

# Botanix Pharmaceuticals Ltd

ABN 70 009 109 755

## Target Market Determination

**Made by:** Botanix Pharmaceuticals Ltd ABN 70 009 109 755 (**Issuer** or **Company**)

**Product:** unlisted options to acquire fully paid ordinary shares in the capital of the Issuer (**Shares**), at an exercise price of A\$0.06 each, expiring 31 January 2027 (**New Options**) to be issued under a transaction specific prospectus dated 11 March 2026 (**Prospectus**)

**Effective Date:** 11 March 2026

### 1 Background

This target market determination (**TMD**) has been produced by the Issuer in relation to the offers to issue New Options to be made by the Issuer under the Prospectus prepared in accordance with section 713 of the *Corporations Act 2001* (Cth) (**Act**).

Unless otherwise defined in this TMD, capitalised terms have the meaning given to them in the Prospectus.

#### SPP Offer

Pursuant to the Prospectus, each shareholder of the Issuer that satisfies all of the below:

- (a) was registered on the Company's share register as a holder of one or more Shares as at 7:00pm (AEDT) on Monday, 16 February 2026 (**Record Date**);
- (b) has a registered address as shown on the Company's share register in Australia or New Zealand;
- (c) is not resident or located in the United States, and is not acting for the account or benefit of a person in the United States, or any person outside Australia or New Zealand; and
- (d) is not resident or located in any other jurisdiction in or into which an offer of New Shares or New Options under the SPP Offer would be unlawful,

(**Eligible Shareholder**) may apply for one (1) New Option for every one (1) New Share which they apply for under, and subject to the terms and conditions of, the security purchase plan offer described in the Prospectus (**SPP Offer**).

#### SPP Shortfall Offer

The SPP Offer is underwritten by Euroz Hartleys Limited and Canaccord Genuity (Australia) Limited (together, the **Joint Lead Managers**) up to A\$5 million. Any New Shares (and corresponding New Options) not subscribed for under the SPP Offer up to the underwritten amount may be allocated to the Joint Lead Managers and/or those institutional investors who commit to sub-underwrite the SPP Shortfall (**Sub-underwriters**) under the Underwriting Agreement on the same terms as the SPP Offer (**SPP Shortfall Offer**).

**Placement Options Offer**

The Prospectus also includes an offer of up to 666,666,667 New Options to the investors that have been or will be (subject to Shareholder approval of the Interconditional Resolutions) issued New Shares under the placement to raise up to approximately A\$40 million (before costs) as announced on 17 February 2026 (**Placement Participants**) (**Placement Options Offer**).

**Sub-underwriter Fee Offer**

To the extent of any SPP Shortfall, the Joint Lead Managers and/or Sub-underwriters will be offered one (1) New Option for every three (3) New Shares allocated to them under the SPP Shortfall Offer (**Sub-underwriter Fee Offer**).

The SPP Offer, SPP Shortfall Offer, Placement Options Offer and Sub-underwriter Fee Offer together comprise the **Offers**. The Offers are conditional on certain matters as detailed in the Prospectus (including Shareholder approval of the Interconditional Resolutions).

A copy of the Prospectus is available from [www.asx.com.au](http://www.asx.com.au) under the Company’s ticker ‘BOT’.

This TMD sets out the class of consumers for which the New Options would likely be consistent with their financial objectives, the distribution conditions and restrictions imposed on the distribution of the New Options as well as reporting requirements for distributors in accordance with the requirements of section 994B of the Act.

All New Options issued under the SPP Offer, SPP Shortfall Offer, Placement Options Offer and Sub-underwriter Fee Offer are on identical terms, being exercisable at A\$0.06 each on or before 31 January 2027, and will not be admitted to trading on ASX. This TMD does not provide a full summary of the product features or terms of the New Options. The Offers will be made under the Prospectus. Any recipient of this TMD should carefully read and consider the Prospectus in full and consult their professional adviser if they have any questions regarding the contents of the Prospectus or the Offers. Any recipient of this TMD who wants to acquire New Options under the Offers will need to make an application under, or in accordance with, the relevant application form that will be attached to, or provided by the Company with a copy of, the Prospectus in either paper or electronic form.

This TMD is not to be used except for the purpose of a regulated person complying with their obligations under Part 7.8A of the Act. This TMD is not a disclosure document for the purposes of the Act, and therefore has not been lodged, and does not require lodgement, with the Australian Securities and Investments Commission (**ASIC**). To the extent permitted by law, no liability is accepted for any loss or damage as a result of any reliance on this information. There is no cooling off period in respect of the issue of the New Options.

This TMD is not intended to provide financial advice or take into account any particular objectives, financial situations or needs. The Issuer is not licensed to provide financial product advice in relation to the New Options.

**2 Target Market**

The table below summarises the overall class of consumers that fall within the target market for New Options, based on the product key attributes and the objectives, financial situation and needs that it has been designed to meet.

Factor	Target Market
	Set out below are the investment objectives for each Offer of New Options made under the Prospectus.

