

ANAGENICS LIMITED

ACN 111 304 119

CLEANSING PROSPECTUS

Offer

This Prospectus is being issued for the offer of up to 100,000 Shares in the capital of the Company at an issue price of \$0.0046 per Share to raise up to \$460.00.

The Offer closes at 5.00pm (Sydney time) on 27 February 2026. Valid Applications must be received before that time.

Cleansing

This Prospectus has been prepared and issued for the purposes of section 708A(11) of the Corporations Act to remove any secondary trading restrictions on the sale of Placement Shares to be issued by the Company under the Placement prior to the Closing Date.

Important Information

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

The Shares offered by this Prospectus should be considered speculative.

This Prospectus is a transaction-specific prospectus issued in accordance with section 713 of the Corporations Act. It does not, itself, contain all the information that is generally required to be set out in a full prospectus, but refers to other documents, the information of which is deemed to be incorporated into this Prospectus.

Not for distribution in the USA or to USA Persons.

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1. CORPORATE DIRECTORY

Directors

Mr. Sandy Beard (Chairman)
Mr. Phillip Christopher (Non-Executive Director)
Mr. Scott Greasley (Non-Executive Director)

Registered Office and Principal Place of Business

Suite 204 Level 2
55 Clarence Street
Sydney 2000

Company Secretary

Mr. Hemant Amin

Website: www.anagenics.com.au

Share Registry*

Automic Pty Ltd
Level 5 126 Phillip St
Sydney 2000

ASX Code: AN1

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

2. IMPORTANT INFORMATION

2.1 Prospectus

This Prospectus relates to the offer of new Shares by Anagenics Limited ACN 111 304 119 (**Anagenics** or **Company**) under the Offer.

This Prospectus is dated 19 December 2025 and was lodged with the ASIC on that date. None of ASIC, ASX or their respective officers take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

2.2 The Offer

The Offer closes at 5.00pm (Sydney time) on 27 February 2026. Subject to the Corporations Act, the Listing Rules and other applicable laws, the Company reserves the right to close the Offer early, or to extend the Closing Date, or not to proceed with the Offer. Please refer to Section 4 for further information. No Shares will be issued pursuant to this Prospectus after the expiry date being the date that is 13 months after the date of this Prospectus.

The Company will apply to ASX within 7 days of the date of this Prospectus for Official Quotation by ASX of the Shares offered by this Prospectus. If the Shares are not admitted to Official Quotation by ASX before the expiration of three months after the date of issue of this Prospectus, or such period as varied by ASIC, the Company will not issue any Shares under this Prospectus and will repay all Application Monies for the Shares within the time prescribed under the Corporations Act without interest.

2.3 Applications by invitation only

The Offer is only available to those who are personally invited to accept the Offer. Applications for Securities will only be accepted on an Application Form, which is attached to, or provided by the Company with a copy of this Prospectus. The Corporations Act prohibits any person from passing on to another person an Application Form unless it is accompanied by a complete and unaltered copy of this Prospectus.

2.4 Transaction specific prospectus

In preparing this Prospectus, regard has been had to the fact that ASX maintains a database of publicly disclosed information about the Company, 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 potential investors and professional advisers with whom potential investors may consult.

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. It does not contain the same level of disclosure as an initial public offering prospectus. It is intended to be read in conjunction with publicly available information, as described in Section 8.3 below.

No exposure period applies to this Prospectus by operation of ASIC Corporations (Exposure) Instrument 2016/74.

2.5 Electronic prospectus

A copy of this Prospectus can be downloaded from the Company's website at <https://www.anagenics.com.au/> If you access the electronic version of this Prospectus you should ensure that you download and read the entire Prospectus.

The offer constituted by an electronic version of this Prospectus is only available to persons receiving an electronic version of this Prospectus within Australia. A hard copy of this Prospectus may be obtained by contacting the Company.

Shareholders in other jurisdictions (including the United States), or who are, or are acting for the account or benefit of, a person in the United States are not entitled to access the electronic version of this Prospectus.

2.6 Risk Factors

Potential investors should be aware that subscribing for Shares involves a number of risks. The key risk factors which investors should be aware are set out in Section 7 of this Prospectus. These risks, together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the Shares.

By submitting an Application Form, you acknowledge that you have received and read this Prospectus and you have acted in accordance with the terms of the Offer detailed in this Prospectus.

The Shares on offer under this Prospectus should be considered speculative.

2.7 Investors outside Australia

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions constitutes a violation of those laws. This Prospectus does not constitute an offer of Shares in any jurisdiction where, or to any person to whom, it would be unlawful to issue this Prospectus.

2.8 Forward looking statements

Some of the statements appearing in this document may be in the nature of forward looking statements.

Actual events or results may differ materially from the events or results expressed or implied in any forward looking statement and such deviations are both normal and to be expected.

Neither the Company nor any of its officers, or any person named in this document or involved in the preparation of this document, make any representation or warranty (either express or implied) as to the accuracy or likelihood of fulfilment of any forward looking statement, or any events or results expressed or implied in any forward looking statement, and prospective investors are cautioned not to place undue reliance on those statements.

The forward looking statements in this document reflect views held only as at the Lodgement Date. The Company does not have an obligation to disseminate after the date of this document any updates or revisions to any such statements to reflect any change in expectations in relation to those statements or any change in events, conditions or circumstances on which any of those statements are based unless required to do so under the Corporations Act to update or correct this document or pursuant to the Company's continuous disclosure obligations under the ASX Listing Rules and the Corporations Act.

