

9 November 2022

## Share Purchase Plan Opens

### Key highlights

- **Share Purchase Plan (“SPP”) for eligible shareholders, to raise up to A\$3 million now open**
- **Funds raised will be used to progress development of Botanix’s pipeline of assets in light of the recent successful BTX 1702 rosacea clinical study, for costs associated with preparing for the FDA approval and commercial launch of Sofpironium Bromide and for general working capital purposes**
- **SPP closes on Wednesday, 23 November 2022**

**Philadelphia PA and Phoenix AZ, 9 November 2022:** Clinical dermatology company, Botanix Pharmaceuticals Limited (ASX: BOT, “Botanix” or “the Company”), is pleased to announce that its SPP, announced on 31 October 2022, is now open with the Share Purchase Plan Booklet and Share Purchase Plan Application Form to be sent to eligible shareholders today.

The SPP offers eligible Botanix shareholders, being shareholders who had a registered address in Australia or New Zealand (and who are not in the United States and are not acting for the account or benefit of a person in the United States) on Botanix’s register at 8:00pm (Sydney time) on Friday, 28 October 2022 (“Eligible Shareholders”), the opportunity to apply for up to A\$30,000 of shares at an issue price of A\$0.063 each (“New Shares”) free of any brokerage, commission and transaction costs in accordance with the share purchase plan (“SPP”). The New Shares under the SPP have the same issue price as the recently completed placement announced on 31 October 2022. Full details of the SPP are set out in the SPP Offer Booklet, which is being sent to Eligible Shareholders today and is attached. The SPP will not be underwritten and may raise up to A\$3 million.

Botanix will use the proceeds received from the SPP to progress the Company’s pipeline of dermatology assets in light of the recent successful BTX 1702 rosacea Phase 1b/2 clinical study, prepare for the FDA approval and commercial launch of the Company’s lead product, Sofpironium Bromide for the treatment of primary axillary hyperhidrosis Sofpironium Bromide and for general working capital purposes.

The SPP opens today, 9 November 2022 and will remain open until 8:00pm (Sydney Time) on Wednesday, 23 November 2022 (unless extended or withdrawn). As the SPP is only open for 2 weeks, Eligible Shareholders are encouraged to apply for New Shares as soon as possible.

The offer of New Shares is made under the Share Purchase Plan Booklet and Share Purchase Plan Application Form (both attached). To apply for a parcel of New Shares, please follow the instructions set out in the Share Purchase Plan Booklet and Share Purchase Plan Application Form.

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These documents are important and should be read thoroughly in conjunction with the publicly available information relating to Botanix. If you are unsure about whether to participate, please contact your professional adviser. If you require further information, please contact the Company.

This ASX announcement is authorized for release by the Board.

### About Botanix Pharmaceuticals

Botanix Pharmaceuticals Limited (ASX:BOT) is a dermatology company based in Philadelphia and Phoenix (US) which is committed to the development of novel treatments for a range of common skin diseases. The Company has a mature dermatology pipeline with its first product, Sofpironium Bromide, for the treatment of primary axillary hyperhidrosis, filed for FDA approval in Q3 CY2022 with approval expected in Q3 2023. The Company also has a pipeline of other products in late-stage clinical studies for the treatment of moderate to severe rosacea (successful Phase 1b/2 study in 4Q 2022), dermatitis and acne respectively. Botanix is also developing a topical antimicrobial product for the eradication of bacteria on the skin surface, initially in patients who are undergoing hemodialysis.

Botanix leverages its proprietary drug delivery system (Permetrex™) for direct skin delivery of active pharmaceuticals in all skin diseases, which is utilised in its existing development programs and is being explored with a view to being utilized in a number of other product opportunities. To learn more please visit: <http://www.botanixpharma.com/>

### For more information, please contact:

#### General enquiries

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### Cautionary Note on Forward-Looking Statements

Any statements in this press release about future expectations, plans and prospects for the Company, the Company's strategy, future operations, and other statements containing the words "anticipate," "believe," "estimate," "expect," "intend," "may," "plan," "predict," "project," "target," "potential," "will," "would," "could," "should," "continue," and similar expressions, constitute forward-looking statements. Actual results may differ materially from those indicated by such forward-looking statements as a result of various important factors, including: the Company's ability to successfully develop its product candidates or research collaborations with its partners, the outcome and effects of Sofpironium Bromide, the market for Sofpironium Bromide and timely complete its planned clinical programs and the Company's ability to obtain marketing approvals for its product candidates. In addition, the forward-looking statements included in this press release represent the Company's views

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as of the date hereof. The Company anticipates that subsequent events and developments will cause the Company's views to change. However, while the Company may elect to update these forward-looking statements at some point in the future, the Company specifically disclaims any obligation to do so. These forward-looking statements should not be relied upon as representing the Company's views as of any date subsequent to the date hereof.

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# **Botanix Pharmaceuticals Ltd**

ABN 70 009 109 755

## Share Purchase Plan Booklet

Eligible Shareholders have the opportunity to participate in the Share Purchase Plan (**SPP**) by applying for up to \$30,000 worth of new ordinary shares in the Company (**New Shares**).

Details of the SPP offer and how to participate are set out in this SPP Booklet (**Booklet**).

This Booklet is intended for use only in connection with the SPP to Eligible Shareholders in Australia or New Zealand. No action has been taken to permit an offering of New Shares in any jurisdiction outside of Australia and New Zealand. The distribution of this Booklet may be restricted by law and persons (including custodians and nominees) who come into possession of this Booklet should observe any such restrictions.

This Booklet does not constitute an offer of New Shares in any jurisdiction in which it would be unlawful. In particular, this Booklet may not be distributed to any person, and the New Shares will not be offered or sold, in any country outside Australia and New Zealand except to the extent set out in this Booklet.

