



NOTICE OF GENERAL MEETING
AND EXPLANATORY STATEMENT OF SYNTARA LIMITED

TO BE HELD AS A VIRTUAL MEETING AT 10:00 AM (SYDNEY TIME) ON
23 JUNE 2026

TO BE VALID, DULY COMPLETED PROXY VOTING FORMS MUST BE RECEIVED BY NO
LATER THAN 10:00 AM (SYDNEY TIME) ON 21 JUNE 2026

IMPORTANT

This document is important and requires your immediate attention. It should be read in its entirety. If you are in doubt as to the course you should follow, you should consult your professional adviser immediately.

19 May 2026

Dear Shareholder,

A general meeting (**Meeting**) of Syntara Limited (**Company** or **Syntara**) will be held as a virtual meeting via live webcast at 10:00 am (Sydney time) on 23 June 2026. The Notice of Meeting along with a Proxy Voting Form are enclosed.

On 29 April 2026, Syntara announced that it had received firm commitments to raise approximately \$8 million by way of a two-tranche placement at \$0.027 per share comprising: (i) the issue of 242,605,411 fully paid ordinary shares in the capital of the Company (**Shares**) at \$0.027 per Share, to raise approximately \$6.6 million within the Company's 15% placement capacity under ASX Listing Rule 7.1 (**Tranche 1**); and (ii) the issue of approximately 53,690,885 fully paid ordinary shares at \$0.027 per Share, to raise another approximately \$1.4 million (**Tranche 2**). Tranche 2 requires shareholder approval as it exceeds the Company's 15% placement capacity under ASX Listing Rules 7.1. Syntara also announced at that time that it would conduct a non-underwritten share purchase plan to existing eligible shareholders targeting to raise approximately \$2 million.

The purpose of the Meeting is to obtain shareholder approval for Tranche 2 and to refresh the Company's capacity to issue Shares under ASX Listing Rule 7.1 by ratifying the previous issue of securities under Tranche 1.

Details of the resolutions to be considered at the Meeting are contained in the Explanatory Statement which accompanies the Notice of Meeting.

Even if you plan to attend the Meeting online, we encourage you to submit a proxy vote online by visiting www.votingonline.com.au/sntgm2026 as early as possible and in any event by no later than 10:00 am (Sydney time) on 21 June 2026. Shareholders wishing to ask questions are encouraged to email Company.Secretary@syntaratx.com.au in advance of the Meeting.

In the event that it is necessary for the Company to give further updates, information will be provided on the Company's website and lodged with the Australian Securities Exchange.

We look forward to welcoming you at the Meeting.

Yours faithfully
Syntara Limited

Tim Luscombe
Company Secretary

Notice of General Meeting

Notice is hereby given that a General Meeting (**Meeting**) of shareholders of Syntara Limited ABN 75 082 811 630 (**Company** or **Syntara**) will be held as a virtual meeting via <https://meetings.lumiconnect.com/300-662-059-619> at 10:00 am (Sydney time) on 23 June 2026.

Even if you plan to attend the Meeting online, we encourage you to submit a proxy vote online by visiting www.votingonline.com.au/sntgm2026 as early as possible and in any event by no later than 10:00 am (Sydney time) on 21 June 2026.

Online participation

You can access the Meeting by entering the following URL <https://meetings.lumiconnect.com/300-662-059-619> on your computer, tablet or smartphone. Online registration will open 30 minutes before the Meeting. For full details on how to log on and vote online, please refer to the user guide available at <https://www.reportsonline.net.au/?documentid=E4392B63CF1D4C3987251090F3AD6500>.

Questions and comments

Shareholders and proxyholders can participate during the Meeting by asking questions or making comments verbally and in writing. Please note, only shareholders and proxyholders may ask questions or make comments. It may not be possible to respond to all questions and we may group our response to similar questions. Accordingly, shareholders are encouraged to lodge questions and comments as early as possible prior to the Meeting by email to Company.Secretary@syntaratx.com.au, ideally by no later than 21 June 2026.

ITEMS OF BUSINESS

1. Resolution 1 - Approval of issue of shares under Tranche 2

To consider and, if thought fit, pass the following resolution as an **ordinary** resolution:

*That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the issue of up to 53,690,885 fully paid ordinary shares in the capital of Syntara Limited (**Company**) at \$0.027 per share to institutional and sophisticated investors (**Tranche 2**), as described in the Explanatory Statement accompanying this Notice of Meeting.*

2. Resolution 2 - Ratification of previous issue of Tranche 1 securities

To consider and, if thought fit, pass the following resolution as an **ordinary** resolution:

*That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the issue of 242,605,411 fully paid ordinary shares in the Company at \$0.027 per share on 7 May 2026 to institutional and sophisticated investors (**Tranche 1**), as described in the Explanatory Statement accompanying this Notice of Meeting, is ratified and approved.*

NOTES AND IMPORTANT INFORMATION

VOTING RESTRICTIONS

Resolution 1 – As required by the ASX Listing Rules, the Company will disregard any votes cast in favour of resolution 1:

- a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed Tranche 2 issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- b) any associates of any such person.