Factor	Target Market
Investment objective	<p>The New Options are not suitable for investors who require an income stream from their investment in the New Options, who do not understand or accept the risks of New Options, who cannot fund the exercise price prior to the expiry date or who are ineligible under the Prospectus.</p>
	<p><b>SPP Offer</b></p> <p>The Issuer expects that an investment in the New Options under the SPP Offer will be suitable for current investors:</p> <ul style="list-style-type: none"> <li>• who want to have the right, but not the obligation, to gain further exposure to equities in a pharmaceuticals company that is listed on the Australian Securities Exchange (<b>ASX</b>) by participating in the SPP Offer; and</li> <li>• who are Eligible Shareholders, being persons who satisfy all of the below: <ul style="list-style-type: none"> <li>- who were registered on the Company's share register as a holder of one or more Shares as at 7:00pm (AEDT) on the Record Date;</li> <li>- who have a registered address as shown on the Company's share register in Australia or New Zealand;</li> <li>- who are not resident or located in the United States, and are not acting for the account or benefit of a person in the United States, or any person outside Australia or New Zealand; and</li> <li>- who are not resident or located in any other jurisdiction in or into which an offer of Shares or New Options under the SPP Offer would be unlawful.</li> </ul> </li> </ul>
	<p><b>Placement Options Offer</b></p> <p>The Issuer expects that an investment in the New Options under the Placement Options Offer will be suitable for current investors:</p> <ul style="list-style-type: none"> <li>• who want to have the right, but not the obligation, to gain further exposure to equities in a pharmaceuticals company that is listed on the ASX by participating in the Placement Options Offer; and</li> <li>• who are Placement Participants, being persons who have been issued, or will be issued (subject to Shareholder approval of the Interconditional Resolutions) New Shares under the Placement.</li> </ul>
	<p><b>SPP Shortfall Offer</b></p> <p>The Issuer expects that an investment in the New Options under the SPP Shortfall Offer will be suitable for current investors:</p> <ul style="list-style-type: none"> <li>• who want to have the right, but not the obligation, to gain further exposure to equities in a pharmaceuticals company that is listed on the ASX by participating in the SPP Shortfall Offer; and</li> <li>• who are Joint Lead Managers and/or Sub-Underwriters, being Euroz Hartleys Limited and Canaccord Genuity (Australia) Limited and/or those institutional investors who have committed to sub-underwrite the SPP Shortfall.</li> </ul>

Factor	Target Market
<p><b>Sub-underwriter Fee Offer</b></p>	<p>The Issuer expects that an investment in the New Options under the Sub-underwriter Fee Offer will be suitable for current investors:</p> <ul style="list-style-type: none"> <li>• who want to have the right, but not the obligation, to gain further exposure to equities in a pharmaceuticals company that is listed on the ASX by participating in the Sub-underwriter Fee Offer; and</li> <li>• who are Joint Lead Managers and/or Sub-Underwriters, being Euroz Hartleys Limited and Canaccord Genuity (Australia) Limited and/or those institutional investors who have committed to sub-underwrite the SPP Shortfall.</li> </ul>
<p><b>Investment timeframe</b></p>	<p>The target market of investors in the New Options will take a short-term outlook in relation to their investment in the Issuer and are in a financial position that is sufficient for them to invest further funds via the payment of the exercise price until the expiry of the New Options (being 31 January 2027), should they wish to exercise their New Options.</p> <p>Holders of New Shares will also have the ability to exercise such New Options and trade the underlying Shares issued on exercise. However, investors should be aware that this is only likely to be commercially viable in the event that the trading price of the Shares exceeds the exercise price of the New Options both at the date of exercise and at the date of any sale of the underlying Shares.</p> <p>Given the need to pay the exercise price in order to acquire Shares, investors in the target market are in a financial position that is sufficient for them to invest their funds on exercise of the New Options over an approximate 9 month time horizon, during which their ability to liquidate their New Options may be limited by a lack of liquidity and by the trading price of Shares.</p>
<p><b>Investor suitability metrics</b></p>	<p>While the Company does not have an established eligibility framework for investors based on metrics such as age, expected return or volatility, it is expected that the target market for the New Options are investors who wish to obtain optionality for exposure to the Issuer's ongoing operations and will be able to withstand potentially large fluctuations and the potential for the losses in the value of their investment. The New Options offer no guaranteed income or capital protection and also offer no guarantee of whether there will be liquidity to enable trading of the New Options or of the underlying Shares which may be issued upon their exercise. The Issuer has assessed the New Options and formed the view that the New Options are likely to be consistent with the objectives, financial situation and needs of the potential investors in the target markets described above.</p>
<p><b>Risk</b></p>	<p>The Issuer considers that an investment in the New Options will have a different risk profile to a direct investment in Shares. For example, the New Options will be unquoted securities that will not be transferable without the prior written consent of the Issuer, there is no obligation to exercise the New Options, and the existence of a fixed exercise price provides increased leverage to movements in the price of Shares.</p> <p>The Issuer considers that an investment in the New Options (including the exercise of the New Options to acquire Shares) is high risk and speculative, such that an investment in the Issuer may not be appropriate for an investor who would not be able to bear a loss of some or all of their investment.</p> <p>Investors should also have a sufficient level of financial literacy and resources (either alone or in conjunction with an appropriate adviser) to understand and appreciate the high risks of investing in the New Options as an asset class generally (as opposed to</p>

