

**Imunexus Therapeutics
Limited**

La Trobe University

LIMS2 Building

Science Drive, Melbourne

Bundoora VIC 3086

ACN: 644 613 445

info@imunexus.com

<https://www.imunexus.com>



Imunexus Therapeutics Limited

Notice of 2021 Annual General Meeting

Explanatory Statement | Proxy Form

Monday, 9 May 2022 11:30am AEST as a virtual meeting

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Contents

Venue and Voting Information	2
Notice of Annual General Meeting – Agenda and Resolutions	5
Notice of Annual General Meeting – Explanatory Statement	7
Glossary	10
Annexure A – Nomination of Auditor	11
Proxy Form	Attached

Important Information for Shareholders about the Company's 2021 AGM

Due to the ongoing COVID-19 pandemic, the meeting will be held virtually via a webinar conferencing facility. If you are a Shareholder who wishes to attend and participate in the virtual meeting, please register in advance as per the instructions outlined in this Notice of Meeting. Shareholders are strongly encouraged to lodge their completed proxy forms in accordance with the instructions in this Notice of Meeting.

Based on the relief measures (to meet regulatory requirement under the Corporations Act 2001) included in the recently enacted Corporations Amendment (Meetings and Documents) Act 2021 (Cth), the Company will hold the Meeting virtually, it intends to conduct a poll on the resolutions set out in the Notice incorporating the proxies filed prior to the Meeting and no hard copy of the Notice of Annual General Meeting and Explanatory Memorandum will be circulated. The Notice of Meeting has been given to those entitled to receive by use of one or more technologies. The Notice of Meeting is also available on the Company's website <https://www.imunexus.com>.

Shareholders are strongly encouraged to submit their proxies as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice.

Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 11:30am AEST on Monday, 9 May 2022 as a **virtual meeting**.

If you wish to virtually attend the AGM (which will be broadcast as a live webinar), please **pre-register** in advance for the virtual meeting here:

https://us02web.zoom.us/webinar/register/WN_Z5X74tYoTiqH07vw-OHwTg

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the AGM.

Shareholders will be able to vote (see the "Voting virtually at the Meeting" section of this Notice of Meeting below) and ask questions at the virtual meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing to Chris Elliot, Company Secretary at info@imunexus.com at least 48 hours before the AGM.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

Your vote is important

The business of the Annual General Meeting affects your shareholding and your vote is important.

Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the AGM will need to login to the online meeting platform powered by Automic.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting. An account can be created via the following link investor.automic.com.au and then clicking on “**register**” and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day:

1. Open your internet browser and go to investor.automic.com.au
2. Login with your username and password or click “**register**” if you haven’t already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on “**Register**” when this appears. Alternatively, click on “**Meetings**” on the left-hand menu bar to access registration.
4. Click on “**Register**” and follow the steps
5. Once the Chair of the Meeting has declared the poll open for voting click on "Refresh" to be taken to the voting screen
6. Select your voting direction and click "confirm" to submit your vote. Note that you cannot amend your vote after it has been submitted

For further information on the live voting process please see the **Registration and Voting Guide** at <https://www.automicgroup.com.au/virtual-agms/>

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on ‘View Meetings’ – ‘Vote’. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at https://www.automicgroup.com.au/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of Immunexus Therapeutics Limited ACN 644 613 445 will be held at 11:30am AEST on Monday, 9 May 2022 as a **virtual meeting (Meeting)**.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 11:30am AEST on Saturday, 7 May 2022.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Agenda

Ordinary business

Financial statements and reports

“To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2021 together with the declaration of the Directors, the Directors’ Report, and the Auditor’s Report for that financial year.”

Note: This item of ordinary business is **for discussion only and is not a resolution**.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

Resolutions

Election of Directors

1. Resolution 1 – Election of Philippa Lewis

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"To elect Philippa Lewis who was appointed by the Board as a director of the Company on 24 September 2020 and being eligible, offers herself for election by Shareholders pursuant to clause 13.1 of the Company's Constitution."

2. Resolution 2 – Election of Donald Brumley as a Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"To elect Donald Brumley who was appointed by the Board as a director of the Company on 24 September 2020 and being eligible, offers himself for election by Shareholders pursuant to clause 13.1 of the Company's Constitution."

3. Resolution 3 – Election of John Gaffney as a Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"To elect John Gaffney who was appointed by the Board as a director of the Company on 24 September 2020 and being eligible, offers himself for election by Shareholders pursuant to clause 13.1 of the Company's Constitution."

Appointment of Auditor

4. Resolution 4 - Appointment of auditor

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"That pursuant to section 327B of the Corporations Act 2001 (Cth) and for all other purposes, BDO Audit Pty Ltd ABN 33 134 022 870 (BDO) having consented to act, be appointed as the Company's auditors effective from the close of this Annual General Meeting"

BY ORDER OF THE BOARD

Chris Elliot
Company Secretary
Friday, 8 April 2022

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 11:30am AEST on Monday, 9 May 2022 as a **virtual meeting**.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Annual General Meeting are set out below.

Agenda

Ordinary business

Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2021 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at <https://www.imunexus.com>

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the auditor in relation to the conduct of the audit.

Written questions of the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, which is by 2 May 2022.

Resolutions

Election of Directors

Resolution 1 – Election of Philippa Lewis as Director

Philippa Lewis was appointed as a Director by the Board to fill a casual vacancy on 24 September 2020. The Company has not to date held an annual general meeting and her appointment has not been put to shareholder vote. In accordance with the Company's Constitution, Philippa is eligible and seeks election as a director of the Company.