2.9 Prospectus does not contain investment advice

The information contained in this Prospectus is not financial product advice and does not take into account the investment objectives, financial situation or particular needs of any prospective investor. It is important that any prospective investor reads this Prospectus carefully and in full before deciding whether to invest in the Company. In considering the prospects of the Company, a prospective investor should consider the risks that could affect the financial performance or position of the Company. A prospective investor should carefully consider these risks in the light of their investment objectives, financial situation and particular needs (including financial and taxation issues) and seek professional advice from their accountant, financial adviser, stockbroker, lawyer or other professional adviser before deciding whether 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

offered under this Prospectus, or otherwise. No person is authorised to give any information or make any representation in connection with the Offer which is not contained in this Prospectus.

2.10 Definitions

A number of terms and abbreviations used in this Prospectus have defined meanings set out in Section 10.

3. INDICATIVE TIMETABLE

The indicative timetable for the Offer is as follows:

Event	Date*
Lodgement of Prospectus with the ASIC and ASX	Friday 19 December 2025
Opening Date of Offer	9.00am (Sydney time) on Monday, 22 December 2025
Issue of Tranche 1 Placement Shares	Monday 22 December 2025
General Meeting of Shareholders	Early February 2026**
Issue of Tranche 2 Placement Shares and Alignment Options	Early February 2026***
Closing Date of Offer	5.00pm (Sydney time) on Friday 27 February 2026

* The above dates are indicative only and may be subject to change. Subject to the Corporations Act and ASX Listing Rules, the Company reserves the right to vary these times and dates (other than in respect of events that have already occurred) in its absolute discretion by sending a revised timetable to ASX. All times are references to time in Sydney, NSW. The Directors, subject to the requirements of the ASX Listing Rules and the Corporations Act, reserve the right to:

(a) withdraw the Offer without prior notice; or

(b) vary any of the key dates set out in this Prospectus, including extending or closing the Offer.

** As at the date of this Prospectus, the Company has not yet dispatched a notice of meeting to Shareholders seeking approval of Tranche 2 Placement Shares. It is anticipated that the relevant meeting will be held in early February 2026, with the Tranche 2 Placement Shares to be issued as soon as reasonably practicable following such approval being obtained.

*** The issue of the Tranche 2 Placement Shares is subject to the Company obtaining Shareholder approval at the general meeting of Shareholders proposed to be held in early February 2026.

4. DETAILS OF THE OFFER

4.1 The Offer

The Company invites, pursuant to this Prospectus, certain persons (by invitation only) to apply for up to 100,000 Shares at an issue price of \$0.0046 per Share to raise up to \$460.00 before costs (**Offer**).

The Offer will only be extended to specific parties at the invitation of the Directors. Application Forms will only be provided by the Company to these parties, together with a copy of this Prospectus.

There is no minimum amount sought to be raised by the Offer. There is no provision for oversubscriptions.

The Offer is not underwritten.

4.2 Rights and liabilities attached to Shares

All of the Shares offered under this Prospectus will rank equally with existing Shares on issue at the date of this Prospectus. A summary of the rights and liabilities attaching to Shares is set out in Section 6.

4.3 Purpose of the Offer

Under the Offer, a nominal amount of up to \$460 (before expenses) will be raised. All of the funds, if any, raised from the Offer will be applied towards the expenses of the Offer. Refer to Section 8.12 for further details relating to the estimated expenses of the Offer.

The primary purpose of this Prospectus is to remove any trading restrictions that may attach to Placement Shares issued by the Company prior to the Closing Date as described at Section 4.4 below.

4.4 Opening and Closing Dates

The Company will accept Application Forms until 5.00pm (Sydney time) on the Closing Date, being 5.00pm on 27 February 2026, or such other date as the Directors in their absolute discretion may determine, subject to the requirements of the Listing Rules.

4.5 Applications

Participation in the Offer is by invitation only, and application for the Shares under the Offer must be made using the Application Form. You should not complete an Application Form unless specifically requested to do so by the Company.

If you wish to apply for Shares pursuant to the Offer, you should complete and return the Application Form, which will be provided with a copy of this Prospectus by the Company at the Board's discretion, in accordance with the instructions in the Application Form. Completed Application Forms must be received by the Company prior to 5.00pm (Sydney time) on the Offer Closing Date. Application Forms should be mailed to the following address:

Company Secretary
Anagenics Limited
Suite 204 Level 2
55 Clarence Street
Sydney 2000

If you are in doubt as to the course of action, you should consult your professional advisor.

Acceptance of a completed Application Form by the Company creates a legally binding contract between the Applicant and the Company for the number of Shares.

An Application Form, once lodged, cannot be withdrawn. The Application Form does not need to be signed to be a binding Application for Shares.

If the Application Form is not completed correctly, it may still be treated as valid. The Directors' decision as to whether to treat the Application as valid and how to construe, amend or complete the Application Form is final. To the maximum extent permitted by law, the Directors may, in their discretion, determine whether to accept any or all Applications.

4.6 Underwriter and fees

The Company has not engaged an underwriter in relation to the Offer and there is no sponsoring broker to the Offer.

No capital raising fees will be paid in relation to applications under the Offer.

4.7 ASX quotation

Application for Official Quotation of the Shares offered pursuant to this Prospectus will be made within 7 days of the date of this Prospectus. If ASX does not grant Official Quotation of the Shares offered pursuant to this Prospectus before the expiration of 3 months after the date of issue of the Prospectus, (or such period as varied by ASIC), the Company will not issue any Shares and will repay all application monies for the Shares within the time prescribed under the Corporations Act, without interest.