*Not for release to US wire services or distribution in the United States*

## KEY DATES

Event	Indicative date (WST)
Record Date (the time that eligibility to participate in the SPP was determined)	5:00pm on Friday, 28 October 2022
Announcement of SPP	Monday, 31 October 2022
Opening Date	Wednesday, 9 November 2022
Closing Date	5:00pm on Wednesday, 23 November 2022
Announcement of results of SPP	Wednesday, 30 November 2022
Issue Date of New Shares	Wednesday, 30 November 2022
Expected commencement of trading of New Shares on ASX	Thursday, 1 December 2022
Despatch of holding statements for New Shares	Friday, 2 December 2022

*Note: This timetable (and each reference in this Booklet to a date specified in the timetable) is indicative only and the Company may, at its discretion, vary any of the above dates (other than the Record Date) by lodging a revised timetable with the ASX. The Company reserves the right to close the SPP early or to withdraw the SPP, in its sole and absolute discretion, by lodging an announcement with the ASX. The commencement of trading and quotation of New Shares is subject to ASX confirmation. All times referred to in this Booklet are to WST.*

## IMPORTANT NOTICES

This Booklet is dated Wednesday, 9 November 2022. This Booklet contains important information. You should read it carefully and in its entirety.

This Booklet is not a prospectus under Chapter 6D of the Corporations Act. The offer of New Shares under the SPP is made in accordance with ASIC Instrument 2019/547 which grants relief from the requirement to issue a disclosure document for a SPP.

No cooling-off regime applies in relation to the acquisition of New Shares under the SPP. You cannot withdraw an application for New Shares once it has been submitted.

The Company will not issue New Share to an applicant if those New Shares, either alone or in conjunction with the issue of New Shares under any other application, would contravene any law or the ASX Listing Rules.

Capitalised terms not otherwise defined in this Booklet have the meaning given in the Glossary in section 16 of this Booklet.

### No advice or recommendation

The information in this Booklet is not a recommendation to accept the SPP Offer, does not constitute financial advice and has been prepared without taking into account your particular objectives, financial situation or needs. If you are in any doubt about whether to participate in the SPP, you should seek advice from your financial, taxation or other professional adviser before participating.

Eligible Shareholders should therefore conduct their own investigations, assessment and analysis of the Company and its operations and prospects and must base their investment decision solely on those investigations and that assessment and analysis.

If, after reading this Booklet, Eligible Shareholders have any questions regarding the SPP Offer, they should contact their financial or other professional adviser before deciding whether or not to accept the SPP Offer.

By submitting an application for New Shares under the SPP (including by making a payment), you are accepting the risk that the market price of Shares may change between the date of the SPP and the Issue Date. If the market price of the Company's Shares at the Issue Date is less than the Issue Price, the value of your investment in New Shares will be less than the amount you invested under the SPP.

### Foreign offer restrictions

This Booklet has been prepared for publication in Australia and may not be released or distributed outside Australia or New Zealand.

This Booklet does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction. Any securities described in this Booklet have not been, and will not be, registered under the US Securities Act of 1933 or the securities laws of any state or other jurisdiction of the United States and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

### **Information for New Zealand investors**

The New Shares under the SPP are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the SPP Offer of New Shares under the SPP is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021 (New Zealand).

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

### **Questions**

If you have any questions in relation to how to participate in the SPP after reading this Booklet, Botanix has set up an Information Line which can be reached either by phone on 1300 560 339 (+612 8011 0354 outside Australia) or through a live online chat facility by going to [chat2.shareholdersfirst.com.au](https://chat2.shareholdersfirst.com.au).

Please call or scan the below QR Code for any questions relating to the SPP. Both lines will be open 9:00am to 5:00pm (AEDT), Monday through Friday (excluding public holidays).



Additionally, if you have any queries for the Registry, you can contact them on 1300 288 664 or +61 2 9698 5414 between 8:30am and 5:00pm (AEDT), Monday through Friday.

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# LETTER FROM THE CHAIRMAN

9 November 2022

Dear Shareholder

## Botanix Pharmaceuticals Ltd – SPP

On behalf of the Board of Botanix Pharmaceuticals Ltd (ABN 70 009 109 755) (**Company**), I am pleased to offer you the opportunity to participate in the Share Purchase Plan (**SPP**). The SPP provides each Eligible Shareholder with an opportunity to apply for up to \$30,000 worth of New Shares in the Company,<sup>1</sup> without incurring brokerage or transaction costs, on the terms set out in this Booklet. Participation in the SPP is optional.

The SPP is part of a wider capital raising being undertaken by the Company. On 31 October 2022, the Company announced:

- a two-tranche institutional placement to raise up to \$5 million (before costs) to Antares Capital (**Placement**); and
- SPP for Eligible Shareholders to raise up to \$3 million (before costs).

The Company is pleased to further advise that it has received firm commitments for \$5,000,000 (before costs) under the Placement from Antares Capital. The Company will therefore issue up to 70,717,484 New Shares under the first tranche of the Placement at an offer price of \$0.063 per New Share. The second tranche of the Placement is subject to shareholder approval at the Company's Annual General Meeting scheduled for on 23 November 2022.

The Placement is to Antares Capital, who have actively researched and engaged with the Company and are pleased to invest at this pivotal point in the Company's development. Antares has extensive investment experience in life sciences and has researched the prospects for Sofpironium Bromide, as well as our broader pipeline following the success of our recent BTX 1702 rosacea clinical study.

## Issue Price

New Shares purchased under the SPP will be priced at \$0.063 per New Share, being the same price at which New Shares will be issued under the Placement.