However, the Company need not disregard a vote cast in favour of resolution 1 by:

- c) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- d) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - o the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - o the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 2 – As required by the ASX Listing Rules, the Company will disregard any votes cast in favour of resolution 2 by or on behalf of:

- a) any person who participated in Tranche 1; or
- b) any associates of any such person.

However, the Company need not disregard a vote cast in favour of resolution 2 by:

- c) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- d) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - o the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - o the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

VOTING ENTITLEMENTS

The Company has determined that the shareholders eligible to attend and vote at the Meeting will be the registered holders of ordinary shares in the Company at 7:00 pm (Sydney time) on 21 June 2026.

Securities held by or for an employee incentive scheme must only be voted on a resolution required under the ASX Listing Rules if and to the extent: (a) they are held for the benefit of a nominated participant in the scheme; (b) the nominated participant is not excluded from voting on the resolution under the ASX Listing Rules; and (c) the nominated participant has directed how the securities are to be voted.

PROXIES

Shareholders have the right to appoint a proxy, who need not be a shareholder of the Company. If a shareholder is entitled to two or more votes they may appoint two proxies and may specify the percentage of votes that each proxy is appointed to exercise. If a shareholder does not specify, then each proxy may exercise half of the shareholder's votes. A Proxy Voting Form has been included with this Notice of Meeting. Proxy voting instructions are provided with the Proxy Voting Form.

You may submit your proxy online by visiting www.votingonline.com.au/sntgm2026. To use the online facility you will require the secure access information set out on your Proxy Voting Form. You will be taken to have duly executed the Proxy Voting Form if you lodge it in accordance with the instructions prior to 10:00 am (Sydney time) on 21 June 2026. Custodians should contact Boardroom to submit their votes.

Completed proxies can also be lodged with the Company's share registry, Boardroom Limited:
By hand: Level 8, 210 George Street, Sydney NSW 2000
By post: GPO Box 3993, Sydney NSW 2001
For questions, please contact: 1300 737 760 (in Australia) or +61 2 9290 9600 (International)

Duly completed proxies must be received by no later than 10:00 am (Sydney time) on 21 June 2026.

POWER OF ATTORNEY

If a shareholder has appointed an attorney to attend and vote at the Meeting, or if a Proxy Voting Form is signed by an attorney, a certified copy of the power of attorney must likewise be received by Boardroom Limited or the Company by no later than 10:00 am (Sydney time) on 21 June 2026 by one of the means listed above.

CORPORATE REPRESENTATIVES

If a corporate shareholder wishes to appoint a person to act as a representative at the Meeting, a completed "Appointment of Corporate Representative" form must be received by Boardroom Limited or the Company by no later than 10:00 am (Sydney time) on 21 June 2026 by one of the means listed above. A form may be obtained from Boardroom or online at <https://www.investorserve.com.au/>.

APPOINTMENT OF THE CHAIR OF THE MEETING OR OTHER KEY MANAGEMENT PERSONNEL AS YOUR PROXY

If the Chair of the Meeting is appointed, or taken to be appointed, as your proxy, you can direct the chair of the Meeting to vote "For", "Against", or to "Abstain" from voting on, any of the resolutions by marking the appropriate box opposite the relevant resolution on the Proxy Voting Form. However, if the Chair of the Meeting is your proxy and you do not mark any of the boxes opposite any of the resolutions, your undirected proxies held by the Chair will be taken as an express authorisation for the Chair to vote as he or she decides, in which case the Chair of the Meeting intends to vote in accordance with the stated intention below.

HOW THE CHAIR OF THE MEETING WILL VOTE UNDIRECTED PROXIES

Subject to the law, the Chair of the Meeting will vote undirected proxies on, and in favour of, all resolutions stated in this Notice of Meeting. Shareholders can appoint the Chair of the Meeting as their proxy to vote contrary to this stated intention or to abstain from voting on a resolution. Shareholders are encouraged to direct their proxies how to vote.

