into your previously nominated bank account. You will not receive any interest on funds refunded to you.

2.19 Costs of participation

No brokerage, commissions or other transaction costs will be payable by Eligible Shareholders in respect of the Application for, and allotment of, New Shares or New Options under the Entitlement Offer.

2.20 Applicants outside Australia

The distribution of this Prospectus outside of Australia and New Zealand may be restricted by law. This Entitlement 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.

New Zealand

The New Shares are not being offered or sold 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 the New Shares is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016. The Company is issuing the New Options to existing shareholders of the Company for no consideration.

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

Jurisdictions outside Australia and New Zealand

It is not practicable for the Company to comply with the securities laws of all overseas jurisdictions in which Shareholders reside, having regard to the number of overseas Shareholders, the number and value of those Shares which the overseas Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction. Accordingly, the Entitlement Offer is not being extended, and New Shares and New Options will not be issued, to any Shareholder with a registered address that is outside of Australia or New Zealand, except as the Company may consider appropriate taking into consideration applicable securities laws.

2.21 Modification and termination of the Entitlement Offer

The Company may modify or terminate the Entitlement Offer at any time including closing the Entitlement Offer early. The Company will notify the ASX of any modification to, or termination of, the Entitlement Offer. The omission to give notice of any modification to, or termination of, the Entitlement Offer or the failure of ASX to receive such notice will not invalidate the modification or termination.

The Company may settle in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with, or by reason of, the operation of the Entitlement Offer, whether

generally or in relation to any participant or application, and the decision of the Company will be conclusive and binding on all participants and other persons to whom the determination relates.

The Company reserves the right to waive strict compliance with any provision of the terms and conditions of this Prospectus. The powers of the Company under this Prospectus may be exercised by the Directors or any delegate of the Directors.

2.22 Rights and liabilities attaching to Shares

The New Shares to be issued pursuant to the Entitlement Offer are of the same class and will rank equally in all respects with the Existing Shares on issue. The rights and liabilities attaching to Shares are further described in Section 6.4.

2.23 Rights and liabilities attaching to Options

Shares issued on exercise of the New Options will rank equally in all respects with the Existing Shares on issue. The rights and liabilities attaching to Options are further described in Section 6.5.

2.24 CHESS and issuer sponsorship

The Company operates an electronic CHESS sub-register and an electronic issue sponsored sub-register. These two sub-registers will make up the Company's register of Securities.

The Company will not issue a share certificate to a security holder. Rather, a holding statement (similar to a bank statement) will be dispatched to security holders as soon as practicable after issue of the New Shares and New Options the subject of the Entitlement Offer. The holding statement will be sent either by CHESS (if the security holder elects to hold the New Shares and New Options on the CHESS sub-register) or by the Company's Share Registry (if the security holder elects to hold the New Shares and New Options on the issuer sponsored sub-register). The statement will set out details of the New Shares and New Options issued under this Prospectus and the Holder Identification Number (if the security holder elects to hold the New Shares and New Options on the CHESS sub register) or Shareholder Reference Number (if the security holder elects to hold the New Shares and New Options on the issuer sponsored sub-register). Updated holding statements will also be sent to each security holder following the month in which the balance of their security holding changes, and also as required by the ASX Listing Rules and the Corporations Act.

2.25 Taxation

It is the responsibility of all investors to satisfy themselves of the particular taxation treatment that applies to them in relation to the Entitlement Offer, by consulting their own professional tax advisors. The Company and the Directors do not accept any liability or responsibility in respect of the taxation consequences of the matters referred to in this Prospectus.

2.26 Enquiries

This Prospectus is important and should be read in its entirety. Persons who are in any doubt as to the course of action to be followed should consult their stockbroker, solicitor, accountant or other professional advisor without delay.

3. DETAILS OF THE PLACEMENT OPTIONS OFFER

3.1 The Placement Options Offer

Under this Prospectus, the Company invites participants in the Placement to apply for one Placement Option for every two Shares issued to them under the Placement on the same terms as the applicable New Options.

3.2 Offer Price

Participants in the Placement are being offered the opportunity to acquire Placement Options for nil consideration.

3.3 Offer Period

The Placement Options Offer opens on 15 November 2021 and is scheduled to close at 5.00pm (Melbourne time) on 29 November 2021.

The Company reserves the right to:

- extend the Placement Options Offer;
- close the Placement Options Offer early; or
- withdraw the Placement Options Offer,

at any time by making an announcement to the ASX. Participants in the Placement who wish to apply for Placement Options under the Placement Options Offer are encouraged to make their Application as soon as possible.

3.4 Conditional Offer

As announced to ASX on 1 November 2021, the Company has raised \$20 million from a Placement. The Shares under the Placement were issued on 5 November 2021 under the Company's available 15% placement capacity to issue Securities without the approval of Shareholders in accordance with ASX Listing Rule 7.1.

As a result, the Placement Options Offer is conditional on Shareholder approval to issue the Placement Options at the AGM to be held on 15 December 2021.

If Shareholder approval is not obtained for the Placement Options Offer, the Placement Options will not be issued.

3.5 Participation in the Placement Options Offer

Participation in the Placement Options Offer is optional and is only open to participants in the Placement. Participants may apply for a maximum number of one Placement Option for every two Shares issued to them under the Placement.

The Company reserves the right to reject any Application for Placement Options under this Prospectus to the extent it considers that the Application (whether alone or in conjunction with other Applications) does not comply with these requirements.

If you are in any doubt about the Placement Options Offer, whether you should participate in the Placement Options Offer or how such participation will affect you, you should seek independent financial and taxation advice before making a decision as to whether or not to take up any Placement Options under the Placement Options Offer.

3.6 Application

Participants in the Placement may apply for Placement Options under the Placement Options Offer by completing and lodging the Application Form. The Placement Options Offer is non-renounceable, which means that eligible participants may not transfer their rights to any Options offered under the Placement Options Offer. You cannot withdraw or revoke your Application once you have sent in an Application Form.