## Use of proceeds

Proceeds from the Placement and the SPP, together with existing cash, will be applied towards progressing the Company's pipeline of dermatology assets in light of the recent successful BTX 1702 rosacea Phase 1b/2 clinical study, preparing for the FDA approval and commercial launch of the Company's lead product, Sofpironium Bromide for the treatment of primary axillary hyperhidrosis Sofpironium Bromide; and for general working capital purposes.

## Participation in the SPP

To be eligible to participate in the SPP, you must have been a registered holder of Shares at the Record Date (5:00pm (WST) on Friday, 28 October 2022), shown on the Register to have an address in Australia or New Zealand and not be located in the United States and are not acting for the account or benefit of a person in the United States (**Eligible Shareholder**).

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<sup>1</sup> The maximum value of New Shares that an Eligible Shareholder can apply for is limited to \$30,000 in accordance with ASIC Instrument 2019/547.

The SPP provides Eligible Shareholders with an opportunity to acquire a parcel of up to \$30,000 worth of New Shares in the Company (subject to any scale back). Participation in the SPP is optional. Shareholders may apply for New Shares in the following amounts:

Application amount (AUD)	New Shares
\$1,000	15,874
\$2,500	39,683
\$5,000	79,366
\$10,000	158,731
\$15,000	238,096
\$20,000	317,461
\$25,000	396,826
\$30,000	476,191

**Scale back**

The Company will raise up to \$3 million (before costs) under the SPP. The SPP is not underwritten and there is no guarantee that the Company will raise the maximum amount.

The Company may, in its absolute discretion, undertake a scale back of applications for New Shares to the extent and in the manner it sees fit (including (but without limiting the Company’s discretion) by taking into account, among other factors, the number of Eligible Shareholders participating, the size of an Eligible Shareholder’s shareholding at the Record Date or the number of New Shares applied for under the SPP).

Further details of the impact of any scale back are contained in section 9 of the SPP terms and conditions.

**Underwriting**

The SPP is not underwritten.

**How to apply for New Shares**

Details of how to apply under the SPP are contained in section 4 of the SPP terms and conditions on page 7 of this Booklet. If you would like to participate in the SPP, please read the attached terms and conditions carefully and follow the step-by-step instructions on the Application Form.

Eligible Shareholders who wish to apply for New Shares must either:

- Option A: make a payment for the appropriate amount via BPAY® in accordance with the instructions on the Application Form; or
- Option B: make a payment via Electronic Funds Transfer (EFT). Multiple acceptances must be paid separately. You must quote your unique payment reference as your payment reference/description when processing your EFT payment. Failure to do so may result in your funds not being allocated to your application and New Shares subsequently not issued.

There is no need to return your Application Form.

The fastest and easiest way to apply and pay is by BPAY®. The Company will not accept payment by cash, cheque, bank draft or money order.

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Payment must be received by the Registry by the Closing Date (expected to be 5.00pm (WST) on Wednesday, 23 November 2022).

#### **Questions and further information**

This Booklet sets out the details and the terms and conditions of the SPP and I encourage you to read it carefully and in full, and to seek your own financial and taxation advice in relation to the SPP, before making a decision on whether to participate.

If you have any questions in relation to the SPP or this Booklet, Botanix has set up an information line which you can contact on 1300 560 339 (+612 8011 0354 outside Australia) or at [chat2.shareholdersfirst.com.au](https://chat2.shareholdersfirst.com.au) between 9:00am and 5:00pm (AEDT) Monday to Friday. Alternatively, you may contact the Registry on 1300 288 664 or +61 2 9698 5414 between 8:30am and 5:00pm (AEDT) Monday to Friday or you can contact your stockbroker, solicitor, accountant or other professional adviser.

On behalf of the Board of the Company, I invite you to consider participation in the SPP and thank you for your continued support of the Company.

Yours sincerely



**Mr Vince Ippolito**  
**President and Chairman, Botanix Pharmaceuticals Ltd**

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# SPP TERMS AND CONDITIONS

## IMPORTANT NOTICE

This Booklet has been prepared by the Company and contains important information. You should read it carefully and in its entirety before deciding whether to participate in the SPP.

If you apply to participate in the SPP, you accept the risk that the market price of Shares may change between the date of the SPP and the date when New Shares are issued to you under the SPP. If the market price of the Company's Shares at the time the New Shares are issued is less than the Issue Price, the value of your investment in New Shares will be less than the amount you invested. It is possible that up to or after the date you receive New Shares under the SPP, you may be able to buy Shares on the ASX at a lower price than the Issue Price under the SPP.

By participating in the SPP, you will be deemed to have accepted, and will be bound by, these terms and conditions. Participation in the SPP is optional.

Capitalised terms not otherwise defined in this Booklet have the meaning given in the Glossary in section 16.

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## 1 Offer

1.1 Botanix Pharmaceuticals Ltd offers each Eligible Shareholder the opportunity to purchase up to \$30,000 worth of New Shares under the SPP, subject to and in accordance with the terms and conditions set out below (such offer, the **SPP Offer**).

1.2 The SPP Offer opens on Wednesday, 9 November 2022 (**Opening Date**) and closes at 5:00pm (WST) on Wednesday, 23 November 2022 (or such other date as the Company determines in its absolute discretion) (**Closing Date**).

1.3 The SPP Offer is non-transferable and, therefore, Eligible Shareholders cannot transfer their right to purchase New Shares to any third party.

1.4 The SPP Offer to each Eligible Shareholder (whether as a Custodian or on its own account) is made on the same terms and conditions.