Factor	Target Market
	<p>ordinary shares) and the risks of investing in the Issuer, which may be higher than the risks associated with an investment in other companies.</p> <p>A summary of the risk factors that apply to the Issuer and to the Offers is set out in Section 5 of the Prospectus, and investors should review those risks carefully before deciding whether to invest.</p>

### 3 Distribution conditions

The SPP Offer is being made only to Eligible Shareholders and subject to the terms and conditions in the Prospectus. To the extent of any SPP Shortfall, New Options will be allocated to the Joint Lead Managers and/or Sub-underwriters under the Underwriting Agreement pursuant to the SPP Shortfall Offer and Sub-underwriter Fee Offer.

The number of New Options to be offered to the Joint Lead Managers and/or Sub-underwriters under the SPP Shortfall Offer and Sub-underwriter Fee Offer will depend on the extent of any SPP Shortfall and will be offered on the same terms as the New Options offered under the SPP Offer.

Only the Placement Participants may apply for New Options under the Placement Options Offer.

The New Options will be subject to a distribution condition that investors be provided with a copy of the Prospectus and access to this TMD before they apply for New Options.

The relevant Application Form for New Options will be made available to the Eligible Shareholders, Placement Participants, the Joint Lead Managers and/or the Sub-underwriters (as applicable). The Prospectus includes jurisdictional conditions on eligibility.

By making an application for New Options under an Offer, the applicant confirms that they have had access to this TMD for the New Options and that they fall within the target market described in this TMD for the relevant Offer.

The Issuer considers that these distribution conditions will ensure that persons who invest in New Options fall within the target market in circumstances where personal advice is not being provided to those persons by the Issuer.

### 4 Review Triggers

The New Options are only being offered for a limited offer period as set out in the Prospectus, after the conclusion of which the New Options will no longer be available for investment by way of issue.

This TMD will only apply in relation to a particular Offer for the period between the date of the Prospectus until the last issue of New Options under the Offers (**Review Period**), after which this TMD will be withdrawn.

To allow the Issuer to determine whether circumstances exist that indicate this TMD is no longer appropriate to the Offers and should be reviewed, the following review triggers will apply for the Review Period:

1. there is a material change to the key attributes for the New Options that make them no longer consistent with the likely objectives, financial situation and needs of clients in the target market;
2. a further offer of New Options that requires preparation of a further disclosure document is made;

3. any event or circumstance occurs that materially changes a factor that was taken into account in making this TMD;
4. the Company lodges with ASIC a supplementary or replacement prospectus to supplement or replace the Prospectus;
5. the occurrence of a significant dealing in New Options that is not consistent with this TMD;
6. the Company identifies a substantial divergence in how the New Options are being distributed from this TMD;
7. an unexpectedly high number of complaints are received from customers that indicate the New Options are not suitable for the target market or the product is not being distributed to the target market;
8. ASIC raises concerns with the Issuer regarding the adequacy of the Prospectus, the design or distribution of the New Options, or this TMD; and
9. there are material changes to the regulatory environment that applies to an investment in the New Options.

The Issuer may also amend this TMD at any time.

## 5 Review Period

If a review trigger occurs in relation to a particular Offer during the Review Period, the Issuer will undertake a review of this TMD in light of the review trigger as soon as reasonably practicable and, in any case, within five business days of the review trigger occurring.

Given that the Review Period is (subject to any decision to amend) more than one month, this TMD will be reviewed on a monthly basis.

Reporting requirement	Period for reporting to the Company by the distributor	Information to be provided
Whether the distributor received complaints about the New Options.	<ul style="list-style-type: none"> <li>• For such time as the Review Period remains open, within five (5) business days after the end of each quarter.</li> <li>• Within five (5) business days after the end of the Review Period.</li> </ul>	<ul style="list-style-type: none"> <li>• The number of complaints received.</li> <li>• A summary of the nature of each complaint or a copy of each complaint.</li> </ul>
A significant dealing of the New Options that is not consistent with this TMD.	As soon as reasonably practicable after the significant dealing occurs, but in any event no later than five (5) business days after the significant dealing occurs.	<ul style="list-style-type: none"> <li>• Details of the significant dealing.</li> <li>• Reasons why the distributor considers that the significant dealing is not consistent with this TMD.</li> </ul>
A summary of the steps taken by the distributor to ensure	Within five (5) business days after the end of the close of the offer of	A summary of the steps taken by the distributor to ensure that its

that its conduct was consistent with this TMD.	New Options in accordance with the Prospectus.	conduct was consistent with this TMD.
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## 6 Contact details

**Contact details in respect of this TMD for the Issuer are:**

**Andrew Bickley**

Company Secretary

Phone: +61 8 6285 0083

Email: [cosec@botanixpharma.com](mailto:cosec@botanixpharma.com)

This TMD has been authorised for release by the Board of Directors of Botanix Pharmaceuticals Ltd.