Your completed Application Form should be mailed using the envelope enclosed with this Prospectus or otherwise mailed to the following address:

Mailing address
Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001

Your completed Application Form must reach the Share Registry by no later than 5.00pm (Melbourne time) on the Closing Date.

3.7 Declining all or part of your Placement Options

If you decide not to apply for all or part of your Placement Options, the Placement Options will not be issued to you.

If you decide not to participate in the Placement Options Offer, you do not need to fill out or return the accompanying Application Form.

3.8 Effect of making an Application

If you apply for Placement Options under the Placement Options Offer, you:

- acknowledge that you have not been provided with investment advice or financial product advice by the Company or its Directors and have made your own enquiries before making an investment decision;
- agree that your Application is made on the terms and conditions of the Placement Options Offer set out in this Prospectus, the Application Form and the Constitution;
- accept that you will not be able to withdraw or revoke your Application once you have sent it in;
- authorise the Company (and its officers and agents) to correct any error or omission in your Application Form and to complete the Application Form by the insertion of any missing details;
- acknowledge that the Company may at any time determine that your Application Form is valid, in accordance with the terms and conditions set out in this Prospectus, even if the Application Form is incomplete, contains errors or is otherwise defective;
- acknowledge that the Company is not liable for any exercise of its discretions referred to in this Prospectus; and
- are in compliance with all relevant laws and regulations (including, without limitation, section 1043A of the Corporations Act and laws and regulations designed to restrict terrorism financing and/or money laundering).

3.9 Not underwritten

The Placement Options Offer is not underwritten.

3.10 ASX listing

The Company will not apply for quotation of the Placement Options on ASX.

3.11 Defects in Applications

If an Application Form is not completed correctly, the Company may, in its absolute discretion, still treat the Application Form to be valid. The Company's decision to treat an Application as valid, or how to construe, amend or complete it, will be final.

3.12 Modification of the Placement Options Offer

The Company may modify the Placement Options Offer at any time. The Company will notify the ASX of any modification to the Placement Options Offer. The omission to give notice of any modification to the Placement Options Offer or the failure of ASX to receive such notice will not invalidate the modification.

The Company may settle in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with, or by reason of, the operation of the Placement Options Offer, whether generally or in relation to any participant or Application, and the decision of the Company will be conclusive and binding on all participants and other persons to whom the determination relates.

The Company reserves the right to waive strict compliance with any provision of the terms and conditions of this Prospectus. The powers of the Company under this Prospectus may be exercised by the Directors or any delegate of the Directors.

4. PURPOSE AND EFFECT OF THE ENTITLEMENT OFFER

4.1 Purpose of the Entitlement Offer

The primary purpose of the Entitlement Offer is to raise \$16.8 million (before expenses).

The funds raised from the Entitlement Offer are planned to be used for the purposes set out in the table below.

The table below provides a breakdown of the proposed use of funds from the Entitlement Offer.

Purpose	Entitlement Offer (\$16.8 million)
Phase IIb/III -Clinical Study costs	\$14,000,000 ⁽¹⁾
Open Label Extension Study initiation costs	\$600,000
Drug Manufacturing Costs	\$1,900,000
Progression of R&D Programs	Nil
Working Capital	Nil
Capital Raising Costs	\$300,000
Total funds raised⁽²⁾	\$16,800,000

(1) Additional funds to be applied to those allocated under the Placement (\$7,000,000) to run the Phase IIb/III Study through to the Futility Analysis.

(2) Should the Entitlement Offer not be fully subscribed, this may lead to a delay in the conduct of the Phase IIb/III study and depending on the amount raised, may require the Company to raise further capital or seek other funding in order to continue and/or complete the study. In this case, the Entitlement Offer monies received may be redeployed to prioritise other key activities including an US Toxicology Study, ATL1102 New Indications, Drug Manufacture and Business Development and Corporate initiatives to accelerate ATL1102 development plans.

The table below provides a breakdown of the proposed use of funds from the Entitlement Offer and the Placement.

Purpose	Entitlement Offer (\$16.8 million)	Entitlement Offer and Placement (\$36.8 million)
Phase IIb/III -Clinical Study costs	\$14,000,000 ⁽¹⁾	\$21,000,000 ⁽²⁾
Open Label Extension Study initiation costs	\$600,000	\$600,000
Drug Manufacturing Costs	\$1,900,000	\$7,400,000
Progression of R&D Programs	Nil	\$1,100,000
Working Capital	Nil	\$5,000,000
Capital Raising Costs	\$300,000	\$1,700,000
Total funds raised	\$16,800,000⁽³⁾	\$36,800,000

(1) Additional funds to be applied to those allocated under the Placement (\$7,000,000) to run the Phase IIb/III Study through to the Futility Analysis.

(2) Phase IIb/III Study costs through to Futility Analysis.

(3) Should the Entitlement Offer not be fully subscribed, this may lead to a delay in the conduct of the Phase IIb/III study and depending on the amount raised, may require the Company to raise further capital or seek other funding

in order to continue and/or complete the study. In this case, the Entitlement Offer monies received may be redeployed to prioritise other key activities including an US Toxicology Study, ATL1102 New Indications, Drug Manufacture and Business Development and Corporate initiatives to accelerate ATL1102 development plans.

Please refer to Section 6.9 for further details relating to the estimated expenses of the Entitlement Offer.

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

4.2 Effect of the Offers and Placement

The principal effect of the Entitlement Offer and the Placement, assuming \$16.8 million is raised under the Entitlement Offer, will:

- be to increase the Company's cash reserves by approximately \$16.8 million (after deducting the estimated expenses of the Entitlement Offer and Placement) immediately after completion of the Entitlement Offer;
- be to increase the number of Shares on issue from 657,809,675 (including the 83,333,332 Shares issued under the Placement) as at the date of this Prospectus to up to 727,789,428 Shares following completion of the Entitlement Offer; and
- result in the issue of up to 76,656,542 Options (including the up to 41,666,666 Placement Options to be issued under the Placement Options Offer).