1.5 Participation in the SPP is entirely voluntary.

1.6 All references to \$ or dollars in this Booklet are references to Australian dollars unless otherwise indicated.

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## 2 Eligible Shareholders

2.1 You are an Eligible Shareholder who is eligible to participate in the SPP if you:

- (a) were registered on the Register as a holder of one or more ordinary shares in the Company at 5.00pm (WST) on the Record Date;
- (b) have a registered address in either Australia or New Zealand; and

(c) are not in the United States and are not acting for the account or benefit of a person in the United States.

2.2 Eligible Shareholders who are "Custodians" (as defined in section 4 of Instrument 2019/547) may participate in the SPP Offer in accordance with sections 3.2 and 4.8.

2.3 The SPP Offer is not made to holders of Shares with a registered address outside of Australia and New Zealand. Any shareholders who hold shares on behalf of persons who are in the United States or who act for the account or benefit of a person in the United States are not entitled to participate in the SPP.

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## 3 Joint holders and Custodians

3.1 If two or more persons are registered on the Register as jointly holding Shares, they are taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder, and a certification given by any of them is taken to be a certification given by all of them.

3.2 Subject to these terms and conditions, Eligible Shareholders who are Custodians may participate in the SPP on behalf of each Eligible Beneficiary on whose behalf they hold Shares.

3.3 An **Eligible Beneficiary** is a person:

- (a) on whose behalf a Custodian holds Shares as at the Record Date;
- (b) who has a registered address in either Australia or New Zealand; and

- (c) who is not in the United States and is not acting for the account or benefit of a person in the United States.
- 4.6 The Company reserves the right, but is not obligated, to accept applications for New Shares that are received after the Closing Date.

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#### 4 Applications for New Shares

4.1 Eligible Shareholders must apply for parcels of New Shares in the following increments:

- (a) \$1,000;
- (b) \$2,500;
- (c) \$5,000;
- (d) \$10,000;
- (e) \$15,000;
- (f) \$20,000;
- (g) \$25,000; or
- (h) \$30,000.

4.2 Applications must be for a **minimum of \$1,000** and a **maximum of \$30,000** worth of New Shares.

4.3 Eligible Shareholders who wish to apply for New Shares must either:

- (a) make a payment for the appropriate amount via BPAY® in accordance with the instructions on the Application Form so that it is received prior to the Closing Date; or
- (b) make a payment for the appropriate amount via Electronic Funds Transfer (**EFT**). Multiple acceptances must be paid separately. You must quote your unique payment reference as your payment reference/description when processing your EFT payment. Failure to do so may result in your funds not being allocated to your application and New Shares subsequently not issued.

There is no need to return your Application Form.

4.4 The Application Form will contain a unique identifier in relation to your holding in the Company and you must provide this unique identifier when making a payment using BPAY®.

4.5 If you apply for New Shares by making a payment via BPAY®, you are representing to the Company that the total of the application price for Current and Previous Plan Purchases does not exceed \$30,000.

4.7 Eligible Shareholders who receive more than one offer under the SPP (for example, because they hold Shares in more than one capacity or in different registered holdings) may apply for New Shares under their various capacities but may not apply for New Shares with an aggregate value of more than \$30,000.

4.8 If you wish to subscribe for New Shares as a Custodian for one or more Eligible Beneficiaries, you must also complete and submit a certificate that complies with sections 8(3) and (4) of Instrument 2019/547 (**Custodian Certificate**) before your application will be accepted. Applications by Custodians that are not accompanied by a duly completed Custodian Certificate will be rejected. The Custodian Certificate can be obtained by contacting the Registry on the telephone number set out in the Application Form. A completed Custodian Certificate must be emailed to: [custodialcertificates@automicgroup.com.au](mailto:custodialcertificates@automicgroup.com.au).

4.9 The Company and its officers and agents may accept or reject your application for New Shares in whole or in part at their discretion including, without limitation, if:

- (a) your application does not comply with these terms and conditions;
- (b) it appears you are not an Eligible Shareholder;
- (c) your EFT or BPAY® payment is not received by the Registry by the Closing Date;
- (d) if paying by EFT, you do not quote your unique payment reference (as set out in your Application Form) as your payment reference/ description when processing your EFT payment;
- (e) if paying by BPAY®, you do not quote your BPAY® reference number (as set out in your Application Form) when processing your payment;
- (f) the Company believes that you are applying to purchase more than \$30,000 worth of New Shares in aggregate (including as a result of Shares you hold directly, jointly or through a custodian or nominee arrangement) or your application is not for an amount in the increments described in section 4.1;

- (g) payment of the application monies is not submitted in Australian currency;
- (h) the amount of your EFT payment or your BPAY® payment is not equal to the amount of your application, in which event the Company will:
- (i) refund in full your application monies and not allot any New Shares to you; or
  - (ii) allot to you the number of New Shares that would have been allotted had you applied for the highest designated amount that is less than the amount of your payment and refund to you the excess of your application monies; or
- (i) you are a Custodian and you have not provided the Registry with a Custodian Certificate.

4.10 If you are entitled to a refund of all or any of your application monies, the refund will be paid to you, without interest, as soon as practicable by direct credit to your nominated account (as recorded with the Registry).

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## 5 Issue Price

- 5.1 The issue price per New Share (**Issue Price**) will be \$0.063.
- 5.2 The current Share price can be obtained from the ASX.
- 5.3 You agree to pay the Issue Price per New Share for the number of New Shares calculated under section 6.1 or, if there is a scale back, the number of New Shares calculated under clause 9.

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## 6 Calculation and issue of New Shares

- 6.1 If you apply for New Shares under the SPP, you will apply for a certain value, rather than a certain number, of New Shares. If your application is accepted, the Company will divide the value of your application monies by the Issue Price (as determined under section 5.1) in order to determine the number of New Shares which, subject to scale back, will be issued to you.
- 6.2 If the calculation in section 6.1 produces a fractional number, the number of New Shares issued to you will be rounded up to the nearest whole New Share.
- 6.3 New Shares are expected to be issued on 30 November 2022.