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

4.8 Issue of Shares

The issue of Shares will take place in accordance with the timetable set out at the commencement of this Prospectus and otherwise in accordance with the ASX Listing Rules. Application moneys will be held in a separate subscription account until the Shares are issued. This account will be established and kept by the Company in trust for each Applicant. Any interest earned on the application moneys will be for the benefit of the Company and will be retained by the Company irrespective of whether any Shares are issued. Each Applicant waives the right to claim any interest.

The Directors will determine the recipients of all the Shares offered under this Prospectus. The Directors reserve the right to reject any application or to allocate any Applicant fewer Shares than the number applied for.

Where the number of Shares issued is less than the number applied for, the surplus moneys will be returned by cheque as soon as practicable after the Shareholder Approval. Where no issue of Shares is made, the amount tendered on application will be returned in full by cheque as soon as practicable after the Shareholder Approval. Interest will not be paid on moneys refunded.

4.9 CHESS

The Company participates in the Clearing House Electronic Subregister System, known as CHESS.

Under CHESS, Applicants will not receive a certificate but will receive a statement of their holding of Shares. If you are broker sponsored, ASX will send you a CHESS statement.

The CHESS statement will set out the number of Shares issued under this Prospectus, provide details of your holder identification number, the participant identification number of the sponsor and the terms and conditions applicable to the Shares.

If you are registered on the Issuer Sponsored subregister, your statement will be dispatched by Automic Pty Limited and will contain the number of Shares issued to you under this Prospectus and your security holder reference number.

A CHESS statement or Issuer Sponsored holding statement will routinely be sent to Share Holders at the end of any calendar month during which the balance of their Security holding changes. Share Holders may request a statement at any other time; however, a charge may be made for additional statements.

4.10 Risks

As with any securities investment, there are risks associated with investing in the Company. The principal risks that could affect the financial and market performance of the Company are detailed in Section 7 of this Prospectus. The Shares on offer under this Prospectus should be considered speculative. Accordingly, before deciding to invest in the Company, investors should read this Prospectus in its entirety and should consider all factors in light of their individual circumstances and seek appropriate professional advice.

4.11 Restrictions on the distribution of the Prospectus

The distribution of this Prospectus outside Australia may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions constitutes a violation of those laws.

This Prospectus 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.

Residents of countries outside Australia should consult their professional advisers as to whether any government or other consents are required, or whether any formalities need to be observed should they wish to make an application to take up Shares on the basis of this Prospectus. The return of a duly completed Application Form will be taken to constitute a representation and warranty that there has been no breach of such laws and that all approvals and consents have been obtained.

4.12 Taxation implications

Potential investors should be aware that there may be taxation implications associated with applying for Shares.

The Directors do not consider it appropriate to give advice regarding the taxation consequences of subscribing for Shares under this Prospectus.

The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to potential investors. As a result, potential investors should consult their professional tax adviser in connection with subscribing for Shares under this Prospectus.

4.13 Major activities and financial information

A summary of the major activities and financial information relating to the Company for the financial year ended 30 June 2025 is in the Annual Report that was lodged with ASX on 28 August 2025 and is available on the Company's website at <https://www.anagenics.com.au/investors/>

The Company's continuous disclosure notices (i.e. ASX announcements) since the date of lodgement of the Company's latest full year statutory accounts and before lodgement of this Prospectus with ASIC are listed in Section 8.3.

Copies of these documents are available free of charge from the Company. The Directors strongly recommend that Shareholders review these and all other announcements prior to deciding whether or not to participate in the Offer.

4.14 Privacy

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

By submitting an Application Form, you agree that the Company may use the information provided for the purposes set out in this privacy statement and may disclose it for those purposes to the Share Registry and the Company's related bodies corporate, agents and contractors and third party service providers, including mailing houses and professional advisers, and to the ASX and other regulatory authorities.

The Corporations Act requires the Company to include information about each Shareholder (including name, address and details of the Shares held) in the Register. The information contained in the Register must remain there even if that person ceases to be a Shareholder. Information contained in the Register is also used to facilitate payments and corporate communications (including the Company's financial results, annual reports and other information that the Company wishes to communicate to its security holders) and compliance by the Company with legal and regulatory requirements.

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

Collection, maintenance and disclosure of certain personal information are governed by legislation including the *Privacy Act* 1988, the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the application for Shares offered under this Prospectus, the Company may not be able to accept or process your application.

5. PURPOSE AND EFFECT OF THE OFFER

5.1 The Offer

The primary purpose of this Prospectus is to remove any secondary trading restrictions on the on-sale of the Placement Shares.

Under the Offer, an amount of up to \$460 (before expenses) will be raised. All of the funds raised from the Offer will be applied towards the expenses of the Offer. Refer to Section 8.12 for further details relating to the estimated expenses of the Offer.

5.2 Purpose of the Offer (and the issue of this Prospectus)

The Company is seeking to raise only a nominal amount of up to \$460 under this Prospectus and, accordingly, the purpose of this Prospectus is not to raise capital.

This Prospectus has been issued, and the Offer is being undertaken, for the purpose of section 708A(11) of the Corporations Act to remove any secondary trading restrictions that may attach to Placement Shares described in Section 5.3 below issued by the Company prior to the Closing Date.

If securities are issued to an investor without a disclosure document, then the on-sale of those securities is generally restricted pursuant to the Corporations Act, unless an exemption applies (such as those under section 708A of the Corporations Act). If the Company does not fall within one of those exemptions, any securities issued to an exempt investor in accordance with section 708 of the Corporations Act may be restricted from on-sale for the first 12 months from the date of issue unless the investor (to whom the securities may be on-sold) also falls within one of the exemptions.