Note that no consideration will be received by the Company on the issue of the New Options and the Placement Options. There is no certainty that all or some of the New Options or Placement Options will be exercised and additional Shares issued as a result and consequently, no certainty that the Company will receive proceeds from the exercise of the New Options or Placement Options.

4.3 Pro forma balance sheet

The audit reviewed balance sheet and the unaudited pro forma balance sheet for the Company as at 30 June 2021 have been prepared based on the accounting policies normally adopted by the Company and reflect the changes to its financial position.

The pro forma balance sheet has been prepared to reflect:

- the 83,333,332 Shares and up to 41,666,666 Options issued or to be issued under the Placement;
- that up to 69,979,753 New Shares (and up to 34,989,876 New Options) are issued under the Entitlement Offer; and
- that the expenses of the Placement and Entitlement Offer are deducted.

The pro forma balance sheet has not been prepared on a fully diluted basis meaning that it assumes none of the Options to be issued as part of the Placement Options Offer or the Entitlement Offer has been exercised.

The pro forma balance sheet has been prepared to provide investors with information on the assets and liabilities of the Company and pro forma assets and liabilities of the Company as noted below. The historical and pro forma financial information is presented in abbreviated form, insofar as it

does not include all of the disclosures required by the Australian Accounting Standards applicable to annual financial statements.

BALANCE SHEET	(Audited) 30 June 2021 (\$)	Placement (\$)	Entitlement Offer (\$)	(Pro Forma) 30 June 2021 (\$)
ASSETS				
<u>Current Assets</u>				
Cash and cash equivalents	6,020,403	18,577,667	16,500,000	41,098,070
Trade and other receivables	601,254	-	-	601,254
Prepayments	76,942	-	-	76,942
Other current assets	-	-	-	-
	6,698,599	18,577,667	16,500,000	41,776,266
<u>Non-Current Assets</u>				
Plant and equipment	11,569	-	-	11,569
Right-of-use assets	290,435	-	-	290,435
	302,004	-	-	302,004
TOTAL ASSETS	7,000,603	18,577,667	16,500,000	42,078,270
LIABILITIES				
<u>Current Liabilities</u>				
Trade and other payables	512,082	-	-	512,082
Employee benefit liabilities	454,026	-	-	454,026
Lease liabilities	79,443	-	-	79,443
	1,045,551	-	-	1,045,551
<u>Non-Current Liabilities</u>				
Lease liabilities	227,402	-	-	227,402
Employee benefit liabilities	117	-	-	117
	227,519	-	-	227,519
TOTAL LIABILITIES	1,273,070	-	-	1,273,070
NET ASSETS	5,727,533	18,577,667	16,500,000	40,805,200
EQUITY				
Contributed equity	77,033,694	18,577,667	16,500,000	112,111,361
Reserves	3,791,418	-	-	3,791,418
Accumulated losses	(75,097,579)	-	-	(75,097,579)
TOTAL EQUITY	5,727,533	18,577,667	16,500,000	40,805,200

Pro forma adjustments

The equity raise adjustment reflects the amount of \$20 million raised (before costs) under the Placement to institutional and sophisticated investors proceeds of \$16.8 million raised (before costs) under the Entitlement Offer. The actual amount raised under the Entitlement Offer may be less than or greater than \$16.8 million. The adjustment also includes the estimated costs of the Offers.

Pro forma cash as at 30 June 2021

The pro forma cash position based on the audited 30 June 2021 cash balance would be approximately \$41.1 million, reflecting the amount raised under the Placement, an estimated raising under the Entitlement Offer of \$16.8 million and estimated costs of the Offers.

4.4 The effect of the Entitlement Offer and Placement Options Offer on the capital structure

Under the Entitlement Offer, the Company will issue up to 69,979,753 New Shares at \$0.24 per New Share and up to 34,989,876 New Options (subject to rounding) with an exercise price of \$0.48 for nil consideration to raise approximately \$16.8 million.

Under the Placement Options Offer, the Company will issue up to approximately 41,666,666 Placement Options (subject to rounding) with an exercise price of \$0.48 per option, for nil consideration.

The effect of the Entitlement Offer and the Placement Options Offer on the Company's capital structure is set out in the comparative table below.

	Number ⁽¹⁾⁽²⁾
Shares	Assuming \$16.8 million raised
Shares on issue as at the date of this Prospectus	657,809,675 ⁽³⁾
New Shares offered under the Entitlement Offer	69,979,753
Total Shares on issue after completion of the Entitlement Offer⁽⁴⁾	727,789,428
Options	
Options on issue as at the date of this Prospectus	96,666,666 ⁽⁵⁾
New Options offered under the Entitlement Offer	34,989,876
-Total unquoted Options	131,656,542

Note:

(1) Ignores impact of rounding.

(2) These numbers are indicative only. The capital structure of the Company may differ on completion of the Offers and the Placement to what is shown in the above table depending on the number of Applications received, and whether Shareholder approval is obtained for the issue of the Placement Options.

(3) Includes Shares issued under the Placement.

(4) Assuming no existing Options are exercised.

(5) Includes 41,666,666 Placement Options to be issued under this Prospectus and subject to Shareholder approval at the AGM.

4.5 Details of substantial holders

Based on publicly available information as at the date of this Prospectus, there are currently no Shareholders which (together with their associates) have a relevant interest in 5% or more of the Shares on issue.

4.6 Effect of the Entitlement Offer on control of the Company

Eligible Shareholders who participate in the Entitlement Offer will not have their interest in the Company materially diluted by the Entitlement Offer. The Entitlement Offer is not expected to have a material effect on control of the Company.

5. RISK FACTORS

As with any share investment, there are risks associated with an investment in the Company. The numerous risk factors are both of a specific and general nature. Some can be mitigated by the use of safeguards and appropriate systems and controls, but some are outside the control of the Company and cannot be mitigated.

This Section 5 identifies and highlights some of the risks that potential investors should consider prior to entering into the investment opportunity referred to in this Presentation. However, the following is not, and does not purport to be, a comprehensive statement of all relevant risks and is not listed in order of importance. Potential investors should seek their own financial or other professional advice in relation to the risks and must make their own assessment regarding an investment in the Company.