- 6.4 New Shares issued under the SPP will rank equally in all respects with existing Shares as at the Issue Date.
- 6.5 The Company will apply to the ASX for quotation of New Shares. It is anticipated that New Shares will be quoted on the ASX on or around 30 November 2022.
- 6.6 The Registry will send holding statements in respect of the New Shares issued under the SPP on or around 2 December 2022.
- 6.7 There are risks associated with any stock market investment and we recommend that you obtain your own independent financial advice in relation to this SPP. In particular, there is a risk that the Company's market price at the time that New Shares are issued will be less than the Issue Price. If this occurs, the value of your investment in New Shares will be less than the amount you invested. Accordingly, you should consider price movements of Shares in the Company before applying for New Shares under this SPP.

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## 7 Effect of applying to participate

- 7.1 By making a payment via EFT or BPAY® (on your own behalf and on behalf of each for whose account you are acting, if applicable), you:
- (a) are deemed to have accepted the SPP Offer and you irrevocably and unconditionally agree to the terms and conditions of the SPP and the terms and conditions of the Application Form and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP;
  - (b) warrant that all details and statements in your application are true and complete and not misleading (including by omission);
  - (c) agree that your application will be irrevocable and unconditional (that is, it cannot be withdrawn);
  - (d) warrant that you are an Eligible Shareholder and are eligible to participate in the SPP, and agree to provide (and if applicable direct your nominee or Custodian provide) any requested substantiation of your eligibility to participate in the SPP and of your holding of Shares on the Record Date;
  - (e) acknowledge that no interest will be paid on any application monies held pending the issue of New Shares or subsequently refunded to you for any reason;

- (f) acknowledge that the Company and its officers and agents are not liable for any consequences of the exercise or non-exercise of discretions referred to in these terms and conditions;
- (g) agree to pay the Issue Price per New Share up to the maximum of:
  - (i) the value you have selected on the Application Form; or
  - (ii) the maximum value of your BPAY® or EFT payment,(as determined by the Company in its absolute discretion);
- (h) acknowledge and agree that:
  - (i) you are not in the United States and are not acting for the account or benefit of a person in the United States;
  - (ii) the New Shares have not been, and will not be, registered under the U.S. Securities Act, and accordingly, the New Shares may not be offered, or sold without registration under the U.S. Securities Act except in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act and any other applicable securities laws;
  - (iii) you represent and warrant that you have not sent and will not send any materials relating to the SPP to any person in the United States or elsewhere outside Australia and New Zealand;
  - (iv) you agree that if in the future you decide to sell or otherwise transfer the New Shares you will only do so in "regular way" transactions on ASX where neither you nor any person acting on your behalf knows, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, in the United States; and
  - (v) if you are acting as a trustee, nominee or Custodian, each beneficial holder on whose behalf you are participating in the SPP is resident in Australia or New Zealand, and you have not sent this Booklet, or any materials relating to the SPP to any person outside of Australia and New Zealand;
- (i) if you are applying for New Shares on your own behalf (and not as Custodian), acknowledge and agree that:
  - (i) you are not applying for New Shares with an aggregate application price of more than \$30,000 (including any New Shares which a Custodian has applied to purchase on your behalf under the SPP);
  - (ii) the aggregate application price for the following does not exceed \$30,000:
    - (A) the New Shares the subject of the application; and
    - (B) any other Shares in the same class as the New Shares issued to you under an arrangement similar to the SPP in the 12 months before the date of issue under the SPP;
    - (C) any other Shares in the same class as the New Shares issued to a Custodian in the 12 months before the date of issue under the SPP as a result of an instruction given by you to the Custodian or another Custodian to apply for Shares on your behalf under an arrangement similar to the SPP; and
    - (D) any other New Shares which you instruct a Custodian to acquire on your behalf under the SPP,even though you may have received more than one offer under the SPP or received offers in more than one capacity under the SPP;
- (j) if you are a Custodian and are applying on behalf of an Eligible Beneficiary on whose behalf you hold Shares, acknowledge and agree that:
  - (i) you are a Custodian (as that term is defined in section 4 of Instrument 2019/547);
  - (ii) you held Shares on behalf of the Eligible Beneficiary as at the Record