By order of the Board
Syntara Limited

Mr Tim Luscombe
Company Secretary and Chief Financial Officer

19 May 2026

EXPLANATORY STATEMENT

Background

On 29 April 2026, Syntara Limited (**Syntara** or **Company**) announced that it had received firm commitments to raise approximately \$8 million by way of a two-tranche placement through the issue of new fully paid ordinary shares (**Shares**) at \$0.027 per Share, comprising:

- an initial placement of 242,605,411 Shares (**Tranche 1 Shares**) to institutional and sophisticated investors to raise approximately \$6.6 million (**Tranche 1**), which were issued on 7 May 2026; and
- a subsequent placement of an additional 53,690,885 Shares (**Tranche 2 Shares**) to institutional and sophisticated investors to raise approximately \$1.4 million (**Tranche 2**) which we intend to issue on or shortly after the date of the general meeting of shareholders the subject of this Explanatory Statement (**Meeting**).

The issue price per Tranche 1 Share and Tranche 2 Share of \$0.027 per share represents a discount of approximately 15.6% to the last closing price of Syntara's shares on the ASX on 24 April 2026 (the last trading day before the announcement of the Placement and SPP) and a 17.6% discount to the 5-day volume weighted average price of Syntara's shares over the period ending 24 April 2026. The Tranche 1 Shares were issued within the Company's 15% capacity under ASX Listing Rule 7.1.

On 29 April 2026, Syntara also announced that it intended to conduct a non-underwritten share purchase plan to existing eligible shareholders targeting to raise up to approximately \$2 million (**SPP**).

Tranche 2 requires shareholder approval as the issue of the Tranche 2 Shares exceeds the Company's 15% capacity under ASX Listing Rule 7.1. The Company has agreed to issue 53,690,885 Tranche 2 Shares to investors that are not related parties or associates of related parties (as those terms are used in the ASX Listing Rules) of the Company.

Resolution 1 - Approval of issue of shares under Tranche 2

The Company is seeking approval for the issue of the Tranche 2 Shares under ASX Listing Rule 7.1 and for all other purposes.

Purpose of approval

In general terms, ASX Listing Rule 7.1 provides that a listed company must not issue or agree to issue equity securities that total more than 15% of its fully paid ordinary shares in a 12 month period without the approval of its shareholders (**15% Capacity**), subject to certain exceptions.

The issue of the Tranche 2 Shares would exceed the Company's 15% Capacity. Accordingly, the Company is seeking shareholder approval to issue the Tranche 2 Shares to institutional and sophisticated investors under Tranche 2, for the purposes of ASX Listing Rule 7.1 and all other purposes. If resolution 1 is passed, then the Tranche 2 Shares will be issued and will not count towards the Company's 15% Capacity. If resolution 1 is not passed by shareholders, unless resolution 2 is passed or another exception applies, the Company will not be able to proceed with Tranche 2.

Other than the issuances of securities described in this Explanatory Statement, the Board has not made a decision to undertake any further issue of Shares. The Board will only undertake further issues of equity securities if the Board considers it is in the best interests of the Company to do so.

Details of the proposed Tranche 2

The following information, in respect of the proposed issue of Tranche 2 Shares, is provided for the purposes of ASX Listing Rule 7.3:

- **Recipients of the securities:** The Tranche 2 Shares are to be issued to D&A Income, Ltd, an institutional investor and existing substantial shareholder of the Company, who subscribed for Tranche 2 Shares under Tranche 2 following a process conducted by Canaccord Genuity (Australia) Limited and Euroz Hartleys Limited (**Joint Lead Managers**). D&A Income, Ltd will remain below 20% immediately post issue. Other than as stated above, none of the following will be issued more than 1% of the issued capital of the Company under Tranche 2 – a related party of the Company, a member of the Company's key management personnel, a substantial holder of the Company, an adviser to the Company, or an associate of any of the foregoing.

- **Number and class of securities issued:** A maximum of 53,690,885 fully paid ordinary shares in the capital of the Company will be issued under Tranche 2.
- **Fully paid ordinary shares:** The Tranche 2 Shares will be fully paid ordinary shares in the capital of the Company and will rank equally with the Company's existing Shares then on issue.
- **Date on which the securities will be issued:** Anticipated to be on or around the date of the Meeting and in any case, no later than 3 months after the date of the Meeting.
- **Price of the securities:** The Tranche 2 Shares will be issued at \$0.027 per share representing approximately \$1.4 million gross aggregate consideration.
- **Purpose of the issue and intended use of the funds raised:** The purpose of the issue of Tranche 1 Shares and Tranche 2 Shares is to raise funds. The proceeds will provide a cash runway to Q3 2027 and be applied to:-
 - Trial readouts and licensing discussions – funding five key clinical trial readouts over CY2026 and to progress licensing discussions across the pipeline.
 - Phase 2b MF study preparation – preparatory work, including protocol finalisation, CRO selection, trial site negotiations, formulation development, and clinical trial supplies.
 - Patent suite – strengthening the Company's global leading pan-LOX patent suite and add potential to exploit multiple indications.
 - Offer costs – funding costs associated with the capital raising.