5.1 Specific risks

(a) Dilution

Current Shareholders who do not participate in the Offer as per their entitlement will have their shareholding in ANP diluted. Shareholders may also have their investment diluted by future capital raisings or issues of new equity securities by ANP. ANP may issue new equity securities in the future to fund further development and/or commercialisation of drugs which may, under certain circumstances, dilute the value of a Shareholder's interest in ANP.

(b) Shortfall risk in relation to Entitlement Offer

The Entitlement Offer is not underwritten, which may result in a shortfall in the proceeds expected under the Entitlement Offer. Should such a shortfall occur, ANP may need to limit the use of the funds raised under the Entitlement Offer accordingly.

(c) Phase IIb/III Clinical trial program

There are a number of risks which relate specifically to the Phase IIb/III Clinical Trial program (including the open label study) which include but are not limited to:

- the Company obtaining access to adequate funding to undertake and complete the program;
- timing of regulatory submissions, feedback and approvals from the applicable regulatory or government agencies which may see delays and or possible rejection of the submissions;
- the Company obtaining adequate clinical supplies of drug compound to complete the Phase IIb/III Clinical Trial program;
- patient recruitment rates, timeframes, and access to sufficient patient numbers may adversely affect the conduct of the trial and the costs associated with the running of the trial; and
- risks associated with the conduct of clinical trials including meeting prespecified clinical endpoints and encountering serious safety or efficacy issues that may cause a slowing or halting of the study.

If any of these risks occur, it may have an impact on the Company's ability to conduct or continue the Phase IIb/III Clinical Trial program which may have an adverse effect on the Company's business, operations and the Company's product development efforts.

(d) Pharmaceutical Research and Development (R&D)

Pharmaceutical R&D involves scientific uncertainty and long lead times. Risks inherent in these activities include uncertainty of the outcome of the Company's research results;

difficulties or delays in development of any of the Company's drug candidates; and general uncertainty related to the scientific development of a new medical therapy.

The Company's drug compounds require significant pre-clinical and human clinical development prior to commercialisation, which is uncertain, expensive and time consuming. There may be adverse side effects or inadequate therapeutic efficacy of the Company's drug candidates which would prevent further commercialisation. There may be difficulties or delays in the manufacturing or testing of any of the Company's drug candidates. There may also be adverse outcomes with the broader clinical application of the Antisense technology platform which could have a negative impact on the Company's specific drug development and commercialisation plans.

No assurance can be given that the Company's product development efforts will be successful, that any potential product will be safe and efficacious, that required regulatory and pricing reimbursement approvals will be obtained, that the Company's products will be capable of being produced in commercial quantities at an acceptable cost or at all, that the Company will have access to sufficient capital to successfully advance the products through development or to find suitable development or commercial partners for the development and/or commercialisation of the products and that any products, if introduced, will achieve market acceptance.

(e) Additional Capital Requirements

Pharmaceutical R&D activities require a high level of funding over a long period of time to complete the development and commercialisation of pharmaceutical products. There is no assurance that additional funding will be available to the Company in the future or be secured on acceptable terms. If adequate funds are not available, the Company's business will be materially and adversely affected. If the Company is unable to access capital to continue the development of its products, then this could adversely impact on the collaboration and licensing agreement with Ionis. If the Company is unable to meet certain performance obligations, it may lead to a dispute with Ionis. Unresolved disputes may in turn lead to potential termination of the license granted by Ionis to the Company to exploit relevant products, with the relevant product rights then returning to Ionis.

(f) Partnering and Licensing

Due to the significant costs in drug discovery and development it is common for biotechnology companies to partner with larger biotechnology or pharmaceutical companies to help progress drug development. While the Company has previously entered into such licensing agreements with pharmaceutical partners, there is no guarantee that the Company will be able to maintain such partnerships or license its products in the future. There is also no guarantee that the Company will receive back all the data generated by or related intellectual property from its licensing partners. In the event that the Company does license or partner the drugs in its pipeline, there is no assurance as to the attractiveness of the commercial terms nor any guarantee that the agreements will generate a material commercial return for the Company.

(g) Regulatory Approvals

Complex government health regulations, which are subject to change, add uncertainty to obtaining approval to undertake clinical development or obtaining marketing and pricing reimbursement approval for pharmaceutical products.

Delays may be experienced in obtaining such approvals, or the regulatory authorities may require repeat of different or expanded animal safety studies or human clinical trials, and these may add to the development cost and delay products from moving into the next phase of drug development and up to the point of entering the market place. This may adversely affect the competitive position of products and the financial value of the drug candidates to the Company.

There can be no assurance that regulatory clearance will be obtained for a product or that the data obtained from clinical trials will not be subject to varying interpretations. There can be no assurance that the regulatory authorities will agree with the Company's assessment of future clinical trial results or with the suitability of the Company's regulatory submissions for clinical trial, early access or product marketing approval as applicable.

(h) **Competition**

The Company will always remain subject to the material risk arising from the intense competition that exists in the pharmaceutical industry. A material risk therefore exists that one or more competitive products may be in human clinical development now or may enter into human clinical development in the future. Competitive products focusing on or directed at the same diseases or protein targets as those that the Company is working on may be developed by pharmaceutical companies or other antisense drug companies including Ionis or any of its other collaboration partners or licensees. Such products could prove more efficacious, safer, more cost effective or more acceptable to patients than the Company product. It is possible that a competitor may be in that market place sooner than the Company and establish itself as the preferred product.

(i) **Technology and Intellectual Property Rights**

Securing rights to technology and patents is an integral part of securing potential product value in the outcomes of pharmaceutical R&D. 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. There can be no assurance that any patents which the Company has in licensed or may own, access or control will afford the Company commercially significant protection of its technology or its products or have commercial application, or that access to these patents will mean that the Company will be free to commercialise its drug candidates. The granting of a patent does not guarantee that the rights of others are not infringed or that competitors will not develop technology or products to avoid the Company's patented technology or try to invalidate the Company's patents, or that it will be commercially viable for the Company to defend against such potential actions of competitors.