As the Company's Shares have been suspended from trading on ASX for more than 5 days during the 12 months preceding the Lodgement Date, the Company is precluded from relying on lodging a cleansing notice under section 708A(5) of the Corporations Act to remove any such trading restrictions which would otherwise apply in respect of Shares issued by the Company prior to the Closing Date for the Offer.

Relevantly, section 708A(11) provides that a sale offer does not need disclosure to investors if:

- (a) the relevant securities are in a class of securities that are quoted on ASX;
- (b) a prospectus is lodged with ASIC either:
 - (i) on or after the day on which the relevant securities were issued but before the day on which the sale offer is made; or
 - (ii) before the day on which the relevant securities are issued and offers of securities under the prospectus are still open for acceptance on the day on which the relevant securities were issued; and
- (c) the prospectus is for an offer of securities issued by the company that are in the same class of securities as the relevant securities.

Accordingly, the purpose of this Prospectus is to:

- (a) make the Offer; and
- (b) ensure that the on-sale of the Placement Shares does not breach Section 707(3) of the Corporations Act by relying on the exemption to the secondary trading provisions in Section 708A(11) of the Corporations Act.

The Company is not issuing the Placement Shares, with the purpose of the persons to whom they are being issued selling or transferring their Shares, or granting, issuing or transferring interests in

those Shares within 12 months of the issue but this Prospectus provides them the ability to do so should they wish.

Any Shares issued under the Offer will be issued within the Company's existing placement capacity under ASX Listing Rule 7.1A.

5.3 Placement

On 10 December 2025, the Company announced that it had received firm commitments for a private placement involving the proposed issue of approximately 489,130,435 Shares (**Placement Shares**) to sophisticated, professional and institutional investors at an issue price of \$0.0046 per Share, to raise \$2.25 million (before costs) (**Placement**).

The Placement Shares are to be issued as follows:

- **Tranche 1** – 74,448,054 Placement Shares will be issued under the Company's available placement capacity under Listing Rules 7.1 to raise \$342,461 (**Tranche 1 Placement Shares**); and
- **Tranche 2** – 414,682,381 Placement Shares to raise \$1,907,539 will be issued subject to Shareholder approval at a general meeting of the Company, to be held on or about early February 2026 (**Tranche 2 Placement Shares**).

Funds raised under the Placement will be used to expand existing brands, pursue complementary value-accretive business opportunities, retire debt, cover day-to-day working capital requirements, and for the costs of the Placement.

Refer to the Company's announcement released to ASX on 10 December 2025 for further details regarding the Placement.

The Company has not yet issued any Shares under the Placement. The Company intends to issue the Tranche 1 Placement Shares in accordance with the timetable in this Prospectus, on or about 22 December 2025. Subject to Shareholder approval at the general meeting of Shareholders to be held on or about early February 2026, the Company intends to issue the Tranche 2 Placement Shares as soon as practicable following the meeting.

The Company engaged PAC Partners Securities Pty Ltd ACN 623 653 912 (**PAC**) as adviser to the Placement. Under the terms of engagement with PAC, the Company proposes, subject to Shareholder approval, to grant 122,282,609 unlisted options to PAC or its nominee, each exercisable into one Share at an exercise price of \$0.008 per option with an expiry date 3 years from the date of grant (**Alignment Options**).

5.4 Effect of the Offer on capital structure

The Offer will have a negligible effect on the capital structure of the Company as only 100,000 Shares may be issued under this Prospectus.

(a) Securities on issue before the Offer

Prior to the issue of any Shares under the Offer, the capital structure of the Company is as set out in the following table:

Shares	Number	% of Total Securities (fully diluted)
Shares	496,320,360	94.57
Unlisted options	18,500,000	3.53
Performance rights	10,000,000	1.90
Total Shares on issue (assuming exercise of	524,820,360	100

options and performance rights)		
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(b) **Shares on issue following the Offer (undiluted)**

Below is a summary of the effect of the Placement and the Offer on the capital structure of the Company as at the Lodgement Date (assuming all Shares offered under this Prospectus are issued) on an undiluted basis.

Shares ¹	Number	% of Total Securities (undiluted)
Shares on issue as at the date of the Prospectus	496,320,360	50.36
Placement Shares	489,130,435	49.63
Shares offered under the Offer	100,000	0.01
Total Shares on issue on completion of the Offer (undiluted)	985,550,795	100

Notes:

1. The rights and liabilities attaching to the Shares are summarised in Section 6 of this Prospectus.
2. Assumes all Placement Shares are issued and that the Company does not issue any other Shares during the Offer.

(c) **Securities on issue following the Offer (fully diluted)**

Below is a summary of the effect of the Placement and the Offer on the capital structure of the Company as at the Lodgement Date (assuming all Shares offered under this Prospectus are issued) on a fully diluted basis.

Shares ¹	Number	% of Total Securities (fully diluted)
Shares on issue as at the date of the Prospectus	496,320,360	43.68
Unlisted options	18,500,000	1.63
Performance rights	10,000,000	0.88
Placement Shares	489,130,435	43.04
Alignment Options	122,282,609	10.76
Shares offered under the Offer	100,000	0.01
Total Shares on issue on completion of the Offer²	1,136,333,404	100

Notes:

1. The rights and liabilities attaching to the Shares are summarised in Section 6 of this Prospectus.
2. Assumes all Placement Shares are issued and that the Company does not issue any other Shares or Options during the Offer Period. It also assumes all unlisted options and performance rights and Alignment Options above are exercised,

5.5 Financial Effect of the Offer

After paying the expenses of the Offer, there will be no net proceeds from the Offer. The expenses of the Offer will be met from the Company's existing reserves and/or the proceeds of the Placement. The effect of the Offer will be a net decrease in cash held of approximately \$9,540 (exclusive of GST).