- Date who has instructed you to apply for New Shares on their behalf under the SPP and that the Eligible Beneficiary was provided with a copy of this Booklet before giving such instruction;
- (iii) you are not applying for New Shares on behalf of any Eligible Beneficiary with an aggregate application price of more than \$30,000 under the SPP; and
  - (iv) the information in the Custodian Certificate submitted with your Application Form is true, correct and not misleading;
- (k) accept the risks associated with any refund that may be dispatched to you by direct credit to your nominated account (as recorded with the Registry);
  - (l) agree to be bound by the constitution of the Company (as amended and as it may be amended from time to time in the future);
  - (m) represent that you are in compliance with all relevant laws and regulations;
  - (n) acknowledge that the Company may vary the timetable set out in this Booklet (including any specific dates in that timetable) and any dates set out in these terms and conditions at its discretion by lodging a revised timetable with the ASX;
  - (o) acknowledge that the market price of Shares may rise or fall between the date of the SPP Offer and the Issue Date and that the Issue Price you pay for New Shares may exceed the market price of Shares on the Issue Date;
  - (p) acknowledge that there are risks associated with acquiring and holding Shares;
  - (q) acknowledge that none of the Company or its subsidiaries or their respective directors, officers, employees, agents and advisers has provided you with any financial product or investment advice or taxation advice in relation to the SPP, or has any obligation to provide such advice;
  - (r) authorise the Company and its officers and agents to do anything on your behalf necessary for New Shares to be issued to you in accordance with these terms and conditions;
- (s) acknowledge that the Company may at any time and in its absolute discretion determine that your application is valid, in accordance with the terms and conditions of the SPP, even if the Application Form is incomplete, contains errors or is otherwise defective;
  - (t) declare that you are at least 18 years of age and have full legal capacity and power to perform all your rights and obligations in respect of the SPP Offer; and
  - (u) authorise the Company and its officers and agents to correct minor or easily rectified errors in, or omissions from, your Application Form and to complete the Application Form by the insertion of any missing minor detail.
- 
- 8 ASIC Relief**
- 8.1 This offer of New Shares under the SPP is made in accordance with Instrument 2019/547 which grants relief from the requirement to prepare a disclosure document for the SPP subject to certain terms and conditions.
- 
- 9 Scale back**
- 9.1 The Company will raise up to \$3 million under the SPP. The Company may in its absolute discretion undertake a scale back of applications for New Shares to the extent and in the manner it sees fit (including (but without limiting the Company's discretion) by taking into account, among other factors, the number of Eligible Shareholders participating, the size of your shareholding at the Record Date or the number of New Shares you have applied for under the SPP).
- 9.2 If there is a scale back, you may receive less than the parcel of New Shares for which you have applied.
- 9.3 If a scale back produces a fractional number of New Shares when applied to your parcel, the number of New Shares you will be allotted will be rounded up to the nearest whole number of New Shares.
- 9.4 If there is a scale back, the difference between the application monies received from you, and the number of New Shares allocated to you multiplied by the Issue Price, will be refunded to you without interest.
- 
- 10 Dispute resolution**
- 10.1 The Company may settle, in any manner it deems appropriate, any difficulties, anomalies or disputes

which may arise in connection with, or by reason of, the operation of the SPP whether generally or in relation to any participant or any application for New Shares, and its decision shall be conclusive and binding on all participants and other persons to whom the determination relates.

- 10.2 The powers of the Company under these terms and conditions may be exercised by the directors of the Company or any delegate or representative of them.

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## 11 Variation and termination

11.1 The Company reserves the right at any time to:

- (a) amend or vary these terms and conditions;
- (b) waive strict compliance with any provision of these terms and conditions;
- (c) withdraw or not proceed with the SPP Offer or suspend or terminate the SPP;
- (d) vary the timetable for the SPP, including, without limitation, the Closing Date; or
- (e) not accept an application, not issue New Shares, or issue New Shares to a value less than that applied for under the SPP by an Eligible Shareholder (including a Custodian applying on behalf of one or more Eligible Beneficiaries).

11.2 Any such amendment, variation, waiver, suspension, withdrawal, non-acceptance or termination will be binding on all Eligible Shareholders even where the Company does not notify you of that event.

11.3 In the event that the SPP is withdrawn or terminated, all application monies will be refunded. No interest will be paid on any money returned to you.

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## 12 Privacy policy

12.1 Chapter 2C of the Corporations Act requires information about a securityholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. This information must continue to be included in the public register if you cease to be a securityholder.

12.2 The Company and the Registry may collect personal information to process your application, implement the SPP and administer your holding of Shares. The personal information contained in the Register is also used to facilitate payments and corporate communications (including financial

results), annual reports and other information to be communicated to holders of Shares), and to ensure compliance with legal and regulatory requirements, including Australian taxation laws and the Corporations Act.

12.3 Your personal information may be disclosed to joint investors, the Registry, securities brokers, third party service providers (including print and mail service providers, technology providers and professional advisers), related entities of the Company and its agents and contractors, and the ASX and other regulatory authorities, and in any case, where disclosure is required or allowed by law (which may include disclosures to the Australian Taxation Office and other government or regulatory bodies or where you have consented to the disclosure). In some cases, the types of organisations referred to above to whom your personal information may be disclosed may be located overseas.

12.4 The Registry's privacy policy is available on their website: [investor.automic.com.au/#!/home](http://investor.automic.com.au/#!/home).

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## 13 Costs of participation

The Company will not charge any brokerage, commissions or other transaction costs in respect of the application for, and allotment of, New Shares under the SPP.

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## 14 Underwriting

The SPP is not underwritten.

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## 15 Governing law

15.1 These terms and conditions are governed by the laws in force in Western Australia. Any dispute arising out of, or in connection with, these terms and conditions, or the SPP Offer, will be determined by the courts of Western Australia. By accepting the SPP Offer, you agree to submit to the non-exclusive jurisdiction of the courts in Western Australia. Other terms and conditions, and rights and obligations in respect of Shares, are contained in the constitution of the Company.

15.2 The terms and conditions of the SPP prevail to the extent of any inconsistency with the Application Form.

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## 16 Glossary

In this Booklet, the following terms have the meaning set out below:

**Antares Capital** means Antares Capital Pty Ltd (ACN 125 191 773).

**Application Form** means the personalised application form relating to the SPP that Eligible Shareholders received with this Booklet. This may include a deemed application form on the same terms where a valid payment is made via EFT or BPAY®.

**ASIC** means Australian Securities and Investments Commission.

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

**Board** means the board of directors of the Company.

**Booklet** means this Share Purchase Plan Booklet.

**Closing Date** has the meaning given in section 1.2 of this Booklet.

**Company** means Botanix Pharmaceuticals Ltd (ABN 70 009 109 755).

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

**Current and Previous Plan Purchases** has the meaning given in Instrument 2019/547.

**Custodian** means a custodian as defined in paragraph 4 of Instrument 2019/547.

**Custodian Certificate** has the meaning given in 4.8 of this Booklet.

**Eligible Beneficiary** has the meaning given in section 3.3 of this Booklet.

**Eligible Shareholders** means a shareholder of the Company eligible to participate in the SPP Offer in accordance with section 2 of this Booklet.