Accordingly, investment in companies specialising in drug development must be regarded as highly speculative. The Company strongly recommends that professional investment advice be sought prior to such investments.

(j) **Environmental Regulation and Performance**

The Company is involved in pharmaceutical research and development, much of which is contracted out to third parties, and it is the Director's understanding that these activities do not create any significant/material environmental impact. To the best of the Company's knowledge, the scientific research activities undertaken by, or on behalf of, the Company are in full compliance with all prescribed environmental regulations.

(k) **Reimbursement Approvals and Government Policy**

Changes to the laws, regulations, standards and practices applicable to the industry in which the Company operates (for example, drug approval regulations and government R&D rebates) may increase costs and limit the Company's proposed scope of activity. The Company has little or no control over these risks. Consequently, there can be no firm assurance that the Company can effectively limit these risks, which could materially adversely affect its business, financial condition and results of operations.

The research, development, manufacture, marketing and sale of products using the Company's technology are subject to varying degrees of regulation by a number of government authorities in Australia and overseas. Products developed using the

Company's technology, must undergo a comprehensive and highly regulated development and review process before receiving approval for marketing. The process includes the provision of clinical data relating to the quality, safety and efficacy of the products for their proposed use.

Products may also be submitted for reimbursement approval. The availability and timing of that regulatory and/or reimbursement approval may have an impact upon the uptake and profitability of products in some jurisdictions. Furthermore, any of the products utilising the Company's technology may be shown to be unsafe, non-efficacious, difficult or impossible to manufacture on a large scale, uneconomical to market, compete with superior products marketed by third parties or not be as attractive as alternative treatments.

(l) **Management Actions**

The Directors will, to the best of their knowledge, experience and ability (in conjunction with the management team) endeavour to anticipate, identify and manage the risks inherent in the activities of the Company, but without assuming any personal liability, with the aim of eliminating, avoiding and mitigating the impact of risks on the performance of the Company and its securities.

The Company is dependent on the principal members of its scientific and development team, the loss of whose services could materially adversely affect the Company and may impede the achievement of its research and development objectives. Given the nature of the Company's activities, its ability to maintain its program is dependent on its ability to attract and maintain appropriately qualified personnel either within the Company or through contractual arrangements. If one or more of the Company's key personnel was unwilling or unable to continue in their current roles, there is a risk that the Company may be unable to recruit a suitable replacement on commercially acceptable terms or at all.

The loss of any key personnel, without suitable and timely replacement, may significantly disrupt the operations of the Company's business and impede the Company's ability to implement its business plans. This may, in turn, have a materially adverse effect on both the financial performance and future prospects of the Company. The Company may also incur significant costs in recruiting and retaining new key personnel.

Further, the Company's current size affects its ability to provide substantial training and development opportunities to its key managers and personnel. Extensive ongoing development opportunities are not feasible for a small biotechnology company such as Antisense. The Company has sought to address this risk by hiring sufficiently qualified and skilled management and scientific development staff.

(m) **Litigation, Claims and Disputes**

The Company may be subject to litigation and other claims and disputes in the course of its business, including contractual disputes with suppliers or customers, employment disputes, indemnity claims, and occupational and other claims. There is a risk that any such litigation, claim or dispute could materially adversely impact the Company's operating and financial performance due to the significant cost and time invested by management in investigating, commencing, defending and/or settling such matters. Any claim against the Company, if proven, may also have a sustained negative impact on its operations, financial performance, financial position and reputation.

The Company is not currently engaged in litigation and, as at the date of this Presentation, the Directors are not aware of any legal proceedings pending or threatened against, or any material legal proceedings affecting, the Company.

5.2 General Risks

(a) Share Market Conditions

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(b) Economic Factors

The operating and financial performance of the Company is influenced by a variety of general economic and business conditions including the levels of consumer confidence and spending, business confidence and investment, employment, inflation, interest rates, foreign exchange rates, access to debt and capital markets, fiscal policy, monetary policy and regulatory policies. A prolonged deterioration in any number of the above factors may have a material adverse impact on the Company's business and financial performance including its ability to fund its activities.

(c) COVID-19 Pandemic

The COVID-19 pandemic has to date created significant economic and social challenges in Australia and around the world. There is continued uncertainty in relation to the ongoing impacts of the pandemic which, to date, have included a general contraction in output, increased levels of unemployment, restrictions on movement and includes the potential to impact recruitment of patients into clinical trials and the welfare of those patients being impacted by COVID over the extended trial period. In response, the Company has concentrated on preserving cash and long term shareholder value while maintaining focus on service of new and existing clients.

The Company will continue to closely monitor developments related to COVID-19 and is cognisant of its duty to responsibly manage and, where possible mitigate the risks posed by the global pandemic.

(d) Taxation

Relevant tax laws and treaties and their interpretation and applicability change from time to time. There is the risk that these changes could adversely and materially affect the Company's profitability and prospects.

(e) Unforeseen Expenses

While the Company is not aware of any expenses that may need to be incurred that have not been taken into account, if such expenses were subsequently incurred, the expenditure proposals of the Company may be adversely affected.

6. ADDITIONAL INFORMATION

6.1 Continuous disclosure obligations

As the Company is admitted to the Official List, the Company is a 'disclosing entity' for the purposes of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose to the market any information it has which a reasonable person would expect to have a material effect on the price or the value of the Company's securities.

Price sensitive information is publicly released through the ASX before it is disclosed to Shareholders and market participants. Distribution of other information to Shareholders and market participants is also managed through disclosure to the ASX. In addition, the Company posts information on its website after the ASX confirms an announcement has been made, with the aim of making the information readily accessible to the widest audience.

By virtue of section 713 of the Corporations Act, the Company is entitled to issue a 'transaction-specific' prospectus in respect of the Offers.

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

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.

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.

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

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an office of 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 of the Company for the financial year ended 30 June 2021;
 - (ii) any half-year financial report of the Company lodged with ASIC after the lodgement of the annual financial report referred to in paragraph (i) above and before the lodgement of this Prospectus with ASIC; and
 - (iii) all continuous disclosure notices given by the Company after the lodgement of the annual financial report referred to in paragraph (i) above and before the lodgement of this Prospectus with ASIC (see below).