5.6 Potential effect on control of the Company

Based on public information as at the Lodgement Date, the persons who (together with their associates) have a relevant interest in 5% or more of the Company's Shares are out below:

Shareholder	No. of Shares	% of total Securities	Voting power
Hancock & Gore Ltd	182,669,690	36.8%	36.8%
FOS Capital Ltd	35,000,000	7.05%	7.05%

If the Offer is fully subscribed, the Offer will not have a material effect on the control (as defined by section 50AA of the Corporations Act) of the Company.

5.7 Dilution risk

Given the nominal amount raised under the Offer, there will be minimal dilution impact to exist Shareholders. If fully subscribed, the voting power of each Shareholder who did not participate in the Offer will be diluted by a negligible amount.

6. RIGHTS AND LIABILITIES ATTACHING TO SHARES

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

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

6.1 General meetings

Each Shareholder is entitled to receive notice of, attend and vote at general meetings of the Company and receive all notices, accounts and other documents required to be sent to Shareholders under the Anagenics Constitution, Corporations Act and ASX Listing Rules. The Company must give at least 28 days' written notice of a general meeting.

6.2 Voting rights

At a general meeting of the Company, every Shareholder present in person or by proxy, representative or attorney and entitled to vote is entitled to one vote on a show of hands and, on a poll, one vote for each Anagenics Share held by the Shareholder (with adjusted voting rights for partly paid shares). If the votes are equal on a proposed resolution, the chair of the meeting does not have a casting vote.

6.3 Dividend rights

The Anagenics Board may pay any dividends that, in its judgement, it thinks appropriate and fix the time and method of payment. Each share of a class on which the Anagenics Board resolves to pay a dividend carries the right to participate in the dividend in the same proportion that the amount for the time being paid on the share bears to the total issue price of the share.

6.4 Winding-up

If the Company is wound up, any assets available for distribution will, subject to the Constitution, the Corporations Act, the ASX Listing Rules and any special rights attaching to shares issued on special terms and conditions, be distributed among the members to return capital paid up on their Shares and distribute any surplus in proportion to the amount paid up on Shares held by them.

If the Company is wound up, the liquidator may, with the approval of a special resolution, divide among the shareholders of the Company all part of the assets of the Company and decide how the division is to be carried out.

6.5 Unmarketable parcels

Subject to the Corporations Act, the Anagenics Board may sell Shares that constitute less than a marketable parcel by following the procedures in the Anagenics Constitution. A marketable parcel of Shares is defined in the ASX Listing Rules and is generally a holding of Anagenics Shares with a market value of not less than \$500.

6.6 Shareholder liability

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

6.7 Transfer of shares

Generally, subject to the Constitution, the Corporations Act, the ASX Listing Rules and the ASX Operating Rules and any restrictions attaching to a Share, a Shareholder may transfer a Share by transfer document submitted to the Company. The Anagenics Board may request ASX to apply a holding lock to prevent a transfer, or may decline to register an instrument to transfer in accordance with the Corporations Act or the ASX Listing Rules.

6.8 Future increase in capital

Subject to the Constitution, ASX Listing Rules and the Corporations Act, the Anagenics Board may allot, issue, cancel or otherwise dispose of Shares on such terms as the Anagenics Board thinks fit.

6.9 Preference Shares

The Company may issue preference shares including preference shares which are, or at the option of the Company or a holder are, liable to be redeemed or convertible to Shares. The rights attaching to preference shares are those set out in the Constitution unless other rights have been approved by special resolution of the Company.

6.10 Variation of rights

The procedure set out in the Anagenics Constitution must be followed for any variation of rights attached to Shares. Under the Constitution and subject to the Corporations Act and the terms of issue of a class of shares, the rights attached to a class of shares in Anagenics may be varied by:

- special resolution of Shareholders; and
- the written consent of the holders of at least 75% of the issued shares in the class; or
- a special resolution passed at a separate meeting of the holders of shares in that class.

6.11 Directors – appointment and removal

Under the Constitution, the Anagenics Board must have at least three and not more than eight Directors. The Anagenics Board may, at any time, increase the maximum number of Directors that are elected or re-elected by ordinary resolution at general meetings of the Company.

No Anagenics Director (excluding the managing director) may hold office without re-election beyond the third annual general meeting following the Anagenics director's appointment. Subject to the limit on the maximum number of directors who may be appointed to the Anagenics Board, the Anagenics Board may also appoint a director in addition to the existing Anagenics directors or to fill a casual vacancy on the Board, and that director (apart from the managing director) must retire from office and will be eligible for re-election at the next annual general meeting from that Anagenics director's appointment.

A person is eligible for election to the office of a director at a general meeting if

- the person is a director retiring and notifies the Company that he or she is available for re-election; or
- the person has signed a consent to nomination and lodged it at the Company's registered office.

Nomination must be accepted up to 30 Business Days prior to the applicable general meeting.

6.12 Directors – voting

Questions arising at a meeting of the Anagenics Board must be decided by a majority of votes cast by the directors present at the meeting and entitled to vote on the matter. If the votes of present directors are equal on a proposed resolution, the chairperson of the meeting does have a second or casting vote subject to the ASX Listing rules.

A written resolution of the Anagenics Board may be passed without holding a meeting of the Anagenics Board if all of the director entitled to vote sign a document containing a statement that they are in favour of the resolution set out in the document.

6.13 Directors – remuneration

Under the Anagenics Constitution, the Anagenics Board may decide the remuneration from Anagenics to which each director is entitled for his or her services as a director. However, the total amount payable to all non-executive directors for their services as non-executive directors must not exceed in aggregate in any financial year the amount fixed by Shareholders in a general meeting or consist of a commission on, or percentage of, operating revenue.