Board recommendation

The Board unanimously recommends that shareholders vote in favour of resolution 1.

Resolution 2 – Ratification of previous issue of Tranche 1 securities

The Company is seeking shareholder approval for the issue of the Tranche 1 Shares pursuant to ASX Listing Rule 7.4.

Purpose of approval

In general terms, ASX Listing Rule 7.1 provides that a listed company must not issue or agree to issue equity securities that total more than its 15% Capacity, subject to certain exceptions.

However, ASX Listing Rule 7.4 allows an issue of, or agreement to issue, securities made without shareholder approval to be treated as having been made with approval for the purposes of ASX Listing Rule 7.1, if the issue or agreement to issue did not breach ASX Listing Rule 7.1 and is subsequently approved by shareholders.

Accordingly, if shareholders ratify the issue of Tranche 1 Shares by way of approving resolution 2, the Tranche 1 Shares will be treated to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1, and will no longer be counted towards the Company's 15% Capacity. This effectively refreshes the Company's 15% Capacity in respect of the Tranche 1 Shares.

If resolution 2 is not passed, it will not have any effect on Tranche 1, but the Company's 15% Capacity will not be refreshed to the extent of the Tranche 1 Shares and the Company's ability to issue further equity securities without shareholder approval under ASX Listing Rule 7.1 for 12 months following the issue of the Tranche 1 Shares will be restricted, unless an exception in the Listing Rules apply. If resolution 2 is passed but resolution 1 is not passed, the Company will be able to issue the Tranche 2 Shares but the issuance of Tranche 2 Shares will reduce the Company's 15% Capacity to the extent of the Tranche 2 Shares.

The Directors consider it to be in the best interests of the Company to maintain the Company's ability to issue equity securities up to its 15% Capacity under ASX Listing Rule 7.1.

Details of Tranche 1

The following information is provided for the purposes of ASX Listing Rule 7.5:

- **The names of the persons to whom the entity issued or agreed to issue the securities or the basis on which those persons were identified or selected:** The Tranche 1 Shares

were issued to a group of institutional and sophisticated investors who subscribed for Tranche 1 Shares following a process conducted by the Joint Lead Managers. The following substantial holder of the Company received Tranche 1 Shares: Platinum Investment Management Ltd. All substantial shareholders remained below 20% immediately post issue. Other than as stated above, none of the following were issued more than 1% of the issued capital of the Company under Tranche 1 – a related party of the Company, a member of the Company's key management personnel, a substantial holder of the Company, an adviser to the Company, or an associate of any of the foregoing.

- **Number and class of securities issued:** 242,605,411 fully paid ordinary shares in the capital of the Company were issued under Tranche 1.
- **Fully paid ordinary shares:** The Tranche 1 Shares are fully paid ordinary shares in the capital of the Company and rank equally with the Company's existing Shares on issue.
- **Date on which the securities were issued:** 7 May 2026.
- **Price of the securities:** \$0.027 per Tranche 1 Share representing approximately \$6.6 million as gross aggregate consideration.

Purpose of the issue and intended use of the funds raised: The purpose of the issue is to raise funds. Refer to the summary of the intended use of funds raised from the issue of Tranche 1 Shares and Tranche 2 Shares set out in the explanatory notes to resolution 1 in this Explanatory Statement.

Board recommendation

The Board unanimously recommends that shareholders vote in favour of resolution 2.

All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10am (Sydney time) on Sunday, 21 June 2026.**

🖨 TO APPOINT A PROXY ONLINE

📱 BY SMARTPHONE

STEP 1: VISIT <https://www.votingonline.com.au/sntgm2026>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10am (Sydney time) on Sunday, 21 June 2026.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 💻 **Online** <https://www.votingonline.com.au/sntgm2026>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Syntara Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the General Meeting of the Company to be held as a **virtual meeting** via <https://meetings.lumiconnect.com/300-662-059-619> at **10:00 am (Sydney time) on Tuesday, 23 June 2026** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Approval of issue of shares under Tranche 2	☐	☐	☐
Resolution 2	Ratification of previous issue of Tranche 1 securities	☐	☐	☐

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2026