There is no information which has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules that investors or their professional advisers:

- (a) would reasonably require for the purpose of making an informed assessment of:
 - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and
 - (ii) the rights and liabilities attaching to the securities the subject of this Prospectus; and
- (b) would reasonably expect to find in this Prospectus.

This Prospectus contains information specific to the Offers. If investors require further information in relation to the Company, they are recommended to take advantage of the opportunity to inspect or obtain copies of the documents referred to above.

The following announcements have been lodged with the ASX prior to the date of this Prospectus in respect of the Company since the lodgement of the annual financial report for the year ended 30 June 2021 with ASX on 29 October 2021.

Date	Title
1 November 2011	Investor Presentation
1 November 2011	Proposed issue of securities - ANP
1 November 2011	Positive PDCO opinion and A\$20m Placement

6.2 Design and distribution obligations

From 5 October 2021, the new product design and distributions obligations under the Corporations Act (**DDO Obligations**) take effect. The DDO Obligations are intended to help consumers obtain appropriate financial products by requiring issuers and distributors to have a consumer-centric product. The DDO Obligations require product issuers to make publicly available a target market determination that explains the target market for certain securities, any distribution conditions and any information related to reviewing and monitoring conduct in relation to the target market determination.

The Company has prepared a target market determination in respect of the Options which is available on the Company's website at <https://www.antisense.com.au>.

6.3 Litigation

The Company is not currently engaged in litigation and, as at the date of this Prospectus, the Directors are not aware of any legal proceedings pending or threatened against, or any material legal proceedings affecting, the Company.

6.4 Rights and liabilities attaching to the Shares

The following is a general description of the more significant rights and liabilities attaching to the Shares. This summary is not exhaustive. Full details of provisions relating to rights attaching to the Shares are contained in the Corporations Act, ASX Listing Rules and the Constitution (a copy of which is available for inspection at the Company's registered office during normal business hours and on the Company's website at <https://www.antisense.com.au/corporate-governance/>).

(a) **Ranking of Shares**

At the date of this Prospectus, all shares are of the same class and rank equally in all respects. Specifically, the Shares issued under this Prospectus will rank equally with the Company's existing Shares.

(b) **Voting rights**

Subject to any rights or restrictions, at general meetings:

- every Shareholder present and entitled to vote may vote in person or by attorney, proxy or representative; and
- has one vote on a show of hands; or
- has one vote for every fully paid share held, on a poll.

(c) **Dividend rights**

Shareholders will be entitled to dividends, distributed among members in proportion to the capital paid up, from the date of payment. No dividend carries interest against the Company and the declaration of Directors as to the amount to be distributed is conclusive.

Shareholders may be paid interim dividends or bonuses at the discretion of the Directors. The Directors may set aside a sum out of the profits of the Company, as reserves, before recommending dividends of the profits.

(d) **Variation of rights**

The rights attaching to the Shares may only be varied by the consent in writing of the holders of three-quarters of the Shares, or with the sanction of a special resolution passed at a general meeting.

(e) **Transfer of Shares**

Shares can be transferred by a proper instrument of transfer. The instrument of transfer must be in writing or any other form approved by the Directors, and signed by the transferor and the transferee. Except where the operating rules of an applicable CS facility licensee, being the ASTC Operating Rules provide otherwise, until the transferee has been registered, the transferor is deemed to remain the holder of the Shares, even after signing the instrument of transfer.

In some circumstances, the Directors may refuse to register a transfer if on registration the transferee will hold less than a marketable parcel. The Board may refuse to register a transfer of shares on which the Company has a lien.

(f) **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.

The Directors may convene a general meeting at their discretion.

(g) **Unmarketable parcels**

The Constitution provides for the sale of unmarketable parcels subject to any applicable laws and provided a notice is given to the relevant Shareholder stating that the Company intends to sell their relevant Shares unless the relevant Shareholder advises the Company by a specified date that they wish to keep the Shares.

(h) **Rights on winding up**

If the Company is wound up, the liquidator may with the sanction of a special resolution, divide the assets of the Company amongst Shareholders as the liquidator sees fit. The liquidator may not require a Shareholder to accept any Shares or other securities in respect of which there is any liability.

6.5 **Rights and liabilities attaching to the Options**

The Options to be issued under the Offers will be issued on the following terms and conditions:

(a) **Entitlement**

Each Option entitles the holder to acquire by way of issue one Share on exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i) below, the exercise price of the Options will be \$0.48 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5.00pm (Melbourne time) on the earlier of:

- 20 December 2024; and
- 20 business days after the Acceleration Trigger Date,

(**Expiry Date**).

An Option not exercised before 5.00pm (Melbourne time) on the Expiry Date will automatically lapse at that time.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

The Options may be exercised in whole or in part (subject to the minimum amount noted below) during the relevant Exercise Periods by notice in writing to the Company in the manner specified on the Option certificate or holding statement (**Notice of Exercise**) and payment of the relevant Exercise Price for each Option being exercised in Australian

currency by electronic funds transfer or other means of payment acceptable to the Company.

A minimum of 5,000 Options may be exercised under each Notice of Exercise.

(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 applicable Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

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

As soon as practicable after the relevant Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company; and
- (ii) if admitted to the Official List at the time, apply for official quotation on ASX of Shares issued on the exercise of the Options.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options will rank equally in all respects with the then issued Shares.

(i) **Reconstruction of capital**

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

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options and unless Shares have been allotted in respect of the Options before the record date for determining entitlements to the issue. The Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 3 business days after the issue is announced. This will give the Option holder the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

(k) **Change in Exercise Price**

There will be no change to the applicable Exercise Price of an Option or the number of Shares over which an Option is exercisable in the event of the Company making a pro rata issue of Shares or other securities to the holders of Shares (other than for a Bonus Issue).