Anagenics directors may be paid for travel and other expenses properly incurred on the Company's business. If any director performs extra services or makes special exertions, such director may be remunerated for the services.

6.14 Powers and duties of Anagenics directors

The business of Anagenics is to be managed by or under the direction of the Anagenics Board. The power of the Board must be exercised in accordance with the Corporations Act and the Anagenics Constitution.

6.15 Indemnities

Subject to and so far as permitted by the Corporations Act and any other applicable law, Anagenic must indemnify each officer of the Company against any liability incurred by that person as an officer of the Company.

The Company may, to the extent permitted by law, purchase and maintain insurance or pay, or agree to pay, a premium for insurance for each officer of Anagenics against any liability incurred by that person as an officer of the Company.

6.16 Alteration of constitution

Anagenics' Constitution may only be amended by a special resolution passed by Shareholders at a general meeting.

7. RISK FACTORS

7.1 Introduction

The Shares offered under this Prospectus should be considered speculative because of the nature of the Company's Business.

As with any investment in securities, there are risks associated with an investment in the Company. The numerous risk factors are both of a specific and a general nature. This Section 7 identifies the major areas of risk associated with an investment in the Company but should not be taken as an exhaustive list of the risk factors to which the Company and its Shareholders are exposed.

Potential investors should read the entire Prospectus and consult their professional advisor before deciding whether to apply for Shares under the Offer.

7.2 Key Risks

(a) Future capital requirements

The Company is currently loss making and is cash flow negative. The future capital requirements of the Company will depend on many factors including the pace and scale of the growth of its business and sales.

Any additional equity financing may be dilutive to Shareholders, may be undertaken at lower prices than the current market price or may involve restrictive covenants which limit the Company's operations and business strategy. Debt financing, if available, may involve restrictions on financing and operating activities.

Although the Directors believe that additional capital can be obtained, no assurances can be made that appropriate capital or funding, if and when needed, will be available on reasonable terms to the Company or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and this could have a material adverse effect on the Company activities and could affect the Company ability to continue as a going concern.

(b) Ability to win and retain key customers

The Company's business is dependent on the securing of contracts and orders to provide cosmetic products to the health and beauty industry. the Company has no control over the timing of these opportunities or in respect of the awarding of such contracts or customer demands for its products. The performance of services contracts may incur additional, unexpected costs or be subject to delays and changes to budgeted scope and deliverables, which may require the Company to revise its timetable or delay the successful development of the business.

If the Company fails to maintain or secure future services contracts, revenue could be adversely affected. There is also a risk that contracts it believes it may be able to enter into will not be able to be successfully negotiated or existing contracts may be terminated at short notice or not extended or replaced.

(c) Competition

The Company is not unique in developing and marketing many of its products and services. The Company's ability to enter into contracts for the supply of products and services at profitable prices may be adversely affected by the introduction of new suppliers and any increase in competition in the global health and beauty sector either of which could increase the global supply of these services/products and thereby potentially lower prices.

(d) **Reliance on key personnel**

The Company currently employs a number of qualified key personnel, who are integral to the Company operations. The Company's future depends on its ability to continue retaining, motivating and attracting suitably qualified personnel. The loss of key personnel, or the inability to access and retain the services of qualified staff, could adversely affect the Company and its activities. The Company has, to the extent practicable and legally possible, established contractual mechanisms through employment and consultancy contracts to limit the ability of key personnel to join a competitor, or compete directly with the Company. Despite these measures, there is no guarantee that the Company will be able to attract and retain suitably qualified personnel.

(e) **Intellectual Property Rights**

The success of the Company depends, in part, on its continued ability to protect its intellectual property and to use any trademarks accordingly to increase brand awareness. The Company will depend on its intellectual property to protect its brands and trade secrets, and any pending patents on its products and processes.

Given the dependence of the Company on intellectual property and the quality of its products and brands, in the event that the Company is unable to protect its intellectual property adequately, then the value of the Company's products and brands could be adversely affected. This may further impact the overall business, with respect to its financial position and overall profitability and operational output.

(f) **Distribution risk**

The Company distributes its products locally in Australia and internationally through third party distributors. If the Company fails to maintain existing distributor relationships and secure suitable formal distribution arrangements, or should distributors default or fail to comply with obligations under distribution agreements, the Company may not be able to distribute and market its products effectively, which could have a material adverse impact on the Company's financial and operational performance.

7.3 Other risks

(a) **Competition Risk**

The industry in which the Company is involved is subject to domestic and global competition. Although the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, which activities or actions may, positively or negatively, affect the operating and financial performance of the Company's projects and business.

(b) **General market conditions**

The value of the Company's Shares may fluctuate.

Investments in equity markets are generally speculative in nature and potential investors should carefully consider this risk before making any investment in Shares.

There is no guarantee that the Shares will trade at or above the issue price. Potential investors should also note that past performance of the Shares on ASX provides no guidance as to the future performance of these Shares on ASX.

Many factors will affect the price of securities including local and international stock markets, movements in interest rates, economic conditions and investor sentiment generally. In addition, the commencement of, or escalation in, any war, armed conflict,

hostilities between nations, civil unrest or terrorist activities may affect the price of securities.

(c) **Liquidity risk**

There can be no guarantee that there will be an active trading market for the Shares. There may be relatively few or many potential buyers and sellers of the shares on the ASX at any time. This may increase the volatility of the value of the Shares and/or prevent investors from acquiring or disposing Shares

(d) **Dilution**

On completion of the Placement (if fully subscribed), the number of Shares in the Company will increase from 496,320,360 to 985,550,795. This means that each Share will represent a significantly lower proportion of the ownership of the Company.