**Instrument 2019/547** means *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*.

**Issue Date** means the date on which New Shares are issued under the SPP (currently expected to be Wednesday, 30 November 2022).

**Issue Price** has the meaning given in section 5.1 of this Booklet.

**New Shares** means Shares in the Company to be issued in accordance with the SPP Offer.

**Opening Date** has the meaning given in section 1.2 of this Booklet.

**Placement** means the placement of up to 79,365,080 New Shares to Antares Capital as announced by the Company on 31 October 2022.

**Record Date** means the date that eligibility to participate in the SPP is determined, being 5:00pm on Friday, 28 October 2022.

**Register** means the member's register of the Company's Shareholders maintained by the Registry.

**Registry** means Automic Pty Ltd (ACN 152 260 814).

**Share Purchase Plan** or **SPP** means this share purchase plan being offered to Eligible Shareholders under this Booklet.

**Share** means a fully paid ordinary share in the Company.

**SPP Offer** has the meaning given in section 1.1 of this Booklet.

**U.S. Securities Act** means the U.S. Securities Act of 1933.

**WST** means Western Standard Time, being the time in Perth, Western Australia.

[EntityRegistrationDetailsLine1Envelope]  
[EntityRegistrationDetailsLine2Envelope]  
[EntityRegistrationDetailsLine3Envelope]  
[EntityRegistrationDetailsLine4Envelope]  
[EntityRegistrationDetailsLine5Envelope]  
[EntityRegistrationDetailsLine6Envelope]

SRN/HIN: [HolderNumberMasked]

ASX Code: BOT

Record Date: 5:00pm (AWST), 28 October 2022

## SHARE PURCHASE PLAN APPLICATION FORM

**IMPORTANT: SPP OFFER CLOSSES 5:00PM (AWST) ON WEDNESDAY, 23 NOVEMBER 2022 (UNLESS VARIED)**

### 1: SUBSCRIPTION

This SPP Offer entitles each Eligible Shareholder in Botanix Pharmaceuticals Ltd (ASX: **BOT**) (**Botanix** or the **Company**) to subscribe through the Company's Share Purchase Plan (**SPP**) for a maximum of \$30,000 worth of fully paid ordinary shares (**Shares**) in the Company (**New Shares**) on the terms set out in the SPP Offer Booklet dated 9 November 2022 (**Offer Booklet**). Capitalised terms used in this Application Form have the meaning given in the Offer Booklet unless the context otherwise requires. The Company announced the SPP to raise up to a total of \$3 million (before costs). The SPP is open to all shareholders recorded as holding Shares on the Company's Register as at the Record Date with a registered address in Australia or New Zealand. The issue price of the New Shares is \$0.063 per New Share (**Price**). Eligible Shareholders may subscribe for any one of the following parcels (*subject to any scale back*) described below by paying the applicable application monies in accordance with the payment instructions in section 2 of this Application Form:

	Application Amount	Number of New Shares
Offer A	\$1,000 (Minimum)	15,874
Offer B	\$2,500	39,683
Offer C	\$5,000	79,366
Offer D	\$10,000	158,731
Offer E	\$15,000	238,096
Offer F	\$20,000	317,461
Offer G	\$25,000	396,826
Offer H	\$30,000 (Maximum)	476,191

No fractions of New Shares will be issued. Any fraction of a New Share will be rounded up to the nearest whole number of New Shares (where applicable).

### 2: PAYMENT - You can pay either by BPAY® or Electronic Funds Transfer "EFT"

Payment under the Share Purchase Plan can only be made by BPAY® or EFT.

#### Option A – BPAY®



**Biller Code:** 371906

**Ref No:** [BPayCRN]

Contact your financial institution to make your payment from your cheque or savings account.

**Note:** You do not need to return this form if you have made payment via BPAY® or EFT. Your BPAY® reference number or unique reference number will process your payment for your application for New Shares electronically.

#### Option B – Electronic Funds Transfer (EFT)

The unique Payment Reference which has been assigned to your Application is: [HolderId]-TBC-BOT

Funds are to be deposited directly to following bank account:

**Account name:** Automic Pty Ltd  
**Account BSB:** 036 051  
**Account number:** 554972  
**Swift Code:** WPACAU2S

**IMPORTANT:** You must quote your unique payment reference as your payment reference/ description when processing your EFT payment. Failure to do so may result in your funds not being allocated to your application and shares subsequently not issued.

### 3: Elect to receive email communication

Return to Automic Group by email to [corporate.actions@automicgroup.com.au](mailto:corporate.actions@automicgroup.com.au)

Telephone Number

( )

Contact Name (PLEASE PRINT)

BOT[HolderId]

Please insert your email address if you wish to elect to be an e-Shareholder, and you consent to receiving communications from the Share Registry

# INSTRUCTIONS FOR COMPLETION OF THIS FORM

The right to participate in the SPP is optional and is offered exclusively to all Shareholders (including Custodians) who are registered as holders of Shares in the capital of the Company on the Record Date with a registered address in Australia or New Zealand (**Eligible Shareholders**).

If the Company rejects or scales-back an application or purported applications, the Company will return to the Shareholder the relevant Application Monies, without interest.

## HOW TO APPLY FOR SHARES UNDER THE SPP

### 1 Subscription

As an Eligible Shareholder, you can apply for up to a maximum of \$30,000 worth of Shares. Eligible Shareholders can select one of the parcels prescribed overleaf.