(l) **Bonus issue**

If before the expiry of any Options, the Company makes a pro rata issue of Shares to Shareholders for no consideration (**Bonus Issue**), the number of Shares over which an Option is exercisable will be increased by the number of Shares which the holder would have received if the Option had been exercised before the record date for the Bonus Issue.

(m) **Voting**

Holders of Options have no voting rights until the Options are exercised and Shares issued on exercise of those Options in accordance with the ASX Listing Rules.

(n) **Transferability**

The Options are not transferable and will not be quoted on the ASX.

6.6 Interests of Directors, experts and advisors

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

- (i) Director or proposed Director;
- (ii) 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;
- (iii) promoter of the Company; or
- (iv) financial services licensee named in this Prospectus as a financial services licensee involved in the Offers,

holds, or has held within 2 years before the date of this Prospectus, any interest in the Offers or in the formation or promotion of, or in any property acquired or proposed to be acquired by, the Company in connection with its formation or promotion or the Offers.

(b) Other than as set out in Section 6.7 or elsewhere in the Prospectus, no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given:

- (i) to a Director or proposed Director to induce him to become, or to qualify him as, a director of the Company; or
- (ii) for services provided in connection with the formation or promotion of the Company or the Offers by any Director or proposed Director, any person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus, any promoter of the Company, or any underwriter or financial services licensee named in this Prospectus as an underwriter or financial services licensee involved in the Offers.

6.7 Details of interests

(a) Directors' security holdings

The relevant interests of the Directors in securities of the Company as at the date of this Prospectus are as follows:

Director	Shares	Options
Dr Charmaine Gittleson (Non-Executive Chairperson)	Nil	Nil
Mr Mark Diamond (Executive Director)	4,423,173	14,000,000
Mr Robert W Moses ⁽¹⁾ (Non-Executive Director)	9,090,201	10,000,000
Dr Graham Mitchell ⁽²⁾ (Non-Executive Director)	395,550	7,000,000
Dr Gary W Pace (Non-Executive Director)	1,236,138	7,000,000
Mr William Goolsbee ⁽³⁾ (Non-Executive Director)	1,099,243	7,000,000
Dr Ben Gil Price (Non-Executive Director)	Nil	1,000,000

Note:

(1) As announced by the Company to the ASX on 28 July 2021, Mr Robert W Moses will retire from the Board at the AGM.

(2) As announced by the Company to the ASX on 22 March 2021, Dr Graham Mitchell will retire from the Board at the AGM.

(3) As announced by the Company to the ASX on 4 October 2021, Mr William Goolsbee will retire from the Board at the AGM.

(b) Directors' participation in the Entitlement Offer

Eligible Directors propose to take up their entitlements in full or in part under the Entitlement Offer.

(c) Director's remuneration

As Chair and non-executive Director, Dr Charmaine Gittleson is currently paid \$55,000 in directors fees per annum, plus superannuation.

As an executive Director, Mr Mark Diamond is currently paid \$421,266 in directors fees per annum, plus superannuation.

As a non-executive Director, Mr Robert W Moses is currently paid \$56,293 in directors fees per annum, plus superannuation.

As a non-executive Director, Dr Graham Mitchell is currently paid \$36,500 in directors fees per annum, plus superannuation.

As a non-executive Director, Dr Gary W Pace is currently paid USD\$50,000 in directors fees per annum.

As a non-executive Director, Mr William Goolsbee is currently paid USD\$50,000 in directors fees per annum.

As a non-executive Director, Dr Gil Price is currently paid USD\$50,000 in directors fees per annum.

(d) Related party arrangements

Not applicable.

6.8 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.

(a) Consenting parties

XEC Partners has given and has not, before lodgement of this Prospectus, withdrawn its written consent to be named in this Prospectus as corporate adviser to the Company in respect of the Offers and the Placement in the form and context in which it is named.

MinterEllison has given and has not, before lodgement of this Prospectus, withdrawn its written consent to be named in this Prospectus as legal adviser to the Company in respect of the Offers and the Placement in the form and context in which it is named.

Morgans Corporate Limited has given and has not, before lodgement of this Prospectus, withdrawn its written consent to be named in this Prospectus as joint lead manager of the Placement in the form and context in which it is named.

Wilsons Corporate Finance Limited has given and has not, before lodgement of this Prospectus, withdrawn its written consent to be named in this Prospectus as joint lead manager of the Placement in the form and context in which it is named.

Boardroom Pty Limited has given and has not, before lodgement of this Prospectus, withdrawn its written consent to be named in this Prospectus as share registry to the Company in respect of the Offers and the Placement in the form and context in which it is named.

(b) Basis of consents

Each of the persons named as providing consents above:

- (i) did not authorise or cause the issue of this Prospectus;
- (ii) does not make, or purport to make, any statement in this Prospectus nor is any statement in this Prospectus based on any statement by any of those parties other than as specified in this Section 6.8; and
- (iii) to the maximum extent permitted by law, expressly disclaims any responsibility or liability for any part of this Prospectus other than a reference to its name and a statement contained in this Prospectus with the consent of that party as specified in this Section 6.8.

6.9 Expenses of the Offers

The total expenses of the Offers and the Placement are estimated to be approximately \$1.72 million (excluding GST), the table below sets out the breakdown of these expenses:

Item of Expenditure	Amount (\$)*
ASX and ASIC fees	\$61,698
Morgans Corporate Limited and Wilsons Corporate Finance Limited Joint Lead Manager fees	\$946,385**
XEC Partners corporate advisory fees	\$487,615**
MinterEllison legal fees	\$165,000
Registry and printing fees	\$41,635
Miscellaneous	\$20,000
TOTAL	\$1,722,333

* This table assumes that \$16.8 million is raised under the Entitlement Offer (before expenses).

** This amount is exclusive of the incentive fee payable by the Company to the Joint Lead Managers in equal proportions equivalent to 1.00% of the gross amount raised from the exercise of Options granted under the Placement and to XEC Partners equivalent to 0.7% of the gross amount raised from the exercise of Options granted under the Offers.

Standard fees may also be payable to Australian Financial Services Licence holders for any potential placement of the Entitlement Offer shortfall.