(e) **Economic factors**

Changes in the general economic climate in which the Company operates may adversely affect the financial performance of the Company. Factors that may contribute to that general economic climate include the level of direct and indirect competition against the Company, industrial disruption in Australia, the rate of growth of Australia's gross domestic product, interest rates, exchange rates and the rate of inflation.

(f) **Force Majeure**

The Company's projects now or in the future may be adversely affected by risks outside the control of the Company including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, pandemics or quarantine restrictions.

(a) **Ukraine and Gaza Conflicts**

The war between Ukraine and Russia (**Ukraine Conflict**) and Israel and Palestine (**Gaza Conflict**) is impacting global economic markets. The nature and extent of the effect of the Ukraine Conflict and Gaza Conflict on the performance of the Company remains unknown. The Company's Share price may be adversely affected in the short to medium term by the economic uncertainty caused by the Ukraine Conflict and Gaza Conflict.

The Ukraine Conflict and Gaza Conflict has potential secondary and tertiary macroeconomic impacts, including the changes in pricing of commodity and energy markets, effects on global supply-chain and freight movements which would impact the supply of raw materials and delivery of finished goods and the potential of cyber activity impacting governmental or industry measures taken in response to the Ukraine Conflict and Gaza Conflict.

(b) **Tax risk**

Any change to the company income tax rate in jurisdictions in which the Company operates will impact on shareholder returns, as will any change to the income tax rates applying to individuals or trusts. Any change to the tax arrangements between Australia and other jurisdictions could have an adverse impact on future earnings and the level of dividend franking.

(c) **Legislative and regulatory changes**

Legislative or regulatory changes in jurisdictions in which the Company operates, including property or environmental regulations or regulatory changes in relation to products sold by the Company, could have an adverse impact on the Company.

(g) **Speculative investment**

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the Shares offered under this Prospectus.

Therefore, the Shares to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Shares.

Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for Shares pursuant to this Prospectus.

8. ADDITIONAL INFORMATION

8.1 Nature of Prospectus

The Shares to be issued pursuant to this Prospectus are continuously quoted securities. This Prospectus is issued under the special prospectus content rules for continuously quoted securities in Section 713 of the Corporations Act. This enables listed disclosing entities, such as the Company, to issue a prospectus for continuously quoted securities with modified disclosure requirements if they satisfy certain requirements.

The information in this Prospectus principally concerns the terms and conditions of the Offer and the information reasonably necessary to make an informed assessment of the effect of the Offer on the Company and the rights and liabilities attaching to the Shares offered pursuant to this Prospectus. It is not necessary to, and this Prospectus does not, include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the Company.

The 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 also have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest in the Company.

8.2 Company is a disclosing entity

The Company is a disclosing entity under the Corporations Act. It is subject to regular reporting and disclosure obligations under both the Corporations Act and the ASX Listing Rules. These obligations require the Company to notify ASX of information about specific events and matters as they arise for the purpose of ASX making the information available to the securities market conducted by ASX. In particular, the Company has an obligation under the ASX Listing Rules (subject to certain limited exceptions), to notify ASX once it is, or becomes aware of information concerning the Company which a reasonable person would expect to have a material effect on the price or value of the Shares.

The Company is also required to prepare and lodge with ASIC yearly and half-yearly financial statements accompanied by a Directors' statement and report, and an audit review or report.

Copies of documents lodged with the ASIC in relation to the Company may be obtained from, or inspected at, the offices of ASIC (see Section 8.3 below).

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

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been provided 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.

8.3 Copies of documents

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

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide you with a copy (upon request and free of charge prior to the Closing Date) of:
 - (i) the annual financial report most recently lodged by the Company with the ASX;
 - (ii) any half-year financial report lodged by the Company with the ASX after the lodgement of the annual financial report referred to in (a) and before the lodgement of this Prospectus with the ASIC; and
 - (iii) any continuous disclosure documents given by the Company to ASX in accordance with the ASX Listing Rules as referred to in section 674(1) of the Corporations Act after the lodgement of the annual financial report referred to in (a) and before the lodgement of this Prospectus with the ASIC.

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

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

Date	Description of ASX Announcement
10/12/2025	Proposed Issue of securities
10/12/2025	Proposed Issue of securities
10/12/2025	Proposed Issue of securities
10/12/2025	Placement of Shares
08/12/2025	Trading Halt
25/11/2025	Results of Meeting with correction typo
25/11/2025	Results of Meeting
25/11/2025	Anagenics 2025 AGM Presentation
04/11/2025	Midkine portfolio update
31/10/2025	Appendix 4C & Activity ReportQ1 FY2026
17/10/2025	Notice of annual general meeting and proxy form
28/08/2025	FY 2025 Presentation
28/08/2025	Appendix 4G and Corporate Governance Statement

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours. The announcements are also available through the Company's website at <https://www.anagenics.com.au/investors/>.

8.4 Information excluded from continuous disclosure notices

At the date of this Prospectus, 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 Shares the subject of this Prospectus; and
- (b) would reasonably expect to find in this Prospectus. This Prospectus contains information specific to the Offer.

8.5 Determination by ASIC

ASIC has not made a determination that would prevent the Company from relying on section 713 of the Corporations Act in issuing Shares under this Prospectus.

8.6 Market price of Shares

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

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

Shares	Price	Date
Highest	\$0.006	15/10/2025
Lowest	\$0.004	13/10/2025
Last	\$0.005	18/12/2025

8.7 Dividend policy

The Directors are not able to say when and if dividends will be paid in the future, as the payment of any dividends will depend on the future profitability, financial position and cash requirements of the Company.