Philippa Lewis (IPC Canada, MTAA, GAICD) is a Professional Company Director, Chairperson and Chief Executive with expertise in the Medtech, Biotech, Digital and Artificial Intelligence sectors. Philippa has extensive global, commercial and corporate engagement with demonstrated success. Founding over ten start-ups she has led local and North American IPOs, reverse mergers, complex M&A transactions, strategic capital management and multilateral joint ventures within North America, Europe, China and Australia.

Philippa was nominated as Zurich Business Leader of the Year and Telstra Business Woman of the Year and is currently an official company mentor for the Australian Technology Competition as well as an appointed grants assessor for the NSW Government Medtech and Pharma Growth Centre.

Philippa is a Graduate of the Australian Institute of Company Directors, The Institute of Public Companies Canada via Simon Fraser University, and The Adelaide University in respect of Legal Arbitration and is a member of the Australian Institute of Company Directors, The MTAA, The Institute of Arbitrators and Mediators and The Resolution Institute.

Directors' recommendation

The Directors (excluding Philippa Lewis) recommend that Shareholders vote for this Resolution.

Resolution 2 – Election of Donald Brumley as Director

Donald Brumley was appointed as a Director by the Board to fill a casual vacancy on 24 September 2020. The Company has not to date held an annual general meeting and his appointment has not been put to shareholder vote. In accordance with the Company's Constitution, Donald is eligible and seeks election as a director of the Company.

Donald Brumley (CA, MAICD) has 30 years' experience as a senior partner of Ernst & Young, Oceania, has extensive experience in IPO's, transactions and audit. Donald has advised and worked with a number of Boards, ranging from some of the largest in Australia to fast growing entrepreneurial and medium sized organisations.

Donald was the Oceania IPO Leader at Ernst & Young and worked with clients listing on the AUS, US, UK and key Asian stock exchanges. He held positions as Biotech Markets Leader, National Leader of Strategic Growth Markets and on the Board of Partners of Ernst & Young.

Donald is currently a Non- Executive Director of Acrux Limited (ASX: ACR) and previous Board positions including Bio-Gene Technology Ltd (Chair, ASX:BGT). Donald is a Fellow of Chartered Accountants Australia & New Zealand, a member of the Australian Institute of Company Directors.

Directors' recommendation

The Directors (excluding Donald Brumley) recommend that Shareholders vote for this Resolution.

Resolution 3 – Election of John Gaffney as Director

John Gaffney was appointed as a Director by the Board to fill a casual vacancy on 24 September 2020. The Company has not to date held an annual general meeting and his appointment has not been put to shareholder vote. In accordance with the Company's Constitution, John is eligible and seeks election as a director of the Company.

John Gaffney is an experienced Non-Executive Director with a demonstrated history as a NED in the pharmaceuticals industry and financial technology sector. John is a lawyer with over 30 years of experience with a Master of Laws from Monash University.

John has a compliance and corporate governance background and is experienced in financial services compliance. He also has corporate commercial experience having worked with a major international law firm as a senior lawyer and practised as barrister at the Victorian bar.

John is a Graduate of AICD and is currently a Non-executive Director of Paradigm Biopharmaceuticals Ltd (ASX:PAR). John was previously a director of SelfWealth Ltd (ASX:SWF) and a director of a US - based biotechnology company.

Directors' recommendation

The Directors (excluding John Gaffney) recommend that Shareholders vote for this Resolution.

Appointment of Auditor

Resolution 4 – Appointment of Auditor

Pursuant to section 327C(1) of the Corporations Act 2001 (Cth) BDO were appointed auditors by the Directors, on 31 August 2021, to fill a casual vacancy.

Pursuant to section 327C(2), an auditor appointed to fill a casual vacancy will only hold office until the Company's next annual general meeting, being the Meeting the subject of this Notice. Further, pursuant to section 327B(1)(a), a public company must appoint an auditor at its first AGM.

Pursuant to section 328B of the Corporations Act, the Company received a valid notice of nomination which nominated BDO to be appointed as the new auditor of the Company. A copy of the notice of nomination is set out in Annexure A of this Notice of Meeting.

BDO has provided the Company its written consent to act, subject to Shareholder approval being obtained, as the Company's auditor in accordance with section 328A(1) of the Corporations Act.

Accordingly, under this Resolution, Shareholder approval is being sought to appoint BDO as the auditor of the Company and its controlled entities.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Enquiries

Shareholders are asked to contact the Company Secretary on info@imunexus.com if they have any queries in respect of the matters set out in these documents.

Glossary

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

Annual Financial Report means the 2021 Annual Report to Shareholders for the period ended 30 June 2021.

Annual General Meeting or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

ASIC means Australian Securities and Investment Commission.

Auditor's Report means the auditor's report as included in the Annual Financial Report.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the person chairing the Meeting.

Company means Immunexus Therapeutics Limited ACN 644 613 445.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Directors' Report means the report of Directors as included in the Annual Financial Report.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Proxy Form means the proxy form attached to this Notice of Meeting.

Resolutions means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

Shareholder means a holder of a Share.

Share Registry means Automic Share Registry.

Annexure A – Nomination of Auditor

Notice of nomination of auditor

31 August 2021

The Board of Directors

Imunexus Therapeutics Limited

Dear Directors

Notice of nomination of auditor of Imunexus Therapeutics Limited ACN 644 613 445 (Company)

In accordance with section 328B(3) of the *Corporations Act 2001 (Cth)* (**Act**), George Kopsidas (a shareholder of the Company) hereby nominates BDO Audit Pty Ltd ABN 33 134 022 870 Melbourne for appointment as auditor of the Company at the next annual general meeting of the Company, convened for 09 May 2022.

Please distribute copies of this Notice of Nomination as required by section 328B(3) of the Act.

Signed by George Kopsidas:



Signature of George Kopsidas