6.10 Governing law

The information in this Prospectus, the Offers, and the contracts formed on acceptance of the Application Form are governed by the law applicable in Victoria, Australia. Any person who applies for Securities under the Offers submits to the non-exclusive jurisdiction of the courts of Victoria, Australia.

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 ASIC and has not withdrawn that consent.

Signed for and on behalf of the Company on 5 November 2021.

Dr Charmaine Gittleson

Independent Non-Executive Chair
Antisense Therapeutics Limited

8. DEFINITIONS

Definitions used in this Prospectus are as follows:

Acceleration Trigger Date means that date that the ATL1102 Phase IIb in DMD futility analysis results are announced by the Company on the ASX.

Additional New Shares means New Shares offered to an Applicant in excess of their Entitlement under the terms of the Top-Up Facility.

AGM means the 2021 Annual General Meeting of the Company to be held on 15 December 2021.

Applicant means a person who submits an Application.

Application means payment of Application Monies by BPAY® or, for New Zealand holders, by electronic funds transfer or such other means as advised by the Share Registry.

Application Amount means the dollar value of any application to participate in the Entitlement Offer.

Application Form means the personalised application form included in or accompanying this Prospectus for participation in the Entitlement Offer or the Placement Options Offer (as applicable).

Application Monies means monies equal to the value of New Shares at the Offer Price applied for by an Eligible Shareholder.

ASIC means the Australian Securities and Investments Commission.

ASX Listing Rules means the official listing rules of ASX Listing Rules as amended or waived.

ASX means ASX Limited ACN 008 624 691 or the financial market known as the 'Australian Securities Exchange' operated by it, as the context requires.

ASTC Operating Rules means the operating rules of ASTC in its capacity as a CS facility licensee, except to the extent of any relief given by ASTC in their application to the Company.

Australian Accounting Standards means the Australian accounting standards issued by the Australian Accounting Standards Board.

Beneficiary means a person who resides in either Australia or New Zealand for whom a custodian (being an Eligible Shareholder) held Shares on behalf of on the Record Date, and who is not, or is not acting for the account or benefit of, a U.S. Person.

Board means the board of Directors of the Company.

Chair means the Chair of the Board.

CHESS means Clearing House Electronic Subregister System operated by ASX Settlement Pty Limited (ABN 49 008 504 532).

Closing Date means the date that the Offers close which is 5.00pm (Melbourne time) on 29 November 2021 or such other time and date as the Directors determine, being the last day on which Applications will be accepted.

Company or **ANP** means Antisense Therapeutics Limited ACN 095 060 745.

Constitution means the constitution of the Company.

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

Director means a director of the Company.

Eligible Shareholder has the meaning given in Section 2.4.

Entitlement means the number of New Shares each Eligible Shareholder is offered under the Entitlement Offer.

Entitlement Offer means the offer of New Shares and New Options to Eligible Shareholders under this Prospectus, including under the Top-Up Facility.

Existing Shares means Shares on issue at the Record Date.

Expiry Date means the expiry date of the New Options offered under this Prospectus, as defined in Section 6.5.

Ineligible Shareholder has the meaning given in Section 2.4.

Ionis means Ionis Pharmaceuticals Inc (NASDAQ: IONS).

New Options means the free unlisted Options offered under the Entitlement Offer.

New Shares means the new Shares offered under the Entitlement Offer.

Offers means the Entitlement Offer and the Placement Options Offer.

Offer Period means the period commencing on the Opening Date and ending on the Closing Date.

Offer Price means the offer price of \$0.24 per New Share under the Entitlement Offer.

Official List means the official list of the ASX.

Opening Date means the day that the Offers open, being 15 November 2021.

Option means the right of the holder to be issued one new Share on payment of the applicable exercise price, offered under the Offers and the Top-Up Facility on the terms and conditions set out in Section 6.5.

Placement means the issue of 83,333,332 Shares to certain sophisticated and institutional investors via a Placement as announced by the Company to the ASX on 1 November 2021.

Placement Options means the free unlisted Options offered under the Placement Options Offer.

Placement Options Offer means the offer of Placement Options to participants in the Placement under this Prospectus.

Prospectus means this prospectus dated 5 November 2021 and lodged with ASIC, including any supplementary or replacement prospectus in relation to this prospectus.

Record Date means 7.00pm (Sydney time) on 10 November 2021, being the date on which Eligible Shareholders who are permitted to participate in the Entitlement Offer are determined.

Section means a section of this Prospectus.

Securities means the New Shares, the New Options and the Placement Options offered under this Prospectus.

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

Share Registry means Boardroom Pty Limited.

Shareholder means a holder of at least one Share.

Top-Up Facility has the meaning given in Section 2.5.

US or United States means the United States of America.

US Securities Act means the United States Securities Act of 1933, as amended.

CORPORATE DIRECTORY

Directors

Dr Charmaine Gittleson (Non-Executive Chair)
Mr Mark Diamond (Executive Director)
Mr Robert W Moses (Non-Executive Director)
Dr Graham Mitchell (Non-Executive Director)
Dr Gary W Pace (Non-Executive Director)
Mr William Goolsbee (Non-Executive Director)
Dr Ben Gil Price (Non-Executive Director)

Company Secretary

Mr Phillip Hains (Joint Company Secretary and Chief Financial Officer)
Ms Alicia Mellors (Joint Company Secretary)

Registered Office

14 Wallace Avenue
Toorak VIC 3142

Share Registry

Boardroom Pty Ltd
Level 12, 225 George Street,
Sydney NSW 2000

Corporate Adviser

XEC Partners
Level M2, 525 Collins Street
Melbourne VIC 3000

Joint Lead Managers to the Placement

Morgans Corporate Limited
Level 28, 367 Collins Street
Melbourne VIC 3000

Wilsons Corporate Finance Limited
Level 12, 8 Exhibition Street
Melbourne VIC 3000

Legal Adviser

MinterEllison
Level 20, Collins Arch, 447 Collins Street
Melbourne VIC 3000