8.8 Litigation

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

8.9 Interests of Directors

Other than as set out below or elsewhere in this Prospectus, no Director or proposed director of the Company, has or had within 2 years before the lodgement of this Prospectus with the ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with:

- (i) its formation or promotion; or
- (ii) the Offer; or
- (c) the Offer,

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

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

Security Holdings

The securities in which the Directors and their associates have or are proposed to have relevant interests in at the date of this Prospectus are set out below:

Director	Shares	Options	Performance Rights
Alexander Beard	9,320,100	Nil	Nil
Phillip Christopher	1,875,000	Nil	15,000,000
Scott Greasley	2,382,255	Nil	10,000,000

There are no related party transactions entered into that have not otherwise been disclosed in this Prospectus.

Remuneration

The cash remuneration (including superannuation) paid to the Directors for the two financial years prior to the date of this Prospectus, and proposed to be paid to the Directors for the current financial year (on an annualised basis), is set out below:

Director	Remuneration for the year ended 30 June 2024	Remuneration for the year ended 30 June 2025	Proposed remuneration for the year ended 30 June 2026
Alexander Beard	\$40,000	Nil	\$25,000
Phillip Christopher	\$23,125	Nil	\$15,000
Scott Greasley	\$273,840	Nil	\$15,000

8.10 Interests of experts and advisers

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

- (a) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- (b) promoter of the Company; or
- (c) underwriter to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

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

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

and no amounts have been paid or agreed to be paid (in cash, Shares or otherwise) and no other benefit has been given or agreed to be given to any of the above persons for services rendered by him or by the entity in connection with the formation or promotion of the Company or the Offer.

8.11 Consents

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

Each of the parties referred to in this Section:

- (a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section; and
- (b) in light of the above, only to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section.

8.12 Estimated expenses of Offer

The estimated expenses of the Offer are estimated to be approximately \$10,000 (excluding GST) and are expected to comprise legal fees (\$5,000 excluding GST) and other administrative expenses, including ASIC and ASX fees. The estimated expenses will be paid out of the Company's existing working capital.

8.13 Electronic Prospectus

Pursuant to ASIC Regulatory Guide 107, ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic prospectus on the basis of a paper prospectus lodged with ASIC, and the publication of notices referring to an electronic prospectus, subject to compliance with certain conditions.

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please phone the Company on + 61 2 9221 6830 and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus, or both. Alternatively, you may obtain a copy of this Prospectus from the Company's website at www.anagenics.com.au.

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

8.14 Material contracts

The Company has not entered into any material contracts other than those which have been the subject of prior ASX announcements or referred to in this Prospectus.

9. DIRECTORS' CONSENT

This Prospectus is dated 19 December 2025 and is issued by Anagenics Limited. Its issue has been authorised by a resolution of the Directors.

The Directors have made all reasonable enquiries and, on that basis, have reasonable grounds to believe that any statements made by the Directors in this Prospectus are not misleading or deceptive.

This Prospectus is prepared on the basis that certain matters may reasonably be expected to be known to likely investors or their professional advisors.

Each of the Directors of the Company has authorised the lodgement of this Prospectus in accordance with section 720 of the Corporations Act and has not withdrawn that consent.

Signed for and on behalf of Anagenics Limited.

A handwritten signature in black ink, appearing to read 'S. Beard', written over a horizontal line.

Mr Sandy Beard
Chairman
ANAGENICS LIMITED

10. DEFINITIONS

These definitions are provided to assist persons in understanding some of the expressions used in this Prospectus.

\$ means Australian dollars.

Alignment Options has the meaning given in Section 5.3 of this Prospectus.

Applicant means an investor who applies for Shares pursuant to the Offer.

Application Form means an application form either attached to or accompanying this Prospectus.

ASIC means the Australian Securities and Investments Commission.

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

ASX Listing Rules means the listing rules of the ASX.

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

Board means the Directors meeting or acting as a board, unless the context indicates otherwise.

CHESS means ASX Clearing House Electronic Subregister System.

Closing Date means the date specified in the timetable in Section 3 (unless extended or brought forward by the Directors, subject to the Listing Rules).

Company or **Anagenics** means Anagenics Limited (ACN 111 304 119).

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

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

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

Issuer Sponsored means securities issued by an issuer that are held in uncertificated form without the holder entering into a sponsorship agreement with a broker or without the holder being admitted as an institutional participant in CHESS.

Listing Rules means the Listing Rules published by ASX.

Lodgement Date means 19 December 2025 being the date this Prospectus was lodged with ASIC.

Placement means the placement of approximately 489,130,435 Shares at an issue price of \$0.0046 per Share to sophisticated and professional investors to raise approximately \$2.25 million (before costs) on the terms and conditions set out in Section 4.3 of this Prospectus

Offer means the offer of Shares as set out in Section 4.1 of this Prospectus.

Official List means the official list of ASX.

Official Quotation means quotation on the Official List on ASX.

Opening Date means the opening date of the Offer as specified in the timetable set out in Section 3 (unless varied).

Option means an option to acquire a Share.

Performance Right means a right which entitles the holder to be issued with one Share subject to the satisfaction of any service and performance hurdles.

Placement has the meaning given in Section 5.3 of this Prospectus.

Placement Shares means Shares to be allotted and issued under the Placement.

Prospectus means this prospectus.

Register means the Company's register of members.

Section means a section of this Prospectus.

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

Shareholder means a shareholder of the Company.

Share Registry means the share registry of the Company as specified in the corporate directory in this Prospectus.