In order to comply with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547, the maximum value of New Shares each Eligible Shareholder (irrespective of the size of their shareholding) may apply for under this SPP Offer is \$30,000 (including through joint holding(s), multiple share accounts or any holding in which they have a beneficial interest/s). This limit will apply even if you receive more than one offer from the Company (for example, because you are a joint holder of Shares or because you hold more than one shareholding under separate share accounts).

If the Company receives an amount that does not equal one of the amounts specified overleaf the Company may accept the payment at their discretion and refund any excess Application Money (without interest) to the Eligible Shareholder. If the Company receives a subscription of over \$30,000 worth of Shares by an Eligible Shareholder through multiple applications or joint holdings, the Company may refund any excess Application Money (without interest) to the Eligible Shareholder.

Any application made under the SPP Offer is not guaranteed to result in the Eligible Shareholder receiving any New Shares that have been applied for. Applications may be scaled back at the absolute discretion of the Company to the extent and in the manner it sees fit (including (but without limiting the Company's discretion) by taking into account, among other factors, the number of Eligible Shareholders participating, the size of your shareholding at the Record Date or the number of New Shares you have applied for under the SPP)

### 2 Payment

**By making a payment via BPAY or EFT, you agree that it is your responsibility to ensure that funds are submitted correctly and received by Automic Share Registry by the closing date and time. Payment must be received by the Share Registry by 5:00pm (AWST) on Wednesday, 23 November 2022.**

**It is your responsibility to ensure your CRN or unique Payment Reference is quoted, as per the instructions in Section 2. If you fail to quote your CRN or unique Payment Reference correctly, Automic may be unable to allocate or refund your payment. If you need assistance, please contact Automic.**

**Payment by BPAY®:** You can make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. To BPAY® this payment via internet or telephone banking use your reference number on this Form. Multiple acceptances must be paid separately.

**Payment by EFT:** You can make a payment via Electronic Funds Transfer "EFT". Multiple acceptances must be paid separately. Please use your unique reference on this Form. This will ensure your payment is processed correctly to your application electronically.

If you make a payment by BPAY® or EFT and the Company receives an amount which is not equal to either \$30,000, \$25,000, \$20,000, \$15,000, \$10,000, \$5,000, \$2,500 or \$1,000 the Company may accept the payment at their discretion. Your payment must be for a minimum of \$1,000.

Applicants should be aware of Automic's financial institution's cut off-time, their own financial institution's cut-off time and associated fees with processing a funds transfer. It is the Applicant's responsibility to ensure funds are submitted correctly by the closing date and time, including taking into account any delay that may occur as a result of payments being made after 5pm (AEST) and/or on a day that is not a business day (payment must be made to be processed overnight). You do not need to return this Form if you have made payment via BPAY® or EFT. Your reference number will process your payment to your application electronically and you will be deemed to have applied for such shares for which you have paid.

### 3 Contact Details - Elect to receive email communication

As a valued shareholder in Botanix Pharmaceuticals Ltd, the Company encourages shareholders to elect to receive their shareholder communications electronically. This will ensure you receive all future important shareholder communications in a faster and more secure way and reduce the environmental footprint of printing and mailing.

## IMPORTANT INFORMATION

1. This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this Application Form, please consult a professional adviser.
2. If you do not wish to purchase New Shares under the SPP, there is no need to take action.
3. Please ensure you have read and understood the terms and conditions of the SPP in the Offer Booklet accompanying this Application Form and this section entitled "Important Information" before making payment by BPAY® or EFT.
4. The offer for New Shares under the SPP is non-renounceable. Applications can only be accepted in the name printed on the Application Form.
5. If you are a custodian, trustee or nominee within the meaning of "Custodian" as defined in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547, you must complete and submit an additional certificate that contains further certifications and details (**Custodian Certificate**) that must be provided before your application will be received. The Custodian Certificate can be obtained by contacting the Share Registry on the telephone number set out below. Applications received by Custodians that are not accompanied by the Custodian Certificate will be rejected. A completed Custodian Certificate must be emailed to: [custodialcertificates@automicgroup.com.au](mailto:custodialcertificates@automicgroup.com.au), failure to do so will result in the Application being rejected.
6. For applicants that are not required to complete the Custodian Certificate, by making payment by BPAY® or EFT, you certify that the aggregate of the payment paid by you for:
  - the parcel of New Shares indicated on this Application Form or BPAY® or EFT; and
  - any other Shares applied for by you, or which you have instructed a custodian to acquire on your behalf under the SPP or any other similar arrangement in the 12 months prior to making payment by BPAY® or EFT does not exceed A\$30,000.
7. The maximum subscription limitation of A\$30,000 will apply even if you have received more than one Application Form (whether in respect of a joint holding or because you have more than one holding under separate security accounts).
8. You are not guaranteed to receive any New Shares that you have applied for and the Company may, in its absolute and sole discretion:
  - a. scale back any applications made; and
  - b. reject your application, without limit.
9. By making payment of application monies, you certify that:
  - you wish to apply for New Shares under the SPP as indicated on this Application Form and acknowledge that your application is irrevocable and unconditional;
  - you received a copy of the Offer Booklet and you have read and understood the terms and conditions of the SPP;
  - you agree to be bound by the Constitution of the Company and the terms and conditions in the Offer Booklet;
  - you agree to accept any lesser number of New Shares than the number of New Shares applied for; and
  - you are not in the United States and are not acting for the account or benefit of a person in the United States and have not sent any offering materials relating to the SPP offer to any person in the United States.

**If you require further information about the Offer, please contact Automic on 1300 288 664 or +61 2 9698 5414 between 8:30am and 5:00pm (AEDT).**